

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present their Eighteenth report together with the Audited Financial Statements of your Company for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:(Stand-alone)

Particulars	(₹ in Lakhs)	
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
Total Income	6421.83	4787.21
Profit/(Loss) Before Depreciation, Interest and Taxation	6311.82	4960.92
Less : Depreciation	291.78	196.50
Profit/(Loss) Before Interest and Taxation	6020.05	4764.43
Less :Interest.....	3894.80	3417.05
Profit/(Loss) Before Taxation.....	2125.25	1347.38
Less : Provision for Taxation	699.64	457.55
Profit/(Loss) for the year after Taxation.....	1425.61	889.83
Add : Balance of Profit/(Loss) for earlier years.....	8485.75	8479.85
Less : Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with Nil remaining useful life	8.02	-
Amount available for appropriation	9903.34	9369.68
Proposed Dividend on Equity Shares (including tax on distributed profits).....	240.72	233.99
Proposed Dividend on Preference Shares (including tax on distributed profits)	-	327.63
Dividend paid on redemption of Preference shares (Including tax on distributed profits).....	315.23	322.31
Transferred to General Reserve	-	-
Transferred to Capital Redemption Reserve	6500.00	-
Balance carried forward to the Balance Sheet.....	2847.39	8485.75

Dividend

Your Directors have recommended an equity dividend of Rs.1 per share on 20,000,000 equity shares of face value of Rs.10 per share of the Company for the Financial year 2014-2015. The total Equity dividend recommended (including tax on distributed profits) for the year amounts to Rs. 240.72 Lacs.

Dividend has been paid on redemption of preference shares of Rs. 65 Crores @ 8.5% for the period from April 1, 2014 to September 25, 2014 (including tax on distributed profits) for the year amounting to Rs. 315.23 Lacs.

The dividend distribution shall be made out of profits for the year 2014-15.

Reserves

Profit for the year after appropriation has been carried forward to P & L account and no amount has been transferred to Reserves.

Operations/State of the company's affairs

During the year, your Company added two MNCs to the portfolio, taking the total to 64 industrial customers – of which 27 are in the SEZ and 37 are in the DTA. Currently, 50 companies operate out of Mahindra World City, Chennai of which one started operations in the DTA during the year. During the year,

employment in Mahindra World City increased from 33,000 to around 37,000. Exports also increased from Rs. 7,200 crores in 2013-14 to over Rs. 7,800 crores during 2014-15.

With greater stabilisation in the business zone, the focus is now in developing the residential and social infrastructure. Mahindra World City, Chennai, has allocated ~285 acres for the development of residential and social infrastructure that will cater to the requirements of over 6,000 families. With handing over of units in phases of Aqualily and Iris Court during the year, the city has three operational residential projects which together have ~500 families living there.

On the retail and social infrastructure front, considerable progress was made during the year. The MWC Club – a Sports and leisure Club, the 1st on GST corridor was inaugurated in March 2015. JSP Hospitals started the first phase operations during the year which includes out-patient consultation, diagnostic facilities, a pharmacy and ambulance services. SSBM Realty and Hospitality started construction of the Phase I of the hostel for working professionals which will comprise ~200 rooms. During the year, MWCDL signed an agreement with SPI Cinemas to set up a Multiplex, the development plans for which are currently underway. Also, expansion plans were finalised for Mahindra World School which has been successfully operating in the city since 2008-09.

During the year, Mahindra World School received its second ISA Award from the British Council, which recognizes schools with notable global element in their curriculum.

Your Company continued to build on its community development and engagement initiatives during the year. This included fresh editions of its flagship programmes: The MWC run in aid of 'Nanhi Kali' which had over 1,200 participants, 'MWC Champions Trophy' the inter-company sports tournament that had 38 teams, 4th edition of 'Mind Quest' – the annual MWC Quiz. In addition, the Company launched 'Courtyard Performances', - The Community Building initiative which features music, theatre, dance and other forms of performing arts. These initiatives were received well by the employees of companies, residents and other participants.

Share Capital

Authorised share capital of your company is Rs. 95 crores and Paid-up share capital of the company is Rs. 20 crores.

During the year under review, the Company redeemed 6,500,000-8.50% Cumulative preference shares amounting to Rs. 65 Crores subscribed by Mahindra Lifespace Developers Limited (MLDL) on 26th September, 2014.

During the year, the Company has not issued any equity shares with differential rights or any sweat equity shares. The Company does not have any Employee Stock Option Scheme and therefore the requirement of disclosures in respect of voting rights not exercised directly by the employees are not applicable to your Company.

Non-Convertible Debentures

During the year, Company has not issued/allotted any non-convertible debentures.

Network

The net worth of the Company at the close of the previous financial year (FY 2013-14) and at the close of the current financial year (FY 2014-15) was Rs. 173.31 Crores and Rs. 116.92 crores respectively.

Holding Company

Your Company continues to be a subsidiary of Mahindra Lifespace Developers Ltd (MLDL) and consequently a subsidiary of the ultimate holding company, viz. Mahindra & Mahindra Limited.

Subsidiaries, Joint Ventures and Associate companies

A report on the performance and financial position of each of the subsidiaries, associates and joint venture companies as per the Companies Act, 2013 is provided as Annexure A to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

During the year under review, Mahindra Industrial Park Chennai Limited became a wholly owned subsidiary of Mahindra World City Developers Limited and hence also became a 89% subsidiary of Mahindra Lifespace Developers Limited. This company shall be developing an industrial park in North

Chennai, Tamil Nadu, spanning an area of approximately 300 acres. This company is exploring the possibility of tie-up with a strategic investor in this space.

During the year, except Mahindra Industrial Park Chennai Limited which became a subsidiary of the Company, no other company became or ceased to be a Subsidiary/Associate/Joint Venture company of the Company.

Corporate Social Responsibility (CSR)

The Company's guiding principle for CSR is to build its relationship with stakeholders and the community at large, and contribute to their long term social good and welfare.

The Company, in every financial year commencing from 1st April, 2014, in line with the new Companies Act, 2013, pledges to spend, two per cent of the average net profits made during the three immediately preceding financial years specifically towards CSR initiatives.

The Company has constituted Corporate Social Responsibility Committee comprising of Mr. V. Balaraman-Independent Director, Ms. Anita Arjundas-Non Independent director and Ms. Sangeeta Prasad-Non Independent director. The Role of the Committee is to formulate and recommend a CSR policy to the Board, to recommend amount of expenditure to be incurred on CSR activities, to monitor the CSR policy of the Company from time to time and to institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

The Company's CSR Policy lays out the vision, objectives and implementation mechanisms. The Company's CSR policy is available on the Company's website: www.mahindraworldcity.com

The Company's CSR activities have traditionally focussed on education, skill development, health, environment and promoting sustainable practices.

The objective of the CSR policy is to:

- Promote a unified approach to CSR to incorporate under one umbrella the diverse range of the Company's philanthropic activities, thus enabling maximum impact of the CSR initiatives.
- Ensure an increased commitment at all levels in the organisation, to operate in an economically, socially and environmentally responsible manner while recognising the interests of all its stakeholders.
- Encourage employees to participate actively in the Company's CSR and give back to the society in an organised manner through the employee volunteering programme called ESOPs.

The Company has spent Rs. 74.63 lakh as against the required CSR expenditure of Rs. 74.58 lakh calculated in the manner prescribed in the Companies Act, 2013. The annual report on the CSR activities in the prescribed format is at Annexure 1 to this Report.

Directors

Pursuant to Section 152 of the Companies Act, 2013, Ms. Anita Arjundas (DIN: 00243215) a Non-executive and Non-independent Director retires by rotation at the 18th Annual General Meeting of the Company and being eligible has offered herself for re-appointment. Ms. Anita Arjundas is not disqualified from being re-appointed as a Director by virtue of the provisions of Section 164 of the Companies Act, 2013.

During the year, Mr. Hans Raj Verma (DIN : 00130877) resigned as Director of the company with effect from June 18, 2014. The Board places on record its deep appreciation of the valuable services rendered by Mr. Hans Raj Verma during his tenure as Director of the company.

The following policies of the Company are attached herewith and marked as Annexure 2, Annexure 3A and Annexure 3B to this report.

1. Policy on appointment of Directors and Senior Management (Annexure 2)
2. Policy on remuneration of Directors (Annexure 3A)
3. Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 3B)

Key Managerial Personnel

During the year under review, the Company has appointed following persons as Key Managerial Personnel under the Companies Act, 2013.

During the year CSR Committee meeting was convened and held on 10th October 2014 and 21st January, 2015.

The details of the number of meetings of the Board and the Committees attended by the respective members of the Board/ Committees are given below :

Sr. no.	Name of the Director	No of Board meetings attended	No. of Audit Committee meetings attended	No. of Nomination & Remuneration Committee meetings attended	No. of CSR Committee meetings attended
1.	Mr. N. Vaghul	4	4	1	NA
2.	Mr. A. K. Nanda	3	NA	NA	NA
3.	Mr. V. Balaraman	4	4	1	2
4.	Mr. Sanjiv Kapoor	3	3	NA	NA
5.	Mr. Uday Phadke	4	4	NA	NA
6.	Ms. Anita Arjundas	4	NA	1	2
7.	Ms. Sangeeta Prasad	4	NA	NA	1
8.	Mr. Hans Raj Verma (Resigned w.e.f. 18 th June, 2014)	1	1	NA	NA

Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Companies Act, 2013 the Directors, based on the representations received from the operating management and after due enquiry, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they 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

Sr. no.	Name of the person	Designation
1.	Mr. S. Chandru	Manager
2.	Mr. T. S. Krishnan	Chief Financial Officer

Code of Conduct

The Company had adopted Code of Conduct (“the Code/s”) for its Directors, Independent Directors, Senior Management and employees. These Codes enunciate the underlying principles governing the conduct of the Company’s business and seek to reiterate the fundamental precept that good governance must and would always be an integral part of the Company’s ethos.

The Company has for the year under review, received declarations under the Codes from the Board members, Independent Directors and employees of the Company affirming compliance with the respective Codes.

Meetings

During the financial year four Board Meetings were convened and held on the following dates:

18th April, 2014, 22nd July, 2014, 10th October, 2014 and 21st January, 2015

During the year four Audit Committee meetings were convened and held on the following dates :

18th April, 2014, 22nd July, 2014, 10th October, 2014 and 21st January, 2015

During the year Nomination & Remuneration Committee meeting was convened and held on 22nd July, 2014.

of the financial year 31st March, 2015 and of the profit of the Company for that period;

- (c) they 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;
- (d) they had prepared the annual accounts on a going concern basis; and
- (e) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to the financial statements. The Audit Committee of the Board periodically reviews the internal control systems with the management and auditors.

