

INDEPENDENT AUDITOR'S REPORT

To the Members of Edelweiss Holdings Limited

Report on the Audit of the Ind AS Financial Statements**Opinion**

We have audited the accompanying Ind AS financial statements of Edelweiss Holdings Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2019, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

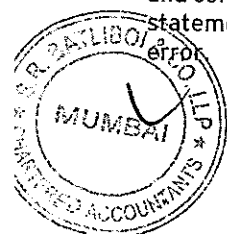
The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the board report, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act 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 the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or



In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

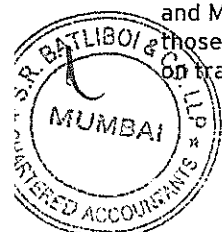
- ▶ Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2018, and the transition date opening balance sheet as at April 01, 2017, included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended March 31, 2018, and March 31, 2017, dated May 2, 2018, and May 16, 2017, respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.



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 Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report 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, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.
 - (h) 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, as amended 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 there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Shrawan Jalan

Partner

Membership Number: 102102

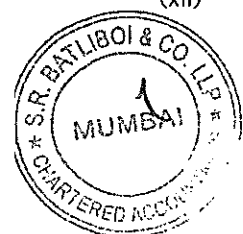


Place of Signature: Mumbai

Date: May 09, 2019

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

- (i) The Company does not own any fixed asset. Therefore, the provisions of clause 3(i) of the said order are not applicable to the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us and audit procedures performed, the Company has not granted any loans, 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, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us and audit procedures performed, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the services of the Company.
- (vii) (a) Undisputed statutory dues including provident fund, income-tax, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. As informed, the provisions of sales tax, wealth tax, value added tax, excise duty and customs duty are currently not applicable to the Company.
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
(c) According to the information and explanations given to us and audit procedures performed, there are no dues of income tax, service tax, and cess which have not been deposited on account of any dispute.
- (viii) The Company has not taken any loans or borrowings from financial institution, banks and government or has not issued any debentures. Hence reporting under clause (viii) of the Order are not applicable and hence not commented upon.
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the provisions of section 197 read with Schedule V of the Act are not applicable to the company and hence reporting under clause 3(xi) are not applicable and hence not commented upon.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

- (xiii) According to the information and explanations given by the management and audit procedures performed, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the Company.
- (xv) According to the information and explanations given by the management and audit procedures performed, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us and audit procedures performed, the Company is not required to be registered under section 45-IA of the Reserve bank of India Act, 1934.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per **Shrawan Jalan**

Partner

Membership Number: 102102



Place of Signature: Mumbai

Date: May 09, 2019

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF EDELWEISS HOLDINGS LIMITED

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

To the Members of Edelweiss Holdings Limited

We have audited the internal financial controls over financial reporting of Edelweiss Holdings Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended 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. 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 the 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. 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 with reference to these financial statements 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 judgement, 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 internal financial controls over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A Company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 With Reference to these Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements 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, the has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2019, 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 S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Shrawan Jalan

Partner

Membership Number: 102102



Place of Signature: Mumbai

Date: May 09, 2019

Edelweiss Holdings Limited

Balance Sheet as at 31 March 2019

(Currency: ₹ in '000)

Particulars	Note	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
ASSETS				
Current assets				
Financial Assets				
Cash and cash equivalents	2	2,072.06	10,080.44	3,296.33
Bank balances other than cash and cash equivalents	3	151,792.91	151,945.88	152,158.84
Current tax assets (net)	4	-	4.00	-
Deferred tax assets (net)	5	129.17	258.34	460.54
Other current assets	6	157.89	-	93.25
Total Assets		154,152.03	162,288.66	156,008.96
EQUITY AND LIABILITIES				
EQUITIES				
Shareholders' funds				
Equity share capital	7	150,000.00	150,000.00	150,000.00
Other equity	8	3,610.67	11,734.80	5,396.71
		153,610.67	161,734.80	155,396.71
LIABILITIES				
Current liabilities				
Financial liabilities				
Trade payables				
a.Total outstanding dues of micro enterprises and small enterprises	22	-	-	-
b.Total outstanding dues to creditors other than micro enterprises and small enterprises	9	479.48	282.53	212.42
Other financial liabilities	10	-	-	43.20
Other current liabilities	11	-	25.89	0.05
Current tax liabilities (net)	12	61.88	245.44	356.58
Total Equity and Liabilities		154,152.03	162,288.66	156,008.96

