



## NOTICE

**NOTICE** is hereby given that the Twenty eighth Annual General Meeting of the Members of Priya Constructions Private Limited will be held on Saturday, 20<sup>th</sup> September, 2014 at 2.00 p.m at the Registered Office of the Company at DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063 to transact the following business:

### *A G E N D A*

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. N.P.Bajaj, who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and to fix their remuneration.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. M. A. Parikh & Company, Chartered Accountants, (Regn.No. 107556W), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company from time to time.”

**By order of the Board of Directors  
For Priya Constructions Private Limited**

**Sd/-  
Director**

**Place: Mumbai  
Date : May 21, 2014**

**Regd.Office:** DB House, Gen. A.K.Vaidya Marg,  
Goregaon (East), Mumbai - 400063

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. The proxy in order to be effective must be deposited in writing at the registered office of the company not less than 48 hours before the commencement of the meeting.**
2. **Members / proxies should bring the attendance slip duly filled in for attending the meeting**

### **PRIYA CONSTRUCTIONS PVT. LTD.**

**Regd. Office :** DB House, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063. • Tel.: 91-22-4077 8600 • Fax: 91-22-2841 5550 / 2842 1667  
E-mail: info@dbg.co.in • Website: www.dbrealty.co.in  
CIN: U45200MH1986PTC039169

## DIRECTORS' REPORT

To,  
The Members  
Priya Constructions Private Limited

Your Directors are pleased to present the Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report for the financial year ended 31st March, 2014

### NATURE OF OPERATION

The Company had executed a Memorandum of Understanding (MOU) with D B Realty Ltd., whereby it has agreed to grant development rights in respect of the unutilized development potential on the land at Lower Parel, Mumbai, whereon it has constructed a building known as "Turf Estate".

### FINANCIAL RESULTS:

Particulars	(Amount in Rs.)	
	F.Y 2013-14	F.Y 2012-13
Gross Income	45,35,442	-
**Less: Expenditure	46,31,160	1,36,41,105
Profit/(Loss) before taxation	(95,718)	(1,36,41,105)
Less : Tax Expense	-	1,68,095
Profit/( Loss ) after taxation	(95,718)	(1,34,73,010)
Balance brought forward	(1,97,56,000)	(62,82,990)
<b>Balance carried to Balance Sheet</b>	<b>(1,98,51,718)</b>	<b>(1,97,56,000)</b>

### DIVIDEND

In absence of profit, your Directors have not recommended any dividend.

### STATUS OF THE COMPANY:

The Company continues to be a subsidiary Company of D B Realty Limited.

### AUDITOR'S REPORT

The Auditors in their Report have drawn attention to certain paras/ notes in the financial statements as follows:

- a) With regard to Para 5 of Annexure to the Auditors' Report that the accumulated losses exceed 50% of the networth of the Company and the Company has incurred cash losses during the current year, your Directors would like to state that the Company follows the Percentage Completion Method in recognition of revenue on the development of the property in its real estate activity and hence expenses

incurred are debited to Profit and Loss account which shall be set off as and when income is recognized on achieving the threshold limits.

- b) With regard to Note no. 19 of the financial statements, as Matter of Emphasis, which states that arrangements with D B Realty Limited, the Holding Company and its Joint Venture with respect to land and building constructed on it, your Directors would like to state that above note is self explanatory

#### **DIRECTORS:**

The Board of Directors of the Company is duly constituted. During the year under review, there is no change in the Board of Directors

Mr. N.P.Bajaj, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

#### **DIRECTORS' RESPONSIBILITY STATEMENT.**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) that in the preparation of the Accounts for the year ended on 31<sup>st</sup> March, 2014, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates 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 and of the loss of the Company for that period;
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the Accounts for the financial year ended on 31<sup>st</sup> March, 2014 on a going concern basis.

#### **FIXED DEPOSIT**

During the year ended 31<sup>st</sup> March, 2014 the Company has not accepted any fixed deposit.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the



company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

### **PARTICULARS OF EMPLOYEES**

There is no employee in the Company whose particulars are required to be given under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

### **STATUTORY AUDITORS:**

M/s. M. A. Parikh & Co, Chartered Accountants, Statutory Auditors of the Company, retire at the ensuing Annual General Meeting. They have confirmed their eligibility and willingness to accept office, if re-appointed.

