HARI DARSHAN REALTY LIMITED

DIRECTORS' REPORT

Your Directors are pleased to present the Tenth Annual Report and the audited accounts for the year ended 31st March, 2015.

FINANCIAL SUMMARY:

	Amount in Rs.			
Particulars	Year Ended	Year Ended		
	31-03-2015	31-03-2014		
Total Income		3,550,000		
Total Expenditure including	54,138	402,141		
Depreciation				
Loss before tax	(54,138)	3,147,859		
Less: Provision for tax		989,700		
Add: Income Tax for Earlier Year	19,852			
Loss after tax	(34,286)	2,158,159		

THE CHANGE IN THE NATURE OF BUSSINESS, IF ANY:

There was no change in the nature of business of the Company during the year or subsequently.

STATE OF THE COMPANY'S AFFAIRS:

During the year under review, your Company has incurred a loss of Rs.34,286/- (Rupees Thirty four thousand two hundred eighty six only) as compared to the profit of Rs.21,58,159/- (Rupees Twenty one lac fifty eight thousand one hundred fifty nine only) for the previous year. Your Company has further received Rs.1,03,500/- unsecured loan on the interest benchmarked with ten years Government securities from its holding Company, Jai Realty Ventures Ltd.

Subsequent to the year end, the holding Company, Jai Realty Ventures Limited (JRVL), had transferred its entire shareholding held in your Company to the parent Company, Jai Corp Limited. In view of this, your Company has now become a direct wholly owned subsidiary of Jai Corp Limited.

Further, subsequent to the year end, the Company has issued and allotted 53,100 Unsecured 0% Optionally Fully Convertible Debentures of Rs.1000/- each at par to holding Company, Jai Corp Limited and repaid all loans taken from JRVL.

AMOUNT PROPOSED TO BE CARRIED TO GENREAL RESERVE AND RECOMMENDED TO BE PAID BY WAY OF DIVIDEND:

In view of the loss for the year, your Directors do not recommend any dividend.

EXTRACT OF ANNUAL RETURN:

Extract of Annual Return as provided under Section 92(3) of Companies Act, 2013 is given at **Annexure-1.**

NUMBER OF MEETINGS OF THE BOARD:

Seven meetings of the Board of Directors of the Company were held during the financial year 2014-15.

DETAILS OF DIRECTORS OR KEY MANAGERAIL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

Shri Ajay Gupta (DIN 00375853); Shri K. K. Chitlangia (DIN 375182) and Shri Rajkumar Sarawgi (DIN 00375257) were appointed as Directors w.e.f. 13.07.2014.

Shri Subodh Agrawal (DIN 01993001) and Shri L.M. Dhanda (DIN 00190944) resigned w.e.f. 30.03.2015 and w.e.f. 26.05.2015 respectively from the directorships of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Atul Pawar (DIN 01029845) retires by rotation and, being eligible, has offered himself for the re-appointment at the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby stated that:

(a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed along with proper explanation relating to material departure(s).

(b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made 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 at 31st March, 2015 and of the loss of the Company for that period.

(c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) the annual accounts for the financial year ended 31st March, 2015 have been prepared on a 'going concern' basis.

(e) internal financial controls have been laid down to be followed by the Company. The internal financial controls are adequate and are operating effectively.

(f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORTS:

M/s Pathak H. D. & Associates, Chartered Accountants, Mumbai, hold office as statutory auditors of the Company until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. It is proposed to re-appoint them as Statutory Auditors of the Company from the conclusion of ensuing Annual General Meeting till the conclusion of next Annual General Meeting. Your Company has received the certificate from them confirming their eligibility for re-appointment pursuant to the provisions of Section 139 read with section 141 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014.

There are no qualifications, reservations, or adverse remarks or disclaimers made by M/s Pathak H. D. & Associates, Statutory Auditors, in their report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES Act, 2013:

The Company has not given any loans, guarantees or investments under Section 186 of the Companies Act, 2013 during the financial year 2014-15.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT IN PRESCRIBED FORM:

There are no such contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and date of this Report.

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

NIL

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTANCE OF THE COMPANY:

In the opinion of the Board, the elements of risk threating the Company's existence is very minimal.

THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR: NIL

DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT AND DEPOSITS WHICH ARE NOT IN COMPLAINCE WITH THE REQUIREMENTS OF CHAPTER V OF THE ACT:

Company has not accepted any deposit covered under Chapter V of the Companies Act, 2013 of any deposit not in compliance with the requirements of Chapter V of the Companies Act, 2013.

THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No order was passed by any Regulator, Court or Tribunal impacting the going concern status and the Company's operations in future.

THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place adequate internal control with reference to the financial statements. During the year such controls were put to test and were found to be adequate.

EMPLOYEE RELATED DISCLOSURES:

There is no employee on the pay roll of the Company.

ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, EMPLOYEE STOCK OPTION:

The Company has not issued any share with differential rights, sweat equity or as employee stock option.

ACKNOWLEDGEMENT:

Your Directors express their grateful appreciation for the assistance and co-operation received from banks, Government authorities, customers, vendors and shareholders during the year under review.

For and on behalf of the Board of Directors

Ajay Gupta Director (DIN 00375853)

 Place
 Mumbai

 Date
 27.08.2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the
Company (Management & Administration) Rules, 2014.

Company (Management & Administration) Rules, 2014.

REGISTRATION & OTHER DETAILS: Т

i	CIN	U70101MH2005PLC156719				
ii	Registration Date	14.10.2005				
iii	Name of the Company	Hari Darshan Realty Ltd.				
iv	Category/Sub-category of the Company	Public Ltd. Company Having Share Capital/India				
		Non Government Company				
v	Address of the Registered office	11-B, Mittal Tower, Free Press Journal Marg,				
	& contact details	Nariman Point, Mumbai 400021				
vi	Whether listed company	NO				
	Name , Address & contact details of the	NA				
vii	Registrar & Transfer Agent, if any.					

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY Ш **Real Estate Business Activity**

			% to total turnover of the company	
1	Real Estate	6810	NA	

ш PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company		HOLDING/ SUBSIDIARY/ ASSOCIATE		APPLICABLE SECTION
1	Jai Realty Ventures Limited	U70102MH2007PLC176139	Holding Company	100%	2 (46)
	11-B, Mittal Tower, Free Press Journal				
	Marg, Nariman Point, Mumbai 400021				

IV

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2014)			No. of Shares held at the end of the year (31.03.2015)			% change during the year		
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(4) 1									
(1) Indian	0	0	0		0	0	0		0
a) Individual/HUF		0	0		0	0	0		0
b) Central Govt.or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	50000	50000	100	0	50000	50000	100	0
d) Bank/FI	0	00000	0		0	00000	00000		0
e) Any other	0	0	0	-	0	0	0	-	0
SUB TOTAL:(A) (1)	0	50000	50000	100	0	50000	50000	100	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	-	0	0	0	_	0
c) Bodies Corp.	0	0	0		0	0	0		0
d) Banks/FI	0	0	0		0	0	0		0
e) Any other	0	0	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 Promoter (A)= (A)(1)+(A)(2)	0	50000	50000	100	0	50000	50000	100	0
B. PUBLIC SHAREHOLDING	G								
(1) Institutions									
a) Mutual Funds	0		0						
b) Banks/FI	0	0	0		0	0	0		0
C) Cenntral govt	0	0	0		0	0	0		0
d) State Govt.	0	0	0		0	0	0		0
e) Venture Capital Fund	0	0	0		0	0	0		0
f) Insurance Companies	0	0	0		0	0	0		0
g) FIIS h) Foreign Venture	0	0	0		0	0	0		0
n) 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 corporates	0	0	0		0	0	0		0
i) Indian	0	0	0	0	0	0	0	0	0

ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders	0	0	0	0	0	0	0	0	0
holding nominal share									
capital upto Rs.1 lakhs									
ii) Individuals	0	0	0	0	0	0	0	0	0
shareholders holding									
nominal share capital in									
excess of Rs. 1 lakhs									
c) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	
Total Public Shareholding									
(B)= (B)(1)+(B)(2)									
C. Change held hu									
C. Shares held by	0	0	0	0	0	0	0	0	0
Custodian for									
GDRs & ADRs									
Grand Total (A+B+C)	0	50000	50000	100	0	50000	50000	100	0

(ii) SHARE HOLDING OF PROMOTERS

(iii)

SI No.	Shareholders Name	Shareholding at the begginning of the year (01.04.2014)			end	% change in share holding during the year		
			% of total shares of the	% of shares pledged	No of share	shares of the	% of shares pledged	
1	Jai Realty Ventures Limited		company 100	0	50000	company 100	encumbered 0	0
	Total	50000	100	0	50000	100	0	0

CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

SI. No.		Share holding a of the Year (Cumulative Share holding during the year		
		No. of Shares	% of total shares of the company	No of sha	% of total shares of the company
	At the beginning of the year	50000	100	50000	100
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/b onus/sweat equity etc)		No Change		
	At the end of the year	50000	100	50000	100

