



ANNUAL REPORT

2015 - 2016

ZUARI INFRAWORLD INDIA LIMITED
(FORMERLY KNOWN AS ADVENTZ INFRAWORLD INDIA LIMITED)

CONTENTS

Company Information.....	03
Directors' Report and Annexures.....	04
Standalone Financials.....	29
Consolidated Financials.....	65
Notice of Annual General Meeting.....	105

Company Information

BOARD OF DIRECTORS (As on March 31, 2016)

Mr. N. Suresh Krishnan
Mr. V.K. Sinha
Mr. Sunil Sethy
Mr. Krishan Kumar Gupta

REGISTERED OFFICE

ADVENTZ CENTRE, 1st Floor
No.28, Cubbon Road
Bangalore - 560001
Tel: +91-80-49066900
Fax: +91-80-4906690

CHIEF EXECUTIVE OFFICER

Mr. Alok Banerjee

CHIEF FINANCIAL OFFICER

Mr. G.U.V.S. Nagaraju

COMPANY SECRETARY

Mr. Pritam Das Mohapatra

CORPORATE OFFICE

5th Floor, Tower – A,
Global Business Park, Sector-26
M.G. Road, Gurgaon
Haryana
Tel: 0124-4827800
Fax: 0124 -4212046

AUDITORS

Varma & Varma.
Chartered Accountants, Bangalore

BANKERS / FINANCIAL INSTITUTION

State Bank of India
ICICI Bank Limited
Bank of Bahrain & Kuwait B.S.C.

LEGAL ADVISERS

M/s. Khaitan & Co.
Mr. A.V. Jayarama Rao

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting the Ninth Directors' Report on the business and operations of the Company with the audited results for the financial year ended March 31, 2016.

1. FINANCIAL SUMMARY:

Rs. In lacs

<u>Particulars</u>	<u>Standalone</u>		<u>Consolidated</u>	
	<u>Current Year</u>	<u>Previous Year</u>	<u>Current Year</u>	<u>Previous Year</u>
	<u>2015-2016</u>	<u>2014-2015</u>	<u>2015-2016</u>	<u>2014-2015</u>
Profit for the year before depreciation and taxation	154.78	297.06	(137.49)	287.26
Less : Depreciation for the year	27.98	44.85	9.31	46.19
Profit/(loss) before tax	126.80	252.21	(146.80)	241.07
Less : Provision for taxation - Current Tax	(22.90)	(32.50)	(22.90)	(38.50)
Tax adjustment relating to earlier year	-	-	-	-
Deferred Tax Asset	(12.59)	27.74	(12.45)	(28.42)
MAT Credit Entitlement	22.90	32.50	22.90	38.50
Profit/(loss) after tax	114.21	279.95	(159.25)	269.49
Add : Balance of profit/(loss) brought forward	(518.75)	(798.70)	269.49	-
Less : Transfer to general reserve				
Proposed Dividend :	-	-	-	-
Tax on dividend (Including Surcharge)	-	-	-	-
Balance of profit/(loss) carried forward	(404.54)	(518.75)	110.24	269.49

The revenue from the operations (Standalone) for the year ended 31st March, 2016 was Rs. 3230.31 Lakhs as compared to Rs. 5615.99 Lakhs for the previous year ending 31st March, 2015.

The Profit before tax for the year ended 31st March, 2016 was Rs. 126.80 Lakhs as compared to Rs. 252.21 Lakhs for the year ending 31st March, 2015. The Profit after Tax stood at Rs. 114.21 Lakhs for the year ending 31st March, 2016 as compared to Rs. 279.95 Lakhs for the previous year ending 31st March, 2015.

The revenue from operations (Consolidated) for the year ended 31st March, 2016 was Rs. 2585.31 Lakhs as compared to Rs. 5641.37 Lakhs for the previous year ending 31st March, 2015.

The Consolidated Profit before tax and after tax for the year ended 31st March, 2016 was Rs. (146.81) Lakhs and Rs. (159.26) Lakhs respectively.

There were no material changes and commitments affecting the financial position of the Company from the end of the financial year till the date of the approval of the Directors Report.

2. DIVIDEND:

Though the Company has reported profits for the year, no dividend is being recommended due to accumulated losses for the past Financial Year and considering the future business expansion requirements.

3. RESERVES:

The Board does not proposes to carry any amount to reserve

4. STATE OF COMPANY'S AFFAIR DURING THE YEAR:

Zuari Infraworld India Limited, (ZIIL), (formerly known as Adventz Infraworld India Limited), a wholly owned subsidiary of Zuari Global Ltd., flagship of the Adventz Group, represents the group's foray into the Realty sector and is an expression of its whole hearted commitment to a better life for the community.

Projects under Execution

A. Own Project

Zuari Garden City Project, Mysore development of 73.65 Acres

Phase-II (Apartments): During the year, the Company has started the construction of Residential Development consisting of "464" Apartments with the saleable area of 732,640 Sft. The civil and structural work is in progress for 3 Towers.

During the period 18 slabs has been cast and the progress achieved is 35%. As of 31st March 2016, the Company has sold 87 units of value Rs. 43.66 crores.

B. Joint Venture

(1) Mayavan Project, Vrindavan, Mathura

Your Company has invested 25% equity in Brajbhumi Nirmaan Private Limited, Darshan Nirmaan Private Limited and Pranati Niketan Private Limited for the development of "Mayavan Project". The Company has already entered Development Management Agreement with the JV Company whereby it will manage the Development and Project Execution.

The total extent of the project size will be 127 Acres of land. The development will include both commercial & residential.

Phase 1- Your Company has decided to develop 36 Acres as part of Phase 1 consisting Villas in 23 Acres and Plotting in 13 Acres.

During the year, the Infrastructure and site development work such as Entrance Gate, Compound wall, Interior Roads for 36 Acres is in progress and nearing completion. As of 31st March 2016, 178 no of plots and 14 no. of Villas was sold.

(2) Adventz - Downtown, Dubai

Your company plans to develop a Residential Project in Dubai. The land is located in Dubai Downtown in close proximity to Dubai Mall & Burj Khalifa. This project will be a 50:50 Joint Venture with the landholder. For the purposes of this JV, the landholder has set up a Holding Company in Cayman Island which in turn holds 100% of the equity of the land holding company.

In order for your company to hold 50% share in the Holding Company as well as to be the Development Manager to the Project, your company has set up a 100% subsidiary in Jebel Ali Free Trade Zone by name Zuari Infra Middle East Limited. This company in turn has purchased 49% share in a local company i.e. SJM Elysium Properties LLC with a 80% profit share. The amount required for the equity to be invested in the Cayman Company will be funded by Zuari Infra Middle East Limited through SJM Elysium Properties LLC.

The proposed development will be of 70 storey residential tower and the total Saleable Area will be approx.57 Million sft.

During the year the Company has;

- Completed the Design Development for the project
- Received the shoring and piling permit from Dubai Municipality. Work likely to commence in May' 16
- Progressed well on Branding and Marketing strategy
- All other critical approvals are expected in the H1 of F.Y. 2016-2017 i.e. by September 16
- Sales and construction work to commence in H2 of F.Y. 2016-2017

C. DMC

Goa (37 Acres Residential)

Your Company has planned a residential development comprising of Villas and Low Rise Apartments on a 37 Acres parcel of land belonging to the Zuari Global Limited. In the First phase comprising 6.89 Acres, Development is planned for 31 Villas and 70 Apartments.

During the year the Company;

- Has entered into Development Management Agreement with Zuari Global Ltd who are the Land Owners, where the Company has been appointed as Development Manager to supervise the overall Project.

- Intend to develop the Project in Cluster wise and accordingly has received the Technical clearance from the Town and Country Planning Department for carrying out the construction of residential project for 6.89 Acres (Phase-1)
- As of 31st March 2016, the Company has sold 86 units of value Rs. 72 crores and the construction is expected to be complete by 2017-2018.

5. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS:

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

6. CHANGES IN SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES:

There are no companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year.

7. FINANCIAL POSITION AND PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES:

In terms of Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of subsidiaries and joint ventures are given as an Annexure-A to the Consolidated Financial Statements.

8. STATUTORY AUDITORS:

At the Annual General Meeting of the Company held on September 10, 2015, M/s. Varma & Varma, Chartered Accountants, Bangalore (Firm Registration Number 004532S) were appointed as the Statutory Auditors of the Company for a period of 5 years which is subject to annual ratification by the members of the Company in terms of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The members may ratify the appointment of M/s. Varma & Varma as the Statutory Auditors of the Company for the financial year 2016-2017.

There are no qualifications or adverse remarks in the Statutory Auditors Report which require any explanation from the Board of Directors

9. EXTRACT OF ANNUAL RETURN:

In terms of Section 134 of the Companies Act, 2013 read with Rules 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company for the financial year 2015-16 is appended as Annexure-B to this report,

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

Following the corporate strategy of creating sustainable development sensitive to the environment, TERI (The Energy and Resource Institute) was appointed to assess and advise on the design addressing the Green initiative.

Initiating at the master planning stage and further to the building design, following analysis had been done (or in process) to be incorporated in the building and master planning design:

Master Plan

1. Increased green cover, two folds advantage of more green space and reduced soil erosion.
2. Public places open area tree plantation in Goa to increase green cover.
3. Solid waste management plan in Sancoale Goa to collect, segregate and bail solid wastes.
4. Reduced hardscape (paver blocks in driveways) to avoid heat gains and reducing heat island effects.
5. Solar path analysis to improvise Building block orientations or shading to enhance day light in the building. However it is optimal enough to reduce heat gain.
6. Wind movement analysis to exploit maximum wind movement in the site and buildings.
7. Dual water supply to optimize water utilization by way of recycling water
8. Use of advance software modeling of terrain (BIM)
 - a. to optimize and reduce alteration of existing topography and
 - b. Design the services efficiently managing multiple interfaces for reduced construction cost and further maintenance cost at operation stage.
9. Creating artificial water bodies to absorb surface run-off and treated water overflow.

