

Olive Business Centre Limited

Financial Statements
together with Auditors' Report
for the year ended 31 March 2017



KHANDELWAL PRAKASH MURARI BHANDARI & CO.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
OLIVE BUSINESS CENTRE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Olive Business Centre Limited** ("**the Company**"), which comprise the Balance Sheet as at 31st March, 2017, Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

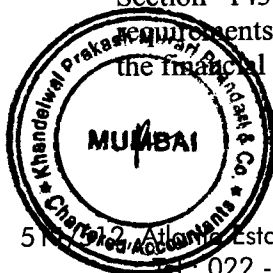
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

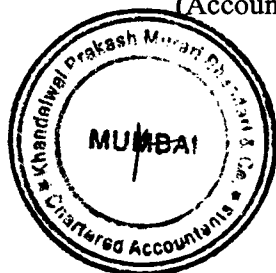
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matter specified in the paragraph 3 and 4 of the order.
- 2) As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as applicable.

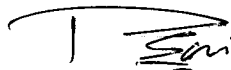


- e) On the basis of the written representations received from the Directors of the company as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long term contracts including derivative contracts for which any provision required for material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has disclosed the holdings of or dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8 November, 2016 of the Ministry of Finance, during the period from 8 November, 2016 to 30th December, 2016- Refer note 2.25 to the financial statements.

For **Khandelwal Prakash Murari Bhandari & Co.**

Chartered Accountants

Firm Registration No.102454W



Punit Soni

Partner

Membership No.173087

Mumbai

10 May 2017



M/s OLIVE BUSINESS CENTRE LIMITED

Annexure "A" to Independent Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets;
- (c) According to the information and explanations given to us and records examined by us, the title deeds of immovable properties are held in the name of the Company.
- (ii) Based on our examination of documents and records, the Company did not own any physical inventory at any time during the year. Accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanation given to us, during the year the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013, Accordingly, paragraph 3 (iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, where applicable with respect to the security given.
- (v) The Company has not accepted any deposits from public.
- (vi) The Central Government has not prescribed the maintenance of Cost records under section 148 (1) of Act, for the Company.
- (vii) (a) According to the information and explanation given to us and records examined by us, the Company is generally regular in depositing undisputed statutory dues including income tax, service tax and any other statutory dues applicable to the company with the appropriate authorities. As explained to us, the Company does not have any dues on account of provident fund, employees' state insurance, wealth tax, duty of customs, duty of excise and value added tax.

According to the information and explanation given to us, there are no undisputed statutory dues payable in respect of income tax, service tax and any other material statutory dues applicable to the company which are outstanding as on 31st March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of Income tax, service tax and other material statutory dues applicable to the company which have not been deposited on account of any dispute.



- (viii) Based on the information available and explanations given by the management, the company has not taken any loan from financial institutions, banks, government or debenture holders. Accordingly, paragraph 3(viii) of the order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) The Company has not paid/provided any managerial remuneration during the year. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and records examined by us, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and records examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and records examined by us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Khandelwal Prakash Murari Bhandari & Co.**

Chartered Accountants

Firm Registration No.102454W


Punit Soni

Partner

Membership No.173087

Mumbai

10 May 2017



Annexure-B to the Independent Auditors' Report

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of **Olive Business Centre Limited ("the Company")** as at 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

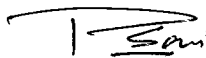
Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

Firm Registration No.102454W



Punit Soni

Partner

Membership No.173087

Mumbai

10 May 2017



Olive Business Centre Limited

Balance Sheet

(Currency : Indian rupees)