Composition of Audit Committee

During the year, the Audit Committee was reconstituted and the terms of reference of the Committee were enhanced in the Board meeting held on 18th April 2014 pursuant to Section 177 of the Companies Act, 2013. The present members of the Committee comprises of three independent Directors, namely Mr. Sanjiv Kapoor (Chairman), Mr. N. Vaghul and Mr. V. Balaraman and one Non-Executive Non-Independent Director, Mr. Uday Y. Phadke. All members of the Audit Committee possess strong knowledge of accounting and financial management. The Chief Financial Officer, Internal Auditor and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. The Company Secretary is the Secretary to the Committee.

The committee met four times during the year. The Board has accepted all recommendations of the Audit Committee made from time to time.

Vigil Mechanism

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against victimisation of employees and Directors. Whistle Blower Policy is a mechanism to address any complaint(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee or Chairman of the Company or the Corporate Governance Cell. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee or Chairman of the Company or the Corporate Governance Cell. The Whistle Blower Policy of the Company is placed on the website of the company at www.mahindraworldcity.com

Risk Management

The Company already has in place the procedure to inform the Board about the risk assessment and minimization procedures. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. The Board periodically reviews implementation and monitoring of the risk management plan for the Company.

Auditors

M/s. A.F. Ferguson & Co., Chartered Accountants, Chennai, retire as Auditors at the forthcoming Annual General Meeting. The members are requested to appoint Auditors from the conclusion of the forthcoming Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration.

As required by the provisions of section 139 and 141 of

Companies Act, 2013 the Company has received written consent and certificate from M/s. A.F. Ferguson & Co, Chartered Accountant, (ICAI Firm Registration Number 112066W), proposed to be re-appointed as Auditors for one year i.e. up to conclusion of the 19th Annual General Meeting of the Company to the effect that their appointment, if made, would be in conformity with the limits specified in that Section.

The Board has recommended to the shareholders for approval re-appointment of M/s. A. F. Ferguson & Co., Chartered Accountants, Chennai, as the Statutory Auditors to hold office from the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

The Auditor's Report does not contain any qualification, reservation or adverse remark and therefore does not call for any further comments.

The requirements of having Cost auditor is presently not applicable to your Company.

Secretarial Auditor

The Board has appointed Ms. M. Kavitha Surana of M/s. M. K. Surana & Co. practising Company Secretary, to conduct the secretarial audit for the financial year 2014-15. The Secretarial Audit report for the financial year ended March 31, 2015 is annexed herewith and marked as Annexure 4 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

As your Company is engaged in the business of providing Infrastructural facilities, the provisions of Section 186 of the Companies Act, 2013 related to loans made, guarantees given or securities provided are not applicable to the Company.

The particulars of investment made under 186 of the Companies Act, 2013 are provided in the financial statement at Note no. 13.

Contracts and Arrangements with Related Parties

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material under the Companies Act, 2013. Therefore, the form AOC-2 is not applicable to the Company. Your Directors draw attention to Note no. 27.4 to the financial statement which sets out details of transactions with related parties.

Deposits, Loans and Advances

Your Company has not accepted any deposits from the public or its employees during the year under review.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Your Company has Conservation of Energy initiatives but does not have, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 134(3)(m) of the Companies

Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 during the year under review. To this effect the annexure in the prescribed format is attached as Annexure 5 to this report.

Employee Remuneration

The Company had one employee, who was employed throughout the financial year under review and was in receipt of remuneration from the Company of not less than Rs. Sixty lacs per annum or was employed for a part of the financial year and was in receipt of remuneration from the Company of not less than Rs. Five lacs per month during any part of the financial year ended on 31st March, 2015. Therefore the

statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is disclosed below. None of the employees is a relative of any Director of the Company. None of the employees hold (by himself/herself or along with his/her spouse and dependent children) more than 2% of the Equity shares of the Company.

Particulars of Employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors’ Report for the year ended 31st March, 2015

Name of the Employee	Designation/ Nature of Duties	Qualification	Remuneration (Subject to tax) (Rs. Lacs)	Age (years)	Experience (yrs)	Date of Commencement of employment	Last employment held (Designation/ Organisation)
Mr. S. Chandru	Manager & Chief Operating Officer	ACA, ACS, ACMA	73.22	58	34	1 st October 2007 to 15 th April 2013 - Chief Financial Officer From 16 th April 2013 – Manager & Chief Operating Officer	Chief Financial Officer - Mahindra Holidays & Resorts India Limited

Notes:

- Nature of employment is contractual, subject to termination at three months’ notice from either side.
- The above employee is/are not related to any other Director of the Company.
- The employee does not hold by himself or along with his/her spouse and dependent children 2% or more of the equity shares of the Company.
- Terms and Conditions of employment are as per Company’s rules/contract.
- Gross remuneration received as shown in the statement includes Salary, Bonus, House Rent Allowance or value of perquisites for accommodation, employer’s contribution to Provident fund and Superannuation scheme including group insurance premium, leave travel facility, Reimbursement of medical expenses and all allowances/perquisites and terminal benefits as applicable.

Extract of Annual Return

The details forming part of the Extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 is included in this Report as **Annexure 6** and forms part of this Report.

General

During the year under review, no revision was made in the financial statement of the Company.

During the year ended March 31, 2015, there were no cases filed/reported pursuant to the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

No penalties/strictures were imposed on the Company by any statutory authority on any matter. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company’s operation in future.

Cautionary statement

Certain statements in the Directors’ Report describing the Company’s objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company’s operations include labour and material availability, and prices, cyclical demand and pricing in the Company’s principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

Acknowledgment

The Directors would like to thank all shareholders, customers, bankers, contractors, suppliers, joint venture partners and associates of your Company for the support received from them during the year. The Directors would also like to place on record their appreciation of the dedicated efforts put in by the employees of the Company.

For and on behalf of the Board,

N. Vaghul
Chairman

Chennai, 18th April, 2015

DIN : 00002014

ANNEXURE 1 TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015
THE ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

- a) The Company's CSR initiatives are focussed in the areas of education, public health and environment. This is in line with the Mahindra Group's 'Core Purpose' to "challenge conventional thinking and innovatively use all our resources to drive positive change in the lives of our stakeholders and communities across the world, to enable them to Rise". The Company endeavours to enable inclusive development at all its project locations so as to help the communities around these projects to prosper in all walks of life.
- b) The Company has formed a CSR policy which is available on the website of the company.
- c) The Company has planned the following projects in the identified areas:
Sponsoring girl child education – Nanhi Kali – Education
Cleanliness drive – Swachh Bharat – Public health& Sanitation
Health Check-up camps in Eye care and cataract surgery – Public Health
Tree Plantation – Project Haryali – Environment and
Renovation of schools in surrounding areas of Mahindra World City Chennai – Education
Skill development in surrounding areas of Mahindra World City Chennai – Education

2. The composition of the CSR Committee of the Board of Directors is as under:

- Mr. V. Balaraman – Independent Director
- Ms. Anita Arjundas – Non Executive Non-Independent Director
- Ms. Sangeeta Prasad – Non Executive Non-Independent Director

3. Average net profit of the Company for the last three financial years: Rs. 3729 Lacs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs. 74.58 Lacs

5. Details of CSR spent during the financial year

- a. Total amount to be spent for the financial year: Rs. 74.58 Lacs
- b. Amount unspent (if any) : Nil
- c. Manner in which the amount spent during the financial year was utilised is detailed below

(All amounts are in Rs. Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and district where project or programme was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the project/ programme Subheads: (1) Direct expenditure on project (2) Overheads	Cumulative spend up to the reporting period	Amount spent: Direct or through implementing agency
1.	Contribution to Nanhi Khali	Education of the girl child 2(d)	Pan India where the Company has existing projects	37.20	Direct expenditure – 37.20	37.20	Implementing Agency: K. C. Mahindra Education Trust
2.	Renovation of Government Primary School in Veerapuram Village	Promotion of Education 2(a)	Mahindra World City Chennai, Kancheepuram District, Tamilnadu	6.61	Direct expenditure – 6.61	6.61	NGO: Irula Tribal Women Welfare Society

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and district where project or programme was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the project/ programme Subheads: (1) Direct expenditure on project (2) Overheads	Cumulative spend up to the reporting period	Amount spent: Direct or through implementing agency
3.	Painting work in Govt. Middle School, Paranur	Education 2(a)	Mahindra World City Chennai, Kancheepuram District, Tamilnadu	2.40	Direct expenditure – 2.40	2.40	NGO: World Vision India
4.	Basic Employability skills Training courses	Employment enhancing vocation skills especially among children, women & disabled & livelihood enhancement projects	Villages and Community around Mahindra World City Chennai, Kancheepuram District, Tamilnadu	3.25	Direct expenditure – 3.25	3.25	NGO: Cap Foundation
5.	Tree Plantation (Hariyali Campaign) in villages & Govt approved forest areas	Environment 4(a) & (b)	Villages and Community around Mahindra World City Chennai, Kancheepuram District, Tamilnadu	3.40	Direct expenditure – 3.40	3.40	NGO: Irula Tribal Women Welfare Society
6.	Swach Bharat – Public Convenience in Veerapuram Village	Health – sanitation	Mahindra World City Chennai, Veerapuram Village Kancheepuram District, Tamilnadu	4.08	Direct expenditure – 4.08	4.08	NGO – Appasaheb Apte Smriti Pratishtan
7.	Cataract Check-up and Surgery Camp	Healthcare including preventive health care	Mahindra World City Chennai, Kancheepuram District, Tamilnadu	6.48	Direct expenditure – 6.48	6.48	NGO – Medical Research Foundation
8.	Swach Bharat – Public Convenience in Paranur Village	Health – sanitation	Mahindra World City Chennai, Paranur Village Kancheepuram District, Tamilnadu	4.08	Direct expenditure – 4.08	4.08	NGO – Appasaheb Apte Smriti Pratishtan
9.	Renovation work and donation of Freezer Box for Govt. Rehabilitation Centre.	Healthcare including preventive health care	Mahindra World City Chennai, Paranur Village Kancheepuram District, Tamilnadu	3.40	Direct expenditure – 3.40	3.40	NGO: World Vision India
10.	Safe Drinking Water Facility in Paranur Village	Health – Supply of safe drinking water	Mahindra World City Chennai, Paranur Village Kancheepuram District, Tamilnadu	2.50	Direct expenditure – 2.50	2.50	NGO: World Vision India

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and district where project or programme was undertaken	Amount outlay (budget) project or programme wise	Amount spent on the project/ programme Subheads: (1) Direct expenditure on project (2) Overheads	Cumulative spend up to the reporting period	Amount spent: Direct or through implementing agency
11.	School Children Eye Health camp	Healthcare including preventive health care	Mahindra World City Chennai, Surrounding Villages Kancheepuram District, Tamilnadu	1.06	Direct expenditure – 1.06	1.06	NGO – Medical Research Foundation
12.	Physiotherapy Bed, Bed Pans and Physiotherapy ball for a mentally retarded home CSR Good service Trust	Gender Equality/ Old age & Day care homes	Mahindra World City Chennai, Surrounding Community Kancheepuram District, Tamilnadu	0.12	Direct expenditure – 0.12	0.12	Direct contribution
13.	Armed Forces Flag day Fund	Welfare of the armed forces	Not applicable	0.05	Direct expenditure – 0.05	0.05	Direct contribution
			Total	74.63		74.63	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

The Company has spent all the amounts reserved for CSR activities i.e. 2% of average net profit for the last three financial years.

