



O. P. Bhandari & Co.

Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT

**To The Members of
Florens Farming Private Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Florens Farming Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006 as amended, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the Profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Act and the Rules made 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 on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial



Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance 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 AS and other accounting principles generally accepted in India. 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the 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.

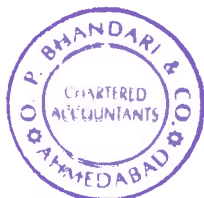
The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

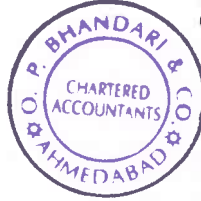
Report on Other Legal and Regulatory Requirements


1. 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 Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 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 Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 as amended;
 - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. The Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017



- 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations which has any impact on the financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

Place : Ahmedabad
Date : 30.06.2020



For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W
UDIN : 20034409AAAAAX5560

O. P. Bhandari
Partner
Membership Number: 34409

Annexure A to Independent Auditors' Report of even date on the Financial Statements of Florens Farming Pvt. Ltd.

- i. According to the information and explanations given to us, the Company does not have any fixed assets and accordingly, paragraph 3(i) of the Order is not applicable to the Company.
- ii. According to the information and explanations given to us, the Company does not have any Inventory and accordingly, paragraph 3(ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, 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. Accordingly, the provisions of clause 3 (iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. According to information and explanations given to us, the company has complied with provisions of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, GST, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
(b) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales tax, service tax, value added tax, cess and other material statutory dues were outstanding, at the period end, for a period of more than six months from the date they became payable.
(c) According to the information and explanations given to us, there is no dues outstanding of Income Tax, Wealth Tax, Sales Tax, GST or Cess on account of any dispute as at the end of the period.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted during the period in repayment of dues to its financial institutions, bankers and government. The Company did not have any outstanding debentures during the period.
- ix. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer and term loan during the period.
- x. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.




- xi. According to information and explanation given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act.
- xii. According to information and explanation given to us, the company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, all transaction with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examinations 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 period under review.
- xv. According to the information and explanations given to us and the records of the Company examined by us, the company has not entered into any non-cash transactions with directors or persons connected to him.
- xvi. According to information and explanations given to us, the company is not required to be registered under sections 45-IA of the Reserve Bank of India Act, 1934.

Place :Ahmedabad
Date : 30.06.2020



For, O. P. Bhandari & Co.
Chartered Accountants
Firm Registration Number: 112633W
UDIN : 20034409AAAAAX5560


O. P. Bhandari
Partner
Membership Number: 34409

FLORENS FARMING PRIVATE LIMITED
Balance Sheet as at 31st March, 2020

(Amount in `)

Particulars	Note	As at 31.03.2020	As at 31.03.2019
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	5,00,000	5,00,000
(b) Reserves and surplus	3	(77,881)	(1,92,794)
2 Non-current liabilities			
(a) Deferred tax liabilities (Net)		-	-
(b) Other Long term borrowings		-	-
3 Current liabilities			
(a) Short-term borrowings	4	30,16,507	-
(b) Trade payables	5	51,47,311	-
(c) Other current liabilities	6	32,63,300	20,670
(d) Short-term provisions		-	-
TOTAL		1,18,49,236	3,27,876
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Capital work -in- progress		-	-
(b) Long-term loans and advances		-	-
2 Current assets			
(a) Inventories		-	-
(b) Trade receivables	7	1,10,61,176	-
(c) Cash and cash equivalents	8	75,620	3,27,876
(d) Short-term loans and advances	9	7,12,440	-
TOTAL		1,18,49,236	3,27,876
Significant Accounting Policies	1		

The accompanying notes are an integral part of the financial statements.

As per our Report of Even Date

For O. P. Bhandari & Co.

Chartered Accountants

Firm Regn. No. 112633W

O. P. Bhandari

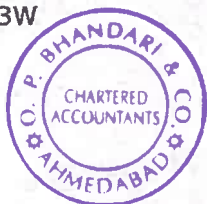
Partner

M.No. 34409

Place : Ahmedabad

Date : 30.06.2020

UDIN : 20034409AAAAAX5560



For Florens Farming Private Limited

Jinen Ghelani

DIN : 01872929

Hiren Ghelani

DIN : 02212587

Director

Director

FLORENS FARMING PRIVATE LIMITED
Statement of Profit and Loss for the year ended 31st March, 2020

(Amount in `)

Particulars	Note	Year ended 31.03.2020	Year ended 31.03.2019
I. Revenue from operations	10	2,74,42,321	-
II. Other income	11	-	9,776
III. Total Revenue (I + II)		2,74,42,321	9,776
Expenses:			
Purchase of stock-in-trade		2,66,29,009	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		-	-
Employee benefits expenses		3,99,872	53,650
Finance costs		-	-
Depreciation and amortization expense		-	-
Other expenses	12	2,98,527	23,600
IV. Total expenses		2,73,27,408	77,250
V. Profit before tax (III-IV)		1,14,913	(67,474)
VI. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
VII. Profit for the year (V-VI)		1,14,913	(67,474)
Earnings per equity share:			
(1) Basic		2.30	(1.35)
(2) Diluted		2.30	(1.35)
Significant Accounting Policies	1		

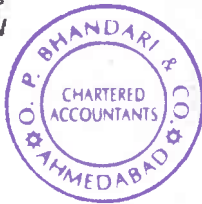
The accompanying notes are an integral part of the financial statements.

