

INDEPENDENT AUDITOR'S REPORT

To the Members of WS INSULATORS PRIVATE LIMITED

Report on the Audit of the Standalone financial statements

Opinion

We have audited the standalone financial statements of **WS INSULATORS PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as the "Standalone financial statements"). The date of incorporation of the Company is November 14, 2019.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2020, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements under the provisions of the Companies Act, 2013 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 opinion.

Emphasis of Matter

Impact of COVID-19:

We draw attention to Note No: 2 of the financial statements, which describes the effects of COVID-19 pandemic on the Company's operations and compliances, which does not have any significant impact in the Company's overall performance during the current period.

It is not appropriate to estimate the duration and severity of these Consequences, as well as their impact on the financial position and results of the company for future periods.

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 that give a true and fair view of the financial position, financial performance, changes in equity and cash flows 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. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

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

Auditor's Responsibilities for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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, the Cash Flow Statement and the Statement of Changes in Equity 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 Indian 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 representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigations which has impact on its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.;
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

For **M/s. SBSB AND ASSOCIATES**
Chartered Accountants
Regn No: 012192S

(Sd.....)

D.Sharath Kumar
Partner
Membership number: 024568
UDIN: 20024568AAAAAR7950

Place: Chennai
Date:30th June 2020

“Annexure A” to the Independent Auditors’ Report of even date on the Standalone financial statements of WS INSULATORS PRIVATE LIMITED.

Referred to in Paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date:

- (i) The company does not have any fixed assets and hence clause (i) is not applicable.
- (ii) According to the information and explanations given to us, the Company does not have any inventory, therefore clause (ii) is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has not granted loans to a body corporate covered in the register maintained under Sec 189 of the Companies Act 2013 and hence clause (iii) (a) to (c) are not applicable to the company.
- (iv) The company has complied with the provisions of sections 185 and 186 of the companies Act, 2013, in respect of loans, investments, provided by the company. The company has not provided any guarantee or security to any company covered under Section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under are applicable.
- (vi) According to information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act 2013.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax, Goods and Service Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no disputed amounts payable, which is outstanding as on 31.03.2020.
- (viii) In our opinion and according to the information and explanations given to us, the company has not availed any loans from banks/financial institutions and hence (viii) is not applicable.
- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, clause (ix) of the Order is not applicable to the Company.

- (x) According to the information and explanations given to us, no managerial remuneration has been paid or provided and hence clause (xi) is not applicable to the Company.
- (xi) The Company is not a Nidhi Company. Therefore, Clause (xii) of the Order is not applicable to the Company.
- (xii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. However, the Company has made an initial allotment of 50,000 equity shares of Rs.10/- each to its holding company.
- (xiv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of the Order is not applicable to the Company.
- (xv) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

**For M/s. S B S B AND ASSOCIATES
Chartered Accountants
Regn No: 012192S**

(Sd.....)

D.Sharath Kumar
Partner
Membership number: 024568
UDIN: 20024568AAAAAR7950

Place: Chennai
Date: 30th June 2020

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

BALANCE SHEET AS ON 31st Mar 2020

Amount in ₹

ASSETS	NOTES	31 MAR 2020	
1. Current Assets :			
(a) Financial Assets :			
Cash and Cash Equivalents	3		500000
(b) Other Current Assets	4		5000
Total Current Assets			505000
TOTAL ASSETS			505000
EQUITY AND LIABILITIES			
1. Equity:			
(a) Equity Share Capital	5	500000	
(b) Other Equity	6	(74176)	
Total Equity			425824
2. Liabilities:			
Current Liabilities :			
Other current liabilities	7		79176
Total Current Liabilities			79176
TOTAL EQUITY AND LIABILITIES			505000
Significant Accounting Policies & Notes on Financial Statements		1 to 9	
For M/s.S B S B and Associates Chartered Accountants Firm No.: 0121925		for and on behalf of the Board	
(Sd....) D.Sharath Kumar Partner Membership No.: 024568	(Sd....) J.SRIDHARAN Director	(Sd....) R.KARTHIK Director	
Chennai 30th June 2020			

