

## **WELLDONE REAL ESTATE 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, 2016.

### **Financial Summary:**

**Amount in Rs.**

<b>Particulars</b>	<b>Year Ended 31-03-2016</b>	<b>Year Ended 31-03-2015</b>
Total Income	--	--
Total Expenditure including Depreciation	<b>156,705</b>	5,04,163
<b>Profit/(Loss) before tax</b>	<b>(156,705)</b>	(5,04,163)
Less: Deferred Tax/(Credit)	--	(34,129)
Less: Income Tax of earlier years	<b>3,320</b>	--
<b>Profit/(Loss) after tax</b>	<b>(160,025)</b>	(4,70,034)

### **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.160,025/- (Rupees One lac sixty thousand and twenty five only) as compared to the loss of Rs.4,70,034/- (Rupees Four lac seventy thousand thirty four only) for the previous year.

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

Your Company has issued and allotted 1,300 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. Further the Company has also issued and allotted 45,955 Unsecured 0% Optionally Fully Convertible Debentures of Rs.1000/- each at par to holding Company, Jai Corp Limited.

### **Amount proposed to be carried to general 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:**

12 meetings of the Board of Directors of the Company were held during the financial year 2015-16.

**Details of Directors or Key Managerial Personnel who were appointed or have resigned during the year:**

No Directors or Key Managerial Personnel were appointed during the year under review.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Ajay Gupta (DIN 00375853) 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, 2016, 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, 2016 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 31<sup>st</sup> March, 2016 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' Report:**

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 the 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 2015-16.

**Particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013:**

Particulars of contracts or arrangements with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 are given in Annexure 2:

**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, 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 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**

**Venugopal Nair**  
**Director**  
**(DIN 00404321)**

**Place : Mumbai**  
**Date : 18.08.2016**

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on 31.03.2016**

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

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**I. Registration and Other Details:**

i)	CIN	<b>U70100MH2006PLC159918</b>
ii)	Registration Date	<b>21.02.2006</b>
iii)	Name of the Company	<b>Welldone Real Estate Ltd.</b>
iv)	Category / Sub-Category of the Company	<b>Public Company, Limited by Shares/Indian Non Government Company</b>
v)	Address of the Registered office and contact details	<b>82, Maker Chambers III, Nariman Point, Mumbai 400021.</b>
vi)	Whether listed company Yes / No	<b>NO</b>
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>NA</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY****REAL ESTATE BUSSINESS ACTIVITY**

<b>Sl. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1.	Real Estate	6810	NA

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

<b>Sl. No.</b>	<b>Name and Address of The company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of shares Held</b>	<b>Applicable section</b>
1.	<b>Jai Corp Limited (Holding company w.e.f. 29.06.2015)</b> <u>Regd. Off:</u> A-3, MIDC Industrial Area, Nanded, Maharashtra, 431603. <u>Corporate Off:</u> 11-B, Mittal Tower, Free Press Journal Marg, Nariman Point, Mumbai 400021	L17120MH1985PLC036500	Holding Company (w.e.f. 29.06.2015)	100% (w.e.f. 29.06.2015)	2 (46)

**Note: Jai Realty Ventures Limited ceased to be the holding Company w.e.f. 29.06.2015.**

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

**i) Category-wise Share Holding :**

[illegible]

f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B) (1)</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2)</b>	0	0	0	0	0	0	0	0	0
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	0	0	0	0	0	0	0	0	0
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	0	50000	50000	100	0	50000	50000	100	0



**(ii) Shareholding of Promoters**

Sr.No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2015)			Shareholding at the end of the year (As on 31.03.2016)			% change in share Holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Jai Realty Ventures Ltd.	50000	100	0	0	0	0	0
2.	Jai Corp Ltd.				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 (please specify, if there is no change)**