7. The implementation and monitoring of CSR policy is in compliance with CSR objectives and Policy of the Company.

Sd

V. Balaraman

Chairman CSR Committee

DIN : **00267829**

Chennai, 18th April, 2015

Sd

Ms. Sangeeta Prasad

Director

DIN : **02791944**

Chennai, 18th April, 2015

ANNEXURE 2 TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015**Policy on appointment of Directors and Senior Management****DEFINITIONS**

The definitions of some of the key terms used in this Policy are given below.

“**Board**” means Board of Directors of the Company.

“**Company**” means Mahindra Lifespace Developers Limited.

“**Committee(s)**” means Committees of the Board for the time being in force.

“**Employee**” means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company.

“**HR**” means the Human Resource department of the Company.

“**Key Managerial Personnel**” (KMP) refers to key managerial personnel as defined under the Companies Act, 2013 and includes:

- (i) Managing Director (MD), or Chief Executive Officer (CEO); or Manager; or Whole time Director (WTD)
- (ii) Chief Financial Officer (CFO); and
- (iii) Company Secretary (CS).

“**Nomination and Remuneration Committee**” (NRC) means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.

“**Senior Management**” means personnel of the Company who are members of its Core Management Team/Executive Council excluding Board of Directors comprising of all members of management one level below the executive directors including the functional heads.

I. APPOINTMENT OF DIRECTORS

- The NRC reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when ID is to be appointed:
1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective.

2. Ability of the candidates to devote sufficient time and attention to his/her professional obligations as Director for informed and balanced decision making.
 3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors.
- Based on recommendation of the NRC, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member. The Board through the Chairman will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act 2013 and Rules made thereunder.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations thereunder or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Manager based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

N. Vaghul

Chairman

DIN: 00002014

Chennai, 18th April, 2015

ANNEXURE 3A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

Policy on remuneration of Directors

Purpose

This Policy sets out the approach to Compensation of Directors, in Mahindra World city Developers Limited.

Policy Statement

We have a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of the Company and to become a major player in Indian Real Estate Sector, to maintain the pioneer status in the Integrated Business City format, to be the most trusted brand in the business we operate in and focus on customer centricity through transparency, quality and on-time delivery, to be a thought leader and establish industry benchmarks in Sustainable Development.

In order to effectively implement this, we have built our Compensation structure by a regular annual benchmarking over the years with relevant players across the industry we operate in.

NON-EXECUTIVE INCLUDING INDEPENDENT DIRECTORS:

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both Fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV of the Companies Act 2013 and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolution.

Manager

Remuneration of the Manager reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Manager, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the Manager shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of Manager.

The term of office and remuneration of Manager is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its Manager in accordance with the provisions of Schedule V of the Companies Act, 2013.

If a Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

Remuneration for Manager is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him/her fairly and responsibly. The remuneration to the Manager comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules of the Company. Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended/approved by the Remuneration Committee/Board.

Directors

The Non-Executive Chairman and Independent Directors receive sitting fees for attending the meeting of the Board and the Committees thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Chairman and Independent Directors would be entitled to the remuneration under the Companies Act, 2013. A Non-Executive Non-Independent Director who receives remuneration from the holding company or any other group company is not paid any sitting fees or any remuneration. In addition to the above the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance of the applicable statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Manager and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report/website as per statutory requirements in this regard.

N. Vaghul

Chairman

DIN: 00002014

Chennai, 18th April, 2015

ANNEXURE 3B TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

Policy on Remuneration of Key Managerial Personnel and Employees

This Policy shall be effective from the financial year 2014 – 15.

Objective

To establish guidelines for remunerating employees fairly and in keeping with Statutes.

Standards

- All employees, irrespective of contract, are to be remunerated fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
- Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually in the month of July following the fiscal.
- The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July i.e. after the salary increment exercise.
- The variable component of the remuneration will vary from 10% to 25% of the Cost-to-Company (CTC) and will be a function of the employee's grade.

- The actual pay-out of variable component of the remuneration will be a function of individual performance as well as business performance. Business performance is evaluated using a Balanced Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC and KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
- An annual compensation survey is carried out to ensure that the Company's compensation is externally competitive and is around 60th percentile. Based on the findings of the survey and the business performance, the Sector Talent Council decides:
 - a) The increment that needs to be paid for different performance ratings as well as grades.
 - b) The increment for promotions and the total maximum increment.
 - c) The maximum increase in compensation cost in % and absolute.
- Compensation corrections are made in a few cases where it is outside the band or to keep it in tune with the market.

For and on behalf of the Board,

N. Vaghul

Chairman

DIN : 00002014

Chennai, 18th April, 2015

ANNEXURE 4 TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members
M/s. Mahindra World City Developers Limited
Chennai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Mahindra World City Developers Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Mahindra World City Developers Limited's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2015, adequately complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by Mahindra World City Developers Limited for the financial year ended on 31.03.2015, according to the provisions of The Companies Act, 2013 (the Act) and the rules made there under and we report that the Company has generally complied with the provisions of the Act, the Rules made thereunder and the Memorandum and Articles of Association of the Company with regard to:

- (i) Constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
- (ii) Payment of remuneration to Directors and Executive Directors;
- (iii) Appointment and remuneration of Statutory Auditors and maintenance of various statutory registers and documents and making necessary entries therein;
- (iv) Closure of Register of Members;
- (v) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;

- (vi) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- (vii) Notice of Board and various Committee meetings of Directors;
- (viii) Meetings of Directors and all the Committees of Directors and passing of circular resolutions;
- (ix) Notice and convening of Annual General Meeting held on 22.07.2014;
- (x) Minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
- (xi) Approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
- (xii) Auditors;
- (xiii) Declaration and payment of dividend;
- (xiv) Borrowings and registration of charges;
- (xv) Report of the Board of Directors;
- (xvi) Investment of the Company's funds including inter corporate loans and investments;
- (xvii) Generally, all other applicable provisions of the Act and the Rules thereunder

We have also examined the compliances of the provisions of the following other laws applicable specifically to the company wherein we have also relied on the compliance certificates issued by the head of the respective departments in addition to the checks carried out by us:

- (i) The Right to Fair Compensation & Transparency in Land Acquisition, Rehabilitation & Resettlement Act, 2013.
- (ii) The Building & Other Construction Workers (Regulation of employment and conditions of service) Act, 1996.
- (iii) The Building & Other Construction Workers (Regulation of employment and conditions of service) Welfare Cess Act 1996.
- (iv) Town & Country Planning Acts and Development Control Regulations & Building Bye Laws as applicable at various locations
- (v) The Air (Prevention and Control of Pollution) Act, 1981
- (vi) The Competition Act, 2002

- (vii) The Central Sales Tax, 1956
 - (viii) The Central Excise Act at various locations as applicable
 - (ix) The Consumer Protection Act, 1986
 - (x) The Environment Protection Act, 1986
 - (xi) The Public Liability Insurance Act, 1991
 - (xii) The Registration Act, 1908
 - (xiii) The Special Economic Zone Act, 2005 and rules there under
 - (xiv) The Water (Prevention and Control of Pollution) Act, 1974
 - (xv) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under.
 - (xvi) The Child Labour (Prohibition & Regulation) Act, 1986
 - (xvii) The Contract Labour (Regulation & Abolition) Act, 1970
 - (xviii) The Employee's Compensation Act, 1923
 - (xix) The Employees' Provident Funds and Miscellaneous Provision Act, 1952
 - (xx) The Employees State Insurance Act, 1948
 - (xxi) The Employers' Liability Act, 1938
 - (xxii) The Equal Remuneration Act, 1855
 - (xxiii) The Indian Fatal Accidents Act, 1855
 - (xxiv) The Industrial Disputes Act, 1947
 - (xxv) The inter State Migrant Workmen (Regulation of Employment & Condition of Services) Act, 1979
 - (xxvi) The Maternity Benefit Act, 1961
 - (xxvii) The Minimum Wages Act, 1948
 - (xxviii) The payment of Bonus Act, 1965
 - (xxix) The payment of Gratuity Act, 1972
 - (xxx) The payment of Wages Act, 1936
 - (xxxi) The Personal Injuries (Compensation Insurance) Act, 1963
 - (xxxii) The Private Security Agency (Regulation) Act, 2005
 - (xxxiii) Town & Country Planning Acts and Development Control Regulation & Building Bye Laws as applicable at various locations.
 - (xxxiv) The Stamp Acts as applicable at various locations.
 - (xxxv) The Co-operative Societies Act, as applicable at various locations
 - (xxxvi) Shops & Establishment Act, as applicable at various locations.
 - (xxxvii) The Consumer Protection Act, 1986
 - (xxxviii) The Income Tax Act, 1961 and Rules thereunder
 - (xxxix) The Information Technology Act, 2000
 - (xl) The Negotiable Instruments Act, 1881
 - (xli) The Prevention of Corruption Act, 1988
 - (xlii) The Prevention of Money Laundering Act, 2002
 - (xliiii) The Public Liability Insurance Act, 1991
 - (xliv) The Service Tax (Chapter V of Finance Act, 1994) and Rules
 - (xlv) The Wealth Tax Act, 1956
- During the Audit Period, the below mentioned laws **are not applicable** to the Company as the Company is not listed on any of the Stock Exchanges:
- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings is also not applicable to the Company during the Audit Period.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by The Institute of Company Secretaries of India, though not mandatory for the period under review, but have been generally followed by the company.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Composition of the Board of Directors is as follows as on 31st March 2015:

Mr. Sanjiv Kapoor	Independent Director & Chairman of Audit Committee
Mr. Narayanan Vaghul	Independent Director & Chairman of the Board of Directors
Mr. V. Balaraman	Independent Director & Chairman of NRC
Mr. Uday Y Phadke	Additional director (Non-Executive and Non-Independent)
Mr. Arun Kumar Nanda	Nominee director (Non-Executive and Non-Independent)
Ms. Anita Arjundas	Director
Ms. Sangeeta Prasad	Director
Mr. S. Chandru	Manager & Company Secretary
Mr. T. S. Krishnan	Chief Financial Officer

Adequate notice were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company has constituted the following Committees -

- **Corporate Social Responsibility Committee (CSR Committee)** comprising of the following Members – Mr. V. Balaraman – Chairman & Independent Director, Ms. Anita Arjundas – Director, Ms. Sangeeta Prasad - Director
- The CSR Committee is constituted for the purpose of giving effect to the provisions of Section 135 and relevant Rules of the Companies Act, 2013.

- **Audit Committee** comprising of the following members – Mr. Sanjiv Kapoor – Chairman of Audit Committee and Independent Director, Mr. N. Vaghul – Chairman of the Board and Independent Director, Mr. V. Balaraman – Member and Independent Director, Mr. Uday Y Phadke – Member and Non-Executive Director

The Audit Committee is constituted for the purpose of giving effect to the provisions of Section 177(4) of the new Companies Act, 2013.