Significant accounting policies 1

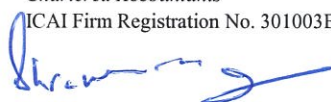
The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 301003E/E300005

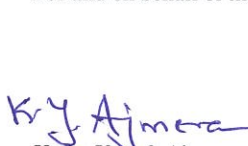


per Shrawan Jalan

Partner

Membership No: 102102


For and on behalf of the Board of Directors



Keyur Yogesh Ajmera

Non Executive Director

DIN-8097681



Rajesh Niranjana Save

Non Executive Director

DIN: 02602353



Jaswin Mehta

Chief Financial Officer



Ganesh Umashankar

Company Secretary

Mumbai

May 09, 2019

Mumbai

May 09, 2019



Edelweiss Holdings Limited

Statement of Profit and Loss for year ended 31 March 2019

(Currency: ₹ in '000)

	Note	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue from operations			
Interest income	13	10,396.49	9,342.59
Total revenue from operations		10,396.49	9,342.59
Expenses			
Finance costs	14	34.54	31.00
Other expenses	15	749.10	632.32
Total expenses		783.64	663.32
Profit before tax		9,612.85	8,679.27
Tax expenses:	16		
Current tax		2,237.01	2,138.98
Deferred tax		129.17	202.20
Profit after tax		7,246.67	6,338.09
Other comprehensive income		-	-
Total comprehensive income		7,246.67	6,338.09
Earnings per equity share :(in ₹)			
Basic and diluted earning per share (Face value of ₹10 each):	17	0.48	0.42
Significant accounting policies	1		

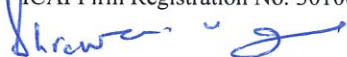
The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration No. 301003E/E300005



per **Shrawan Jalan**

Partner

Membership No: 102102

For and on behalf of the Board of Directors



Keyur Yogesh Ajmera

Non Executive Director

DIN-8097681



Jasvin Mehta

Chief Financial Officer



Rajesh Niranjn Save

Non Executive Director

DIN-02602353



Ganesh Umashankar

Company Secretary

Mumbai
May 09, 2019

Mumbai
May 09, 2019



Statement of changes in equity for the year ended 31 March 2019

(Currency: ₹ in '000)

(A) Equity share capital

Balance at the beginning of the reporting period (01 April 2018)	Changes in equity share capital	Balance at the end of the reporting period (31 March 2019)
150,000	-	150,000

Balance at the beginning of the reporting period (01 April 2017)	Changes in equity share capital	Balance at the end of the reporting period (31 March 2018)
150,000	-	150,000

(B) Other Equity

	Retained earnings	Total
Balance at 01 April 2017	5,396.71	5,396.71
Profit for the period	6,338.09	6,338.09
Total comprehensive income for the year	6,338.09	6,338.09
Balance at 31 March 2018	11,734.80	11,734.80
Profit for the period	7,246.67	7,246.67
Total comprehensive income for the year	7,246.67	7,246.67
Dividends to equity shareholders	(12,750.00)	(12,750.00)
Dividend distribution tax	(2,620.80)	(2,620.80)
Balance at 31 March 2019	3,610.67	3,610.67

This is the statement of changes in Equity referred to in our report of even date.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 301003E/E300005

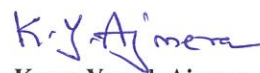


per Shrawan Jalan

Partner

Membership No: 102102

For and on behalf of the Board of Directors



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Jaswin Mehta

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Rajesh Niranjana Save

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DIN-02602353



Ganesh Umashankar

Company Secretary

Mumbai
May 09, 2019Mumbai
May 09, 2019

Edelweiss Holdings Limited

Cash Flow Statement for the year ended 31 March 2019
(Currency: ₹ in '000)

