



ANNUAL REPORT 2014-15

WAY FINDERS BRANDS LIMITED

CIN: U51909WB2014PLC204637

Telephone: +91 33 2464 6696/3980 2001 | Fax: +91 33 2289 5748

E-mail ID: corporate.relations@bata.com

Board of Directors

Mr. Rajeev Gopalakrishnan

Mr. Ranjit Mathur

Mr. Kumar Nitesh

Auditors

M/s. Arun K. Agarwal & Associates

Chartered Accountants (Reg. No.: 003917N)

105, First Floor, South Ex. Plaza 1

389, Masjid Moth, South Extn Part II

New Delhi - 110 049

Company Secretary in Wholetime Practice

M/s. S. M. Gupta & Co.

P - 15, Bentick Street

Kolkata - 700 001

Bankers

HDFC Bank Limited

Registered Office

204, Rashbehari Avenue,

Kolkata 700 029

WAY FINDERS BRANDS LIMITED

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E-mail ID: corporate.relations@bata.com

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE is hereby given that the First Annual General Meeting of the Members of Way Finders Brands Limited ('the Company') will be held at the Taj Chambers, Taj Bengal Hotel, 34B, Belvedere Road, Kolkata - 700 027 on Tuesday, August 4, 2015 at 10:30 a.m. to transact the following business:-

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial period ended on March 31, 2015, Auditors' Report and Directors' Report thereon.
2. To appoint Mr. Rajeev Gopalakrishnan (DIN: 03438046), who retires by rotation and being eligible offers himself for re-appointment, as a Director, liable to retire by rotation.
3. To re-appoint Auditors and to fix their remuneration and to pass, the following Resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, M/s. Arun K. Agarwal & Associates, Chartered Accountants (Registration No.: 003917N), 105, First Floor, South Ex. Plaza I, 389, Masjid Moth, South Extension - Part II, New Delhi - 110 049, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to them."

SPECIAL BUSINESS:

4. **Approval to create security by way of charge, mortgage, hypothecation of Assets of the Company**

Authority to the Board of Directors to provide security by way of creation of charge, mortgage or hypothecation of assets of the Company to borrow money from banks/ financial institutions and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee or Committees thereof for the time being exercising the powers conferred on the Board by this Resolution) for creation of such mortgages, charges and hypothecations, in addition to the existing charges/mortgages created by the Company, as may be necessary on such assets of the Company, wherever situated, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favor of banks, financial institutions, investment institutions and their subsidiaries, mutual funds, trusts, other bodies corporate to secure term loans, corporate loans, borrowings not exceeding a sum of Rs. 300 Million of equivalent thereof together with interest thereon at the agreed rates, compound interest, liquidated damages, premium on pre-payment/redemption, commitment charges, other bank charges and all other moneys payable by the Company to the Trustees under the Trust Deed and to the aforesaid lenders under their respective Loan Agreements entered/ to be entered into by the Company in respect of the said borrowings.

FURTHER RESOLVED THAT that the Board be and is hereby authorized to finalize the terms and conditions of the borrowings and the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts,

WAY FINDERS BRANDS LIMITED

NOTICE *Contd.*

deeds, matters and things to settle all questions, difficulties or doubts that may arise with respect to creating the mortgage/ charge/ hypothecation and to execute all such documents as may be necessary for giving effect to this Resolution.”

5. **Authority to borrow money in excess of the Paid up capital and free reserves**

Authority to the Board of Directors of the Company to borrow money in excess of the prescribed limits under Section 180(1)(c) of the Companies Act, 2013 and Rules framed thereunder and in this regard to consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term would include any Committee of the Board reconstituted/ to be reconstituted for the purpose of exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, in one or more tranches, which together with the monies already borrowed by the Company, if any (apart from temporary loans to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is, reserves not set apart for any specific purposes, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs. 500 Million or equivalent thereof.

