

A-31A, Ist Floor, Ring Road Rajouri Garden, New Delhi-110027 Phones: 25418722, 25111233

Mob : 9811048429, 9810774806 E-mail : ippasricha@capasricha.com

maneet@capasricha.com

INDEPENDENT AUDITOR'S REPORT

To The Members,

M/s Potent Housing & Construction Private Limited

New Delhi

Report on the Financial Statements

We have audited the accompanying financial statements of M/s Potent Housing & Construction Private Limited which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and 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 principle 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 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 there under.



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 the 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 the internal 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 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 paragraphs 3 and 4 of the Order, to the extent applicable.
- 2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards 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 sub-section 2 of Section 164 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 best of our information and accordingly to the explanation given to us.
 - a. The company has no litigation pending which impact on its financial position in its financial statement.
 - b. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For I.P. Pasricha & Co.

Chartered Accentants

(Indexpal Singb Dasricha)

Partner

M.No:080529

Place: New Delhi Date: 01-05-2015

Additional Information Annexed to Independent Auditor's Report

- 1) The Company does not have any fixed asset during the year, hence no comment are called for.
- a. As per the information and explanations given to us, the inventories have been physically verified during the year by the management at reasonable interval during the year.
 - b. In our opinion and as per the information and explanation given to us, the procedures of physical verification of inventories 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 has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
- The company has not granted any loans or advances in the nature of loan during the year to the Companies, firms or other parties covered in the registered maintained under section 189 of the companies Act 2013.
- 4) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and also for the sale of goods and services. During the course of our audit, we have not noticed any weakness in internal control system.
- According to information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provision of this Clause is not applicable.
- As informed to us, the maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act 2013.
 - a. According to the records of the company, undisputed **statutory dues** including Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for the period exceeding six months from the date of becoming payable.



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7)

b. According to information and explanations given to us, there were no disputed statutory dues. Accordingly, no further information is called for.

c. There were no amounts which were required to be transferred to the Investor Education and

Protection Fund.

8) The company's accumulated losses at the end of financial year were Rs. 57703.25/- and Rs. 383505.45/- in the immediately preceding financial year. Further, the company has not incurred any

cash losses during the financial year, there were cash loss in the immediately preceding financial year.

9) According to the information and explanations given to us and based on the documents and records

produced to us, the company did not have any borrowing from a financial institution or bank or

debenture holders and hence question of reporting on default in repayment of dues does not arise.

10) According, to the information and explanations provided by management given to us, the Company

has not given any guarantee for loans taken by other from banks and / or financial institutions.

11) In our opinion and according to the information and explanations given to us, the company has not

obtained any term loans; hence comments under this clause are not called for.

12) 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 before by the company has been noticed or reported during the course of

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our audit.

For I.P. Pasricha & Co.

Chartered Associants

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Partner

M.No:080529

Place: New Delhi Date: 01-05-2015

NOTES ON ACCOUNTS AS ON 31ST MARCH, 2015

Notes on Accounts

- 1. There are no contingent liabilities as stated by the management.
- 2. Earning/Expenditure in Foreign Currency NIL.
- 3. Auditors Remuneration:

Current year

Previous year

Audit Fee

Rs. 11236/-

Rs. 11236/-

- 4. There was no employee of the Company in receipt of remuneration more than Rs. 60,00,000.00 P.A. or Rs. 5,00,000.00 P.M. for any part thereof.
- 5. Previous year figures wherever necessary has been regrouped and rearranged.
- 6. Provision for taxation has been made to the tune of Rs.96000/-