Sr.No.		Shareholding at the beginning of the year. (As on 01.04.2015)		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the Company
1.	<b>Jai Realty Ventures Limited</b>				
	Opening Balance	50000	100	50000	100
	<b>Date wise increase/(decrease) 29.06.2015.</b> Entire shareholding transferred to Jai Corp Limited			(50000)	(100)
	<b>Closing Balance</b>			<b>0</b>	<b>0</b>

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

Sr.No.		Shareholding at the beginning of the year (01.04.2015)		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	NIL			
	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):	NIL			
	At the end of the year ( or on the date of separation, if separated during the year)	NIL			

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr.No.		Shareholding at the beginning of the year (01.04.2015)		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	NIL			
	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):	NIL			
	At the end of the year ( or on the date of separation, if separated during the year)	NIL			

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
Jai Realty Ventures Ltd.	--	1,276,255	--	1,276,255
ii) Interest due but not paid	--	5,531	--	5,531
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	<b>1,281,786</b>	--	<b>1,281,786</b>
<b>Change in Indebtedness during the financial year</b>				
<b>Additions</b>				
JRVL Loan	--	2,809	--	2,809
Jai Corp Ltd. (JCL) Loan	--	26,000	--	26,000
JCL Debentures	--	47,255,000	--	47,255,000
Interest Due	--	5,418	--	5,418
<b>Total Additions</b>	--	<b>47,289,227</b>	--	<b>47,289,227</b>
<b>Reductions</b>				
JRVL Loan	--	1,279,064	--	1,279,064
Jai Corp Ltd. (JCL) Loan	--	26,000	--	26,000
Interest Paid	--	10,949	--	10,949
<b>Total Reductions</b>	--	<b>1,316,013</b>	--	<b>1,316,013</b>
<b>Net Change</b>	--	<b>47,255,000</b>	--	<b>47,255,000</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
Debentures	--	47,255,000	--	47,255,000
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	--	<b>47,255,000</b>	--	<b>47,255,000</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**  
**A: Remuneration to Managing Director, Whole Time Directors and/or Manager :NIL**

Sr.No.	Particulars of Remuneration	Name of MD/WTM/Manager				Total Amount
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act,1961	NIL				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) 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>	NIL				
	Ceiling as per the Act:- Since there is no profit, Part II Section II (A) of Schedule V is applicable.					<b>30,00,000</b>

**B. Remuneration to other directors:**

Sr.No.	Particulars of Remuneration	Name of the Directors		Total Amount
1.	<b>Independent Directors</b>			
	Fee for attending board / committee meetings	NIL		NIL
	Commission			
	Others, please specify			
	<b>Total (1)</b>			
2	<b>Other Non-Executive Directors</b>			
	Fee for attending board / committee meetings			
	Commission			
	Others, please specify			
	<b>Total (2)</b>	NIL		
	<b>Total B= (1) + (2)</b>	NIL		NIL
	<b>Total Managerial Remuneration</b>			NIL
	<b>Overall Ceiling as per the Act :-</b> Since there is no profit, Part II Section II (A) of Schedule V is applicable.			<b>3000000</b>

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD  
NOT APPLICABLE**

Sr. No.	Particulars of Remuneration	Key managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary	--	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) 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:**

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

**ANNEXURE-2**  
**FORM No. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**1. Details of contracts or arrangements or transactions not at arm's length basis**

Sr. No.	Name of the related Party	Nature of Relationship	Nature of Contracts / transaction	Duration of Contracts	Salient terms of Contract / transactions	Date(s) of approval by the Board, if any	Rs. In lacs
<b>N I L</b>							

**2. Details of material contracts or arrangements at arm's length basis**

Sr. No.	Name of the related Party	Nature of Relationship	Nature of Contracts / arrangements / transactions	Duration of Contracts / arrangements / transactions	Value (Rs. In lakh)	Salient terms of Contract or arrangements or transactions	Date(s) of approval by the Board, if any	Amount paid as advance
1	Mr. Sunil Agrawal	Director	Purchase of Land	from 01.04.2015 to 31.03.2016	40.15	Purchase of Land	27.11.2015	Nil
2	Mr. Ajay Gupta	Director	Purchase of Land	from 01.04.2015 to 31.03.2016	358.00	Purchase of Land	27.11.2015	Nil