	Note	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	2.1	181,605,000	181,605,000
(b) Reserves and surplus	2.2	(35,802,425)	(37,510,761)
		<u>145,802,575</u>	<u>144,094,239</u>
Current liabilities			
(a) Short-term borrowings	2.3	86,325,289	133,673,325
(b) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	2.26	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2.4	3,459,252	8,369,185
(c) Other current liabilities	2.5	2,035,858	3,269,772
		<u>237,622,974</u>	<u>289,406,521</u>
TOTAL			
ASSETS			
Non-current assets			
(a) Fixed assets	2.6		
(i) Tangible assets		202,512,337	219,387,395
(b) Deferred tax assets (net)	2.7	16,009,052	16,773,988
(c) Long-term loans and advances	2.8	180,048	4,098,715
		<u>218,701,437</u>	<u>240,260,098</u>
Current assets			
(a) Trade receivables	2.9	15,207,152	14,541,385
(b) Cash and bank balances	2.10	1,586,544	786,109
(c) Short-term loans and advances	2.11	2,127,841	1,761,791
(d) Other current assets	2.12	-	32,057,138
		<u>18,921,537</u>	<u>49,146,423</u>
		<u>237,622,974</u>	<u>289,406,521</u>

Significant accounting policies and notes to financial statements

1 & 2

As per our report of even date attached.

For M/s. Khandelwal Prakash Murari Bhandari & Co.

Chartered Accountants

Firms' Registration No. 102454W

Punit Soni

Partner

Membership No.: 173087



For and on behalf of the Board of Directors

Shailendra Maru

Shailendra Maru

Director

DIN No.: 03290024

Mayank Soti

Mayank Soti

Director

DIN No.: 03283886

Ramesh Shetty

Manager

Mumbai

10 May 2017

Mumbai

10 May 2017

Olive Business Centre Limited

Statement of Profit and Loss

(Currency : Indian rupees)

	Note	For the year ended 31 March 2017	For the year ended 31 March 2016
Revenue from operations			
Business centre service charges		27,560,400	13,915,200
Fee and commission income	2.13	17,788,828	-
Income from treasury operations and investments	2.14	147,598	(47,390,249)
Other operating revenue	2.15	234,190	203,748
Other income	2.16	29	-
Total Revenue		45,731,045	(33,271,301)
Expenses			
Finance costs	2.17	16,770,815	4,652,214
Depreciation and amortization expenses	2.6	17,404,550	5,595,769
Other expenses	2.18	9,082,408	8,614,367
Total Expenses		43,257,773	18,862,350
Profit/(loss) before tax		2,473,272	(52,133,651)
Tax expense:			
Deferred tax		764,936	(16,123,851)
Profit/(loss) for the year		1,708,336	(36,009,800)
Earnings per equity share:			
Basic & diluted (face value of Rs. 10 each)	2.23	0.09	(1.98)
Significant accounting policies and notes to financial statements	1 & 2		
As per our report of even date attached.			


For M/s. Khandelwal Prakash Murari Bhandari & Co.
Chartered Accountants
Firms' Registration No. 102454W

For and on behalf of the Board of Directors


Punit Soni
Partner
Membership No.: 173087



Mumbai
10 May 2017


Shailendra Maru
Director
DIN No.: 03290024


Mayank Soti
Director
DIN No.: 03283886


Ramesh Shetty
Manager
Mumbai
10 May 2017

Mumbai
10 May 2017

MUMBAI

Mumbai
10 May 2017

Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

1. Significant accounting policies

1.1 Basis of preparation of financial statements

The accompanying financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on the accrual basis of accounting, unless otherwise stated, and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) rules, 2014, the provisions of the Companies Act, 2013 (to the extent notified), (hereinafter referred to as 'the Act') and the Schedule III to the Act. The financial statements are presented in Indian rupees.

1.2 Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, disclosure of contingent liabilities on date of the financial statements and reported amount of revenue and expenses during the reporting period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results could differ from the estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.3 Current-non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle or it is held primarily for the purpose of being traded or it is expected to be realized within 12 months after the reporting date or it is cash or cash equivalent unless it is restricted from being exchanged or expected to be used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it is expected to be settled in the company's normal operating cycle or it is held primarily for the purpose of being traded or it is due to be settled within 12 months after the reporting date or the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. Current liabilities include current portion of non-current liabilities. All other liabilities are classified as non-current.