FURTHER RESOLVED THAT that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including rate of interest, repayment schedule(s), security or otherwise howsoever as it may think fit and to do all such acts, deeds, matters and things, to execute all such documents, instruments and writings as may be required.”

By Order of the Board

RANJIT MATHUR

Director

(DIN: 03551291)

Place : Gurgaon
Date : May 26, 2015

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

In terms of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total paid-up share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

WAY FINDERS BRANDS LIMITED

NOTICE Contd.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

According to the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of charge, mortgage or hypothecation of assets of the Company shall require approval of the Shareholders by way of a Special Resolution.

The Company was incorporated as a Wholly Owned Subsidiary of Bata India Limited ('the Holding Company'), on December 26, 2014 with a paid up capital of Rs.10 lacs. To commence its commercial operations and to continue its business expansion, the Company may be required to borrow money from Banks/ Financial Institutions or any other Bodies Corporate in the future for which the Company may have to create security by way of charge/mortgage/hypothecation of its present and future assets. The Board considers that authority to create security for a sum up to Rs. 300 Million shall be sufficient to meet the requirements, if any, of the Company in the future.

Accordingly, the Board recommends that the Resolution No. 4 of the Notice convening this Annual General Meeting be approved by the Members as a Special Resolution.

Mr. Rajeev Gopalakrishnan, Mr. Ranjit Mathur and Mr. Kumar Nitesh being Directors on the Board of Bata India Limited, the Holding Company and also being Members of the Company as Nominees of Bata India Limited, may be deemed to be concerned or interested in the aforesaid Resolution, to the extent of their respective shareholdings in the Company.

Item No: 5

According to the provisions of Section 180(1)(c) of the Companies Act, 2013 and Rules framed thereunder, borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up capital and free reserves) shall require approval of the Shareholders by way of a Special Resolution.

The Company has been incorporated as a Wholly Owned Subsidiary of Bata India Limited ('the Holding Company'), on December 26, 2014 with a paid up capital of Rs.10 lacs. To commence its commercial operations and to continue its business expansion, the Company may be required to borrow money from Banks, Financial Institutions or any other bodies corporate including its Holding Company from time to time, in excess of its paid-up capital and free reserves, i.e., the limits specified under Section 180(1)(c) of the Companies Act, 2013 and Rules framed thereunder, which requires prior approval of the Members of the Company by way of a Special Resolution. The Board considers that authority to borrow money up to Rs. 500 Million shall be sufficient to meet the requirements of the Company in the future.

Accordingly, the Board recommends that the Resolution No. 5 of the Notice convening this Annual General Meeting be approved by the Members as a Special Resolution.

Mr. Rajeev Gopalakrishnan, Mr. Ranjit Mathur and Mr. Kumar Nitesh being Directors on the Board of Bata India Limited, the Holding Company and also being Members of the Company as the Nominees of Bata India Limited, may be deemed to be concerned or interested in the aforesaid Resolution to the extent of their respective shareholding in the Company.

By Order of the Board

RANJIT MATHUR

Director

(DIN: 03551291)

Place : Gurgaon

Date : May 26, 2015

WAY FINDERS BRANDS LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their First Annual Report of the Company together with the Audited Financial Statements for the period starting from the date of incorporation i.e. December 26, 2014 to March 31, 2015.

FINANCIAL RESULTS

Your Company is yet to start its commercial operations. Necessary regulatory approvals have been are being obtained from all Statutory Authorities. Your Board expects that the commercial operations shall commence in the current Financial Year. Your Company's financial position for the period under review is given hereunder:

	(Rs. '000s)
Particulars	Financial Period from 26.12.2014 to 31.03.2015
Net Profit/(Loss) before Tax for the period	(143)
Less: Provision for Taxation	—
Net Profit /(Loss) after Tax for the period	(143)

INCORPORATION OF THE COMPANY

Your Company has been incorporated and registered vide Corporate Identification Number: U51909WB2014PLC204637 on December 26, 2014 under the Companies Act, 2013 as a Public Company limited by shares. Bata India Limited is the Holding Company of your Company as the entire paid up capital of your Company is held by Bata India Limited along with its nominees.