- **Remuneration Committee which was renamed as Nomination and Remuneration Committee** of the Board (“the NRC”) currently consist of the following Members:

Mr. V. Balaraman – Chairman of the Committee and Independent Director

Mr. N.Vaghul – Chairman of the Board and Independent Director

Ms. Anita Arjundas – Member and Director

NRC is in conformity with the requirements of Section 178 of the Companies Act, 2013 and Rules thereunder as may be applicable from time to time.

We further report that during the audit period, the following specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above has taken place-

- 8.5% 65,00,000 Redeemable Cumulative Preference Shares of Rs. 100/- each issued by the Company to Mahindra Lifespace Developers Limited on 28th September 2013 were redeemed on September 26, 2014 in accordance with the terms of the resolution passed in the Capital issue committee of the Board of directors of the company at their meeting held on September 28, 2013.
- The Company had decided for a Joint Venture with Sumitomo Corporation for Phase 1 of NH 5 Project. In accordance with the terms of the JVA, a Special Purpose Vehicle (SPV) in the name of M/s. Mahindra Industrial Park Chennai Limited had been incorporated on December 22, 2014 which is 100% subsidiary of the Company with an initial authorized and paid up capital of Rs. 5 lacs.
- Mr. T. S. Krishnan was appointed as the Chief Financial Officer at the Board Meeting held on July 22, 2014 and the necessary Forms were filed with ROC on November 18, 2014. The form was filed after 30 days with additional fees.
- Mr. Mario Nazareth, Head of CMS Department, Mahindra & Mahindra Ltd was appointed as Internal Auditors for FY 2014 – 15, pursuant to the provisions of Section 138 of the Companies Act 2013. The necessary form MGT-14 was filed with ROC in compliance with the provisions of the Act except that Form MGT-14 was filed after 30 days from the date of Board Meeting held on July 22, 2014 with additional fees.
- Mr. Hans Raj Verma IAS, Nominee Director of TIDCO resigned from the directorship of the company with effect

from June 18, 2014 and the necessary forms with regard to resignation (form DIR-12) was filed on July 17, 2014 with ROC.

- Nomination and Remuneration Committee also considered and approved the following:
 - 1) A Policy on Remuneration of KMPs, Senior Management and other employees effective 1st April, 2014.
 - 2) Performance Pay and Revision in CTC to Mr. S. Chandru, Manager and Chief Operating Officer.
- The Company had various related party transactions which had been carried out in the ordinary course of business at arm's length and has been recorded both at Board Meeting and Audit Committee Meeting.
- Pursuant to Sec 179(3) & 204 of Companies Act, 2013 read with rule 8, Mrs. M. Kavitha SURANA of M/s. M. K. Surana & Co., was appointed as the Secretarial Auditor of the Company for conducting the Secretarial Audit for the FY 2014 – 2015. The necessary form MGT-14 was filed with ROC in compliance with the provisions of the Act except that Form MGT-14 was filed after 30 days (additional fees paid on March 17, 2015) from the date of Board Meeting held on January 21, 2015.
- Vigil Mechanism was established by the Company as required by Section 177(9) of the Companies Act, 2013.

- The Company, as a Developer of the SEZ, had received a **Show Cause Notice** from the **Development Commissioner (DC) MEPZ** concerning perpetual Lease of Residential Units by Co Developers to people not connected with the SEZ and alleging violation of Instruction 65 and SEZ act and Rules. Reply to the show cause notice had been sent to Development Commissioner. Personal hearing was also given. Development Commissioner had asked for further information from co-developers. A Writ Petition was filed in Madras High Court to restrain DC from passing orders under the show cause notice. The Court was pleased to order status quo on the matter i.e., DC not to pass order on the Show cause notice. DC is yet to file the counter.
- **Show Cause Notice** had been received from **Service Tax Authorities** demanding about Rs. 40.86 Crores towards service tax on land lease premium and water charges and the reply has been furnished by the Company. Personal Hearing was given by the Commissioner of Service Tax and the orders are awaited.

Place: Chennai
Date: 18.04.2015

For M K Surana & Co.,
Company Secretaries

M. Kavitha SURANA
Proprietor
FCS No 5926, C P No. 5269

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

‘Annexure A’

To,
The Members
M/s. Mahindra World City Developers Limited
Chennai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

for **M K Surana & Co.,**
Company Secretaries

M. Kavitha Surana
Proprietor
FCS No 5926, C P No. 5269

Place: Chennai
Date:18.04.2015

ANNEXURE 5 TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015

A. CONSERVATION OF ENERGY:

(i)	the steps taken or impact on conservation of energy;	:	The operations of your Company are not energy intensive. However, as a part of sustainable development adequate measures have been initiated to reduce energy consumption like installation of Solar street lights.
(ii)	the steps taken by the company for utilising alternate sources of energy;	:	The first off-grid solar power plant in the state of Tamil Nadu was set up at Mahindra World City, Chennai in FY 11-12. Installed over 800 sq. mt. and equipped with a remote monitoring system, the 75 kW rooftop solar plant is expected to generate approximately 116,000 units (kWh) of clean electrical energy annually.
			Other initiatives to reduce energy consumption at MWC include use of energy efficient LED/Induction lighting. These LED/Induction lights, come with dimmable controllers which have a significant impact in maximising overall energy efficiency of the area. During the year, an MOU has been signed between World Resources India (WRI) and Mahindra World City Chennai (MWCC) to explore options for Green Energy Procurement to fulfil the peak demand of energy for customers within the city through Renewable sources
(iii)	the capital investment on energy conservation equipments	:	The above measures and the 75KW solar initiative has resulted in saving of around 2.58 lakh units of electricity this year.

B. TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption	:	Not applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	:	Not applicable
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	:	Not applicable
(iv)	the expenditure incurred on Research and Development	:	Not applicable

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There is no earnings from Foreign Exchange in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are Nil.

For and on behalf of the Board,

N. Vaghul

Chairman

DIN : 00002014

Chennai, 18th April, 2015

ANNEXURE 6 TO THE DIRECTORS' REPORT**FORM NO. MGT - 9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31ST March, 2015*(Pursuant to section 92(3) of the Companies (Management and Administration) Rules, 2014)***1. REGISTRATION AND OTHER DETAILS:**

1.	CIN	U92490TN1997PLC037551
2.	Registration Date	19 th February, 1997
3.	Name of the Company	Mahindra World City Developers Limited
4.	Category/Sub-Category of the Company	Company limited by shares/Indian Non-Government Company
5.	Address of the Registered office and contact details	Mahindra Towers, Ground Floor, No. 17/18 Patullos Road, Chennai 600 002
6.	Whether listed Company (Yes/No)	No
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Not applicable

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product*	% to total turnover of the Company#
	Builders - Property Developers	0403	95

* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

on the basis of Gross Turnover

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary of the Company	% of shares held	Applicable Section
1	Mahindra and Mahindra Limited	L65990MH1945PLC004558	Ultimate Holding co. (Holding co. of Mahindra Lifespace Developers Limited)	Nil	2(46)
2	Mahindra Lifespace Developers Limited	L45200MH1999PLC118949	Holding	89.00	2(46)
3	Mahindra Integrated Township Limited	U45200TN2008PLC066292	Associate/Joint Venture	25.78	2(6)
4	Mahindra Industrial Park Chennai Limited	U45209TN2014PLC098543	Subsidiary	100	2(87)(ii)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total subscribed & paid up capital	Demat	Physical	Total	% of total subscribed & paid up capital	
A. Promoters									
(1) Indian									
a) Individual/HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	–	20,000,000	20,000,000	100	–	20,000,000	20,000,000	100	Nil
e) Banks/Fl									
f) Any Other...									
Sub-total (A) (1):-	–	20,000,000	20,000,000	100	–	20,000,000	20,000,000	100	Nil
(2) Foreign									
a) NRIs-Individuals									
b) Other -Individuals									
c) Bodies Corp.									
d) Banks/Fl									
e) Any Other...									
Sub-total (A) (2):-	–	–	–	–	–	–	–	–	–
Total shareholding of Promoter (A) = (A)(1) + (A)(2)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/Fl									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	–	–	–	–	–	–	–	–	–
2. Non-Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh									

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total subscribed & paid up capital	Demat	Physical	Total	% of total subscribed & paid up capital	
c) Others (Non Resident Individuals)									
d) Others Trust									
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	20,000,000	20,000,000	100%	-	20,000,000	20,000,000	100%	-

(ii) Shareholding of Promoters

Category of Shareholder	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
	No. of shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
Body Corporate – Mahindra Lifespace Developers Ltd	17,799,999	89	Nil	17,799,999	89	Nil	-
Body corporate – Tamilnadu Industrial Development Corporation Ltd	22,00,000	11	Nil	22,00,000	11	Nil	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

There is no change in the Shareholding of Promoter Group.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Promoters hold 100% of the share capital of the company.

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
3.	At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Directors and KMP do not hold any shares in the company.

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
3.	At the End of the year (or on the date of separation, if separated during the year)				

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
3.	At the End of the year (or on the date of separation, if separated during the year)				
1.	At the beginning of the year				
2.	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				

I) INDEBTEDNESS

Indebtedness of the company including outstanding/accrued but not due for payment

(Rs. in Crs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	173.75	107.50	–	281.25
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	–	–	–	–
Total (i + ii + iii)	173.75	107.50		281.25
Change in Indebtedness during the financial year				
• Addition	27.50	75		102.50
• Reduction		15		15.00
Net Change	27.50	60		87.50
Indebtedness at the end of the financial year				
i) Principal Amount	201.25	167.50		368.75
ii) Interest due but not paid	–	4.49	–	4.49
iii) Interest accrued but not due	–	–	–	–
Total (i + ii + iii)	201.25	171.99	–	373.24

II) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER				Total Amt
		S. Chandru				
						(Rs. in Lakhs)
1.	Gross salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	64.43				64.43
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	8.79				8.79
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–				
2.	Stock Option					

Sr. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER				(Rs. in Lakhs)
		S. Chandru				Total Amt
3.	Sweat Equity					–
4.	Commission	–				
	- as % of profit					
	- others, specify...					
5.	Others, please specify					
	Total (A)	73.22				73.22
	Ceiling as per the Act					106.26

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			(Rs. in Lakhs)
		N. Vaghul	V. Balaraman	Sanjiv Kapoor	Total Amt
1	Independent Directors				
	• Fee for attending board/committee meetings	0.40	0.55	0.30	1.25
	• Commission	4	4	4	12.00
	• Others, please specify				
	Total (1)	4.40	4.55	4.30	13.25
2	Other Non-Executive Directors	A. K. Nanda	Hans Raj Verma (TIDCO Ltd)		
	• Fee for attending board/committee meetings	0.15	0.10		0.25
	• Commission	4	0.87		4.87
	• Others, please specify	–	–		
	Total (2)	4.15	0.97		5.12
	Total (B)=(1+2)	8.55	5.52	4.30	18.37
	Total (A)				73.22
	Total Managerial Remuneration				91.59
	Overall Ceiling as per the Act				233.78

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD.

