

Independent Auditors' Report

To the Directors of **Edelweiss Commodities Pte. Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of **Edelweiss Commodities Pte. Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for 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. This responsibility also includes maintenance of adequate accounting records for safeguarding of 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 conducted our audit in accordance with the Standards on Auditing, requires 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 Companies Act, 2013 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 31 March 2015, and its loss and its cash flows for the year ended on that date.

For NGS & Co. LLP Chartered Accountants

Firm Registration No.: 119850W

R.P. Soni Partner

Membership No.: 104796

Place: Mumbai Date: 8 May 2015

Balance Sheet

(Currency	:	Indian	ru	pees)	
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	-v .	As at	As at
	Note	31 March 2015	31 March 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	613,009,840	48,443,750
Reserves and surplus	2.2	(716,064)	(605,994)
		612,293,776	47,837,756
Non-current liabilities			
Long-term provisions	2.3	138,000	-
Current liabilities			
Short-term borrowings	2.4	-	300,499
Trade payables	2.5	154,089,012	286,576
Other current liabilities	2.6	5,014,802	-
Short-term provisions	2.7	31,000	-
TOTAL		771,566,590	48,424,831
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.8	596,359	-
Current assets			
Trade receivables	2.9	22,109,444	
Cash and cash equivalents	2.10	35,654,947	48,424,831
Short-term loans and advances	2.11	713,205,840	
		770,970,231	48,424,831
TOTAL	==	771,566,590	48,424,831
Significant accounting policies and notes to the financial statements	1 & 2		

As per our report of even date attached.

For NGS & Co. LLP

Chartered Accountants

Firm's Registration No. 119850W

R. P. Soni Partner

Membership No: 104796

Mumbai 8 May 2015 For and on behalf of the Board of Directors

Vishal Goradia

Director

Udit Sureka

Director

Statement of Profit and Loss

(Currency: Indian rupees)

	Note	For the year ended 31 March 2015	For the period from 20 September 2013 to 31 March 2014
Revenue from operations			
Sale of commodities		169,131,773	-
Other income	2.12	3,878,110	(316,413)
Total revenue	_	173,009,883	(316,413)
Expenses			
Purchases of commodities		151,908,049	-
Employee benefit expenses	2.13	16,320,703	-
Finance costs	2.14	79,129	3,005
Depreciation and amortization expenses	2.8	272,158	-
Other expenses	2.15	4,539,914	286,576
Total expenses	_	173,119,953	289,581
Loss before tax		(110,070)	(605,994)
Tax expense:			
Corporate tax		-	-
Loss for the year / period	-	(110,070)	(605,994)
Earnings per ordinary share (Face value of SGD 1 each)			
Basic and diluted	2.18	(0.02)	(40.76)
Significant accounting policies and notes to the financial statements	1 & 2		

As per our report of even date attached.

For NGS & Co. LLP

Chartered Accountants

Firm's Registration No. 119850\V

R. P. Soni
Partner

Membership No: 104796

Mumbai 8 May 2015 For and on behalf of the Board of Directors

Vishal Goradia

Director

Udit Sureka

Director

Cash Flow Statement

(Currency: In	ndian rui	pees)
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		For the year ended 31 March 2015	For the period from 20 September 2013 to 31 March 2014
A	Cash flow from operating activities		
	Loss before taxation	(110,070)	(605,994)
	Adjustments for:	("," ","	(,)
	Depreciation and amortization expenses	272,158	-
	Provision for employee benefits	169,000	_
	Operating cash flow before working capital changes	331,088	(605,994)
	Add/(less): Adjustments for working capital changes	,	, , ,
	Increase in loans and advances	(1,578,066)	_
	Increase in trade receivables	(22,109,444)	-
	Increase in other current liabilities and provision	5,014,801	-
	Increase in trade payables	153,802,437	286,576
	Net cash generated from/(used in) operating activities - A	135,460,816	(319,418)
В	Cash flow from investing activities		
	Purchase of fixed assets	(868,517)	-
	Unsecured loans given (net) (refer note 1)	(711,627,774)	-
	Net cash used in investing activities - B	(712,496,291)	-
C	Cash flow from financing activities		
	Proceeds from issue of ordinary share capital	564,566,090	48,443,750
	(Repayment of) / proceeds from short term borrowings	(300,499)	300,499
	Net cash generated from financing activities - C	564,265,591	48,744,249
	Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(12,769,884)	48,424,831
	Cash and cash equivalents as at the beginning of the year / period	48,424,831	-
	Cash and cash equivalents as at the end of the year / period (refer note 2.10)	35,654,947	48,424,831

Note:

1 Net figures have been reported on account of volume of transactions.

As per our report of even data attached.

