

DIRECTORS' REPORT TO THE MEMBERS

Your Directors present their Second Report together with the audited accounts of the Company for the year ended March 31, 2012.

FINANCIAL HIGHLIGHTS

Particulars	(Amount in ₹)	
	For the year ended March 31, 2012	For the period June 2, 2010 to March 31, 2011
Total Income.....	—	—
Profit /(Loss) Before Depreciation, Interest and Taxation.....	(33,758)	(113,737)
Less : Depreciation.....	—	—
Profit / (Loss) Before Interest and Taxation.....	(33,758)	(113,737)
Less :Interest.....	—	—
Profit / (Loss) Before Taxation.....	(33,758)	(113,737)
Less : Provision for Taxation	—	—
Profit / (Loss) for the year after Taxation	(33,758)	(113,737)
Add: Balance of Profit / (Loss) for earlier years.....	(113,737)	—
Balance carried forward to the Balance Sheet	(147,495)	(113,737)

Operations

Your Company is exploring business opportunity in residential developments and shall undertake a few projects at an appropriate time.

Dividend

In view of the losses, your Directors do not recommend a dividend for the year under review.

Capital

The Authorised Equity Share Capital of your Company is ₹ 10 lakh and the paid-up equity capital of your Company is ₹ 5 lakh.

Your Company is a wholly owned subsidiary of Mahindra Lifespace Developers Limited and consequently a subsidiary of the ultimate holding company, Mahindra & Mahindra Limited.

Directors

Ms. Anita Arjundas retires by rotation and being eligible offers herself for re-appointment

Directors' Responsibility Statement

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors, based on the representations received from the Operating Management and after due enquiry, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- they have, in the selection of the accounting policies, consulted the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the loss of the Company for the year ended on that date;

iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) the annual accounts have been prepared on a going concern basis.

Code of Conduct

The Company had adopted Code of Conduct ("the Code/s") for its Directors and Senior Management and Employees. These Codes enunciate the underlying principles governing the conduct of the Company's business and seeks 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 Code from the Board Members of the Company affirming compliance with the Code.

Auditors

M/s. B. K. Khare & Co., Chartered Accountants, Mumbai, 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 under the provisions of Section 224 of the Companies Act, 1956, the Company has received a written certificate from the above auditors proposed to be re-appointed, to the effect that their re-appointment, if made, would be in conformity with the limits specified in the said section.

Public Deposits and Loans / Advances

The Company has not accepted deposits from the public or employees during the year under review.

The Company has not made any loans/advances of the nature, which are required to be disclosed in the annual accounts pursuant to Clause 32 of the Listing Agreement of the parent companies, Mahindra Lifespace Developers Limited and Mahindra & Mahindra Limited with the Stock Exchanges.

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

The particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in the Annexure to this Report.

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 and Rules made there under

The Company had no employee, who was employed throughout the Financial Year and was in receipt of remuneration, of not less

than ₹ 6,000,000 p.a. during the year ended March 31, 2012, or was employed for a part of Financial Year and was in receipt of remuneration of not less than ₹ 500,000 p.m. during any part of the year.

Acknowledgments

The Directors are thankful to all consultants and associates of your Company for the support received from them during the year under review.

For and on behalf of the Board,

Anita Arjundas
Chairperson

Mumbai, April 18, 2012

ANNEXURE TO THE DIRECTORS' REPORT

PARTICULARS AS PER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2012.

A. CONSERVATION OF ENERGY

- | | | |
|--|---|--|
| (a) Energy conservation measures taken | : | The Company is looking out for suitable opportunity in residential development and adequate energy conservation measures will be taken at an appropriate time. |
| (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy | : | Nil |
| (c) Impact of the measures taken/to be taken at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods | : | Not Applicable |
| (d) Total energy consumption and energy consumption per unit of production as per Form-A of the Annexure to the Rules in respect of Industries specified in the Schedule | : | Not Applicable |

B. TECHNOLOGY ABSORPTION

Research & Development (R&D)

- | | | |
|--|---|--|
| 1. Areas in which R & D is carried out | : | The Company has not carried out any R&D activities during the year |
| 2. Benefits derived as a result of the above efforts | : | Not Applicable |
| 3. Future Plan of action | : | Further quality improvement |
| 4. Expenditure on R & D | : | Nil |
| 5. Technology absorption, adaptation and innovation | : | Nil |
| 6. Imported Technology for the last 5 years | : | Nil |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no inflow or outflow of foreign exchange involved during the year under review.

