#### **Independent Auditor's Report**

To the Members of Pioneer Wealth Management Services Limited.,

#### **Report on the Financial Statements**

We have audited the accompanying Financial Statements of Pioneer Wealth Management Services Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of 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 and presentation 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) Rules, 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; 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.

#### **Auditor's 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.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 2015 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 the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 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 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 2015 taken on record by the Board of Directors, none of the directors is
     disqualified as on 31 March 2015 from being appointed as a director in terms of
     Section 164 (2) of the Act; and
  - 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 any pending litigations which would impact its financial position
    - ii. the Company did not have any long term contracts; as such the question of commenting any material foreseeable losses thereon does not arise

iii. There has not been any occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Jayesh Dadia & Associates, Firm Reg. No.: 121142 W Chartered Accountants

Sd/-Nishit Dave Partner

M.No.: 120073

Mumbai, Dated: 27<sup>th</sup> May 2015

#### Annexure to the Independent Auditors' Report:

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
  - (b) All the assets have been physically verified by the Management during the year at reasonable intervals. No material discrepancies were noticed on verification and the same have been properly dealt with in the Books of Accounts;
- (ii) The Company does not have any inventory. Hence comment under clauses (a), (b) and (C) are not given.
- (iii) The company has not granted any loan, secured or unsecured to the Companies, firms or other parties covered in the Register maintained u/s 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventories and fixed assets and for the sale of services. As explained to us there are no continuing failures to correct major weakness in internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) (a) The company is generally regular in depositing with appropriate authorities

undisputed statutory dues including service tax, provident fund, and other material

statutory dues applicable to it.

(b) According to the information and explanation given to us, there are no disputed

statutory dues.

(c) There has not been any occasion in case of the company during the year under

report to transfer any sums to the Investor Education and Protection Fund. The

question of delay in transferring such sums does not arise.

(viii) The company has been registered for a period of more than five years. The

accumulated losses of the company are not more than 50% of its net worth. The

Company has not incurred cash loss for the current financial year. However

company has incurred cash loss in the immediately preceding financial year.

(ix) The company has no dues to financial Institution or bank.

(x) As informed to us, the company has not given any guarantee for loans taken by

others from bank or financial institutions.

(xi) As informed to us, the company has not obtained any term loans.

(xii) As informed to us, no fraud on or by the Company has been noticed or reported

during the year;

For Jayesh Dadia & Associates,

Firm Reg. No.: 121142 W

**Chartered Accountants** 

Sd/-

**Nishit Dave** 

Partner

M.No.: 120073

Mumbai, Dated: 27th May 2015

# Pioneer Wealth Management Services Ltd. Balance Sheet for the year ended 31st March, 2015

Particulars	Note	31.03.2015	31.03.2014
	No.	₹	₹
Equities & Liabliites			
Shareholders' Funds			
- Share Capital	1	69,900,000	69,900,000
- Reserves & Surplus	2	(15,199,863)	(16,190,572)
"A"		54,700,137	53,709,428
<u>Current Liabilites</u>			
- Other Current Liabilities	3	12,596	11,236
- Short Term Provisions	4	550,000	-
"B"		562,596	11,236
Total - "A" + "B "		55,262,733	53,720,664
<u>Assets</u>			
Non-Current Assets			
- Fixed Assets	5		
Tangible Assets		1,029	1,029
Intangible Assets		-	-
-Non Current Investment	6	17,200,000	16,516,500
-Deferred Tax Assets	7	41,259	55,503
- Long Term Loans & Advances	8	36,100,000	30,350,000
"A"		53,342,288	46,923,032
<u>Current Assets</u>			
- Cash & Cash Equivalents	9	53,230	6,479,128
- Short Term Loans & Advances	10	-	5,262
- Other Current Assets	11	1,867,215	313,242
"B"	''	1,920,445	6,797,632
<del>-</del>		-,,	-,,••-
Total - "A" + "B"		55,262,733	53,720,664
IVIUI - A T D		00,202,700	00,120,004

