

Alliance Mall Developers Co Private Limited

Annual Accounts for the Year Ended 31st March, 2015

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2nd Floor, Sahar Road,
Near Andheri Station,
Andheri (East),
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SGCO & Co.
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

**To the Members of Alliance Mall Developers Co Private Limited,
Report on the Financial Statements**

We have audited the accompanying financial statements of **Alliance Mall Developers Co Private Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit 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, 2015 ("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 statement on the matters specified in the 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 it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 (A) (ii) to the financial statements.



(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S G C O & Co.

Chartered Accountants

Firm's Registration No. 112081W


Shyamratan Singrodia

Partner

Mem. No. 49006



Place : Mumbai

Date: 19th May, 2015

Annexure to the Independent Auditors Report

The Annexure referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" in our Independent Auditor's Report to the members of the Company for the year ended 31st March, 2015.

As required by the Companies (Auditors Report) Order, 2015 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The Fixed Assets have been physically verified by the management during the year at reasonable intervals. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies have been noticed on such physical verification.
- (ii) a) Since the Company does not have any inventory, the paragraph 3 (ii) of the said Order is not applicable to the Company.
- (iii) The Company has not granted any loans to the parties covered in the register maintained under Section 189 of the Act. Hence paragraph 3 (iii) (a) and (b) of the said Order are not applicable to the Company.
- (iv) There are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the year Company has not carried out any activity of sale of goods & services. No major weakness has been noticed in the internal control systems of the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) As per explanation & information given to us, the Company has maintained the cost record as prescribed by the Central Government under subsection (1) of Section 148 of the Act. However the same have not been reviewed by us.



- (vii) a) Accordingly to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax and Cess wherever applicable have regularly been deposited with the appropriate authorities regularly deposited with the appropriate authorities except for the slight delays in some cases of TDS and Service tax. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March, 2015 for a period 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 Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited on account of any dispute with the appropriate authorities.
- c) According to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses during the current financial year and in the immediately preceding financial year.
- (ix) As per the information and explanations given by the management, the Company has not defaulted in repayment of its dues to banks and financial institutions.
- (x) The Company has not given any guarantee for loans taken by others from banks and financial institutions.
- (xi) On the basis of information and explanation given to us and examination of the books of account, the Company has applied the term loans during the year for the purpose they were obtained.



- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of any fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For **SGCO & Co.**

Chartered Accountants

Firm's Registration No. 112081W


Shyamratan Singrodia

Partner

Mem. No. 49006



Place: Mumbai

Date: 19th May, 2015

Balance Sheet as at 31st March, 2015

(Rs. in lakhs)

Particulars	Notes	As at 31.03.2015	As at 31.03.2014
EQUITY AND LIABILITIES			
Shareholder's funds			
Share capital	2	395.73	395.73
Reserves and surplus	3	16,248.69	16,188.35
		16,644.42	16,584.08
Non - current liabilities			
Long - term borrowings	4	13,500.00	7,000.00
Deferred tax liabilities (Net)	5	-	0.45
Other long-term liabilities	6	125.00	75.00
Long - term provisions	7	3.44	1.93
		13,628.43	7,077.38
Current liabilities			
Trade payables	8	7.49	13.62
Other current liabilities	9	414.08	241.57
Short - term provisions	10	331.19	242.35
		752.75	497.54
Total		31,025.60	24,159.00
ASSETS			
Non - current assets			
Fixed assets			
Tangible assets	11	10,026.79	10,030.03
Capital work in progress	12	9,568.10	4,541.64
		19,594.89	14,571.67
Non - current investments	13	1,598.00	2,098.00
Deferred Tax Assets (Net)	14	0.34	-
Long - term loans and advances	15	7,277.20	2,766.36
		28,470.43	19,436.03
Current assets			
Current investments	16	-	2,126.01
Cash and cash equivalents	17	801.50	149.29
Short - term loans and advances	18	1,753.67	2,447.67
		2,555.17	4,722.97
Total		31,025.60	24,159.00
Significant Accounting Policies	1		
Accompanying Notes to Accounts	23		

