

# HIND AGRI PROPERTIES LIMITED

## DIRECTORS' REPORT

Your Directors are pleased to present the Ninth Annual Report and the audited accounts for the year ended 31<sup>st</sup> March, 2015.

## FINANCIAL SUMMARY:

Particulars	Amount in Rs.	
	Year Ended 31-03-2015	Year Ended 31-03-2014
Total Income	--	-
Total Expenditure including Depreciation	120533	27,271
Loss before tax	(120533)	(27,271)
Less: Provision for tax	--	-
Loss after tax	(120533)	(27,271)

## THE CHANGE IN THE NATURE OF BUSINESS, 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.1,20,533/- (Rupees One lac twenty thousand five hundred thirty three only) as compared to the loss of Rs.27,271/- (Rupees Twenty seven thousand two hundred seventy one only) for the previous year. Your Company has further received Rs.92,000/- 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 94,400 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:**

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

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

No Director/Key managerial Personnel was appointed during the financial year 2014-15.

However subsequent to the year end, Shri Sunil Agrawal (DIN 00377723) was appointed as an additional director w.e.f. 26.05.2015. He will hold office as an additional directors till the conclusion of the ensuing annual general meeting and are eligible for appointment as Directors. The Company has received the notice under Section 160 of the Companies Act, 2013 from the members signifying the intention to propose the candidatures of Shri Sunil Agrawal for the office of Director.

Shri L.M. Dhanda (DIN 00190944) resigned w.e.f. 26.05.2015 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 Subodh Agrawal (DIN 01993001) 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 31<sup>st</sup> 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 31<sup>st</sup> March, 2015 and of the profit 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 31<sup>st</sup> 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, 2013:**

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 EXISTENCE OF THE COMPANY:**

In the opinion of the Board, elements of risk threatening 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 COMPLIANCE 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**

**Bijay Kumar Saraf**  
Director  
(DIN 00084108)

**Place : Mumbai**  
**Date : 27.08.2015**

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

**I REGISTRATION & OTHER DETAILS:**

i	CIN	U45201MH2006PLC165967
ii	Registration Date	04.12.2006
iii	Name of the Company	Hind Agri Properties Limited
iv	Category/Sub-category of the Company	Public Ltd. Company having Share Capital/Indian Non Government Company
v	Address of the Registered office & contact details	82, Maker Chambers III, Nariman Point, Mumbai 400021
vi	Whether listed company	NO
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	NA

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Real Estate Business Activity
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Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Real Estate	6810	NA

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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



<b>(2) Non Institutions</b>										
a) Bodies corporates	0	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>50000</b>	<b>50000</b>	<b>100</b>	<b>0</b>	<b>50000</b>	<b>50000</b>	<b>100</b>	<b>0</b>	<b>0</b>

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2014)			Shareholding at the end of the year (31.03.2015)			% change in share holding during
		No of shares	% of total shares of the company	% of shares pledged encumbered	NO of shares	% of total shares of the	% of shares pledged	
1	Jai Realty Ventures Limited	50000	100	0	50000	100	0	0
	<b>Total</b>	<b>50000</b>	<b>100</b>	<b>0</b>	<b>50000</b>	<b>100</b>	<b>0</b>	<b>0</b>

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

Sl. No.		Share holding at the beginning of the Year (01.04.2014)		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% 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/bonus/sweat equity etc)	<b>NO CHANGE</b>			
	At the end of the year	<b>50000</b>	<b>100</b>	<b>50000</b>	<b>100</b>

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

Sl. No		Shareholding at the end of the year (31.03.2015)		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year				



	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>NOT APPLICABLE</b>			
	At the end of the year (or on the date of separation, if separated during the year)				

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
	<b>For Each of the Directors &amp; KMP</b>	<b>No.of shares</b>	<b>% of total shares of the company</b>	<b>No of shares</b>	<b>% of total shares of the company</b>
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	<b>NOT APPLICABLE</b>			
	At the end of the year				

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	-	94,224,469	-	94,224,469
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>94,224,469</b>	<b>-</b>	<b>94,224,469</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	-	92,000	-	92,000
Reduction	-	-	-	-
<b>Net Change</b>	<b>-</b>	<b>94,316,469</b>	<b>-</b>	<b>94,316,469</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	94,316,469	-	94,316,469
ii) Interest due but not paid	-	5,699	-	5,699
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>-</b>	<b>94,322,168</b>	<b>-</b>	<b>94,322,168</b>

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	<b>Gross salary</b>	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-

	others (specify)	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	<b>Total (A)</b>	-	-	-	-	-	-
	<b>Ceiling as per the Act</b>						<b>3,000,000</b>

Since there is no profit, Part II Section II (A) of Schedule V is applicable.