	For the year ended 31 March 2019	For the year ended 31 March 2018
A Cash flow from operating activities		
Profit before taxation	9,612.85	8,679.27
<i>Adjustments for:</i>		
Interest on fixed deposits	(10,396.49)	(9,342.59)
Operating cash flow before working capital changes	(783.64)	(663.32)
<i>Add / (Less): Adjustments for working capital changes</i>		
Increase in trade payables	196.95	70.10
Decrease in other current liabilities	(25.89)	(17.35)
(Increase)/decrease in other assets	(157.89)	93.25
Cash used in operations	(770.47)	(517.32)
Income taxes paid	(2,416.57)	(2254.12)
Net cash used in operating activities - A	(3,187.04)	(2771.44)
B Cash flow from investing activities - B		
Investment in fixed deposits	(151,000.00)	(151,300.00)
Proceeds from fixed deposits	151,300.00	151,500.00
Interest on fixed deposits received	10,249.46	9,355.55
Net cash generated from investing activities - B	10,549.46	9,555.55
C Cash flow from financing activities		
Dividend paid	(12,750.00)	-
Dividend distribution tax paid	(2,620.80)	-
Net cash generated from financing activities - C	(15,370.80)	-
Net increase in cash and cash equivalents (A+B+C)	(8,008.38)	6,784.11
Cash and cash equivalent as at the beginning of the year	10,080.44	3,296.33
Cash and cash equivalent as at the end of the year (Refer note 2)	2,072.06	10,080.44

Cash Flow Statement has been prepared under the indirect method as set out in Ind AS 7 prescribed under the Companies Act (Indian Accounting Standard) Rules, 2015 under the Companies Act, 2013

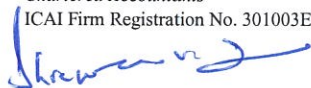
This is the Cash Flow Statement referred to in our report of even date

As per our report of even date attached.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 301003E/E300005



per Shrawan Jalan

Partner

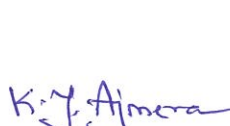
Membership No: 102102

Mumbai

May 09, 2019



For and on behalf of the Board of Directors


Keyur Yogesh Ajmera
Non Executive Director
DIN-8097681


Rajesh Niranjana Save
Non Executive Director
DIN-02602353


Jaswin Mehta
Chief Financial Officer


Ganesh Umashankar
Company Secretary

Mumbai

May 09, 2019



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019

1. Significant Accounting Policies

1.1 Background

Edelweiss Holdings Limited ('the Company') was incorporated on 8 December 2015. The Company is a 100% subsidiary of ECap Equities Limited. The company is engaged into investment activities.

1.2 Basis of preparation of financial statements

The accompanying financial statements has been prepared & Presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended 31 March 2019, the company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or previous GAAP). These financial statements for the year ended 31 March 2019 are the first financial statements of the company prepared under Ind AS.

These financial statements have been prepared on a historical cost basis, except for certain financial instruments such as financial asset measured at fair value through other comprehensive income (FVOCI) instruments, derivative financial instruments, and other financial assets held for trading, which have been measured at fair value. The financial statements are presented in Indian Rupees (INR) and all values are rounded to the nearest thousands, except when otherwise indicated.

1.3 Presentation of financial statements

The Company presents its balance sheet in order of liquidity in compliance with the Division II of the Schedule II to the Companies Act, 2013. An analysis regarding recovery or settlement within 12 months after the reporting date (current) and more than 12 months after the reporting date (non-current) is presented.

1.4 Recognition of Income

Interest income is recognised on accrual basis.

1.5 Financial liabilities and equity instruments

Financial instruments issued by the group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.



Edelweiss Holdings Limited

Notes to financial statements for the year ended 31 March 2019 (Continued)

1.6 Earnings per share

Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding for 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 earnings per share and weighted average number of equity shares that could have been issued upon conversion of all potential equity shares.

1.7 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less.

1.8 Income tax expenses

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax assets are also recognised with respect to carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

It is probable that taxable profit will be available against which a deductible temporary difference, unused tax loss or unused tax credit can be utilised when there are sufficient taxable temporary differences which are expected to reverse in the period of reversal of deductible temporary differences or in periods in which a tax loss can be carried forward or back. When this is not the case, deferred tax asset is recognised to the extent it is probable that:

The entity will have sufficient taxable profit in the same period as reversal of deductible temporary difference or periods in which a tax loss can be carried forward or back; or

Tax planning opportunities are available that will create taxable profit in appropriate periods.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.



