

Independent Auditor's Report

TO THE MEMBERS OF POLYCAB USA LLC

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Polycab USA LLC ("the Company"), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss, including Other Comprehensive Income, Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "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 a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, its profit including other comprehensive income, its cash flows and the changes in equity 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 Responsibility 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors report, but does not include the financial statements and our auditors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, as amended.

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 the 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 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 also 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 skepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of 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.




Other Reporting Requirements

We further 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 of the aforesaid financial statements.
- b) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and Statement of Changes in Equity, and dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the financial statements.

For **PRASHANT SHAH & CO**
Chartered Accountants
Firm Registration No. 146854W


PRASHANT SHAH
Proprietor
Membership No. 303286
Place: Mumbai
Date: 18 April 2022
UDIN: 22303286AIHADA7503



POLYCAB USA LLC
Balance Sheet as at 31 March 2022

	Notes	As at 31 Mar 22	(In USD) As at 31 Mar 21
ASSETS			
Non-current assets			
Non-current tax assets (net)		-	-
Current assets			
Inventories		-	-
Financial assets		-	-
(a) Trade receivables		-	-
(b) Cash and cash equivalents		-	-
Total assets		-	-
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	3	-	-
(b) Other equity		-	-
Liabilities			
Current liabilities			
Financial liabilities		-	-
(a) Borrowings		-	-
(b) Trade Payables		-	-
Others financial liabilities		-	-
Others current liabilities		-	-
Current tax liabilities (net)		-	-
Total equity and liabilities		-	-
Corporate Information and summary of significant accounting policies	1		
Contingent liabilities and commitments	2		
Other notes to accounts	3-4		

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

As per our report of even date
For PRASHANT SHAH & CO
Chartered Accountants
ICAI Firm Registration No. 146854W

Prashant Shah
Prashant Shah
Proprietor
Membership No. 303286

Place: Mumbai
Date: 18 Apr 2022



For and on behalf of the Board of Directors of
Polycab USA LLC

Shikha
Shikha Jaisinghani
Manager

Place: Chester Springs
Date: 18 Apr 2022

POLYCAB USA LLC

Statement of Profit & Loss for the year ended 31 March 2022

	Notes	Year ended 31 Mar 22	Year ended 31 Mar 21
(In USD)			
INCOME			
Revenue from operations		-	-
Total income		-	-
EXPENSES			
Purchases of stock-in-trade		-	-
Changes in inventories of stock-in-trade		-	-
Finance costs		-	-
Other expenses		-	-
Total expenses		-	-
Profit before tax		-	-
Income tax expenses			
Current tax		-	-
Deferred tax (credit)/charge		-	-
Total tax expenses		-	-
Profit for the year		-	-
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		-	-
Income Tax relating to items that will not be reclassified to Profit or Loss		-	-
Items that will be reclassified to profit or loss			
Designated cash flow hedges		-	-
Income tax relating to items that will be reclassified to Profit or Loss		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year, net of tax		-	-
Earnings per share			
Basic (in USD)		-	-
Diluted (in USD)		-	-
Weighted average equity shares used in computing earnings per equity share			
Basic		-	-
Diluted		-	-
Corporate Information and summary of significant accounting policies	1		
Contingent liabilities and commitments	2		
Other notes to accounts	3-4		

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

As per our report of even date
For **PRASHANT SHAH & CO**
Chartered Accountants
ICAI Firm Registration No. 146854W


Prashant Shah
Proprietor
Membership No. 303286

Place: Mumbai
Date: 18 Apr 2022



For and on behalf of the Board of Directors of
Polycab USA LLC


Shikha Jaisinghani
Manager

Place: Chester Springs
Date: 18 Apr 2022

POLYCAB USA LLC

Statement of Changes in Equity for the year ended 31 March 2022

A) Equity Share Capital


	(In USD)	
	31 Mar 22	31 Mar 21
Balance at the beginning of the year	-	-
Issue of equity shares on exercise of employee stock options	-	-
Balance at the end of the year	-	-