For and on behalf of the Board,

Anita Arjundas
Chairperson

Mumbai, April 18, 2012

AUDITORS' REPORT**TO THE MEMBERS OF
WATSONIA DEVELOPERS LIMITED**

1. We have audited the attached Balance Sheet of Watsonia Developers Limited as at March 31, 2012 and the statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, (Order) issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books.
 - c) The Balance Sheet and the statement of Profit and Loss dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, the statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- e) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012,
 - ii) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date, and
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.
5. On the basis of the written representations received from the Directors as on March 31, 2012, and taken on record by the Board of Directors, we report that, none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For and on behalf of

B. K. Khare and Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
M. No. 44784

Mumbai
Dated: April 18, 2012

ANNEXURE TO THE AUDITORS' REPORT

Referred to in Paragraph (3) of our report of even date on the accounts of Watsonia Developers for the year ended March 31, 2012.

1. The company did not own any fixed assets at the beginning or at the end of the year. Also it has not purchased or sold any fixed assets during the year. Therefore, provisions of sub-clause (a), (b) and (c) of sub-para (i) of para 4 of the Order are not applicable.
2. Since the company does not hold any finished goods, stores, spares and raw materials. Therefore, provisions of sub-clause (a), (b) and (c) of sub-para (ii) of para 4 of the Order are not applicable.
3. The Company has not granted or taken any loans, secured or unsecured, to or from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Therefore, provisions of sub-clause (b), (c), (d), (e), (f) and (g) of sub-para (iii) of para 4 of the Order are not applicable.
4. Since the company has not dealt in purchase and sale of any finished goods, stores, spares and raw materials. Also neither it owned any fixed assets at the beginning or at the end of the year nor has purchased or sold any fixed assets during the year. Therefore provisions of sub-para (iv) of para 4 of the Order are not applicable.
5. In respect of transactions entered in the register maintained under section 301 of the Companies Act, 1956:
 - a) In our opinion and according to the information and explanation given to us, there were no transactions exceeding the value of Rs. five lakhs in case of any party that need to be entered in the Register maintained in pursuance of section 301 of the Companies Act, 1956.
 - b) As there are no transactions exceeding the value of Rs. five lakhs in case of any party that need to be entered in the Register maintained pursuant to section 301 of the Companies Act, 1956, sub-clause (b) of sub-para (v) of Para 4 of the Order regarding reasonability of price at which such transactions have been entered is not applicable
6. In our opinion and according to the information and explanations given to us, the company has not accepted any loans or deposits within the meaning of Rule 2(b) of the Companies (Acceptance of Deposit's Rule), 1975.
7. The provisions relating to internal audit are not applicable to the Company.
8. We have been informed that the Central Government has not prescribed maintenance of Cost records u/s 209(1)(d) of the Companies Act, 1956.
9. (i) According to the records of the Company, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respects of income-tax wealth tax, sales tax, custom duty and excise duty were outstanding, as on March 31, 2012, for a period more than six months from the date they became payable.
 - (ii) There are no disputed dues outstanding as on 31st March 2012 on account of sales tax, customs duty, income tax, excise duty, service tax, income tax, wealth tax and cess.
10. The company has been registered for a period of less than five years and hence we are not required to comment on whether or not the accumulated losses at the end of the period is fifty percent or more of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year.
11. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to Financial Institutions and Banks.
12. According to the information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/society are not applicable to the company.
14. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. To the best of our knowledge and belief and according to the information and explanations given to us, the company has not obtained any term loans during the year ended 31st March 2012.
17. In our opinion and according to information and explanations given to us and on an overall examination of the balance sheet of the company, no funds raised on short term basis have been used for long term investments.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
19. The company has not issued any debentures during the year.
20. During the year the company has not raised any money by way of public issue.
21. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

For and on behalf of
B. K. Khare and Co.
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
M. No. 44784

