Reliance Comtrade Private Limited
Independent Auditor’s Report

To the Members of Reliance Comtrade Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Reliance Comtrade 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 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 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. Company has not made any investments or given any loan or any guarantee or security in connection with the loan to any person or body corporate covered under section 186 of the Act. Consequently, the requirement of clause (iv) of paragraph 3 of the Order is not applicable to the Company.

v) 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) Company has not paid any managerial remuneration during the year and hence clause (xi) of paragraph 3 of the Order is not applicable to the Company.

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 Comtrade 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

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

<table>
<thead>
<tr>
<th>Note</th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Amount in ₹</td>
<td></td>
</tr>
<tr>
<td><strong>EQUITY AND LIABILITIES</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Shareholders’ Funds</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Share Capital</td>
<td>1</td>
<td>148 40 000</td>
</tr>
<tr>
<td>Reserves and Surplus</td>
<td>2</td>
<td>241 36 72 317</td>
</tr>
<tr>
<td></td>
<td></td>
<td>242 85 12 317</td>
</tr>
<tr>
<td><strong>Non - Current Liabilities</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Long-Term Borrowings</td>
<td>3</td>
<td>20 10 000</td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Current Liabilities</td>
<td>4</td>
<td>68 536</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>243 05 90 853</td>
</tr>
<tr>
<td><strong>ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Non-Current Assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fixed Assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tangible Assets</td>
<td>5</td>
<td>243 01 37 058</td>
</tr>
<tr>
<td>Capital Work-in-Progress</td>
<td>5</td>
<td>3 40 665</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>243 04 77 723</td>
</tr>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and Bank Balances</td>
<td>6</td>
<td>1 13 130</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td>243 05 90 853</td>
</tr>
</tbody>
</table>

**Significant Accounting Policies**

Notes on Financial Statements 1 to 14
### Statement of Profit and Loss for the year ended 31st March, 2016

<table>
<thead>
<tr>
<th>Note</th>
<th>Amount in ₹</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>Income</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Other Income</td>
<td>740</td>
</tr>
<tr>
<td></td>
<td><strong>Total Revenue</strong></td>
<td>740</td>
</tr>
<tr>
<td></td>
<td><strong>Expenditure</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Finance Cost</td>
<td>13 188</td>
</tr>
<tr>
<td></td>
<td>Other Expenditure</td>
<td>1 22 054</td>
</tr>
<tr>
<td></td>
<td><strong>Total Expenses</strong></td>
<td>1 35 242</td>
</tr>
<tr>
<td></td>
<td>Loss Before Tax</td>
<td>(1 34 502)</td>
</tr>
<tr>
<td></td>
<td>Tax Expenses</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td>Loss After Tax</td>
<td>(1 34 502)</td>
</tr>
<tr>
<td></td>
<td><strong>Earnings per equity share of face value of ₹ 10/- each</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Basic and Diluted (In ₹)</td>
<td>10</td>
</tr>
<tr>
<td></td>
<td>Significant Accounting Policies</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Notes on Financial Statements</td>
<td></td>
</tr>
</tbody>
</table>

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)

**Gaurav Jain**
Director
(DIN: 02697278)

**Saravanan Viswanathan**
Director
(DIN: 05244819)
## Cash Flow Statement for the year 2015-16

### A  CASH FLOW FROM OPERATING ACTIVITIES

<table>
<thead>
<tr>
<th>Description</th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net Profit / (Loss) before tax as per Statement of Profit and Loss</td>
<td>13 4502</td>
<td>121 135</td>
</tr>
<tr>
<td>Adjusted for:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Finance Cost</td>
<td>13 188</td>
<td>9 589</td>
</tr>
<tr>
<td>Operating Profit / (Loss) before Working Capital Changes</td>
<td>121 314</td>
<td>111 546</td>
</tr>
<tr>
<td>Adjusted for:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Current Liabilities</td>
<td>31 909</td>
<td>2 247</td>
</tr>
<tr>
<td><strong>Cash Generated from / (used in) Operations</strong></td>
<td>89 405</td>
<td>109 299</td>
</tr>
<tr>
<td><strong>Tax Paid (net)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Cash from / (used in) Operating Activities</strong></td>
<td>89 405</td>
<td>109 299</td>
</tr>
</tbody>
</table>