B) Other Equity

	Share application money pending allotment	Reserves & Surplus					Items of Other comprehensive income (OCI)	Total other equity
		Capital Reserve	Securities Premium	General Reserve	ESOP outstanding	Retained Earnings	Effective portion of Cash Flow Hedges	
As at 1 Apr 2020								
Profit after tax for the year						-		-
Items of OCI for the period, net of tax								
Re-measurement gains / (losses) on defined benefit plans								
Designated cash flow hedges								
Share-based payments to employees								
ESOP charge recovered from group companies								
Exercise of employee stock option								
Amount received on exercise of employee stock options								
Issue of equity share on exercise of employee stock options						-		-
As at 31 Mar 2021						-		-
Profit after tax for the year						-		-
Items of OCI for the period, net of tax								
Re-measurement gains / (losses) on defined benefit plans								
Designated cash flow hedges								
Final equity dividend								
Share-based payments to employees								
ESOP charge recovered from group companies								
Transfer on account of employee stock options not exercised								
Exercise of employee stock option								
Amount received on exercise of employee stock options								
Issue of equity share on exercise of employee stock options						-		-
As at 31 Mar 2022						-		-
Corporate Information and summary of significant accounting policies				1				
Contingent liabilities and commitments				2				
Other notes to accounts				3-4				

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

As per our report of even date
For PRASHANT SHAH & CO
Chartered Accountants
ICAI Firm Registration No. 46854W


Prashant Shah
Proprietor
Membership No. 303286

Place: Mumbai
Date: 18 Apr 2022



For and on behalf of the Board of Directors of
Polycab USA LLC



Shikha Jaisinghani
Manager

Place: Chester Springs
Date: 18 Apr 2022

POLYCAB USA LLC

Statement of Cash flows for the year ended 31 March 2022

	Year ended 31 Mar 22	Year ended 31 Mar 21
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	-	-
Adjustments for:		
Finance cost	-	-
Operating profit before working capital changes	-	-
Movements in working capital:		
(Increase)/ Decrease in inventories (net)	-	-
(Increase)/ Decrease in trade receivables	-	-
Increase/ (Decrease) in trade payables	-	-
Increase/ (Decrease) in other financial liabilities	-	-
Increase/ (Decrease) in other Current liabilities	-	-
Cash generated from operations	-	-
Income tax paid (net of refunds)	-	-
Net cash generated from operating activities (A)	-	-
B. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from Issue of Share Capital	-	-
Loan from parent co.	-	-
Other finance Cost	-	-
Net cash used in investing activities (B)	-	-
Net increase / (decrease) in cash and cash equivalents (A+B)	-	-
Cash and cash equivalents at the beginning of the year	-	-
Cash and cash equivalents at end of the year (Refer below note (c))	-	-
Corporate information and summary of significant accounting policies	1	
Contingent liabilities and commitments	2	
Other notes to accounts	3-4	

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

As per our report of even date
For PRASHANT SHAH & CO
Chartered Accountants
ICAI Firm Registration No. 146854W

Prashant Shah
Proprietor
Membership No. 43286

Place: Mumbai
Date: 18 Apr 2022



For and on behalf of the Board of Directors of
Polycab USA LLC

Shikha

Shikha JaisInghani
Manager

Place: Chester Springs
Date: 18 Apr 2022

POLYCAB USA LLC

Notes to Financial Statements for the year ended 31 March 2022

1. Corporate information

Polycab USA LLC, ("the Company") a limited liability company, is incorporated in the state of Delaware, United States of America. The Company was incorporated on January 28, 2020. The registered address of the Company is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, USA. The Company Number is 20200597322. The Company is incorporated for trading business of electrical cables and wires, Optical fibre Cables and consumer electrical goods.

The Board of Directors approved the Standalone Financial Statements for the year ended 31 March 2022 and authorised for issue on 18 Apr 2022.