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MAR 2020

in ₹

	31-Mar-20
A OPERATING ACTIVITIES:	
Profit before tax from continuing operations	(74176)
<i>Working capital adjustments:</i>	
(Increase)/Decrease in other Current Assets	(5000)
Increase/(Decrease) in Liabilities and Provisions	79176
Net cash flows from operating activities	-
B FINANCING ACTIVITIES:	
Issue of equity Shares	500000
Net cash flows from/(used in) financing activities	500000
Net increase in cash and cash equivalents	500000
Cash and cash equivalents at the beginning of the year	
Cash and cash equivalents at year end	500000

Notes on Statement of Cash Flow:

- Above statement has been prepared following the Indirect method except in case of Interest received /Paid. Dividend Received /Paid , Purchase/ Sale of Investments, loans taken and repaid and Taxes Paid , which have been considered on the basis of actual movement of cash with necessary adjustments in corresponding assets and Liabilities.
 - Purchase of Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between beginning and end of the year.
 - Cash and cash equivalents
- | | |
|--|--------|
| Cash and Bank Balances | 500000 |
| Unrealised (Gain) / Loss | |
| Cash and Bank Balances restated as above | 500000 |

As per our Report of even date

For M/s.S B S B and Associates

Chartered Accountants

Firm No.: 012192S

for and on behalf of the Board

(Sd....)

D.Sharath Kumar

Partner

Membership No.: 024568

(Sd....)

J.SRIDHARAN

DIRECTOR

(Sd....)

R.KARTHIK

DIRECTOR

Chennai

30th June 2020

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

Statement of Changes in Equities for the period ended 31st Mar 2020

in ₹

a) Equity Share Capital

Balance at 1st April 2019	Changes in equity share capital during the year	Balance at 31st Mar 2020
	500000	500000

b) Other Equity

Particulars	Equity component of compound financial instruments	Reserves & surplus	Equity instruments through other Comprehensive Income	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of other comprehensive income	Total
		Retained Earnings					
Balance at 1st April 2019							
Profit for the year		(74176)					(74176)
Other Comprehensive Income							
Total Comprehensive income for the year		(74176)					(74176)
Balance at 31st Mar 2020		(74176)					(74176)

As per our report of even date

For M/s.S B S B and Associates

Chartered Accountants

Firm No.: 012192S

for and on behalf of the Board

(Sd....)

D.Sharath Kumar**Partner**

Membership No.: 024568

(Sd....)

J.SRIDHARAN**DIRECTOR**

(Sd....)

R.KARTHIK**DIRECTOR**

Chennai

30th June 2020.

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31st Mar 2020

1. Accounting Policies :

(a) Statement of Compliance

1. In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from November 14, 2019, viz., date of Incorporation.

2. These financials statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013.

(b) The Financial Statements have been prepared under historical cost convention on a going concern basis in accordance with the applicable Accounting Standards and are based on mercantile system of Accounting.

(c) 1. Property, Plant and Equipment (PPE) are stated at acquisition/historical cost and include expenditure incurred up to the date the asset is put to use (as reduced by Cenvat/VAT/GST credit wherever applicable) less accumulated depreciation (other than freehold land) and impairment loss, if any.

2. Depreciation on Building, Plant and Machinery and Electrical Installations has been provided on Straight Line Method and on other assets on Written Down Value basis in accordance with the rates prescribed under Part 'C' of Schedule II of the Companies Act 2013, which is also estimated by the management to be the estimated useful life of the said assets. Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase.

