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**Independent Auditor's Report****To the Members of Samvardhana Motherson Virtual Analysis Limited****Report on Ind AS financial statements****1. Opinion**

We have audited the accompanying Ind AS financial statements of Samvardhana Motherson Virtual Analysis Limited ("the Company"), which comprise the Balance Sheet as of 31<sup>st</sup> March 2023, the Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Statement of Cash Flows 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 referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Indian Accounting Standards prescribed under section 133 of the Act 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<sup>st</sup> March 2023, its loss (including Other Comprehensive Income), its Cash Flows and Changes in Equity for the year ended on that date.

**2. Basis for Opinion**

We conducted our audit of Ind AS financial statements in accordance with the Standards on Auditing (SAs), 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 Ind AS 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 Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on Ind AS financial statements.

**3. Emphasis of Matter**

Attention is invited to Note 33 'Board approval for strike off of name of the Company' which is reproduced below:

"The Board of Directors at their meeting held on 31<sup>st</sup> March 2023 took note of the fact that the company is not carrying out any business or operations for more than two years and has extinguished all its liabilities and accorded its consent for

removal of the name of the Company from the Register of Companies maintained by the Registrar of Companies, Delhi & Haryana in terms of and pursuant to the provisions of Section 248(2) of the Companies Act, 2013, (the "Act") read with Companies (Removal of Names of Companies from the Registrar of Companies) Rules, 2016 and any other applicable provisions of the Act.

These financial statements have therefore been prepared that the company is not a going concern."

Our opinion is not modified in this respect.

#### **4. Other information**

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report but does not include the financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.

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 such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Director's report, if we conclude that any matter requires further communication, we shall communicate such matter to those charged with governance.

#### **5. Responsibility of Management for Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, other comprehensive income, cash flows and changes in equity of the Company in accordance with Ind 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 the safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Ind AS financial statements disclose that these have been prepared on the basis that the company is not a going concern – refer Note 33 of the Ind AS financial statements and the Emphasis of Matter paragraph (paragraph 3 above) of this report.

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

## **6. Auditor's Responsibilities for the Audit of Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of Ind AS 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. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an 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.
- With respect to going concern basis of accounting, attention is invited to paragraph 3, 'Emphasis of Matter' of our report.
- Evaluate the overall presentation, structure and content of Ind AS financial statements, including the disclosures, and whether Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

## **7. Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the

information and explanations given to us, we give in “**Annexure A**” a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

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 purpose of our audit.
- b) In our opinion, proper books of account as required by the 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 including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by the report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements complies with the Indian Accounting Standards referred to in section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors as of 31<sup>st</sup> March 2023 and taken on record by the Board of Directors, none of the directors is disqualified as of 31<sup>st</sup> March 2023, from being appointed as a director in terms of section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) As per information and explanations given to us and on verification of records produced, the Company has not paid any managerial remuneration to any director covered under the provisions of section 197 read with Schedule V of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position in its Ind AS 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - iv. a). The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or

invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b). The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

C). Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid dividends during the year, hence no compliance with section 123 of the Companies Act, 2013 is applicable.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is now applicable for financial periods beginning on or after 01 April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For R K Khanna & Co.**  
**Chartered Accountants**  
**FRN: 000033N**

**Place: New Delhi**  
**Date: 24<sup>th</sup> May, 2023**

**Vipin Bali**  
**Partner**  
**M.No. 083436**  
**UDIN:23083436BGXHBV9227**

**"Annexure A" to the Independent Auditor's Report of even date on Ind AS financial statements as at and for the year ended 31<sup>st</sup> March 2023 of Samvardhana Motherson Virtual Analysis Limited.**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

1. a). The Company does not have any carrying written down value of Property, Plant and Equipment and does not have any immovable property hence no comment is required under clause 3(i)(a), (b), (c) and (d) of the Order.  
  
b). No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2023 for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
2. a). The Company does not have any inventory and hence no comment is required under clause 3(ii)(a) of the Order.  
  
b). There are no sanctioned working capital limits hence no comment is required under clause 3(ii)(b) of the Order.
3. During the year the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties hence no comment is required under clause 3(iii) of the Order.
4. During the year Company has not given any guarantee, loan, security or made any investment which falls under the provisions of sections 185 and 186 of the Act, hence no comment is required under paragraph 3(iv) of the Order.
5. The Company has not accepted any deposits or deemed deposits hence no comment is required under clause 3(v) of the Order.
6. The Central Government has not specified maintenance of the cost records under section 148(1) of the Companies Act, 2013, hence no comment is required under clause 3(vii) of the Order.
7. a). The Company is regular in depositing with appropriate authorities undisputed statutory dues, Income Tax, Goods and Services Tax, customs duty, cess and other material statutory dues as applicable.  
  
b). There are no amounts that have been deposited on account of any disputes the company has no pending dispute in respect of Income Tax, Goods and Services Tax, customs duty and other material statutory dues.