Shareholding Pattern of top ten Shareholders (other than Direcors, Promoters & Holders of GDRs & ADRs)

SI. No			Shareholding at the end of the year (31.03.2015)		
	For Each of the Top 10 Shareholders	No.of shares	% of total shares of the	lo of share	% of total shares of
	20 011010100000		company		the
					company
	At the beginning of th	e year			
	Date wise				
	increase/decrease in				
	Promoters Share				
	holding during the				
	year specifying the				
	reasons for		NOT APPLICA	BLE	
	increase/decrease				
	(e.g.				
	allotment/transfer/b				
	onus/sweat equity				
	etc)				
	At the end of the				
	year (or on the date				
	of separation, if				
	separated during the				
	year)				

(v) Shareholding of Directors & KMP

(iv)

	_			
	year (31.	03.2015)		
For Each of the	No.of shares	% of total	lo of share	% of total
Directors & KMP		shares of the		shares of
		company		the
				company
At the beginning of th	e year			
Date wise				
increase/decrease in				
Promoters Share				
holding during the				
year specifying the				
reasons for		NOT APPLICA	BLE	
increase/decrease				
-				
	Directors & KMP At the beginning of th Date wise increase/decrease in Promoters Share holding during the year specifying the	Year (31.For Each of the Directors & KMPNo.of sharesAt the beginning of the yearDate wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/b onus/sweat equity etc)At the end of the	year (31.03.2015)For Each of the Directors & KMPNo.of shares shares of the companyAt the beginning of the yearDate wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/b onus/sweat equity etc)NOT APPLICAL NOT APPLICAL	year (31.03.2015)ShareholdFor Each of the Directors & KMPNo.of shares% of total shares of the companyo of shareAt the beginning of the yearImage: Share begin the shares of the companyImage: Share begin the shares of the companyImage: Share begin the shares of the companyDate wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/b onus/sweat equity etc)NOT APPLICABLEAt the end of theImage: Share begin the share begin the

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for							
	payment Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes s			
Indebtness at the beginning of the financial year							
i) Principal Amount	-	52,953,354	-	52,953,354			
ii) Interest due but not paid	-	-	-	-			
iii) Interest accrued but not due	-	-	-	-			
Total (i+ii+iii)	-	52,953,354	-	52,953,354			
Change in Indebtedness during the financial year							
Additions	-	103,500	-	103,500			
Reduction	-	-	-	-			
Net Change	-	53,056,854	-	53,056,854			
Indebtedness at the end of the financial year							
i) Principal Amount	-	53,056,854	-	53,056,854			
ii) Interest due but not paid	-	3,467	-	3,467			
iii) Interest accrued but not due	-	-	-	-			
Total (i+ii+iii)	-	53,060,321	-	53,060,321			

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager: NIL

SI.No	Particul	ars of Rem	uneration	Name of the	ne MD/WTD)/Manager	Tota	l Amount
1	Gross salary							
	(a) Salary as pe provisions cont section 17(1) o Income Tax. 19	tained in If the	-	-	-	-	-	-
	(b) Value of pe u/s 17(2) of the tax Act, 1961	-	-	-	-	-	-	-
	(c) Profits in lie salary under se 17(3) of the Inc Act, 1961	ection	-	-	-	-	-	-
2	Stock option		-	-	-	-	-	-
3	Sweat Equity		-	-	-	-	-	-
4	Commission		-	-	-	-	-	-
	as % of profit		-	-	-	-	-	-

	others (specify)	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	-	-	-	-	-	-
	Ceiling as per the Act						3,000,000
	Since there is no profit,						
	(A) of Schedule V is applicable.						

B. Remuneration to other directors: NOT APPLICABLE

SI.No	Particulars of Remuneration	Name	e of the Dire	ectors	Total Amo	unt
1	Independent Directors	-	-	-	-	-
	(a) Fee for attending board committee	-	-	-	-	-
	meetings					
	(b) Commission	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non Executive Directors	-	-	-	-	-
	(a) Fee for attending	-	-	-	-	-
	board committee meetings					
	(b) Commission	-	-	-	-	-
	(c) Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Cieling as per the Act.					3,000,000
	Since there is no profit, Part II Section II					
	(A) of Schedule V is applicable.					

C.