Edelweiss Holdings Limited

Notes to financial statements for the year ended 31 March 2019 (Continued)

Significant Accounting Policies (Continued)

Deferred tax (continued)

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

1.9 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1.10 Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, as described below. The company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
2 Cash and bank balances			
Cash and cash equivalents			
Balances with banks			
- in Current accounts	2,072.06	10,080.44	3,296.33
	2,072.06	10,080.44	3,296.33
3 Bank balances other than cash and cash equivalents			
Accrued interest on fixed deposits	792.91	645.88	658.84
Short term bank deposits with banks	151,000.00	151,300.00	151,500.00
	151,792.91	151,945.88	152,158.84
4 Current tax assets (net)			
Advance income taxes	-	4.00	-
	-	4.00	-
5 Deferred tax assets (net)			
Deferred tax assets			
Disallowances under section 43B of the Income Tax Act, 1961	129.17	258.34	460.54
	129.17	258.34	460.54
6 Other current assets			
Input tax credit	-	-	93.25
Others	157.89	-	-
	157.89	-	93.25



Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

7 Equity share capital

As at
31 March 2019As at
31 March 2018As at
01 April 2017

Authorised:

25,000,000 Equity shares of ₹ 10 each
(Previous year: 25,000,000 Equity shares of ₹ 10 each)

250,000.00

250,000.00

250,000.00

25,000,000 Equity shares of ₹ 10 each
(Previous year: 25,000,000 Equity shares of ₹ 10 each)

250,000.00

250,000.00

250,000.00

Issued, Subscribed and Paid up:

15,000,000 Equity shares of ₹ 10 each
(Previous year: 15,000,000 Equity shares of ₹ 10 each)

150,000.00

150,000.00

150,000.00

(All the above 15,000,000 equity shares of ₹ 10 each are held by Ecap Equities Limited, the holding company and its nominees).

150,000.00

150,000.00

150,000.00

a. Movement in share capital:

Outstanding at the beginning of the year
Shares issued during the year
Outstanding at the end of the year

31 March 2019		31 March 2018		01 April 2017	
No of shares	Amount	No of shares	Amount	No of shares	Amount
15,000,000	150,000.00	15,000,000	150,000.00	15,000,000	150,000.00
-	-	-	-	-	-
15,000,000	150,000.00	15,000,000	150,000.00	15,000,000	150,000.00

b. Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of Re. 10/-. 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.

c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

As at 31 March 2019		As at 31 March 2018		As at 01 April 2017	
No of shares	% holding	No of shares	% holding	No of shares	% holding
-	-	15,000,000	100%	15,000,000	100%
15,000,000	100%	-	-	-	-
15,000,000	100%	15,000,000	100%	15,000,000	100%

Edelweiss Financial Services Limited and its nominees
Ecap Equities Limited and its nominees

8 Other equity

Retained Earnings

Opening Balance
Add: Profit for the year

11,734.80
7,246.67

5,396.71
6,338.09

(1110.16)
6,506.87

Amount available for appropriation

Appropriations:
Interim dividend
Dividend distribution tax

18,981.47
12,750.00
2,620.80
3,610.67

11,734.80
-
-
11,734.80

5,396.71
-
-
5,396.71



Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

	As at 31 March 2019	As at 31 March 2018	As at 01 April 2017
9 Trade payables			
Trade payables to non-related parties	460.50	258.00	211.95
Trade payables to related parties	18.98	24.53	0.47
	479.48	282.53	212.42
10 Other financial liabilities			
Book overdraft	-	-	43.20
	-	-	43.20
11 Other non-financial liabilities			
Withholding taxes, goods and service tax and other taxes payable	-	25.89	0.05
	-	25.89	0.05
12 Current tax liabilities (net)			
Provision for taxation (net of advance tax ₹. 2,339.78; Previous year ₹. 4,775.79)	61.88	245.44	356.58
	61.88	245.44	356.58



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

	For the year ended 31 March 2019	For the year ended 31 March 2018
13 Interest income		
Interest on deposits with bank	10,396.49	9,342.59
	<u>10,396.49</u>	<u>9,342.59</u>
14 Finance costs		
Interest - others	34.54	31.00
	<u>34.54</u>	<u>31.00</u>
15 Other expenses		
Auditors' remuneration (<i>refer note below</i>)	550.47	390.27
Legal and professional fees	94.02	113.86
Printing and stationery	1.50	-
Dematerialisation charges	37.50	-
Office expenses (<i>refer note.21</i>)	65.61	-
Goods and service tax expenses	-	128.19
	<u>749.10</u>	<u>632.32</u>
Note: Auditors' remuneration:		
Statutory fees	350.00	253.20
Limited review fees	150.00	118.59
Towards reimbursement of expenses	8.84	18.48
Others	41.63	-
	<u>550.47</u>	<u>390.27</u>