**B. Remuneration to other directors: NOT APPLICABLE**

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount	
1	Independent Directors	-	-	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c ) Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-	-
2	Other Non Executive Directors	-	-	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c ) Others, please specify.	-	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-	-
	<b>Overall Cieling as per the Act.</b>						<b>3,000,000</b>
	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**

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

VII **PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL**

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)
<b>A. COMPANY</b>					
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
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 HIND AGRI PROPERTIES LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **HIND AGRI PROPERTIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> 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 31<sup>st</sup> 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.

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- (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 31<sup>st</sup> 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 its pending litigation on its financial position in its financial statements as referred in note 10.2 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 AUDITOR'S REPORT

**(Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Hind Agri Properties Limited on the accounts for the year ended 31<sup>st</sup> 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 does 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. 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 as at 31<sup>st</sup> 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) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder.
- (viii) *The Company has accumulated losses at the end of the financial year which is more than fifty per cent of its net worth. The Company has incurred cash losses during the current financial year and in the 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.

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- (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

**HIND AGRI PROPERTIES LIMITED**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

(Amount in Rs.)

Particulars	Note	As At		As At
		31 <sup>st</sup> March, 2015		31 <sup>st</sup> March, 2014
<b>I EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
Share Capital	2	500,000	500,000	
Reserves and Surplus	3	<u>(397,497)</u>	<u>102,503</u>	223,036
<b>2 Non-current Liabilities</b>				
Long-term Borrowings	4	92,000	94,224,469	
Other Long Term Liabilities	5	<u>5,698</u>	<u>97,698</u>	94,224,469
<b>3 Current Liabilities</b>				
Trade Payables	6	5,000	5,000	
Other Current Liabilities	7	<u>94,239,353</u>	<u>94,244,353</u>	19,045
<b>TOTAL</b>		<u><u>94,444,554</u></u>	<u><u>94,466,550</u></u>	
<b>II ASSETS</b>				
<b>1 Non-current Assets</b>				
Non-current Investments	8	30,587	30,587	
Long-term Loans and Advances	9	<u>993</u>	<u>31,580</u>	31,580
<b>2 Current Assets</b>				
Inventories	10	94,339,429	94,339,429	
Cash and Bank Balances	11	53,545	75,541	
Short-term Loans and Advances	12	<u>20,000</u>	<u>94,412,974</u>	94,434,970
<b>TOTAL</b>		<u><u>94,444,554</u></u>	<u><u>94,466,550</u></u>	
<b>Significant Accounting Policies</b>	1			
<b>Notes on Financial Statements</b>	2 to 20			

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

**Subodh Agrawal**  
Director  
(DIN 01993001)

**Bijay Kumar Saraf**  
Director  
(DIN 00084108)

**Place :** Mumbai

**Date :** 7<sup>th</sup> May, 2015

**HIND AGRI PROPERTIES LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015****(Amount in Rs.)**

<b>Particulars</b>	<b>Note</b>	<b>Year Ended 31<sup>st</sup> March, 2015</b>	<b>Year Ended 31<sup>st</sup> March, 2014</b>
<b>I Other Income</b>		-	-
<b>II Total Revenue</b>		-	-
<b>III Expenses</b>			
Land Development Expenses	<b>13</b>	-	70,800
Changes in Inventories of Work in Progress	<b>14</b>	-	(70,800)
Finance Costs	<b>15</b>	<b>6,332</b>	-
Other Expenses	<b>16</b>	<b>114,201</b>	<b>27,271</b>
<b>Total Expenses</b>		<b>120,533</b>	<b>27,271</b>
<b>IV Profit / (Loss) Before Tax (II- III)</b>		<b>(120,533)</b>	<b>(27,271)</b>
<b>V Tax Expense</b>		-	-
<b>VI Net Profit / (Loss) for the Year (IV - V)</b>		<b>(120,533)</b>	<b>(27,271)</b>
<b>VII Earnings per Equity Share of Rs.10 each (Basic and Diluted) (In Rs.)</b>	<b>17</b>	<b>(2.41)</b>	<b>(0.55)</b>
<b>Significant Accounting Policies</b>	<b>1</b>		
<b>Notes on Financial Statements</b>	<b>2 to 20</b>		

As per our report of even date  
**For Pathak H. D. & Associates**  
Chartered Accountants  
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Director  
(DIN 00084108)

