

## INDEPENDENT AUDITOR'S REPORT

To the Members of **Wisemore Advisory Private Limited**

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Wisemore Advisory Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Cash Flow Statement and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Standalone 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 standalone financial statements to 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 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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 auditors' 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 standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 2018; its Statement of Profit and Loss, and its cash flows for the period ended on that date.

### Report on Other Legal and Regulatory Requirements

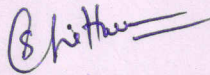
1. As required by 'the Companies (Auditor's Report) Order 2016, issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015 as amended;
  - (e) On the basis of the written representations received from the directors as on March, 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March, 31, 2018, 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 separate Report in "Annexure 2" to this report.
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:



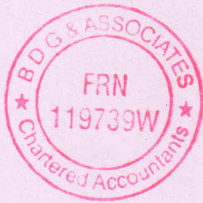


- (i) The Company has, in accordance with the generally accepted accounting practice, disclosed the impact of pending litigations on its financial position in its financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts as at March, 31, 2018.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

**For B D G & Associates**  
**Chartered Accountants**  
**FRN No. 119739W**



**Sourabh Chittora**  
**Partner**  
**Membership No. 131122**  
**Place: Gurugram**  
**Date: 30<sup>th</sup> May 2018**





**Annexure 1 referred to in paragraph 1 of our report of even date under section 'Report on other legal and regulatory requirements'**

Re: Wisemore Advisory Private Limited

- i. The Company does not own any fixed assets therefore the requirements under paragraph 3(i) of the 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, 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.
- iv. In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of section 185 of the Companies Act, 2013 are applicable.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. (a) Undisputed statutory dues including income-tax, sales-tax, service tax, customs duty, value added tax, cess, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities. The provisions relating to provident fund, employees' state insurance and excise duty are not applicable to the Company.  
  
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, service tax, sales-tax, customs duty, value added tax, goods and service 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. The provisions relating to provident fund, employees' state insurance and excise duty are not applicable to the Company.  
  
(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, customs duty, excise duty, value added tax, goods and service tax and cess which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to financial institutions or a bank or debenture holders. The Company did not have any loans or borrowing in respect of a government during the year.





- ix. In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of debentures for the purposes for which they were raised. The Company has not raised any money by way of term loans or initial public offer / further public offer.
- 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 no fraud 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 is 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.
- xiii. According to the information and explanations given by the management, 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. According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- xv. According to the information and explanations given by the management, 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, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For B D G & Associates**  
**Chartered Accountants**  
**FRN No. 119739W**



**Sourabh Chittora**  
**Partner**  
**Membership No. 131122**  
**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2018**





**ANNEXURE 2 to the Independent Auditor's Report of even date on the financial statements of Wisemore Advisory Private Limited**

**Report on the Internal Financial Controls 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 **Wisemore Advisory Private Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the period 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 (ICAI). 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 Companies Act, 2013.

**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 Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. 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 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 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 the 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.

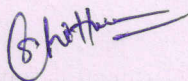
**Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these financial statements**

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, 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 March 31, 2018, 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 B D G & Associates**  
**Chartered Accountants**  
**FRN No. 119739W**



**Sourabh Chittora**  
**Partner**  
**Membership No. 131122**  
**Place: Mumbai**  
**Date : 30<sup>th</sup> May 2018**





Wisemore Advisory Private Limited

Balance sheet as at March 31, 2018

Particulars	Notes	March 31, 2018 (Rs.)
<b>Equity and liabilities</b>		
<b>Shareholders' fund</b>		
Share capital	3	813,341,870
Reserves and surplus	4	(382,400,220)
		<u>430,941,650</u>
<b>Non current liabilities</b>		
Long term borrowings	5	2,098,000,000
Other non-current liabilities	7	338,897,267
		<u>2,436,897,267</u>
<b>Current liabilities</b>		
Short Term Borrowings	5	1,490,820
Trade payables	6	-
• total outstanding dues of micro enterprises & small enterprises		580,532
• total outstanding dues of creditors other than micro enterprises and small enterprises		-
Other current liabilities	7	43,600
		<u>2,114,952</u>
<b>Total Liabilities</b>		<u><u>2,869,953,869</u></u>
<b>Assets</b>		
<b>Non-current assets</b>		
Non-current investments	8	2,866,934,357
		<u>2,866,934,357</u>
<b>Current assets</b>		
Cash and bank balances	9	1,411,345
Other current assets	10	1,608,167
		<u>3,019,512</u>
<b>Total Assets</b>		<u><u>2,869,953,869</u></u>