Building Design

1. Rain water harvesting integrated in the design.
2. Efficient glazing and frames to reduce noise pollution.
3. Intelligent water fittings & electrical fittings to reduce energy wastage.
4. Use of solar energy for street lights.
5. Use of materials alternative to WOOD for windows, pergolas etc. and locally sourced material to reduce environment impact.

Further to initiatives at design stage, various operating procedures are defined for construction which includes

1. Top soil protection and retention
2. Zero discharge of construction material from site. Retaining existing topography with minimum alteration due to development.
3. Preserving existing natural stream for rain water runoff.
4. Retaining most of the trees by design or transplantation and increasing shaded area by planting trees where possible.

B) Technology absorption:

The Company has not carried out any technology absorption work during the period.

C) Foreign Exchange Earnings and Outgo:

The details of Foreign Exchange earnings and outgo during the year are as follows:

(INR LAKHS)		
Particulars	31.03.2016	31.03.2015
Earnings:		
Development Management Fees	600.00	350.00
Guarantee Commission	20.71	-
Interest Income on ICD	8.53	3.15
Total	629.24	353.15
Outgo:		
Architect Fees for Goa Project	203.50	295.32
Sponsorship & Promotions	13.87	2.12
Consultancy Fees	-	20.50
Legal Fees	-	41.03
Foreign Travel	34.65	36.94
Total	252.02	395.91

11. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, Mr. R.Y. Patil (DIN: 01680046) and Mr. Akshay Poddar (DIN: 00008686) resigned from the directorship of the Company with effect from May 08, 2015 and July 07, 2015 respectively. The Board places on record its appreciation for the valuable services and guidance given by Mr. R.Y. Patil and Mr. Akshay Poddar to your Company during his tenure as the Director of the Company.

In accordance with the Articles of Association of the Company and provisions of the Section 152(6)(e) of the Companies Act, 2013, Mr. N. Suresh Krishnan (DIN: 00021965) retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

12. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declarations from the Independent Directors stating that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

13. PERFORMANCE EVALUATION:

Pursuant to the provisions of Section 134 (3) (p) of the Companies Act, 2013, the annual performance evaluation has been carried out of all the Directors, the Board, Chairman of the Board and of the various Committees.

The Performance evaluation of the Board of Directors was carried out based on the detailed questionnaire containing criteria such as duties and responsibilities of the Board, information flow to the Board, time devoted to the meetings, etc. Similarly, the Director's evaluation was carried out on the basis of questionnaire containing criteria such as level of participation by individual directors,

independent judgment by the director, understanding of the Company's business, etc. The Directors expressed their satisfaction over the entire evaluation process.

14.(a) BOARD MEETINGS:

During the year under review, five Board Meetings were held on: 8th May 2015, 30th July 2015, 12th August 2015, 28th October 2015 and 30th January 2016.

(b) AUDIT COMMITTEE:

The Audit Committee comprises two Independent Directors and one Non-Executive Director. The permanent invitees include Chief Executive Officer and Chief Financial Officer. The Company Secretary is the Secretary to the Committee. During the year, all the recommendations of the Audit Committee were accepted by the Board.

15. VIGIL MECHANISM:

The Company in accordance with the provisions of Section 177(9) of the Companies Act, 2013 has established a vigil mechanism for directors and employees to report genuine concerns to the management viz. instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The establishment of the policy is available on the website of the Company.

16. NOMINATION AND REMUNERATION POLICY:

The Nomination and Remuneration Committee of the Board of Directors has formulated a Nomination and Remuneration Policy containing the criteria for determining qualifications, positive attributes and independence of a director and policy relating to the remuneration for the directors, key managerial personnel and senior management personnel of the Company. The Nomination and Remuneration Policy is available on the website of the Company.

17. SHARE CAPITAL:

The Paid up Share Capital as on March 31, 2016 was Rs. 5505 Lakhs. During the year under review, the Company has not issued equity shares with differential voting rights nor granted stock options and stock purchase nor issued any sweat equity shares

18. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the courts/regulators or tribunals impacting the going concern status and company's operations in future.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

In terms of Section 134 of the Companies Act, 2013, the particulars of loans, guarantees and investments given by the Company under Section 186 of the Companies Act, 2013 are given in the Notes to Accounts of the Financial Statements.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Under Section 188 of Companies Act, Form No. AOC-2, the particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) is appended as Annexure-C to this report.

21.PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of your Company is appended as **Annexure-D** to this report.

22.SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. Sudhir V Hulyalkar, Practising Company Secretary to conduct the Secretarial Audit and his Report on Company's Secretarial Audit is appended as **Annexure-E** to this report.

There are no qualifications, reservations or adverse remarks in the Secretarial Audit Report which require any explanation from the Board of Directors.

23.RISK MANAGEMENT FRAMEWORK:

The Company has developed and implemented a risk management framework detailing the various risks faced by the Company and methods and procedures for identification, monitoring and mitigation of such risks. The Audit Committee has been entrusted with the task of monitoring and reviewing the risk management plan and procedures of the Company.

24.INTERNAL COMPLAINTS COMMITTEE:

As a part of the policy for Prevention of Sexual Harassment in the organisation, the Company has in place an Internal Complaints Committee for prevention and redressal of complaints of sexual harassment of women at work place in accordance with The Sexual Harassment of Workmen at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and relevant rules thereunder. No complaints were received by the Committee during the period under review.

25.AWARDS AND RECOGNITIONS:

(1) Zuari Garden City –Mysore:

- ZGC -Mysore has won the "Best Upcoming Residential Project of the Year award at the Construction Times Builders Award, 2015 organized by the Construction Times magazine held in Mumbai.
- ZGC –Mysore has won Outstanding Gardens Award at Mysore Dasara Garden Competition 2015, held in Mysore.

(2) Adventz – Downtown, Dubai:

- The Project has won the Global award for "Best International Architecture Multiple Residence" at the annual International Property Awards 2015, held in London.
- The Project has also won awards in the similar category in Dubai and Arabia Region.

26. OTHER MATTERS:

A) Debentures:

During the year under review, the Company has not issued any debentures. As on date, the Company does not have any outstanding debentures.

B) Deposits:

The Company has not accepted any deposits in terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review.

C) Human Resources:

Employee relations continue to be cordial and harmonious at all levels and in all divisions of the Company. The Board of Directors would like to express their sincere appreciation to all the employees for their continued hard work and steadfast dedication.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

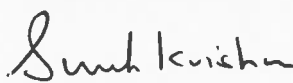
In terms of the requirements of Section 134(5) of the Companies Act, 2013, we, on behalf of the Board of Directors, hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the dedication, commitment and contribution of all stakeholders and employees of your Company.

For and on behalf of the Board of Directors
of Zuari Infraworld India Limited


N. Suresh Krishnan
Director


V.K. Sinha
Director

Place: Gurgaon
Date: May 5, 2016

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/associate companies/ joint ventures

Part "A": Subsidiaries

(Amount in INR)

1.	Serial No.	1
2.	Name of the subsidiary	Zuari Infra Middle East Limited
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2015-16
4.	Reporting currency and Exchange rate as on the last date of the Relevant financial year in the case of foreign subsidiaries	Arab Emirates Dirhams (AED) Exchange rate 1 AED = 18.0375
5.	Share Capital	180,375
6.	Reserve and Surplus	5,045,756
7.	Total Assets	867,276,910
8.	Total Liabilities	862,050,797
9.	Investments	2,651,512
10.	Turnover	66,775,662
11.	Profit before taxation	4,560,097
12.	Provision for taxation	Nil
13.	Profit after taxation	4,560,097
14.	Proposed Dividend	Nil
15.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Name of subsidiaries which are yet to commence operations –Nil
2. Name of subsidiaries which have been liquidated or sold during the year -Nil

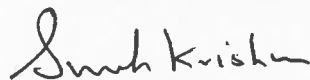
Part "B": Associates and Joint Ventures

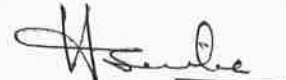
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Amount in INR)			
Name of Associates/Joint Ventures	Brajbhumi Nirmaan Private Limited (Joint Venture)	Darshan Nirmaan Private Limited (Joint Venture)	Pranati Niketan Private Limited (Joint Venture)
1. Latest audited Balance Sheet Date	31-03-2016	31-03-2016	31-03-2016
2. Shares of Associate/Joint Ventures held by the company on the year end			
No	1,500,000	2500	2500
Amount of Investment in Associates/Joint Venture	239,400,000	25,000	25,000
Extent of Holding %	25%	25%	25%
3. Description of how there is significant influence	N.A.		
4. Reason why the associate/joint venture is not consolidated	The Accounts of Joint Venture Company has been consolidated		
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	122,991,252	(24,201)	(24,774)
6. Profit / Loss for the year			
i. Considered in Consolidation	(703,824)	(8,048)	(8,421)
ii. Not Considered in Consolidation	-	-	-

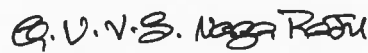
- Names of associates or joint ventures which are yet to commence operations - Nil
- Names of associates or joint ventures which have been liquidated or sold during the year- Nil