BUSINESS OPERATIONS

The main object of your Company is to trade in footwear, apparel and accessories (caps, socks and belts) in wholesale and B2B segment. Your Company is in the process of negotiating and finalizing relevant vendors, customers, e-commerce service providers, etc., in India and abroad. Your Company will seek support from Bata India Limited, the Holding Company and use its distribution network to facilitate the business expansion of your Company. Your Company shall also be engaged in trading on wholesale basis the footwear and accessories of various worldwide reputed brands in India & Abroad. Your Company is at an advance stage of finalizing various, license agreement etc., in this regard.

DIVIDEND

As the commercial operations of the Company are yet to start, your Board does not recommend any dividend.

DIRECTORS

The First Directors of your Company are Mr. Rajeev Gopalakrishnan, Mr. Ranjit Mathur and Mr. Kumar Nitesh as their names were included in the Articles of Association of your Company as the First Directors, on incorporation. Provisions of Section 149 of the Companies Act, 2013 relating to appointment of Independent Directors and appointment of at least one Woman Director on the Board of Directors are not applicable to your Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Rules framed thereunder and the Articles of Association of your Company, Mr. Rajeev Gopalakrishnan, Director is due to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Board is of the opinion that continued association of Mr. Rajeev Gopalakrishnan with your Board will be of immense benefit to your Company and, therefore, recommends his re-appointment.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE PERIOD UNDER REVIEW

During the period under review, your Board held three Board meetings, i.e., on December 27, 2014, January 16, 2015 and February 10, 2015.

STATUTORY AUDITORS

M/s. Arun K. Agarwal & Associates, Chartered Accountants (Registration No.: 003917N), 105, First Floor, South Ex. Plaza I, 389, Masjid Moth, South Extension Part II, New Delhi - 110 049, were appointed as the First Statutory Auditors of your Company in a Board Meeting held on January 16, 2015 to hold office till the conclusion of the First Annual General Meeting of the Company. Their re-appointment will be considered and approved at the forthcoming Annual General Meeting. Your Company has received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

WAY FINDERS BRANDS LIMITED

DIRECTORS' REPORT (Contd.)

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

The provisions relating to submission of Secretarial Audit Report by a Company Secretary in Practice is not applicable to your Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company does not have any Subsidiary, Joint venture or Associate Company.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Your Company considers Corporate Social Responsibility as an important aspect of doing business. As a good corporate citizen, your Company shall initiate appropriate action towards various social causes in the future. Presently, the provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

As this is the first financial year of the Company, provisions relating to transfer of Unclaimed Dividend to Investor Education and Protection Fund are not applicable to the Company.

CHARGE

Your Board shall seek necessary approval of the Members at the ensuing Annual General Meeting to borrow money from Banks, Financial Institutions, Bodies Corporate, etc. and creation of security if required therefore. Presently your Company has no borrowings.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of your Company occurred between the end of the financial period to which this financial statement relate and on the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the commercial operations of the Company are yet to be started, the provisions of Section 134(1)(m) of the Companies Act, 2013 and the Rules framed thereunder does not apply to your Company. There was no foreign exchange inflow or outflow during the period under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by your Company under Section 186 of the Companies Act, 2013 and the Rules framed thereunder during the period under review and hence the said provisions are not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Your Company did not enter into any related party transactions under Section 188 of the Companies Act, 2013 and the Rules framed thereunder during the period under review and hence the said provisions are not applicable.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to your Company. Your Board shall adopt requisite Policies in due course.

ANNUAL RETURN

An extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is enclosed as an Annexure to this Report.

WAY FINDERS BRANDS LIMITED

DIRECTORS' REPORT (Contd.)