### B  CASH FLOW FROM INVESTING ACTIVITIES

<table>
<thead>
<tr>
<th>Description</th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Cash from / (used in) Investing Activities</strong></td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

### C  CASH FLOW FROM FINANCING ACTIVITIES

<table>
<thead>
<tr>
<th>Description</th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Proceeds from Long Term Borrowings</td>
<td>19 1 000</td>
<td>1 000 000</td>
</tr>
<tr>
<td>Repayment of Long Term Borrowings</td>
<td>(19 1 000)</td>
<td>-</td>
</tr>
<tr>
<td>Interest Paid</td>
<td>(10 907)</td>
<td>-</td>
</tr>
<tr>
<td><strong>Net Cash Generated from / (used in) Financing Activities</strong></td>
<td>(10 907)</td>
<td>1 000 000</td>
</tr>
<tr>
<td><strong>Net Increase / (Decrease) in Cash and Cash Equivalents</strong></td>
<td>(1 003 12)</td>
<td>(9 299)</td>
</tr>
<tr>
<td>Opening Balance of Cash and Cash Equivalents</td>
<td>2 13 442</td>
<td>2 22 741</td>
</tr>
<tr>
<td>Closing Balance of Cash and Cash Equivalents (Refer Note No. 6)</td>
<td>1 13 130</td>
<td>2 13 442</td>
</tr>
</tbody>
</table>

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)

Gaurav Jain
Director
(DIN: 02697278)

Saravanan Viswanathan
Director
(DIN: 05244819)
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  Use of Estimates
   The preparation of financial statements in conformity with Generally Accepted Accounting Principles (‘GAAP’) requires judgment, 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  Revenue Recognition
   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.

E  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 Statement of Profit and Loss.

F  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.

G  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 Capital

<table>
<thead>
<tr>
<th>Description</th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Authorised Share Capital</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 00 000 Class A Equity Shares of ₹10 each</td>
<td>1 00 00 000</td>
<td>1 00 00 000</td>
</tr>
<tr>
<td>(10 00 000)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 00 000 Class B Equity Shares of ₹10 each</td>
<td>50 00 000</td>
<td>50 00 000</td>
</tr>
<tr>
<td>(5 00 000)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 00 000 Non Cumulative Optionally Convertible Preference shares of ₹10 each</td>
<td>50 00 000</td>
<td>50 00 000</td>
</tr>
<tr>
<td>(5 00 000)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>2 00 00 000</td>
<td>2 00 00 000</td>
</tr>
</tbody>
</table>

Issued, Subscribed and Paid up:

<table>
<thead>
<tr>
<th>Description</th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>10 00 000 Class A Equity Shares of ₹10 each fully paid up</td>
<td>1 00 00 000</td>
<td>1 00 00 000</td>
</tr>
<tr>
<td>(10 00 000)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 84 000 10% Non Cumulative Optionally Convertible Preference shares of ₹10 each fully paid up</td>
<td>48 40 000</td>
<td>48 40 000</td>
</tr>
<tr>
<td>(4 84 000)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>1 48 40 000</td>
<td>1 48 40 000</td>
</tr>
</tbody>
</table>

1.1 The details of Shareholders holding more than 5% shares:

<table>
<thead>
<tr>
<th>Name of Shareholder</th>
<th>No. of Shares</th>
<th>% held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reliance Commercial Land &amp; Infrastructure Limited and its nominees</td>
<td>10 00 000</td>
<td>100</td>
</tr>
<tr>
<td>Reliance Industries Limited</td>
<td>4 84 000</td>
<td>100</td>
</tr>
</tbody>
</table>

1.2 The reconciliation of the number of shares outstanding is set out below:

<table>
<thead>
<tr>
<th>Description</th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity Shares</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shares at the beginning of the year</td>
<td>10 00 000</td>
<td>4 84 000</td>
</tr>
<tr>
<td>Add: Shares issued during the year</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Shares at the end of the year</td>
<td>10 00 000</td>
<td>4 84 000</td>
</tr>
</tbody>
</table>

1.3 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.
Notes on Financial Statements for the year ended 31st March, 2016

1.4 Of the above, Class A equity shares, 10 00 000 (Previous year 10 00 000) shares are held by Reliance Commercial Land & Infrastructure Limited, the Holding Company.