You are requested to appoint the Auditors for the year 2014-15 and to fix their remuneration

**On behalf of the Board of Directors  
For Priya Constructions Private Limited**

**Sd/-  
Director**

**Sd/-  
Director**

**Place: Mumbai,  
Date: May 21, 2014**

**M. A. PARIKH & CO.**  
CHARTERED ACCOUNTANTS

**Independent Auditor's Report**  
**To the Members of Priya Constructions Private Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **Priya Constructions Private Limited** ("the Company") which comprise the Balance Sheet as at 31 March 2014, 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**

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



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### Emphasis of Matter

Attention is drawn to Note No. 19 of the audited financial statements as regards the arrangement(s) with the holding company and its joint venture with respect to land and building constructed on it. Our opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act read with General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
  - (e) on the basis of written representations received from the directors as on 31 March 2014, and taken on record by the Board of Directors, none of the director is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.



For M.A.Parikh & Co.  
Chartered Accountants  
(Firm's Registration No. 107556W)

*C. Ghelani*

Partner  
Name: Chintan Ghelani  
Membership No. 132791

Mumbai, Date: 17 MAY 2014

**Annexure to the Auditors' Report  
(Referred to in our report of even date)**

1. Having regard to the nature of business / activities / transactions / results for the year, clause (iii), (iv), (v), (vi), (vii), (viii), (xi), (xii), (xiii), (xiv), (xv), (xvi), (xviii), (xix) and (xx) of paragraph 4 of the Order are not applicable. Our comments for the balance clauses are as under:
2. Fixed Assets
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) Fixed Assets have been physically verified by the management as of the year-end. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
  - (c) No fixed assets have been disposed off during the year.
3. Inventories
  - (a) Physical verification of inventory has been conducted at reasonable intervals by the management.
  - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. No discrepancies were noticed on physical verification of the inventory.
4. Statutory Dues
  - (a) In our opinion, the Company is regular in depositing the income tax dues with the appropriate authority. Further, there is no undisputed amount payable in respect of the said statutory dues in arrears as at March 31, 2014 for a period of more than six months from the date it became payable.
  - (b) The Company has disputed income tax dues of Rs. 1,78,035/-, which has not been deposited and the dispute is pending before the Commissioner of Income Tax (Appeals).
5. The accumulated losses of the Company at the end of the financial year concerned are more than 50% of its net worth. The Company has incurred cash losses in the current financial year as well as in the immediately preceding financial year.
6. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short – term basis by way of unsecured loans repayable on demand from the holding company have been used for making capital contributions in a partnership firm. The amount standing to Company's account as of the year-end is Rs. 16,20,16,335/-.



7. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For M.A.Parikh & Co.  
Chartered Accountants  
(Firm's Registration No. 107556W)

*C. Ghelani*

Partner  
Name: Chintan Ghelani  
Membership No. 132791



Mumbai, Date: 17 MAY 2014



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

**BALANCE SHEET AS AT 31ST MARCH 2014**

Particulars	Note No	As at	As at
		31st March,2014	31st March,2013
		Amount in Rs	Amount in Rs
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds:</b>			
(a) Share Capital	3	1,00,000	1,00,000
(b) Reserves and Surplus	4	(1,98,51,718)	(1,97,56,000)
<b>2 Non-current liabilities:</b>			
Other Long term liabilities	5	-	33,88,786
<b>3 Current liabilities</b>			
(a) Short-term borrowings	6	22,47,36,152	22,46,51,152
(b) Trade payables	7	1,07,392	81,564
(c) Other Current Liabilities	8	1,07,960	34,76,759
(d) Short-term provisions	9	1,78,035	1,78,035
<b>TOTAL</b>		<b>20,53,77,821</b>	<b>21,21,20,296</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) <u>Fixed Assets</u>	10		
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(b) Non-current investments	11	16,20,16,335	16,59,18,969
<b>2 Current assets</b>			
(a) Inventories	12	4,32,98,800	4,60,80,014
(b) Cash and cash equivalents	13	26,503	95,915
(c) Short-term loans and advances	14	36,183	25,398
<b>TOTAL</b>		<b>20,53,77,821</b>	<b>21,21,20,296</b>