DEPOSITS

The Company has neither accepted nor renewed any deposits during the period under review.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Your Board is in the process of ascertaining its business risks and shall devise necessary risk repairs and risk mitigation policy in the current financial year.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 and the Rules framed thereunder are not applicable to your Company. Your Company shall establish a Vigil Mechanism as and when necessary.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Board places on record its sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the period under review. Your Board also acknowledges the support and confidence reposed by the Holding Company and its nominee shareholders on the Board.

For and on behalf of the Board of Directors

Place : Gurgaon
Date : May 26, 2015

RANJIT MATHUR
Director
(DIN: 03551291)

RAJEEV GOPALAKRISHNAN
Director
(DIN: 03438046)

WAY FINDERS BRANDS LIMITED

FORM NO. MGT - 9

EXTRACT OF ANNUAL RETURN

as on the financial period ended 31.03.2015

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	U51909WB2014PLC204637
Registration Date	26.12.2014
Name of the Company	Way Finders Brands Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	204, Rashbehari Avenue, Kolkata - 700 029; Telephone: (033) 2464 6696 /(033) 3980 2001
Whether listed company	NO
Name, address and contact details of Registrar and Transfer Agent, if any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
FOOTWEAR-Wholesale	46413	0%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Bata India Limited 27B, Camac Street, 1st Floor, Kolkata - 700 016	L19201WB1931PLC007261	Holding	100	2(46)

WAY FINDERS BRANDS LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the period				No. of Shares held at the end of the period				% Change during the period
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	60	60	0.06	0	60	60	0.06	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	99940	99940	99.94	0	99940	99940	99.94	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1):	0	100000	100000	100	0	100000	100000	100	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	0	100000	100000	100	0	100000	100000	100	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual Shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)									
Sub-Total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	100000	100000	100	0	100000	100000	100	0

WAY FINDERS BRANDS LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the period			Shareholding at the end of the period			% change in shareholding during the period
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Bata India Limited, the Holding Company (represented by Mr. Maloy Kumar Gupta) and through its 6 Nominees: – Mr. Rajeev Gopalakrishnan – Mr. Ranjit Mathur – Mr. Kumar Nitesh – Mr. Vijay Shrikant Gogate – Mr. Saket Mohta – Mr. Hitendra Parashar	100000	100	0	100000	100	0	0
Total	100000	100	0	100000	100	0	0

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the period	100000	100		
Datewise Increase / Decrease in Promoters Shareholding during the period specifying the reasons for increase / decrease allotment / transfer / bonus / sweat equity etc):	NO CHANGE DURING THE PERIOD			
At the end of the period			100000	100

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
		NIL			

WAY FINDERS BRANDS LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the period		Cumulative Shareholding during the period	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1. Mr. Rajeev Gopalakrishnan, Director (Holding shares as a Nominee of Bata India Limited)				
At the beginning of the period	10	0.01	10	0.01
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	0	0	0	0
At the end of the period	10	0.01	10	0.01
2. Mr. Ranjit Mathur, Director (Holding shares as a Nominee of Bata India Limited)				
At the beginning of the period	10	0.01	10	0.01
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	0	0	0	0
At the end of the period	10	0.01	10	0.01
3. Mr. Kumar Nitesh, Director (Holding shares as a Nominee of Bata India Limited)				
At the beginning of the period	10	0.01	10	0.01
Date wise Increase/Decrease in shareholding during the period specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.):	0	0	0	0
At the end of the period	10	0.01	10	0.01

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial period				
i) Principal Amount	–	–	–	–
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–
Change in Indebtedness during the financial period				
Addition	–	–	–	–
Reduction	–	–	–	–
Net Change	–	–	–	–
Indebtedness at the end of the financial period				
i) Principal Amount	–	–	–	–
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i+ii+iii)	–	–	–	–