For NGS & Co. LLP

Chartered Accountants

Firm's Registration No. 119850W

R. P. Soni Partner

Membership No: 104796

Mumbai 8 May 2015 For and on behalf of the Board of Directors

Vishal Goradia

Director

Udit Sureka

Director

Notes to the financial statements

for the year ended 31 March 2015

(Currency: Indian rupees)

1. Significant accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with generally accepted accounting principles in India ('Indian GAAP ') under the historical cost convention on an accrual basis in compliance with all material aspect of the Accounting Standard (AS) notified under section 133 of the Companies Act, 2013 read together with rule 7 of the Companies (Accounts) Rules 2014. The financial statements are presented in Indian rupees.

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.

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 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.

1.2 Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities 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 satisfies any of the following criteria:

- a) It is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realized within 12 months after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian rupees)

1. Significant accounting policies (Continued)

1.3 Current-non-current classification (Continued)

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a) It is expected to be settled in the company's normal operating cycle.
- b) It is held primarily for the purpose of being traded;
- c) It is due to be settled within 12 months after the reporting date; or
- d) 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, results in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current

1.4 Revenue recognition

Sale of commodity is recognised when all the significant risks and rewards have been passed to the buyer.

1.5 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. If such recoverable amount of the asset or the recoverable amount of the 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 recognized 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.



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian rupees)

1 Significant accounting policies (Continued)

1.6 Fixed assets and depreciation

Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation is provided on a written down value basis from the date the asset is ready to 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 for calculating the depreciation. The useful lives of the fixed assets are as follows:

Nature of assets	Useful life
Office Equipments	5 years
Computers	3 years

1.7 Inventories

The commodity stocks are valued at weighted average cost or net realisable value, whichever is lower.

1.8 Earnings per share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings Per Share notified under section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014. Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue ordinary shares were exercised or converted during the year. Diluted earnings per share is computed by dividing the net profit after tax by weighted average number of ordinary shares and dilutive potential ordinary shares outstanding at year end.

Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian rupees)

1 Significant accounting policies (Continued)

1.9 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, but 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.

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.

1.10 Employee benefits

The accounting policy followed by the Company in respect of its employee benefit schemes in accordance with Accounting Standard 15 (revised 2005) is set out below:

Compensated Absences

The eligible employees of the Company are permitted to carry forward certain number of their annual leave entitlement to subsequent years, subject to a ceiling. The Company recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary.



Notes to the financial statements (Continued)

(Cuii	ency : Indian rupees)			As at	As at
				31 March 2015	31 March 2014
2.1	Share capital				
(a)	Authorised:				
	12,724,304 (Previous year: 1,013,250) ordinary shares of SGD 1 each		=	613,009,840	48,443,750
(b)	Issued, Subscribed and Paid up:				
	12,724,304 (Previous year: 1,013,250 ordinary shares of SGD 1 each ful (The entire paid up capital is held by EFSL Comtrade Limited, the holding company)	ly paid up		613,009,840	48,443,750
	3 · · · · · · · · · · · ·		- -	613,009,840	48,443,750
(c)	Movement in ordinary share capital during the year/period:				
		31 Marc	ch 2015	31 Marc	ch 2014
		Number of	Amount	Number of	Amount
		shares		shares	
	Outstanding at the beginning of the year/period	1,013,250	48,443,750	-	-
	Issued during the year/period	11,711,054	564,566,090	1,013,250	48,443,750
	Outstanding at the end of the year/period	12,724,304	613,009,840	1,013,250	48,443,750

(d) Shares held by holding / ultimate holding company and / or their subsidiaries / associates:

	31 Ma	rch 2015	31 Marc	ch 2014
	Number of shares	Percentage Shareholding	Number of shares	Percentage Shareholding
Ordinary shares				
EFSLComtrade Limited, the holding company	12,724,304	100%	1,013,250	100%

(e) Details of shareholders holding more than 5% shares in the Company:

	31 Ma	rch 2015	31 Marc	ch 2014
	Number of shares	Percentage Shareholding	Number of shares	Percentage Shareholding
Ordinary shares				
EFSL Comtrade Limited, the holding company	12,724,304	100%	1,013,250	100%

(f) Terms/rights attached to ordinary shares

The Company has only one class of ordinary shares having a par value of SGD 1 each. Each holder of ordinary shares is entitled to one vote per share held. In the event of liquidation of the Company, the holders of ordinary 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 ordinary shares held by the shareholders.