3. The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

2. Notes on Financial Statements

Notes to the Financial Statements for the period ended 31st Mar 2020

a. The Company has incurred loss of ₹ 74176/-

b. Auditors' Remuneration:

	Rs.
Statutory Audit (inclusive of GST)	11800

c. No Business Activity was carried on during the year.

d. The effects of COVID-19 pandemic does not have any significant impact on the Company's operations and compliances, during the current period.

e. Disclosure of Related Party transactions, as required under Accounting Standard (AS) 18 of The Companies (Accounting Standards) Rules, 2006:

(i) List of Related Parties:

Holding Company
W.S Industries (India) Limited

(ii) Transactions with Related parties:

	Holding Company
Allotment of 50000 fully paid equity shares having face value of ₹ 10 each *	500000
Incorporation Related Expenses Incurred	50588
Due to Holding Company as on 31.03.2020	50588

* Held by W.S. Industries (India) Limited and its six nominees.

f. Figures have been rounded off to the nearest Rupee.

g. Earnings per Share: Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding as on 31st March 2020.

Computation:

	31.03.2020
Net loss for the year after taxation	(74176)
Weighted average number of equity shares	50000
Nominal Value of equity shares	10
Earnings per Equity Share of Rs. 10/-each:	
Basic	(1.48)
Diluted	(1.48)

h. This being the First year, Previous year's figures are not applicable.

Notes 1 & 2 form an integral part of Balance Sheet and statement of Profit & Loss of the Company for the period ended 31st Mar 2020 and have been duly authenticated.

For M/s.S B S B and Associates

Chartered Accountants

Firm No.: 012192S

(Sd....)

D.Sharath Kumar

Partner

Membership No.: 024568

for and on behalf of the Board

(Sd....)

J.SRIDHARAN

DIRECTOR

(Sd....)

R.KARTHIK

DIRECTOR

Chennai

30th June 2020.

WS INSULATORS PRIVATE LIMITED	
31-7-86/2, ASSAM GARDENS,Vishakhapatnam District,Andhra Pradesh - 530020.	
Notes forming part of Balance Sheet as on 31st March 2020	
	in ₹
CURRENT ASSETS	
3. CASH AND CASH EQUIVALENTS	
PARTICULARS	31-Mar-20
Balances with Banks	500000
Total	500000
4. OTHER CURRENT ASSETS	
PARTICULARS	31-Mar-20
Rental Deposit	5000
Total	5000

5. EQUITY SHARE CAPITAL		
	in ₹	
Note: A		
Particulars	As at 31st March 2020	
	No. of Shares	Amount
Authorised		
Equity Shares of ₹ 10 each	200000	2000000
Issued		
Equity Shares of ₹ 10 each	50000	500000
Subscribed & Paid Up		
Equity Shares of ₹ 10 each	50000	500000

Terms / Rights attached to Equity Shares

The company has only one class of share of Rs. 10 each. Each share holder will be entitled to one vote per share. The Dividend if any recommended by the board of directors will be paid after the approval of the shareholders at the general meeting in Indian Rupees.

In the event of Liquidation, the equity shareholders are entitled to the remaining assets in proportion to the number of Shares held by them.

Note: B Reconciliation of No. of shares outstanding

During the year the company has issued 50,000 equity shares of Rs.10 each and there is no buy back of shares.

Note: C Shareholders holding more than 5% of the shares

Name of Shareholders	Equity Shares	
	No. of Shares held	% of Holding
W.S. Industries (India)Limited - Holding Company *	50000	100%

*Held by W.S.Industries (India) Limited and its six nominees.

6. OTHER EQUITIES

RESERVES AND SURPLUS

Particulars	31-Mar-20
Retained earnings	(74176)
Total	(74176)

RETAINED EARNINGS

Particulars	31-Mar-20
Balance at beginning of Year	
Profit for the Year	(74176)
Balance at end of Year	(74176)

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

Notes forming part of Balance Sheet as on 31st March 2020**CURRENT LIABILITIES****7. OTHER CURRENT LIABILITIES**

in ₹

PARTICULARS	31-Mar-20
Other Payables	
Liabilities-Expenses	19228
Creditors for Expenses	2160
Due to Holding Company	50588
Other Liabilities	7200
Total	79176