Summary of significant accounting policies 2.1

The accompanying notes are integral part of the financial statements

As per our Report of even date

For B D G & Associates

ICAI Firm Registration No. : 119739W

Chartered Accountants

Sourabh Chittora

Partner

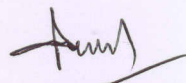
Membership No. 131122

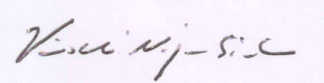


Place: Gurugram

Date: 30<sup>th</sup> May 2018

For and on behalf of the board of directors of  
Wisemore Advisory Private Limited

  
Director  
(Sumant Sinha)  
DIN : 00972012

  
Director  
(Vaishali Nigam Sinha)  
DIN : 02299472

Place: Gurugram

Date: 30<sup>th</sup> May 2018

Place: Gurugram

Date: 30<sup>th</sup> May 2018



Wisemore Advisory Private Limited

Statement of Profit and Loss for the period January 10, 2017 to March 31, 2018

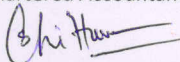
Particulars	Notes	For the Period January 10, 2017 to March 31, 2018 (Rs.)
Revenue from operations	11	1,500,000
<b>Total Revenue (I)</b>		<b>1,500,000</b>
<b>Expenses</b>		
Other expenses	12	13,255,823
<b>Total Expenses (II)</b>		<b>13,255,823</b>
Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II)		(11,755,823)
Finance costs	13	370,644,397
<b>Profit/(Loss) for the year</b>		<b>(382,400,220)</b>
<b>Tax expenses</b>		
Current tax		-
<b>Profit/(Loss) after tax</b>		<b>(382,400,220)</b>
<b>Earnings/ (loss) per equity share</b> (nominal value of share Rs. 10)	14	
Basic		(5.69)
Diluted		(5.69)
Summary of significant accounting policies	2.1	
The accompanying notes are integral part of the financial statements		

As per our Report of even date annexed

For B D G & Associates

ICAI Firm Registration No. : 119739W

Chartered Accountants

  
Sourabh Chittora

Partner

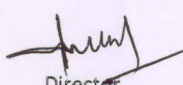
Membership No. 131122



Place: Gurugram

Date: 30<sup>th</sup> May 2018

For and on behalf of the board of directors of  
Wisemore Advisory Private Limited

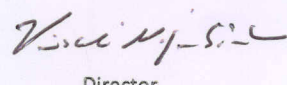
  
Director

(Sumant Sinha)

DIN : 00972012

Place : Gurugram

Date : 30<sup>th</sup> May 2018

  
Director

(Vaishali Nigam Sinha)

DIN : 02299472

Place : Gurugram

Date : 30<sup>th</sup> May 2018



Wisemore Advisory Private Limited

Cash flow statement for the period January 10, 2017 to March 31, 2018

		For the Period January 10, 2017 to March 31, 2018
Profit/(loss) before tax		(382,400,220)
Adjustments for:		
Interest Expenses		339,223,759
Operating profit/(loss) before working capital changes		(43,176,461)
<b>Movement in working capital</b>		
Increase/(decrease) in other current assets		(1,608,167)
Increase/(decrease) in trade payables		580,532
Increase/(decrease) in other current liabilities		43,600
Cash generated from operations		(44,160,496)
Direct taxes paid (net of refunds)		-
Net cash from/(used in) operating activities	(A)	(44,160,496)
<b>B. Cash flow from investing activities</b>		
(Increase)/decrease in long-term loans and advances		(2,866,934,357)
Net cash from/(used in) investing activities	(B)	(2,866,934,357)
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity shares (including premium)		813,341,870
Increase/(decrease) in other non-current liabilities		338,897,267
Interest paid		(339,223,759)
Proceeds from Long-term borrowings		2,099,490,820
Net cash from/(used in) financing activities	(C)	2,912,506,198
Net (decrease) / increase in cash and cash equivalents	(A+B+C)	1,411,345
Cash and cash equivalents at the beginning of the year		-
Cash and cash equivalents at the end of the year		1,411,345
<b>Components of cash and cash equivalents</b>		
Balances with banks:		
- On current accounts		1,411,345
Total cash and cash equivalents (refer note 7)		1,411,345

Notes:

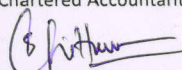
The cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 "Cash Flow Statement".

As per our Report of even date annexed

For B D G & Associates

ICAI Firm Registration No. : 119739W

Chartered Accountants



Sourabh Chittora

Partner

Membership No. 131122

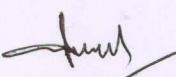


Place: Gurugram

Date: 30<sup>th</sup> May 2018

For and on behalf of the board of directors of

Wisemore Advisory Private Limited



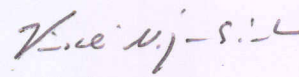
Director

(Sumant Sinha)

DIN : 00972012

Place : Gurugram

Date : 30<sup>th</sup> May 2018



Director

(Vaishali Nigam Sinha)

DIN : 02299472

Place : Gurugram

Date : 30<sup>th</sup> May 2018



**Wisemore Advisory Private Limited**

**Notes to financial statements for the period January 10, 2017 to March 31, 2018**

**1. Corporate Information**

Wisemore Advisory Services Private Limited ('the Company') was incorporated on January 10, 2017 as a private limited company under the provisions of the Companies Act, 2013 ('the Act'). The Company is in the business of providing management consultancy services.