WAY FINDERS BRANDS LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Millions)

Sl. No.	Particulars of Remuneration	Rajeev Gopalakrishnan, Director	Ranjit Mathur, Director	Kumar Nitesh, Director	Total Amount
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	-	-	-	-
	(b) Value of perquisites under Section 17(2) Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify....	-	-	-	-
5	Others, please specify....	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other Directors:

(Rs. in Millions)

Sl. No.	Particulars of Remuneration	Independent Directors	Other Non-Executive Directors	Total Amount
	Fee for attending Board/Committee Meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (B)			
	Total Managerial Remuneration (Total A + Total B)	-	-	-
	Overall Ceiling as per the Act	-	-	-

WAY FINDERS BRANDS LIMITED

EXTRACT OF ANNUAL RETURN (Contd.)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. in Millions)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary	-	-	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	-	-	-	-
	(b) Value of perquisites under Section 17(2) Income-Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income-Tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

WAY FINDERS BRANDS LIMITED

INDEPENDENT AUDITORS' REPORT

**To,
The Members of
WAY FINDERS BRANDS LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **WAY FINDERS BRANDS 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 period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 standalone 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 standalone 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 standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 loss and its cash flows for the period ended on that date.

WAY FINDERS BRANDS LIMITED

INDEPENDENT AUDITORS' REPORT (Contd.)

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 standalone 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

For Arun K. Agarwal & Associates
Chartered Accountants
FR No. : 003917N

Arun Kumar Agarwal
(Partner)
M. No. : 082899

Place : New Delhi
Date: May 26, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the period 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. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regards to the size of the company and nature of its Assets. No material discrepancies were noticed on such physical verification.
- ii). As informed the Company does not have any stock therefore paragraph 3 (ii) of the order is not applicable
- iii). According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, paragraph 4 (iii) of the order is not applicable.
- iv). In our opinion and according to the information and explanations given to us there is adequate internal control procedure commensurate with the size of the company and nature of its business, for the purchase of fixed assets and for the sale of goods and services. The activities of Company does not involve purchase of inventory. We have not observed any major weakness in the internal control system during the course of audit
- v). As informed to us, the Company has not accepted any deposit from the public during the period within the meaning of section 73 or 76 of the Companies Act 2013 and the rules framed there under. Therefore, the directives issued by the reserve bank of India or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable.

WAY FINDERS BRANDS LIMITED

INDEPENDENT AUDITORS' REPORT (Contd.)

- vi). As per information and explanations given to us, the Central Government has not prescribed maintenance of cost record u/s 148(1) of the Companies Act 2013.
- vii) a. The company is regular in depositing with appropriate authorities undisputed statutory dues including Income-tax. The provision relating to provident fund, investor education and protection fund, employees state insurance, sales tax, wealth tax, service tax, custom duty, excise duty, cess are not applicable to the company .
 - b. According to the information and explanation given to us, there are no dues in respect of Income tax, which have not been deposited with the appropriate authorities on account of any dispute. The provision relating to provident fund, investor education and protection fund, employees state insurance, sales tax, wealth tax, service tax, custom duty, excise duty, cess are not applicable to the company
 - c. As per information and explanations given to us there is no such amount that is required to be transferred to investor education and protection fund in accordance with the relevant provision of the Companies Act, 1956(1 of 1956) .
- viii) The company accumulated losses at the end of financial year are less than fifty percent of its net worth and it has incurred cash losses in the current financial year.
- ix). The company do not have any dues to a financial institution or bank and has not issued any type of debenture during the period. Accordingly paragraph 3(ix) of the order is not applicable.
- x). According to the information and explanation given to us, the company has not given any guarantees for loan taken by other from banks of financial institution .
- xi). In our opinion, on the basis of information and explanation given to us, the company did not have any term loans outstanding during the period.
- xii). According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For Arun K. Agarwal & Associates
Chartered Accountants
FR No. : 003917N