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				(Rs. in Lakhs)
		CEO	Company Secretary	CFO	Total	
1.	Gross salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–		17.37		17.37
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–		0.28		0.28
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–		–		–
2.	Stock Option			–		–
3.	Sweat Equity			–		–
4.	Commission		–	–		–
	- as % of profit		–	–		–
	- others, specify...		–	–		–
5.	Others, please Specify		–	–		–
	Total	–	–	17.65		17.65

III) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
Penalty	None				
Punishment					
Compounding					

OTHER OFFICERS IN DEFAULT

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
Penalty	None				
Punishment					
Compounding					

For and on behalf of the Board,

N. Vaghul
 Chairman
 DIN : 00002014
 Chennai, 18th April, 2015

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MAHINDRA WORLD CITY DEVELOPERS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **MAHINDRA WORLD CITY DEVELOPERS 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 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.

Auditors' Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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.

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, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order.

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 standalone 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 & Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanation given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer note 26.1 to the financial statements.
 - ii. The Company did not have material foreseeable losses on long term contracts and there were no derivative contracts. Refer note 29 to the financial statements.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company. Refer note 29 to the financial statements.

For **A. F. Ferguson & Co.**
Chartered Accountants
(Firm's Registration No.: 112066W)

Geetha Suryanarayanan
Partner
(Membership No.: 29519)

CHENNAI, April 18, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Mahindra World City Developers Limited on the accounts for the year ended 31st March 2015)

- (i) Having regard to the nature of the Company's business/ activities/result, clause (v) of the Order are not applicable to the Company in the current year.
- (ii) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (iii) In respect of its inventory:
- (a) As explained to us, the saleable inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act.
- (v) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and sale of inventories and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in such internal control system.
- (vi) We have broadly reviewed the cost records maintained by the Company specified by the Central Government under sub-section (1) of Section 48 of the Companies Act, 2013 and are of the opinion that *prima facie* the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us in respect of statutory dues:

- (a) The Company has been generally regular in depositing undisputed statutory dues including income tax, wealth tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues applicable to it with the appropriate authorities and there were no outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) Details of dues of Income tax which have not been deposited as on March 31, 2015 on account of disputes are given below:

Statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount involved (Rs. in lakhs)
Income Tax Act, 1961	Income Tax including interest	Commissioner (Appeals)	2009-10	174.91

- (c) There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year.
- (viii) There are no accumulated losses as at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues in respect of term loans.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **A. F. Ferguson & Co.**
Chartered Accountants
(Firm's Registration No.: 112066W)

Geetha Suryanarayanan
Partner
(Membership No.: 29519)

CHENNAI, April 18, 2015

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As at	
		31 st March, 2015	31 st March, 2014
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital.....	3	200,000,000	850,000,000
(b) Reserves and surplus.....	4	969,239,171	883,074,877
		<u>1,169,239,171</u>	<u>1,733,074,877</u>
Non-current liabilities			
(a) Long-term borrowings.....	5	3,519,791,667	1,737,500,000
(b) Deferred tax liabilities (net)	27.7	390,690,777	321,139,815
(c) Other long-term liabilities	6	38,301,970	39,665,396
(d) Long-term provisions	7	3,825,189	—
		<u>3,952,609,603</u>	<u>2,098,305,211</u>
Current liabilities			
(a) Short-term borrowings	8	—	1,075,000,000
(b) Trade payables	9	24,167,235	28,419,297
(c) Other current liabilities	10	453,949,888	140,006,966
(d) Short-term provisions	11	25,383,910	61,322,700
		<u>503,501,033</u>	<u>1,304,748,963</u>
TOTAL		<u><u>5,625,349,807</u></u>	<u><u>5,136,129,051</u></u>
ASSETS			
Non-current assets			
(a) Fixed assets.....	12		
(i) Tangible assets.....		564,836,391	366,047,317
(ii) Intangible assets		356,875	1
(iii) Capital work-in-progress.....		949,716	46,905,632
(b) Non-current investments.....	13	130,500,000	130,000,000
(c) Long-term loans and advances.....	14	278,894,510	224,574,152
		<u>975,537,492</u>	<u>767,527,102</u>
Current assets			
(a) Inventories	15	4,087,710,715	3,828,377,624
(b) Trade receivables	16	13,558,123	17,627,172
(c) Cash and cash equivalents	17	15,929,253	7,223,815
(d) Short-term loans and advances.....	18	494,961,711	483,926,704
(e) Other current assets.....	19	37,652,513	31,446,634
		<u>4,649,812,315</u>	<u>4,368,601,949</u>
TOTAL		<u><u>5,625,349,807</u></u>	<u><u>5,136,129,051</u></u>

See accompanying notes forming part of the financial statements

In terms of our report attached.
For **A. F. Ferguson & Co**
Chartered Accountants
Firm's Registration No.: 112066W

Geetha Suryanarayanan
Partner
Membership No.: 29519

Place : Chennai
Date : 18th April, 2015

T. S. Krishnan
Chief Financial Officer
S. Chandru
Manager & Company Secretary

For and on behalf of the Board of Directors

N. Vaghul Chairman
Anita Arjundas }
Sangeeta Prasad Directors

Place : Chennai
Date : 18th April, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	For the year ended 31 st March, 2015 ₹	For the year ended 31 st March, 2014 ₹
A. Cash flow from operating activities		
Net Profit before tax	212,524,906	134,737,655
<u>Adjustments for:</u>		
Depreciation and amortisation	29,177,715	19,649,461
Loss on sale/write off of assets	155,918	979,184
Finance costs	389,479,701	341,704,874
Interest income.....	(7,162,419)	(13,566,689)
Dividend Income	(26,000,000)	–
Provision for Doubtful debts.....	467,763	–
Bad debts written off.....	209,237	–
Operating profit before working capital changes	598,852,821	483,504,485
<u>Changes in working capital:</u>		
Adjustments for (increase)/decrease in operating assets:		
Inventories	(269,391,719)	(329,249,767)
Trade receivables	3,392,049	16,488,919
Short-term loans and advances	(11,035,007)	(117,603,753)
Long-term loans and advances.....	(1,011,527)	4,500
	(278,046,204)	(430,360,101)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables.....	(4,252,062)	13,060,235
Other current liabilities.....	55,644,055	(23,629,459)
Other long-term liabilities.....	(1,363,426)	(39,574,821)
Short-term provisions.....	(3,848,783)	(1,523,429)
Long-term provisions	3,825,189	–
	50,004,973	(51,667,474)
Cash generated from operations.....	370,811,590	1,476,910
Net income tax (paid)/refunded.....	(62,150,364)	(22,763,070)
Net cash flow from/(used in) operating activities (A)	308,661,226	(21,286,160)
B. Cash flow from investing activities		
Investment in share capital of subsidiary company	(500,000)	–
Capital expenditure on fixed assets, including capital advances	(119,533,787)	(53,893,165)
Proceeds from sale of fixed assets	347,352	266,550
Inter-corporate deposits	–	73,300,000
Bank balances not considered as Cash and cash equivalents		
- Placed	(25,000)	–
Interest received		
- Joint ventures	–	6,499,920
- Others.....	956,540	752,921
Dividend Received.....	26,000,000	–
Net cash flow from investing activities (B).....	(92,754,895)	26,926,226

Particulars	For the year ended 31 st March, 2015 ₹	For the year ended 31 st March, 2014 ₹
C. Cash flow from financing activities		
Proceeds from the issue of preference share capital.....	-	650,000,000
Redemption of preference shares	(650,000,000)	(650,000,000)
Borrowings from Related Parties (net)	1,675,000,000	425,000,000
Proceeds from long-term borrowings	275,000,000	350,000,000
Repayment of inter-corporate deposits	(1,075,000,000)	-
Repayment of current maturities of long term borrowings	-	(345,000,000)
Finance cost	(344,541,345)	(341,704,874)
Dividends paid including tax.....	(87,684,548)	(117,645,684)
Net cash flow (used in) financing activities (C).....	(207,225,893)	(29,350,558)
Net increase/(decrease) in Cash and cash equivalents (A+B+C)	8,680,438	(23,710,492)
Cash and cash equivalents at the beginning of the year	7,223,815	30,934,307
Cash and cash equivalents at the end of the year.....	15,904,253	7,223,815
 Cash and cash equivalents at the end of the year.....	 15,904,253	 7,223,815
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents (Refer Note 17)	15,929,253	7,223,815
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements: #.....	25,000	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 17.....	15,904,253	7,223,815

See accompanying notes forming part of the financial statements

In terms of our report attached.

For **A. F. Ferguson & Co**
Chartered Accountants
Firm's Registration No.: 112066W

Geetha Suryanarayanan
Partner
Membership No.: 29519

Place : Chennai
Date : 18th April, 2015

T. S. Krishnan
Chief Financial Officer

S. Chandru
Manager & Company Secretary

For and on behalf of the Board of Directors

N. Vaghul Chairman

Anita Arjundas }
Sangeeta Prasad Directors

Place : Chennai
Date : 18th April, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

1 Corporate information

The Company is in the business of land development for industrial, commercial and residential use. The Company acquires land and incurs expenditure on its development and related infrastructure facilities for lease/sale. The Company also maintains the Industrial Park for which it collects operation and maintenance charges from the lessees.

2 Significant accounting policies

2.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 2.6.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

2.3 Inventories

Inventories are valued at lower of cost and net realisable value. Cost represents cost of land and all expenditure incurred in connection with, or attributable to the project, and, being a long-term project, includes interest.

2.4 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 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. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.6 Depreciation and amortisation

Depreciation is provided on straight line method from the date the assets are put to use in accordance with Schedule II to Companies Act, 2013 with effect from April 1, 2014. Accordingly estimated useful life of all tangible fixed assets has been revised and the Company has applied the transition provisions stated in Schedule II.

Intangible assets are amortised over their estimated useful life as follows:
Software expenditure incurred is amortised over three years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern.

2.7 Revenue recognition

- Land lease premium is recognised as income upon creation of leasehold rights in favour of the lessee or upon an agreement to create leasehold rights with handing over of possession.
- Property lease rentals, income from operation & maintenance charges and water charges are recognised on an accrual basis as per terms of the agreement with the lessees.

2.8 Other income

Interest income is accounted on time-proportion basis. Dividend income is accounted for, when the right to receive it is established.

2.9 Tangible fixed assets

Fixed assets, are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date.

Fixed assets acquired and put to use for project purpose are capitalised and depreciation thereon is included in the project cost till commissioning of the project.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.10 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase/completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

2.11 Foreign currency transactions and translations

Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary assets/liabilities are translated at exchange rates prevailing on the date of settlement or at the year end as applicable, and gain/loss arising out of such translation is adjusted to the profit and loss account.