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD : NIL

SI. No. Particulars of Remuneration			n	K	ey Manageri	al Personnel		Total
1	Gross Salary			CEO	Company Secretary	CFO	Total	
	(a) Salary as provisions containe section 17(1) of Income Tax Act, 196	the	-	-	-	-	-	-
	(b) Value of perqu u/s 17(2) of the Ind Tax Act, 1961		-	-	-	-	-	-
	(c) Profits in lie salary under se 17(3) of the Income Act, 1961	ction	-	-	-	-	-	-
2	Stock Option		-	-	-	-	-	-
3	Sweat Equity		-	-	-	-	-	-
4	Commission		-	-	-	-	-	-
	as % of profit		-	-	-	-	-	-
	others, specify		-	-	-	-	-	-
5	Others, please specify		-	-	-	-	-	-
	Total		-	-	-	-	-	-

PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES : NIL VII

Туре	Section of the Companies Act	Brief Description	Details of Penalty/Punish ment/Compoun ding fees imposed	Authority (RD/NCLT/C ourt)	Appeall made if any (give details)
A. COMPANY					<u> </u>
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
B. DIRECTORS	 	 		I	I
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
C. OTHER OFFIC	ERS IN DEFAU				
Penalty	NA	NIL	NIL	NIL	NIL
, Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HARI DARSHAN REALTY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **HARI DARSHAN REALTY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the 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 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 there under.

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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order 2015 ("the said 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 hereto, a statement on the matters specified in the paragraphs 3 and 4 of the said order.
- 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.

Contd....3

- (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 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 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) 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 has disclosed impact of its pending litigations on financial position in its financial statements as referred in note 9.3 of the financial statements.
 - ii. The Company does 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.

For Pathak H. D. & Associates

Chartered Accountants Firm Registration No. 107783W

Anuj Bhatia Partner Membership No.: 122179

Place: Mumbai Date: 07.05.2015

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

heading "Report (Annexure referred to in paragraph 1 under the on other legal and regulatory requirements" of our report of even date to the members of Hari Darshan Realty Limited on the for accounts the year ended 31st March 2015)

(i) In respect of its fixed assets:

The Company does not have any fixed assets; hence the provisions of Clause (i) of paragraph 3 of the said order are not applicable to the Company.

(ii) In respect of its inventories:

The Company has inventories only in relation to the development projects in progress. It does not have any other inventories during the year. The management has physically verified the project under development and no discrepancies were noticed. The Company has maintained the proper records for these projects.

(iii) In respect of loans, secured / unsecured,

The Company has not granted any loan, secured or unsecured, to companies, firm or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 and hence the provisions of Clause (iii) of paragraph 3 of the said order are not applicable to the Company.

- (iv) In our opinion and according to the information and explanations given to us there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods. During the year, the Company did not undertake any activity of purchase of inventory, fixed assets and sale of goods and services; however expenditure has been incurred by the Company in relation to the purchase of the inventory. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Hence, the provisions of Clause (v) of paragraph 3 of the said order are not applicable to the Company.

- (vi) According to the information and explanations given to us, Central Government has prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of activities carried on by the Company however maintenance of cost records is not applicable to the Company as company does not fall under the prescribed thresholds limits
- (vii) In respect of statutory and other dues:
 - (a) According to the records of the Company, the Company has generally been regular during the year in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax and Cess and other material statutory dues, as it applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanation given to us there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value added tax and cess as it applicable, which have not been deposited on account of any dispute.
 - (c) In our opinion and according to the information and explanations given to us the company has not required to be transferred any amount to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year which is more than fifty percent of its net worth. The Company has incurred cash losses during the current financial year and it had not incurred any cash losses immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, the Company has not taken any borrowings from financial institutions, banks or debenture holders, hence the provisions of Clause (ix) of paragraph 3 of the said order are not applicable to the Company.

- (x) As per the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, hence the provisions of Clause (x) of paragraph 3 of the said order are not applicable to the Company.
- (xi) The Company has not raised term loan during the year and hence, the provisions of Clause (xi) of the said order not applicable to the Company.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Pathak H. D. & Associates Chartered Accountants Firm Registration No. 107783W