1.4 Revenue recognition

- a. Income from treasury operations comprises profit/loss on sale of securities and currency derivative instruments.
 - Profit/loss on sale of securities is determined based on the weighted average cost of the securities sold.
 - Realised profit/ loss on closed positions of derivative instruments is recognized on final settlement on squaring-up of the contracts. Outstanding derivative contracts in the nature of forwards / futures / options are measured at fair value as at the balance sheet date. Fair value is determined using quoted market prices in an actively traded market, for the instrument, wherever available, as the best evidence of fair value. In the absence of quoted market prices in an actively traded market, market intermediary quotes, valuation techniques are used to determine the fair value. In most cases the valuation techniques use observable market data as input parameters in order to ensure reliability of the fair value measure.



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.4 Revenue recognition (Continued)

- b. Business centre service charges are recognised on accrual basis by reference to the agreement entered.
- c. Fee income is accounted for, on an accrual basis in accordance with the terms and contracts entered into between the Company and the counterparty.
- d. Interest income is recognised on accrual basis.

1.5 Fixed assets and depreciation

Tangible fixed assets and Capital work in progress

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Capital work in progress comprises the cost of fixed assets that are not ready for its intended use at the reporting date.

Depreciation is provided on a written down value basis from the date the asset is ready for its intended use or put to use whichever is earlier. In respect of assets sold, depreciation is provided up to the date of disposal.

As per the requirement of Schedule II of the Companies Act, 2013, the Company has evaluated the useful lives of the respective fixed assets which are as per the provisions of Part C of the Schedule II of the Act for calculating the depreciation.

The estimated useful lives of the fixed assets are as follows:

Nature of assets	Useful Life
Building (other than factory building)	60 years
Furniture and fixtures	10 years
Office Equipment	5 years
Computers - Servers and networks	6 years
Computers - End user devices, such as desktops, laptops, etc.	3 years

1.6 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired based on internal/external factors. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and the value in use of those assets. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of the depreciable historical cost.



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.7 Foreign currency transactions

Foreign currency transactions are recorded at the rates of exchange prevailing on the date of the transaction. Exchange differences, if any arising out of transactions settled during the year are recognised in the statement of profit and loss for the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date. The resultant exchange differences, if any, are recognised in the statement of profit and loss and related assets and liabilities are accordingly restated in the balance sheet.

1.8 Tax

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961), deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Current tax

Provision for current tax is recognised based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

Deferred tax

The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of these assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written-up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

Minimum alternative tax (MAT)

MAT credit asset is recognised where there is convincing evidence that the asset can be realised in future. MAT credit assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably certain to be realised.

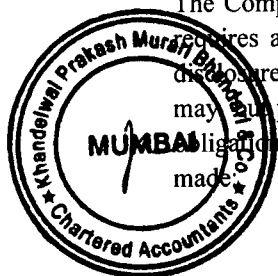
1.9 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 – “Earnings Per Share”. Basic earnings per share is computed by dividing the net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue equity shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by weighted average number of equity shares considered for deriving basic earning per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

1.10 Provisions and contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may or probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.10 Provisions and contingencies (Continued)

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.



Olive Business Centre Limited

Notes to the financial statements

(Currency : Indian rupees)