Notes to the financial statements (Continued)

	As at 31 March 2015	As at 31 March 2014
	31 March 2013	31 Watch 2014
2.2 Reserves and surplus		
Opening balance	(605,994)	
Add: Loss for the year/period	(110,070)	(605,994)
Deficit in the statement of profit and	loss (716,064)	(605,994)
2.3 Long-term provisions		
Provision for employee benefits		
Compensated leave absences	138,000	-
	138,000	
2.4 Short-term borrowings		
Unsecured		
Loans and advances from a related p	earty -	300,499
	<u> </u>	300,499
2.5 Trade payables		
Trade payables	154,089,012	286,576
	154,089,012	286,576
2.6 Other current liabilities		
Other payables		
Accrued salaries and benefits	5,000,000	-
Withholding taxes and other statu	tory dues payable 14,802	-
	5,014,802	-
2.7 Short-term provisions		
Provision for employee benefits		
Compensated leave absences	31,000	-
	31,000	-



Notes to the financial statements (Continued)

(Currency: Indian rupees)

2.8 Fixed assets

LIACU ASSCIS		Gross	Gross block			Depreciation a	Depreciation and amortization		Net	Net block
Description of assets	As at 1 April 2014 du	Additions during the year	Deductions / adjustments during the year	As at 31 March 2015	As at 1 April 2014	Charge for the year	Deductions / adjustments during the year	As at 31 March 2015	As at As at 31 March 2015	As at 31 March 2014
Tangible assets										
Office equipments	,	758,611	ı	758,611	•	228,474	•	228,474	530,137	
Computers	r	109,906	1	109,906	1	43,684	•	43,684	66,222	•
Grand total	I	868,517	-	868,517		272,158		272,158	596,359	•
Previous year	•	•	ı	ı	á	,	,	,	•	



Notes to the financial statements (Continued)

	As at 31 March 2015	As at 31 March 2014
	51 Wiarth 2015	31 March 2014
2.9 Trade receivables		
(Unsecured, considered good)		
Outstanding for a period exceed six months	-	-
Other debts	22,109,444	-
	22,109,444	
2.10 Cash and Cash equivalents		
Cash in hand	15,993	-
Balances with banks		
- in current accounts	35,638,954	48,424,831
	35,654,947	48,424,831
2.11 Short-term loans and advances		
(Unsecured, considered good)		
Loans and advances to related parties	711,627,774	-
Deposits - others	11,385	-
Prepaid expenses	127,983	=
Loans and advances to employees	1,182,564	-
Vendor advances	256,134	-
	713,205,840	-



Notes to the financial statements (Continued)

		For the year ended 31 March 2015	For the period from 20 September 2013 to 31 March 2014
2.12	Other income		
	Gain/ loss on foreign exchange movement on trade	3,878,110	(316,413)
		3,878,110	(316,413)
2.13	Employee benefit expenses		
	Salaries and wages Staff welfare expenses	16,148,996 171,707	-
		16,320,703	•
2.14	Finance costs		
	Financial and bank charges	79,129	3,005
		79,129	3,005
2.15	Other expenses		
	Communication	295,301	-
	Computer expenses	42,819	-
	Insurance	62,899	206.576
	Legal and professional fees Membership and subscription	2,336,751 2,597	286,576
	Office expenses	97,544	-
	Postage and courier	72,415	- -
	Printing and stationery	22,560	-
	Rates and taxes	159,869	-
	Stamp duty	9,014	-
	Travelling and conveyance	1,438,145	-
		4,539,914	286,576



Notes to the financial statements (Continued)

For the year ended 31 March 2015

(Currency: Indian Rupees)

2.16 Segment reporting:

The Company has operated only in one business segment during the year viz. capital based business comprising of trading in physical commodities. Therefore, the Company has only one reportable business segment, the results of which are disclosed in the financial statements. Further, there are no geographical segments. Hence, no disclosures are required under Accounting Standard 17 on Segment Reporting.