2.12 Government grants, subsidies and export incentives

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are adjusted to the carrying value of the assets.

2.13 Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.14 Employee benefits

Employee benefits include provident fund, superannuation fund, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made as and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service. The cost of such compensated absences is accounted as under:

- in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

2.15 Borrowing costs

Borrowing costs include interest and amortisation of ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.16 Segment reporting

The company has a single reportable segment namely, lease of land and properties constructed thereon.

2.17 Earnings per share

Basic/Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

2.18 Taxes on income

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.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable

income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

2.19 Impairment of assets

The carrying values of assets/cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

2.20 Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events 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. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

2.21 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing/utilising the credits.

3 Share capital

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Number of shares	₹	Number of shares	₹
(a) Authorised				
Equity shares of ₹10 each with voting rights	25,000,000	250,000,000	25,000,000	250,000,000
Unclassified shares of ₹10 each	5,000,000	50,000,000	5,000,000	50,000,000
Cumulative Redeemable preference shares of ₹100 each	6,500,000	650,000,000	6,500,000	650,000,000
Total		950,000,000		950,000,000
(b) Issued, Subscribed and fully paid up				
Equity shares of ₹10 each with voting rights (Refer Note i Below)	20,000,000	200,000,000	20,000,000	200,000,000
8.5% (previous year 8.5%) Cumulative Redeemable preference shares of ₹100 each (Refer Note ii Below)	—	—	6,500,000	650,000,000
Total		200,000,000		850,000,000

Notes:

(i) Terms/rights attached to Equity Shares

The company has only one class of Equity shares having a par value of ₹10/- per share. Each holder of Equity Shares is entitled to one vote per share.

The dividends proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting.

Repayment of capital will be in proportion to the number of equity shares held.

(ii) Terms/rights attached to Preference Shares

8.5% Cumulative Preference Shares have been redeemed on September 26, 2014 at par and dividend of ₹26,943,836 paid for the period up to September 25, 2014.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015
(iii) Details of Preference shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	As at 31 st March, 2015		As at 31 st March, 2014	
	Equity shares with voting rights	8.5% Cumulative Redeemable preference shares	Equity shares with voting rights	8.5% Cumulative Redeemable preference shares
	Number of shares		Number of shares	
Mahindra Lifespace Developers Limited, the holding company	17,799,999	–	17,799,999	6,500,000

(iv) Details of equity shares held by each shareholder holding more than 5% shares:

Class of shares/Name of shareholder	As at 31 st March, 2015		As at 31 st March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights –Mahindra Lifespace Developers Limited	17,799,999	89.00%	17,799,999	89.00%
–Tamil Nadu Industrial Development Corporation Limited	2,200,000	11.00%	2,200,000	11.00%

4 Reserves and surplus

	As at 31 st March, 2015	As at 31 st March, 2014
	₹	₹
(a) General reserve		
Opening balance.....	34,500,000	34,500,000
Addition during the year.....	–	–
Transfer from surplus in Statement of Profit and Loss.....	–	–
Closing balance.....	34,500,000	34,500,000
(b) Capital Redemption Reserve.....	650,000,000	–
(c) Surplus in Statement of Profit and Loss		
Opening balance.....	848,574,877	847,984,730
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with Nil remaining useful life (Net of deferred tax) (Refer Note 28).....	802,093	–
Add: Profit for the year.....	142,560,928	88,983,075
Less:		
Dividends proposed to be distributed to equity shareholders (₹1.00 per share) (previous year - ₹1 per share).....	20,000,000	20,000,000
Dividends proposed to be distributed to preference shareholders - (previous year - ₹8.50 per share from September 28, 2013 upto March 31, 2014).....	–	28,003,425
Tax on proposed dividend.....	4,071,600	8,158,182
Dividend paid on redemption of preference shares @ 8.5% for the period from April 1, 2014 to September 25, 2014.....	26,943,836	27,549,315
Tax on dividend.....	4,579,105	4,682,006
Transferred to General reserve.....	–	–
Transferred to Capital Redemption Reserve.....	650,000,000	–
Closing balance.....	284,739,171	848,574,877
Total	969,239,171	883,074,877

5 Long-term borrowings

Term loans (Secured)		
From HDFC Limited.....	1,844,791,667	1,737,500,000
Loans From related parties (Unsecured)		
from Holding Company (Interest @ 12.50%).....	1,620,000,000	–
from Mahindra Residential Developers Limited (Interest @ 12.00%).....	55,000,000	–
Total	3,519,791,667	1,737,500,000

Notes:
Term loan from HDFC Ltd

(i) Term loan carries an interest @ 12.35% - Principal to be repaid in 12 equal quarterly instalments, commencing from March 31, 2016. The rate of interest is revised to 12.10% with effect from February 1, 2015.

(ii) Term loans are secured by equitable Mortgage of specified lands.

(iii) For current maturities of long term borrowings, refer Note No. 10 in Other current liabilities.

Loan from Related parties

(iv) Inter corporate deposits held with these parties as at the end of the previous year have been converted into term loans during the current year. Refer Note No. 8 (i). These loans are repayable by March 31, 2019.

	As at 31 st March, 2015	As at 31 st March, 2014
	₹	₹
6 Other long-term liabilities		
Security deposit received (From Lessees).....	38,301,970	39,665,396
Total	38,301,970	39,665,396
7 Long-term provisions		
(a) Provision for employee benefits:		
(i) Compensated absences.....	2,639,187	–
(ii) Gratuity.....	1,186,002	–
Total	3,825,189	–
8 Short-term provisions		
From related parties (Unsecured)		
Intercompany Deposit from Holding Company.....	–	920,000,000
Intercompany Deposit from Mahindra Residential Developers Limited.....	–	155,000,000
Total	–	1,075,000,000
8 (i) The above inter corporate deposits have been converted into term loans net of repayments made of ₹5 Crores in case of the holding company and ₹10 crore in respect of MRDL. Refer Note No. 5(iv)		
9 Trade payables		
Trade payables.....	24,167,235	28,419,297
Total	24,167,235	28,419,297
10 Other current liabilities		
Current maturities of long term loan HDFC Ltd (Refer note 10.1).....	167,708,333	–
Advance received from Ultimate Holding Company (towards club membership).....	122,500,000	90,000,000
Interest payable to related parties on borrowings... Statutory remittances (Contributions to PF, Withholding Taxes, VAT, Service Tax, etc.).....	44,938,356	–
Other payables.....	7,298,312	2,848,130
Payable on purchase of fixed assets.....	42,848,428	28,773,623
Earnest money deposit received.....	52,640,503	6,988,325
Advances from customers (refer note No. 10.(ii))....	1,339,300	822,600
Rental/other deposits from customers.....	5,352,937	1,173,632
Total	9,323,719	9,400,656
10. (i) Refer Note No. 5.(i) & (ii) for terms of repayment and interest		
10. (ii) Includes advance towards club membership Rs. 4,180,163/-		
	As at 31 st March, 2015	As at 31 st March, 2014
11 Short-term provisions		
(a) Provision for employee benefits:		
(i) Compensated absences.....	1,312,310	4,174,183
(ii) Gratuity.....	–	986,910
Total	1,312,310	5,161,093
(i) Proposed equity dividend.....	20,000,000	20,000,000
(ii) Proposed preference dividend.....	–	28,003,425
(iii) Tax on proposed dividends.....	4,071,600	8,158,182
Total	24,071,600	56,161,607
Total	25,383,910	61,322,700

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

12 Fixed Asset

Particulars	Gross block					Depreciation					Net block		
	As at 01.04.2014	Additions	Deletions	Adjustments	As at 31.03.2015	As at 01.04.2014	Transition Adjustment (Refer Note 1)	For the period (Refer Note 2)	Deletions	Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
A. Tangible assets													
Land	10,779,777	10,058,628	-	-	20,838,405	-	-	-	-	-	-	20,838,405	10,779,777
(Previous year)	10,779,777	-	-	-	10,779,777	-	-	-	-	-	-	10,779,777	10,779,777
Buildings													
- Own use	112,097,794	118,156,491	-	-	230,254,285	26,150,260	-	3,688,977	-	-	29,839,237	200,415,048	85,947,534
(Previous year)	112,097,794	-	-	-	112,097,794	22,508,304	-	3,641,956	-	-	26,150,260	85,947,534	89,589,490
- Given under operating lease...	116,977,826	-	-	-	116,977,826	24,796,988	-	3,886,861	-	-	28,683,849	88,293,977	92,180,838
(Previous year)	116,977,826	-	-	-	116,977,826	20,889,928	-	3,907,060	-	-	24,796,988	92,180,838	96,087,898
Plant and machinery	221,357,958	29,465,243	-	316,575	251,139,776	52,625,097	154,879	18,982,177	-	-	71,762,153	179,377,623	168,732,861
(Previous year)	221,357,958	-	-	-	221,357,958	42,084,911	-	10,540,186	-	-	52,625,097	168,732,861	179,273,047
Office equipment	1,651,328	8,253,841	-	(316,575)	9,588,594	887,110	629,150	696,423	-	-	2,212,683	7,375,911	764,218
(Previous year)	2,651,401	35,400	1,035,473	-	1,651,328	1,084,015	-	349,519	546,424	-	887,110	764,218	1,567,386
Furniture and fixtures	2,274,007	61,139,326	-	-	63,413,333	1,800,734	72,264	208,586	-	-	2,081,584	61,331,749	473,273
(Previous year)	3,465,561	-	1,191,554	-	2,274,007	2,742,528	-	107,165	1,048,959	-	1,800,734	473,273	723,033
Computers	1,726,668	2,611,313	-	-	4,337,981	717,238	358,816	646,646	-	-	1,722,700	2,615,281	1,009,430
(Previous year)	6,223,453	176,356	4,673,141	-	1,726,668	4,774,802	-	378,943	4,436,507	-	717,238	1,009,430	1,448,651
Vehicles	8,046,092	-	616,249	-	7,429,843	1,886,706	-	1,067,719	112,979	-	2,841,446	4,588,397	6,159,386
(Previous year)	6,782,645	3,007,367	1,743,920	-	8,046,092	2,528,538	-	724,632	1,366,464	-	1,886,706	6,159,386	4,254,107
Total	474,911,450	229,684,842	616,249	-	703,980,043	108,864,133	1,215,109	29,177,389	112,979	-	139,143,652	564,836,391	366,047,317
Total (Previous year)	480,336,415	3,219,123	8,644,088	-	474,911,450	96,613,026	-	19,649,461	7,398,354	-	108,864,133	366,047,317	383,723,389
B. Intangible assets													
Software	5,558,724	357,200	-	-	5,915,924	5,558,723	-	326	-	-	5,559,049	356,875	1
(Previous year)	5,558,724	-	-	-	5,558,724	5,558,723	-	-	-	-	5,558,723	1	1
Total	5,558,724	357,200	-	-	5,915,924	5,558,723	-	326	-	-	5,559,049	356,875	1
Total (Previous year)	5,558,724	-	-	-	5,558,724	5,558,723	-	-	-	-	5,558,723	1	1
Total (A+B)	480,470,174	230,042,042	616,249	-	709,895,967	114,422,856	1,215,109	29,177,715	112,979	-	144,702,701	565,193,266	366,047,318
Total (A+B) Previous year	485,895,139	3,219,123	8,644,088	-	480,470,174	102,171,749	-	19,649,461	7,398,354	-	114,422,856	366,047,318	383,723,390