	As at 31 March 2017	As at 31 March 2016
2.1 Share capital		
Authorised :		
21,000,000 (Previous Year: 21,000,000) equity shares of Rs. 10 each	210,000,000	210,000,000
	<u>210,000,000</u>	<u>210,000,000</u>
Issued:		
18,160,500 (Previous Year: 18,160,500) equity shares of Rs. 10 each	181,605,000	181,605,000
	<u>181,605,000</u>	<u>181,605,000</u>
Subscribed and Paid up:		
18,160,500 (Previous Year: 18,160,500) equity shares of Rs. 10 each, fully paid-up	181,605,000	181,605,000
	<u>181,605,000</u>	<u>181,605,000</u>
The entire paid-up Equity Share Capital is held by ECap Equities Limited, the Holding Company and its nominees (As at March 31, 2016, the entire paid-up Equity Share Capital is held by Edelweiss Finance & Investments Limited and during the year the entire paid-up Equity Share Capital was transferred to Edelweiss Finvest Private Limited and its nominees on August 25, 2016)		
a. Reconciliation of number of shares outstanding:		
Number of shares outstanding at the beginning	18,160,500	18,160,500
Shares issued during the period	-	-
Number of shares at the end	<u>18,160,500</u>	<u>18,160,500</u>
b. Reconciliation of Share Capital:		
Share Capital at the beginning of the period	181,605,000	181,605,000
Share Capital issued during the period	-	-
Share Capital at the end of the period	<u>181,605,000</u>	<u>181,605,000</u>
c. Terms/rights attached to equity shares:		
The Company has only one class of shares referred to as equity shares having a par value of Rs 10 each. Each holder of equity shares is entitled to one vote per share held.		
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts.		
The distribution will be in proportion to the number of equity shares held by the shareholders		
2.2 Reserves and surplus		
Opening Balance in Statement of Profit and Loss	(37,510,761)	(1,500,961)
Less: Profit/(loss) for the year	1,708,336	(36,009,800)
Closing Balance in Statement of Profit and Loss	<u>(35,802,425)</u>	<u>(37,510,761)</u>



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

	As at 31 March 2017	As at 31 March 2016
2.3 Short-term borrowings		
<u>Unsecured</u>		
Loan from related party	86,325,289	133,673,325
(Repayable on demand, at an interest rate 10 per cent per annum)		
	<u>86,325,289</u>	<u>133,673,325</u>
2.4 Trade payables		
Trade payables (Refer note 2.26)	3,459,252	8,369,185
(includes sundry creditors, provision for expenses)		
	<u>3,459,252</u>	<u>8,369,185</u>
2.5 Other current liabilities		
Interest accrued and due on borrowings	801,569	742,025
Other payables		
Withholding tax and other taxes payable	954,824	759,677
Book overdraft	-	29,836
Retention money payable	279,465	1,738,234
	<u>2,035,858</u>	<u>3,269,772</u>



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

2.6 Fixed assets

Description of Assets	Gross Block			Depreciation			Net Block		
	As at 1 April 2016	Additions during the year	Deductions during the year	As at 31 March 2017	As at 1 April 2016	Additions during the year	Deductions during the year	As at 31 March 2017	As at 31 March 2016
Tangible assets									
Building	201,752,090	1,645,255	-	203,397,345	2,901,032	10,040,541	-	12,941,573	190,455,772
Furniture and Fixtures	6,120,666	559,640	-	6,680,306	454,171	1,607,749	-	2,061,920	4,618,386
Office equipment	12,740,800	(1,617,683)	-	11,123,117	1,643,684	4,008,276	-	5,651,960	11,097,116
Computers	4,369,608	(57,720)	-	4,311,888	596,882	1,747,984	-	2,344,866	1,967,022
Total	224,983,164	529,492	-	225,512,656	5,595,769	17,404,550	-	23,000,319	202,512,337
									219,387,395



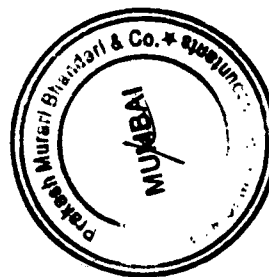
Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

2.6 Fixed assets (Continued)

Description of Assets	Gross Block		Depreciation		Net Block	
	As at 1 April 2015	Additions during the year	Deductions during the year	As at 31 Mar 2016	As at 31 Mar 2016	As at 31 March 2015
Tangible assets						
Building	-	201,752,090	-	201,752,090	2,901,032	-
Furniture and Fixtures	-	6,120,666	-	6,120,666	454,171	-
Office equipment	-	12,740,800	-	12,740,800	1,643,684	-
Computers	-	4,369,608	-	4,369,608	596,882	-
Total	-	224,983,164	-	224,983,164	5,995,769	219,387,395