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

16. The components of income tax expense for the years ended 31 March 2019 and 2018 are:

Particulars	2018-19	2017-18
Current tax	2,371.24	2,138.98
Adjustment in respect of current income tax of prior years	(134.23)	-
Deferred tax relating to origination and reversal of temporary differences	129.17	202.20
Total tax charge	2,366.18	2,341.18
Current tax	2,237.01	2,138.98
Deferred tax	129.17	202.20

Reconciliation of total tax charge

Particulars	2018-19	2017-18
Accounting profit before tax as per financial statements	9,612.85	8,679.27
Tax rate (in percentage)	26.00%	26.97%
Income tax expense calculated based on this tax rate	2,499.34	2,340.80
Adjustment in respect of current income tax of prior years	(134.23)	-
Effect of non-deductible expenses:		
Other	1.07	0.38
Tax charge for the year recorded in Profit and Loss	2,366.18	2,341.18

The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

	Opening deferred tax asset / (liability) as per Ind AS	Movement for the period (2018-19)		Total movement	Closing deferred tax asset / (liability) as per Ind AS
		Recognised in profit or loss	Recognised in other comprehensive income		
Deferred taxes in relation to:					
Preliminary expenses	258.34	(129.17)	-	(129.17)	129.17
Total	258.34	(129.17)	-	(129.17)	129.17

	Opening deferred tax asset / (liability) as per Ind AS	Movement for the period (2017-18)		Total movement	Closing deferred tax asset / (liability) as per Ind AS
		Recognised in profit or loss	Recognised in other comprehensive income		
Deferred taxes in relation to:					
Preliminary expenses	460.54	(202.20)	-	(202.20)	258.34
Total	460.54	(202.20)	-	(202.20)	258.34

Break-up of recognition of current tax	2018-19	2017-18
In profit and loss	2,237.01	2,138.98



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

17. Earnings per share:

Basic earnings per share (EPS) is calculated by dividing the net profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the net profit attributable to equity holders (after adjusting for interest on the convertible preference shares and interest on the convertible bond, in each case, net of tax) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
a. Shareholders earnings (as per statement of profit and loss)	7,246.67	6,338.09
b. Calculation of weighted average number of equity shares of ₹ 10/- each:		
- Number of shares outstanding at the beginning of the year	15,000,000	15,000,000
- Number of shares issued during the year	-	-
Total number of equity shares outstanding at the end of the year	15,000,000	15,000,000
Weighted average number of equity shares outstanding during the year (based on the date of issue of shares)	15,000,000	15,000,000
c. Basic and diluted earnings per share (in ₹) {a/b}	0.48	0.42

18. Segment reporting

The primary business of the Company earn from its investments and operates in one segment only. Accordingly, there is no separate reportable segment and hence, no disclosure is made under Indian Accounting Standard 108 – Operating Segment Reporting. Further, segmentation based on geography has not been presented as the Company operates only in India.



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

19. Related party transactions

Disclosure as required by Indian Accounting Standard 24 – “Related Party Disclosures”:

a. List of related parties and relationship:

Names of related parties by whom control is exercised	Edelweiss Financial Services Limited (Ultimate Holding Company) Ecap Equities Limited (Holding Company)
Fellow subsidiaries with whom the transactions have taken place	Edelweiss Rural & Corporate Services Limited (Formerly known as Edelweiss Commodities Services Limited)

b. Transactions with related parties:

Sr. No.	Nature of transaction	Related party name	2018-19	2017-18
(I)	Capital account transactions			
1	Directors nomination deposits placed with	Edelweiss Financial Services Limited	-	300.00
2	Directors nomination deposits repaid by	Edelweiss Financial Services Limited	-	300.00
(II)	Current account transactions			
1	Reimbursements paid to	Edelweiss Rural & Corporate Services Limited	25.89	1365.06
2	Cost reimbursement paid to	Edelweiss Rural & Corporate Services Limited	46.68	47.63
3	Dividend paid to	Edelweiss Financial Services Limited	12,750.00	-
(III)	Balances with related parties			
1	Trade payables to	Edelweiss Rural & Corporate Services Limited	18.98	24.53



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

20. Contingent liability and commitments

The Company does not have any contingent liability and commitment as at 31 March 2019 (Previous year: Nil).