For and on behalf of the Board of Directors of Zuari Infraworld India Limited


N. Suresh Krishnan
Director


V.K. Sinha
Director

Place: Gurgaon
Date: May 5, 2016


GUVS Nagaraju
Chief Financial Officer


Pritam Das Mohapatra
Company Secretary

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	U45309KA2007PLC043161
Registration Date	18 th June 2007
Name of the Company	Zuari Infracore India Limited
Category of the Company	Company having Share Capital
Sub-category of the Company	Indian Non-Government Company
Address of the Registered office and contact details	"ADVENTZ CENTRE", 1 st Floor, No.28, Cubbon Road Bangalore -560001 Tel: 080-49066900 Email: pritam@adventzinfra.com Website: www.zuariinfracore.com
Whether listed company	Unlisted Public Company
Name, Address and Contact Details of Registrar and Transfer Agent, if any	Zuari Investments Limited Zuari House, Plot No.2, Zamrudpur Community Centre Kailash Colony, New Delhi -48 Tel: 011-46474000 Email: rta@adventz.zuariinvestments.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
Construction and Real Estate Development	4100	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN/Registration No	HOLDING/SUBSIDIARY/ASSOCIATE	% of Shares held	Applicable Section
1	Zuari Global Limited Jai Kisaan Bhawan Zuarinagar Goa -403726	L65921GA1967PLC000157	Holding	100%	2(46)
2	Zuari Infra Middle East Limited	Foreign Company	Subsidiary	100%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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 Shares	Demat	Physical	Total	% of Total Shares	
A1 Indian Promoters									
a) Individual/ Hindu Undivided Family	-	-	-	-	-	-	-	-	
b) Central Govt.	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	
d) Bodies Corp.	46,540,000	10,000	46,550,000	100%	46,540,000	10,000	46,550,000	100%	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	
Sub-Total (A)(1)	46,540,000	10,000	46,550,000	100%	46,540,000	10,000	46,550,000	100%	0.00
A2 Foreign Promoters	-	-	-	-	-	-	-	-	
a) NRIs -Individuals	-	-	-	-	-	-	-	-	
b) Other -Individuals	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	
d) Banks/FI	-	-	-	-	-	-	-	-	
e) Any others	-	-	-	-	-	-	-	-	
Sub-Total (A)(2)	-	-	-	-	-	-	-	-	
Total Shareholding of Promoters(A) = (A)(1)+(A)(2)	46,540,000	10,000	46,550,000	100%	46,540,000	10,000	46,550,000	100%	0.00
B Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	
b) Banks / FI	-	-	-	-	-	-	-	-	
c) Central Govt.	-	-	-	-	-	-	-	-	
d) State Govt(s)	-	-	-	-	-	-	-	-	
e) Venture Capital Funds	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	
g) FIIs	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	
i) Other(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	-	-	-	-	-	-	-	-	-
c) Other (specify)	-	-	-	-	-	-	-	-	-
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)	46,540,000	10,000	46,550,000	100%	46,540,000	10,000	46,550,000	100%	0.00

ii) Shareholding of Promoter

Sl.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	
1	Zuari Global Limited	46,550,000	100%	-	46,550,000	100%	-	-
	Total	46,550,000	100%	-	46,550,000	100%	-	-

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

	Particulars	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
	At the beginning of the year	No Change in Promoters' Shareholding			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year				

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. 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
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

v) Shareholding of Directors and Key Managerial Personnel:

Sl. 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
	At the beginning of the year	None of the Directors and Key Managerial Personnel hold shares in the Company			
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(AMOUNT IN INR)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	77,80,67,150	41,08,00,000	-	1,18,88,67,150
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	48,33,150			48,33,150
Total (i+ii+iii)	78,29,00,300	41,08,00,000	-	1,19,37,00,300
Change in Indebtedness during the financial year				
* Addition	33,00,00,000	-	-	33,00,00,000
* Reduction	(10,21,18,426)	(5,00,00,000)	-	(15,21,18,426)
Net Change	22,78,81,574	(5,00,00,000)	-	17,78,81,574
Indebtedness at the end of the financial year				
i) Principal Amount	100,59,48,724	36,08,00,000	-	1,36,67,48,724
ii) Interest due but not paid	-	1,05,00,094	-	1,05,00,094
iii) Interest accrued but not due	58,71,965	-	-	58,71,965
Total (i+ii+iii)	101,18,20,689	37,13,00,094	-	1,38,31,20,783

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		---	--	--	-	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(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,	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act					

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors				Total Amount in Rs.
1	Independent Directors	Sunil Sethy		Krishan Kumar Gupta		
	• Fee for attending Board/ Committee meetings	162,938		177,938		3,40,876
	• Commission	-		-		-
	• Others, please specify	-		-		-
	Total (1)					3,40,876
2	Other Non-Executive Directors	N. Suresh Krishnan		V.K Sinha		-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	3,40,876
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Alok Banerjee (CEO)	Mr. Pritam Das Mohapatra, Company Secretary	Mr. G.U.V.S. Nagaraju (CFO)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	89,11,522	6,20,000	35,48,000	1,30,79,522
	(b) Value of perquisites u/s 17(2) Income-tax	34,703	10,588	16,584	61,875
	(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	89,46,225	6,30,588	35,64,584	1,31,41,397

VII. 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)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

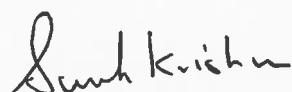
There were no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis during the year ended 31st March, 2016

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of Related Party and nature of relationship	Nature of Contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advanced, if any
Zuari Investments Limited Fellow subsidiary to Zuari Global Limited	The Company has entered Sales Management Agreement with ZIL	From 01.06.2015 to 31.03.2016	(a) ZIL shall help in preparing the marketing plan based on the necessary inputs like development plan, implementation schedule etc. (b) ZIL shall oversee and co-ordinate for the development of marketing collateral (c) Sales Commission payable to ZIL will be on the card price and shall be eligible for commission on every sales made by them in Zuari Garden City-Mysore	12/08/2015	-
Zuari Global Limited	The Company has entered into	From 13 th August, 2015 to	(a) The Company would supervise the	10/02/2015	Nil

Holding Company	Development Management Agreement for developing of Villas, Low Rise Apartments on the plot of land admeasuring 37.10 Acres in Goa belonging to Zuari Global Limited	till Completion Date i.e. the date by which the Project is expected to be completed in its entirety and date agreed is 31.03.2020 unless extended by the parties	Project conceptualization, Project Plan Finalization, organizing necessary approvals, branding, Sales & Marketing for the Project (b) The Company will appoint qualified and experienced management team for the Project who will devote sufficient resources and time to effectively manage the Project (c) The Company shall be entitled to a fee equivalent to 12% on the development cost incurred for the Project (d) The Company shall be entitled to Rs. 40 Lakhs per month as "Advance Fee" which shall be subsequently settled against "Consultancy Fees" payable to the Company		
Zuari Management Services Limited	The Company has executed Amendment to the Management Services Agreement on May 22, 2015	From 01.04.2015 to 31.08.2015		12/08/2015	Nil

For and on behalf of the Board of Directors
of Zuari Infracore India Limited



N. Suresh Krishnan
Director



V.K. Sinha
Director

Place: Gurgaon
Date: May 5, 2016

**Statement pursuant to Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

(A) Employed throughout the financial year

Name	Age	Designation	Nature of Employment (Contractual or otherwise)	Gross Remuneration	Qualification	Experience (Years)	Date of Commencement of Employment	Previous Employment Held
Mr. Alok Banerjee	53	Chief Executive Officer	Permanent Employee	89,46,225	B.Com, ACA & ACS	27	01.11.2012	Axiom Estates Advisory Services Pvt. Limited

(B) Employed for a part of the financial year – None

(C) Employed throughout the financial year or part thereof -None

Notes

1. Gross Remuneration comprises salary, allowances, Company's contribution to provident fund and taxable value of perquisites.
2. The employee mentioned above is not a relative to any Director.
3. The employee mentioned above does not hold any equity shares in the company within the meaning of clause (iii) of sub-rule (2).



Sudhir V Hulyalkar
Company Secretary

Form No. MR-3

SECRETRETERIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

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

To

The Members,
Zuari Infraworld India Limited
Bangalore

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Zuari Infraworld India Limited. (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for, evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, minute 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2016, 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 :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Zuari Infraworld India Limited ("the Company") for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- iii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;



- iv. Transfer of Property Act, 1882
- v. The Karnataka Panchayat Raj Act, 1993
- vi. Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996 and Rules made thereunder
- vii. The Karnataka Town and Country Planning Act, 1961
- viii. The Environment (Protection) Act, 1986
- ix. The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008
- x. The Water (Prevention & Control Of Pollution) Act, 1974
- xi. The Air (Prevention & Control of Pollution) Act, 1981
- xii. The Inter State Migrant Workmen Act, 1979 and The Inter State Migrant Workmen (Regulation of Employment and Conditions of Service) Central Rules 1980
- xiii. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- xiv. Other Labour, employee and Industrial Laws to the extent applicable to the Company

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules and Regulations, Guidelines, Standards as mentioned above wherever applicable except for certain delays in filings.

The Board of Directors of the Company is duly constituted with 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 provisions of the Act.

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed note on agenda were sent at least seven days in advance except for one board meeting which was convened with necessary compliance 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.

The decisions carried through are recorded in the minutes. I did not find any dissenting views recorded in the minutes. It was informed to me that, in absence of any such dissenting views it was not required to record any such views in the minutes.

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

I further report that during the audit period the Company has following specific actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines referred above:



1. The Company has made preferential issue on private placement basis and allotted 15,00,000 redeemable 8.5% cumulative preference shares of Rs. 10 each at a premium of Rs. 90 per share on 12th August 2015.