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

	As at 31 March 2017	As at 31 March 2016
2.7 Deferred taxes (Net)		
Deferred tax assets on account of		
Accumulated Losses	19,614,366	18,425,109
Deferred tax assets on account of stamp duty and ROC expenses	398,814	531,751
	<u>20,013,180</u>	<u>18,956,860</u>
Deferred tax liabilities on account of		
Difference between book and tax depreciation	4,004,128	2,182,872
	<u>16,009,052</u>	<u>16,773,988</u>
2.8 Long-term loans and advances		
Security deposits	10,000	10,000
Prepaid expenses	-	2,676,820
Advance income taxes	170,048	1,411,895
	<u>180,048</u>	<u>4,098,715</u>
2.9 Trade receivables		
Other debts	15,207,152	14,541,385
Unsecured, considered good	<u>15,207,152</u>	<u>14,541,385</u>
2.10 Cash and bank balances		
Balances with banks	1,586,544	786,109
- in Current accounts	<u>1,586,544</u>	<u>786,109</u>
2.11 Short-term loans and advances		
Prepaid expenses	710,946	947,928
Vendor advances	5,000	-
Input tax credits	-	813,863
Advance tax and tax deducted at source	1,411,895	-
	<u>2,127,841</u>	<u>1,761,791</u>
2.12 Other current assets		
Accrued interest on margin	-	20,156
Margin placed with broker	-	32,036,982
	<u>-</u>	<u>32,057,138</u>



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

	For the year ended 31 March 2017	For the year ended 31 March 2016
2.13 Fee and commission income		
Fee income	17,788,828	-
	<u>17,788,828</u>	<u>-</u>
2.14 Income from treasury operations and investments		
Profit on trading of securities (net)	5,782,354	-
Loss on trading in currency derivative instruments (net)	(5,634,756)	(47,390,249)
	<u>147,598</u>	<u>(47,390,249)</u>
2.15 Other operating revenue		
Interest income on margin with brokers	234,190	203,748
	<u>234,190</u>	<u>203,748</u>
2.16 Other income		
Miscellaneous income	29	-
	<u>29</u>	<u>-</u>



Olive Business Centre Limited

Notes to the financial statements (Continued)

(Currency : Indian rupees)

	For the year ended 31 March 2017	For the year ended 31 March 2016
2.17 Finance costs		
Interest on loan from holding company	-	77,107
Interest on loan from fellow subsidiaries	16,761,739	4,574,099
Interest - others	2,267	438
Financial and bank charges	6,809	570
	<u>16,770,815</u>	<u>4,652,214</u>

2.18 Other expenses

Auditors' remuneration (Refer note below)	54,001	30,000
Computer expenses	12,094	-
Clearing and custodian charges	51,650	80,050
Dematerialisation charges	-	30,000
Electricity charges	1,524,550	895,185
Foreign exchange loss (net)	13,508	-
Legal and professional fees	1,083,282	548,490
Membership and subscription	47,560	-
Office expenses	70,635	1,860,094
Printing and stationery	194,022	77,323
Rates and taxes	1,895,428	1,581,358
Rent	6,382	2,843,458
Repairs and maintenance - others	2,798,597	80,718
ROC Expenses	8,600	(100)
Security transaction tax	18,608	-
Service tax expenses	146,727	21,434
Stamp duty	428,565	540,410
Stock exchange expenses	6,338	2,536
Travelling and conveyance	-	130
Miscellaneous expenses	332,465	23,281
Housekeeping and security charges	389,396	-
	<u>9,082,408</u>	<u>8,614,367</u>

Auditors' Remuneration:

As auditor	34,000	30,000
For other services	20,001	-
	<u>54,001</u>	<u>30,000</u>



Olive Business Centre Limited

Notes to the financial statements (*Continued*)

for the year ended 31 March 2017

(Currency: Indian rupees)

2.19 Segment reporting

Primary Segment (Business Segment)

The Company's business is organised and management reviews the performance based on the business segments as mentioned below:

Segment	Activity covered
Agency business	Broking and advisory services
Capital based business	Income from business centre and trading activities

Income for each segment has been specifically identified. Expenditure, assets and liabilities are either specifically identifiable with individual segments or have been allocated to segments on a systematic basis.

