

RUDRADEV DEVELOPERS LIMITED

DIRECTORS' REPORT

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

FINANCIAL SUMMARY:

| Particulars | Amount in Rs. | |
|---|--------------------------|--------------------------|
| | Year Ended 31-03-2015 | Year Ended 31-03-2014 |
| Total Income | -- | - |
| Total Expenditure including Depreciation | 31,928 | 26,670 |
| Profit/(Loss) before tax | (31,928) | (26,670) |
| Less: Provision for tax | -- | Nil |
| Profit/(Loss) after tax | (31,928) | (26,670) |

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.31,928/- (Rupees Thirty one thousand nine hundred twenty eight only) as compared to the loss of Rs.26,670/- (Rupees Twenty six thousand six hundred seventy only) for the previous year. Your Company has further received Rs.31,610/- 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 1,17,400 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:

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:

The Company has appointed Shri Satyapal Jain (DIN 00011774) as an additional director w.e.f. 04.02.2015. Shri Satyapal Jain (DIN 00011774) holds office as an additional director till the conclusion of the ensuing Annual General Meeting and are eligible for an appointment for the office of a Director.

The Company has received notice along with requisite deposit from the member under Section 160 of the Companies Act, 2015 signifying the intention to propose the candidature of Shri Satyapal Jain for the office of the Director.

Shri Lalit Mohan Dhanda resigned from the Directorship of the Company w.e.f. 30.03.2015.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Ananjan Datta (DIN 00434224) 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, 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 EXISTANCE OF THE COMPANY:

In the opinion of the Board, the elements of risk threatening the Company's existence are 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 are no employees whose remuneration requires disclosure in terms of the provisions of Companies (Appointment & Remuneration) Rules, 2014.

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

**Ananjan Datta
Director
(DIN 00434224)**

**Place : Mumbai
Date : 27.08.2015**

| |
|--|
| FORM NO. MGT 9 |
| EXTRACT OF ANNUAL RETURN |
| As on financial year ended on 31.03.2014 |
| Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014. |

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|--|
| i | CIN | U45400MH2007PLC174700 |
| ii | Registration Date | 04.10.2007 |
| iii | Name of the Company | Rudradev Developers 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 |
|-------------------------------|

| 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) |

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

(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 |
| | | | | | | | | |
| | Total | 50000 | 100 | 0 | 50000 | 100 | 0 | 0 |

(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 | 100.00 |
| | No Change | | | | |
| | At the end of the year | 50000 | 100 | 50000 | 100.00 |

(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) | NOT APPLICABLE | | | |
| | At the end of the year (or on the date of separation, if separated during the year) | | | | |

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

| Sl. No | For Each of the Directors & KMP | 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 |
| | 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) | NOT APPLICABLE | | | |
| | 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 |
| Indebtness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 117,315,257 | - | 117,315,257 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 117,315,257 | - | 117,315,257 |
| Change in Indebtedness during the financial year | | | | |
| Additions | - | 31,610 | - | 31,610 |
| Reduction | - | - | - | - |
| Net Change | - | 117,346,867 | - | 117,346,867 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 117,346,867 | - | 117,346,867 |
| ii) Interest due but not paid | - | 816 | - | 816 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 117,347,683 | - | 117,347,683 |

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 | Gross salary | - | - |
| | (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 | - | - | - | - | - |
| | Total (A) | - | - | - | - | - |
| | Ceiling as per the Act | - | - | - | - | 3,000,000 |
| | 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 | - | - | - | - | |
| | 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 Ceiling 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 : NOT APPLICABLE

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | | | Total |
|---------|--|--------------------------|-------------------|-----|-------|---|-------|
| | | CEO | Company Secretary | CFO | Total | | |
| 1 | Gross Salary | | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | - | - | - | - | - | |
| | (b) Value of perquisites 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 | - | - | - | - | - | |
| | | - | - | - | - | - | |
| | Total | - | - | - | - | - | |

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) |
|-------------------------------------|------------------------------|-------------------|--|---------------------------|-----------------------------------|
| A. COMPANY | | | | | |
| | | | | | |
| Penalty | NA | NIL | NIL | NIL | NIL |
| Punishment | NA | NIL | NIL | NIL | NIL |
| Compounding | NA | NIL | NIL | NIL | NIL |
| | | | | | |
| B. DIRECTORS | | | | | |
| | | | | | |
| Penalty | NA | NIL | NIL | NIL | NIL |
| Punishment | NA | NIL | NIL | NIL | NIL |
| Compounding | NA | NIL | NIL | NIL | NIL |
| | | | | | |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| | | | | | |
| 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 RUDRADEV DEVELOPERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **RUDRADEV DEVELOPERS 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.

