



**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF PRIME PROPERTY HOLDINGS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **PRIME PROPERTY HOLDINGS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2017 the Statement of Profit and Loss, Cash Flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 financial statements that 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) 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 deducting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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 31 March 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. 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 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 financial statements comply 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 representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) 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 has no litigations on its financial position in its financial statements.
 - ii. There is no provision, as required under the applicable law or accounting standards, for material foreseeable, if any losses on long-term contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.
 - iv. There are no cash transactions, however Company has provided requisite disclosures in the financial statements as regards its holdings and dealings in specified Bank Notes as defined in the Notification S.O.3407 (E) dated 08th November, 2016 of the Ministry of Finance, during the period from 08th November 2016 to 30th December 2016.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") as amended, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Chennai
11th May 2017



For Raghu & Gopal
Chartered Accountants
Firm Registration No: 0033355

A. Gopal
Partner
Membership No: 009035



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **PRIME PROPERTY HOLDINGS LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone 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 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 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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 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

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, to the best of our information and according to the explanations given to us, 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, 2017 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.

Chennai
11th May 2017

For Raghu & Gopal
Chartered Accountants
Firm Registration No: 0033355

A. Gopal
Partner

Membership No: 009035





ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of its fixed assets:
 - (a) The Company does not have any Fixed Assets hence reporting under clause (i) (a) and (b) of the CARO 2016 Order is not applicable.
 - (b) Being a Property Development Company, the matters in connection with verification, reporting and all other related matters on inventory are not applicable.
- (ii) The Company does not have any inventory and hence reporting under clause (ii) of the CARO 2016 Order is not applicable
- (iii) 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.
- (iv) The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the CARO 2016 Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year to which the provisions of Sections 73 to 76 or any other relevant provisions of Companies Act, 2013 are applicable.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) CARO 2016 Order is not applicable.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has no employees. The Company has no undisputed statutory dues remaining unpaid.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.



- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Company has no employees and hence reporting under clause (xi) of the CARO order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 Order is not applicable to the Company.



Raghu & Gopal
Chartered Accountants

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- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Chennai
11th May 2017

For Raghu & Gopal
Chartered Accountants
Firm Registration No: 003335S


A. Gopal

Partner

Membership No: 009035



**Prime Property Holdings Ltd
Audited Accounts for the year
ended 31st March 2017**

PRIME PROPERTY HOLDINGS LIMITED

Jayalakshmi Estates, No: 29, Haddows Road, Chennai - 600 006

Balance Sheet as at 31st March 2017


(Amount in ₹)

| Particulars | | Note No. | As at 31st March 2017 | As at 31st March 2016 |
|--|--|----------|-----------------------|-----------------------|
| 1 | | 2 | 3 | 4 |
| I. EQUITY AND LIABILITIES | | | | |
| 1 Shareholders' funds | | | | |
| (a) Share capital | | 1 | 5,00,000 | 5,00,000 |
| (b) Reserves and surplus | | 2 | 7,93,33,350 | 7,64,39,341 |
| (c) Share application money | | | - | - |
| | | | 7,98,33,350 | 7,69,39,341 |
| 2 Share application money pending allotment | | | | |
| | | | - | - |
| 3 Non-current liabilities | | | | |
| (a) Long-term borrowings | | | - | - |
| (b) Deferred tax liabilities (Net) | | | - | - |
| (c) Other Long term liabilities | | | - | - |
| (d) Long-term provisions | | | - | - |
| | | | - | - |
| 4 Current liabilities | | | | |
| (a) Short-term borrowings | | 3 | 1,50,00,000 | 1,50,00,000 |
| (b) Trade payables | | | - | - |
| (c) Other current liabilities | | 4 | 2,26,400 | 1,44,018 |
| (d) Short-term provisions | | 5 | 10,34,634 | 5,65,211 |
| | | | 1,62,61,034 | 1,57,09,229 |
| TOTAL | | | 9,60,94,384 | 9,26,48,570 |
| II. ASSETS | | | | |
| Non-current assets | | | | |
| 1 (a) Fixed assets | | | | |
| (b) Non Current Investments | | 6 | 7,44,90,583 | 8,63,21,316 |
| (c) Deferred tax assets (net) | | | - | - |
| (d) Long-term loans and advances | | 7 | 26,59,033 | 26,11,394 |
| (e) Other non-current assets | | | - | - |
| | | | 7,71,49,616 | 8,89,32,710 |
| 2 Current assets | | | | |
| (a) Current investments | | | - | - |
| (b) Inventories | | | - | - |
| (c) Trade receivables | | | - | - |
| (d) Cash and cash equivalents | | 8 | 1,09,44,768 | 37,15,860 |
| (e) Short-term loans and advances | | 9 | 80,00,000 | - |
| (f) Other current assets | | | - | - |
| | | | 1,89,44,768 | 37,15,860 |
| TOTAL | | | 9,60,94,384 | 9,26,48,570 |
| Notes on Accounts | | 14 | - | - |