For and on behalf of the Board of Directors

Mumbai,  
18th August, 2016

Chairman

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF WELLDONE REAL ESTATE LIMITED**

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

We have audited the accompanying Financial Statements of **WELLDONE REAL ESTATE LIMITED** ("the Company"), which comprise the Balance sheet as at 31<sup>st</sup> March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of 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 (Indian GAAPs), including Accounting Standards prescribed under Section 133 of the Act as applicable;.

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.

#### **Auditors' 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 thereunder and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.



An audit involves performing procedures to obtain audit evidence about the amounts and 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. An audit also includes evaluating the appropriateness of 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.

### **Emphasis of Matter**

We draw attention to the Note 13.1 of the financial statement, in respect of non receipts of balance confirmation advances given for purchase of land.

Our opinion is not qualified in respect of above matter.

### **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, 2016 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 2016 ("the Order"), issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" hereto, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g. 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 litigations on its financial position in its financial statements as referred in note 11.3 & 19 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 Reg. No. 107783W

Anuj Bhatia  
**Partner**  
Membership No.:-122179

Place: Mumbai  
Dated: 04.05.2016

## **ANNEXURE - A TO INDEPENDENT AUDITOR'S REPORT**

(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 **WELLDONE REAL ESTATE LIMITED** on the accounts for the year ended 31<sup>st</sup> March, 2016)

- i. In respect of its fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
  - b. As explained to us, the Company has physically verified assets. No material discrepancies were noticed on such physical verification as compared with the available records.
  - c. The Company does not have immovable properties and hence the provisions of clause (i) (c) 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, the Company has complied with the provisions of sections 185 & 186 of the Act as applicable, in respect of making investments.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public and 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 explanation given to us, cost records pursuant to Companies (Cost Records & Audit) Rules 2014 prescribed by Central Government under section 148 (1) (d) of the Act are applicable in respect of activities carried out 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. According to the information and explanations given to us in respect of statutory dues:

a. The company has been generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.

b. The disputed statutory dues aggregating to Rs.7,32,679/- that have not been deposited on account of matters pending before appropriate authorities are as under :-

<b>Name of the Statute</b>	<b>Nature of the Dues</b>	<b>Amount in Rs.</b>	<b>Period</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Income Tax	7,32,679/-*	AY 2007-08 & AY 2008-09 & AY 2009-10	Income Tax Appellate Tribunal (ITAT)
<b>Total</b>		7,32,679/-		

(\*) Net of amount Rs 25,55,000/- deposited under protest.

viii. Based on our audit procedures and according to the information and explanations given by management, during the year, the Company did not have any loans from bank, financial institutions or by way of debentures and hence the provisions of clause (viii) of paragraph 3 of the said order are not applicable to the Company.

ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loan was raised during the year and hence the clause (ix) of paragraph 3 of the said order are not applicable to the Company.

- x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations give to us the Company has not paid/ provided managerial remuneration by the Company and hence the provisions of clause (xi) of paragraph 3 of the said order are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company and hence the provisions of clause (xii) of paragraph 3 of the said Order are not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence the provisions of clause (xiv) of paragraph 3 of the said Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him and hence the provisions of clause (xv) of paragraph 3 of the said Order are not applicable to the Company.
- xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For Pathak H.D. Associates**  
Chartered Accountants  
Firm Reg. No. 107783W

**Anuj Bhatia**  
**Partner**  
Membership No:-122179

Place: Mumbai  
Dated:04.05.2016

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date on the financial statements of WELLDONE REAL ESTATE LIMITED for the year ended 31<sup>st</sup> March 2016**