As per our attached report of even date

For SGC & Co.
Chartered Accountants

Shyamratan Singrodia
Partner
Mem. No. 49008

Place : Mumbai
Date : 19th May, 2015



For and on behalf of the Board

Director

Director



Place : Mumbai
Date : 19th May, 2015

Statement of Profit and Loss for the year ended 31st March 2015

(Rs. in lakhs)

Particulars	Notes	Year ended 31.03.2015	Year ended 31.03.2014
INCOME			
Revenue from operations		-	-
Other income	19	170.99	251.44
Total Revenue		170.99	251.44
EXPENDITURE			
Employee benefit expense	20	15.24	13.46
Depreciation	11	6.06	2.82
Other expenses	21	76.98	116.05
Total Expenses		98.28	132.33
Profit before Tax		72.71	119.11
Less : Tax expense			
- Current tax		13.18	16.39
- Deferred tax liability / (asset)		(0.78)	0.16
- Tax of earlier years		(0.03)	1.26
Profit after tax		60.34	101.30
Earning per equity share	22		
(Nominal value of share Rs. 10 (PY Rs. 10) : Basic		1.85	3.10
: Diluted		1.52	2.56
Significant Accounting Policies	1		
Accompanying Notes to Accounts	23		

As per our attached report of even date

For S G C O & Co.
Chartered Accountants

Shyamratan Singrodia
Partner
Mem. No. 49006



For and on behalf of the Board

Director

Director



Place : Mumbai
Date : 19th May, 2015

Place : Mumbai
Date : 19th May, 2015

Alliance Mall Developers Co Private Limited
Cash Flow Statement for the year ended 31st March, 2015

(Rs. in lakhs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
A. Cash Flow from Operating Activities:		
Net Profit / (Loss) before tax and prior period items	72.71	119.11
Adjustments for :		
Depreciation	6.06	2.82
Interest income on loans & advances	(137.55)	(185.68)
Dividend income on current investments	(33.44)	(65.76)
Operating profit before working Capital Changes	(92.22)	(129.51)
Movements in Working Capital :		
Increase/(Decrease) in Trade payables	(6.13)	3.27
Increase/(Decrease) in Other current liabilities	172.49	(35.24)
Increase/(Decrease) in Long term provisions	1.51	0.11
Increase/(Decrease) in Long term liabilities	50.00	-
Increase/(Decrease) in Short term provisions	88.84	235.20
Decrease/(Increase) in Other current assets	-	-
Decrease/(Increase) in Long term loans & advances	(4,489.30)	(1,509.01)
Cash generated from / (used in) operations	(4,274.81)	(1,435.18)
Direct taxes paid	(13.15)	(33.24)
Net cash flow from / (used in) operating activities	(4,287.96)	(1,468.42)
B. Cash Flow from Investing Activities:		
Purchase of fixed assets	(2.81)	(2.84)
Capital work in progress	(5,026.46)	(2,314.72)
Advances for capital goods	(21.54)	(153.76)
Proceeds from current investments (Net)	2,126.01	326.74
Proceeds from Non current investments (Net)	500.00	-
Movement in Loans & advances	694.00	(971.05)
Interest income on loans & advances	137.55	185.68
Dividend income on current investments	33.44	65.76
Net cash flow from / (used in) investment activities	(1,559.83)	(2,864.19)
C. Cash Flow from Financing Activities:		
Proceeds from Long term borrowings (net)	6,500.00	4,330.00
Proceeds from Short term borrowings (net)	-	-
Net cash flow from / (used in) financing activities	6,500.00	4,330.00
Net increase / (decrease) in cash and cash equivalents	652.21	(2.61)
Cash and cash equivalents at the beginning of the year	149.29	151.90
Cash and cash equivalents at the end of the year	801.50	149.29



Alliance Mall Developers Co Private Limited
Cash Flow Statement for the year ended 31st March, 2015

Notas :

1

Cash and Cash Equivalents at the end of the year consists of cash in hand and balances with banks are as follows :

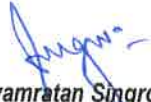
(Rs. in lakhs)