: 2:

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.

Emphasis of Matter

We draw attention to the note 9.1 of the financial statement, in respect of non receipts of balance confirmation advances given for purchase of land.

Our opinion is not modified in respect of above matter.

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.

: 3:

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid 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 the impact of pending litigation on its financial position in its financial statements as referred to in Note 13 to 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 Rudradev Developers Limited on the accounts for 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 no inventory; hence the provisions of Clause (ii) of paragraph 3 of the said order are not applicable to the Company.
- (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. 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.

:2:

- (vi) According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of activities carried on by the Company. Hence the provisions of clause (vi) of the said order are not applicable to the Company.
- (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) The disputed statutory dues aggregating to Rs. **30,10,977/-** that have not been deposited on account of matters pending before appropriate authorities are as under:-

| Name of the Statute | Nature of the Dues | Amount in Rs. | Period | Forum where dispute is pending |
|----------------------|--------------------|------------------|------------|-------------------------------------|
| Income Tax Act, 1961 | Income Tax | 71,990 | AY 2008-09 | Commissioner of Income Tax (Appeal) |
| | | 29,38,987* | AY 2009-10 | |
| Total | | 30,10,977 | | |

(*) Net of Rs. 1,76,60,000/- deposited under protest.

- (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.

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- (viii) The Company has accumulated losses at the end of the financial year which is not 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.
- (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

RUDRADEV DEVELOPERS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in Rs.)

| Particulars | Note | As At | |
|--|---------|------------------------------|---------------------------------------|
| | | 31 st March, 2015 | As At 31 st March, 2014 |
| I EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| Share Capital | 2 | 500,000 | 500,000 |
| Reserves and Surplus | 3 | <u>(189,738)</u> | <u>(157,810)</u> |
| | | 310,262 | 342,190 |
| 2 Non-current Liabilities | | | |
| Long-term Borrowings | 4 | 31,610 | 117,315,257 |
| Other Long Term Liabilities | 5 | <u>816</u> | <u>-</u> |
| | | 32,426 | 117,315,257 |
| 3 Current Liabilities | | | |
| Other Current Liabilities | 6 | 117,329,507 | 14,045 |
| TOTAL | | <u><u>117,672,195</u></u> | <u><u>117,671,492</u></u> |
| II ASSETS | | | |
| 1 Non-current Assets | | | |
| Long-term Loans and Advances | 7 | 17,660,564 | 17,660,564 |
| 2 Current Assets | | | |
| Cash and Bank Balances | 8 | 11,631 | 10,928 |
| Short-term Loans and Advances | 9 | <u>100,000,000</u> | <u>100,000,000</u> |
| | | 100,011,631 | 100,010,928 |
| TOTAL | | <u><u>117,672,195</u></u> | <u><u>117,671,492</u></u> |
| Significant Accounting Policies | 1 | | |
| Notes on Financial Statements | 2 to 16 | | |

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

A.Datta
Director
(DIN : 00434224)

Bijay Kumar Saraf
Director
(DIN : 00084108)

Place : Mumbai
Date : 7th May, 2015

RUDRADEV DEVELOPERS LIMITED**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015****(Amount in Rs.)**

| Particulars | Note | Year Ended 31st March, 2015 | Year Ended 31st March, 2014 |
|---|----------------------|---|---|
| I Income | | | |
| Other Income | | - | - |
| II Total Revenue | | <u>-</u> | <u>-</u> |
| III Expenses | | | |
| Finance Costs | 10 | 816 | - |
| Other Expenses | 11 | 31,112 | 26,670 |
| Total Expenses | | <u>31,928</u> | <u>26,670</u> |
| IV Profit / (Loss) Before Tax (II- III) | | (31,928) | (26,670) |
| V Tax Expense | | - | - |
| VI Net Profit / (Loss) for the Year (IV - V) | | <u>(31,928)</u> | <u>(26,670)</u> |
| VII Earnings per Equity Share of Rs.10 each (Basic and Diluted) (In Rs.) | 12 | (0.64) | (0.53) |
| Significant Accounting Policies Notes on Financial Statements | 1 2 to 16 | | |

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

A.Datta
Director
(DIN : 00434224)