As per Report of Even Date

For Jayesh Dadia & Associates

Firm Reg.No.: 121142W
Chartered Accountants

For Pioneer Wealth Management Services Ltd

	Sd/-	Sd/-
Sd/-	Hemang Gandhi	Rakesh Bhatia
Nishit Dave	Director	Director
Partner	(DIN:00008770)	(DIN:00008192)

Mem. No.: 120073

Mumbai, dated: 27th May, 2015

# Pioneer Wealth Management Services Ltd. Statement of Profit & Loss for the year ended 31st March, 2015

Particulars	Note	31.03.2015	31.03.2014
	No.	₹	₹
Revenue From Operations	12	30,771	18,138
Other Income	13	1,720,825	90,822
Total Revenue		1,751,596	108,960
<u>Expenses</u>			
- Other Expenses	14	196,643	19,512,794
- Depreciation	5	-	24,327
Total Expenses		196,643	19,537,121
		4.554.050	(40, 400, 404)
Profit / (Loss) before Tax		1,554,953	(19,428,161)
Tax Expense			
- Current Tax		550,000	5,028
- Earlier Years Tax		-	44,347
- Deferred Tax		14,244	12,052
Profit After Tax		990,709	(19,489,588)
Earning Per Equity Share	15		
- Basic & Diluted		0.14	(2.79)
- Basic & Diluted		0.14	

As per Report of Even Date

For Jayesh Dadia & Associates

Firm Reg.No.: 121142W Chartered Accountants

For Pioneer Wealth Management Services Ltd

Sd/- Sd/-

Sd/- Hemang Gandhi Rakesh Bhatia

Nishit Dave Director Director

Partner (DIN:00008770) (DIN:00008192)

Mem. No.: 120073

Mumbai, dated: 27th May, 2015

#### PIONEER WEALTH MANAGEMENT SERVICES LIMITED

### Cash Flow Statement for the year ended 31st March, 2015

		For the Year ended	For the Year ended
	Particulars	March 31, 2015	March 31, 2014
		Amount (Rs.)	Amount (Rs.)
Α	Cash Flow from Operating Activities		
	Net Profit Before Tax and Extraordinary Items	1,554,953	(19,428,161)
	Adjustments for : Interest/Dividend	(1,720,825)	(90,822)
	Loss on sale of Investment	(1,720,023)	19,295,710
	Depericiation	-	24,327
	Operating Profit Before Working Capital Changes	(165,872)	(198,946)
	Adjustments for :		
	Trade & Other Receivables	(7,302,766)	(15,827,756)
	Trade Payables & Other Liabilities	1,360	(727)
	(Increase)/Decrease in Net Current Assets Cash Generated from Operations	(7,301,406) (7,467,278)	(15,828,483) (16,027,429)
	Direct Taxes Paid	4,055	(9,083)
	Net Cash from Operating Activities	(7,463,223)	(16,036,512)
В	Cash Flow from Investing Activities		
	Sale Of Investments	16,516,500	22,762,705
	Purchase Of Investments	(17,200,000)	,,,,
	Interest on Fixed Deposit	1,720,825	90,822
	Net Cash Used in Investing Activities	1,037,325	22,853,527
С	Cash Flow from Financing Activities		
	Loan Taken/(repaid)	-	(575,405)
	Net Cash from Financing activities	-	(575,405)
	Net Increase in Cash & Cash Equivalents	(6,425,898)	6,241,610
	Cash & Cash Equivalents at the beginning of the Year	6,479,128	237,518
	Cash & Cash Equivalents at the close of the Year	53,230	6,479,128
	As per Report of Even Date For Jayesh Dadia & Associates Firm Reg.No.: 121142W	For Pioneer Wealth Ma	nagement Services Ltd
	Chartered Accountants	Sd/-	Sd/-
		Su/- Hemang Gandhi	Rakesh Bhatia
	Sd/-	Director	Director
	Nishit Dave	(DIN: 00008770)	(DIN:00008192)
	Partner	-	•
	Mem. No.: 120073		