For and on behalf of the Board

As per our report of even date
For Raghu & Gopal
Chartered Accountants
Firm Registration No: 0033355


R S RAGHAVAN
DIRECTOR


R JAGANNATHAN
DIRECTOR


A. Gopal
Partner

Membership No: F9035

Chennai

Date:11/05/2017



Statement of Profit and Loss for the Year period ended 31st March 2017


(Amount in ₹)

| Particulars | Refer Note No. | For the year ended 31st March 2017 | For the year ended 31st March 2016 |
|--|----------------|------------------------------------|------------------------------------|
| I. Revenue From Operations | | - | - |
| II. Other income | 10 | 1,26,40,893 | 1,40,67,105 |
| III. Total Revenue (I + II) | | 1,26,40,893 | 1,40,67,105 |
| IV. Expenses: | | | |
| Employee benefits expense | | - | - |
| Finance costs | | 18,98,852 | 6,043 |
| Depreciation and amortization expense | | - | - |
| Share of Cost for Investments in Fund 1A | 11 | 68,56,159 | - |
| Other expenses | 12 | 1,66,873 | 16,18,439 |
| Total expenses | | 89,21,884 | 16,24,482 |
| V. Profit/(Loss) before exceptional and extraordinary items and tax (III-IV) | | 37,19,009 | 1,24,42,623 |
| VI. Exceptional items | | - | - |
| VII. Profit/(Loss) before extraordinary items and tax (V - VI) | | 37,19,009 | 1,24,42,623 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit/(Loss) before tax (VII- VIII) | | 37,19,009 | 1,24,42,623 |
| X Tax expense: | | | |
| (1) Current tax | 13 | 8,25,000 | 65,00,000 |
| (2) Deferred tax | | - | - |
| XI Profit (Loss) for the period from continuing operations (VII- VIII) | | 28,94,009 | 59,42,623 |
| XII Profit/(loss) from discontinuing operations | | - | - |
| XIII Tax expense of discontinuing operations | | - | - |
| XIV Profit/(loss) from Discontinuing operations (after tax) (XII- XIII) | | - | - |
| XV Profit (Loss) for the period (XI + XIV) | | 28,94,009 | 59,42,623 |
| XVI Earnings per equity share: | | | |
| (1) Basic | | 57.88 | 118.85 |
| (2) Diluted | | 57.88 | 118.85 |
| Notes on Accounts | 14 | | |

For and on behalf of the Board

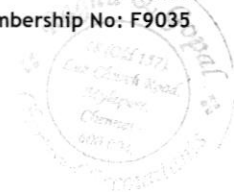
As per our report of even date
For Raghu & Gopal
Chartered Accountants
Firm Registration No: 0033355


R S RAGHAVAN
DIRECTOR


R JAGANNATHAN
DIRECTOR

Chennai
Date:11/05/2017


A. Gopal
Partner
Membership No: F9035



PRIME PROPERTY HOLDINGS LIMITED
Jayalakshmi Estates, No: 29, Haddows Road, Chennai - 600 006