**Place :** Mumbai

**Date :** 7<sup>th</sup> May, 2015

**HIND AGRI PROPERTIES LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

**(Amount in Rs.)**

Particulars	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
<b>A. Cash Flow from Operating Activities</b>		
Net (Loss) before tax as per Statement of Profit and Loss	(120,533)	(27,271)
<b>Adjusted for</b>		
Finance Cost	6,332	-
<b>Operating (Loss) before Working Capital Changes</b>	(114,201)	(27,271)
<b>Adjusted for</b>		
Inventories	-	(70,800)
Trade and Other Payables	205	(4,500)
<b>Net Cash used in Operating Activities</b>	(113,996)	(102,571)
<b>B. Cash Flow from Investing Activities</b>		
<b>Net Cash from / (used in) Investing Activities</b>	-	-
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Long term Borrowings	92,000	103,512
<b>Net Cash From Financing Activities</b>	92,000	103,512
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	(21,996)	941
<b>Opening Balance of Cash and Cash Equivalents</b>	75,541	74,600
<b>Closing Balance of Cash and Cash Equivalents #</b>	53,545	75,541

# Components of Cash and Cash equivalents Refer note 11

**Notes :**

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

**Subodh Agrawal**      **Bijay Kumar Saraf**  
Director                      Director  
(DIN 01993001)          (DIN 00084108)

**Place :** Mumbai  
**Date :** 7<sup>th</sup> May, 2015

## **HIND AGRI PROPERTIES LIMITED**

### **Notes on Financial statements for the year ended 31<sup>st</sup> 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 relevant 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**

Inventories comprise of cost of project activities under development (W.I.P.). 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 at lower of cost and net realisable value. Inventories of land are taken on the basis of Agreement to sell.

##### **1.4 Investments**

Current investments are carried at lower of cost and market value/NAV, computed individually. Long Term Investments are stated at cost. Provision for diminution in the value of long Term investments is made only if such decline is other than temporary in the opinion of the management.

##### **1.5 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.

##### **1.6 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.

##### **1.7 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.

**HIND AGRI PROPERTIES LIMITED****Notes on Financial statements for the year ended 31<sup>st</sup> March, 2015****Note 2 - Share Capital**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>Authorised</b>		
<b>485,000</b> Equity Shares of Rs. 10 each (485,000)	<b>4,850,000</b>	4,850,000
<b>15,000</b> 1% Optionally Convertible Non-Cumulative, Redeemable (15,000) Preference Shares of Rs. 10 each	<b>150,000</b>	150,000
<b>Total</b>	<b>5,000,000</b>	5,000,000
<b>Issued, Subscribed and Paid up</b>		
<b>50,000</b> Equity Shares of Rs. 10 each fully paid up (50,000)	<b>500,000</b>	500,000
<b>Total</b>	<b>500,000</b>	500,000

Figures in bracket represent previous year figures.

**2.1 Reconciliation of number of Equity Shares outstanding.**

Particulars	As At	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Number of Shares outstanding at the beginning of the year	<b>50,000</b>	50,000
Number of Shares outstanding at the end of the year	<b>50,000</b>	50,000

**2.2 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.

**2.3 Details of shares in the Company held by Holding Company**

Particulars	As At	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
<b>Jai Realty Ventures Limited</b> Equity Shares (in Nos.) ( Including Equity Shares held jointly with nominees)	<b>50,000</b>	50,000

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

Name of Shareholder	As At 31 <sup>st</sup> March, 2015		As At 31 <sup>st</sup> March, 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Jai Realty Ventures Limited</b> Equity Shares ( Including Equity Shares held jointly with nominees)	<b>50,000</b>	<b>100</b>	50,000	100

**HIND AGRI PROPERTIES LIMITED**  
**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2015**

**Note 3 - Reserves and Surplus**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
Surplus in Statement of Profit and Loss	(276,964)	(249,693)
Add: (Loss) for the year	(120,533)	(27,271)
<b>Closing Balance</b>	<b>(397,497)</b>	<b>(276,964)</b>
<b>Total</b>	<b>(397,497)</b>	<b>(276,964)</b>

**Note 4 - Long - Term Borrowings**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>Unsecured Loans</b>		
Loan from Related Party	92,000	94,224,469
<b>Total</b>	<b>92,000</b>	<b>94,224,469</b>

- 4.1 The above unsecured loan amount of Rs. **92,000** (Previous Year Rs. NIL) from holding company, which carry interest at the rate from 8% to 9.25% p.a., is repayable on 31st March 2025 with an option to the Company to repay earlier if sufficient funds are available with the Company.
- 4.2 The interest free loan from holding company of Rs. **9,42,24,469** (Previous year Rs. 9,42,24,469 ) (including current maturities of long term borrowings as referred in note 7) is repayable on 30th June, 2015 with an option to the company to repay earlier if sufficient funds are available with the company.
- 4.3 For details refer note 19

**Note 5 - Other Long -term Liabilities**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
Interest accrued but not due on borrowings	5,698	-
<b>Total</b>	<b>5,698</b>	<b>-</b>