Place: Bangalore
Date: 03/05/2016



Sudhir Vishnupant Hulyalkar
Company Secretary in Practice
FCS No. 6040, CP: 6137



INDEPENDENT AUDITORS' REPORT

To,
The Members,
ZUARI INFRAWORLD INDIA LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of M/s Zuari Infraworld India Limited ("the Company") which comprise the Balance Sheet as at 31st March 2016, Profit and Loss Statement and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 standalone 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 the 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 the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 there under.

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



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements read together with significant accounting policies and other notes on financial statement attached thereto, 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, 2016, its profits and its cash flow .

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of Section 143 (11) of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in Paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
 - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with returns received from the branches not visited by us.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



Varma & Varma

Chartered Accountants

- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- g) With respect to the other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i) There were no pending litigations that would significantly impact the financial position of the company.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses not provided for.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

Place: Gurgaon
Date : 5/5/16



Srinivas H.P.
K P SRINIVAS
Partner
M.No.208520

ANNEXURE - A TO THE AUDITORS' REPORT

Annexure referred to in paragraph 1 of our report of even date on the Financial Statement of Zuari Infraworld India Limited for the year ended 31st March, 2016

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) We have been informed that the fixed assets of the company have been physically verified by the management during the year, which in our opinion, is reasonable having regards to the size of the Company and nature of its assets and that no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable property of the company which is part of the inventory is held in its own name. As stated in the Note 5(i) of financial statement the immovable property has been mortgaged with the bank to secure the term loan taken from the bank.
- (ii) The Company does not carry inventories of the nature covered by Accounting Standard - 2
- (iii) As per the information and explanations given to us, the Company has granted unsecured loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act.
 - (a) The terms and conditions of the grant of such loans are not prejudicial to the interests of the company;
 - (b) The schedule of repayment of principal and interest has been stipulated and the loan was renewed during the year.
 - (c) In respect of the said loan there is overdue amount of interest, however the same is not exceeding ninety days as at the year end.
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) According to the information and explanations given to us, the company has not accepted deposits in accordance with directives issued by the Reserve Bank of India and hence the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.



- (vii) (a) According to the information and explanation given to us and as per our verification of the records of the company, the Company has been fairly regular in depositing undisputed statutory dues including provident fund, employees 'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities during the year to the extent applicable. There are no arrears of undisputed statutory dues of a material nature outstanding as at the last day of the financial year for a period of more than six months from the due date.
- (b) According to the information and explanation given to us, there are no unpaid disputed income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as on 31st March, 2016.
- (viii) According to information and explanation given to us and as per our verification of the records of the company, the company has not defaulted in repayment of its dues to the financial institutions and banks.
- (ix) The company has not raised any money by way of initial public offer or further public offer hence clause (xi) is not applicable to the company. According to the information and explanations provided to us, the term loan raised during the year is applied for the purpose for which it was raised.
- (x) According to the information and explanation provided to us and as per our verification of the records of the company, no fraud either on or by the company has been noticed or reported during the year.
- (xi) According to the information and explanations provided to us, the company is of the view that the provisions of section 197 read with Schedule V to the Companies Act 2013 is not applicable to the remuneration paid to the manager during the year since the services rendered by the manager was in the capacity of a professional.
- (xii) The company is not a Nidhi company and hence clause (xii) is not applicable to it.
- (xiii) According to the information and explanations provided to us and as per our verification, all the transactions with related parties are in compliance with section 177 and 188 of the Companies Act 2013 since in the view of the company these transactions have been undertaken on Arm's Length Basis in the ordinary course of business and all the details as required to be disclosed by the applicable accounting standard (Accounting Standard 18 – Related Parties) have been disclosed in the Financial Statements.



Varma & Varma

Chartered Accountants

- (xiv) According to the information and explanations provided to us and as per verification of the records of the company, the company has made preferential allotment of preference shares during the year under review and the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purpose for which they were raised.
- (xv) According to the information and explanations given to us and as per our verification, the company has not entered into any non-cash transactions as contemplated in Section 192 of the Companies Act, 2013 with directors or persons connected with directors.
- (xvi) As per the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Gurgaon
Date : 5/5/16



For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

Srinivas K.P.
K P SRINIVAS
Partner
M. No.208520

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Zuari Infraworld India Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company including basis of allocating expenses to various projects considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S

Srinivas K.P.
K P SRINIVAS
Partner
M. No.208520

Place: Gurgaon
Date: 5/5/16



Zuari Infracore India Ltd
Balance Sheet as at March 31, 2016

(Amount in Rupees)

Particulars	Note No.	March 31, 2016	March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Share holder's fund			
(a) Share capital	3	55,05,00,000	53,55,00,000
(b) Reserves and surplus	4	72,45,46,801	57,81,26,103
		1,27,50,46,801	1,11,36,26,103
(2) Non-current Liabilities			
(a) Long term borrowings	5	96,17,48,724	73,55,67,150
(b) Other long term liabilities	6	3,69,10,185	3,09,35,105
(c) Long term provisions	7	26,02,024	35,97,332
		1,00,12,60,933	77,00,99,587
(3) Current Liabilities			
(a) Trade payables	8	14,58,77,946	8,64,80,552
(b) Other current liabilities	9	57,32,65,150	67,85,64,758
(c) Short-term provisions	10	18,77,184	3,66,664
		72,10,20,280	76,54,11,974
TOTAL		2,99,73,28,015	2,64,91,37,664
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets	11		
(i) Tangible assets (Net)	11 (a)	1,68,83,878	1,57,09,388
(ii) Intangible assets	11 (b)	13,77,787	10,21,582
		1,82,61,665	1,67,30,970
(b) Non Current investments	12	62,46,16,400	23,96,16,400
(c) Long term loans and advances	13	13,24,36,421	8,71,03,227
(d) Deferred Tax Asset	14	22,37,350	34,96,677
		77,75,51,836	34,69,47,274
(2) Current Assets			
(a) Current investments	15	-	24,36,69,628
(b) Inventories	16	1,28,18,43,521	95,80,58,494
(c) Trade receivables	17	16,70,08,247	7,22,06,282
(d) Cash and bank balance	18	20,41,72,193	49,14,45,035
(e) Short term loans and advances	19	30,21,40,780	27,73,85,587
(f) Other current assets	20	26,46,11,437	25,94,25,364
		2,21,97,76,178	2,30,21,90,390
TOTAL		2,99,73,28,015	2,64,91,37,664

Significant Accounting Policies 1
Other Notes on Financial Statements 2

For VARMA & VARMA
Chartered Accountants
FRN 004532S

Srinivas. K.P.
K.P.Srinivas
Partner
M.No.208520

For and on behalf of the Board of Directors

Suresh Krishnan
N-Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G. U. V. S. Nagaraju
G U V S Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place : Gurgaon
Date : 05.05.2016

Place : Gurgaon
Date : 05.05.2016



Zuari Infracore India Ltd
Statement of Profit and Loss for the year ended March 31, 2016

(Amount in Rupees)

Particulars	Note No.	March 31, 2016	March 31, 2015
Income			
I. Revenue from Operations (Refer Note 1.12 (i))	21	32,30,31,377	56,15,98,624
II. Other Income	22	5,54,33,722	2,35,64,747
TOTAL REVENUE (I+II)		37,84,65,099	58,51,63,371
III. Expenses			
Project Construction and Development	23	59,88,18,019	61,23,39,620
(Increase)/Decrease in inventory	24	(32,40,76,612)	(14,34,04,214)
Employee benefits expense	25	2,16,10,797	1,89,45,970
Depreciation and amortisation expense	11 (a) & 11 (b)	27,97,641	44,84,859
Other expenses	26	5,26,05,689	5,68,54,226
Finance Cost	27	1,40,29,539	1,07,21,155
TOTAL EXPENSES		36,57,85,074	55,99,41,616
IV. Profit before tax		1,26,80,025	2,52,21,755
V. Provision for taxation:			
(a) Current Tax (MAT)		(22,89,953)	(27,65,050)
(b) Deferred tax (Liability) / Asset		(12,59,327)	27,74,217
(c) MAT Credit Entitlement		22,89,953	27,65,050
VI. Profit / (loss) after taxation for the year carried to Balance Sheet		1,14,20,698	2,79,95,972

Earnings per share of the face value of Rs 10/ each

Basic and Diluted	0.25	0.60
Weighted average number of equity shares in calculating basic and diluted EPS	4,65,50,000	4,65,50,000

Significant Accounting Policies	1
Other Notes on Financial Statements	2

In terms of our report of even date attached

For VARMA & VARMA
Chartered Accountants
FRN 004532S

Srinivas K.P.
K.P.Srinivas
Partner
M.No.208520

For and on behalf of the Board of Directors

N. Suresh Krishnan
N. Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G.U.V.S. Nagaraju
G U V S Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place : Gurgaon
Date : 05.05.2016