Anuj Bhatia

Partner Membership No.: 122179

Place: Mumbai Date: 07.05.2015

HARI DARSHAN REALTY LIMITED BALANCE SHEET AS AT 31ST MARCH, 2015

				As At		(Amount in Rs As At
	Particulars	Note	•			
			3.	1 st March, 2015		31 st March, 2014
I	EQUITY AND LIABILITIES					
	Shareholders' funds					
	Share Capital	2	602,000		602,000	
	Reserves and Surplus	3	12,156,059	12,758,059	12,190,345	12,792,34
2	Non-current Liabilities					
	Long-term Borrowings	4	103,500		52,953,354	
	Other Long Term Liabilities	5	3,467	106,967	-	52,953,354
;	Current Liabilities					
	Trade Payables	6	1,476,302		1,491,301	
	Other Current Liabilities	7	52,967,604		14,045	
	Short-term Provisions	8	-	54,443,906	4,783	1,510,12
	TOTAL			67,308,932	-	67,255,82
I	ASSETS					
	Current Assets					
	Inventories	9	67,294,772		67,245,702	
	Cash and Bank Balances	10	14,160	67,308,932	10,126	67,255,82
	TOTAL			67,308,932	-	67,255,82
	Significant Accounting Policies	1				
	Notes on Financial Statements	2 to 19				

As per our report of even date For Pathak H. D. & Associates Chartered Accountants (Firm Registration No.107783W)

For and on behalf of the Board of Directors

Ajay Gupta Director (DIN 00375853) Raj Kumar Sarawgi Director (DIN 00375257)

Anuj Bhatia Partner Membership No.122179

Place : Mumbai Date : 7th May, 2015

HARI DARSHAN REALTY LIMITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

				(Amount in Rs.)
	Particulars	Note	Year Ended	Year Ended 31 st
	Falticulars	Note	31 st March, 2015	March, 2014
I	Revenue From Operations	11	-	3,550,000
II	Total Revenue	-		3,550,000
ш	Expenses			
	Land Development Expenses	12	49,070	58,623
	Changes in Inventories of Work in Progress	13	(49,070)	276,506
	Finance Costs	14	3,467	40,342
	Other Expenses	15	50,671	26,670
	Total Expenses	-	54,138	402,141
IV	Profit / (Loss) Before Tax (II- III)		(54,138)	3,147,859
v	Tax Expense			
	(1) Current Tax		-	989,700
	(2) Income Tax for Earlier Year		19,852	-
VI	Profit / (Loss) for the Year (IV - V)	=	(34,286)	2,158,159
VII	Earnings per Equity Share of Rs.10 each	16		
	Basic (In Rs.)		(0.69)	43.16
	Diluted (In Rs.)		(0.69)	35.85
	Significant Accounting Policies	1		
	Notes on Financial Statements	2 to 19		
s per	our report of even date			
	athak H. D. & Associates			
	ered Accountants	For and	on behalf of the Board	of Directors
irm [Registration No.107783W)			

Anuj Bhatia	Ajay Gupta	Raj Kumar Sarawgi
Partner	Director	Director
Membership No.122179	(DIN 00375853)	(DIN 00375257)
Place Mumbri		

Place : Mumbai Date : 7th May, 2015

HARI DARSHAN REALTY LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

			(Amount in Rs.)
	Particulars	Year Ended	Year Ended
	Farticulars	31 st March, 2015	31 st March, 2014
Α.	Cash Flow from Operating Activities		
	Net Profit/(Loss) before tax as per Statement of Profit and Loss	(54,138)	3,147,859
	Adjusted for	0.407	10.040
	Finance Cost	3,467	40,342
	Operating Profit/(Loss) before Working Capital Changes	(50,671)	3,188,201
	Adjusted for		
	Inventories	(49,070)	276,506
	Trade and Other Payables	(14,795)	6,563
	Cash (Used in)/ Generated from Operation	(114,536)	3,471,270
	Direct Taxes (Paid)/ Refund	15,070	(1,050,000)
	Net Cash (Used in)/ Generated from Operating Activities	(99,466)	2,421,270
R	Cash Flow from Investing Activities		
υ.	Net Cash (used in) / From Investing Activities		
	Net Cash (used in / 110in investing Activities		
C.	Cash Flow from Financing Activities		
	Proceeds of Long term Borrowings	103,500	1,133,321
	Re-payment of Long term Borrowings	-	(3,550,000)
	Finance Cost	-	(259)
	Net Cash (used in)/ Generated from Financing Activities	103,500	(2,416,938)
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	4,034	4,332
	Opening Balance of Cash and Cash Equivalents	10,126	5,794
		•	,
	Closing Balance of Cash and Cash Equivalents #	14,160	10,126
	# Components of Cash and Cash equivalents Refer note 10		
	Notes :		
4	Figures in brockets represent each outflow		

- 1 Figures in brackets represent cash outflow.
- 2 The above Cash Flow Statements has been prepared under the "Indirect Method" as set out in Accounting Standard-3 "Cash Flow Statement".
- 3 The previous year's figures have been regrouped, rearranged, and reclassified wherever necessary.