Mumbai, dated: 27th May, 2015

## ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE PERIOD ENDED 31st MARCH, 2015

#### A) SIGNIFICANT ACCOUNTING POLICES:

#### 1. Accounting Convention

The accompanying financial statements have been prepared in accordance with the historical cost convention and keeping in view the generally accepted accounting principles and standards and the relevant presentational requirements of the Companies Act, 2013.

#### 2. Fixed Assets

- a) Capitalized at acquisition cost including directly attributable costs such as freight, insurance and specific installation charges for bringing the assets to the working condition for use.
- b) Intangible assets are stated at cost, net of tax / duty availed, less accumulated amortization / impairment losses, if any.
- c) The carrying amount of the assets, shall be recognized in retained earning, where the remaining useful life of an assets is nil

Cost includes original cost of acquisition, including incidental expenses related to such acquisition.

#### 3. **Depreciation**

- a) The company provides depreciation as per Schedule II of the Companies Act 2013.
- b) Depreciation on assets acquired and sold during the year/ period, has been charged pro-rata from / up to the month
- c) Intangible assets such as software, leasehold office premises etc are amortised over a period of Five (5) years.

#### 4. Revenue Recognition

- Income is accounted for on accrual basis subject to certainty as to determination or realisability;
- Other income is also accounted for on accrual basis;

#### Expenses

All expenses are accounted for on accrual basis.

#### 6. **Preliminary Expenses**

Preliminary Expenses are written off over a period of five years from the date on which they are incurred.

#### 7. Income Tax

Provision for Income Tax has been made as per the provisions of Income Tax Act, 1961. The Company has accounted for Deferred Taxation in line with Accounting Standard–22 "Accounting for taxes on income" (AS-22), issued by ICAI.

Pioneer Wealth Management Services Lo	td.	
Notes to the Financial Statements for the year ended 3	31st March, 2015	
Particulars	31.03.2015	31.03.2014
T difficulars	₹	₹
- Shareholders' Funds		
Note No.: 1		
Share Capital		
- Authorised Capital		
90,00,000 (Previous Year: 90,00,000) Equity Shares of ' ₹.10/- each	90,000,000	90,000,000
	90,000,000	90,000,000
Instant Onton World O Falls Politike Observe		
- Issued, Subscribed & Fully Paid Up Shares	00,000,000	60,000,000
69,90,000 (Previous Year 69,90,000) Equity Shares of ₹.10/- each fully paid up	69,900,000	69,900,000
Total Issue, Subscribed & Fully Paid up Share Capital	69,900,000	69,900,000
A) Reconciliation od shares outstanding at the beginning and at the end of the reportin	g period:	
At the beginning of the reporting period:		
69,90,000 (Previous Year 69,90,000) Equity Shares of ₹.10/- each fully paid up	69,900,000	69,900,000
Issued during the period		
Nil (Previous Year Nil ) Equity Shares of Rs.10/- each	-	-
Outstanding at the end of the period:		
69,90,000 (Previous Year 69,90,000) Equity Shares of ₹.10/- each fully paid up	69,900,000	69,900,000
B) Details of Shareholders holding more than 5% share in the Company		
wholly owned Subsidiary of Pioneer Investcorp Ltd.		
C) Pighto attached to aguity charge		
C) Rights attached to equity shares		
The company has only one class of issued equity shares having a par		
value of Rs 10/- per share. Each holder of equity share entitled to one		
vote per share. The company declares and pays dividend in Indian Rupees		
Note No.: 2		
Reserves & Surplus		
Surplus in the Statement of Profit & Loss		
- Balance as per Last Financial Statement	(16,190,572)	3,299,016
Profit for the Year	990,709	(19,489,588)
Net Surplus in the Statement of Profit & Loss	(15,199,863)	(16,190,572)
Total Reserves & Surplus	(15,199,863)	(16,190,572)
- Non-Current Liabilities		
-Non-Current Liabilities		
- Current Liabilities		
Note No.: 3		
- Other Current Liabilites		
Due to Other than SMEs		
- For Expenses	11,236	11,236
- For Service Tax Payable	1,360	
	12,596	11,236
New March		
Note No.: 4		
- Short Term Provisions	=== ===	
- Income Tax	550,000 550,000	-
	550,000	-
1	1	