21. Cost sharing

Edelweiss Rural & Corporate Services Limited (formerly known as Edelweiss Commodities Services Limited), fellow subsidiary companies, incurs expenditure like rent and electricity expenditure, etc. which is for the common benefit of Company. This cost so expended is reimbursed by the company on the basis of number of employees, area occupied, actual identifications etc.

22. Details of dues to micro, small and medium enterprises

Trade Payables includes ₹ Nil (Previous year: ₹ 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.

23. Foreign currency transactions

The Company has not undertaken any foreign currency transaction during the year ended 31 March 2019 (Previous year: Nil).



A handwritten signature in blue ink, appearing to be a stylized 'N' or 'M'.

Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)
(Currency: ₹ in '000)

24 Remaining contractual maturities

A. Analysis of non-derivative financial liabilities by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company non-derivative financial liabilities as at 31 March.

Repayments which are subject to notice are treated as if notice were to be given immediately. However, the Company expects that the counterparties will not request repayment on the earliest date it could be required to pay.

As at 31 March 2019	On demand	Upto 3 months	Total
Trade payables from non-related parties	-	460.50	460.50
Trade payables from related parties	-	18.98	18.98
Total undiscounted non-derivative financial liabilities	-	479.48	479.48

As at 31 March 2018	On demand	Upto 3 months	Total
Trade payables from non-related parties	-	258.00	258.00
Trade payables from related parties	-	24.53	24.53
Total undiscounted non-derivative financial liabilities	-	282.53	282.53

As at 01 April 2017	On demand	Upto 3 months	Total
Trade payables from non-related parties	-	211.95	211.95
Trade payables from related parties	-	473.00	473.00
Book overdraft	43.20	-	43.20
Total undiscounted non-derivative financial liabilities	43.20	684.95	728.15

B. Analysis of non-derivative financial assets by remaining contractual maturities

The table below summarises the maturity profile of the undiscounted cash flows of the Company non-derivative

As at 31 March 2019	On demand	Upto 3 months	Total
Cash and cash equivalent and other bank balances	153,864.97	-	153,864.97
Total	153,864.97	-	153,864.97

As at 31 March 2018	On demand	Upto 3 months	Total
Cash and cash equivalent and other bank balances	162,026.32	-	162,026.32
Total	162,026.32	-	162,026.32

As at 01 April 2017	On demand	Upto 3 months	Total
Cash and cash equivalent and other bank balances	155,455.17	-	155,455.17
Total	155,455.17	-	155,455.17



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

25. First-time adoption – mandatory exceptions, optional exemptions

Overall principle

The Company has prepared the opening balance sheet as per Ind AS as of 1 April 2017 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

Impairment of financial assets

The Company has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

26. The Board of Directors of the Company at their meeting held on 22 March, 2019 had approved the proposed Scheme of Amalgamation (Merger) under Section 233 of the Companies Act, 2013 for amalgamation (merger) of Edelweiss Holdings Limited (EHL/ First Transferor Company), Edelweiss Trustee Services Limited (ETSL/ Second Transferor Company) and Alternative Investment Market Advisors Private Limited (AIMAPL/ Third Transferor Company)

(collectively referred to as 'Transferor Companies') the wholly owned subsidiaries with its holding company viz. ECAP Equities Limited ('Transferee Company'), with an appointed date 01 April, 2018 or such other date as may be approved by the Hon'ble Regional Director (South East Region) at Hyderabad or any other Appropriate Authority.

The aforesaid Scheme of Amalgamation was filed with the office of the Registrar of Companies and the Office of Official Liquidator, Mumbai on 27 March, 2019. The aforesaid Scheme of Merger is still in process.

27. Statement of cash flows

The transition from Indian GAAP to Ind AS has no material impact to on the statement of cash flows.



Edelweiss Holdings Limited

Notes to the financial statements for the year ended 31 March 2019 (Continued)

(Currency: ₹ in '000)

28. Previous year comparatives

Previous year's figures have been regrouped and rearranged wherever necessary to confirm to current year's presentation / classification.

Signature to notes forming part of the financial statements.

The accompanying notes are an integral part of the financial statements

As per our report of even date attached.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration

No.301003E/E300005



per Shrawan Jalan

Partner

Membership No: 102102

Mumbai

May 09, 2019

For and on behalf of the Board of Directors



Keyur Yogesh Ajmera

Non Executive Director

DIN-8097681



Jaswin Mehta

Chief Financial Officer



Rajesh Niranjana Save

Non Executive Director

DIN: 02602353



Ganesh Umashankar

Company Secretary