For Pathak H. D. & Associates Chartered Accountants (Firm Registration No.107783W)

For and on behalf of the Board of Directors

Anuj BhatiaAjay GuptaRaj Kumar SarawgiPartnerDirectorDirectorMembership No.122179(DIN 00375853)(DIN 00375257)

Place : Mumbai Date : 7th May, 2015

HARI DARSHAN REALTY LIMITED

Notes on Financial statements for the year ended 31st March, 2015

Note 1 Significant Accounting Policies

1.1 Basis Of Preparation Of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India

(Indian GAAP) including Accounting Standards notified under relevent provision of the Companies Act 2013. The financial statements

have been prepared as a going concern basis under the historical cost convention as adopted consistently by the Company.

1.2 Use Of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the Financial Statements and the reported amount of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognised in the period in which the results are known/materialised.

1.3 Inventories

Cost of inventories consists of cost of land, land development expenses, material services, construction cost, interest and financial

charges and other expenses related to project under development. In general, all Inventories of land are stated lower at cost and net

realisable value. Inventories of land are taken on the basis of Agreement to sell.

1.4 Preliminary And Share Issue Expenses

Preliminary and Share Issue expenses are charged to the Statement of Profit and Loss in the year in which they are incurred.

1.5 Provision For Current And Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual/reasonable certainty that the assets will be realized in future.

1.6 Provision ,Contingent Liabilities And Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on the 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. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.Contingent assets are neither recognized nor disclosed in the financial statements.

1.7 Revenue Recognition

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes sales of land and is recognised when significant risk and rewards of ownership of the land have passed to the buyer.

HARI DARSHAN REALTY LIMITED

Notes on Financial statements for the year ended 31st March, 2015

		(Amount in Rs.
Particulars	As At	As At
Faiticulais	31 st March, 2015	31 st March, 2014
Authorised		
0,000 Equity Shares of Rs. 10 each	600,000	600,000
60,000)		
10,000 1% Optionally Convertible Non-Cumulative, Redeemable	400,000	400,000
40,000) Preference Shares of Rs.10 each		
Total	1,000,000	1,000,000
ssued, Subscribed and Paid up		
50,000 Equity Shares of Rs. 10 each fully paid up	500,000	500,000
(50,000)		
10,200 1% Optionally Convertible Non-Cumulative, Redeemable	102,000	102,00
(10,200) Preference Shares of Rs. 10 each fully paid up		
Total	602,000	602,00

Figures in bracket represent previous year figures.

2.1 (i) Reconciliation of number of Equity Shares outstanding.			
Particulars	As At	As At	
	31 st March, 2015	31 st March, 2014	
Number of Shares outstanding at the beginning of the year	50,000	50,000	
Number of Shares outstanding at the end of the year	50,000	50,000	

(ii) Reconciliation of number of Preference Shares outstanding.			
Particulars	As At	As At	
Faiticulais	31 st March, 2015	31 st March, 2014	
Number of Shares outstanding at the beginning of the year	10,200	10,200	
Number of Shares outstanding at the end of the year	10,200	10,200	

2.2 (i) The Terms / Rights attached to the Equity Shares

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 any of the remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by shareholders.

(ii) The Terms of conversion / redemption of Preference Shares

^{1%} Optionally Convertible, Non - cumulative, Redeemable Preference Shares (OCPS) of Rs.10/- each fully paid-up were allotted on 31st January, 2008. The OCPS are redeemable at any time from the date of allotment i.e. 31.01.2008 at the option of the Company or at the end of 20 years from the date of allotment at a premium of Rs. 990/- each. The holder have also the option to seek conversion of each OCPS at any time prior to the redemption into One Equity Share of Rs. 10 each fully paid up. The preference share holders have a preferential right to non cumulative dividend of 1% per annum, carry a preferential right for repayment of capital in priority to the equity shares, on liquidation of the Company or repayment of capital. However, the preference shares carry no further or other right to participate either in the profits or assets of the Company.

2.3 Redemption Premium on preference shares as mentioned above wiill be paid out of the Securities Premium Account and hence no provision has been considered necessary.

