B. J. SHAH & BROS.

CHARTERED ACCOUNTANTS
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e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For, B. J. Shah & Bros.
Chartered Accountants
Firm Reg. No. 109501W

Sd/-
Tushar J. Shah
Partner
Membership No. 044689

Place: Ahmedabad
Date: 04/09/2014

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 of our above Report on Other Legal and Regulatory Requirements)

As required by Companies (Auditor's Report) Order 2003 issued by the Company Law Board, in terms of Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and the information and explanation given to us in the normal course of the audit we report that:

(i) (a) The company has not maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) We are informed that the fixed assets were physically verified by the management at the end of the year however in the absence of proper records discrepancies if any can not be identified.

(c) The company has not disposed off any substantial part of its fixed assets so as to affect its going concern status.

(ii) (a) The inventory of the company has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company has not maintained proper records of inventory so as to give day to day stock position hence we are unable to verify the discrepancies, if any, between physical stocks and book records.

(iii) (a) According to the information and explanations given to us and as per the records examined by us, the company has granted loan to three companies covered in the register maintained under section 301 of the Act. The maximum amount involved during the year and the year-end balance is Rs.26.70 Crores (Rs.18.40 Crores) and Rs.17.63 Crores (Rs.18.40 Crores) respectively.

(b) In our opinion and according to the information and explanation given to us, the rate of interest and other terms & conditions on which loans have been given to parties covered in the register maintained under section 301 of the act are not prima facie prejudicial to the interest of the company.

(c) As the terms of repayment have not been stipulated by the company, it is not possible to comment whether the payment of principal amount and interest are regular or not.

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(d) In our opinion there is no overdue amount of such loans granted to aforesaid parties listed in the register maintained under section 301 of the Companies Act, 1956.

(e) According to the information and explanations given to us and as per the records examined by us, the company has taken loan from one firm and three related parties covered in the register maintained under section 301 of the Act. The maximum amount involved and the year-end balance is Rs17.34 Crores (Rs.13.06 Crores) and Rs.11.37 Crores (Rs. 13.06 Crores) respectively.

(f) In our opinion, the rate of interest and other terms & conditions on which loans have been taken from the other parties listed in the register maintained under section 301 of the Companies Act 1956 are not, prima facie, prejudicial to the interest of the company.

(g) As the terms of repayment have not been stipulated by the company, it is not possible to comment whether the payment of principal amount and interest are regular or not.

(iv) In our opinion and according to the information and explanation given to us, internal control procedures needs to be strengthened with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls system.

(v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.

(b) According to the information and explanation given to us, the transactions in pursuance of such contracts or arrangements have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.

(vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public hence the provisions of sections 58A and 58AA of the companies Act, 1956 and the companies (Acceptance of Deposits) Rules, 1975 does not apply.

(vii) The Company has no internal audit department however its control procedures ensure internal checking of its financial and other records which needs to be strengthened to make it commensurate with the size and nature of its business.

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(viii) The central government has prescribed maintenance of cost records vide notification no. GSR 429(E) dated 3rd June, 2011 and as per explanation given to us, the Company has maintained prima facie requisite records as per the notification. We have not, however, made a detailed examination of the same.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed statutory dues as above were outstanding as at 31/03/2014 for period of more than six months from the date they become payable.

(b) According to the information and explanation given to us, the disputed statutory dues on account of income tax / Sales tax / Wealth tax / Service tax / custom duty Excise duty / cess that have not been deposited on account of matters pending before appropriate authorities are as follows:

Nature of dues	Gross Demand Rs.	Amount Deposited/adjutd Rs.	Amt. Outstndg Rs.	Period to which amt relates	Forum where dispute is pending
Service tax	24,910,783	-	24,910,783	Various years	Central Excise and Service tax tribunal
Incometax	12,86,810	-	12,86,810	For A.Y. 2010-11	Commissioner of Incometax (Appeals)
Incometax	1,19,560	-	1,19,560	For A.Y. 2011-12	Commissioner of Incometax (Appeals)
Incometax	1,03,21,130	-	1,03,21,130	For A.Y. 2012-13	Commissioner of Incometax (Appeals)

(x) The company neither has accumulated losses at the end of the year, nor incurred cash losses during the current and the immediately preceding financial year.

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(xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to banks. There are no dues to financial institutions or debenture holders.

(xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The provisions of any special statute applicable to chit fund or a nidhi / mutual benefit fund / societies are not applicable to the company.

(xiv) According to the information and explanations given by the management, the Company is not regularly dealing in or trading in shares, securities, debentures and other investments.

(xv) The company has given corporate guarantees of Rs. 40 crore (P.Y. Rs.40 crore) for loans taken by others from bank.

(xvi) In our opinion, and according to the information and explanations given to us, the term loan was applied for the purpose for which the loan was obtained.

(xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no short term funds have been used for financing long term assets.

(xviii) During the year company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

(xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.

(xx) The company has not made any public issue.

(xxi) According to the information and explanations given to us, no fraud on or by the company had been noticed or reported during the course of our audit.

For, B. J. Shah & Bros.
Chartered Accountants
Firm Reg. No. 109501W

B. J. SHAH & BROS. AHMEDABAD CHARTERED ACCOUNTANTS

Sd/-
(Tushar J. Sah)
Partner
Mem. No. 044689

Place: Ahmedabad
Date: 04/09/2014

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AUDITOR'S REPORT

To The Members of Savvy Infrastructure Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Savvy Infrastructure Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and 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

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable except *Accounting Standard-15 for Employee Benefit accounted on cash basis* (See *Note-33 of notes to financial statement*).

B. J. SHAH & BROS. AHMEDABAD CHARTERED ACCOUNTANTS