Notes to Balance Sheet as at 31st March 2017

Note 1 - Share Capital

| Share Capital | As at 31st March 2017 | | As at 31st March 2016 | |
|---|-----------------------|-----------------|-----------------------|-----------------|
| | Number | ₹ | Number | ₹ |
| Authorised | | | | |
| Equity Shares of ₹ 10/- each | 50,000 | 5,00,000 | 50,000 | 5,00,000 |
| Issued | | | | |
| Equity Shares of ₹ 10/- each | 50,000 | 5,00,000 | 50,000 | 5,00,000 |
| Subscribed & fully Paid up | | | | |
| Equity Shares of ₹ 10/- each fully paid | 50,000 | 5,00,000 | 50,000 | 5,00,000 |
| Total | 50,000 | 5,00,000 | 50,000 | 5,00,000 |

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

| Particulars | Equity Shares | | | |
|---|-----------------------|-----------------|-----------------------|-----------------|
| | As at 31st March 2017 | | As at 31st March 2016 | |
| | Number | ₹ | Number | ₹ |
| Shares outstanding at the beginning of the year | 50,000 | 5,00,000 | 50,000 | 5,00,000 |
| Shares Issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 50,000 | 5,00,000 | 50,000 | 5,00,000 |

Right and preferences attached to equity share:

(i) Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividends distributed and also has a right in the residual interest of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 1956.

(ii) There are no restrictions attached to the equity shares.

Particulars of shares held by the Holding company

Out of Equity shares issued by the Company, shares held by its holding company and its nominees are as below:

| Particulars | Nature of Relationship | As at 31st March 2017 | As at 31st March 2016 |
|--|------------------------|-----------------------|-----------------------|
| Equity Shares | | | |
| TVS Electronics Limited and its nominees | Holding Company | 50,000 | 50,000 |
| | | 50,000 | 50,000 |

Details of shareholder holding more than five percent shares

| Name of Shareholder holding more than 5% shares | Equity Shares | | | |
|---|-----------------------|--------------|-----------------------|--------------|
| | As at 31st March 2017 | | As at 31st March 2016 | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| TVS Electronics Limited and its nominees | 50,000 | 100% | 50,000 | 100% |



PRIME PROPERTY HOLDINGS LIMITED

Jayalakshmi Estates, No: 29, Haddows Road, Chennai - 600 006

Notes to Balance Sheet as at 31st March 2017

Note 2 - Reserves and Surplus

| <u>Reserves & Surplus</u> | As at 31st March 2017 | As at 31st March 2016 |
|---|--------------------------|--------------------------|
| | ₹ | ₹ |
| Surplus/(Debit balance in Statement of Profit and Loss) | | |
| Opening balance | 7,64,39,341 | 7,04,96,718 |
| (+) Net Profit/(Net Loss) for the current year | 28,94,009 | 59,42,623 |
| Closing Balance | 7,93,33,350 | 7,64,39,341 |
| Closing Balance | 7,93,33,350 | 7,64,39,341 |

Note 3 - Short Term Borrowings

| <u>Short Term Borrowings</u> | As at 31st March 2017 | As at 31st March 2016 |
|---|--------------------------|--------------------------|
| | ₹ | ₹ |
| From a Related Party | | |
| Loan from Holding Company TVS Electronics Ltd., | 1,50,00,000 | 1,50,00,000 |
| Total | 1,50,00,000 | 1,50,00,000 |

Note 4 - Other Current Liabilities

| <u>Other Current Liabilities</u> | As at 31st March 2017 | As at 31st March 2016 |
|---|--------------------------|--------------------------|
| | ₹ | ₹ |
| Other payables - Tax deducted at source on expenses | 1,87,250 | 1,00,500 |
| Interest payable | - | 4,493 |
| Liabilities for expenses | 39,150 | 39,025 |
| Total | 2,26,400 | 1,44,018 |

Note 5 - Short Term Provisions

| <u>Short Term Provisions</u> | As at 31st March 2017 | As at 31st March 2016 |
|------------------------------|--------------------------|--------------------------|
| | ₹ | ₹ |
| Provision for tax | 10,34,634 | 5,65,211 |
| Total | 10,34,634 | 5,65,211 |

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Notes to Balance Sheet as at 31st March 2017