Place : Gurgaon
Date : 05.05.2016



Zuari Infraworld India Ltd

Cash Flow Statement for the year ended March 31, 2016

	(Amount in Rs.)	
Particulars	31-Mar-16	31-Mar-15
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before taxation	1,26,80,025	2,52,21,755
<u>Adjustment for :</u>		
Depreciation & Amortisation	36,94,222	56,16,026
Interest (Income)	(4,78,84,960)	(1,63,91,580)
Dividend (Income)	(7,34,693)	(30,18,832)
Short Term Capital Gain - Mutual Fund	(41,30,396)	
Loss on Sale of Tangible Assets (Net)	49,501	18,81,869
Operating Profit/(Loss) before working Capital Changes	(3,63,26,301)	1,33,09,238
<u>Adjustment for changes in :</u>		
(Decrease)/Increase in trade payables	5,93,97,395	5,31,92,673
Decrease/(Increase) in trade receivables	(9,48,01,965)	(6,84,39,781)
(Increase) / Decrease in Other Current Assets	(86,86,073)	(17,38,89,024)
(Decrease)/Increase in provisions	5,15,212	1,33,47,315
(Decrease)/Increase in other current liabilities	(10,52,99,610)	5,48,24,876
(Increase) / Decrease in inventories	(32,37,85,027)	(14,28,33,797)
(Increase) / Decrease in loans and advances	(5,87,98,074)	(85,08,014)
Net cash generated from operations	(56,77,84,443)	(25,89,96,514)
Direct Taxes Paid (net of refund)	(1,12,90,313)	75,20,582
Net cash generated from operating activities	(57,90,74,756)	(26,65,17,096)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Additions to tangible/intangible assets	(52,86,855)	(1,09,60,745)
Proceeds from sale of tangible/intangible assets	35,12,438	2,43,125
Sale/(Purchase) of Non-current investments in Mutual Funds	(38,50,00,000)	(23,96,16,400)
Sale/(Purchase) of current investments in Mutual Funds	24,36,69,628	(24,36,69,628)
Changes in Other Bank Balances	24,75,35,056	(44,10,13,620)
Short Term Capital Gain - Mutual Fund	41,30,396	-
Interest (Income)	4,78,84,960	1,63,91,580
Dividend (Income) on current investments	7,34,694	30,18,832
Net cash from Investing activities	15,71,80,317	(91,56,06,856)



Zuari Infracore India Ltd

Cash Flow Statement for the year ended March 31, 2016

(Amount in Rs.)

Particulars	31-Mar-16	31-Mar-15
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Issue of Share capital	15,00,00,000	70,00,00,000
Proceeds from Long term Borrowings (net)	23,21,56,654	44,02,46,216
Net cash used in financing activities	38,21,56,654	1,14,02,46,216
Net Changes in Cash and Cash equivalents during the year	(3,97,37,785)	(4,18,77,735)
Cash and Cash equivalents at the beginning of the year	5,04,31,416	9,23,09,151
Cash and Cash equivalents at the end of the year	1,06,93,631	5,04,31,416
Components of Cash and Cash Equivalents		
Balances with banks		
- In current accounts	78,43,694	4,08,31,416
- In fixed deposits with maturity less than 3 months	28,49,937	96,00,000
Total Cash and Cash Equivalents	1,06,93,631	5,04,31,416

In terms of our report of even date attached

For Varma & Varma
Chartered Accountants
FRN 004532S

Srinivas K.P.
K.P.Srinivas
Partner
M No.208520

For and on behalf of the Board of Directors

N. Suresh Krishnan
N. Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G.U.V.S. Nagaraju
G U V S Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place : Gurgaon

Date : 05.05.2016

Place : Gurgaon

Date : 05.05.2016



Zuari Infraworld India Ltd
Notes forming part of Balance Sheet

(Amount in Rupees)

3 SHARE CAPITAL

	March 31, 2016	March 31, 2015
Authorized capital		
50,000,000 (2015 : 50,000,000) Equity Shares of Rs. 10 each	50,00,00,000	50,00,00,000
15,000,000 (2015 : 15,000,000) Preference Shares of Rs. 10 each	15,00,00,000	15,00,00,000
	65,00,00,000	65,00,00,000
Issued, subscribed and paid up capital		
46,550,000 (2015 : 46,550,000) Equity Shares of Rs. 10 each, fully paid up	46,55,00,000	46,55,00,000
8,500,000 8.5 % (2015 : 7,000,000) Non Convertible Cumulative Redeemable Preference Share of Rs. 10 each, fully paid up	8,50,00,000	7,00,00,000
Total	55,05,00,000	53,55,00,000

3.1 Reconciliation of shares outstanding at the beginning and at the end of the reporting period:

	March 31, 2016		March 31, 2015	
	(in nos.)	(Rupees)	(in nos.)	(Rupees)
a) Equity Shares:				
At the beginning of the period	4,65,50,000	46,55,00,000	4,65,50,000	46,55,00,000
Add: Issued during the year	-	-	-	-
At the close of the financial year	4,65,50,000	46,55,00,000	4,65,50,000	46,55,00,000
b) Preference Shares:				
At the beginning of the period	70,00,000	7,00,00,000	-	-
Add: Issued during the year	15,00,000	1,50,00,000	70,00,000	7,00,00,000
At the close of the financial year	85,00,000	8,50,00,000	70,00,000	7,00,00,000

3.2 Terms/Rights attached to Equity Shares

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

Terms/Rights attached to Preference Shares

The Company has only one class of non convertible preference share issued at a face value of Rs. 10 per share with a premium of Rs 90 Per share, carrying coupon rate of 8.5% per annum which are cumulative in nature. Date of redemption is 31st March 2020 & redeemable at a price band of Rs 125-150 per share. Each holder of preference shares is entitled to one vote per share on resolutions placed before the company, which directly affect the rights attached to the preference share.

3.3 Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	March 31, 2016		March 31, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares -				
Zuari Global Ltd	4,65,50,000	100.0%	4,65,50,000	100.00%
Preference Shares -				
Mr. Saroj Kumar Poddar	85,00,000	100.0%	70,00,000	100.0%

3.4 The entire paid up equity share capital is held by Zuari Global Limited, the Holding Company.



Zuari Infracore India Ltd
Notes forming part of Balance Sheet

(Amount in Rupees)

4 RESERVES AND SURPLUS

(i) Securities Premium

On issue of preference share capital

Balance at the beginning
Add: Premium on issue of Preference Shares
Closing Balance

March 31, 2016

March 31, 2015

63,00,00,000

13,50,00,000

76,50,00,000

-

63,00,00,000

63,00,00,000

(ii) Profit and Loss

Opening balance
Profit/(Loss) for the current year
Closing Balance

(5,18,73,897)

1,14,20,698

(4,04,53,199)

72,45,46,801

(7,98,69,859)

2,79,95,962

(5,18,73,897)

57,81,26,103

5 LONG TERM BORROWINGS

(i) Secured Loans:

ICICI Bank Ltd - Term Loan
Less: Current maturities shown under Current Liabilities (Note 9)

1,00,59,48,724

77,80,67,150

29,25,00,000

71,34,48,724

15,50,00,000

62,30,67,150

Notes:

1. Secured by equitable mortgage of the piece & parcel of land measuring 2,83,890 sq m at Hulikere Village and building constructed, hypothecation of receivables, pertaining to the extant project, both present and future.

2. Terms loans are taken towards developing the housing projects of Kabini, Kapila, Kaveri, Phase III Villas as well as development at Zuari Garden city.

3. Interest @ 12.60% per annum for Term Loan I

4. Interest @ 12.15% per annum for Term Loan II

5. Terms of Repayment:

Payable in monthly instalment, commencing from October 2014 and ending September 2018 for Term Loan I proportionately on the basis of loan drawn

Payable in monthly instalment, commencing from May 2017 and ending April 2019 for Term Loan II

(ii) Unsecured Loans:

Inter Corporate deposit from Zuari Global Ltd
[(Holding Company- a related party)]
Inter Corporate deposit from Adventz Finance Private Limited
Less: Current maturities shown under other current liabilities (Note 9)

16,08,00,000

21,08,00,000

20,00,00,000

11,25,00,000

24,83,00,000

20,00,00,000

29,83,00,000

11,25,00,000

Total

96,17,48,724

73,55,67,150

Terms: Zuari Global Ltd

Interest @ 8% p.a.

Maturity: 18 months and due between May 2016 to October 2017

Terms: Adventz Finance Private Limited

Interest @ 14.00% p.a.

Maturity: 18 months and due between June 2017 to July 2017

6 OTHER LONG TERM LIABILITIES

Retention Money

3,69,10,185

3,09,35,105

Total

3,69,10,185

3,09,35,105

7 LONG TERM PROVISIONS

Gratuity
Leave Encashment
Total

26,02,024

-

26,02,024

21,33,036

14,64,296

35,97,332

8 TRADE PAYABLES

Due to Micro & Small Enterprises (Notes 2.18)
Dues to others
Due to related parties
Total

14,06,99,600

51,78,346

14,58,77,946

8,06,72,535

58,08,017

8,64,80,552



Zuari Infraworld India Ltd
Notes forming part of Balance Sheet

(Amount in Rupees)

	March 31, 2016	March 31, 2015
9 OTHER CURRENT LIABILITIES		
(a) Current maturities of long term borrowings (Note 5(i) & (ii))	40,50,00,000	45,33,00,000
(b) Statutory Dues	48,85,317	53,27,117
(c) Retention Money	57,11,897	75,26,052
(d) Advances from customers	15,17,95,971	20,75,78,439
(e) Interest accrued but not due on borrowings	58,71,965	48,33,150
Total	57,32,65,150	67,85,64,758
10 SHORT TERM PROVISIONS		
For Employee Benefits		
Gratuity	1,41,134	51,614
Leave Encashment	17,36,050	3,15,050
Total	18,77,184	3,66,664