2.4 Details of shares in the Company held by Holding Company

Particulars	As At 31 st March, 2015	As At 31 st March, 2014
Jai Realty Ventures Limited Equity Shares (in Nos.) (Including Equity Shares held jointly with nominees)	50,000	50,000
1% Optionally Convertible Non-Cumulative, Redeemable Preference Shares (in Nos.)	10,200	10,200

2.5 Details of shares in the Company held by each shareholder holding more than 5% shares:

Name of Shareholder	As At 31 st March, 2015		As At 31 st Ma	rch, 2014
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jai Realty Ventures Limited, Equity Shares (Including Equity Shares held jointly with nominees)	50,000	100	50,000	100
1% Optionally Convertible Non-Cumulative, Redeemable Preference Shares	10,200	100	10,200	100

HARI DARSHAN REALTY LIMITED Notes on Financial statements for the year ended 31st March, 2015

Note 3 - Reserves and Surplus

			(Amount in Rs.)
Destionless		As At	As At
Particulars		31 st March, 2015	31 st March, 2014
Securities Premium Account			
As per Last Balance Sheet		10,098,000	10,098,000
Surplus in Statement of Profit and Loss	2,092,345		(65,814)
Add: Profit/(Loss) for the year	-34,286		2,158,159
Closing Balance		2,058,059	2,092,345
Total		12,156,059	12,190,345

Note 4 - Long - Term Borrowings

	(Amount in Rs	.)
Particulars	As At As At 31st March, 2015 31 st March, 2014	
Unsecured Loans Loan from Related Party	103,500 52,953,354	1
Total	103,500 52,953,354	1

The above unsecured loan amount of Rs. 1,03,500 (Previous Year Rs. NIL) from holding company, which carry interest at the rate from 8% to 9 % 4.1 p.a., is repayable on 31st March 2025 with an option to the Company to repay earlier if sufficent funds are available with the Company.

The interest free loan from holding company of Rs. 5,29,53,354 (Previous year Rs. 5,29,53,354) (including current maturities of long term 4.2 borrowings as referred in note 7) is repayable on 30th June, 2015 with an option to the company to repay earlier if sufficent funds are available with the company.

For details refer note 18. 4.3

Note 5 - Other Long -term Liabilities

Particulars	As At 31 st March, 2015	As At 31 st March, 2014
Interest accrued but not due on borrowings	3,467	
Total	3,467	

Note 6 - Trade Payables

		(Amount in Rs.)
Deutioulana	As At	As At
Particulars	31 st March, 2015	31 st March, 2014
Micro, Small and Medium Enterprises	-	-
Others	1,476,302	1,491,301
Total	1,476,302	1,491,301

6.1 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act 2006 and hence disclosures as required by notification dated 16.11.2007 issued by the Ministry of Company Affairs have not been given.

Note 7 - Other Current Liabilities

		(Amount in Rs.)
Particulars	As At	As At
Particulars	31 st March, 2015	31 st March, 2014
Current Maturities of Long-term Borrowings	52,953,354	-
Other Payable		
Expenses Payables	14,250	14,045
Total	52,967,604	14,045

HARI DARSHAN REALTY LIMITED Notes on Financial statements for the year ended 31st March, 2015

Note 8 - Short - Term Provisions

		(Amount in Rs.)
Dertieulere	As At	As At
Particulars	31 st March, 2015	31 st March, 2014
Provision for Income Tax (Net)		4,783
Total	<u> </u>	4,783

Note 9 - Inventories

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		(Amount in Rs.)
Particulars	As At 31 st March, 2015	As At 31 st March, 2014
Work-in-Progress - Land and Development Expenses	67,294,772	67,245,702
Total	67,294,772	67,245,702

9.1 Refer Note No.1.3 for mode of valuation of inventories

9.2 Conveyance Deed of Rs. 1,04,73,299/- (Previous Year Rs. 6,72,45,702/-) is yet to be executed in the name of Company.

9.3 Possession of the land of Rs. 10,65,924 (Previous Year Rs. 4,91,291) is in dispute.

Note 10 - Cash and Bank Balances

		(Amount in Rs.)
Particulars	As At 31 st March, 2015	As At 31 st March, 2014
Cash and Cash Equivalents Balance with a Bank in Current Account	14,160	10,126
Total	14,160	10,126

Note 11 - Revenues from Operations

		(Amount in Rs.)
Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
Sale of Land	-	3,550,000
Total	<u> </u>	3,550,000

Note 12 - Land Development Expenses

			(Amount in Rs.)
	Particulars		Year Ended
			31 st March, 2014
	Other Development Expenses	-	12,780
	Legal, Professional and Consultancy Expenses	22,000	45,843
	Rates and Taxes	27,070	-
	Total	49,070	58,623
12.1	Legal, Professional and consultancy Expenses includes Rs. NIL (Previous Year Rs. 15,000) as prior p	eriod expenses.	

