

INDEPENDENT AUDITOR'S REPORT

To the Members of,
JRI INDUSTRIES & INFRASTRUCTURE LIMITED

Report on the Financial Statements**Management's responsibility for the Financial Statements**

The Company's Board of Directors is Responsible for the state in Sub-Section (5) of Section 134 of the Companies Act, 2013 ("the Act") with respect to the presentation of these financial statements given a true and fair view on the financial position, financial performance and cash flow statements of the company in accordance with the accounting principal generally accepted in India, including Accounting Standards prescribed in Section 133 of the Act, read with Rule 7 of the Companies Accounting (Rule), 2014. This Responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities. Section and application of appropriate accounting policies; making a judgement and estimates that are reasonable and prudent; and the design, implementation and maintenance on 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' Responsibilities

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

We have taken into account the provisions of the Act and the Rules made there under 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. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements along with the notes thereon 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, 2016, and its profit and its cash flow for the year ended on that date.

Report on other legal and Regulatory Requirements

As required by 'the Companies (Auditor's report) order, 2016' issued by the Central Government of India in terms of sub-section (11) of the Section 143 of the Act ("the order"), and on basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we enclose in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said order to the extent applicable.

Further as required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanation which to the best of our knowledge

and belief were necessary for the purpose of our audit.

b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of the books of accounts.

c) The Balance Sheet, the Statements of Profit and Loss, and the Cash Flow Statements dealt with by this Report are in agreement with the books of accounts.

d) In our opinion, the aforesaid financial statements company with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written presentations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 control over financial reporting of the Company and operating effectiveness of such controls, refer to our separate Report in "Annexure A".

g) With respect to the other matter to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

- i. The Company does not have any pending litigation 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 Shailesh Pandey & Co
Chartered Accountants
(Firm Registration No. 133595W)

Sd/-
Shailesh Pandey
Proprietor

Membership No. 145701
Place: Mumbai
Date: 30.05.2016

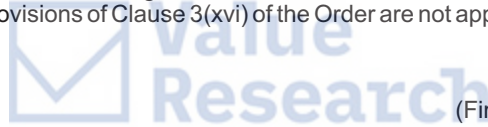


ANNEXURE TO THE AUDITORS' REPORT ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 OF JRI INDUSTRIES & INFRASTRUCTURE LIMITED

- i. In respect of Fixed Assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such physical verification.
- ii. In respect of Inventories:
 - a) The nature of inventory held by the Company does not demand for physical verification and hence, clause 3(ii)(a) and 3(ii)(b) of the Companies (Auditor's Report) Order, 2016 are not applicable..
 - b) As explained, the Company has been maintaining proper records of the inventory and no material discrepancies were noticed in relation to it.
- iii. In respect of loans, secured or unsecured, granted to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;
 - a) The Company has not granted any loans to such parties during the year and hence the question of regular receipt of principal amount and interest does not arise.
 - b) Since the Company has not granted loans to such parties, there is no instance of overdue amount of Rupees One Lakh.
- iv. In our opinion, and according to the information and explanations given to us, there exist adequate internal control systems commensurate with the size of the Company and the nature of its business with regards to sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
- v. In our opinion and explanation given to us, during the year the Company has not accepted any deposits to which the directives of the Reserve Bank or provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 framed there under would apply.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the companies Act, 2013 for any of the services of the Company.
- vii. a) According to the information given to us and the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues including provident fund, employee's state insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax, Investor Education and Protection Fund and any other statutory dues as at 31st March 2016.
- b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax and no statutory dues required to be deposited on account of any dispute, except the following:

Name of Statute (Nature of Dues)	of Period which amount relates to	Forum where dispute is pending	Amount in Rupees
Income Tax	A. Y. 2011-12	Commissionerate	697840

- viii. The Company has neither taken any loan from banks and financial institutions nor issued any debentures. Accordingly the provisions of Clause 3(viii) of the Order are not applicable to the Company.
- ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of books and records of the Company and according to the information and explanations given by the management, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has not paid/ provided for managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The details of related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- 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(xiv) of the Order are not applicable to the Company
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.



For Shailesh Pandey & Co
Chartered Accountants
(Firm Registration No. 133595W)

Sd/-
Shailesh Pandey
Proprietor
Membership No. 145701
Place: Mumbai
Date: 30.05.2016