RELIANCE PROGRESSIVE TRADERS PRIVATE LIMITED

Reliance Progressive Traders Private Limited

Independent Auditor's Report

To the Members of Reliance Progressive Traders Private Limited

Report on the Financial Statements

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We have audited the accompanying financial statements of **Reliance Progressive Traders Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss and 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, 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 provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of the appropriate accounting policies; making judgements 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 fair 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 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 misstatement.

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 judgement, 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.

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, 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" a statement on the matters specified in paragraphs 3 and 4 of the Order.

- 2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, Statement of Profit and Loss and 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 written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 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 Rules 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact on its financial position.
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts that require provision under any law or accounting standards 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 Chaturvedi & Shah Chartered Accountants (Firm Registration no. 101720W)

Jignesh Mehta Partner Membership No.: 102749

Mumbai Date: 18th April, 2016

"Annexure A" to Independent Auditors' Report

"Annexure A" to Independent Auditors' Report referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date.

- 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, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) According to the information and explanations given to us and the title deeds and other records examined by us, we report that the title deeds in respect of all the immovable properties of lands which are freehold and disclosed as fixed assets in the financial statement and buildings are held in the Company's name or in the Company's erstwhile name as at the balance sheet date.
- ii) As the Company had no Inventories during the year, clause (ii) of paragraph of 3 of the Order is not applicable to the Company.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Consequently, the requirement of clause (iii) (a) to clause (iii) (c) of paragraph 3 of the Order is not applicable to the Company.
- iv) Company has not directly or indirectly advanced loan to the persons covered under Section 185 of the Act or given guarantees or securities in connection with the loan taken by such persons and has complied with the provisions of section 186 of the Act, in respect of investments, loans, guarantee or security given, as applicable.
- According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) To the best of our knowledge and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of the activities undertaken by the Company.
- vii) In respect of Statutory dues :
 - a) According to the records of the Company, 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 have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at March 31, 2016 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess on account of any dispute, which have not been deposited.
- viii) The Company has not raised loans from financial institutions or banks or government or by issue of debentures and hence clause (viii) of paragraph 3 of the Order is not applicable to the Company.
- ix) The company has not raised money by way of initial public offer or further public offer (including debt instruments) or term Loan and hence clause (ix) of paragraph 3 of the Order is not applicable to the Company.
- x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, 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 given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the company.

- xiii) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards
- xiv) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement or fully or partly convertible debentures during the year and hence clause (xiv) of paragraph 3 of the Order is not applicable to the company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with the directors or persons connected with them and covered under section 192 of the Act. Hence, clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Shah** Chartered Accountants (Firm Registration no. 101720W)

Jignesh Mehta Partner Membership No.: 102749

Mumbai Date: 18th April, 2016

"Annexure B" to Independent Auditors' Report

"Annexure B" to Independent Auditors' Report referred to in paragraph 2(f) under the heading "Report on other legal and regulatory requirements" of our report of even date.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Control over financial reporting of **Reliance Progressive Traders Private Limited** ("the company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). 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 Act.

Auditor's Responsibility

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Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 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 31st 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Chaturvedi & Shah** Chartered Accountants (Firm Registration no. 101720W)