Particulars	As at 31.03.2015	As at 31.03.2014
Balances with bank on current account	798.22	142.10
Cash on hand	3.28	7.19
	801.50	149.29

- 2 The previous year's figures have been regrouped / rearranged wherever necessary in order to conform to current year's presentation

As per our report of even date attached

For S G C O & Co.
Chartered Accountants



Shyamratan Singrodia
Partner
Mem No: 49006

Place : Mumbai
Date : 19th May, 2015



For and on behalf of the Board


Director


Director

Place : Mumbai
Date : 19th May, 2015

Alliance Mall Developers Co Private Limited

Notes to financial statements for the year ended 31st March, 2015

Corporate information:

Alliance Mall Developers Co Private Limited ("the Company") is a company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is engaged in the business of developing, owning and operating of Shopping Malls, Commercial and Residential Premises.

Note 1: Significant Accounting Policies

a) Basis of Accounting:

- i) The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.
- ii) Financial Statements are based on historical cost convention and are prepared on accrual basis

b) Revenue Recognition:

- i) Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection.
- ii) Interest is recognised on a time proportion basis as taking in to account the amount outstanding and the rate applicable.
- iii) Dividend income is recognised when the right to receive payment is established.

c) Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known materialize.

d) Fixed Assets :

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for intended use.



Alliance Mall Developers Co Private Limited

Notes to financial statements for the year ended 31st March, 2015

e) Depreciation:

- i) No depreciation is provided on Freehold Land.
- ii) Depreciation on Fixed Assets is provided on 'Written down value method' based on useful life of assets and in the manner specified in the Schedule II of the Companies Act, 2013.

f) Impairment of Fixed Asset:

As at the end of each year, the Company determines whether a provision should be made for impairment loss on fixed asset by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any fixed asset is lower than its carrying amount, a provision for impairment loss on fixed asset is made for the difference.

g) Investments:

Investments that is intended to be held for more than a year from the date of acquisition are classified as long term investments and are carried at cost less any provision for diminution in value other than temporary. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

h) Borrowing Costs:

Borrowing costs are recognised as expenses in the period in which they are incurred except the borrowing cost attributable to the acquisitions\ constructions of qualifying assets which are capitalised as a part of the cost of the fixed assets, upto the date the assets are ready for its intended use.

i) Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.



Alliance Mall Developers Co Private Limited

Notesto financial statements for the year ended 31st March, 2015

j) Expenditure during construction period:

- i) Expenditure of capital nature incurred during construction period in respect of a Project being executed by the Company is grouped under Capital work in progress. Such Expenditure would be capitalized upon the commencement of commercial operations of the Project.
- ii) Incidental expenditure during construction period pending allocation included in capital work in progress represents expenditure incurred in connection with the Project which is intended to be capitalized to the Project. Expenditure not attributable to project are charged to Revenue Account.
- iii) Common Expenditure is allocated to project cost on certain basis as considered appropriate by the Management.

k) Retirement Benefits:

- i) Liability for leave encashment benefits has been provided on accrual basis.
- ii) Retirement benefits in the form of Gratuity are considered as defined benefits obligations and are provided on the basis of the actuarial valuation, using the projected unit method, as at the date of the Balance Sheet.

l) Foreign Currency Transactions:

- i) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transaction.
- ii) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realisation, are recognised in the Statement of Profit & Loss.
- iii) Differences on translation of Current Assets & Current Liabilities remaining unsettled at the year- end are recognised in the Statement of Profit & Loss.
- iv) The premium in respect of foreign exchange contract is amortised over the life of the contract. The net gain or losses on account of any exchange difference, cancellation or renewal of such forward exchange contract are recognised in the Statement of Profit & Loss .

m) Accounting for Taxation on Income:

Current taxes

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after availing credit for tax allowances and exemptions.



Alliance Mall Developers Co Private Limited

Notes to financial statements for the year ended 31st March, 2015

Deferred taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax assets are reviewed as at each Balance Sheet date.