Pioneer Weal	th Manac	rement Se	rvices Ltd

Note No.: 05

Fixed Assets

<b>Particulars</b>		Gross Bloc	k		Depre	ciation		Net I	Block
	As at	Addition/	As at	As At	Addition	(Deduction)	As At	As at	As at
	01.04.2014	(Deduction)	31.03.2015	01.04.2015			31.03.2015	31.03.2015	31.03.2014
Tangiale Assets									
Computers	25,000	-	25,000	23,971		-	23,971	1,029	1,029
	25,000	-	25,000	23,971	-	-	23,971	1,029	1,029
Privious Year	25,000	-	25,000	19,919	4,052	•	23,971	1,029	5,081
Intangiale Assets Software	627,120	•	627,120	627,120		-	627,120	-	-
	627,120	-	627,120	627,120	-	-	627,120	-	-
Previous Year	627,120	-	627,120	606,845	20,275		627,120	-	20,275

Particulars	31.03.2015	31.03.2014
	₹	₹
- Non-Current Assets		
Note No.: 6		
- Non-Current Investment (Long Terms, at Cost)		
- Non Trade, Unquoted		
Bill Forge Pvt Ltd. (3,300 fully paid Equity Shares (previous year 3,300) of ₹ 10/- each)	-	16,516,500
Siddhi Portfolio Services Pvt Ltd. (17,20,000 fully paid Equity Shares (previous year Nil) of	17,200,000	
₹10/- each)		
	17,200,000	16,516,500
Note No.: 7		
Deferred Tax Assets		
On account of Depreciation Diff	41,259	55,503
	41,259	55,503
Note No.: 8		
- Long Terms Loans & Advances		
Loans and Advances		
(Unsecured considered good unless otherwise stated)		
Others	36,100,000	30,350,000
	36,100,000	30,350,000
-Current Assets		
Note No.: 9		
- Cash & Cash Equivalants		
- Balance with Banks		
- In Current Accounts	53,230	6,479,128
-	53,230	6,479,128
Note No.: 10		
- Short Term Loans & Advances		
(Unsecured considered good unless otherwise stated)		
Advance Tax (Net)	-	4,055
Receivable from Revenue authorities	-	1,207
	-	5,262
Note No.: 11		
- Other Current Assets		
- Prepaid Expenses	146,575	313,242
	1,720,640	_
- Accrued Interest	.,. = 0,0 .0	

## Pioneer Wealth Management Services Ltd Notes to the Financial Statements for the year ended 31st March, 2015

Particulars	31.03.2015	31.03.2014
	₹	₹
Note No.: 12		
- Revenue from Operations		
Portfolio Management Fees	30,771	18,138
	30,771	18,138
Note No.: 13		
- Other Income		
Interest on Fixed Deposits	-	90,822
Interest others	1,720,825	-
	1,720,825	90,822
Note No.: 14		
- Other Expenses		
Bank Charges	118	1,167
Professional Fees	10,000	21,000
Profession Tax - Company	2,500	2,500
Filing Fees	172,789	168,299
Loss on sale of Investment	-	19,295,710
Membership & Subcription	-	6,900
Demat Charges	-	982
Payment to Auditors		
Stautory Audit Fees	11,236	11,236
Rounding off Diff	-	-
Legal Fees	-	5,000
	196,643	19,512,794
Note No.: 15		
Earnings Per Share		
Net Profit as per Statement of Profit & Loss (A)	990,709	(19,489,588)
Weighted average number of Equity Share used in computing	330,703	(±3,403,300)
basic/diluted earning per share (B)	6,990,000	6,990,000
Earning Per Share (Rs.) Basic/Diluted- (A/B)	0.14	(2.79)
Zamma, et share (no.) basiq bilatea (195)	0.14	(2.73)