2. Summary of significant accounting policies

A) Basis of preparation

i Statement of Compliance:

The Company prepares its Financial Statements to comply with the accounting standards specified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time. These financial statements includes Balance Sheet as at 31 March 2022, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Cash flows and Statement of changes in equity for the year ended 31 March 2022, and a summary of significant accounting policies and other explanatory information (together hereinafter referred to as "Financial Statements").

ii Basis of Measurement:

The financial statements for the year ended 31 March 2022 have been prepared on an accrual basis and under a historical cost convention. Accounting policies and methods of computation followed in the financial statements are same as compared with the annual financial statements for the year ended 31 March 2021, except for adoption of new standard or any pronouncements effective from 1 April 2021.

iii Classification of Current / Non-Current Assets and Liabilities:

The Company presents assets and liabilities in the Balance sheet based on current / non-current classification. It has been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

Operating Cycle:

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current non-current classification of assets and liabilities.

An asset is treated as current when it is:

- (a) Expected to be realised or intended to be sold or consumed in normal operating cycle
- (b) Held primarily for the purpose of trading;
- (c) Expected to be realised within twelve months after the reporting period; or
- (d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- (a) It is expected to be settled in normal operating cycle;
- (b) It is held primarily for the purpose of trading;
- (c) It is due to be settled within twelve months after the reporting period; or
- (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

iv Functional and Presentation Currency:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operate (i.e. the "functional currency"). The functional currency of the company is USD and the financial statements are also presented in USD.

B) Use of estimates and judgements

In the course of applying the policies outlined in all notes, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. The Company uses the following critical accounting estimates in preparation of its financial statements:



POLYCAB USA LLC

Notes to Financial Statements for the year ended 31 March 2022

i Revenue Recognition:

The Company applied judgements that significantly affect the determination of the amount and timing of revenue from contracts at a point in time with customers, such as identifying performance obligations in a sales transactions. In certain non-standard contracts, where the Company provides extended warranties in respect of sale of consumer durable goods, the Company allocated the portion of the transaction price to goods based on its relative standalone prices. Also, certain contracts of sale includes volume rebates that give rise to variable consideration. In respect of long term contracts significant judgments are used in:

- (a) Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.
- (b) Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

ii Provisions

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

iii Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized. Contingent assets are neither recognised nor disclosed in the financial statements.

iv Provision for income tax and deferred tax assets

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income). Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

v Inventories

Stock -in-trade are valued at lower of cost or realizable value. Cost includes cost of purchase and includes all applicable costs, including inward freight, incurred in bringing the inventories at their location and condition. Cost is determined on a weighted average basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale and goods in transit.

vi Trade Receivables

The Trade receivables are recognised initially at the transaction price, less the expected lifetime credit losses to be recognised from initial recognition of the receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company historical credit loss experience, as well as the credit losses that are expected in the foreseeable future.

vii Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financial cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

viii Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted.

ix Cash and cash equivalents

Cash and cash equivalents in cash flow statement comprise cash in hand and at bank in current and foreign currency accounts. Term deposits having maturity of three months or less are considered as cash equivalents.

x Financial Liability

Financial liabilities are initially recognised at fair value net of transaction costs incurred. Financial liabilities are subsequently measured at amortised cost. Any difference between the process (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of financial liabilities using the effective interest rate method. Financial liabilities are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance date.

xi Earning Per Share

The company reports basic and diluted earnings per share (EPS) which has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The diluted EPS have been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding at the end of the year.

xii Contingent liabilities and commitments

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Financial Statements.



POLYCAB USA LLC

Notes to financial statement for the year ended 31 March 2022

3 Equity Share capital

	(In USD)	
	31 Mar 22	31 Mar 21
Issued, subscribed and fully paid-up shares		
Equity shares, USD 1 for value 2,05,000 (2,05,000) equity shares*	-	-
Total Issued, subscribed and fully paid-up shares	-	-

4 Related party disclosure

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and settlement occurs in cash or credit as per the terms of the arrangement.

(A) Enterprises where control exists

(I) Holding Company	Country of incorporation	Ownership interest (%)	
		31 Mar 22	31 Mar 21
Polycab India Limited	India	-	-

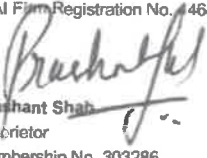
(B) Transactions with group companies

None

Corporate Information and summary of significant accounting policies	1
Contingent liabilities and commitments	2
Other notes to accounts	3-4

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As per our report of even date
For PRASHANT SHAH & CO
Chartered Accountants
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