Jignesh Mehta Partner Membership No.: 102749 Mumbai Date: 18th April, 2016

Balance Sheet as at 31st March, 2016

| | | | | | Amount in ₹ |
|---|----------------|----------------------------|---------------------------|------------------------|------------------------|
| | Note | 2 | As at 31st March, 2016 | | As at 31st March, 2015 |
| EQUITY AND LIABILITIES | | | 15t Waren, 2010 | | 515t March, 2015 |
| Shareholders' Funds | | | | | |
| Share Capital | 1 | 14 04 57 000 | | 14 04 57 000 | |
| Reserves and Surplus | 2 | 1891 11 86 817 | | 1909 61 72 556 | |
| | | | 1905 16 43 817 | | 1923 66 29 556 |
| Non-Current Liabilities | | | | | |
| Long-Term Borrowings | 3 | 423 54 92 000 | | 489 78 42 000 | |
| Other Long Term Liabilities | 4 | 3 28 41 404 | | 2 63 02 878 | |
| - | | | 426 83 33 404 | | 492 41 44 878 |
| Current Liabilities | | | 120 00 00 101 | | |
| Other Current Liabilities | 5 | | 7 10 38 567 | | 18 03 66 754 |
| TOTAL | | | 2339 10 15 788 | | 2434 11 41 188 |
| - | | | | | |
| ASSETS | | | | | |
| Non-Current Assets | | | | | |
| Fixed Assets | 6 | 1742 (0 (2 015 | | 1655 96 96 907 | |
| Tangible Assets | 6 | 1743 60 63 215 | | 1655 86 96 927 | |
| Capital Work-in-Progress | 6 | 44 06 64 170 | | 66 02 95 309 | |
| | _ | | 1787 67 27 385 | | 1721 89 92 236 |
| Non-Current Investments | 7 | | 4 000 | | 4 000 |
| Long-Term Loans and Advances | 8 | | 382 80 00 072 | | 710 03 35 528 |
| Current Assets | 0 | 2 00 12 457 | | 1 20 21 047 | |
| Trade Receivables | 9 | 2 00 13 457 | | 1 32 31 247 | |
| Cash and Bank Balances Short-Term Loans and Advances | 10 11 | 17 93 684 166 44 77 190 | | 23 09 364 62 68 813 | |
| Short-Term Loans and Advances | 11 | 100 44 // 190 | | 02 08 813 | |
| | | | 168 62 84 331 | | 2 18 09 424 |
| TOTAL | | | 2339 10 15 788 | | 2434 11 41 188 |
| Significant Accounting Policies | | | | | |
| Notes on Financial Statements | 1 to 23 | | | | |
| As per our Report of even date | For and | on behalf of the B | oard | | |
| For Chaturvedi & Shah | Rajend | ra Kamath | Raman Seshad | lri G | aurav Jain |
| Firm Registration No.: 101720W | Director | | Director | D | irector |
| Chartered Accountants | (DIN: 0 | 1115052) | (DIN: 0524444) | 2) (E | DIN: 02697278) |
| Jignesh Mehta | | ndrasekaran | C. S. Gokhale | Se | ona Shukla |
| Partner | Director | - | Director | | ompany Secretary |
| Membership No. 102749 | (DIN: 0 | 6670563) | (DIN: 0001266 | b) (A | ACS No.: 8926) |
| | Ankur | Garg | Manish Vyas | | |
| Mumbai Dated: 18th April, 2016 | CFO (PAN· I | BAWPG6897G) | Manager (PAN: AAEPV) | 9516G) | |
| Dated. 10th April, 2010 | (IAN, I | D/ WY (0007/0) | | /3100/ | |

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| | | | Amount in ₹ |
|---------------------------------|---------|----------------|----------------|
| | Note | 2015-16 | 2014-15 |
| Incomes: | | | |
| Revenue from Operations | 12 | 7 07 27 914 | 2 96 36 534 |
| Other Income | 13 | 12 98 981 | 6 51 656 |
| Total Revenue | | 7 20 26 895 | 3 02 88 190 |
| Expenses: | | | |
| Finance Cost | 14 | 92 40 839 | 7 78 11 600 |
| Depreciation | | 23 26 06 038 | 19 49 63 416 |
| Other Expenditure | 15 | 1 51 65 757 | 7 20 65 702 |
| Total Expenses | | 25 70 12 634 | 34 48 40 718 |
| Loss Before Tax | | (18 49 85 739) | (31 45 52 528) |
| Tax Expenses | | - | - |
| Loss After Tax | | (18 49 85 739) | (31 45 52 528) |
| Earnings per equity share | 16 | | |
| Face value of ₹10/- each | | | |
| Basic | | (18.50) | (31.46) |
| Diluted | | (18.50) | (31.46) |
| Significant Accounting Policies | | | |
| Notes on Financial Statements | 1 to 23 | | |

Statement of Profit and Loss for the year ended 31st March, 2016

| As per our Report of even date | For and on behalf of the B | oard | |
|-----------------------------------|---|--|-------------------|
| For Chaturvedi & Shah | Rajendra Kamath | Raman Seshadri | Gaurav Jain |
| Firm Registration No.: 101720W | Director | Director | Director |
| Chartered Accountants | (DIN: 01115052) | (DIN: 05244442) | (DIN: 02697278) |
| Jignesh Mehta | B. Chandrasekaran | C. S. Gokhale | Sona Shukla |
| Partner | Director | Director | Company Secretary |
| Membership No. 102749 | (DIN: 06670563) | (DIN: 00012666) | (ACS No.: 8926) |
| Mumbai Dated: 18th April, 2016 | Ankur Garg CFO (PAN: BAWPG6897G) | Manish Vyas Manager (PAN: AAEPV9516G) | |