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **WELLDONE REAL ESTATE LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **Auditor’s Responsibility**

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

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

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

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

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

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Pathak H.D. Associates**  
Chartered Accountants  
Firm Reg. No. 107783W

**Anuj Bhatia**  
**Partner**  
Membership No:-122179

Place: Mumbai  
Dated:04.05.2016



**WELLDONE REAL ESTATE LIMITED**  
**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

**(Amount in Rs.)**

Particulars	Note	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>I EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
Share Capital	2	573,500	573,500
Reserves and Surplus	3	4,742,082	4,902,106
		<b>5,315,582</b>	<b>5,475,606</b>
<b>2 Non-current Liabilities</b>			
Long-term Borrowings	4	47,255,000	276,610
Other Long Term Liabilities	5	-	5,531
		<b>47,255,000</b>	<b>282,141</b>
<b>3 Current Liabilities</b>			
Trade Payables	6		
(i) Total Outstanding dues of Micro and Small Enterprises		-	-
(ii) Total Outstanding dues of Creditors other than Micro and Small Enterprises		37,605	37,605
		<b>37,605</b>	<b>37,605</b>
Other Current Liabilities	7	14,780	1,014,510
		<b>52,385</b>	<b>1,052,115</b>
<b>TOTAL</b>		<b>52,622,967</b>	<b>6,809,862</b>
<b>II ASSETS</b>			
<b>1 Non-current Assets</b>			
Fixed Assets - Tangible	8	229,063	344,284
Long-term Loans and Advances	9	2,622,454	2,625,774
		<b>2,851,517</b>	<b>2,970,058</b>
<b>2 Current Assets</b>			
Current Investments	10	125,000	-
Inventories	11	48,433,379	2,483,829
Cash and Bank Balances	12	35,046	177,950
Short-term Loans and Advances	13	1,178,025	1,178,025
		<b>49,771,450</b>	<b>3,839,804</b>
<b>TOTAL</b>		<b>52,622,967</b>	<b>6,809,862</b>
<b>Significant Accounting Policies</b>	1		
<b>Notes on Financial Statements</b>	2 to 22		

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

**Ajay Gupta**  
Director  
(DIN 00375853)

**Venugopal Nair**  
Director  
(DIN 00404321)

**Place :** Mumbai  
**Date :** 4<sup>th</sup> May, 2016

**WELLDONE REAL ESTATE LIMITED****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016****(Amount in Rs.)**

<b>Particulars</b>		<b>Note</b>	<b>Year Ended 31<sup>st</sup> March, 2016</b>	<b>Year Ended 31<sup>st</sup> March, 2015</b>
<b>I</b>	<b>Other Income</b>		-	-
<b>II</b>	<b>Total Revenue</b>		-	-
<b>III</b>	<b>Expenses</b>			
	Land and Development Expenses	<b>14</b>	<b>45,949,550</b>	-
	Changes in Inventories of Work in Progress	<b>15</b>	<b>(45,949,550)</b>	-
	Finance Costs	<b>16</b>	<b>5,941</b>	6,146
	Depreciation	<b>8</b>	<b>115,221</b>	221,342
	Other Expenses	<b>17</b>	<b>35,542</b>	276,675
	<b>Total Expenses</b>		<b>156,705</b>	504,163
<b>IV</b>	<b>Profit / (Loss) Before Tax (II- III)</b>		<b>(156,705)</b>	(504,163)
<b>V</b>	<b>Tax Expense</b>			
	Deferred Tax / (Credit)		-	(34,129)
	Income Tax of Earlier Years		<b>3,320</b>	-
<b>VI</b>	<b>Net Profit / (Loss) for the Year (IV - V)</b>		<b>(160,025)</b>	(470,034)
<b>VII</b>	<b>Earnings per Equity Share of Rs.10 each (Basic and Diluted) (In Rs.)</b>	<b>18</b>	<b>(3.20)</b>	(9.40)
	<b>Significant Accounting Policies</b>	<b>1</b>		
	<b>Notes on Financial Statements</b>	<b>2 to 22</b>		