Note 2 : Share capital

Particulars	As at 31.03.2015	As at 31.03.2014
Authorised Capital		
33.00 Lakhs Equity Shares of Rs.10 each	330.00	330.00
7.00 Lakhs 1% Non-Cumulative, Compulsory Convertible Preference Shares of Rs.10 each	70.00	70.00
Issued, Subscribed and Fully Paid Up		
32.68 Lakhs Equity Shares of Rs.10 each fully paid up	326.83	326.83
6.89 Lakhs 1% Non-Cumulative, Compulsory Convertible Preference Shares of Rs.10 each fully paid up	68.90	68.90
	395.73	395.73

a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in lakhs	Rs. in lakhs	No. in lakhs	Rs. in lakhs
Equity Shares of Rs. 10/- each fully paid up				
At the beginning of the year	32.68	326.83	32.68	326.83
Issued during the year	-	-	-	-
Outstanding at the end of the year	32.68	326.83	32.68	326.83
1% Non-Cumulative, Compulsory Convertible Preference Shares of Rs. 10/- each fully paid up				
At the beginning of the period	6.89	68.90	6.89	68.90
Issued during the period	-	-	-	-
Outstanding at the end of the year	6.89	68.90	6.89	68.90

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Terms / rights attached 1% Non-Cumulative, Compulsory Convertible Preference Shares (NCCPS)

During the year ended 31st March, 2011, the Company has issued 6.89 lakhs 1% Non-Cumulative, Compulsory Convertible Preference Shares (NCCPS) of Rs. 10/- each fully paid, at a premium of Rs. 802.77 per share to Hagwood Commercial Developers Private Limited, a fellow subsidiary. Each holder of the NCCPS is entitled to one vote per share only on resolution placed before the Company, which directly affect the right attached to NCCPS. The NCCPS are Convertible, at par, at any time within a period of 10 years from the date of allotment. If NCCPS holder does not exercise conversion option, NCCPS are compulsorily convertible into equity share at the end of 10th year from the date of allotment.



Alliance Mall Developers Co Private Limited

Notes to financial statements for the year ended 31st March, 2015

(Rs. in lakhs)

d) Shares held by holding / ultimate holding company and/or their subsidiaries / associates :

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in lakhs	Rs. in lakhs	No. in lakhs	Rs. in lakhs
Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centers Limited) , Holding Company Equity Shares of Rs. 10/- each fully paid up	20.10	201.00	20.10	201.00
Hagwood Commercial Developers Private Limited, Fellow Subsidiary 1% Non-Cumulative, Compulsory Convertible Preference Shares of Rs.10 each fully paid up	6.89	68.90	6.89	68.90

e) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31.03.2015		As at 31.03.2014	
	No. in lakhs	% holding in the class	No. in lakhs	% holding in the class
Equity Shares of Rs. 10/- each fully paid up Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centers Limited) , Holding Company	20.10	61.50%	20.10	61.50%
Triangle Real Estate India Holdings Limited	11.44	35.00%	11.44	35.00%
1% Non-Cumulative, Compulsory Convertible Preference Shares of Rs. 10/- each fully paid up				
Hagwood Commercial Developers Private Limited, Fellow Subsidiary	6.89	100.00%	6.89	100.00%



Note 3 : Reserves and surplus

Particulars	As at 31.03.2015	As at 31.03.2014
Securities Premium Account		
Balance at the beginning and end of the year	15,954.36	15,954.36
Surplus		
Balance at the beginning of the year	233.99	132.69
Add : Profit for the year	60.34	101.30
Less: Utilised during the year	-	-
Closing Balance	294.33	233.99
	16,248.69	16,188.35

Note 4 : Long - term borrowings

Particulars	As at 31.03.2015	As at 31.03.2014
Term loan from banks (secured)	13,626.61	7,024.42
Less : Interest accrued and due on borrowings	126.61	24.42
	13,500.00	7,000.00

Term Loan From Bank (Secured) Includes:

i) Rs. 5275.14 lakhs (PY Rs. 2,734.42 lakhs) term loan from Central Bank of India carrying interest @ Base rate + 3.50% (13.75%) p.a. The loan is repayable in 78 monthly instalments starting from October 2016. The loan is secured by first charge on pari-passu basis, by way of equitable mortgage of land and buildings and hypothecation of capital goods.