Cash Flow Statement for the year 2015-16

| | | | 2015-16 | | Amount in₹ 2014-15 |
|------|---|----------------------------|--------------------|-------------|--------------------------------|
| A | CASH FLOW FROM OPERATING ACTIVITI | FS | 2015-10 | | 2014-13 |
| л | Net Profit/(Loss) before tax as per Statement of Pro | | (184985739) | | (31 45 52 528) |
| | Adjusted for: Depreciation | 23 26 06 038 | | 194963416 | |
| | Interest Income | (1298981) | | (651656) | |
| | Finance Cost | 92 40 839 | | 77811600 | |
| | | | 24 05 47 896 | | 27 21 23 360 |
| | Operating Profit/(Loss) before Working Capita | I Changes | 55562157 | | (4 24 29 168) |
| | Adjusted for: | i Changes | 5 55 02 157 | | (42429108) |
| | Trade and Other Receivables | (2 21 62 858) | | (8973815) | |
| | Trade and Other Payables | (3 33 02 597) | | 3 03 59 124 | |
| | | | (5 54 65 455) | | 2 13 85 309 |
| | Cash Generated from/(used in) Operations | | 96 702 | | (21043859) |
| | Tax Paid (net) | | (1599729) | | (1367114) |
| | Net Cash from/(used in) Operating Activities | | (15 03 027) | | (2 24 10 973) |
| B | CASH FLOW FROM INVESTING ACTIVITIE | S | | | |
| | Purchase of Fixed Assets | | (22 68 40 216) | | (1209966252) |
| | Movement in Security Deposits | | 96 76 06 485 | | (21 48 47 748) |
| | Interest Received | | 1298981 | | 651656 |
| | Net Cash from/(used in) Investing Activities | | 74 20 65 250 | | (142 41 62 344) |
| С | CASH FLOW FROM FINANCING ACTIVITI | ES | | | |
| | Proceeds from Long Term Borrowings | | 69 54 00 000 | | 150 26 69 000 |
| | Repayment of Long Term Borrowings | | (195 77 50 000) | | (2187369000) |
| | Proceeds from issue of Debentures | | 60 00 00 000 | | - |
| | Proceeds from Preference Share Capital including pre- | mium | - (7 87 27 903) | | 214 95 25 000 (1 89 18 822) |
| | Interest paid | | | | |
| | Net Cash Generated from/(used in) Financing Activit | ties | (741077903) | | 144 59 06 178 |
| | Net Increase/(Decrease) in Cash and Cash Equivaler | nts | (5 15 680) | | (667139) |
| | Opening Balance of Cash and Cash Equivalents | | 23 09 364 | | 2976503 |
| | Closing Balance of Cash and Cash Equivalents (Ref | er Note No. 10) | 1793684 | | 23 09 364 |
| As | per our Report of even date | For and on behalf of the B | Board | | |
| For | Chaturvedi & Shah | Rajendra Kamath | Raman Seshadri | Gau | rav Jain |
| Fire | n Registration No.: 101720W | Director | Director | Dire | |
| Cha | artered Accountants | (DIN: 01115052) | (DIN: 05244442) | (DIN | J: 02697278) |
| Jia | nesh Mehta | B. Chandrasekaran | C. S. Gokhale | | a Shukla |
| | tner | Director | Director | | pany Secretary |
| | mbership No. 102749 | (DIN: 06670563) | (DIN: 00012666) | (AC | S No.: 8926) |
| | | Ankur Cora | Monich Wyoc | | |

Mumbai Dated: 18th April, 2016 Ankur Garg CFO (PAN: BAWPG6897G)

Manish Vyas Manager (PAN: AAEPV9516G)

SIGNIFICANT ACCOUNTING POLICIES

A Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with Accounting Principles Generally accepted in India (Indian GAAP), the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

B <u>Use of Estimates</u>

The preparation of financial statements in conformity with Generally Accepted Accounting Principles ('GAAP') requires judgement, estimates and assumptions to be made that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable.

C Fixed Assets

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

Capital Work-in-progress is stated at the amount incurred upto the date of Balance Sheet.

D Depreciation and Amortisation

Depreciation on fixed assets is provided on straight line method at the rates derived in the manner prescribed in Schedule II to the Companies Act, 2013 over their useful life of the asset.

E <u>Revenue Recognition</u>

Revenue is recognised only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from Operation includes License fees, rental income and service charges which are recognised based on contractual rights, adjusted for service tax. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

F Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rates.

Any income or expense on account of exchange difference on settlement is recognised in the Statement of Profit and Loss.

G Investment

Investments that are readily realisable and intended to be held for not more than 12 months from the date of acquisition are classified as current investment. All other investments are classified as non-current investments. Current investments are carried at the lower of cost and quoted/ fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

H Borrowing Costs

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 asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

I Current Tax 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 are enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable or virtual certainty that the assets will be realized in future.

J Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

Notes on Financial Statements for the year ended 31st March, 2016

| 1. | Share Capita | 1 | As at | Amount in ₹ As at |
|-----|------------------------------|--|---------------------------|------------------------|
| | | | 31st March, 2016 | 31st March, 2015 |
| | Authorised S | hare Capital | | |
| | 1 50 00 000 (1 50 00 000) | Class A Equity Shares of ₹10 each | 15 00 00 000 | 15 00 00 000 |
| | 50 00 000 (50 00 000) | Class B Equity Shares of ₹10 each | 5 00 00 000 | 5 00 00 000 |
| | 50 00 000 (50 00 000) | Non Cumulative Optionally Convertible Preference shares of ₹ 10 each | 5 00 00 000 | 5 00 00 000 |
| | | | 25 00 00 000 | 25 00 00 000 |
| | Issued, Subsc | ribed and Paid up: | | |
| | 1 00 00 000 (1 00 00 000) | Class A Equity Shares of ₹ 10 each fully paid up | 10 00 00 000 | 10 00 00 000 |
| | 31 80 700 (31 80 700) | 10% Non Cumulative Optionally Convertible Preference shares of ₹10 each | 3 18 07 000 | 3 18 07 000 |
| | 8 65 000 (8 65 000) | 10% Non-Cumulative Optionally Convertible Preference shares of ₹10 each | 86 50 000 | 86 50 000 |
| | TOTAL | | 14 04 57 000 | 14 04 57 000 |
| 1.1 | The reconcilia | ation of the number of shares outstanding is set out below: | As at 31st March, 2016 | As at 31st March, 2015 |
| | Equity Shares | | | |
| | Shares outstand | ding at the beginning of the year | 1 00 00 000 | 1 00 00 000 |
| | Add: Shares Is | sued during the year | - | - |
| | Shares outstan | ding at the end of the year | 1 00 00 000 | 1 00 00 000 |
| | Preference Sha | res | | |
| | Shares outstan | ding at the beginning of the year | 40 45 700 | 40 45 700 |
| | Add: Shares Is | sued during the year | | |
| | Shares outstan | ding at the end of the year | 40 45 700 | 40 45 700 |

1.2 Rights, Preferences and Restrictions attached to shares

The Equity Shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

The Preference Shares shall carry a preferential right over the Equity shares of the Company as regards to payment of dividend and repayment of capital, in the event of winding-up of the Company. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

1.3 Of the above Class A equity shares 100 00 000 (Previous year 100 00 000) are held by Reliance Commercial Land & Infrastructure Limited, the Parent Holding Company.

All the above 31 80 700 fully paid Preference Shares (Previous year 31 80 700) and 8 65 000 fully paid Preference Shares (Previous year 8 65 000) are held by Reliance Industries Limited, the Ultimate Holding Company.

| | | | | | Amount in ₹ |
|-----|---|----------------|-----------|---------------|-------------|
| 1.4 | The details of shareholder holding more than 5% s | hares: | | | |
| | | As at 31st Mai | rch, 2016 | As at 31st M | arch, 2015 |
| | | No. of Shares | % of | No. of Shares | % of |
| | Name of Shareholder | Held | Holding | Held | Holding |
| | Equity Shares | | | | |
| | Reliance Commercial Land & Infrastructure Limited | | | | |
| | and its nominees | 1 00 00 000 | 100 | 1 00 00 000 | 100 |
| | Preference Shares | | | | |
| | Reliance Industries Limited | 40 45 700 | 100 | 40 45 700 | 100 |

1.5 The Company (issuer) & Preference-holder will have an option for early conversion at any time after allotment of the Preference Shares by giving one month notice to the Company. The conversion will be based on higher of book value or face value as at March 31, 2015. The equity shares arising out of conversion of the Preference Shares will rank pari passu in all respects with the then outstanding equity shares of the Company on the date of such conversion, except for dividend, which if declared, shall be paid on pro-rata basis from the date of allotment of such Equity Shares. The Company will settle the outstanding Preference Shares on expiry of 20 years.