Place : New Delhi
Date: May 26, 2015

Arun Kumar Agarwal
(Partner)
M. No. : 082899

WAY FINDERS BRANDS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)
EQUITY AND LIABILITIES		
SHAREHOLDERS' FUND		
Share Capital	3	1,000
Reserves & Surplus	4	(143)
		857
CURRENT LIABILITIES		
Other Current Liabilities	5	103
Short-term Provisions	5	30
		133
		990
ASSETS		
NON-CURRENT ASSETS		
Fixed Assets		—
Tangible Assets		—
Long-term loans and advances		—
		—
CURRENT ASSETS		
Cash and bank balances	6	989
Other Current Assets	7	1
		990
		990
Summary of significant accounting policies	2.1	
The accompanying notes are an integral part of the financial statements		

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N

Chartered Accountants

Arun Kumar Agarwal

Partner

Membership No. 082899

Place : New Delhi

Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director

DIN: 03551291

Rajeev Gopalakrishnan

Director

DIN : 03438046

WAY FINDERS BRANDS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)
Income		
Revenue from Operations		—
Other Income	8	1
Total Revenue (1)		<u>1</u>
Expenses		
Other Expenses	9	144
Profit before Tax		<u>(143)</u>
Tax Expenses		
Current Tax		—
Profit for the period		<u><u>(143)</u></u>
Earnings per equity share [nominal value of share Rs.10]		
Basic		
Computed on the basis of profit for the period	10	(1.43)
Summary of significant accounting policies	2.1	
The accompanying notes are an integral part of the financial statements		

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N

Chartered Accountants

Arun Kumar Agarwal

Partner

Membership No. 082899

Place : New Delhi

Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director

DIN: 03551291

Rajeev Gopalakrishnan

Director

DIN : 03438046

WAY FINDERS BRANDS LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015

	Note	31 March 2015 (Rs. in '000s)
A. CASH FLOW FROM OPERATIONS ACTIVITIES		
Profit before Tax		(143)
Non-cash adjustment to reconcile profit before tax to net cash flows		
Interest Income		(1)
		(144)
Operating Profit before Working Capital changes		(144)
Movement in working capital:		
Increase/(decrease) in other current liabilities	5	133
Cash Generated from/(used in) operations		(11)
Direct taxes paid(net of refunds)		—
Net Cash Flow from/ (used in) operating activities (A)		(11)
B. CASH FLOW FROM INVESTING ACTIVITIES		
		—
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of equity share capital	3	1,000
Net increase/ (decrease) in Cash and Cash equivalent (A+B+C)		989
Cash and cash equivalent at the beginning of the year		—
Cash and Cash equivalents at the end of the year		989
Components of Cash and Cash Equivalents		
Balances with Scheduled Bank on Current Account	6	989
Total Cash and cash equivalents		989
Summary of significant accounting policies	2.1	

As per our report of even date

For Arun K. Agarwal & Associates

Firm Registration No. 3917N

Chartered Accountants

Arun Kumar Agarwal

Partner

Membership No. 082899

Place : New Delhi

Date : May 26, 2015

For and on behalf of the Board of Directors

Ranjit Mathur

Director

DIN: 03551291

Rajeev Gopalakrishnan

Director

DIN : 03438046

WAY FINDERS BRANDS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

1 Corporate information

Way Finders Brands Limited ('the Company') was incorporated in India on December 26, 2014 to carry on trading including wholesale trading of all kinds of goods and products including all kinds of footwear and non footwear products and to carry out any and all such activities as may be necessary or related to or in connection with carrying on such trading activities.

2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of the financial statements are consistent with those of previous year, except for the changes in accounting policy explain below.

2.1 Summary of significant accounting policies

(a) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operation during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

(b) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes duties (net of Cenvat), taxes, incidental expenses and erection / commissioning expenses incurred upto the date the asset is ready for its intended use.