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

**Ajay Gupta**

Director

(DIN 00375853)

**Venugopal Nair**

Director

(DIN 00404321)

**Place :** Mumbai**Date :** 4<sup>th</sup> May, 2016

**WELLDONE REAL ESTATE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

**(Amount in Rs.)**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2016</b>	<b>Year Ended 31<sup>st</sup> March, 2015</b>
<b>A. Cash Flow from Operating Activities</b>		
Net (Loss) before tax as per Statement of Profit and Loss	<b>(156,705)</b>	(504,163)
<b>Adjusted for</b>		
Depreciation	<b>115,221</b>	221,342
Finance Cost	<b>5,941</b>	6,146
<b>Operating (Loss) before Working Capital Changes</b>	<b>(35,542)</b>	(276,675)
<b>Adjusted for</b>		
Inventories	<b>(45,949,550)</b>	-
Other Payables	<b>(85)</b>	205
<b>Cash (used in) Operations</b>	<b>(45,985,177)</b>	(276,470)
<b>Net Cash used in Operating Activities</b>	<b>(45,985,177)</b>	(276,470)
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Investment	<b>(125,000)</b>	-
<b>Net Cash (used in) / From Investing Activities</b>	<b>(125,000)</b>	-
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Long term Borrowings	<b>47,257,809</b>	276,610
Re-payment of Long term Borrowings	<b>(1,279,064)</b>	-
Finance Cost Paid	<b>(11,472)</b>	-
<b>Net Cash from Financing Activities</b>	<b>45,967,273</b>	276,610
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(142,904)</b>	140
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>177,950</b>	177,810
<b>Closing Balance of Cash and Cash Equivalents #</b>	<b>35,046</b>	177,950

**# Components of Cash and Cash equivalents Refer note 12**

**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. and Associates**

Chartered Accountants

(Firm Registration No.107783W)

For and on behalf of the Board of Directors

**Anuj Bhatia**

Partner

Membership No.122179

**Ajay Gupta**

Director

(DIN 00375853)

**Venugopal Nair**

Director

(DIN 00404321)

**Place :** Mumbai

**Date :** 4<sup>th</sup> May, 2016

## **WELLDONE REAL ESTATE LIMITED**

### **Notes on Financial statements for the year ended 31<sup>st</sup> March, 2016**

#### **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 Fixed Assets**

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any.

##### **1.4 Depreciation**

Depreciation on fixed assets has been provided on straight line method over the useful lives of assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

##### **1.5 Inventories**

Cost of inventories consists of cost of land, land development expenses, material services, construction cost, interest and financial charges and other expenses related to project under development. In general, all Inventories of land are stated at lower of cost and net realisable value. Inventories of land are taken on the basis of agreement of sell.

##### **1.6 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.

##### **1.7 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.

##### **1.8 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.

##### **1.9 Provision, Contingent Liabilities And Contingent Assets**

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

##### **1.10 Revenue Recognition**

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

##### **1.11 Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charges to revenue.

**WELLDONE REAL ESTATE LIMITED**
**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2016**
**Note 2 - Share Capital**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Authorised</b>		
<b>60,000</b> Equity Shares of Rs. 10 each (60,000)	<b>600,000</b>	600,000
<b>40,000</b> 1% Optionally Convertible Non-Cumulative, Redeemable (40,000) Preference Shares of Rs. 10 each	<b>400,000</b>	400,000
<b>Total</b>	<b>1,000,000</b>	1,000,000
<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>7,350</b> 1% Optionally Convertible Non-Cumulative, Redeemable (7,350) Preference Shares of Rs. 10 each fully paid up	<b>73,500</b>	73,500
<b>Total</b>	<b>573,500</b>	573,500

**2.1 (i) Reconciliation of number of Equity Shares outstanding.**

Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
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

**(ii) Reconciliation of number of Preference Shares outstanding.**

Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
Number of Shares outstanding at the beginning of the year	<b>7,350</b>	7,350
Less : Shares redeemed during the year	-	-
Number of Shares outstanding at the end of the year	<b>7,350</b>	7,350

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

Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by shareholders.