Based on such allocations, segment disclosures relating to revenue, results, assets and liabilities have been prepared.

Secondary Segment

Since the business operations of the Company are primarily concentrated in India, the Company is considered to operate only in the domestic segment and therefore there is no reportable geographic segment.

The following table gives information as required under the Accounting Standard -17 on Segment Reporting:

Business Segment			
Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016	
I Segment revenue			
a) Agency Business	17,788,828	-	
b) Capital Based Business	27,942,217	(33,271,301)	
c) Unallocated	-	-	
Total Income	45,731,045	(33,271,301)	
II Segment Result			
a) Agency Business	16,962,695	-	
b) Capital Based Business	(14,489,423)	(52,133,651)	
c) Unallocated	-	-	
Total	2,473,272	(52,133,651)	
Profit/(loss) before taxation	2,473,272	(52,133,651)	
Less : Provision for taxation	764,936	(16,123,851)	
Profit/ (loss) after taxation	1,708,336	(36,009,800)	
III Segment Assets			
a) Agency Business	15,207,152	-	
b) Capital Based Business	204,824,827	289,406,521	
c) Unallocated	17,590,995	-	
Total	237,622,974	289,406,521	



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

2.19 Segment reporting (Continued)

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
IV Segment Liabilities		
a) Agency Business	-	-
b) Capital Based Business	91,820,399	145,312,282
c) Unallocated	-	-
Total	91,820,399	145,312,282
V Capital Expenditure (Including capital work-in-progress)		
a) Agency Business	-	-
b) Capital Based Business	529,492	224,983,164
c) Unallocated	-	-
Total	529,492	224,983,164
VI Depreciation and Amortisation		
a) Agency Business	-	-
b) Capital Based Business	17,404,550	5,595,769
c) Unallocated	-	-
Total	17,404,550	5,595,769

2.20 Contingent liabilities and commitments

(i) Contingent liabilities

Building is mortgaged towards loan taken by holding company, as co-borrower to the extent of Rs. 220,821,112 (Previous year: Rs. Nil)

(ii) Capital commitments

The Company has no capital commitments as at the balance sheet date. (Previous year: Rs. Nil)

2.21 The Following currency futures have open interests as on the balance sheet date:

Open interests currency futures-USD INR as on the balance sheet date

Sr. No.	Name of future	For the year ended 31 March 2017		For the year ended 31 March 2016	
		Number of contracts	Number of units involved	Number of contracts	Number of units involved
1	Long position	-	-	4,528	4,528,000

2.22 Cost sharing and other recoveries

During the year the Company carried out its operations from premises leased to Eternity Business Centre Limited, the fellow subsidiary. The Company has entered a Memorandum of Understanding with this entity for reimbursement of costs on actual basis.



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian rupees)

2.23 Earnings per share

In accordance with Accounting Standard 20 on "Earnings Per Share" notified under section 133 of the companies Act 2013, read together with paragraph 7 of the companies (Accounts) Rules, 2014.