See accompanying notes forming part of financial statements 1 to 23

In terms of our report of even date attached

For.M.A PARIKH & CO.  
Chartered Accountants

*C. Ghelani*

**PARTNER**  
Name :Chintan Ghelani  
Membership No. :132791



For and on Behalf of Board of Directors

*N.P. Bajaj*

(N.P. Bajaj)  
Director

*Ishaq V. Balwa*

(Ishaq V. Balwa)  
Director

Place :Mumbai  
Date : 17th May,2014

**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

Particulars		Note No.	For the Year Ended 31st March,2014	For the Year Ended 31st March,2013
			Amount in Rs	Amount in Rs
1	Other Income	15	45,35,442	-
2	<b>Total Revenue</b>		45,35,442	-
3	Expenses:			
	Changes in Inventories	16	-	-
	Share of Loss in Partnership Firm		39,02,634	1,19,88,456
	Depreciation	10	-	5,617
	Other expenses	17	7,28,526	16,47,032
	<b>Total expenses</b>		46,31,160	1,36,41,105
4	<b>Profit/(Loss) before tax</b>		(95,718)	(1,36,41,105)
5	Tax expense:			
	Prior Year Tax Adjustment		-	1,68,095
6	<b>Profit/ (Loss) for the year</b>		(95,718)	(1,34,73,010)
7	Earnings per equity share:			
	- Basic		(9.57)	(1,347.30)

See accompanying notes forming part of financial statements 1 to 23

In terms of our report of even date attached

For.M.A PARIKH & CO.  
Chartered Accountants

For and on Behalf of Board of Directors

*C. Ghelani*



*N.P. Bajaj*  
(N.P. Bajaj)  
Director

*Ishaq Y. Balwa*  
(Ishaq Y. Balwa)  
Director

PARTNER  
Name :Chintan Ghelani  
Membership No. :132791

Place :Mumbai  
Date : 17th May,2014

**PRIYA CONSTRUCTION PRIVATE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

Particulars	For the Year Ended 31st March, 2014		For the Year Ended 31st March, 2013	
	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs
<b>(A) Cash Flow From Operating Activities:</b>				
(Loss) as per Statement of Profit and Loss		(95,718)		(1,34,73,010)
Add: Depreciation			5617	
Loss on cancellation of deed of assignment of rights in respect of leasehold land			5,31,740	
Share of Loss in a Partnership Firm	39,02,635	39,02,635	1,19,88,456	1,25,25,813
<b>Operating Income before working capital Changes</b>		<b>38,06,917</b>		<b>(9,47,197)</b>
<b>Adjustments for changes in Working Capital :</b>				
Inventories	27,81,214			
Loans and Advances	(10,785)		1,82,954	
Liabilities	(67,31,757)	(39,61,328)	(68,00,371)	(66,17,417)
<b>Cash Flow from Operating Activities:</b>		<b>(1,54,411)</b>		<b>(75,64,614)</b>
Less: Income Tax Paid				
<b>Net Cash Flow from Operating Activities:</b>		<b>(1,54,411)</b>		<b>(75,64,614)</b>
<b>(B) Cash Flow From Investing Activities:</b>				
Cancellation of Rights of leasehold land			1,00,00,000	
Contribution made in a partnership firm			(1,05,30,000)	
<b>Net Cash used in Investing Activities</b>				<b>(5,30,000)</b>
<b>(C) Cash Flow From Financing Activities:</b>				
Unsecured Loans	85,000		81,90,000	
<b>Net Cash Generated from Financing Activities</b>		<b>85,000</b>		<b>81,90,000</b>
<b>Net Increase in Cash and Cash Equivalents</b>		<b>(69,411)</b>		<b>95,386</b>
Add: Cash and Cash Equivalents (Opening)		95,915		529
<b>Cash and Cash equivalents (Closing)</b>		<b>26,504</b>		<b>95,915</b>
<b>Cash and Cash equivalents includes</b>				
Cash on hand		14,096		20,067
Bank balances		12,408		75,848
		<b>26,504</b>		<b>95,915</b>

In terms of our report of even date attached

For M.A.PARIKH & CO  
Chartered Accountants

*C. Ghelani*



**PARTNER**

Name :Chintan Ghelani  
Membership No. :132791

For and on Behalf of Board of Directors

*N.P. Bajaj*  
(N.P. Bajaj)  
Director

*Ishaq Y. Balwa*  
(Ishaq Y. Balwa)  
Director

Place : Mumbai

Date : 17th May, 2014

## PRIYA CONSTRUCTIONS PRIVATE LIMITED

### Notes forming part of financial statements

#### **1 CORPORATE INFORMATION**

The Company is a subsidiary of D B Realty Limited, a "public company" and consequently, it is also a public company. However, it continues to use the word "Private Limited" as permitted by law.