For I.P. Pasricha & Co

Chartege CA Genuntants

muchan Sharman

Partner

M.No:080529

Date: 01-05-2015

Place: New Delhi

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Ajay Pandita
Director

DIN: 00017361

V.K. Wason

Director

DIN: 00014219

POTENT HOUSING & CONSTRUCTION PRIVATE LIMITED BALANCE SHEET AS AT 31ST MARCH, 2015

		Note	As a	
PAF	RTICULARS	No	31st March, 2015	31st March, 2014
A	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	(a) Share Capital	2	100,000.00	100,000.00
	(b) Reserves and surplus	3	(57,703.25)	(383,505.45)
2	Non Current Liabilities			
	(a) Other Long term Liabilities	4	2,726,157.00	78,190,967.00
3	Current Liabilities			
	(a) Short Term Borrowings	5	-	295,000.00
	(b) Other Current Liabilities	6	318,953.00	5,650.00
	(c) Short Term Provisions	7	107,236.00	11,236.00
			3,194,642.75	78,219,347.55
В	ASSETS			
1	Non Current Assets			
	(a) Fixed Assets			
	- Tangible		_	-
	- Intangible		-	
	(b) Long Term Loans & Advances	8	4,000.00	4,000.00
2	Current Assets			
	(a) Inventories	9	3,129,103.00	78,173,913.00
	(b) Cash and cash equivalents	10	61,539.75	41,434.55
			3,194,642.75	78,219,347.55
	Accompanying notes forming part of the			
	Financial Statements	1		

As per our attached report of even date

For I. P. Pasricha & Co.

CSPECE HACE Quntants

Th Pasricha

Partner

M. No.: 080529

Place: New Delhi Date: 1st May, 2015 For and on behalf of the Board

Director

(DIN: 00017361)

Director

(DIN; 00014219)

POTENT HOUSING & CONSTRUCTION PRIVATE LIMITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

ADTICIII ADC		For the ye	ar ended	
ARTICULARS	No	31st March, 2015	31st March, 2014	
INCOME				
Revenue From Operation	11	460,000.00	_	
Other Income		_		
Total Revenue		460,000.00		
EXPENDITURE				
Land transferred during the year		(75,044,810.00)	-	
Changes in Inventories of Land	12	75,044,810.00	-	
Other Expenses	13	38,197.80	33,526.85	
Total Expenses		38,197.80	33,526.8	
Profit/(Loss) before exceptional and				
extraordinary items and tax		421,802.20	(33,526.8	
Exceptional Items		-		
Profit/(Loss) before extraordinary items and tax		421,802.20	(33,526.8	
Extraordinary Items		-	-	
Profit / (Loss) before Tax		421,802.20	(33,526.8	
Less: Tax Expenses				
- Current Tax		96,000.00	-	
- Deferred Tax		_	-	
Profit / (Loss) for the year		325,802.20	(33,526.8	
Earning Per Share				
- Basic & Diluted EPS	14	32.58	(3.3	
Accompanying notes forming part of the				
Financial Statements				

As per our attached report of even date

For I. P. Pasricha & Co.

Chartered Accountants

Partner ACCO

M. No.: 080529

Place: New Delhi Date: 1st May, 2015 For and on behalf of the Board

Director

(DIN: 00017361)

Director

(DIN: 00014219)

Cash Flow Statement for the year ended 31 March, 2015

Particulars	•	For the year ended 31st March, 2015		ear ended ch, 2014
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. Cash flow from operating activities				
Profit / (Loss) before extraordinary items and tax		421,802.20		(33,526.85)
<u>Adjustments for:</u>				
Depreciation and amortisation expense	-	_	•	
Operating profit / (loss) before working capital changes		421,802.20		(33,526.85)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	75,044,810.00		_	
Loans & Advances Adjustments for increase / (decrease) in operating liabilities:	_		-	
Other current liabilities	313,303.00		(15,054.00)	
Other long-term liabilities	(75,464,810.00)		17,054.00	
Short-term provisions	-	(106,697.00)	-	2,000.00
Cash flow before extraordinary items		315,105.20		(31,526.85)
Net income tax (paid) / refunds		_		-
Net cash flow from / (used in) operating activities (A)		315,105.20		(31,526.85)
B. Cash flow from investing activities				
Capital expenditure on fixed assets		_	-	_
Net cash flow from / (used in) investing activities (B)		NIL		NIL
C. Cash flow from financing activities				
Repayment of short-term borrowings	(295,000.00)		_	
Proceeds from short-term borrowings	_	(295,000.00)	20,000.00	20,000.00
Net cash flow from / (used in) financing activities (C)		(295,000.00)		20,000.00
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		20,105.20		(11,526.85)
Cash and cash equivalents at the beginning of the year		41,434.55		52,961.40
Cash and cash equivalents at the end of the year		61,539.75		41,434.55

Notes:

(i) Cash and Cash equivalents comprises of balances with banks in current accounts.