**2. Basis for preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**2.1 Summary of significant accounting policies**

**a) Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**b) Events occurring after the balance sheet date**

Impact of events occurring after the balance sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the balance sheet date are adjusted to respective assets and liabilities.

**c) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.





**Wisemore Advisory Private Limited**

**Notes to financial statements for the period January 10, 2017 to March 31, 2018**

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**d) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Income from services (Management Consultancy)

Revenues from project management/technical consultancy are recognized as per the terms of the agreement on the basis of services rendered.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

**e) Foreign currency translation**

Foreign currency transactions and balances

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

1. Exchange differences arising on long-term foreign currency monetary items related to acquisition of fixed assets are capitalized and depreciated over the remaining useful life of the asset.





Notes to financial statements for the period January 10, 2017 to March 31, 2018

2. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Item Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
3. All other exchange differences are recognized as income or expense in the period in which they arise.

For the purpose of one above, the Company treats a foreign monetary item as "long-term foreign currency monetary item", if it has a term of 12 months or more at the date of its origination. In accordance with MCA circular dated August 09, 2012, exchange differences for this purpose are total differences arising from long-term foreign currency monetary items for the period. In other words, the Company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

**f) Income taxes**

Tax expense comprises current of and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

In the situations where the Company is entitled to a tax holiday under the Income-tax Act, 1961 enacted in India, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.





**Notes to financial statements for the period January 10, 2017 to March 31, 2018**

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

**g) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**h) Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

**i) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized





**Wisemore Advisory Private Limited**

**Notes to financial statements for the period January 10, 2017 to March 31, 2018**

because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**j) Employee stock compensation cost**

In accordance with the Securities and Exchange Board of India (Share-based employee benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments. The cost of equity-settled transactions is measured using the intrinsic value method and recognized, together with a corresponding increase in the "Stock options outstanding account" in reserves. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

**k) Cash and cash equivalents**

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and cash in hand and short term investments with an original maturity of three months or less.

**l) Measurement of EBITDA**

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the Company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the Company includes interest income but does not include depreciation and amortization expense, finance costs and tax expense.





## Notes to financial statements for the period ended March, 2018

3	Share Capital	March 31, 2018	
		Number	Amount (Rs.)
	Authorized shares		
	Equity Shares of Rs. 10 each	82,000,000	820,000,000
	Issued, subscribed and fully paid up shares		
	Equity Shares of Rs. 10 each Fully Paid	81,334,187	813,341,870
		<u>81,334,187</u>	<u>813,341,870</u>

## (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Equity Shares	March 31, 2018	
	Number	Amount (Rs.)
Equity shares of Rs. 10 each		
At the beginning of the year		
Shares issued during the year	81,334,187	813,341,870
Outstanding shares at the end of the year	<u>81,334,187</u>	<u>813,341,870</u>

## (b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company will declare and pay dividends in Indian rupees.

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 each shareholder holding more than 5% shares

Equity shares of Rs.10/- each	March 31, 2018	
	Number	% holding in the class
Sivatar Sinha Family Trust	81,334,186	100.00%

As per records of the Company, including its register of shareholders/members the above shareholding represents both legal and beneficial ownerships of shares.

4	Reserves and Surplus	March 31, 2018
		(Rs.)
	Surplus/(deficit) balance in statement of profit and loss	
	Balance as per the last financial statements	
	Profit for the period	(382,400,220)
	Net surplus/(deficit) in the statement of profit and loss	<u>(382,400,220)</u>





## Notes to financial statements for the period ended March, 2018

		Non-current	Current
		March 31, 2018	March 31, 2018
		(Rs.)	(Rs.)
Secured			
Non- convertible debentures (Secured)			
2,09,800 Non convertible debentures of Rs. 10,000 each		2,098,000,000	-
(Secured by pledge of Equity Shares held in ReNew Power Limited)			
Unsecured			
Loan from related party (Repayable on Demand)		-	1,490,820
		2,098,000,000	1,490,820
6 Trade payables		March 31, 2018	
		(Rs.)	
Total outstanding dues of micro and small enterprises		-	
Total outstanding dues of creditors other than micro and small enterprises		580,532	
		580,532	
7 Other liabilities		Non-current	Current
		March 31, 2018	March 31, 2018
		(Rs.)	(Rs.)
Interest accrued but not due on debentures		338,897,267	-
TDS Payable		-	43,600
		338,897,267	43,600
8 Non-current investments		March 31, 2018	
		(Rs.)	
Non trade investments (valued at cost unless stated otherwise)			
Unquoted equity shares			
14,657,651 Equity Shares in ReNew Power Limited		2,866,434,357	
(Formerly known as ReNew Power Ventures Private Limited and ReNew Power Ventures Limited)			
Investment in Fixed Capital of Partnership Firm- Cognisa Investment		500,000	
		2,866,934,357	
9 Cash and bank balances		March 31, 2018	
		(Rs.)	
Cash and cash equivalents			
Balance with banks in Current Account		1,411,345	
		1,411,345	
10 Other Current Assets		March 31, 2018	
		(Rs.)	
Prepaid Expenses		108,167	
Unbilled Revenue		1,500,000	
		1,608,167	