11. FIXED ASSETS (Refer Note 1.3, 1.4 & 1.5)

Particulars	Gross Block-At Cost			Accumulated Depreciation			Net block	
	As at	Additions	Deductions	Balance as at	Up to	For the year	Written back	Up to
	April 01, 2015 April 01, 2014			March 31, 2016 March 01, 2015	March 31, 2015 April 01, 2014		March 31, 2015 March 01, 2015	As at March 31, 2015 March 01, 2014
11 (a) TANGIBLE ASSETS								
Leasehold Improvements	88,77,951 (91,22,075)	4,93,277 (88,77,951)	- (91,22,075)	93,71,228 (88,77,951)	36,297 (49,46,181)	9,35,446 (18,09,371)	- (67,19,255)	9,71,743 (36,297)
Temporary Structures	17,04,550 (17,04,550)	- (17,04,550)	- (17,04,550)	17,04,550 (17,04,550)	16,19,292 (6,81,820)	33 (9,37,472)	- (16,19,290)	16,19,323 (16,19,290)
Furniture and Fixtures	45,45,892 (55,49,749)	16,22,867 (3,42,590)	- (13,46,447)	61,68,759 (45,45,892)	13,99,167 (14,06,489)	6,25,397 (5,52,061)	- (5,59,383)	20,24,564 (13,99,167)
Office Equipments	41,44,900 (43,58,632)	20,85,069 (9,93,311)	1,31,875 (12,07,043)	60,98,094 (41,44,900)	15,54,124 (5,91,889)	11,58,234 (14,12,232)	73,374 (4,49,997)	26,38,985 (15,54,126)
Computer and Data processing units	36,53,124 (29,21,738)	2,35,546 (7,31,386)	68,741 (7,31,386)	38,19,929 (36,53,124)	26,08,149 (20,44,652)	4,81,221 (5,63,497)	65,303 (5,63,497)	30,24,067 (26,08,149)
Vehicles	(24,31,239)	-	(24,31,239)	-	(7,78,036)	(28,210)	(8,06,245)	-
Total	2,29,26,417	44,36,759	2,00,616	2,71,62,560	72,17,029	32,00,331	1,38,677	1,02,78,882
<i>Previous period</i>	<i>(2,60,87,983)</i>	<i>(1,09,45,238)</i>	<i>(1,41,06,804)</i>	<i>(2,29,26,417)</i>	<i>(1,04,49,067)</i>	<i>(53,02,843)</i>	<i>(85,34,880)</i>	<i>(72,17,029)</i>
								<i>(1,57,09,388)</i>
								<i>(1,56,38,916)</i>
11 (b) INTANGIBLE ASSETS								
Computer Software	37,03,862 (36,88,355)	8,50,096 (15,507)	- (37,03,862)	45,53,958 (37,03,862)	26,82,280 (23,69,097)	4,93,891 (3,13,183)	- (3,13,183)	31,76,171 (26,82,280)
Total	37,03,862	8,50,096	-	45,53,958	26,82,280	4,93,891	-	31,76,171
<i>Previous period</i>	<i>(36,88,355)</i>	<i>(15,507)</i>	<i>-</i>	<i>(37,03,862)</i>	<i>(23,69,097)</i>	<i>(3,13,183)</i>	<i>-</i>	<i>(26,82,280)</i>
								<i>(10,21,582)</i>
								<i>(13,19,258)</i>

Depreciation for the year is allocated as under	March -2016	March -2015
Debited to Project (ZGC)	8,96,581	11,31,167
Debited to Profit & Loss A/c	27,97,641	44,84,859
Total	36,94,222	56,16,026

Note: Figures in brackets represent previous year figures.



Zuari Infraworld India Ltd
Notes forming part of Balance Sheet

(Amount in Rupees)

	March 31, 2016	March 31, 2015
12 NON CURRENT INVESTMENTS		
Unquoted - Trade - At Cost		
(i) Equity Shares		
Brajbhumi Nirmaan Pvt Ltd - Joint Venture	18,94,00,000	18,94,00,000
10,00,000 Shares of Rs 10 each, at premium of Rs 179.40, fully paid		
Darshan Nirman Pvt Ltd - Joint Venture	25,000	25,000
2,500 Shares of Rs 10 each, fully paid		
Pranati Niketan Pvt Ltd - Joint Venture	25,000	25,000
2,500 Shares of Rs 10 each, fully paid		
Zuari Infra Middle East Ltd - wholly owned subsidiary	1,66,400	1,66,400
10,000 Shares of AED 1 (AED 10000)		
(ii) Preference Shares		
Brajbhumi Nirmaan Pvt Ltd - Joint Venture	5,00,00,000	5,00,00,000
5,00,000 Shares of Rs 100 each, fully paid		
1% Redeemable Non-Cumulative optionally convertible. Date of Maturity - 30.11.2023		
Sub Total	23,96,16,400	23,96,16,400
Non-Trade At Cost		
(iii) Investment in Mutual Funds (Fixed Maturity Plan)		
Investment - ICICI Prudential Fixed Maturity plan Series (77-1473 Days Plan C) (5,000,000 units @ Rs.10 per unit) under lien for the SBLC facility from SBI.	5,00,00,000	-
Investment - ICICI Prudential Fixed Maturity plan Series (78-1130 Days Plan T) (10,000,000 units @ Rs.10 per unit)	10,00,00,000	-
Investment - ICICI Prudential Fixed Maturity plan Series (78-1156 Days Plan T) (5,000,000 units @ Rs.10 per unit)	5,00,00,000	-
Investment - SBI Debt Fund Series B-17(1100 Days) (10,000,000 units @ Rs.10 per unit) under lien for the SBLC facility from SBI.	10,00,00,000	-
Investment - SBI Debt Fund Series B-36(1131 Days) (8,500,000 units @ Rs.10 per unit)	8,50,00,000	-
Aggregate fair value(net asset value) as at the year end 31-Mar-2016 is Rs.39,68,80,500/-		
Sub Total	38,50,00,000	-
Total	62,46,16,400	23,96,16,400
Note: Particulars as required u/s 186(4) of the Companies Act, 2013 - as above		
13 LONG TERM LOANS AND ADVANCES		
(Unsecured - considered good)		
(a) Security deposits	62,01,747	61,51,747
(b) Other loans and advances		
(i) Advance to Vendors	10,03,26,193	6,39,60,556
(ii) Loan to employees (Housing Loan)	4,07,490	4,40,826
(iii) Income tax paid [net of provisions]	1,53,36,829	87,11,337
(iv) MAT Credit Entitlement	50,55,003	27,65,050
(v) Loan to Zuari Infra Middle East Ltd (a wholly owned subsidiary for working capital purpose) Rate of Interest @ 14% p.a. Maturity at the end of 18 months (See note below)	51,09,158	50,73,711
Total	13,24,36,421	8,71,03,226
Note: Particulars as required u/s 186(4) of the Companies Act, 2013		
14 DEFERRED TAX ASSET		
Deferred Tax Asset	22,37,350	34,96,677
(On account of depreciation)		
Total	22,37,350	34,96,677



(Amount in Rupees)

March 31, 2016

March 31, 2015

15 CURRENT INVESTMENTS

(At cost or fair value whichever is less)

In Units of Mutual Fund - Liquid

-Kotak Mutual Fund - NIL (P.Y. 1,42,53,222.092 units)

-IDFC Mutual Fund - NIL (P.Y. 45,50,294.404 nos)

Net asset value NIL (P.Y. Rs.244,631,105)

Total

Note: Particulars as required u/s 186(4) of the Companies Act, 2013 - as above

1,28,18,43,521

14,36,69,628

10,00,00,000

24,36,69,628

1,28,18,43,521

95,80,58,494

95,80,58,494

16 INVENTORY

(Unsecured, considered good)

Outstanding for a period exceeding six months from the due date

- Related Parties

Other Debts

- Related Parties

Total

10,55,30,427

6,14,77,820

16,70,08,247

7,22,06,282

7,22,06,282

7,22,06,282

17 TRADE RECEIVABLES

Cash and Cash Equivalents

Balances with banks

- In current accounts

- In fixed deposits with maturity less than 3 months

Other bank balances

- In fixed deposits with maturity of 12 months or less

Includes fixed deposits Rs.NIL (P.Y. Rs.41,35,36,938/-) with Bank of Baharain BSC against which lien was marked for loan sanctioned to Zuari Infra Middle East Limited

Total

78,43,694

28,49,937

19,34,78,562

20,41,72,193

4,08,31,416

96,00,000

44,10,13,619

49,14,45,035



Zuari Infraworld India Ltd
Notes forming part of Balance Sheet

(Amount in Rupees)

	March 31, 2016	March 31, 2015
19 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Loan to Zuari Infra Middle East Ltd (a wholly owned subsidiary) *	10,18,691	10,54,137
Advances recoverable in cash or kind (Refer Note 2.10)	28,73,73,889	27,19,90,486
<u>Others</u>		
-Deposits	10,93,929	35,95,249
-Prepaid Expenses	1,25,65,088	1,66,057
-Advance to Employees	89,183	5,79,658
Total	30,21,40,780	27,73,85,587
* For working capital purpose, interest bearing loan @ 14 % p.a.		
20 OTHER CURRENT ASSETS		
Interest receivable	76,46,684	54,53,187
Expenses recoverable (including Rs.2,91,584/- transferred from Inventory)	12,10,746	-
Unbilled revenue	25,57,54,007	25,05,25,247
Capital Assets held for sale (P.Y. net of provision Rs 5,00,000 against book value)	-	34,46,930
Total	26,46,11,437	25,94,25,364



Zuari Infraworld India Ltd
Notes forming part of Profit and Loss Statement

(Amount in Rupees)