ii) Rs. 3412.15 lakhs (PY Rs. 1,750.00 lakhs) term loan from State Bank of Hyderabad carrying interest @ Base rate + 3.50% (13.70%) p.a. The loan is repayable in 78 monthly instalments along with interest starting from October 2016. The loan is secured by first pari-passu charge on entire assets of project including equitable mortgage of the land and hypothecation of entire receivables (i.e. lease rentals) of Alliance Mall at Coimbatore.

iii) Rs. 3391.57 lakhs (PY Rs. 1,750.00 lakhs) term loan from Union Bank of India carrying interest @ Base rate + 3.50% (13.75%) p.a. The loan is repayable in 78 monthly instalments along with interest starting from October 2016. The loan is secured by first pari-passu charge on entire land and super structure thereon; movable plant & machinery, stock of raw material, finished and semi finished items relation to the project and over all receivables relating to project and to be controlled by the lenders through an escrow account mechanism.

iv) Rs. 1547.75 lakhs (PY Rs. 790.00 lakhs) term loan from State Bank of Patiala India carrying interest @ Base rate + 3.50% (13.75%) p.a. The loan is repayable in 84 monthly instalments starting from October, 2016. The loan is secured by first pari-passu charge on entire assets of project including equitable mortgage of the land and hypothecation of entire receivables (i.e. lease rentals) of Alliance Mall at Coimbatore.

The above loans are further secured by corporate guarantee of the Holding Company - Prozone Intu Properties Limited (Formerly Known as Prozone Capital Shopping Centers Limited.)

Note 5 : Deferred tax liabilities (Net)

Particulars	As at 31.03.2015	As at 31.03.2014
Impact of difference between tax depreciation and depreciation charged for the financial reporting		0.45
	-	0.45



Note 6 : Other long-term liabilities

Particulars	As at 31.03.2015	As at 31.03.2014
Lease deposit from tenants	125.00	75.00
	125.00	75.00

Note 7 : Long - term provisions

Particulars	As at 31.03.2015	As at 31.03.2014
Provision for gratuity	3.44	1.93
	3.44	1.93

Note 8 : Trade payables

Particulars	As at 31.03.2015	As at 31.03.2014
Due to micro, small & medium enterprises (refer note below)	5.00	-
Others	2.49	13.62
	7.49	13.62

Company had sought confirmation from the vendors whether they fall in the category of Micro, Small and Medium Enterprises. Based on the information available, the required disclosure for Micro, Small and Medium Enterprises under the above Act is given below :

Particulars	As at March 31, 2015	As at March 31, 2014
The principal amount remaining unpaid to any supplier as at the end of accounting year ;	5.00	-
Interest due thereon remaining unpaid at the end of accounting year;	-	-
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and		
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

Note 9 : Other current liabilities

Particulars	As at 31.03.2015	As at 31.03.2014
Interest accrued and due on borrowings	126.61	24.42
Duties & taxes payable	25.46	24.30
Advances received from customers	79.20	23.11
Payables for capital work in progress	162.79	169.74
	414.06	241.57



Note 10 : Short - term provisions

Particulars	As at 31.03.2015	As at 31.03.2014
Provision for employee benefits expense	16.69	19.40
Provision for gratuity	0.20	0.22
Provision for expenses	314.30	222.73
	331.19	242.35

Note 12 : Capital work in progress

The Company is planning a retail centric mixed used development project at Coimbatore. The expenditure incurred during the construction period are classified as "Capital Work in Progress" and will be apportioned to the assets on the completion of the project. Necessary details as per Schedule III of the Companies Act, 2013 have been disclosed below :

Particulars	As at 31.03.2015	As at 31.03.2014
Opening balance	4,541.64	2,226.92
Additions during the year :		
Construction cost	2,680.20	994.42
Personnel cost	138.57	123.72
Professional fees	455.22	503.92
Rates & taxes	361.78	0.79
Borrowing costs	1,329.41	650.14
Other expenses	61.30	41.73
	5,026.47	2,314.72
	9,568.10	4,541.64