In terms of our report of even date

For I. P. Pasricha & Co.

Chartered Accountants

Indervak Singh Baricha

Partner

Membership No. 080529

Place: New Delhi Date: 1st May, 2015 For and on behalf of the Board

Ajay Pandita Director

(DIN: 00017361)

V.K. Wason

Director

(DIN: 00014219)

Notes forming part of the Financial Statements for the period ended on 31st March, 2015

1 SIGNIFICANT ACCOUNTING POLICIES

A Basis of accounting and preparation of financial statements

The Financial statements are prepared and presented under the historical cost convention on the accrual basis of accounting and Generally Accepted Acounting Principles (GAAP) which includes compliance with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent applicable). The management evaluates all the recently issued or revised Accounting Standards on an ongoing basis.

B Valuation of Inventories

Inventories of the Companies comprises of Land which is valued at lower of Cost or Net Realisable Value.

C Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

D Revenue Recognition

The Company recognises Revenue from sale of land on the execution of Agreement for Sale / Purchase with the party and when no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of land

E Accounting for Fixed Assets and Depreciation

The Company had no fixed assets during the financial year.

F Segment Reporting

The Company is engaged in the business of Real Estate in a single business segment. Hence, reporting on primary segment does not arise. Further, the Company does not have operations outside India. Hence, disclosure of secondary/geographical segment information does not arise.

G Earnings Per Share

In determining earnings per share, the Company considers the net profit after tax and includes the post-tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.



H Accounting for Taxes on Income

Current Tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax

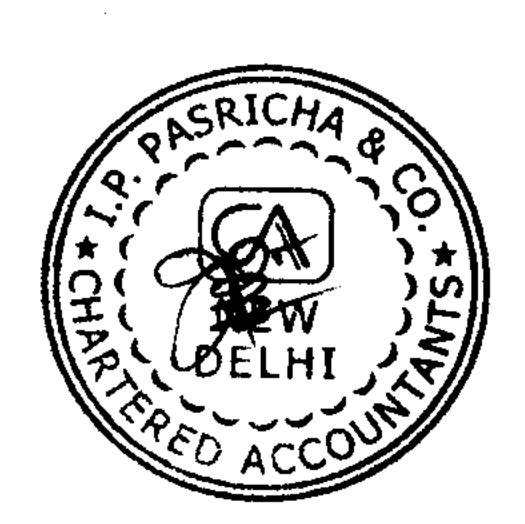
No Deferred Tax recognised since there were no timing differences arised / existed during the year.

I Provisions, Contingent Liabilities and Contingent Assets

The company recognises a provision when there is a present obligation as a result of a past event that probable requires an outflow of resources and a reliable estimate can be made of the amount of 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 or where the same cannot be reliably estimated.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

There were no contingent liability existed at the end of the financial year.