Bijay Kumar Saraf
Director
(DIN : 00084108)

Place : Mumbai

Date : 7th May, 2015

RUDRADEV DEVELOPERS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

| Particulars | (Amount in Rs.) | |
|---|--|--|
| | Year Ended 31 st March, 2015 | Year Ended 31 st March, 2014 |
| A. Cash Flow from Operating Activities | | |
| Net (Loss) before tax as per Statement of Profit and Loss | (31,928) | (26,670) |
| Adjusted for | | |
| Finance Cost | 816 | - |
| Operating (Loss) before Working Capital Changes | (31,112) | (26,670) |
| Adjusted for | | |
| Other Payables | 205 | - |
| Net Cash Used in Operating Activities | (30,907) | (26,670) |
| B. Cash Flow from Investing Activities | | |
| Net Cash from / (used in) Investing Activities | - | - |
| C. Cash Flow from Financing Activities | | |
| Proceeds from Long term Borrowings | 31,610 | 32,112 |
| Net Cash From Financing Activities | 31,610 | 32,112 |
| Net Increase in Cash and Cash Equivalents (A+B+C) | 703 | 5,442 |
| Opening Balance of Cash and Cash Equivalents | 10,928 | 5,486 |
| Closing Balance of Cash and Cash Equivalents # | 11,631 | 10,928 |

Components of Cash and Cash equivalents Refer note 8

Notes :

- 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.

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

A.Datta
Director
(DIN : 00434224)

Bijay Kumar Saraf
Director
(DIN : 00084108)

Place : Mumbai

Date : 7th May, 2015

RUDRADEV DEVELOPERS 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 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 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.

1.4 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.

1.5 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.

RUDRADEV DEVELOPERS LIMITEDNotes on Financial statements for the year ended 31st March, 2015**Note 2 - Share Capital****(Amount in Rs.)**

| Particulars | As At | |
|---|------------------------------|------------------------------|
| | 31 st March, 2015 | 31 st March, 2014 |
| Authorised | | |
| 85,000 Equity Shares of Rs. 10 each (85,000) | 850,000 | 850,000 |
| 15,000 1% Optionally Convertible Non-Cumulative, Redeemable (15,000) Preference Shares of Rs. 10 each | 150,000 | 150,000 |
| Total | 1,000,000 | 1,000,000 |
| Issued, Subscribed and Paid up | | |
| 50,000 Equity Shares of Rs. 10 each fully paid up (50,000) | 500,000 | 500,000 |
| Total | 500,000 | 500,000 |

Figures in bracket represent previous year figures.

2.1 Reconciliation of number of Equity Shares outstanding.

| Particulars | 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 |

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 st March, 2015 | 31 st March, 2014 |
| Jai Realty Ventures Limited Equity Shares (in Nos.) (Including Equity Shares held jointly with nominees) | 50,000 | 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 st March, 2015 | | As At 31 st March, 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 |

Note 3 - Reserves and Surplus

| Particulars | (Amount in Rs.) | |
|--|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Surplus in Statement of Profit and Loss | | |
| Add: (Loss) for the year | (157,810) | (131,140) |
| Closing Balance | (31,928) | (26,670) |
| Total | (189,738) | (157,810) |

Note 4 - Long - Term Borrowings

| Particulars | (Amount in Rs.) | |
|-------------------------|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Unsecured Loans | | |
| Loan from Related Party | 31,610 | 117,315,257 |
| Total | 31,610 | 117,315,257 |

- 4.1 The above unsecured loan amount of Rs. 31,610 (Previous Year Rs. NIL) from holding company, which carry interest at the rate from 8% to 9 % 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. 11,73,15,257 (Previous year Rs. 11,73,15,257) (including current maturities of long term borrowings as referred in note 6) 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 no. 15

Note 5 - Other Long -term Liabilities

| Particulars | (Amount in Rs.) | |
|--|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Interest accrued but not due on borrowings | 816 | - |
| Total | 816 | - |

Note 6 - Other Current Liabilities

| Particulars | (Amount in Rs.) | |
|--|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Current Maturities of Long-term Borrowings | 117,315,257 | - |
| Other Payable | | |
| Expenses Payable | 14,250 | 14,045 |
| Total | 117,329,507 | 14,045 |

Note 7 - Long - Term Loans and Advances

| Particulars | (Amount in Rs.) | |
|-------------------------------------|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| (Unsecured, Considered Good) | | |
| Income Tax (Net) | 17,660,564 | 17,660,564 |
| Total | 17,660,564 | 17,660,564 |

- 7.1 Income Tax includes of Rs. 1,76,60,000 (Previous Year Rs. 1,76,60,000) as deposit against Income Tax Appeal.