Mumbai
Dated: April 18, 2012

BALANCE SHEET AS AT MARCH 31, 2012

	<u>Note</u>	<u>As at</u> <u>March 31, 2012</u>	<u>As at</u> <u>March 31, 2011</u>
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	500,000	500,000
Reserves and surplus.....	3	<u>(147,495)</u>	<u>(113,737)</u>
		352,505	386,263
Current liabilities			
Other current liabilities.....	4	<u>33,090</u>	<u>16,545</u>
Total.....		<u>385,595</u>	<u>402,808</u>
ASSETS			
Current assets			
Cash and cash Equivalents.....	5	<u>385,595</u>	<u>402,808</u>
Total.....		<u>385,595</u>	<u>402,808</u>

See accompanying notes forming part of the Financial Statements

In terms of our report attached

For **B K Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. : 44784

Place : Mumbai
Date : April 18, 2012

For and on behalf of the Board of Directors

Anita Arjundas Chairperson

Rajan Narayan }
Beroz Gazdar } Directors

Place : Mumbai
Date : April 18, 2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2012

	<u>Note</u>	<u>Year ended March 31, 2012</u>	<u>June 2, 2010 to March 31, 2011</u>
		₹	₹
EXPENDITURE			
Other expenses	6	<u>33,758</u>	<u>113,737</u>
		33,758	113,737
(Loss) before tax.....		(33,758)	(113,737)
Less: Tax expense		<u>—</u>	<u>—</u>
(Loss) for the period		<u>(33,758)</u>	<u>(113,737)</u>
Earnings per equity share:			
Basic & Diluted		(0.68)	(2.74)

See accompanying notes forming part of the Financial Statements
In terms of our report attached

For **B K Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. : 44784

Place : Mumbai
Date : April 18, 2012

For and on behalf of the Board of Directors

Anita Arjundas *Chairperson*

Rajan Narayan } *Directors*
Beroz Gazdar }

Place : Mumbai
Date : April 18, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

	Year ended Mar 31, 2012	June 2, 2010 to March 31, 2011
	₹	₹
A. Cash flow from operating activities		
(Loss) before tax.....	<u>(33,758)</u>	<u>(113,737)</u>
Operating (loss) before working capital changes	<u>(33,758)</u>	<u>(113,737)</u>
Changes in:		
Increase / (decrease) in current liabilities	<u>16,545</u>	<u>16,545</u>
Cash (used in) operations	<u>(17,213)</u>	<u>(97,192)</u>
Net cash (used in) operating activities	<u>(17,213)</u>	<u>(97,192)</u>
B. Cash flow from financing activities:		
Proceeds from issue of shares	<u>—</u>	<u>500,000</u>
Net cash from financing activities	<u>—</u>	<u>500,000</u>
Net increase / (decrease) in cash and cash equivalents (A+B)	<u>(17,213)</u>	<u>402,808</u>
Cash & cash equivalents		
Opening balance	<u>402,808</u>	<u>—</u>
Closing balance	<u>385,595</u>	<u>402,808</u>
Net increase / (decrease) in cash and cash equivalents	<u>(17,213)</u>	<u>402,808</u>

See accompanying notes forming part of the Financial Statements
In terms of our report attached

For **B K Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

Padmini Khare Kaicker
Partner
Membership No. : 44784

Place : Mumbai
Date : April 18, 2012

For and on behalf of the Board of Directors

Anita Arjundas *Chairperson*

Rajan Narayan }
Beroz Gazdar } *Directors*

Place : Mumbai
Date : April 18, 2012

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2012**Background**

The Company was incorporated on June 2, 2010 and is engaged in the business of development of Residential complexes and is in the process of identifying lands for acquisition.