Notes forming part of the Financial Statements for the period ended on 31st March, 2015

NOTE 2 - SHARE CAPITAL

Particulars	31st March, 2015	31st March, 2014
Authorised 10,000 Equity Shares of Rs. 10/- each with voting rights	100,000.00	100,000.00
Issued, Subscribed and Fully Paid up		
10,000 Equity Shares of Rs. 10/- each with voting rights	100,000.00	100,000.00
	100,000.00	100,000.00

2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	3	1st March, 2015		31st March, 2014
	No of Shares		No of Shares	
Opening equity shares	10,000	100,000.00	10,000	100,000.00
Add: Shares issued during the year	-	-	_	-
Less: Shares Bought Back	-		_	_
Closing equity shares	10,000	100,000.00	10,000	100,000.00

2.2 Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates::

Particulars	32	1st March, 2015	3	1st March, 2014
Name of the Company and Relationship	Shares	Percentage	Shares	Percentage
M/s Ansal Buildwell Limited (Holding Company) and				
its nominee	10,000	100%	10,000	100%

2.3 Shares in company held by each shareholder holding more than 5% shares:

Particulars	31	st March, 2015	31	st March, 2014
Name of Shareholder	Shares	Percentage	Shares	Percentage
M/s Ansal Buildwell Limited (Holding Company) and				
its nominee	10,000	100%	10,000	100%

2.4 Terms/Rights attached to equity shares:

The Company has only one class of equity shares having face value of Rs. 10 per equity share. All these shares have the same right with respect of payment of dividend, repayment of capital and voting.

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

NOTE 3 - RESERVES AND SURPLUS

Particulars	31st March, 2015	31st March, 2014
a. Surplus / (Deficit) in the statement of Profit and Loss		
Opening Balance	(383,505.45)	(349,978.60)
Add: Profit / (Loss) for the period	325,802.20	(33,526.85)
Less: Amount transferred to General Reserve	_	_
Closing Balance	(57,703.25)	(383,505.45)

Notes forming part of the Financial Statements for the period ended on 31st March, 2015

NOTE 4 - OTHER LONG TERM LIABILITIES

Particulars	31st March, 2015	31st March, 2014
a. Advances from related parties		
Unsecured		
- from M/s Ansal Buildwell Limited	2,726,157.00	78,190,967.00
	2,726,157.00	78,190,967.00

NOTE 5 - SHORT TERM BORROWINGS

Particulars	31st March, 2015	31st March, 2014
a. Loans and Advances from related parties		
Unsecured		
- from Mr. Gopal Ansal	-	295,000.00
		295,000.00

NOTE 6 - OTHER CURRENT LIABILITIES

Particulars	31st March, 2015	31st March, 2014
a. Other Payables		
- Legal & Professional Charges payable	1,120.00	_
- Others	317,833.00	5,650.00
	318,953.00	5,650.00

NOTE 7 - SHORT TERM PROVISIONS

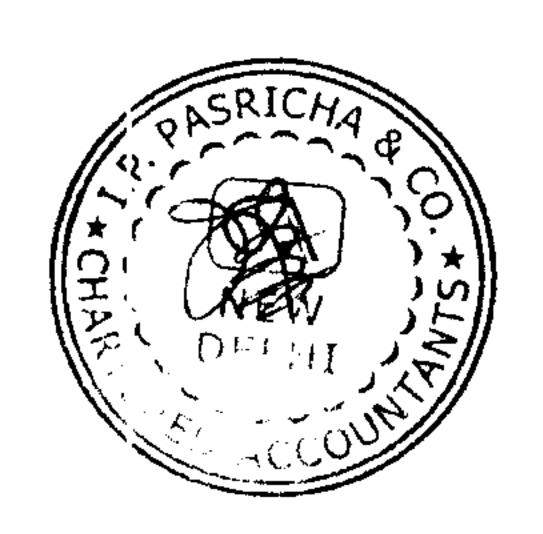
Particulars	31st March, 2015	31st March, 2014
a. Other Provisions		
- Provision for Income Tax	96,000.00	_
- Provision for Audit Fee	11,236.00	11,236.00
	107,236.00	11,236.00

NOTE 8 - LONG TERM LOANS & ADVANCES

Particulars	31st March, 2015	31st March, 2014
Unsecured, Considered good		
Other Loans and Advances		
- Nitin Mahajan Dev & Colonizer	4,000.00	4,000.00
	4,000.00	4,000.00

NOTE 9 - INVENTORIES

Particulars	31st March, 2015	31st March, 2014
Stock in trade		
- Land	3,129,103.00	78,173,913.00
	3,129,103.00	78,173,913.00