1.6 Refer Note No. 3 on Option of Unissued Share Capital.

3.

| | | | | | Amount in ₹ |
|----|---------------------------------------|-----------------|-----------------|----------------|-----------------|
| 2. | Reserves and Surplus | Α | s at | As | at |
| | | 31st Ma | rch, 2016 | 31st Mar | rch, 2015 |
| | Securities Premium Account | | | | |
| | As per last Balance Sheet | 2018 80 43 000 | | 1803 93 83 000 | |
| | Add: Taken during the year | - | | 214 86 60 000 | |
| | | | 2018 80 43 000 | | 2018 80 43 000 |
| | Surplus | | | | |
| | Profit and Loss Account | | | | |
| | As per last Balance Sheet | (109 18 70 444) | | (77 73 17 916) | |
| | Add: Transferred from Profit and Loss | (18 49 85 739) | | (31 45 52 528) | |
| | | | (127 68 56 183) | | (109 18 70 444) |
| | TOTAL | | 1891 11 86 817 | | 1909 61 72 556 |
| | | | | | |

2.1 In view of the loss for the year, the company has not created the Debenture Redemption Reserve for a cumulative amount of ₹ 32 84 875 in terms of section 71(4) of the Companies Act, 2013 and Rule 18(7) of the Companies (Share Capital and Debenture) Rules, 2014. The Company shall create the Debenture Redemption Reserve out of profits, if any, in the future years.

| | | Amount in ₹ |
|--|------------------|------------------|
| Long-Tem Borrowings | As at | As at |
| | 31st March, 2016 | 31st March, 2015 |
| Zero Coupon Unsecured Optionally Fully Convertible | | |
| Debentures of ₹ 10 each.# | 421 92 42 000 | - |
| Unsecured Loans and Advances from Holding Company ## | 1 62 50 000 | 489 78 42 000 |
| TOTAL | 423 54 92 000 | 489 78 42 000 |

The Company (issuer) & Debenture-holder will have an option for early conversion at any time after allotment of the OFCDs by giving one month notice to the Company. The conversion will be based on higher of book value or face value as at March 31, 2015. The equity shares arising out of conversion of the OFCDs will rank pari passu in all respects with the then outstanding equity shares of the Company on the date of such conversion, except for dividend, which if declared, shall be paid on pro-rata basis from the date of allotment of such Equity Shares. The Company will settle the outstanding OFCDs on expiry of 15 years.

Represents loan from Reliance Commercial Land & Infrastructure Limited the Holding company repayable in 2 years.

| | | | Amount in ₹ |
|----|--|---------------------------------------|--|
| 4. | Other Long Term Liabilities | As at 31st March, 2016 | As at 31st March, 2015 |
| | Deposits from Customers | 3 28 41 404 | 2 63 02 878 |
| | TOTAL | 3 28 41 404 | 2 63 02 878 |
| | | | Amount in ₹ |
| 5. | Other Current Liabilities | As at 31st March, 2016 | As at 31st March, 2015 |
| | Creditors for Capital Expenditure | 5 91 47 569 | 10 05 58 003 |
| | Interest accrued but not due | 83 16 755 | 7 78 03 819 |
| | Other Payables # | 35 74 243 | 20 04 932 |
| | TOTAL | 7 10 38 567 | 18 03 66 754 |
| | Interest accrued but not due Other Payables # | 5 91 47 569 83 16 755 35 74 243 | 10 05 58 003 7 78 03 819 20 04 932 |

Includes statutory liabilities, Advance from Customers, security deposits

6. Tangible Assets

| Description | Gross Block | | Depreciation | | | Net Block | | |
|--------------------------|---------------------|---------------|--------------------|---------------------|-----------------|--------------------|----------------|---------------------|
| | As at 01-04-2015 | Additions | Asat 31-03-2016 | As at 01-04-2015 | For the Year | Upto 31-03-2016 | | As at 31-03-2015 |
| OWNASSETS | | | | | | | | |
| Freehold Land | 632 93 69 801 | 8 36 83 003 | 641 30 52 804 | - | - | - | 641 30 52 804 | 632 93 69 801 |
| Building | 1068 38 45 413 | 91 23 64 850 | 1159 62 10 263 | 89 10 33 861 | 187245933 | 107 82 79 794 | 1051 79 30 469 | 979 28 11 552 |
| Plant and machinery | 47 89 547 | 1996666 | 67 86 213 | 8 51 676 | 1092412 | 19 44 088 | 48 42 125 | 39 37 871 |
| Electrical installations | 20 59 14 887 | 6 36 00 390 | 26 95 15 277 | 2 15 84 175 | 2 64 13 358 | 4 79 97 533 | 22 15 17 744 | 184330712 |
| Equipment | 26 34 34 112 | 4 36 21 528 | 30 70 55 640 | 1 85 27 596 | 1 70 13 038 | 3 55 40 634 | 27 15 15 006 | 24 49 06 516 |
| Furniture and fixtures | 37 92 274 | 47 05 889 | 84 98 163 | 4 51 799 | 841297 | 1293096 | 72 05 067 | 33 40 475 |
| Total | 1749 11 46 034 | 110 99 72 326 | 1860 11 18 360 | 93 24 49 107 | 23 26 06 038 | 116 50 55 145 | 1743 60 63 215 | 1655 86 96 927 |
| Previous Year | 1567 48 48 747 | 181 62 97 287 | 1749 11 46 034 | 73 74 85 691 | 194963416 | 93 24 49 107 | 1655 86 96 927 | |
| Capital Work-in-Progr | ess * | | | | | | 44 06 64 170 | 66 02 95 309 |