Note 6- Non Current Investments

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|--------------------------------------|-----------------------|-----------------------|
| | ₹ | ₹ |
| Other Investments - Non Trade | | |
| Investment in Equity instruments | 60,00,000 | 60,00,000 |
| Other non-current investments | 6,84,90,583 | 8,03,21,316 |
| Total | 7,44,90,583 | 8,63,21,316 |

| Particulars | As at 31st March 2017 | As at 31st March 2016 |
|--|-----------------------|-----------------------|
| | ₹ | ₹ |
| Aggregate amount of unquoted investments | 7,44,90,583 | 8,63,21,316 |
| Total | 7,44,90,583 | 8,63,21,316 |

| Details of Other Investments - Non Trade | | | | | | | | | | | |
|--|---|---|-----------------------|-----------------------|-------------------|--------------------------|-----------------------|-----------------------|-----------------------|-----------------------|--------------------|
| Sr. No. | Particulars | Subsidiary / Associate / JV/ Controlled Special Purpose Entity / Others | No. of Shares / Units | | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) | | Amount (₹) | | Basis of Valuation |
| | | | As at 31st March 2017 | As at 31st March 2016 | | | As at 31st March 2017 | As at 31st March 2016 | As at 31st March 2017 | As at 31st March 2016 | |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) | (11) | (12) |
| A) | Investment in Equity Instruments | | | | | | | | | | |
| | Equity shares of ₹ 10 each in TVS Training and Services Limited, Chennai | Others | 6,00,000 | 6,00,000 | Unquoted | Fully paid | 9.16% | 7.63% | 60,00,000 | 60,00,000 | At cost |
| | Total | | | | | | | | 60,00,000 | 60,00,000 | |
| B) | Cumulative Compulsorily Convertible Participating Preference Share of ₹ 10 each in Benani Foods Private Limited | Associate | 5165 | 4226 | Unquoted | Fully paid | 34% | 29.71% | 2,74,96,755 | 2,24,97,829 | At cost |
| C) | Other non-current investments | | | | | | | | | | |
| | Units of TVS Shriram Growth Fund-1A | Others | 38,672 | 55,018 | Unquoted | Fully paid | - | - | ▲ 4,09,93,828 | ▲ 5,78,23,487 | At cost |
| | Total | | | | | | | | 6,84,90,583 | 8,03,21,316 | |
| | Grand Total | | | | | | | | 7,44,90,583 | 8,63,21,316 | |

| ▲ Acquisition of units of TVS Shriram Growth Fund | No. of units | ₹ |
|---|--------------|-------------|
| Opening balance | 55,018 | 5,78,23,487 |
| Add: Additions made during the year | - | - |
| Less: Redemption/Sale during the year | 9,490 | 99,73,500 |
| Reduction in Units | 6,856 | 68,56,159 |
| Closing balance | 38,672 | 4,09,93,828 |

PRIME PROPERTY HOLDINGS LIMITED

Jayalakshmi Estates, No: 29, Haddows Road, Chennai - 600 006

Notes to Balance Sheet as at 31st March 2017

Note 7 - Long Term Loans and Advances

| Long Term Loans and Advances | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| | ₹ | ₹ |
| Other loans and advances <i>Unsecured, considered good</i> | | |
| Income tax refund receivable | 26,11,372 | 26,11,372 |
| Interest Receivable | 47,661 | 22 |
| | 26,59,033 | 26,11,394 |

Note 8- Cash and Cash equivalents

| Cash and cash equivalents | As at 31st March 2017 | | As at 31st March 2016 | |
|---------------------------|-----------------------|--------------------|-----------------------|------------------|
| | ₹ | ₹ | ₹ | ₹ |
| Balances with banks | | 1,09,44,768 | | 37,15,860 |
| | | 1,09,44,768 | | 37,15,860 |

Note 8a - Specified Bank Notes and disclosures (SBN)

| Particulars | SBNs | notes | Total |
|---------------------------------------|------|-------|-------|
| Closing cash in hand as on 08-11-2016 | Nil | Nil | Nil |
| Permitted receipts | Nil | Nil | Nil |
| Permitted payments | Nil | Nil | Nil |
| Amount deposited in Banks | Nil | Nil | Nil |
| Closing cash in hand as on 30-12-2016 | Nil | Nil | Nil |