Note 13 : Non - current investments

Particulars	As at 31.03.2015	As at 31.03.2014
Non trade, unquoted		
(Valued at cost unless stated otherwise)		
Investments in equity instruments		
Cholco Realty Private Limited (0.08 Lakhs Equity Shares of Face value of Rs.10 each fully paid up)	50.00	50.00
Rigveda Properties Limited (0.25 (P.Y 0.50 Lakhs) Lakhs Equity Shares of Face value of Rs.10 each fully paid up)	500.00	1,000.00
Shine Enterprises Private Limited (0.23 Lakhs Equity Shares of Face value of Rs.100 each fully paid up)	598.00	598.00
Preference Shares (Unquoted)		
Miracle Agro Private Limited (4.50 Lakhs 6% Non Cumulative Preference Shares of Face value of Rs.100 each fully paid up)	450.00	450.00
	1,598.00	2,098.00
Aggregate book value of unquoted investment	1,598.00	2,098.00



Alliance Mall Developers Co Private Limited

Notes to financial statements for the year ended 31st March, 2015

Note 11 : Fixed assets

Particulars	Gross Block		Depreciation			Net Block		(Rs. in lakhs)
	As at 01.04.2014	Additions during the year	As at 31.03.2015	Upto 31.03.2014	For the year	Upto 31.03.2015	As at 31.03.2015	
Tangible Assets								
Freehold Land	10,020.69	-	10,020.69	-	-	-	10,020.69	10,020.69
Office equipments	4.38	-	4.38	1.08	2.07	3.15	1.23	3.30
Paintings	2.21	-	2.21	1.24	-	1.24	0.97	0.97
Furniture	1.83	0.52	2.35	0.25	0.93	1.18	1.17	1.58
Vehicle	0.55	-	0.55	0.08	0.16	0.24	0.31	0.47
Computer	5.25	2.32	7.57	2.25	2.90	5.15	2.42	3.00
Total	10,034.91	2.84	10,037.75	4.90	6.06	10.96	10,026.79	10,030.01
Previous Year	10,032.10	2.81	10,034.91	2.06	2.82	4.88	10,030.03	

(Rs. in lakhs)

Note :-

The Company has revised depreciation rates on tangible fixed assets w.e.f. April 01, 2014 as per the useful life specified in the Schedule II of the Companies Act, 2013 or as re-assessed by the Company. As prescribed in Schedule II, depreciation has been calculated based on the remaining useful life of those assets. Had the Company continued with the previously applicable Schedule XIV rates, charge for depreciation for the year ended March 31, 2015 would have been lower and net profit would have been higher by Rs. 3.23 lakhs.



Note 14 : Deferred Tax Assets (Net)

Particulars	As at 31.03.2015	As at 31.03.2014
Impact of difference between tax depreciation and depreciation charged for the financial reporting	0.34	-
	0.34	-

**Note 15 : Long - term loans and advances
(Unsecured, Considered Good, unless stated otherwise)**

Particulars	As at 31.03.2015	As at 31.03.2014
Security deposit	101.53	0.97
Capital advances	448.54	427.00
Mobilisation advances (Refer Note (a) below)		
to related party	2,120.00	600.00
to others		
- Unsecured	3,991.01	1,551.00
- Secured	245.27	-
	6,356.28	2,151.00
Other loans and advances		
Advance tax & TDS (net of provision of tax)	3.12	2.60
Cenvat credit receivable	367.73	184.79
	7,277.20	2,766.36
Mobilisation advances to related party represents : Empire Mall Private Limited (Fellow Subsidiary Company)	2,120.00	600.00

Note (a) : Mobilisation advances of Rs 6,356.28 Lakhs (PY 2,151.00 Lakhs), represents advance reimbursements to be expended by the respective parties in the course of procurement of raw material, procurement of contractors and sub-contractors in relation to development of the planned retail centric mixed used development project.