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

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

**2.3 Redemption Premium on preference shares as mentioned above will be paid out of the Securities Premium Account and hence no provision has been considered necessary.**
**2.4 Details of shares in the Company held by Holding Company**

Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Equity Shares</b>		
<b>(Including Equity Shares held jointly with nominees)</b>		
Jai Corp Limited	<b>50,000</b>	-
Jai Realty Ventures Limited	-	50,000
<b>1% Redeemable Non-Cumulative Preference Shares</b>		
Jai Corp Limited	<b>7,350</b>	-
Jai Realty Ventures Limited	-	7,350

**2.5 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, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<b>Equity Shares</b>				
<b>(Including Equity Shares held jointly with nominees)</b>				
Jai Corp Limited	<b>50,000</b>	<b>100</b>	-	-
Jai Realty Ventures Limited	-	-	50,000	100
<b>1% Redeemable Non-Cumulative Preference Shares</b>				
Jai Corp Limited	<b>7,350</b>	<b>100</b>	-	-
Jai Realty Ventures Limited	-	-	7,350	100

**2.6 Figures in bracket represents previous year figures.**

**Note 3 - Reserves and Surplus**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Securities Premium Account</b>		
As per Last Balance Sheet	7,276,500	7,276,500
<b>Surplus in Statement of Profit and Loss</b>	(2,374,394)	(1,904,360)
Add: (Loss) for the year	(160,025)	(470,034)
<b>Closing Balance</b>	(2,534,419)	(2,374,395)
<b>Total</b>	<b>4,742,082</b>	<b>4,902,106</b>

**Note 4 - Long - Term Borrowings**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Unsecured Loans</b>		
0% Optionally Fully Convertible Debentures	47,255,000	
Loan from Related Party	-	276,610
<b>Total</b>	<b>47,255,000</b>	<b>276,610</b>

- 4.1 1,300. 0% Optionally Fully Convertible Debenture (OFCD) of Rs. 1,000/- each are redeemable at face value at the option of the Company at any time from the date of allotment i.e. 21<sup>st</sup> July, 2015 but before the end of 20 years. The holder of the OFCD have the option to convert each OFCD in to 100 equity shares of face value of Rs. 10/- each of the Company at any time from the date of allotment during the tenure of OFCD.
- 4.2 2,075. 0% Optionally Fully Convertible Debenture (OFCD) of Rs. 1,000/- each are redeemable at face value at the option of the Company at any time from the date of allotment i.e. 25<sup>th</sup> January, 2016 but before the end of 20 years. The holder of the OFCD have the option to convert each OFCD in to 100 equity shares of face value of Rs. 10/- each of the Company at any time from the date of allotment during the tenure of OFCD.
- 4.3 43,880. 0% Optionally Fully Convertible Debenture (OFCD) of Rs. 1,000/- each are redeemable at face value at the option of the Company at any time from the date of allotment i.e. 20<sup>th</sup> February, 2016 but before the end of 20 years. The holder of the OFCD have the option to convert each OFCD in to 100 equity shares of face value of Rs. 10/- each of the Company at any time from the date of allotment during the tenure of OFCD.
- 4.4 For details refer note 20.