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020

		in ₹	
	PARTICULARS	Note No	31 MAR 2020
I	INCOME:		
II	Total Income		
III	EXPENSES:		
	Administration and Other Charges	8	74176
	Total Expenses (III)		74176
IV	Profit / (Loss) before exceptional items and tax (II - III)		(74176)
V	Exceptional Items		
VI	Profit / (Loss) before tax (IV-V)		(74176)
VII	Tax expense Current Tax		
VIII	Profit / (Loss) for the year from Continuing Operations (VI-VII)		(74176)
IX	Profit / (Loss) from discontinued Operations		
X	Tax Expense of Discontinued Operations		
XI	Profit / (Loss) from discontinued Operations after tax (IX-X)		
XII	Profit / (Loss) for the period (VIII+XI)		(74176)
XIII	Other Comprehensive income		
	A. (i) Items that will not be reclassified to Profit or loss		
	A. (ii) Income tax relating to items that will not be reclassified to profit or loss		
	B. (i) Items that may be reclassified to profit or loss		
	B. (ii) Income tax relating to items that may be reclassified to profit or loss		
XIV	Total other comprehensive income A(I+II)+B(I+II)		
XV	Total comprehensive income for the period (XII+XIV)		(74176)
	Earning per equity share (for continuing operation)		
	(i) Basic		(1.48)
	(ii) Diluted		(1.48)
	Earning per equity share (for discontinued operation)		
	(i) Basic		
	(ii) Diluted		
	Earning per equity share (for discontinued and continuing operation)		
	(i) Basic		(1.48)
	(ii) Diluted		(1.48)
	Significant Accounting Policies & Notes on Financial Statements	1 to 9	

For M/s.S B S B and Associates

Chartered Accountants

Firm No.: 012192S

(Sd....)

D.Sharath Kumar

Partner

Membership No.: 024568

Chennai

30th June 2020.

for and on behalf of the Board

(Sd....)

J.SRIDHARAN

Director

(Sd....)

R.KARTHIK

Director

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

Notes to Statement of Profit & Loss for the period ended 31st March 2020

in ₹

8. OTHER EXPENSES

PARTICULARS	31-Mar-20
ADMINISTRATION AND OTHER CHARGES	
(a) Legal and Professional Fees	25960
(b) Filing fees	28951
(c) General Expenses	2465
(d) Rent	5000
Auditors' Expenses:	
Statutory Audit Fees	11800
Total	74176

For M/s.S B S B and Associates

for and on behalf of the Board

Chartered Accountants

Firm No.: 012192S

(Sd....)

D.Sharath Kumar

Partner

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Chennai

30th June 2020.

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Director

WS INSULATORS PRIVATE LIMITED

31-7-86/2, ASSAM GARDENS, Vishakhapatnam District, Andhra Pradesh - 530020.

Note no. 9

Disclosure of Fair value Measurements

(a) Financial Instruments by category:-

The following table provides categorization of all financial instruments

Particulars	Amortised Cost	FVTPL	FVTOCI	Carrying Amount	Fair Value
As at 31-03-2020					
Financial Assets					
Cash and Cash Equivalents	500000			500000	500000

(b) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by Valuation technique:

Level 1: Quoted (Unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The details of financial instruments that are measured at fair value on recurring basis are given below:

Particulars	Level 1	Level 2	Level 3	Total
Financial Instruments at FVTOCI				
Investment in unlisted equity securities				
As at 31-03-2020				-

Valuation technique used to determine the fair value

The significant inputs used in the fair value measurement categorized within the fair value hierarchy are given below:

	Valuation technique	Remarks
Investment in Unlisted securities	At Book Value	-

For M/s.S B S B and Associates

Chartered Accountants

Firm No.: 0121925

(Sd....)

D.Sharath Kumar

Partner

Membership No.: 024568

for and on behalf of the Board

(Sd....)

J.SRIDHARAN

Director

(Sd....)

R.KARTHIK

Director

Chennai

30th June 2020.