Note 9 - Short Term Loans and Advances

| Short Term Loans and Advances | As at 31st March 2017 | As at 31st March 2016 |
|---|-----------------------|-----------------------|
| | ₹ | ₹ |
| Other loans and advances <i>Unsecured, considered good</i> | | |
| Others | | |
| Share Application money pending Allotment | 80,00,000 | |
| | 80,00,000 | - |

PRIME PROPERTY HOLDINGS LIMITED

Jayalakshmi Estates, No: 29, Haddows Road, Chennai - 600 006

Notes to Statement of Profit and Loss for the Year ended 31st March 2017**Note 10 - Other Income**

| Particulars | For the year ended 31 March 2017 | For the year ended 31 March 2016 |
|---|-------------------------------------|--|
| | ₹ | ₹ |
| i) Interest on Fixed Deposit | 6,71,903 | 3,05,093.00 |
| ii) Interest on Advances | - | 1,61,301.00 |
| iii) Profit on Sale of Asset | - | 83,50,000.00 |
| iv) Capital Profit on redemption of TVS Shriram Growth Fund units | 1,19,75,553 | 52,50,711.00 |
| Net gain/loss on sale of investments | (6,563) | |
| Total | 1,26,40,893 | 1,40,67,105 |

Note 11 - Share of Cost for Investments in Fund 1A

| Particulars | For the year ended 31 March 2017 | For the year ended 31 March 2016 |
|--|-------------------------------------|--|
| | ₹ | ₹ |
| Share of Cost for Investments in Fund 1A | 68,56,159 | - |
| Total | 68,56,159 | - |

Note: Proportionate share of expenses upto March 31, 2017 apportioned to the Company for the investments made in TVS Shriram Growth Fund 1A recognised in books, resulting in reduction of 6,856 units

Note 12- Other expenses

| Particulars | For the year ended 31 March 2017 | For the year ended 31 March 2016 |
|------------------------------------|-------------------------------------|--|
| | ₹ | ₹ |
| a. Rates and taxes | 8,000 | 10,846 |
| b. Payments to the auditor as | | |
| i) auditor | 28,750 | 20,000 |
| ii) for other services | - | 5,000 |
| iii) for reimbursement of expenses | - | 3,625 |
| c. Potage & courier | 23 | 1,075 |
| d. Bank charges | 150 | 20 |
| e. Professional Fees | 1,29,950 | 15,77,873 |
| Total | 1,66,873 | 16,18,439 |

Note 13 - Current Tax

| Particulars | For the year ended 31 March 2017 | For the year ended 31 March 2016 |
|-------------------------|-------------------------------------|--|
| | ₹ | ₹ |
| Income Tax for the year | 8,25,000 | 65,00,000 |
| Total | 8,25,000 | 65,00,000 |

14. Notes forming part of accounts for the year ended 31st March 2017

- a The financial statements have been prepared in accordance with the norms and principles prescribed in the Accounting Standards issued by the Institute of Chartered Accountants of India.
- b The Company is following accrual basis of accounting on a going concern concept.
- c The Directors have waived their sitting fees payable to them for attending Board Meetings.
- d The Company adopts completed contract basis for the purpose of recognition of income from property development. There was no income from property development during the year.
- e The Accounting Standards, to the extent they are applicable to the company have been complied with.
- f According to the information furnished to the company by its suppliers and service providers, there are no dues payable to Micro, Small and Medium Enterprises.
- g **Exemption from preparation of Consolidated Financial Statements**
The Company, based on notification issued by Ministry of Corporate Affairs dated 27th July 2016; has obtained consent from all the 'shareholders of the Company, Considering that its Holding Company TVS Electronics Limited (TVSE) prepares and file the Consolidated Financial Statements which includes the financial statements of the Company and its Associate, Benani Foods Private Limited, has availed exemption from preparing the Consolidated Financial Statements as at and for the year ended 31st March 2017.
- h Previous year figures have been reclassified wherever necessary, to conform to current year's classification.

i List of Related Parties

Reporting Entity Prime Property Holdings Limited, Chennai



| <u>A. Name of the Related Party</u> | <u>Relationship</u> |
|---|---|
| T.V. Sundaram Iyengar & Sons Private Limited, Madurai | Ultimate Holding Company |
| TVS Investments Limited, Chennai | Intermediate Holding Company |
| TVS Electronics Limited, Chennai | Holding Company of the Reporting Entity |
| Benani Foods Private Limited, Chennai | Associate Company |