The Computation of earnings per share is set out below:

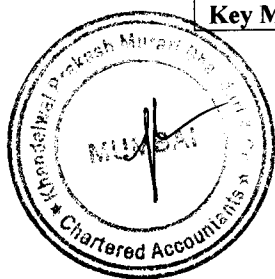
	For the year ended 31 March 2017	For the year ended 31 March 2016
a) Shareholders earnings (as per statement of profit and loss)	1,708,336	(36,009,800)
b) Calculation of weighted average number of equity shares of Rs 10/- each:		
- Number of equity shares at the beginning of the year	18,160,500	18,160,500
- Number of equity shares issued during the year	-	-
Total number of equity shares outstanding at the end of the year	18,160,500	18,160,500
Weighted average number of equity shares outstanding during the year / period (based on the date of issue of shares)	18,160,500	18,160,500
c) Basic and diluted earnings per share (in rupees) (a/b)	0.09	(1.98)

The basic and diluted earnings per share are the same as there are no dilutive potential equity shares.

2.24a Disclosure of Related parties as required under AS-18- "Related Party Disclosure"

i. List of related parties and relationship:

Name of related parties by whom control is exercised	Edelweiss Financial Services Limited (Ultimate holding company)
	Edelweiss Finance & Investments Limited (Holding company up to August 24, 2016)
	Edelweiss Finvest Private Limited (Holding company from August 25, 2016)
	ECAP Equities Limited (Holding company from March 10, 2017)
Fellow Subsidiaries (with whom transactions have taken place)	Edelweiss Commodities Services Limited Edelweiss Securities Limited Burlington Business Solutions Limited Eternity Business Centre Limited Edelweiss Broking Limited Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited) Edelweiss Global Wealth Management Limited Edelcap Securities Limited ECL Finance Limited
Key Management Personnel (KMP)	Mr. Ramesh Shetty (Manager)



Olive Business Centre Limited

Notes to the financial statements (Continued)

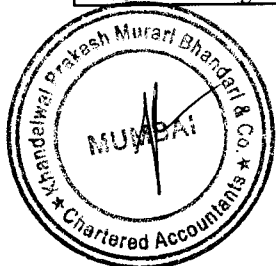
for the year ended 31st March 2017

(Currency : Indian rupees)

2.24a Disclosure as required by Accounting Standard 18 – “Related Party Disclosure”: (Continued)

ii. Transactions with related parties :

Sr. No.	Nature of Transaction	Related Party Name	For the year ended 31 March 2017	For the year ended 31 March 2016
Current account transactions during the year				
1	Short term loans taken from (refer note -1 below)	Edelweiss Finance and Investments Limited Edelweiss Commodities Services Limited	- 2,866,042,620	8,200,000 150,723,325
2	Short term loans repaid to (refer note -1 below)	Edelweiss Finance and Investments Limited Edelweiss Commodities Services Limited	- 2,913,390,656	8,200,000 17,050,000
3	Margin placed with (refer note -1 below)	Edelweiss Securities Limited	54,443,468	63,261,651
4	Margin withdrawn from (refer note -1 below)	Edelweiss Securities Limited	86,480,450	31,224,669
5	Nomination deposit received from	Edelweiss Finance and Investments Limited	200,000	300,000
6	Nomination deposit paid to	Edelweiss Finance and Investments Limited	200,000	300,000
7	Interest expenses on loan from	Edelweiss Finance and Investments Limited Edelweiss Commodities Services Limited	- 16,761,739	77,107 4,574,099
8	Tax reimbursement paid to	Edelweiss Commodities Services Limited Edelweiss Financial Services Limited Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	9,614 2,762,063 2,500	232,956 2,936,317 -
9	Electricity expenses paid to	Eternity Business Centre Limited	-	895,185
10	Business centre service charges paid to	Burlington Business Solutions Limited Eternity Business Centre Limited	- -	1,063,680 1,778,778
11	Legal & professional fees paid to	Edelcap Securities Limited Ecap Equities Limited	- 1,000,000	500,000 -
12	Business support service charges	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	4,202	-
13	Processing fees expenses paid to	Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	80	-
14	Clearing charges paid to	Edelweiss Securities Limited	51,650	80,050
15	Business centre service charges received from	Edelweiss Global Wealth Management Limited Edelweiss Broking Limited Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited) Eternity Business Centre Limited	- - - 27,560,400	1,149,120 10,714,560 2,051,520 -
16	Interest income on margin from	Edelweiss Securities Limited	234,190	203,748
17	Cost reimbursement received from	Eternity Business Centre Limited	1,765,315	-
18	Brokerage and commission received from	Edelweiss Broking Limited	12,788,828	-