The carrying amounts are reviewed at each balance sheet date when required to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount. Depreciation on fixed assets have been provided as per the Companies Act, 2013 considering the useful life of assets as specified in Schedule-II .

(c) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on useful life of assets using the useful lives as specified in Schedule II of Companies Act, 2013. Accordingly carrying amount of assets at the beginning of the year have been depreciated considering the remaining useful lives of the assets as specified in Schedule II of Companies Act, 2013. fully during the period.

(d) Leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the Profit & Loss Account on a straight-line basis over the lease term.

WAY FINDERS BRANDS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015 (Contd.)

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs etc. are recognised immediately in the statement of profit and loss.

(e) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(f) Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(g) Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

(h) Earnings Per Share [Basic & Diluted]

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential shares.

(i) Provisions

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 not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(j) Segment Identification

The Company's business activity primarily falls within a single business segment.

(k) Cash and Cash equivalents

Cash and Cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

WAY FINDERS BRANDS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

3. SHARE CAPITAL		31 March 2015 Rs. in 000's	
Authorised shares			
100,000 equity share of Rs.10/- each		1,000	
Issued & Subscribed and fully paid -up shares			
100,000 equity share of Rs. 10/- each		1,000	
Total issued, subscribed and fully paid-up share capital		1,000	
a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period			
Equity shares			
		31.03.2015	
		No. of Shares	Rs. in 000's
At the beginning of the period		100,000	1,000
Issued during the period		—	—
Outstanding at the end of the period		100,000	1,000
b) Terms/rights attached to equity shares			
The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.			
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
c) Shares held by holding/ultimate holding Company and/or their subsidiaries/associates			
Out of equity shares issued by the Company, shares held by its holding Company, ultimate holding Company and their subsidiaries and associates are as below :			
		31 March 2015 Rs. in 000's	
Bata India Limited, Holding Company			
100,000 (alongwith its nominees holding 60 shares of Rs.10 each fully paid) equity shares of Rs.10 each fully paid		1,000	
d) Details of shareholders holding more than 5% of shares in the Company			
Equity shares of Rs. 10 each fully paid		31 March 2015	
		No.	% shareholding in the class
Bata India Limited ,Holding Company (alongwith its nominees holding 60 shares of Rs.10 each fully paid)		100,000	100.00%

WAY FINDERS BRANDS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015 (Contd.)