1. Significant Accounting Policies**a) Presentation and Disclosure of Financial Statements**

During the year ended March 31, 2012, the revised schedule VI notified under the Companies Act, 1956 has become applicable to the company, for preparation and presentation of its financial statement. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statement. However it has significant impact on presentation and disclosures made in the financial statements. Assets & liabilities have been classified as current & non – current as per the Company's normal operating cycle and other criteria set out in the Schedule VI of the Companies Act, 1956. The Company has also reclassified / regrouped the previous year figures in accordance with the requirements applicable in the current year.

b) Basis of Accounting

The financial statements have been prepared under the historical cost convention in accordance with the accounting principles generally accepted in India and comply with the mandatory Accounting Standards notified by the Central Government of India under The Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956.

c) Taxes on Income

Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets in respect of unabsorbed depreciation and carried forward losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses. Other deferred tax assets are recognised if there is reasonable certainty that there will be sufficient future taxable income available to realise such assets.

d) 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 are not discounted to present value and are determined based on 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 not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

2. Share Capital**Authorised**

	As at March 31, 2012	As at March 31, 2011
1,00,000 Equity shares of ₹ 10 each.....	<u>10,00,000</u>	10,00,000
Issued, subscribed and paid up.		
50,000 equity shares of ₹ 10 each fully paid up (The above shares are held by Mahindra Lifespace Developers Limited, the holding company and its nominees)	<u>5,00,000</u>	5,00,000
	<u>5,00,000</u>	5,00,000

a. Reconciliation of number of shares

	As at March 31, 2012		As at March 31, 2011	
	No. of Shares	No. of ₹	Amount Shares	₹
Equity Shares				
Balance as at the beginning of the year	50,000	5,00,000	—	—
Addition due to new issue	—	—	50,000	5,00,000
Balance as at the end of the year	50,000	5,00,000	50,000	5,00,000

b. Shares held by holding company

	As at March 31, 2012		As at March 31, 2011	
	No. of Shares	% holding	No. of Shares	% holding
Equity Shares				
Mahindra Lifespace Developer Limited	50,000	100.00	50,000	100.00

3. Reserves & Surplus

	As at March 31, 2012	As at March 31, 2011
Opening Balance of Profit & Loss Account	(1,13,737)	—
Add: (Loss) for the Current Year	<u>(33,758)</u>	<u>(1,13,737)</u>
Closing Balance of Profit and Loss Account ...	<u>(1,47,495)</u>	<u>(1,13,737)</u>

4. Other Current Liabilities

	As at March 31, 2012	As at March 31, 2011
Other payables	<u>33,090</u>	<u>16,545</u>
	<u>33,090</u>	<u>16,545</u>

The particulars regarding dues to Micro Enterprises and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

5. Cash and Cash Equivalents

	As at March 31, 2012	As at March 31, 2011
Bank Balances		
On current account	<u>3,85,595</u>	<u>4,02,808</u>
	<u>3,85,595</u>	<u>4,02,808</u>

6. Administration & Other Expenses

	Year ended March 31, 2012	For the period June 2, 2010 to March 31, 2011
Miscellaneous expenses	1,218	626
Legal and Professional Charges	15,995	—
Auditors' remuneration	16,545	16,545
Preliminary Expenses	—	96,566
	<u>33,758</u>	<u>1,13,737</u>

7. Related Party Disclosures

(i) List of Related Parties		
Mahindra & Mahindra Limited	—	Ultimate Holding Company
Mahindra Life Space Developers Limited	—	Holding Company
(ii) Related Party Transactions		
	<u>2011-12</u>	<u>2010-11</u>
Issue of Share (₹)	Nil	5,00,000
Expenses reimbursed (₹)	Nil	31,521
Payable at the year end (₹)	Nil	Nil

8. In line with AS 22, accounting for Taxes on Income, on principles of prudence, the company has not recognized the net deferred tax asset arising due to unabsorbed losses.

9. Earnings per share

	2011-12	2010-11
Net (loss) after tax (₹)	(33,758)	(1,13,737)
Weighted average number of Equity shares (Nos.)	50,000	41,507
Basic and Diluted Earnings per share (₹)	(0.67)	(2.74)
Nominal value of shares (₹)	10	10

10. Previous year's figures have been regrouped / recast, wherever necessary, to conform to current year's classification. Previous period figures pertain to the period June 2, 2010 to March 31, 2011 and hence are strictly not comparable.

For and on behalf of the Board of Directors

Anita Arjundas Chairperson

Place : Mumbai
Date : April 18, 2012

Rajan Narayan
Beroz Gazdar } Directors