#### **2 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

##### **2.1 Basis of preparation of Financial Statements**

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India ("GAAP") under the historical cost convention on an accrual basis, to comply in all material aspects with the mandatory Accounting Standards and the relevant provisions of the Companies Act, 1956.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria's set out in Schedule VI to the Companies Act, 1956.

##### **2.2 Use of Estimates**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in accordance with the requirements of the respective accounting standard.

##### **2.3 Fixed Assets and Depreciation**

###### **Tangible Assets:**

Fixed Assets are capitalized at cost of acquisition, net of accumulated depreciation. Cost includes cost incurred to bring the assets to their present location and condition. Depreciation on fixed assets has been provided for on written down value method at the rates and in the manner as specified in Schedule XIV to the Companies Act, 1956.

###### **Intangible Asset:**

Represent and assignment in respect of plot of a leasehold land and was stated at its cost of acquisition.

##### **2.4 Investment**

The Company's investment comprises of contribution in a partnership firm in the capacity as a partner and the balance is inclusive of adjustment on account of share of profit/loss for the year.

##### **2.5 Inventories**

Inventories are valued at lower of cost or estimated net realizable value. Cost includes the cost of purchase and cost incurred in bringing the inventories to their present location and condition.



## **PRIYA CONSTRUCTIONS PRIVATE LIMITED**

### **Notes forming part of financial statements**

#### **2.6 Taxes on Income**

Income tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with income tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between the accounting income and taxable income for the period.)

The deferred tax charge or credit and the corresponding tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that the assets can be realised in future. However, where there is unabsorbed depreciation or carried forward losses under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date and written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realised.

#### **2.7 Provision and Contingent Liabilities**

Provisions are recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### **2.8 Earnings per Share**

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 on Earnings Per Share . Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weightage average number of shares outstanding for the period is adjusted for the effects of all dilutive potential equity shares.

#### **2.9 Cash Flow Statement**

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard 3 on Cash Flow Statements and present the cash flows by operating, investing and financing activities of the Company.

2.10 Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

Notes forming part of financial statements

**3 Share Capital**

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number	Amount in Rs	Number	Amount in Rs
<b>Authorised</b>				
Equity Shares of Rs.10/- each	5,00,000	50,00,000	5,00,000	50,00,000
	<b>5,00,000</b>	<b>50,00,000</b>	<b>5,00,000</b>	<b>50,00,000</b>
<b>Issued</b>				
Equity Shares of Rs.10/- each fully paid-up	10,000	1,00,000	10,000	1,00,000
	<b>10,000</b>	<b>1,00,000</b>	<b>10,000</b>	<b>1,00,000</b>
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs.10/- each fully paid-up	10,000	1,00,000	10,000	1,00,000
	<b>10,000</b>	<b>1,00,000</b>	<b>10,000</b>	<b>1,00,000</b>

3.1 There is no movement in the number of equity shares during the year ended 31st March, 2014 as well as during the year ended 31st March, 2013.

**3.2 Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share.

3.3 10,000 Equity Shares (Previous Year -10,000) are held by D B Realty Limited, the holding company and its nominee.

**3.4 Details of Shareholders holding more than 5 % of the aggregate shares in the Company:**

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares	% of Holding	No. of Shares	% of Holding
DB Realty Limited and its nominee	10,000	100%	10,000	100%
<b>Total</b>	<b>10,000</b>	<b>100%</b>	<b>10,000</b>	<b>100%</b>

**4 Reserves & Surplus**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Surplus as per Statement of Profit & Loss		
Opening balance	(1,97,56,000)	(62,82,990)
Add: (Loss) for the year	(95,718)	(1,34,73,010)
Closing Balance	<b>(1,98,51,718)</b>	<b>(1,97,56,000)</b>
<b>Total</b>	<b>(1,98,51,718)</b>	<b>(1,97,56,000)</b>

**5 Other Long Term Liabilities**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Society Dues, pending settlement	-	33,88,786
<b>Total</b>	<b>-</b>	<b>33,88,786</b>



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

Notes forming part of financial statements

**6 Short Term Borrowings**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Unsecured Holding Company (Interest free and repayable on demand)	22,47,36,152	22,46,51,152
<b>Total</b>	<b>22,47,36,152</b>	<b>22,46,51,152</b>

**7 Trade Payables**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Sundry Creditors (Refer Note No.18)	1,07,392	81,564
<b>Total</b>	<b>1,07,392</b>	<b>81,564</b>