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

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
Interest accrued but not due on borrowings	-	5,531
<b>Total</b>	<b>-</b>	<b>5,531</b>

**Note 6 - Trade Payables**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
Micro, Small and Medium Enterprises	-	-
Others	37,605	37,605
<b>Total</b>	<b>37,605</b>	<b>37,605</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, 2016	As At 31 <sup>st</sup> March, 2015
Current Maturities of Long-term Borrowings	-	999,645
<b>Other Payable</b>		
Expenses Payables	14,780	14,250
Statutory Dues	-	615
<b>Total</b>	<b>14,780</b>	<b>1,014,510</b>

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

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>(Unsecured, Considered Good)</b>		
Income Tax (Net)	2,622,454	2,625,774
<b>Total</b>	<b>2,622,454</b>	<b>2,625,774</b>

- 9.1 Income Tax includes of Rs. 25,55,000 (Previous Year Rs. 25,55,000) as deposit against Income Tax Appeal.

**Note 10- Current Investments**

(Amount in Rs.)					
Particulars	As At 31 <sup>st</sup> March, 2016 Quantity (Nos.)	As At 31 <sup>st</sup> March, 2015 Quantity (Nos.)	Face Value (Rs. Unless otherwise stated)	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>In Mutual Fund</b>					
<b>Unquoted Fully Paid-up</b>					
Birla Sun Life Floating Rate Fund Short Term Plan	621.017	-	100	125,000	-
<b>Total</b>				<u>125,000</u>	<u>-</u>

10.1 Aggregate amount of Current Investments

Particulars	As At 31 <sup>st</sup> March, 2016		As At 31 <sup>st</sup> March, 2015	
	Book Value	Market Value	Book Value	Market Value
Quoted Investments	-	-	-	-
Unquoted Investments	125,000	-	-	-

10.2 Refer Note No.1.6 for mode of valuation of investment.

**Note 11- Inventories**

(Amount in Rs.)		
Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
Work-in-Progress - Land and Development Expenses	48,433,379	2,483,829
<b>Total</b>	<u>48,433,379</u>	<u>2,483,829</u>

11.1 For mode of valuation of inventories please refer Note No.1.5

11.2 Conveyance Deed of Rs. 30,56,581/- (Previous Year Rs. 24,83,829/-) is yet to be executed in the name of Company.

11.3 Possession of the land of Rs. 30,56,581( Previous Year Rs. 24,83,829) is in dispute.

**Note 12 - Cash and Bank Balances**

(Amount in Rs.)		
Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Cash and Cash Equivalents</b>		
Balance with Banks in Current Account	35,046	177,950
<b>Total</b>	<u>35,046</u>	<u>177,950</u>

**Note 13 - Short Term Loans and Advances**

(Amount in Rs.)		
Particulars	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>(Unsecured, Considered Good)</b>		
Advance towards purchase of Land	1,178,025	1,178,025
<b>Total</b>	<u>1,178,025</u>	<u>1,178,025</u>

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

**Note 14 - Land and Development Expenses**

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Cost of Land	39,815,000	-
Registration & Stamping Charges	6,134,550	-
<b>Total</b>	<u>45,949,550</u>	<u>-</u>

**Note 15 - Changes in Inventories of Work in Progress**

(Amount in Rs.)		
Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>At the end of the Year</b>		
Work-in-Progress	48,433,379	2,483,829
<b>At the beginning of the Year</b>		
Work-in-Progress	2,483,829	2,483,829
<b>Total</b>	<u>(45,949,550)</u>	<u>-</u>

**Note 16 - Finance Cost**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Interest Expenses	5,941	6,146
<b>Total</b>	<b>5,941</b>	<b>6,146</b>

**Note 17 - Other Expenses**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
<b>Administrative and General Expenses</b>		
Rates and Taxes	2,500	72,630
Legal, Professional and Consultancy Charges	7,870	177,529
Other Expenses	8,646	12,266
Bank Charges	2,151	-
<b>Payment to Auditors</b>		
Audit Fees	14,375	14,250
<b>Total</b>	<b>35,542</b>	<b>276,675</b>

**Note 18 - Earnings Per Equity Share**

Particulars	(Amount in Rs.)	
	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Net (Loss) for the Year Attributable for Equity Shareholders for Basic and Diluted EPS (In Rs.)	(160,025)	(470,034)
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.)	(3.20)	(9.40)
Face Value per Equity Share (in Rs.)	10.00	10.00

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

**18.2** The effects of conversions of Zero Coupon Optionally Fully Convertible Debentures into Equity Share are resulting in anti diluted. Hence the effect of the same is ignored for the purpose of diluted earnings per share.