Amount in ₹

*Capital Work in Progress includes Capital Goods Inventory ₹19641374 (Previous year ₹25494134)

| | | Amount in ₹ |
|--|---------------------------|------------------------|
| 7. Non-Current Investments | As at | As at |
| (Valued at Cost less other than temporary diminution in value, if any) | 31st March, 2016 | 31st March, 2015 |
| Other Investments | | |
| In Equity Shares - Unquoted, fully paid up | 1.000 | 4.000 |
| 400 Sonali Land Private Limited of ₹ 10 each (400) | 4 000 | 4 000 |
| TOTAL | 4 000 | 4 000 |
| Aggregate amount of Unquoted Investments | Book value | Book value |
| | 4 000 | 4 000 |
| | | Amount in ₹ |
| 8. Long-Term Loans and Advances | As at 31st March, 2016 | As at 31st March, 2015 |
| (Unsecured and considered good) | 253 16 15 107 | 319 51 16 078 |
| Capital Advances | 129 63 84 965 | 390 52 19 450 |
| Security Deposits TOTAL | 382 80 00 072 | 710 03 35 528 |
| | | |
| | | Amount in ₹ |
| 9. Trade Receivables (Unsecured and considered good) | As at 31st March, 2016 | As at 31st March, 2015 |
| Over six months | 31 09 639 | 7 83 474 |
| Others | 1 69 03 818 | 1 24 47 773 |
| TOTAL | 2 00 13 457 | 1 32 31 247 |
| | | Amount in ₹ |
| 10. Cash and Bank Balances | As at | As at |
| | 31st March, 2016 | 31st March, 2015 |
| Cash and cash equivalents | | |
| Bank Balances: | | 22.00.254 |
| In current accounts | 17 93 684 | 23 09 364 |
| TOTAL | 17 93 684 | 23 09 364 |
| | | Amount in ₹ |
| 1. Short-Term Loans and Advances (Unsecured and considered good) | As at 31st March, 2016 | As at 31st March, 2015 |
| Advance Income Tax (Net of Provision) | 58 30 889 | 42 31 160 |
| Others Receivables # | 1 74 18 301 | 20 37 653 |
| Security Deposits | 164 12 28 000 | |
| TOTAL | 166 44 77 190 | 62 68 813 |
| # Includes advances to vendors | | |

Includes advances to vendors

Notes on Financial Statements for the year ended 31st March, 2016

| | | | | | Amount in ₹ |
|-----|---------------------------------|--------|-------------|--------|-------------|
| 12. | Revenue from Operations | | 2015-16 | | 2014-15 |
| | Sale of Services | | | | |
| | Renting of Immovable Properties | | 8 06 10 083 | | 3 32 99 609 |
| | Less: Service Tax Paid | | 98 82 169 | | 36 63 075 |
| | TOTAL | | 7 07 27 914 | | 2 96 36 534 |
| | | | | | Amount in ₹ |
| 13. | Other Income | | 2015-16 | | 2014-15 |
| | Interest Income | | 12 98 981 | | 6 51 656 |
| | TOTAL | | 12 98 981 | | 6 51 656 |
| | | | | | Amount in ₹ |
| 14. | Finance Cost | | 2015-16 | | 2014-15 |
| | Interest Expenses | | 92 40 839 | | 7 78 11 600 |
| | TOTAL | | 92 40 839 | | 7 78 11 600 |
| | | | | | Amount in ₹ |
| 15. | Other Expenditure | | 2015-16 | | 2014-15 |
| | Filing Fees | | 32 464 | | 21 096 |
| | Bank Charges | | 10 851 | | 79 540 |
| | Electricity Expenses | | - | | 12 000 |
| | General Expenses | | 1 09 892 | | 22 199 |
| | Sitting Fees - Directors | | 6 14 910 | | - |
| | Lease Rent - Others | | - | | 20 52 798 |
| | Professional Fees* | | 1 43 24 150 | | 29 41 700 |
| | Repairs and Maintenance | | - | | 98 28 853 |
| | Rates and Taxes | | 2 500 | | 5 70 44 594 |
| | Auditors' Remuneration | | | | |
| | Audit Fees | 45 800 | | 39 326 | |
| | Tax Audit Fees | 13 740 | | 12 360 | |
| | Certification Fees | 11 450 | | 11 236 | |
| | | | 70 990 | | 62 922 |
| | TOTAL | | 1 51 65 757 | | 7 20 65 702 |