13 Non-current investments	As at 31 st March, 2015		As at 31 st March, 2014	
	Nos:	₹	Nos:	₹
Investments (At cost):				
Unquoted, Trade				
<u>Long Term</u>				
Investment in equity instruments in Subsidiary company				
- Mahindra Industrial Park Chennai Limited	50,000	500,000	-	-
(50,000 Equity shares of Rs 10 each subscribed during the year at par)				
Investment in equity instruments in Joint venture company				
- Mahindra Integrated Township Limited	13,000,000	130,000,000	13,000,000	130,000,000
Total	13,050,000	130,500,000	13,000,000	130,000,000

14 Long-term loans and advances (Unsecured, Considered good)	As at 31 st March, 2015		As at 31 st March, 2014	
		₹		₹
Capital advances		219,192		9,060,725
Security deposits		4,414,887		3,403,360
Advance income tax (net of provisions)		138,723,811		115,768,067
MAT credit entitlement		135,536,620		96,342,000
Total		278,894,510		224,574,152

15 Inventories (at lower of cost and net realisable value)	As at 31 st March, 2015		As at 31 st March, 2014	
		₹		₹
Work-in-progress				
(representing cost of land and related expenditure)		4,084,203,280		3,828,377,624
Inventory procured for the Club		3,507,435		-
Total		4,087,710,715		3,828,377,624

16 Trade receivables (Unsecured)	As at 31 st March, 2015		As at 31 st March, 2014	
		₹		₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment				
Unsecured, considered Good		1,629,419		2,075,611
Doubtful		467,763		-
Less: Provision for doubtful trade receivables		467,763		-
Other Trade receivables		11,928,704		15,551,561
Total		13,558,123		17,627,172

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	As at 31 st March, 2015	As at 31 st March, 2014	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	₹	₹	₹	₹
17 Cash and cash equivalents				
(a) Cash on hand.....	57,273	15,435		
(b) Balances with banks				
In current accounts	15,846,980	7,208,380		
In earmarked deposits (Refer Note 17(i) ...	25,000	-		
Total.....	15,929,253	7,223,815		
Note : 17.(i) Fixed deposit of Rs. 25,000 has been given as security towards luxury tax registration for the club.				
	As at 31 st March, 2015	As at 31 st March, 2014		
	₹	₹		
18 Short-term loans and advances (Unsecured unless specifically stated, Considered good)				
(a) Security deposits.....	675,000	675,000		
(b) Loans and advances to employees.....	128,712	10,760		
(c) Prepaid expenses	3,158,976	2,550,775		
(d) Balances with government authorities Service Tax input credit	5,681,313	2,813,825		
(e) Advances for purchase of land				
Secured.....	473,263,192	473,263,192		
Unsecured	3,405,000	3,405,000		
(r) Other advances	8,649,518	1,208,152		
Total.....	494,961,711	483,926,704		
	As at 31 st March, 2015	As at 31 st March, 2014		
	₹	₹		
19 Other current assets				
Interest accrued on Advance for purchase of land	37,652,513	31,446,634		
Total.....	37,652,513	31,446,634		
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014		
	₹	₹		
20 Revenue from operations				
(a) Land Lease Premium/sale of land (Refer Note below)	369,040,460	250,625,000		
(b) Rental income.....	14,890,581	12,147,671		
(c) Operation and maintenance income.....	224,754,713	202,275,764		
Total.....	608,685,754	465,048,435		
Note: Revenue is net of reversal of land lease premium towards land surrendered by the lessee during the year.				
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014		
	₹	₹		
21 Other income				
Interest on Advance for purchase of land.....	6,912,556	7,066,769		
Interest on Intercompany Deposit.....	-	6,499,920		
Interest on Fixed deposits with bank	249,863	-		
Dividend income from shares	26,000,000	-		
Miscellaneous income	334,622	106,000		
Total.....	33,497,041	13,672,689		
22 Changes in inventories				
<u>Inventories at the end of the year:</u>				
Work-in-progress	4,084,203,280	3,828,377,624		
Inventory procured for the Club	3,507,435	-		
	4,087,710,715	3,828,377,624		
<u>Inventories at the beginning of the year:</u>				
Work-in-progress	3,828,377,624	3,499,127,857		
	3,828,377,624	3,499,127,857		
Net (increase)/decrease	(259,333,091)	(329,249,767)		
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014		
	₹	₹		
23 Employee benefits expense				
Salaries and wages.....	29,586,534	34,983,910		
Contributions to provident and other funds	1,725,236	1,762,585		
Commission to non-whole time directors.....	1,686,575	2,000,000		
Staff welfare expenses.....	1,890,135	2,372,671		
Total.....	34,888,480	41,119,166		
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014		
	₹	₹		
24 Finance costs				
(a) Interest expense on:				
(i) Term loan from HDFC Limited	223,117,993	222,080,286		
(ii) TLoan from Related parties.....	166,358,493	-		
(iii) Intercompany Deposit.....	-	119,624,588		
(iv) Delayed payment of service tax...	3,215	-		
Total.....	389,479,701	341,704,874		
	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014		
	₹	₹		
25 Other expenses				
Power and fuel.....	29,673,587	27,722,764		
Rent including lease rentals	1,039,107	664,606		
Repairs and maintenance				
- Machinery.....	309,778	83,930		
- Others.....	888,889	2,881,411		
Insurance	1,748,469	2,050,533		
Rates and taxes	874,080	1,919,687		
Communication	3,347,796	1,611,054		
Travelling and conveyance.....	7,722,208	7,744,292		
Printing and stationery	767,596	1,441,540		
Sales commission	2,611,913	-		
Business promotion	13,514,209	8,656,640		
Legal and professional	25,036,702	19,923,735		
Directors sitting fees.....	150,000	105,000		
Payments to auditors	1,054,947	1,033,054		
Loss on Sale of Fixed Assets.....	155,918	979,184		
Operation and Maintenance Expenses.....	119,978,717	104,359,486		
Provision for Doubtful Trade Receivables	467,763	-		
Bad debts	209,237	-		
Corporate social Responsibility (CSR) activities ...	7,471,763	2,175,441		
Miscellaneous expenses	6,108,445	1,308,511		
Total.....	223,131,124	184,660,868		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	₹	₹
(i) Payments to the auditors comprises (net of service tax input credit)		
Statutory audit.....	750,000	700,000
Other services.....	301,442	330,000
Reimbursement of expenses.....	3,505	3,054
Total	1,054,947	1,033,054

26 Additional information to the financial statements

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	₹	₹

26.1 Contingent liabilities and commitments

(i) Contingent liabilities

Income Tax matters disputed and not provided for - under appeal

Borrowing costs inventorised in books but claimed as expenditure under Income Tax and disputed by the department - ₹135,350,545 (for the years ended March 31, 2012 and March 31, 2011 is ₹75,743,139 and ₹59,607,406/- respectively. However even if this liability crystallizes, there would be future tax benefits available on account of timing difference except for interest and income tax rate differences.

Other Matters disputed.....	768,833	768,833
-----------------------------	---------	---------

Note : The above amount is based on demand raised, which the Company is contesting with the concerned authorities. Outflows, if any, arising out of this claim would depend on the outcome of the decision of the appellate authorities and Company's rights for future appeals. No reimbursements are expected.

(ii) Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Tangible assets.....	-	53,029,878
---	---	------------

26.2 There are no dues to Micro and Small Enterprises and these have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	₹	₹
Expenditure in foreign currency		
Total.....	-	-

27 Disclosures under Accounting Standards

	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
	₹	₹
27.1 Details of borrowing costs inventorised		
Borrowing costs inventorised during the year	287,113,236	289,347,683

27.2 The Company has a single reportable segment namely, lease of land and properties constructed thereon.

27.3 Additional information to the financial statements - Employee benefits

1. Gratuity

a) Defined Contribution plans

The Company makes Provident fund contribution to defined contribution plans for the employees. Under the scheme, the company is required to contribute a specified percentage of the payroll cost to the fund the benefits. The Company recognized ₹ 1,178 (In 000's) (PY ₹ 1,484 (In 000's) for Provident fund contributions in the statement of profit and Loss. The contributions payable to these plans by the company are at rates specified in the rules of the scheme.

b) Defined Benefit Plans

The Company's obligation towards gratuity is defined benefit plan. The gratuity expense is included under 'Contributions to provident and other funds' in Note 23 Employee benefits expense. The details of actuarial valuation are given below:

	Gratuity (Funded)	
	2014-15	2013-14
	₹	₹
a. Net Asset/(Liability) recognized in the balance sheet		
Present Value of Defined Benefit Obligation	3,597,239	3,217,102
Fair Value of Plan assets.....	2,411,237	2,230,192
Liability recognised in the balance sheet	1,186,002	986,910
b. Expense recognized in the Statement of Profit & Loss		
Past service cost.....	-	-
Current Service cost.....	378,879	456,695
Interest cost.....	277,384	265,784
Expected return on plan assets.....	(172,172)	(192,012)
Actuarial (gains)/Losses	(103,250)	(434,430)
Total expenses	380,841	96,037
c. Change in present value of Defined Benefit obligation		
Present Value of the obligation at the beginning of the year	3,217,102	3,800,161
Past service cost.....	-	-
Current Service cost	378,879	456,695
Interest Cost	277,384	265,784
Actuarial (Gains)/Losses.....	61,720	(349,807)
Benefits Paid.....	(337,846)	(955,731)
Present value of the obligation as at the end of the year	3,597,239	3,217,102

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015

	Gratuity (Funded)	
	2014-15	2013-14
	₹	₹
d. Change in fair value of plan assets		
Present value of plan assets as the beginning of the year.....	2,230,192	2,846,742
Expected return on plan assets.....	172,172	192,012
Contributions made.....	181,750	62,546
Benefits paid.....	(337,846)	(955,731)
Actuarial Gains/(Losses).....	164,969	84,623
Present value of plan assets at the end of the year...	2,411,237	2,230,192
e. Principal actuarial assumptions		
Discount Rate.....	7.80%	9.10%
Expected return on plan assets.....	8.00%	8.00%
Mortality.....	LIC (2006-08) Ultimate mortality tables	
f. Estimate of amount of contribution in the immediate next year.....	-	50,000
g. Estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotions, increments and other relevant factors such as supply and demand in the employment market.		
h. Basis used to determine expected rate of return - The Gratuity Fund is managed by the Life Insurance Corporation of India and they have not made available the information on major categories of plan assets and the expected rate of return on each class of plan assets.		