Wisemore Advisory Private Limited

Notes to financial statements for the period ended March, 2018

11 Revenue from operations	For the Period January 10, 2017 to March 31, 2018
Revenue from Consultancy services	1,500,000
	<u>1,500,000</u>
12 Other expenses	For the Period January 10, 2017 to March 31, 2018
Legal & Professional Fees	2,606,488
ROC Fees	7,885,208
Listing Expenses	69,310
Share Issue Expenses	2,500,000
Rates and taxes	26,304
Misc Expenses	3,513
Payment to auditors (refer details below)	165,000
	<u>13,255,823</u>
Payment to auditor	
Audit fee	115,000
Certification fees	50,000
	<u>165,000</u>
13 Finance costs	For the Period January 10, 2017 to March 31, 2018
Interest	
- on Non convertible debentures	339,081,546
-on Delayed payment of TDS	142,213
Bank charges	50,575
Finance charges	31,370,063
	<u>370,644,397</u>





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Notes to financial statements for the period ended March, 2018

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14 Earning/(loss) per share (EPS)

The following reflects the profit/(loss) and share data used for the basic and diluted EPS computations:

	For the Period January 10, 2017 to March 31, 2018
Net profit/(loss) for calculation of basic EPS	(382,400,220)
Weighted average number of equity shares for calculating basic EPS	67,165,353
Basic earnings per share	(5.69)
Net profit/(loss) for calculation of diluted EPS	(382,400,220)
Weighted average number of equity shares for calculating diluted EPS	67,165,353
Diluted earnings per share	(5.69)





## Wisemore Advisory Private Limited

### Notes to financial statements for the period January 10, 2017 to March 31, 2018

#### 15. Related Party Disclosure:

In accordance with the requirements of accounting standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are given below:

##### Key Management Personnel

1. Mr. Sumant Sinha
2. Mrs. Vaishali Nigam Sinha

##### Enterprises/Individuals owning indirect control or exercising significant influenced by key management personnel or their relatives:

1. Cognisa Investments
2. Sivatar Sinha Family Trust
3. Renew Power Ltd. (Formerly known as ReNew Power Ventures Private Limited)

##### Related party transactions and balances outstanding:

Description of Transactions during the period	Sumant Sinha	Vaishali Nigam Sinha	ReNew Power Limited	Cognisa Investment	Sivatar Sinha Family Trust
Issue of Shares	81,33,41,860	10	-	-	-
Loan taken	65,69,000	-	-	-	-
Loan Repaid	50,78,180	-	-	-	-
Investment made	-	-	-	5,00,000	-
<b>Closing Balances</b>					
Short term Borrowing	14,90,820	-	-	500,000	-
Non Current Investment	-	-	-	-	-
Share Capital	-	10	-	-	81,33,41,860

#### 16. Micro enterprises and small enterprises

The Micro, Small and Medium Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the disclosures in respect to Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as follows:

Particular	As at March 31,2018
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year	NIL
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each	NIL





**Wisemore Advisory Private Limited**

**Notes to financial statements for the period January 10, 2017 to March 31, 2018**

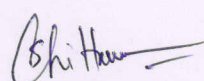
accounting year	
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	NIL

17. In the opinion of the Board of Directors, Current Assets, Loans and Advances have a value on realization in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet, unless otherwise indicated.
18. The figures in respect of the previous year have been regrouped / rearranged wherever necessary to confirm to the current year's presentation

As per our report attached of even date

**For B D G & Associates**

ICAI Firm Registration No. 119739W  
Chartered Accountants



Sourabh Chittora  
Partner  
Membership No. 131122

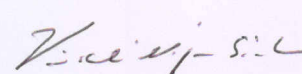


Place : Gurugram  
Date : 30<sup>th</sup> May 2018

**For and on behalf of the Board of Directors of  
Wisemore Advisory Services Private Limited**



Director  
DIN : 00972012  
(SUMANT SINHA)



Director  
DIN : 02299472  
(VAISHALI NIGAM SINHA)

Date : 30<sup>th</sup> May 2018      Date : 30<sup>th</sup> May 2018