All the above 4 84 000 fully paid Preference Shares (Previous year 4 84 000) are held by Reliance Industries Limited, the ultimate Holding Company.

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.

<table>
<thead>
<tr>
<th>Amount in ₹</th>
</tr>
</thead>
</table>

2. Reserves and Surplus

<table>
<thead>
<tr>
<th>Securities Premium Account</th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>As per last Balance Sheet</td>
<td>241 51 60 000</td>
<td>241 51 60 000</td>
</tr>
</tbody>
</table>

**Profit and Loss Account**

| As per last Balance Sheet | (13 53 181) | (12 32 046) |
| Add: Transfer from Statement of Profit and Loss | (1 34 502) | (1 21 135) |
| TOTAL | (14 87 683) | (13 53 181) |

| Amount in ₹ | 241 36 72 317 | 241 38 06 819 |

3. Long Term Borrowings

<table>
<thead>
<tr>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Unsecured Loans and Advances from Holding Company #</td>
<td>20 10 000</td>
</tr>
<tr>
<td>TOTAL</td>
<td>20 10 000</td>
</tr>
</tbody>
</table>

# Represents Loan from Reliance Commercial Land & Infrastructure Limited, the Holding Company repayable in 2 years.

4. Other Current Liabilities

<table>
<thead>
<tr>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Creditors for Capital Expenditure</td>
<td>7 903</td>
</tr>
<tr>
<td>Interest accrued but not due</td>
<td>11 869</td>
</tr>
<tr>
<td>Other Payables</td>
<td>48 764</td>
</tr>
<tr>
<td>TOTAL</td>
<td>68 536</td>
</tr>
</tbody>
</table>
Notes on Financial Statements for the year ended 31st March, 2016

5. **Tangible Assets**

<table>
<thead>
<tr>
<th>Description</th>
<th>Gross Block</th>
<th>Depreciation</th>
<th>Net Block</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>As at 01-04-2015</td>
<td>Additions 31-03-2016</td>
<td>As at 01-04-2015</td>
</tr>
<tr>
<td>OWN ASSETS</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Freehold Land</td>
<td>243 01 37 058</td>
<td>-</td>
<td>243 01 37 058</td>
</tr>
<tr>
<td>Total</td>
<td>243 01 37 058</td>
<td>-</td>
<td>243 01 37 058</td>
</tr>
<tr>
<td>Previous Year</td>
<td>243 01 37 058</td>
<td>-</td>
<td>243 01 37 058</td>
</tr>
<tr>
<td>Capital Work-in-Progress</td>
<td>3 40 665</td>
<td>3 40 665</td>
<td>3 40 665</td>
</tr>
</tbody>
</table>

6. **Cash and Bank Balances**

<table>
<thead>
<tr>
<th></th>
<th>As at 31st March, 2016</th>
<th>As at 31st March, 2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bank Balances:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>In current accounts</td>
<td>1 13 130</td>
<td>2 13 442</td>
</tr>
<tr>
<td>TOTAL</td>
<td>1 13 130</td>
<td>2 13 442</td>
</tr>
</tbody>
</table>

7. **Other Income**

<table>
<thead>
<tr>
<th></th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Miscellaneous Income</td>
<td>740</td>
<td>-</td>
</tr>
<tr>
<td>TOTAL</td>
<td>740</td>
<td>-</td>
</tr>
</tbody>
</table>

8. **Finance Cost**

<table>
<thead>
<tr>
<th></th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Interest Expenses</td>
<td>13 188</td>
<td>9 589</td>
</tr>
<tr>
<td>TOTAL</td>
<td>13 188</td>
<td>9 589</td>
</tr>
</tbody>
</table>