	March 31, 2016	March 31, 2015
21 REVENUE FROM OPERATIONS		
Sales	24,48,40,658	50,77,60,202
Development Management Fees	7,81,90,719	5,30,07,422
Other Operating Income		
Transfer Fees	-	8,31,000
Total	32,30,31,377	56,15,98,624
22 OTHER INCOME		
Interest Income	4,78,84,960	1,63,91,580
Short Term Capital Gain - Mutual Fund	41,30,396	-
Dividend from Units of Mutual Fund	7,34,693	30,18,832
Foreign Exchange Fluctuation	-	35,446
Miscellaneous Income	26,83,673	41,18,889
Total	5,54,33,722	2,35,64,747
23 PROJECT CONSTRUCTION AND DEVELOPMENT EXPENSES		
Architect Fees	2,16,00,454	3,31,94,962
Consultancy Fee	2,34,89,408	1,75,97,492
Depreciation on assets - Projects	8,96,581	11,31,167
Project Approval cost	64,33,533	18,70,920
Land Development	97,80,422	6,27,00,619
Civil Work	24,30,72,120	29,58,03,428
Landscape Expenses	26,22,080	39,50,004
Site Office Expenses	15,27,116	28,13,574
Site Security Expenses	26,26,123	21,55,021
Project Staff Costs	4,87,31,244	3,72,73,233
Contribution to Provident & Other funds	17,26,677	50,07,759
Gratuity	-	4,47,910
Property Tax	36,04,352	2,37,823
Infrastructure Expenses	5,90,10,833	15,06,636
Miscellaneous project Expenses	55,50,411	1,15,59,157
Legal charges for Rectification Deed	-	36,29,361
Sub Total	43,06,71,354	48,08,79,066
Add: Borrowing cost incurred during the year	16,81,46,666	13,14,60,554
Total	59,88,18,019	61,23,39,620
24 (INCREASE)/DECREASE IN INVENTORIES		
Construction Work-in- progress		
Inventory at the beginning of the year	95,80,58,493	81,52,24,697
Less:- Transferred to other current assets	(2,91,584)	-
Less:- Transferred on account of recovery	-	(5,70,417)
Add: Construction Cost incurred during the year	59,88,18,019	61,23,39,620
Less: Charged off to P&L during the year	(27,47,41,408)	(46,89,35,406)
Inventory at the end of the year	1,28,18,43,521	95,80,58,494
Total (Increase)/Decrease	(32,40,76,612)	(14,34,04,214)
25 EMPLOYEE BENEFIT EXPENSE		
Salary and allowances	6,51,45,873	5,45,05,421
Contribution to Provident Fund	28,23,798	52,55,637
Gratuity	5,58,509	5,19,420
Staff welfare	6,19,806	13,94,394
Sub Total	6,91,47,986	6,16,74,872
Less:- Transferred to Project Construction and Development Expenses	4,75,37,189	4,27,28,902
Total	2,16,10,797	1,89,45,970



Zuari Infraworld India Ltd
Notes forming part of Profit and Loss Statement

(Amount in Rupees)

March 31, 2016

March 31, 2015

26 OTHER EXPENSES

Rent	63,10,247	56,53,655
Travel and conveyance	35,50,243	24,82,955
Legal and professional fees	1,04,80,381	47,65,390
Communication and internet charges	9,36,357	7,55,179
Office Expenses	30,02,040	22,53,448
Repairs and maintenance	17,06,451	18,27,994
Auditors remuneration (Refer Note 2.6)	5,97,009	5,31,847.00
Recruitment expenses	20,76,693	11,95,906
Advertising and publicity expense - Villas	72,25,521	41,67,937
Advertising and publicity expense - Apartments & Other Phases	42,79,989	2,12,32,867
Rates and taxes	37,089	2,09,612
Fees for increase in authorised share capital	-	12,00,000
Commission & Brokerage (Refer Note 2.10 (a))	87,12,448	67,05,855
Miscellaneous expenses	36,41,720	24,89,712
Loss on disposal of Asset	49,501	13,81,869
Total	5,26,05,689	5,68,54,226

27 Finance Cost

Interest on borrowings	17,12,24,485	14,11,21,158
Other borrowing costs	1,09,51,720	10,60,551
Sub Total	18,21,76,205	14,21,81,709
Less:- Transferred to Project Construction and Development Expenses	16,81,46,666	13,14,60,554
Total	1,40,29,539	1,07,21,155



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

Corporate Information:

The Company has been converted from a private company to a public company vide a fresh Certificate of Incorporation, dated January 29, 2010. The Company has changed its name from Adventz Infraworld India Ltd to Zuari Infraworld India Limited vide certificate of incorporation, dated May 28, 2013. The Company is developing a residential cum commercial property intended for sale.

1. Significant Accounting Policies:

1.1 Basis for preparation

These financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on going concern basis, under the historical cost convention and on accrual basis, and comply with Schedule III of the Companies Act, 2013.

All Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. As the Company is engaged in developing a residential project and its phase 1 is in advance stage of completion, the normal operating cycle is based on the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has ascertained its operating cycle as one year for the purpose of current – non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring material adjustment to the carrying amounts of assets, liabilities in future periods.

1.3 Tangible Fixed Assets

The fixed assets of the Company are stated at historical cost less accumulated depreciation. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts or rebates are deducted in arriving at the purchase cost.



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

1.4 Depreciation on tangible fixed assets:

Depreciation is calculated on straight-line method, based on useful life stated under Schedule II of Companies Act 2013.

Details about useful life of each category of assets are as follows

Name of the Assets	Year Ending 31.03.2016 Useful Life
Office Equipments	5 years
Computers and Servers	3 and 6 years
Temporary Structure	Over a period of 5 years
Leasehold Improvements	Over the lease period of 11 years
Plant and Machinery	8 years
Furniture & Fittings	8 years

Depreciation is calculated after retaining 5% residual value.

Depreciation on assets used for the project has been considered part of project construction and development cost.

1.5 Intangible Assets:

Computer software acquired is measured on initial recognition at cost. They are amortized on a straight-line basis over the estimated useful economic life of three years. All intangible assets are assessed for impairment whenever there is an indication that they may be impaired.

1.6 Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

1.7 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in the value made to recognise a decline other than temporary in the value of the investments. On disposal of investments, the difference between the carrying amount and net disposal proceeds is charged to the statement of profit and loss.

1.8 Inventories

Inventories (comprising Land under Development and Construction Work-in-Progress) are stated at lower of cost and net realizable value. Cost includes expenses, net of taxes recoverable, specifically attributable to construction and development of property intended for sale.



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

1.9 Foreign Currency Transactions

Foreign currency transactions are recorded at exchange rate prevailing on the date of transaction/realisation. Current assets/liabilities are restated at rates prevailing at the year end and resultant exchange differences are recognised in the Statement of Profit and Loss. In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortised over the life of the contract as well as the exchange difference on such contracts i.e., differences between the exchange rates at the reporting/settlement date and the exchange rate on the date of inception/last reporting date, is recognised in the Statement of Profit & Loss. Non-monetary items denominated in foreign currency are valued at the exchange rate prevailing on the date of transaction.

1.10 Borrowing Costs

Borrowing costs that are directly attributable to the construction of development property are capitalized as part of the cost till such time the property is ready for its intended sale. Other borrowing costs are debited to profit and loss statement.

1.11 Taxation

Tax Expense comprising current tax and deferred tax are recognised in the Profit and Loss Statement for the year. Current tax is the amount of income tax determined to be payable in respect of taxable income as computed under the tax laws.

Certain items of income and expenditure are not reported in tax returns and financial statements in the same period for the purpose of determining the current tax. The net tax effect calculated at the current enacted tax rates of this timing difference is reported as deferred income tax asset/liability. The effect on deferred tax assets and liabilities due to change in such assets/liabilities as at the end of previous accounting period and due to a change in tax rates are recognised in the income statement of the period.

When there is unabsorbed losses/depreciation deferred tax asset is recognised if there is virtual certainty of realisation. MAT credit is recognised as an asset tax only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

1.12 Revenue Recognition

i) Revenue is recognized in relation to the under construction units, to the extent it is probable that the economic benefits will flow to the Company demonstrated by way of an Agreement for Sale (AFS) and when the buyer's investment is adequate enough to demonstrate a commitment to pay.

The Revenue from sale of residential properties is recognized on the "percentage of completion method". Percentage of completion is determined on the basis of entire project costs incurred including the land cost, borrowing costs and construction and development costs to total estimated project cost, where the actual construction and development cost is 25 percent or more of the total estimated construction and development cost. Where the total cost of a contract, based on technical and other estimates is expected to exceed the corresponding contract value, such expected loss is provided for.



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

ii) Income in respect of service contracts which are in the nature of fees for specified periods are recognized proportionately over the specified period.

Income in respect of service contracts which are based on the corresponding project costs/profits are recognized when actual construction work commences and there are no significant uncertainties as to the underlying projects and the corresponding costs are incurred or profits are earned by the customers.

iii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iv) Dividend is recognized as and when the right to receive payment is established.

1.13 Employee Benefits

i) Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss statement of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable under the scheme.

ii) Gratuity liability under the Payment of Gratuity Act are defined benefit obligations and are provided for on the basis of actuarial valuation on projected unit credit method, made at the end of each financial year. The gratuity liability is not funded.

iii) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year. The actuarial valuation is done as per projected unit credit method.

iv) Actuarial gains/losses are immediately taken to profit and loss statement and are not deferred.

1.14 Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss statement on a straight-line basis over the lease term or on a systematic basis which is more representative of the time pattern of the use by the company.

1.15 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



Page 17 of 28

ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

1.16 Provisions & Contingent liabilities

A provision is recognised when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

2. NOTES ON ACCOUNTS

2.1 Capital and other commitments

Estimated amount of contracts remaining to be executed on project construction and development account- Rs.50,39,66,647 (Previous year Rs124,48,57,078)

2.2 Contingent Liabilities

- i) Claims against the Company not acknowledged as debts –NIL. (Previous year NIL)
- ii) Dividend on cumulative preference shares – Rs.67,58,197/-(Previous year Rs.12,71,507/-)
- iii) The company has furnished SBLC of AED 41,900,000 (previous year AED 21,000,000) obtained from State Bank of India to Zuari Middle East Limited, UAE in respect of borrowings obtained from National Bank of Fujairah by Zuari Middle East Limited. The outstanding borrowing as at the year-end was AED 41,900,000. (Previous year AED 21,000,000)



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.3 Employee Benefits

Actuarial valuation of the gratuity and leave encashment for the period from 01/04/2015 to 31/03/2016 as per AS - 15 (Revised).