**8 Other Current Liabilities**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Statutory dues	7,960	9,465
Other payables	1,00,000	34,67,294
<b>Total</b>	<b>1,07,960</b>	<b>34,76,759</b>

**9 Short Term Provisions**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Provision for Income Tax (Net of Payment made thereagainst)	1,78,085	1,78,085
<b>Total</b>	<b>1,78,085</b>	<b>1,78,085</b>



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

Notes forming part of financial statements

**10 Fixed Assets: (valued at cost)**

	Fixed Assets	Balance as at 1 April 2013		Gross Block		Balance as at 31 March 2014		Accumulated Depreciation		Net Block	
		Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs	Amount in Rs
a	Tangible Assets										
	Temporary Structure	38,542	-	38,542	38,542	38,542	-	38,542	-	-	-
	Furniture and Fixtures	9,860	-	9,860	9,860	9,860	-	9,860	-	-	-
	Total	48,402	-	48,402	48,402	48,402	-	48,402	-	-	-
	Previous Year	48,402	-	48,402	42,785	48,402	5,617	48,402	-	-	5,617
b	Intangible Assets										
	Rights in respect of plot of Leasehold Land	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-
	Previous Year	1,05,31,740	(1,05,31,740)	-	-	-	-	-	-	-	-





**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

Notes forming part of financial statements

**11 Non-current investments**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
Investment in Firm Name: Evergreen Industrial Estate	16,20,16,335	16,59,18,969
Name of the Partners	Share of Profit/Loss %	Capital as at 31.03.2014
Priya Construction Private Limited	66	16,20,16,335
Jony Estate Pvt. Ltd.	33	7,95,33,037
Turf Estate Joint Venture (AOP)	1	81,32,699
<b>Total</b>	<b>16,20,16,335</b>	<b>16,59,18,969</b>

**12 Inventories**

Particulars	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
(Valued at cost) Closing Stock (Premises)	4,32,98,800	4,60,80,014
<b>Total</b>	<b>4,32,98,800</b>	<b>4,60,80,014</b>

**13 Cash and cash equivalents**

Particular	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
(a) Cash on hand	14,095	20,067
(b) Bank Balance in Current Account	12,408	75,848
<b>Total</b>	<b>26,503</b>	<b>95,915</b>

**14 Short -Term loans and advances**

Particular	As at	As at
	31 March 2014	31 March 2013
	Amount in Rs	Amount in Rs
(Unsecured and considered good) Advances recoverable in cash or in kind	36,183	25,398
<b>Total</b>	<b>36,183</b>	<b>25,398</b>



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

Notes forming part of financial statements

**15 Other Income**

Particular	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount in Rs	Amount in Rs
Society dues written back (Refer Note No.19)	45,35,442	-
<b>Total</b>	<b>45,35,442</b>	<b>-</b>

**16 Changes in Inventories**

Particular	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount in Rs	Amount in Rs
Balance as at commencement of the year:		
- Stock of Premises	4,60,80,014	4,60,80,014
Less: Society dues written back	27,81,214	-
	4,32,98,800	4,60,80,014
Less:		
Balance as of end of the year :		
- Stock of Premises	4,32,98,800	4,60,80,014
<b>Total</b>	<b>-</b>	<b>-</b>

**17 Other Expenses**

Particular	For the year ended 31 March 2014	For the year ended 31 March 2013
	Amount in Rs	Amount in Rs
Rent, Rates and Taxes	5,86,080	5,86,080
Legal and Professional Charges	35,831	1,59,961
Communication Expenses	1,134	3,709
Conveyance and Travelling	1,589	34
Remuneration to Auditors'		
- Audit Fees	25,000	28,092
- In Other Capacity	18,000	-
- Other Services	5,315	18,878
Loss on cancellation of deed of assignment of rights in respect of leasehold land.	-	5,31,740
Miscellaneous Expenses	55,577	3,18,538
<b>Total</b>	<b>7,28,526</b>	<b>16,47,082</b>



**PRIYA CONSTRUCTIONS PRIVATE LIMITED**

**Notes forming part of financial statements**

18 Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006

(Amount in Rupees)

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
Principal Amount outstanding to suppliers under MSMED Act, 2006 beyond the appointed date	-	-
Interest accrued on the due to suppliers under MSMED Act on the above amount	-	-
Payment made to suppliers (Other than interest) beyond the appointed date, during the year	-	-
Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act for payments already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED	-	-

Note: The above information is compiled by the Company on the basis of the information made available by vendors and the same has been relied upon by the Auditors.