Note 13 - Changes in Inventories of Work in Progress

		(Amount in Rs.)
Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
At the end of the Year		
Work-in-Progress	67,294,772	67,245,702
At the beginning of the Year		
Work-in-Progress	67,245,702	67,522,208
Total	(49,070)	276,506

HARI DARSHAN REALTY LIMITED Notes on Financial statements for the year ended 31st March, 2015

Note 14 - Finance Cost

			(Amount in Rs.)
	Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
	Interest Expenses	3,467	40,342
	Total	3,467	40,342
14.1	Interest includes of Rs. NIL (Previous Year Rs. 40,342) for late payment of Income Tax & Service Tax		

Note 15 - Other Expenses

·		(Amount in Rs.)
Particulars	Year Ended	Year Ended
Faiticulais	31 st March, 2015	31 st March, 2014
Administrative and General Expenses		
Rates and Taxes	2,500	2,500
Legal, Professional and Consultancy Charges	8,989	9,288
Other Expenses	24,932	612
Bank Charges	-	225
Payment to Auditors		
Audit Fees	14,250	14,045
Total	50,671	26,670
Total		20,0

Note 16- Earnings Per Equity Share

Particulars	Year Ended 31 st March, 2015	Year Ended 31 st March, 2014
Net Profit/(Loss) for the Year Attributable for Equity Shareholders for Basic and Diluted EPS (In Rs.)	(34,286)	2,158,159
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS (in Nos.) Weighted Average Number of Equity Shares Outstanding During the Year for	50,000	50,000
Diluted EPS (in Nos.)	50,000	60,200
Basic Earning per share (in Rs.)	(0.69)	43.16
Diluted Earning per share (in Rs.)	(0.69)	35.85
Face Value per Equity Share (in Rs.)	10.00	10.00

16.1 The effects of 1% Optionally Conevertible Non-Cumulative Redeemable Preference Shares on the arrning per share are anti-dilutive and hence, the same is ignored for the purpose of calculation of dilutive earning per share.

16.2 Reconciliation between number of shares used for calculatine Basic and Diluted Earnings per share

Particulars	As At	As At
Particulars	31 st March, 2015	31 st March, 2014
Number of shares used for calculating Basic EPS	50,000	50,000
Add:- Potential Equity Shares (Optionally Convertible Non-Cumulative, Redeemable Preference		
Shares)	10,200	10,200
Number of shares used for calculating Diluted EPS	60,200	60,200

Note 17 - Segment Reporting

In the opinion of the Management and based on consideration of dominant source and nature of risk and returns, the Company's activities, during the year revolved around the single segment namely, "Builders and Developers". Considering the nature of Company's business and operations, there are no separate reportable segment (Business and/or Geographical) in accordance with the requirement of Accounting Standard 17-"Segment Reporting".

Note 18 - Related Party Disclosure

Information on Related Parties Disclosures as per Accounting Standard (AS-18) - "Related Party Disclosures" are given below:

(A)	List of Related Parties : Jai Realty Ventures Limited Jai Corp Limited		Ultima	Holding Company te Holding Company
(B)	Transactions with Related Parties :			
	Name of the Party	Nature of Transaction	2014-15	2013-14
	Jai Realty Ventures Limited	Equity Shares	500,000	500,000
		Opening Balance	500,000	500,000
		Closing Balance		
		1% Optionally Convertible Non-Cumulative, Redeemable		
		Preference Shares		
		Opening Balance	102,000	102,000
		Closing Balance	102,000	102,000
		Long term Borrowings		
		Opening Balance	52,953,354	55,370,033
		Received During the year	103,500	1,133,321
		Refund / Adjusted During the year	-	(3,550,000)
		Closing Balance *	53,056,854	52,953,354
		Interest Payable	3,467	-
		Interest Expenses	3,467	-
		Reimbursement of Expenses to	-	612
*	Includes current maturity of long term bo	prrowings.		

Note 19

Previous year's figures have been re-grouped, reworked, reclassified and re-arranged wherever necessary.

As per our report of even date For Pathak H. D. & Associates Chartered Accountants (Firm Registration No.107783W)

For and on behalf of the Board of Directors

Anuj Bhatia Partner Membership No.122179

Place : Mumbai Date : 7th May, 2015 Ajay Gupta Director (DIN 00375853) Raj Kumar Sarawgi Director (DIN 00375257)