Note 8 - Cash and Bank Balances

| Particulars | (Amount in Rs.) | |
|--|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Cash and Cash Equivalents | | |
| Balance with a Bank in Current Account | 11,631 | 10,928 |
| Total | 11,631 | 10,928 |

Note 9 - Short - Term Loans and Advances

| Particulars | (Amount in Rs.) | |
|-------------------------------------|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| (Unsecured, Considered Good) | | |
| Other Loans and Advances | | |
| Advance towards purchase of Land | 100,000,000 | 100,000,000 |
| Total | 100,000,000 | 100,000,000 |

9.1 Advance towards Purchase of Land is subject to confirmation, though management is confident of recovery.

Note 10 - Finance Cost

| Particulars | (Amount in Rs.) | |
|-------------------|--|--|
| | Year Ended 31 st March, 2015 | Year Ended 31 st March, 2014 |
| Interest Expenses | 816 | - |
| Total | 816 | - |

Note 11 - Other Expenses

| Particulars | (Amount in Rs.) | |
|---|--|--|
| | Year Ended 31 st March, 2015 | Year Ended 31 st March, 2014 |
| Administrative and General Expenses | | |
| Rates and Taxes | 2,500 | 2,500 |
| Legal, Professional and Consultancy Charges | 8,989 | 9,289 |
| Bank Charges | - | 224 |
| Other Expenses | 5,373 | 612 |
| Payment to Auditors | | |
| Audit Fees | 14,250 | 14,045 |
| Total | 31,112 | 26,670 |

Note 12 - Earnings Per Equity Share

| Particulars | (Amount in Rs.) | |
|--|--|--|
| | Year Ended 31 st March, 2015 | Year Ended 31 st March, 2014 |
| Net (Loss) for the Year Attributable for Equity Shareholders for Basic and Diluted EPS (In Rs.) | (31,928) | (26,670) |
| 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.) | (0.64) | (0.53) |
| Face Value per Equity Share (in Rs.) | 10.00 | 10.00 |

Note 13 - Contingent Liabilities

| Particulars | (Amount in Rs.) | |
|--|---------------------------------------|---------------------------------------|
| | As At 31 st March, 2015 | As At 31 st March, 2014 |
| Contingent Liabilities | | |
| Claims against the Company not acknowledged as debts | | |
| Disputed Liabilities in Appeal (No Cash outflow is expected in the near future) | | |
| - Income Tax | 20,670,977 | 20,670,977 |
| Total | 20,670,977 | 20,670,977 |

13.1 During the Assessment Year 2009-10 Income tax department had carried out search and seizure actions under section 132 of the Income Tax Act, 1961 ("Act") in the case of the Company, its employees and close associates who were closely involved in the processing of acquiring the land. As a result, the Company had received demand under section 156 of the Act. The Company had disputed the same and paid Rs.1,76,60,000 till 31st March, 2015 under protest and filed an appeal against the above order with CIT (A). The company has been advised that the above demands are not likely to be resulted into any material tax liability and hence no provision is considered necessary in respect of the above matter.

13.2 Management of the view that above litigation will not impact the financial position of the Company.

Note 14 - Segment Reporting

There is no separate reportable segment hence information as defined in the Accounting Standard 17 "Segment Reporting" is not given.

Note 15 - 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 | 2014-15 | (Amount in Rs.) 2013-14 |
|-----------------------------|-------------------------------------|--------------------|------------------------------------|
| Jai Realty Ventures Limited | Equity Shares | | |
| | -- Opening Balance | 500,000 | 500,000 |
| | -- Closing Balance | 500,000 | 500,000 |
| | Long-term Borrowings | | |
| | -- Opening Balance | 117,315,257 | 117,283,145 |
| | -- Received During the year | 31,610 | 32,112 |
| | -- Closing Balance * | 117,346,867 | 117,315,257 |
| | Interest Payable | 816 | - |
| | Interest Paid | 816 | - |
| | Reimbursement of Expenses to | 110 | 612 |

* Includes current maturity of long term borrowings.

Note 16

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

A.Datta
Director
(DIN : 00434224)

Bijay Kumar Saraf
Director
(DIN : 00084108)

Place : Mumbai
Date : 7th May, 2015