Olive Business Centre Limited

Notes to the financial statements (Continued)

for the year ended 31st March 2017

(Currency : Indian rupees)

2.24a Disclosure as required by Accounting Standard 18 – “Related Party Disclosure”: (Continued)

ii. Transactions with related parties : (Continued)

Sr. No.	Nature of Transaction	Related Party Name	For the year ended 31 March 2017	For the year ended 31 March 2016
	Balances with related parties			
19	Short term borrowings from	Edelweiss Commodities Services Limited	86,325,289	133,673,325
20	Trade payables to	Burlington Business Solutions Limited	-	1,111,545
		Eternity Business Centre Limited	-	2,865,906
		Edelcap Securities Limited	-	522,500
		Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	4,495	-
		Ecap Equities Limited	1,050,000	-
21	Interest accrued and due on loan taken from	Edelweiss Commodities Services Limited	801,569	742,025
22	Accrued Interest on margin	Edelweiss Securities Limited	-	20,156
23	Trade receivables from	Edelweiss Broking Limited	14,707,152	11,196,715
		Edelweiss Business Services Limited (Formerly known as Edelweiss Web Services Limited)	-	2,143,839
		Edelweiss Global Wealth Management Limited	-	1,200,831
24	Margin receivable from	Edelweiss Securities Limited	-	32,036,982

Note-1: Loan given/taken to/from parties and margin money placed / refund received with/ from related parties are disclosed based on the maximum incremental amount given/taken and placed / refund received during the reporting period

2.24b Proposed Scheme of Amalgamation

The Board of Directors of the Company in their meeting held on March 9, 2017 have approved the Scheme of Amalgamation (Scheme) to transfer of the entire business and whole of the undertaking of the Company in its holding company ECap Equities Limited with an appointed date as April 1, 2017. The Company has also filed the draft scheme to National Company Law Tribunal (“NCLT”) on March 22, 2017 under the provisions of sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013. The Scheme is subject to necessary approvals and sanctions as may be applicable under the applicable laws/ regulations and guidelines issued by the regulatory authorities.



Olive Business Centre Limited

Notes to the financial statements (*Continued*)

for the year ended 31 March 2017

(Currency: Indian rupees)

2.25 Disclosure on Specified Bank notes (SBN's) pursuant to notification as per amended Schedule III of the Companies Act, 2013:

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

2.26 Details of dues to micro enterprises and small enterprises

Trade Payables includes Rs. Nil (Previous year: Rs. Nil) payable to "Suppliers" registered under the Micro, Small and Medium Enterprises Development Act, 2006. No interest has been paid / is payable by the Company during the year to "Suppliers" registered under this Act. The aforementioned is based on the responses received by the Company to its inquiries with suppliers with regard to applicability under the said Act.

2.27 Foreign currency transactions

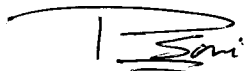
The company did not have any earnings or expenditure in foreign currency during the year. (Previous year: Rs. 1,216,691)

As per our report of even date attached.

For **Khandelwal Prakash Murari Bhandari & Co.**

Chartered Accountants

Firm's Registration No.: 102454W



Punit Soni

Partner

Membership No.: 173087



Mumbai
10 May 2017

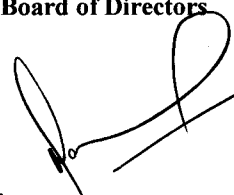
For and on behalf of the Board of Directors



Shailendra Maru

Director

DIN No.: 03290024



Mayank Soti

Director

DIN No.: 03283886



Ramesh Shetty
Manager

Mumbai
10 May 2017