B. Related Party Transaction

| 1 i) Name of the Related Party | TVS Electronics Limited, Chennai | |
|---|---|-------------------|
| | 31.03.2017 | 31.03.2016 |
| | Rs. | Rs. |
| ii) Nature of Transaction | | |
| Repayment of dues | - | - |
| Loan from Holding Company TVS Electronics Limited | - | 1,50,00,000 |
| Interest on unsecured loan | 18,27,493 | 4,993 |
| Balance payable | 1,50,00,000 | 1,50,04,993 |
| 2 iii) Investment in Cumulative Compulsorily Convertible | | |
| Participating Preference Share in Benani Foods Private Ltd., | | 2,24,97,829 |
| Investments made during the year | 49,98,926 | |
| Share Application Money pending Allotment | 80,00,000 | - |


For and on behalf of the Board

As per our report of even date



R S Raghavan **R. Jagannathan**
 Directors

Chennai
Date:11/05/2017

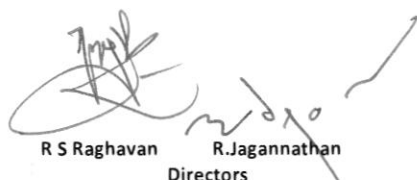
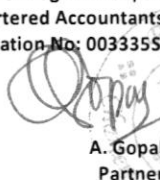
For Raghu & Gopal
Chartered Accountants
Firm Registration No: 0033355



A. Gopal
Partner
Membership No: F9035

Prime Property Holdings Limited
Jayalakshmi Estates
29, Haddows Road, Chennai-600006

Cash Flow Statement for the year ended 31st March 2017

| | Rupees | |
|--|---|--------------------------|
| | Year ended 31.03.2017 | Year ended 31.03.2016 |
| Cash Flow From Operating Activities | | |
| Profit/(Loss) before Tax | 37,19,009 | 1,24,42,623 |
| Less: | | |
| Profit on sale of assets | - | (83,50,000.00) |
| Proportionate cost of asset written off | - | - |
| Tax relating to earlier years | - | - |
| Income tax paid | (8,25,000) | (65,00,000) |
| Finance costs | 18,98,852 | 6,043.00 |
| Add: | | |
| Provision for Wealth Tax | - | - |
| Operating Cash Flow before Working Capital changes | 47,92,861 | (24,01,334) |
| (Increase)/Decrease in Loans and Advances | (70,13,005) | 99,977 |
| (Increase)/Decrease in Trade Receivables | - | - |
| Increase/(Decrease) in Liabilities/Provisions | (4,82,828) | (19,352) |
| Net Cash Outflow in operating activities (A) | (27,02,972) | (23,20,709) |
| Cash Flow from Investing Activities | | |
| Investments in units of Private Equity Fund (Net of redemption) | 1,18,30,732 | (1,99,03,682) |
| Sale of fixed assets | - | 1,00,00,000 |
| Net cash used in Investing Activities (B) | 1,18,30,732 | (99,03,682.00) |
| Inter Corporate Loan from Holding Company | - | 1,50,00,000 |
| Finance costs | (18,98,852) | (6,043) |
| Net Cash from financing activities (C) | (18,98,852) | 1,49,93,957.00 |
| Increase/(Decrease) in Cash and Cash Equivalent (A)+(B) | 72,28,908 | 27,69,566 |
| Opening Cash and cash equivalents as at 01.04.2016 | 37,15,860 | 9,46,294 |
| Closing Cash and cash equivalents as at 31.03.2017 | 1,09,44,768 | 37,15,860 |
| The above Statement has been prepared in Indirect method. | | |
| Cash and Cash equivalent represents bank balance. | | |
| For and on behalf of the Board | As per our report of even date | |
|  R S Raghavan Director | For Raghu & Gopal Chartered Accountants Firm Registration No: 0033355  A. Gopal Partner Membership No: F 9035 | |
| Chennai Date:11/05/2017 | | |