As per our Report of Even Date

For O. P. Bhandari & Co.

Chartered Accountants

Firm Regn. No. 112633W



O. P. Bhandari

Partner

M.No. 34409

Place : Ahmedabad

Date : 30.06.2020

UDIN : 20034409AAAAAX5560

For Florens Farming Private Limited

Jinen Ghelani

DIN : 01872929

Hiren Ghelani

DIN : 02212587

Jinen Ghelani
Director

H. Ghelani
Director

FLORENS FARMING PRIVATE LIMITED
Cash flow statement for the year ended 31 March 2020

Amount in `

Particulars	31 March 2020	31 March 2019
Cashflow from operating activities		
Profit before tax from continuing operations	1,14,913	(67,474)
Add/Less : Adjustments		
Loss/(Profit) on sale of fixed asset	-	-
Depreciation and amortization Expense	-	-
Finance Cost	-	-
Interest income	-	-
Operating profit before working capital changes	1,14,913	(67,474)
Movements in working capital :		
Increase/ (decrease) in trade payables	51,47,311	-
Increase/ (decrease) in trade receivables	(1,10,61,176)	-
Increase/ (decrease) in short term loans and advances	(7,12,440)	-
Increase/ (decrease) in other current liabilities	32,42,629	(26,100)
Decrease / (increase) in inventories	-	-
Decrease / (increase) in long-term loans and advances	-	-
Cash generated from /(used in) operations	(32,68,763)	(93,574)
Direct taxes paid (net of refunds)	-	-
Net cash flow from/ (used in) operating activities (A)	(32,68,763)	(93,574)
Cash flows from investing activities		
Net cash flow from/ (used in) investing activities (B)		
Cash flows from financing activities		
Repayment of short-term borrowings	-	-
Proceeds from short-term borrowings	30,16,507	-
Issue of Equity Share Capital	-	-
Financial Expenses	-	-
Net cash flow from/ (used in) in financing activities (C)	30,16,507	
Net increase/(decrease) in cash and cash equivalents (A + B + C)	(2,52,256)	(93,574)
Cash and cash equivalents at the beginning of the year	3,27,876	4,21,450
Cash and cash equivalents at the end of the year	75,620	3,27,876

As per our Report of Even Date
For O. P. Bhandari & Co.
Chartered Accountants
Firm Regn. No. 112633W

O. P. Bhandari
Partner
M.No. 34409
Place : Ahmedabad
Date : 30.06.2020
UDIN : 20034409AAAAAX5560



For Florens Farming Private Limited

Jinen Ghelani
DIN : 01872929

Director

Hiren Ghelani
DIN : 02212587

Director

Jinen Ghelani

Hiren Ghelani

Notes on Financial Statement for the Year ended 31st March, 2020

1. Significant Accounting Policies :

i **Basis of Preparation of Financial Statements**

The financial statements are prepared and presented under the historical cost convention on an accrual basis of accounting in accordance with generally accepted accounting principles in India and are to comply with the applicable accounting standards notified under section 133 of the Companies Act, 2013. The accounting policies have been consistently applied unless otherwise stated.

ii **Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the reported amounts of incomes and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which results are known or materialised.

iii **Provision for Taxation**

Provision for income tax for the current year is based on the estimated taxable income for the period in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable income is accounted for using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised only to the extent that there is a reasonable certainty that the future taxable profit will be available against which the deferred tax assets can be realised.

iv **Provisions and Contingent Liabilities and Contingent Assets**

A provision is recognised when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation at the balance sheet date.