* Professional Fees include payment to Key Managerial Person ₹ 79 09 749 (Previous year ₹ 12 48 838)

| 16. | Earnings per share | 2015-16 | 2014-15 |
|-----|--|----------------|----------------|
| | Basic earnings per equity share (₹) | (18.50) | (31.46) |
| | Diluted earnings per equity share (₹) | (18.50) | (31.46) |
| | Numerator - Profit after tax (₹) | (18 49 85 739) | (31 45 52 528) |
| | Denominator - Weighted average number of equity shares for Basic EPS | 100 00 000 | 100 00 000 |
| | Denominator - Weighted average number of equity shares for Diluted EPS | 20525 21 966 | 19901 92 466 |
| | Nominal value per equity share (\mathbf{F}) | 10 | 10 |
| | Diluted EDS is some as Pagia EDS being antidilutive | | |

Diluted EPS is same as Basic EPS, being antidilutive.

17. The Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

18. Segment Reporting

The Company is primarily engaged in the business of real estate and development of commercial properties in India. All the activities of the Company revolve around this main business. Accordingly, the Company has only one identifiable segment reportable under Accounting Standard 17 "Segment Reporting".

19. Related Party

As per Accounting Standard 18, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

i) List of related parties with whom transactions have taken place and relationship:

| Sr. No. | Name of the Related Party | Relationship |
|------------|---|-----------------------------|
| 1 | Reliance Industries Limited | Ultimate Holding Company |
| 2 | Reliance Industrial Investments and Holdings Limited | Holding Company |
| 3 | Reliance Commercial Land & Infrastructure Limited | Parent Holding Company |
| 4 | Reliance Jio Infocomm Limited | |
| 5 | Reliance Ambit Trade Private Limited | |
| 6 | Reliance Eminent Trading & Commercial Private Limited | Fellow Subsidiary Companies |
| 7 | Reliance Retail Limited | |
| 8 | Reliance Corporate IT Park Limited | |
| 9 | Manish Vyas (Manager) | Key Managerial Person (KMP) |

| Sr. No. | Nature of Transaction | Ultimate Holding Company | Parent Holding Company | Fellow Subsidiaries Companies | KMP | Total |
|------------|---|---|---|--------------------------------------|------------------------------|---|
| 1 | Loans Taken / (Repaid) | - | (126 23 50 000) (<i>13 86 00 000</i>) | - | - | (126 23 50 000) (<i>13 86 00 000</i>) |
| 2 | Loans converted into Deposit | - | (54 61 00 000) | - | - | - (54 61 00 000) |
| 3 | Deposits Taken / (Repaid) | - | - | - | - | |
| 4 | Proceeds from Preference Share Capital (Including Premium) | - 214 95 25 000 | - | - | - | - 214 95 25 000 |
| 5 | Sale of Fixed Assets | - | - | 7 93 619 37 45 610 | - | 7 93 619 <i>37 45 610</i> |
| 6 | Purchase of Fixed Assets | - | - | 4 47 777 - | - | 4 47 777 |
| 7 | Interest Expenses | - | 92 40 839 7 78 11 600 | - | - | 92 40 839 7 78 11 600 |
| 8 | Professional Fees | - | - | - | 40 24 057 9 41 931 | 40 24 057 9 41 931 |
| 9 | Issue of Zero Coupon Unsecured Optionally Fully Convertible Debentures | 60 00 00 000 - | - | - | - | 60 00 00 000 - |
| 10 | Conversion of Loan to Zero Coupon Unsecured Optionally Fully Convertible Debentures | - | 361 92 42 000 | - | - | 361 92 42 000 |
| Bala | ance as at 31st March, 2016 | | | | | |
| 1 | Equity Share Capital | - | 10 00 00 000 <i>10 00 00 000</i> | - | - | 10 00 00 000 <i>10 00 00 000</i> |
| 2 | Preference Share Capital (including premium) | 2022 85 00 000 2022 85 00 000 | - | - | - | 2022 85 00 000 2022 85 00 000 |
| 3 | Loans Taken | - | 1 62 50 000 489 78 42 000 | - | - | 1 62 50 000 489 78 42 000 |
| 4 | Trade Receivables | - | - | 47 75 924 <i>39 82 305</i> | - | 47 75 924 39 82 305 |
| 5 | Interest Payables | - | 83 16 755 7 78 03 819 | - | - | 83 16 755 7 78 03 819 |
| 6 | Performance Guarantees taken | 1 88 39 166 1 88 39 166 | - | - | - | 1 88 39 166 1 88 39 166 |
| 7 | Other Current Liabilities | - 10 53 109 | - | 3 76 696 <i>84 583</i> | - | 3 76 696 11 37 692 |
| 8 | Zero Coupon Unsecured Optionally Fully Convertible Debentures | 60 00 00 000 - | 361 92 42 000 | - | - | 421 92 42 000 |