Notes forming part of the Financial Statements for the period ended on 31st March, 2015

NOTE 10 - CASH AND CASH EQUIVALENTS

Particulars	31st March, 2015	31st March, 2014
Balances with scheduled Banks		
- In Current Accounts		
- Indian Overseas Bank A/c No. 4326	_	7,194.25
- PNB A/c No. 47834	46,183.15	18,466.30
- ICICI Bank A/c No. 17685	7,184.00	7,184.00
- PNB A/c No. 7855	8,172.60	8,590.00
	61,539.75	41,434.55

NOTE 11 - REVENUE FROM OPERATIONS

Particulars	31st March, 2015	31st March, 2014
Service Charges on transfer of land	460,000.00	_
	460,000.00	

NOTE 12 - CHANGES IN INVENTORIES OF LAND

Particulars	31st March, 2015	31st March, 2014
Closing Stock		
- Land	3,129,103.00	78,173,913.00
Opening Stock		
- Land	78,173,913.00	78,173,913.00
	75,044,810.00	

NOTE 13 - OTHER EXPENSES

Particulars	31st March, 2015	31st March, 2014
Payment to Auditor		
- For Audit Fees	11,236.00	11,236.00
Legal & professional Charges	20,594.00	17,414.00
ROC Filing Fees	5,700.00	4,400.00
Bank Charges	667.80	476.85
	38,197.80	33,526.85

NOTE 14 - EARNING PER SHARE

Particulars	31st March, 2015	31st March, 2014
Profit / (Loss) for the year	325,802.20	(33,526.85)
Weighted Average Number of equity shares	10,000	10,000
Basic & Diluted earning per share	32.58	(3.35)

NOTE 15 - The Company jointly with others, entered into agreement with a company referred to as Developer company, for purchase, development, sales etc. of land. In terms of the agreement, the physical possession of the land continued with the developer company and the Company had no liability to meet development cost and service charges in respect of projects developed by such developer company. The agreement further provided for sharing of profit at fixed rate per acre by the developer Company which is recognised on receipt of statement of account from the developer company. Pursuant to this agreement, all restrictions rewards relating to the land remain with the developer Company.

Notes forming part of the Financial Statements for the period ended on 31st March, 2015

NOTE 16 - RELATED PARTY DISCLOSURES

below:

(i) List of Related Parties:

Description of relationship	Name of Related Parties
Holding Company	M/s Ansal Buildwell Limited
Fellow Subsidiaries	M/s Ansal Real Estate Developers P. Ltd.
	M/s Lancers Resorts & Tours P. Ltd.
	M/s Sabina Park Resorts & Marketing P. Ltd.
	M/s Triveni Apartments Private Limited
Key Management Personnel of Holding Company	Mr. Gopal Ansal

(ii) Details of Related Party Transactions during the period ended 31st March, 2015 and balances outstanding as at 31st March, 2015:

Particulars	31st March, 2015	31st March, 2014
Revenue shared under Land Collaboration		
Service Charges (Income)		
M/s Ansal Buildwell Limited	460,000.00	_
Advances taken / (repaid)		
M/s Ansal Buildwell Limited	(75,464,810.00)	17,054.00
Loan taken / (repaid)		
Mr. Gopal Ansal	(295,000.00)	20,000.00
Receivables / (Payables) as on 31.03.2015 / 31.03.2014		
M/s Ansal Buildwell Limited	(2,726,157.00)	(78,190,967.00)
Mr. Gopal Ansal	-	(295,000.00)

NOTE 17 - Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per our attached report of even date

For I. P. Pasricha & Co.

Chartered Accountants

TEN COMPLETE

Partner Pasricha

M. No.: 080529

Place: New Delhi Date: 1st May, 2015 For and on behalf of the Board

Ajay Pandita
Director

(DIN: 00017361)

V.K. Wason Director

(DIN: 00014219)