2.17 Disclosure as required by Accounting Standard 18 – "Related Party Disclosure" as prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014:

S. No	Particulars	Relationship	
A	Names of related parties by whom control		
	is exercised		
	EFSL Comtrade Limited	Holding Company	
	Edel Commodities Limited	Holding Company of EFSL Comtrade	
		Limited	
		(till 7 September 2014)	
	Edelweiss Commodity Services Limited	Holding Company of:	
		Edel Commodities Limited	
		EFSL Comtrade Limited	
		(w.e.f. 8 September 2014)	
	Edelweiss Financial Services Limited	Ultimate holding company	
В	Fellow subsidiaries with whom		
	transactions have taken place:		
	Aster Commodities DMCC		
	Edelweiss Alternative Asset Advisors		
	Limited		
	Edelweiss Securities Limited		
C	Key Management Personnel		
	Vishal Rajendra Goradia		
	Deepak Kumar Agarwal		
	Udit Sureka		
	Navin Jashan Amarnani (till 15 September	2014)	



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian Rupees)

2.17 Disclosure as required by Accounting Standard 18 – "Related Party Disclosure" as prescribed under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 (Continued)

Transactions with related parties:

Nature of transaction	Related Party Name	For the year ended 31 March 2015	For the period from 20 September 2013
			to 31 March 2014
Capital account			
transactions:			
Ordinary shares issued to	EFSL Comtrade Limited	56,466,090	48,443,750
Short term loan taken from (Refer note 1 below)	Aster Commodities DMCC	1,747,979	43,298,500
Short term loan repaid to (Refer note 1 below)	Aster Commodities DMCC	2,048,478	42,998,001
Short term loan given to (Refer note 1 below)	Aster Commodities DMCC	700,373,515	-
Remuneration paid	Vishal Rajendra Goradia	7,382,724	-
Balances with related			
parties as on 31 March			
2015:			
Trade payable to	Edelweiss Alternative Asset Advisors Pte Limited	14,764	-
Short term loans and advances taken from	Aster Commodities DMCC	-	300,499
Short term loans and advances given to	Aster Commodities DMCC	711,400,774	-
	Edelweiss Securities Limited	227,000	-
Accrued salaries and benefits	Vishal Rajendra Goradia	3,867,373	-

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



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian Rupees)

2.18 Earnings per share:

In accordance with Accounting Standard 20 on Earnings Per Share prescribed by Companies (Accounting Standards) Rules, 2006, the computation of earnings per share is set out below:

	Particulars	For the year ended	For the period from
		31 March 2015	20 September 2013
			to 31 March 2014
a)	Shareholders earnings (as per statement of profit and	(110,070)	(605,994)
b)	loss) Calculation of weighted average number of ordinary shares of SGD 1 each:		
	Number of shares at the beginning of the year / period	1,013,250	4
	Shares issued during the year / period	11,711,054	1,013,250
	Total number of ordinary shares outstanding at the end of the year / period	12,724,304	1,013,250
	Weighted average number of ordinary shares outstanding during the year / period (based on the date of issue of shares)	6,204,035	14,899
(c)	Basic and diluted earnings per share (in rupees) (a/b)	(0.02)	(40.76)

The basic and diluted earnings per share are the same as there is no dilutive/ potential ordinary shares issued.

2.19 Contingent liabilities and capital commitment

The Company has no contingent liabilities and capital commitment as at balance sheet date (Previous year Rs. Nil).



Notes to the financial statements (Continued)

for the year ended 31 March 2015

(Currency: Indian Rupees)

2.20 Details of purchases, sales and inventory:

Agri - Commodities:

Particulars	For the year ended	For the period from
	31 March 2015	20 September 2013
		to 31 March 2014
Opening stock		_
Purchases	151,908,050	
Sales	169,131,773	-
Closing Stock	-	-
Profit on sale of commodities	17,223,723	-

As per our report of even date attached.

For NGS & Co. LLP

Chartered Accountants

Firm's Registration No. 119850W

For and on behalf of the Board of Directors

R. P. Soni

Partner

Membership No. 104796

Vishal Goradia Director

Udit Sureka

Director

Mumbai

08 May 2015