#### Notes:

- 16. In the opinion of the Board of Directors and to the best of their knowledge adequate provisions has been made in the accounts for all known liabilities and the current assets, loans and advances have a value on realisation in the ordinary course of business.
- 17. There are no dues outstanding to micro and small enterprises under the Micro, Small and Medium Enterprises Development Act.
- 18. During the year under review, the company neither earned any income nor incurred any expenditure in foreign currency.
- 19. The Company neither has any employee during the current year nor had, in the past, therefore there is no liability of employees benefit. Hence the AS-15 "Retirement Benefits (revised) 2005" is not applicable to the Company.
- 20. The Company operates only in one segments. As such, there are no separate reportable segments, as per Accounting Standard on "Segment Reporting" (AS 17) issued by the Institute of Chartered Accountants of India.

#### 21. Related Party Disclosures

As required by accounting standard – AS 18 issued by The Institute of Chartered Accountants of India, particulars regarding Related Party Disclosures are as follows:

#### **Category I- Key Management Personnel**

- Mr. Gaurang Gandhi
- Mr. Hemang Gandhi
- Mr. Rakesh Bhatia

#### **Category II- Holding Company**

- Pioneer Investcorp Ltd.

#### **Category III-Other related Companies**

- Pioneer Commodities Intermediaries Pvt. Ltd.
- Pioneer Investment Advisory Services Ltd.
- Pioneer Money Management Ltd
- Pioneer Fundinvest .Pvt. Ltd.
- Infinity.com Financial Securities Ltd.

#### Category IV-Entities Under Common Control

- Pioneer Fund Advisors Pvt. Ltd
- Pioneer Insurance & Reinsurance Brokers Pvt. Ltd.
- PINC Finsec Services Ltd.
- Siddhi Portfolio Services Pvt. Ltd.
- Extermpore Securities & Investment Pvt. Ltd.
- Associated Capital Market Management Pvt. Ltd.
- Symbyosys Integrated Solutions Pvt. Ltd.
- Sharppoint Motors & Automobiles Pvt. Ltd.
- Sargam Multitrade Pvt. Ltd.
- Devraj Properties Pvt. Ltd.
- L.Gordhandas & Co. Clearing Agent Pvt. Ltd.
- Festive Multitrade Pvt. Ltd.
- Benefit Realty Pvt. Ltd.
- Pushpdeep Trading Pvt Ltd.

#### **Category V-Associate Concern**

- Associated Instruments & Services

Details of related party transaction carried out during the year ended 31st March, 2015

Nature of Transactions ((Received) / Paid)	Categor	y I Category II C	Category III	Category IV
1) Sale of Investment	Nil	1,65,16,500	Nil	Nil
	Nil	(Nil)	Nil	Nil
2) Closing balances((Cr)/Dr)	Nil	(Nil)	Nil	Nil
	Nil	(Nil)	(Nil)	Nil

- 22. Balances of Sundry Debtors, Creditors and Loans and Advances are subject to Confirmation.
- 23. Provision for Income tax has been made in the accounts in accordance with Income Tax Act.
- 24. The figures of the previous year are regrouped or reclassified, wherever necessary, to make them comparable with the figures of current year.

For and behalf of the Board of Directors'

Sd/- Sd/-Hemang Gandhi Rakesh Bhatia Director Director (DIN:00008770) (DIN:00008192)

> Place:Mumbai Date: 27<sup>th</sup> May 2015