**Note 6 - Trade Payables**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
Micro, Small and Medium Enterprises	-	-
Others	5,000	5,000
	<b>5,000</b>	<b>5,000</b>

- 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**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
Current Maturity of Long Term Borrowings	94,224,469	-
<b>Other Payable</b>		
Statutory Dues	634	-
Expenses Payable	14,250	14,045
<b>Total</b>	<b>94,239,353</b>	<b>14,045</b>



**HIND AGRI PROPERTIES LIMITED**  
**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2015**

**Note 8 - Non-Current Investments**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>Other Than Trade Investments</b>		
<b>Investment in Property</b>		
Investment in Agricultural Land	30,587	30,587
<b>Total</b>	<b>30,587</b>	<b>30,587</b>

8.1 Refer Note 1.4 for basis of valuation of Non Current Investments

8.2 Aggregate Amount of unquoted Investments **Rs. 30,587** ( Previous Year Rs.30,587)

**Note 9 - Long - Term Loans and Advances**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>(Unsecured, Considered Good)</b>		
Income Tax (Net)	993	993
<b>Total</b>	<b>993</b>	<b>993</b>

**Note 10 - Inventories**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
Work-in-Progress - Land and Development Expenses	94,339,429	94,339,429
<b>Total</b>	<b>94,339,429</b>	<b>94,339,429</b>

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

10.2 Conveyance Deed is yet to be executed in the name of Company.

10.3 Possession of the land of **Rs.9,24,19,904** ( Previous Year Rs. 2,38,72,658) is in dispute.

**Note 11 - Cash and Bank Balances**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>Cash and Cash Equivalents</b>		
Balance with Banks in Current Account	53,545	75,541
<b>Total</b>	<b>53,545</b>	<b>75,541</b>

**Note 12 - Short - Term Loans and Advances**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2015	As At 31 <sup>st</sup> March, 2014
<b>(Unsecured, Considered Good)</b>		
<b>Others</b>		
Advance to Sundry Creditors	20,000	20,000
<b>Total</b>	<b>20,000</b>	<b>20,000</b>

**Note 13 - Land Development Expenses**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
Legal, Professional and Consutancy Expenses	-	18,000
Survey and Other Charges	-	52,800
<b>Total</b>	<b>-</b>	<b>70,800</b>

**HIND AGRI PROPERTIES LIMITED**  
**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2015**

**Note 14 - Changes in Inventories of Work in Progress**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
<b>At the end of the Year</b>		
Work-in-Progress	94,339,429	94,339,429
<b>At the beginning of the Year</b>		
Work-in-Progress	94,339,429	94,268,629
<b>Total</b>	<u>-</u>	<u>(70,800)</u>

**Note 15 - Finance Cost**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
Interest Expenses	6,332	-
<b>Total</b>	<u>6,332</u>	<u>-</u>

**Note 16 - Other Expenses**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
<b>Administrative and General Expenses</b>		
Rates and Taxes	2,500	2,500
Legal, Professional and Consultancy Charges	66,989	9,489
Other Expenses	30,462	1,012
Bank Charges	-	225
<b>Payment to Auditors</b>		
Audit Fees	14,250	14,045
<b>Total</b>	<u>114,201</u>	<u>27,271</u>

**Note 17 - Earnings Per Equity Share**

Particulars	Year Ended	
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
Net (Loss) for the Year Attributable for Equity Shareholders for Basic and Diluted EPS (In Rs.)	(120,533)	(27,271)
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	50,000	50,000
Basic and Diluted Earning per share of Rs. 10 each (in Rs.)	(2.41)	(0.55)
Face Value per Equity Share (in Rs.)	10.00	10.00

**HIND AGRI PROPERTIES LIMITED**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2015**Note 18 - 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 19 - 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	Holding Company
Jai Corp Limited	Ultimate Holding Company

**(B) Transactions with Related Parties :**

Name of the Party	Nature of Transaction	(Amount in Rs.)	
		2014-15	2013-14
Jai Realty Ventures Limited	<b>Equity Shares</b>		
	-- Opening Balance	<b>500,000</b>	500,000
	-- Closing Balance	<b>500,000</b>	500,000
	<b>Long term Borrowings</b>		
	-- Opening Balance	<b>94,224,469</b>	94,120,957
	-- Received During the year	<b>92,000</b>	103,512
	-- Closing Balance *	<b>94,316,469</b>	94,224,469
	<b>Interest Payable</b>	<b>5,698</b>	-
	<b>Interest Expenses</b>	<b>6,332</b>	-
	<b>Reimbursement of Expenses to</b>	<b>-</b>	1,012

\* Includes current maturity of long term borrowings.

**Note 20**

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

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 Director  
 (DIN 00084108)

**Place :** Mumbai

**Date :** 7<sup>th</sup> May, 2015