**18.3** Reconciliation between number of shares used for calculating Basic and Diluted Earnings per share

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
Number of shares used for calculating Basic EPS	50,000	50,000
Add:- Potential Equity Shares (Optionally Convertible Non-Cumulative, Redeemable Preference Shares)	7,350	7,350
Add:- Potential Equity Shares (Zero Percent Optionally Fully Convertible Debentures)	620,111	-
Number of shares used for calculating Diluted EPS	677,461	57,350

**Note 19 - Contingent Liabilities**

Particulars	(Amount in Rs.)	
	As At 31 <sup>st</sup> March, 2016	As At 31 <sup>st</sup> March, 2015
<b>Contingent Liabilities</b>		
<b>Claims against the Company not acknowledged as debts</b>		
<b>Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)</b>		
- Income Tax	3,287,679	3,247,679
<b>Total</b>	<b>3,287,679</b>	<b>3,247,679</b>

**19.1** 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.25,55,000 till 31st March, 2016 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.

**19.2** Management is of the view that above litigation will not impact the financial position of the Company.

**Note 20 - 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 21 - 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 :**

(i) Holding Company	Jai Realty Ventures Limited Jai Corp Limited	Holding Company (up to 28th June,2015) Holding Company (from 29th June,2015)
(ii) Directors	Mr. Sunil Agrawal Mr. Ajay Gupta	

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

Name of the Party	Nature of Transaction	2015-16	2014-15
Jai Corp Limited	<b>Equity Shares</b> -- Opening Balance -- Closing Balance	- 500,000	- -
	<b>1% Optionally Convertible Non-Cumulative, Redeemable Preference Shares</b> -- Opening Balance -- Closing Balance	- 73,500	- -
	<b>0% Optinally Fully Convertible Debentures</b> -- Opening Balance -- Closing Balance	- 47,255,000	- -
	<b>Short-term Borrowings</b> -- Opening Balance -- Received During the year -- Refund / Adjusted During the year -- Closing Balance	- 26,000 26,000 -	- - - -
	<b>Interest Expenses</b>	710	-
Jai Realty Ventures Limited	<b>Equity Shares</b> -- Opening Balance -- Closing Balance	500,000 -	500,000 500,000
	<b>1% Optionally Convertible Non-Cumulative, Redeemable Preference Shares</b> -- Opening Balance -- Closing Balance	73,500 -	73,500 73,500
	<b>Long-term Borrowings</b> -- Opening Balance -- Received During the year -- Refund / Adjusted During the year -- Closing Balance *	1,276,255 2,809 1,279,064 -	999,645 276,610 - 1,276,255
	<b>Interest Payable</b>	-	5,531
	<b>Interest Expenses</b>	5,231	6,146
	<b>Reimbursement of Expenses to</b>	-	110
Mr. Sunil Agrawal	<b>Purchase of Land</b>	4,015,000	-
Mr. Ajay Gupta	<b>Purchase of Land</b>	35,800,000	-

\* Includes current maturity of long term borrowings.

**Note 22**

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

**Ajay Gupta**  
Director  
(DIN 00375853)

**Venugopal Nair**  
Director  
(DIN 00404321)

**Place :** Mumbai  
**Date :** 4<sup>th</sup> May,2016

**Notes on Financial statements for the year ended 31<sup>st</sup> March, 2016**

(Amount in Rs.)

[illegible]