Note 16 : Current Investments

Particulars	As at 31.03.2015	As at 31.03.2014
Unquoted		
(Valued at lower of cost and fair value, unless stated otherwise)		
Investments in Mutual Funds - Others		
Nil (PY 21.26 lakhs Units) ICICI Pru Liquid Super Inst Plan	-	2,126.01
	-	2,126.01
Aggregate book value of unquoted investment	-	2,126.01



Note 17 : Cash and cash equivalents

Particulars	As at 31.03.2015	As at 31.03.2014
Balances with banks:		
In current accounts	798.22	142.10
Cash on hand	3.28	7.19
	801.50	149.29

Note 18 : Short - term loans and advances

(Unsecured, Considered Good)

Particulars	As at 31.03.2015	As at 31.03.2014
Loans and advances	1,528.12	2,124.68
Advance Recoverable in cash or kind or for value to be received	225.55	322.99
	1,753.67	2,447.67

Note 19 : Other income

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Dividend Income on current investments	33.44	65.76
Interest income on loans & advances	137.55	185.68
	170.99	251.44

Note 20 : Employee benefit expense

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Salaries, wages and bonus	14.52	13.22
Gratuity expense	0.62	0.03
Leave encashment	0.10	0.21
	15.24	13.46

Note 21 : Other expenses

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Legal and professional fees	24.83	12.71
Travelling expenses	6.05	4.52
Directors Sitting Fees	1.75	-
Advertising and business promotion	22.21	96.99
Auditor's remuneration (refer note below)	20.00	1.00
Miscellaneous expenses	2.13	0.83
	76.98	116.05

Payment to auditor includes :

Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
Audit fees	5.00	1.00
Taxation Matters	15.00	-
Service tax	2.47	0.12
	22.47	1.12



Note 22 : Earning per equity share

In accordance with Accounting Standard 20- "Earning Per Share" (AS 20) the computation of earning per share is set out below:

Sr. No.	Particulars	Year Ended 31.03.2015	Year Ended 31.03.2014
A)	Weighted average number of equity shares of Rs. 10 each (no. in lakhs)		
i)	Number of shares at the end of the year	32.68	32.68
ii)	Weighted average number of equity shares outstanding during the year	32.68	32.68
iii)	Weighted average number of potential equity shares outstanding during the year	6.89	6.89
iv)	Total number of equity share for calculating diluted earning per share	39.57	39.57
B)	Net profit : (loss) after tax available for equity shareholders. (Rs. :- lakhs)	60.34	101.30
C)	Basic earning per share (in Rs.) (B : ii)	1.85	3.10
D)	Diluted earning per share (in Rs.) (B : iv)	1.52	2.56



Note 23 : Accompanying Notes to Accounts**A) Contingent Liabilities not provided for :**

i) Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances) Rs. 5,160.66 lakhs (PY Rs. 681.62 lakhs).

B) In the opinion of the board the current assets, loans and advances are approximately of the value stated and are realisable in the ordinary course of business at least equal to the amount at which stated in the balance sheet. Further the provisions for all known liabilities are adequately made & not in excess of amount reasonably required.

C) Disclosure as per AS 15 "Employee Benefits" :

The principal assumptions used in the actuarial valuation of gratuity are as follows:-

Discount rate	7.80%	9.10%
Expected rate of withdrawals	10.00%	10.00%
Expected rate of future salary increase	5.00%	5.00%

Changes in present value of obligations :

Present value of obligation as at the beginning of the year	2.15	1.82
Interest cost	0.19	0.15
Current service cost	0.83	0.76
Benefits paid	-	-
Actuarial (gain) / loss on obligations	0.47	(0.58)
Present value of obligation as at the end of the year	3.64	2.15

Liability recognized in the Balance Sheet :

Present value of obligation as at the end of the year	3.64	2.15
Fair Value of plan assets as at the end of the year	-	-
Unfunded status	3.64	2.15
Unrecognized actuarial (gain)/ loss	-	-
Net (assets)/ liability recognized in the balance sheet	3.64	2.15
Non current liability / (asset)	0.20	1.93
Current liability / (asset)	3.44	0.22

Expenses recognized in the Profit and Loss Account :