Note: Figures in Italics represents previous year's amount.

| iii) | Disclosure in Respect of Material Related Party Tran | nsactions during the year: | | |
|------|--|----------------------------|-----------------|-----------------|
| Par | ticulars | Relationship | 2015-16 | 2014-15 |
| 1 | Loans Taken / (Repaid) | | | |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | 69 54 00 000 | 150 26 69 000 |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | (195 77 50 000) | (164 12 69 000) |
| 2 | Loan Conversion into Deposit | | | |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | - | (54 61 00 000) |
| 3 | Deposits 0Taken / (Repaid) | | | |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | - | 54 61 00 000 |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | - | (54 61 00 000) |
| 4 | Proceeds from Preference Share Capital (Including Premium) | | | |
| | Reliance Industries Limited | Ultimate Holding Company | - | 214 95 25 000 |
| 5 | Sale of Fixed Assets | | | |
| | Reliance Eminent Trading & Commercial Private Limited | Fellow Subsidiary | - | 28 39 257 |
| | Reliance Corporate IT Park Private Limited | Fellow Subsidiary | 7 93 619 | - |
| | Reliance Ambit Trade Private Limited | Fellow Subsidiary | - | 2 07 000 |
| | Reliance Retail Limited | Fellow Subsidiary | - | 6 99 353 |
| 6 | Purchase Fixed Assets | | | |
| | Reliance Retail Limited | Fellow Subsidiary | 4 47 777 | - |
| 7 | Interest Expenses | | | |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | 92 40 839 | 7 78 11 600 |
| 8 | Professional Fees | | | |
| | Manish Vyas | КМР | 40 24 057 | 9 41 931 |
| 9 | Issue of Zero Coupon Unsecured Optionally Fully Convertible Debentures | | | |
| | Reliance Industries Limited | Ultimate Holding Company | 60 00 00 000 | - |
| 10 | Conversion of Loan to Zero Coupon Unsecured Optionally Fully Convertible Debentures | | | |
| | Reliance Commercial Land & Infrastructure Limited | Parent Holding | 361 92 42 000 | - |

20. Lease

a) Lease rental incomes are booked on the basis of agreed terms

b) Assets are given on lease over a period of 1 year to 5 years.

Notes on Financial Statements for the year ended 31st March, 2016

| 21. | The | The Company has not recognised deferred tax assets in accordance with Note I of Significant Accounting Policies. | | | |
|-----|-------------------------|--|---------------------------|------------------------|--|
| | Def | erred Tax (assets)/ liabilities | | Amount in ₹ | |
| | | | As at 31st March, 2016 | As at 31st March, 2015 | |
| | Def | erred Tax Assets | | | |
| | Una | bsorbed Depreciation and Business Loss under Income Tax Act, 1961 | 5 51 94 191 | 7 04 50 644 | |
| | Related to fixed assets | | 29 97 18 258 | 26 60 03 979 | |
| | Def | erred Tax Asset | 35 49 12 449 | 33 64 54 623 | |
| | | | | Amount in ₹ | |
| 22. | Additional Information | | As at 31st March, 2016 | As at 31st March, 2015 | |
| | А | Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for: | 136 84 99 636 | 156 86 01 992 | |
| | В | Contingent Liabilities | | | |
| | | Outstanding guarantees furnished to Banks and Financial Institutions | 1 88 39 166 | 1 88 39 166 | |

23. Details of Investment made covered u/s 186 (4) of the Companies Act, 2013

Investments made by the company as at 31st March, 2016 (Refer Note No. 7)

As per our Report of even date

For **Chaturvedi & Shah** Firm Registration No.: 101720W Chartered Accountants

Jignesh Mehta Partner Membership No. 102749

Mumbai Dated: 18th April, 2016 For and on behalf of the Board

Rajendra Kamath Director (DIN: 01115052)

B. Chandrasekaran Director (DIN: 06670563)

Ankur Garg CFO (PAN: BAWPG6897G) Raman Seshadri Director (DIN: 05244442)

C. S. Gokhale Director (DIN: 00012666)

Manish Vyas Manager (PAN: AAEPV9516G) Gaurav Jain Director (DIN: 02697278)

Sona Shukla Company Secretary (ACS No.: 8926)