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), hence, no comment is required under clause 3(viii) of the Order.
9. a). The Company has not taken any loan or borrowing from any Lender hence no comment is required under clause 3(ix)(a) of the Order. The Company has not issued any debentures.
- b). The Company has not been declared a willful defaulter by any lender hence no comment is required under clause 3(ix)(b) of the Order.
- c). The Company has not taken any term loans during the year hence no comment is required under clause 3(ix)(c) of the Order.
- d). The company has not raised any funds for short-term or long-term purpose hence no comment is required under clause 3(ix)(d) of the order
- e). The Company does not have any subsidiaries, associates or joint ventures; hence no comment is required under clause 3(ix)(e) of the Order regarding taking of any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f). The Company does not have any subsidiaries, associates or joint ventures; hence no comment is required under clause 3(ix)(f) of the Order regarding raising loans during the year on the pledge of securities held in its subsidiaries, associate or joint ventures.
10. a). The Company has not raised money by way of an initial public offer or further public offer (including debt instruments) during the year hence no comment is required under clause 3(x)(a) of the Order.
- b). The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year hence no comment is required under clause 3(x)(b) of the Order.
11. a). No fraud by the Company and no fraud on the Company has been noticed or reported during the year.
- b). No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c). No whistleblower complaints have been received by the company during the year.
12. The Company is not a Nidhi Company hence no comment is required under clause 3(xii) of the Order.
13. The transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in Ind AS financial statements as required by the applicable Indian Accounting Standards.

14. The Company does not have an internal audit system and the Company is not required to have an internal audit as mandated by section 138 of the Companies Act, 2013. Hence, no comment is required under clause 3(xiv) of the Order.
15. The Company has not entered into any non-cash transactions referred to in section 192 of the Act with its Directors or persons connected with its directors, during the year, hence, no comment is required under clause 3(xv) of the Order.
16. a). In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clauses 3(xvi)(a), (b) and (c) of the Order is not applicable.
- b). There is no Core Investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly no comment is required under clause 3(xvi)(d) of the Order.
17. The Company has incurred cash losses of INR 10,196/- thousand during the period covered by the audit report. The company did not incur any cash losses in the immediately preceding financial year
18. There has been no resignation of statutory auditors during the year, hence, no comment is required under clause 3(xviii) of the Order.
19. Attention is invited to Note 33 'Board approval for strike off of name of the Company' which states that "The Board of Directors at their meeting held on 31<sup>st</sup> March 2023 took note of the fact that the company is not carrying out any business or operations for more than two years and has extinguished all its liabilities and accorded its consent for removal of the name of the Company from the Register of Companies maintained by the Registrar of Companies, Delhi & Haryana in terms of and pursuant to the provisions of Section 248(2) of the Companies Act, 2013, (the "Act") read with Companies (Removal of Names of Companies from the Registrar of Companies) Rules, 2016 and any other applicable provisions of the Act. These financial statements have therefore been prepared that the company is not a going concern."  
Hence, no comment regarding the ability of the company to meet its liabilities is required under clause 3(xix) of the Order.
20. The Company is not covered under Section 135, hence, there is no Corporate Social Responsibility obligation for the financial year ended 31<sup>st</sup> March 2023 hence, no comment is required under clause 3(xx) of the Order.

**For R K Khanna & Co.**  
**Chartered Accountants**  
**FRN: 000033N**

**Vipin Bali**  
**Partner**  
**M.No. 083436**  
**UDIN:23083436BGXHBV9227**

**Place: New Delhi**  
**Date: 24<sup>th</sup> May, 2023**

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**“Annexure B” to the Independent Auditor’s Report of even date on Ind AS Financial Statements as at and for the year ended 31<sup>st</sup> March 2023 of Samvardhana Motherson Virtual Analysis Limited****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Samvardhana Motherson Virtual Analysis Limited (“the Company”) as of 31<sup>st</sup> March, 2023 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has generally in most aspects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R K Khanna & Co.**  
**Chartered Accountants**  
**FRN: 000033N**

**Place: New Delhi**  
**Date: 24<sup>th</sup> May, 2023**

**Vipin Bali**  
**Partner**  
**M.No. 083436**  
**UDIN: 23083436BGXHBV9227**