i.	Experience adjustment as provided by actuary:	For the years:				
		2014-15	2013-14	2012-13	2011-12	2010-11
	Present value of DBO...	3,597,239	3,217,102	3,800,161	4,024,903	2,636,907
	Fair value of plan assets.....	2,411,237	2,230,192	2,846,742	1,177,668	2,022,143
	Experience gain/(loss) adjustments on plan liabilities.....	449,490	(29,123)	1,647,213	(1,646,523)	536,483
	Experience gain/(loss) adjustments on plan assets.....	164,969	84,623	(160,976)	(127,992)	(80,886)

Particulars	For the year ended 31 st March, 2015	For the year ended 31 st March, 2014
Actuarial assumptions for long-term compensated absences		
Discount rate.....	7.80%	9.10%
Expected return on plan assets.....	0.00%	0.00%
Salary escalation.....	12.00%	12.00%
Attrition.....	5.00%	2.00%

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

27.3 Additional information to the financial statements - Employee benefits
2 Disclosures on Employee share based payments:

Under the following Employee Stock Option Schemes, Mahindra Lifespace Developers Limited, the parent company issued equity - settled options to the employees of the Company as per the following details:

ESOS Scheme	Date of grant	No. of options granted	Options vested	Options exercised	Options lapsed	Options outstanding as at	Amount ₹		
							March 31 2015	March 31 2014	YE March 31 2015
ESOS 2008	25-Apr-08	31,050	26,450	-	4,600	26,450	29,626	-	-
ESOS 2012	4-Aug-12	9,000	3,600	3,600	-	5,400	9,000	7,06,809	7,06,809
Total charge for the year								7,06,809	7,06,809

Other terms

ESOS Scheme	ESOS 2008	ESOS 2012
Exercise price	₹ 428/share	₹ 10/share
Vesting Conditions	25 % each on expiry of 12, 24, 36 and 48 months from the date of grant	20 % each on expiry of 12 and 24 months and 30 % each on expiry of 36 and 48 months from the date of grant
Contractual life	5 years from the date of individual vesting.	

The Parent company has adopted intrinsic value method for computing the compensation cost for the Options granted. The Intrinsic value, i.e. the difference between the market price of the share and the exercise price is being amortised as employee compensation cost over the vesting period in the books of the parent company. The Parent company has also confirmed that there will be no recovery of the above ESOP cost from the Company.

Note: The above details are as provided by the parent company and the auditors have placed reliance on the same.

27.4 Related party transactions
27.4 a. Details of related parties:

Description of relationship	Names of related parties
Ultimate Holding Company	Mahindra & Mahindra Limited
Holding Company	Mahindra Lifespaces Developers Limited
Subsidiaries	Mahindra Industrial Park Chennai Ltd
Fellow Subsidiaries with whom transactions have been entered into during the year	Mahindra Residential Developers Limited (Subsidiary of MITL)
	Mahindra Consulting Engineers Limited
	Mahindra Integrated Business Solutions Private Ltd.
	Mahindra Holidays & Resorts (India) Ltd
Joint Venture	Mahindra Integrated Township Limited (MITL)
Key Management Personnel (KMP)	Mr. S Chandru, Manager and Chief Operating Officer
	Mr. T. S. Krishnan, Chief Financial Officer

Note: Related parties have been identified by the Management and relied upon by the auditors.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015
27.4 b. Details of related party transactions during the year ended 31st March, 2015 and balances outstanding as at 31st March, 2015:

	Ultimate Holding Company	Holding Company	Subsidiary	Fellow Subsidiaries	Joint Venture	KMP
Transactions during the year						
Operation and maintenance Income	16,973,220 (15,430,200)	2,442,717 (2,539,708)			21,166,860 (19,689,000)	
- Mahindra Residential Developers Limited				6,298,644 (6,552,840)		
Water charges	7,340,630 (5,201,600)	-			6,829,507 (4,097,820)	
- Mahindra Residential Developers Limited				7,014,211 (6,728,520)		
Rent received		2,471,304 (2,337,719)				
Interest received					-	
Dividend income from shares					(6,499,920) 26,000,000	
Professional Charges	15,000 (42,000)				-	
- Mahindra Consulting Engineers Limited				9,394,000 (8,854,972)		
- Mahindra Integrated Business Solutions Pvt Ltd.				108,200 (108,000)		
Travelling Expenses						
- Mahindra Holidays and Resorts India Limited				1,098,155 (1,956,406)		
Rent Paid	687,177 (161,280)					
Interest Paid		158,318,493 (105,157,191)				
- Mahindra Residential Developers Limited				8,040,000 (14,467,396)		
Purchase of DG set	4,257,307 -					
Inter Corporate Deposit received		750,000,000 (410,000,000)				
- Mahindra Residential Developers Limited				10,000,000 (240,000,000)		
Inter Corporate Deposit repaid		50,000,000 (140,000,000)				
- Mahindra Residential Developers Limited				110,000,000 (85,000,000)		
Advances received	32,500,000 (50,000,000)					
Investment in share capital			500,000 -			
Incorporation Expenses Recoverable			59,608 -			
Managerial Remuneration*						9,610,811 (7,088,958)
Dividend Paid on Equity & Preference Shares		72,747,260 (95,343,654)				
Balance Outstanding as at the year end						
Receivables	801,680 (422,650)		59,608		-	
Payables	131,137,669 (95,288,966)	1,666,841,928 (923,414,098)			6,650,775 (6,650,775)	
- Mahindra Residential Developers Limited				57,306,889 (157,306,889)		
- Mahindra Holidays and Resorts India Limited				-		
- Mahindra Integrated Business Solutions Private Ltd.				(25,173) 10,053 -		

Note: Figures in bracket relates to the previous year

* Remuneration payable to Manager is approved by Nomination & Remuneration committee

27.5 The Company's leasing arrangements are in respect of commercial premises given under operating lease.

Lease income from operating leases is recognized on a straight-line basis over the period of lease. The particulars of the premises given under cancellable operating leases are as under:

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2015
27.5 Leases

	As at 31st March, 2015	As at 31st March, 2014
	₹	₹
Gross carrying amount of premises	116,977,826	116,977,826
Accumulated depreciation.....	28,683,849	24,796,988
Depreciation for the year.....	3,886,861	3,907,060

27.6 Earnings per share

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
	₹	₹
Basic and diluted		
Net profit for the year	142,560,928	88,983,075
Less: Preference dividend and tax thereon	-	64,993,928
Less: Preference dividend and tax thereon paid on redemption	31,522,941	-
Net profit for the year attributable to the equity shareholders.....	111,037,987	23,989,147
Weighted average number of equity shares.....	20,000,000	20,000,000
Par value per share	10.00	10
Earnings per share - Basic and diluted...	5.55	1.20

27.7 Deferred tax (liability)/asset

Particulars	As at 31st March, 2015	As at 31st March, 2014
	₹	₹
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	(53,840,252)	(50,352,968)
Interest inventorised but claimed as allowable for tax purposes.....	(434,117,014)	(328,775,135)
Less: Transition Adjustment on depreciation (Refer Note 4 & 28).....	413,016	-
Tax effect of items constituting deferred tax liability	(487,544,250)	(379,128,103)
Tax effect of items constituting deferred tax assets		
Provision for compensated absences, gratuity and other employee benefits....	1,777,986	1,754,256
Brought forward business losses	94,913,604	56,234,032
Provision for Doubtful Debts	161,883	-
Tax effect of items constituting deferred tax assets	96,853,473	57,988,288
Net deferred tax (liability)/asset	(390,690,777)	(321,139,815)

Deferred tax reconciliation:

Deferred tax expense for the year based on the movement in net deferred tax liability as at the beginning and the end of the year as shown above	69,550,962	45,754,580
--	------------	------------

Add: Deferred tax impact netted off from depreciation on transition to Schedule II of the Companies Act, 2013 adjusted to opening surplus. Refer Note 4 and 28	413,016	-
---	---------	---

Deferred tax impact in the Statement of Profit and Loss	69,963,978	45,754,580
--	-------------------	-------------------

27.8 Joint Venture Disclosures
i. Interest in Joint Ventures

Name of the Company	Country of Incorporation	Proportion of ownership interest
Mahindra Integrated Township Limited	India	25.78%

ii. Interest in assets, liabilities, income, expenses and capital commitment with respect to the Joint Ventures

Particulars	2014-15	2013-14
Tangible fixed assets	57,191	104,134
Non-current Investments	170,905,601	170,905,601
Long term loans and advances	17,850,223	8,852,674
Inventories.....	238,052,206	250,807,078
Trade receivables.....	33,208,962	33,470,328
Cash and cash equivalents.....	28,848,994	12,495,826
Short term loans and advances.....	23,834,579	14,925,191
Other Current Assets	49,357,212	2,829,146
Trade payables	71,603,490	44,526,579
Other Current Liabilities.....	79,480,301	97,698,087
Short term borrowings.....	69,594,528	238,941,211
Short term provisions	2,618,816	1,546,545
Long term Borrowings.....	148,726,083	-
Income	401,253,693	161,337,127
Expenses.....	293,008,298	174,637,065
Contingent liabilities	-	-
Capital commitments	-	-

28 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014 the Company has revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. The details of previously applied depreciation method, rates/useful life are as follows:

Asset	Previous depreciation rate/useful life (Based on SLM)	Revised useful life based on SLM (schedule 2 rates)
Buildings (other than Factory buildings)	1.63%/~60 years	30 years
Vehicles - Motor cars	9.5%/~10 years	8 years
General Plant and Machinery	4.75%/~20 years	15 years
General Furniture and Fittings	6.33%/~15 Years	10 Years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets (determined after considering the revised useful life as prescribed by Schedule II) net of residual value, where the remaining useful life of the asset was determined to be Nil as on April 1, 2014, and has adjusted an amount of ₹802,093/- (net of deferred tax of ₹413,016/-) against the opening Surplus balance in the Statement of Profit and Loss under Reserves and Surplus. (refer note no. 4(C))

The depreciation expense in the Statement of Profit and Loss for the year is higher by ₹94,10,876/- consequent to the adoption of revised useful life as prescribed by schedule II of the Companies Act, 2013.

29 Other disclosures

29.1 The Company does not have material foreseeable losses on the long term contracts as on March 31, 2015.

29.2 The Company did not enter into any derivative contracts during the year.

29.3. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company during the year.

30 Previous year's figures

Previous year's figures have been regrouped/reclassified wherever necessary to conform with the current year's classification/disclosure.

See accompanying notes forming part of the financial statements

In terms of our report attached.

For **A. F. Ferguson & Co**

Chartered Accountants

Firm's Registration No.: 112066W

Geetha Suryanarayanan

Partner

Membership No.: 29519

Place : Chennai

Date : 18th April, 2015

T. S. Krishnan

Chief Financial Officer

S. Chandru

Manager & Company Secretary

For and on behalf of the Board of Directors

N. Vaghul

Chairman

Anita Arjundas

Sangeeta Prasad

} Directors

Place : Chennai

Date : 18th April, 2015