4	RESERVES & SURPLUS		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">31 March 2015 Rs. In 000's</th> </tr> </thead> <tbody> <tr> <td style="border-top: 1px solid black;">Surplus/(deficit) in the statement of profit and loss</td> </tr> <tr> <td>Balance as per last financial statement</td> </tr> <tr> <td>Profit for the period</td> </tr> <tr> <td style="border-top: 1px solid black;">Net Surplus/(deficit) in the statement of profit and loss</td> </tr> </tbody> </table>	31 March 2015 Rs. In 000's	Surplus/(deficit) in the statement of profit and loss	Balance as per last financial statement	Profit for the period	Net Surplus/(deficit) in the statement of profit and loss		
31 March 2015 Rs. In 000's										
Surplus/(deficit) in the statement of profit and loss										
Balance as per last financial statement										
Profit for the period										
Net Surplus/(deficit) in the statement of profit and loss										
			—							
			(143)							
			(143)							
5	OTHER CURRENT LIABILITIES & SHORT TERM PROVISIONS									
	OTHER CURRENT LIABILITIES									
	Loan and advances from related party (Unsecured)									
	Payable to Bata India Limited [Represents an interest free advance]		3							
	Sundry creditors		100							
			103							
	SHORT-TERM PROVISIONS									
	Audit Fee Payable		30							
			30							
6	CASH AND BANK BALANCES									
		Non-current	Current							
		31 March 2015 Rs. In 000's	31 March 2015 Rs. In 000's							
	Cash and cash equivalents									
	Balance with banks:									
	Fixed Deposit	—	200							
	On current accounts	—	789							
		—	989							
7	OTHER CURRENT ASSETS		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">31 March 2015 Rs. In 000's</th> </tr> </thead> <tbody> <tr> <td style="border-top: 1px solid black;">Accrued Interest</td> </tr> <tr> <td style="border-top: 1px solid black;">1</td> </tr> <tr> <td style="border-top: 1px solid black;">1</td> </tr> </tbody> </table>	31 March 2015 Rs. In 000's	Accrued Interest	1	1			
31 March 2015 Rs. In 000's										
Accrued Interest										
1										
1										
			1							
8	OTHER INCOME		<table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="border-top: 1px solid black;">Interst Income</td> </tr> <tr> <td style="border-top: 1px solid black;">1</td> </tr> <tr> <td style="border-top: 1px solid black;">1</td> </tr> </tbody> </table>	Interst Income	1	1				
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1										
			1							
9	OTHER EXPENSES		<table border="1" style="width: 100%; border-collapse: collapse;"> <tbody> <tr> <td style="border-top: 1px solid black;">Preliminary Expenses</td> </tr> <tr> <td style="border-top: 1px solid black;">103</td> </tr> <tr> <td style="border-top: 1px solid black;">Audit Fee</td> </tr> <tr> <td style="border-top: 1px solid black;">30</td> </tr> <tr> <td style="border-top: 1px solid black;">Miscellaneous Expenses</td> </tr> <tr> <td style="border-top: 1px solid black;">11</td> </tr> <tr> <td style="border-top: 1px solid black;">144</td> </tr> </tbody> </table>	Preliminary Expenses	103	Audit Fee	30	Miscellaneous Expenses	11	144
Preliminary Expenses										
103										
Audit Fee										
30										
Miscellaneous Expenses										
11										
144										
			103							
			30							
			11							
			144							

WAY FINDERS BRANDS LIMITED

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

10. Earnings Per Share (EPS)		31st March 2015	
Profit as per statement of profit & loss (Rs. 000's)			(143)
Weighted Average Number of Equity Shares (in '000s)			100
Nominal value of Share (Rs.)			10
Basic and Diluted earnings per share (Rs.)			(1.43)
11. (i) Related Party Disclosure			
	Nature of relationship	Name	
A	Holding Company	: Bata India Limited	
B	Key Management Person	: Rajeev Gopalakrishnan Director Ranjit Mathur Director Kumar Nitesh Director	
C	Enterprises owned or significantly influenced by Key Managerial Personnel or their relatives	: Nil	
D	Enterprises having Key Managerial Person in Common	: River Bank Developers Private Limited (A joint venture between Holding Company "Bata India Limited" and Calcutta Metropolitan Group Limited)	
E	Subsidiary of Holding Company	: Bata Properties Limited Coastal Commercial Exim Limited	
Transaction with Ultimate Holding Company			
A	Expenses paid by Bata India Limited on behalf of Way Finders Brands Limited		(Amount in 000's)
	Name of the Party	Year	Transaction Value
	Bata India Limited	2015	2
			Outstanding Balance
			2
12. Auditors remuneration includes (Amount in 000's)			
	Particulars	2015	
	Statutory Audit fees	15	
	Tax Audit	12	
	Out of Pocket Expenses	3	
	Total	30	
13. These financial statements are for the period from December 26, 2014, being the date of incorporation, till March 31, 2015. Being the first year of operations of the Company, previous year figures have not been disclosed.			
As per our report of even date			
For Arun K. Agarwal & Associates		For and on behalf of the Board of Directors	
Firm Registration No. 3917N Chartered Accountants			
Arun Kumar Agarwal		Ranjit Mathur	Rajeev Gopalakrishnan
Partner		Director	Director
Membership No. 082899		DIN: 03551291	DIN : 03438046
Place : New Delhi, Date : May 26, 2015			