- 19 The Company has rights in the land situated at Lower Parel, Mumbai and has constructed a building know as "Turf Estate" on the said land. For the balance development potential on the said land, the Company has entered into a Memorandum of Understanding [MOU] dated 5th August 2009 with DB Realty Limited [DBR], whereby it has agreed to grant rights for the balance development potential on the said land to DBR for Rs. 1,00,00,000/-, out of which Rs. 25,00,000/- has been paid on execution of MOU and the balance amount is due on execution of development agreement, which is not executed.

Further, DBR has formed a joint venture, know as Turf Estate (the JV), to develop and construct a real estate project, which involves rehabilitation of the occupants of the units forming part of the building constructed by the Company. During the year, a Memorandum of Understanding (MOU) is entered into by the JV with 46 unit owners wherein the Company is a confirming party. In terms of the said MOU, the liability of the unpaid Society Dues is takeover by the JV and consequently an amount of Rs. 73,16,656/- is written back.

As regards, the units which are held by the Company the settlement with the JV is pending.

- 20 The Company is a Partner in Evergreen Industrial Estate and the balance in its capital account as of the year-end is Rs. 16,20,16,335 /- (Previous Year Rs. 16,59,18,969/-), the source whereof in its hands represent unsecured loan from DBR.
- 21 **Related Party Disclosure:**  
As per Accounting Standard 18 (AS-18) 'Related Party Disclosure', the disclosure of transactions with the related parties as defined in AS-18 is given below:

**A List of Related Parties with whom transactions have taken place and their relationship:**

Holding Company  
D B Realty Limited

Enterprises on which Director(s) of the Company exercise significant influence (Associated Enterprises)  
Evergreen Industrial Estate  
DB Hi Sky Constructions Pvt.Ltd  
Pony Infrastructure & Contractors Ltd



B **Transactions with Related Parties and outstanding balance as of year-end:-**

(Amount in Rupees)

Particulars	Holding Company	Associated Enterprises
<b>Loan Taken</b>		
Opening Balance	22,46,51,152	-
	(21,64,61,152)	(-)
Taken during the year	85,000	-
	(81,90,000)	(-)
Repaid during the year	-	-
	-	(-)
Closing Balance	22,47,36,152	-
	22,46,51,152	(-)
<b>Reimbursement of Statutory Obligations</b>		
Opening Balance	-	1,464
	(-)	(1,052)
Statutory obligation paid on behalf of the Company	-	56,965
	(-)	(67,988)
Payment made	-	57,313
	(-)	(68,400)
Closing Balance	-	1,116
	(-)	(1,464)
<b>Contribution in the capital of Evergreen Industrial Estate (Partnership Firm)</b>		
Opening Balance	-	16,59,18,969
	(-)	(16,78,77,425)
Contribution during the year	-	-
	(-)	(1,05,80,000)
Withdrawal during the year	-	-
	-	(-)
Share of loss in Partnership Firm	-	39,02,634
	(-)	(1,19,88,456)
Balance in Capital Account of the Firm	-	16,20,16,335
	(-)	(16,59,18,969)

Notes:

- (i) The aforesaid related parties are as identified by the Company and relied upon by the Auditors.  
(ii) Figures in bracket refer to previous year's figures.

22 **Earnings Per Share:**

The Profit/ (Loss) considered in ascertaining the Company's Earnings Per Share comprises of Net Profit/ (Loss) After Tax. The number of shares used in computing basic and diluted Earnings Per Share is the weighted average number of shares outstanding during the year.

(Amount in Rs)

Particulars	Current Year	Previous Year
Loss after Tax as per Profit & Loss Account	(95,718)	(1,34,73,010)
Weighted number of shares outstanding during the year	10,000	10,000
Basic & Diluted Earnings per Share	(9.57)	(1,347.30)
Face Value per Equity Share	10	10

23 **Previous Year figures:**

The previous year figures have been rearranged and reclassified, wherever necessary to confirm with current year's presentation.

Signature to Notes 1 - 23

In terms of our report of even date attached

For.M.A PARIKH & CO.  
Chartered-Accountants

For and on Behalf of Board of Directors

PARTNER  
Name :Chintan Ghelani  
Membership No. :132791

Place : Mumbai  
Date : 17th May,2014



(N.P.Bajaj)  
Director

(Ishaq Y. Balwa)  
Director