9. **Other Expenditure**

<table>
<thead>
<tr>
<th></th>
<th>2015-16</th>
<th>2014-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Professional Fees</td>
<td>28 625</td>
<td>15 500</td>
</tr>
<tr>
<td>Rates and Taxes</td>
<td>66 874</td>
<td>66 974</td>
</tr>
<tr>
<td>Filing Fees</td>
<td>2 424</td>
<td>6 600</td>
</tr>
<tr>
<td>General Expenses</td>
<td>86</td>
<td>-</td>
</tr>
<tr>
<td>Auditors’ Remuneration</td>
<td>18 320</td>
<td>16 854</td>
</tr>
<tr>
<td>Audit Fees</td>
<td>5 725</td>
<td>5 618</td>
</tr>
<tr>
<td>Certification Fees</td>
<td>24 045</td>
<td>22 472</td>
</tr>
<tr>
<td>TOTAL</td>
<td>1 22 054</td>
<td>1 11 546</td>
</tr>
</tbody>
</table>
Notes on Financial Statements for the year ended 31st March, 2016

10. Earnings per share
   Basic and Diluted earnings per equity share (₹)
   Numerator - Profit after tax (₹)
   Denominator - Weighted average number of equity shares for Basic EPS
   Denominator - Weighted average number of equity shares for Diluted EPS
   Nominal value per equity share (₹)
   Diluted EPS is same as Basic EPS, being antidilutive.

11. 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.

12. 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”.

13. 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:

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Related Party</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Reliance Industries Limited</td>
<td>Ultimate Holding Company</td>
</tr>
<tr>
<td>2</td>
<td>Reliance Industrial Investments and Holdings Limited</td>
<td>Holding Company</td>
</tr>
<tr>
<td>3</td>
<td>Reliance Commercial Land &amp; Infrastructure Limited</td>
<td>Parent Holding Company</td>
</tr>
</tbody>
</table>

   ii) Transactions during the year with related parties (excluding reimbursements):
<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Nature of Transaction</th>
<th>Ultimate Holding Company</th>
<th>Parent Holding Company</th>
<th>Fellow Subsidiary Companies</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Loans Taken / (Repaid)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- 1 00 000</td>
<td>-</td>
<td>1 00 000</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Interest Expenses</td>
<td>-</td>
<td>13 188</td>
<td>- 9 589</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>- 1 00 000</td>
<td>-</td>
<td>13 188</td>
<td></td>
</tr>
</tbody>
</table>

   Balances as at 31st March, 2016
<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Nature of Transaction</th>
<th>Ultimate Holding Company</th>
<th>Parent Holding Company</th>
<th>Fellow Subsidiary Companies</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Equity Share Capital</td>
<td>- 1 00 000</td>
<td>-</td>
<td>1 00 000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>(including premium)</td>
<td>- 242 00 00 000</td>
<td>-</td>
<td>242 00 00 000</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Preference Share Capital</td>
<td>242 00 00 000</td>
<td>-</td>
<td>242 00 00 000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Loans Taken</td>
<td>- 20 10 000</td>
<td>-</td>
<td>20 10 000</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Interest Payables</td>
<td>- 11 869</td>
<td>-</td>
<td>11 869</td>
<td></td>
</tr>
</tbody>
</table>

   Note: Figures in Italics represents previous year’s amount.
Notes on Financial Statements for the year ended 31st March, 2016

<table>
<thead>
<tr>
<th>iii) Disclosure in Respect of Material Related Party Transactions during the year:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Particulars</strong></td>
<td><strong>Relationship</strong></td>
</tr>
<tr>
<td>Loans Taken / (Repaid)</td>
<td></td>
</tr>
<tr>
<td>Reliance Commercial Land &amp; Infrastructure Ltd</td>
<td>Parent Holding</td>
</tr>
<tr>
<td>Reliance Commercial Land &amp; Infrastructure Ltd</td>
<td>Parent Holding</td>
</tr>
<tr>
<td>Interest Expenses</td>
<td></td>
</tr>
<tr>
<td>Reliance Commercial Land &amp; Infrastructure Ltd</td>
<td>Parent Holding</td>
</tr>
</tbody>
</table>

14. The Company has no deferred tax assets or liabilities in accordance with Note F of Significant Accounting Policies.