Current service cost	0.83	0.76
Past service cost	-	-
Interest cost	0.19	0.15
Actuarial (gain) / loss on obligations	0.47	(0.58)
Actuarial (gain) / loss on plan assets	-	-
Total expenses recognized *	1.49	0.33

*** Apportionment of Gratuity expenses :**

Expense recognised in statement of profit & loss	0.62	0.03
Expenses apportioned to capital work in progress	0.87	0.30
Total	1.49	0.33



Notes to financial statements for the year ended 31st March, 2015

(Rs. in lakhs)

D) Related Party Disclosure:-

As required under Accounting Standard 18 "Related Party Disclosure" (AS-18), following are the details of transactions during the year with the related parties of the Company as defined in AS 18 :

For the year ended 31 March 2015

i) Key Management Personnel

Akhil Chaturvedi	Director
Nigam Patel (Upto 1st August, 2014)	Director
Sudhanshu Chaturvedi (from 1st August, 2014)	Director

ii) Holding Company :-

Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited)

iii) Fellow Subsidiary :-

Empire Mall Private Limited

Related Party Transactions

a) Sale/Purchase of goods and services

Particulars	Purchase of Services	Directors Sitting Fees	Amount due to Related Parties
<u>Key Management Personnel</u>			
Akhil Chaturvedi	-	1.00	-
Sudhanshu Chaturvedi (from 1st August, 2014)	-	0.75	-
Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited)	370.36	-	15.59

b) Loans & Advances taken and repayment thereof

Particulars	Loans / Advances Taken	Repayment	Amount due to Related Parties
<u>Holding Company</u>			
Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited)	8.06	8.06	-

c) Mobilisation advances given

Particulars	Advances Given	Advances Received back	Amount due from Related Parties
<u>Fellow Subsidiary Company</u>			
Empire Mall Private Limited	1,581.68	61.68	2,120.00



For the year ended 31 March 2014

I) Key Management Personnel

Akhil Chaturvedi	Director
Nigam Patel	Director

II) Holding Company :-

Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited)

III) Fellow Subsidiary :-

Empire Mall Private Limited

Related Party Transactions**a) Sale/Purchase of goods and services**

Particulars	Purchase of Services	Amount due to Related Parties
Holding Company		
Prozone Intu Properties Limited (Formerly known as Prozone Capital Shopping Centres Limited)	340.18	11.59

c) Mobilisation advances given

Particulars	Amount due from Related Parties
Fellow Subsidiary Company	
Empire Mall Private Limited	600.00

c) Mobilisation advances given

Particulars	Advances Given	Amount due from Related Parties
Fellow Subsidiary Company		
Empire Mall Private Limited	-	600.00

E) The Company is mainly engaged in the business of designing, developing, owning and operating Commercial and Residential Premises. There is no other reportable business segment as per Accounting Standard (AS-17) notified by the Companies (Accounts) Rules, 2014.

F) Disclosure with regards to section 186(4) of the Companies Act, 2013

I) For Investment refer note no. 13.

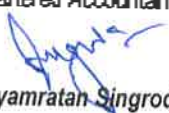
II) During the year, the Company had given the unsecured short term loans to certain parties for the General Corporate purpose. The full particulars of the loans given is as below :

Party Name	Rate of Interest (%)	Rs. In Lakhs
		Closing Balance
Aashka Holding Private Limited	10	860.06
Nupoor Capitals Private Limited	6	568.34
Suchir Chemicals Pvt Ltd	9	33.82
Bio Ethanol Agro Industries Ltd	9	33.43
Uphar HomFin Pvt Ltd	9	32.47
		1,528.12



- G) There is no other additional information pursuant to the provisions of Part II of schedule III of the Companies Act, 2013 requiring disclosure for the Company for the year under report.
- H) The Company has re-grouped, reclassified and/or re-arranged previous year's figures, wherever necessary to conform to current year's classification.

For S G C O & Co.
Chartered Accountants


Shyamratan Singrodia
Partner
Mem. No. 49006
Place : Mumbai
Date : 19th May, 2015



For and on behalf of the Board


Director


Director

Place : Mumbai

Date : 19th May, 2015