Contingent liabilities are not recognised but are disclosed as a part of notes to accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

2. Share Capital

Share Capital	As at 31.03.2020		As at 31.03.2019	
	Number		Number	
Authorised				
Equity Shares of ` 10 each	1,00,000	10,00,000	1,00,000	10,00,000
Total	1,00,000	10,00,000	1,00,000	10,00,000
Issued, Subscribed & Paid up				
Equity Shares of ` 10 each	50,000	5,00,000	50,000	5,00,000
Total	50,000	5,00,000	50,000	5,00,000

2.1 Reconciliation of Shares

Particulars	As at 31.03.2020		As at 31.03.2019	
	Equity Shares		Equity Shares	
	Number		Number	
Opening Share Capital	50,000	5,00,000	-	-
Add: Issue of shares	-	-	50,000	5,00,000
Less: Redemption of shares	-	-	-	-
Closing Share Capital	50,000	5,00,000	50,000	5,00,000

2.2 List of Share Holders Having 5% or More Shares

Name of Shareholder	As at 31.03.2020		As at 31.03.2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares :-				
Prime Customers Services Ltd.	49,900	99.80	49,900	99.80



21.03.2020

Timon Ghelani

3. Reserves & Surplus

Particulars	As at 31.03.2020	As at 31.03.2019
Surplus:		
Opening balance	(1,92,794)	(1,25,320)
Add: Net Profit/(Net Loss) For the current year	1,14,913	(67,474)
Less: Transitional adjustment on account of depreciation	-	-
Closing Balance	(77,881)	(1,92,794)

4. Short Term Borrowing

Particulars	As at 31.03.2020	As at 31.03.2019
Un-Secured		
- ICD (Loan from Holding Company)	10,55,000	-
- Bank Balance (Temporary OD)	19,61,507	-
Total	30,16,507	-

6.1. All secured loans are secured by hypothecation of all present and future goods, book debts and other movable assets and equitable mortgage of immovable properties & personal guarantee of promoter Directors.

5. Trade Payable

Particulars	As at 31.03.2020	As at 31.03.2019
Trade Payable	51,47,311	-
Total	51,47,311	-

6. Other Current Liabilities

Particulars	As at 31.03.2020	As at 31.03.2019
(a) Advances from Customers	31,30,000	-
(b) Other Payables	1,33,300	20,670
Total	32,63,300	20,670

7. Trade Receivables

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured , considered good	-	-
(a) Debtors outstanding for a period exceeding six months	1,10,61,176	-
(b) Other Debtors	-	-
Total	1,10,61,176	-

8. Cash & Cash Equivalents

Particulars	As at 31.03.2020	As at 31.03.2019
a. Cash in hand	75,620	-
b. Balances with Banks (including FD having maturity within 12 months)	-	3,27,876
Total	75,620	3,27,876



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9. Short term loans and advances

Particulars	As at 31.03.2020	As at 31.03.2019
Unsecured and considered goods		
- Taxes and duties recoverable	4,440	-
- Trade advances		
Advance to Farmers & Suppliers-For Purchases	3,61,000	-
Advances for Expenses/Sundry Debit Balances	-	-
Other Advances	-	-
- Deposits	3,47,000	-
Total	7,12,440	-

10. Revenue from Operation

Particulars	As at 31.03.2020	As at 31.03.2019
Sale of products		
Domestic Sales	2,74,42,321	
Total	2,74,42,321	-

11. Other Income

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Interest on FD	-	9,776
Total	-	9,776

12. Other Expenses

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Audit Fees	10,000	11,800
Professional Fees	44,000	11,800
Printing & Stationery	4,700	
Rent Paid	1,40,000	
Treavelling Expenses	11,230	
Other Expenses	88,597	-
Total	2,98,527	23,600

13. Auditors Remuneration

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
a. Statutory Audit Fees	10,000	11,800
b. Taxation Matters	5,000	11,800
c. Certification Fees and Other Services	10,000	-
Total	25,000	23,600



M. C. Ghossein

Tinoo Ghelani

14 Related party transactions

a) Related Parties and their relationship:

Name of Related Party	Relationship
Prime Fresh Limited	Holding Company
Jinen Ghelani	Key management personnel
Hiren Ghelani	Key management personnel

(b) Transaction with related parties

Advances received/(repaid) (Net)	2019-2020	2018-2019
Holding Company	41,85,000	-
Purchase		
Holding Company	1,07,05,525	-

(c) Statement of material transactions

Particulars	2019-2020	2018-2019
Advance (repaid)/received		
Prime Fresh Limited	41,85,000	-
Purchase		
Prime Fresh Limited	1,07,05,525	-

(d) Closing Balance

Particulars	As at 31.03.2020	As at 31.03.2019
Prime Fresh Limited (net) Cr./ (Dr)	84,98,533	-


The accompanying notes are an integral part of the financial statements.

As per our Report of Even Date

For O. P. Bhandari & Co.

Chartered Accountants

Firm Regn. No. 112633W

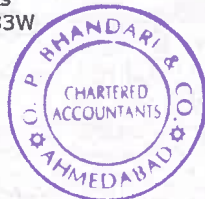

O. P. Bhandari
Partner

M.No. 34409

Place : Ahmedabad

Date : 30.06.2020

UDIN : 20034409AAAAAX5560



For Florens Farming Private Limited


Jinen Ghelani Director
DIN : 01872929

Hiren Ghelani Director
DIN : 02212587