The present value of the obligations on account of gratuity and leave encashment is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional units of benefit entitlement and measures each unit separately to build up the final obligations. The following data are based on the report of the Actuary.

PARTICULARS	GRATUITY (Non Funded)	LEAVE ENCASHMENT (Non - Funded)	GRATUITY (Non Funded)	LEAVE ENCASHMENT (Non - Funded)
	As on 31st March, 2016		As on 31st March, 2015	
A Economic Assumptions				
1 Discount Rate (per annum)	7.46%	7.46%	8.00%	8.00%
2 Rate of Increase in future salary	9.00%	9.00%	9.00%	9.00%
B Expenses recognized in the statement of Profit & Loss Account for the year ended March, 2016				
1 Current Service Cost	10,35,177	7,01,780	10,94,866	10,93,765
2 Interest cost	1,74,772	1,22,169	95,198	66,752
3 Expected return on plan assets	-	-	-	-
4 Net actuarial (gain) / loss recognized during the year	(6,51,440)	(7,28,218)	(63,168)	(3,75,096)
5 Total Expense	5,58,509	95,731	11,26,896	7,85,421
C Net Asset / Liability recognized in the Balance Sheet				
1 Present value of the obligation	27,43,159	16,22,841	21,84,650	15,27,110
2 Fair value of plan assets	-	-	-	-
3 Funded status surplus / (deficit)	(27,43,159)	(16,22,841)	(21,84,650)	(15,27,110)
4 Unrecognized past service cost	-	-	-	-
5 Net Asset / (Liability) recognized in the Balance Sheet	(27,43,159)	(16,22,841)	(21,84,650)	(15,27,110)
D Change in Present value of the Obligation during the year ended March 31, 2016				
1 Present value of the obligation as at April 1, 2015	21,84,650	15,27,110	10,57,754	7,41,689
2 Current Service Cost	10,35,177	7,01,780	10,94,866	10,93,765
3 Interest cost	1,74,772	1,22,169	95,198	66,752
4 Benefits paid	-	-	-	-
5 Benefit transfer-in	-	-	-	-
6 Actuarial (gain) / loss on obligation	(6,51,440)	(7,28,218)	(63,168)	(3,75,096)
7 Present value of obligations as at March 31, 2016	27,43,159	16,22,841	21,84,650	15,27,110



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

Details of provision for gratuity benefits as at 31st March, 2016:

Particulars	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012
Defined benefit obligation	27,43,159	21,84,650	10,57,754	5,51,105	3,48,136
Fair value of plan assets	-	-	-	-	-
Plan assets / (liability)	(27,43,159)	(21,84,650)	(10,57,754)	(5,51,105)	(3,48,136)
Experience (gain)/loss on obligation	(6,51,440)	(63,168)	(62,142)	(15,607)	11,412
Experience (gain)/loss on plan assets	-	-	-	-	-

2.4 Related party disclosures under Accounting Standard- 18

2.4.1 List of related parties as identified by the management:

- a) Holding Company Zuari Global Limited (ZGL) (where control exists)
- b) Subsidiary Zuari Infra Middle East Limited (ZIMEL)
- c) Fellow Subsidiaries Zuari Management Services Limited (ZMSL)
Simon India Limited - (SIL)
Zuari Investment Limited (ZIL)
Adventz Finance Private Limited
Zuari Agro Chemicals Limited
- d) Joint Ventures BrajbhumiNirmaan Private Limited (BNPL)
DarshanNirmaan Private Limited(DNPL)
PranatiNiketan Private Limited(PNPL)
- e) Key Management Personnel Alok Banerjee, Chief Executive Officer
- f) Relative of director and director of holding company Mr. Saroj Kumar Poddar



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.4.2 Transactions carried out with related parties in the ordinary course of business:

Sl. No.	Transaction Details	Year Ended 31st March, 2016					
		Holding Company	Wholly Owned Subsidiaries	Fellow Subsidiaries	Joint Ventures	Key Management Personnel	Relative of Director and director of holding company
1	Payment made on their behalf						
	Zuari Infra Middle East Limited	-	1,49,83,096 (1,72,02,401)	-	-	-	-
	BrajbhumiNirmaan Private Limited	-	-	-	(9,22,087)	-	-
2	Payment made on our behalf for various expenses						
	Zuari Agro Chemicals Limited	-	-	1,58,977 (0)	-	-	-
	Zuari Investments Limited	-	-	7,325 (0)	-	-	-
	ZuariManagementServices Limited	-	-	- (1,19,030)	-	-	-
	Zuari Global Limited	1,000	-	-	-	-	-



ZUARI INFRAWORLD INDIA LIMITED

**ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE
YEAR ENDED MARCH, 31, 2016**

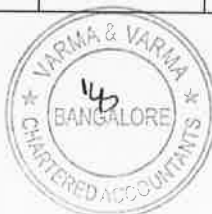
3	Contribution to Share Capital						
	Zuari Infra Middle East Limited (100% Wholly Owned Subsidiary)	-	(1,66,400)	-	-	-	-
	BrajbhumiNirmaan Private Limited (JointVenture)	-	-	-	(23,94,00,000)	-	-
	PranatiNiketan Private Limited (Joint Venture)	-	-	-	(25,000)	-	-
	DarshanNirmaan Private Limited (Joint Venture)	-	-	-	(25,000)	-	-
4	Service Charges / Management Fees Paid						
	Zuari Management Services Limited	-	-	(22,42,790)	-	-	-
	Zuari Investments Limited	-	-	41,88,299 (18,35,000)	-	-	-
5	Service Charges / Management Fees Received/receivable						



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

	BrajbhumiNirmaan Private Limited	-	-	-	1,80,00,000 (1,80,00,000)	-	-
	Zuari Infra Middle East Limited	-	6,20,71,158 (3,50,00,000)	-	-	-	-
6	ICD given						
	Zuari Infra Middle East Limited	-	(61,27,848)	-	-	-	-
7	Repayment of ICD's / loans / advances						
	Zuari Global Limited	5,00,00,000 (11,00,00,000)	-	-	-	-	-
8	Interest paid/payable on ICD received						
	Zuari Global Limited	2,03,96,837 (3,24,89,931)	-	-	-	-	-
9	Interest received/receivable on ICD given						
	Zuari Infra Middle East Limited	-	8,52,936 (3,14,764)	-	-	-	-
	BrajbhumiNirmaan Private Limited	-	-	-	(4,71,983)	-	-
10	Reimbursement of Employee Compensation received and other expenses						



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

	BrajbhumiNirmaan Private Limited	-	-	-	63,81,596 (42,23,004)	-	-
11	Refundable Deposit						
	Zuari Global Limited	(2,00,000)	-	-	-	-	-
12	ICD converted to equity						
	BrajbhumiNirmaan Private Limited	-	-	-	(1,50,00,000)	-	-
13	Preference Share capital Investment by						
	Mr. Saroj Kumar Poddar (Rs.1.5 crores Share Capital and Rs.13.5 crores Share Premium)	-	-	-	-	-	15,00,00,000 (70,00,00,000)
14	Managerial Remuneration						
	Mr. Alok Banerjee	-	-	-	-	89,46,225 (82,10,342)	-

Note:-

Figures in bracket represent previous year figures.



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.4.3 Balance outstanding at the year end		<u>31-03-16</u>	<u>31-03-15</u>
A	Unsecured Loan		
-	ICD form Holding Company (ZGL)	16,08,00,000	21,08,00,000
-	ICD to Subsidiary Company (ZIMEL)	61,27,848	61,27,848
B	Payables		
-	Zuari Global Limited	1,000	2,00,000
-	Simon India Limited	36,92,844	36,92,844
-	Zuari Investments Limited	14,84,500	18,42,480
-	Zuari Management Services Limited	-	72,693
C	Receivable		
-	BrajbhumiNirmaan Private Limited	3,65,83,892	1,96,89,117
-	Zuari Infra Middle East Limited	13,04,24,355	5,25,17,165
		<u>31-03-16</u>	<u>31-03-15</u>
2.5	Basic and diluted earnings per share as per Accounting Standard -20		
A	Profit for the year	1,14,20,698	2,79,95,962
B	Weighted average number of equity shares	4,65,50,000	4,65,50,000
C	Face value of per share	10	10
D	Basic and diluted earnings per share	0.25	0.60



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.6 Payment to Auditors

	<u>31.03.2016</u> <u>(Rs)</u>	<u>31.03.2015</u> <u>(Rs)</u>
Statutory Audit Fees	5,00,000	4,00,000
Tax Audit Fees(paid to previous auditors)	40,512	-
Others – Out of pocket expenses	33,597	31,670
Certification fees	22,900	2,23,596

2.7 The Company has taken office premises on an 11 Year operating lease. The lease rentals recognized in the Income & Expenditure account for the year are Rs. 59,16,452 (Previous Year Rs. 56,53,655). The future lease payments of operating lease are as follows:

<u>Minimum Lease Rentals payable</u>	<u>31.03.2016</u> <u>(Rs)</u>	<u>31.03.2015</u> <u>(Rs)</u>
Within one year	49,66,308	49,66,308
Later than one year but less than five years	5,06,38,584	5,16,64,428
Later than five year	6,13,83,375	5,69,27,232

2.8 i) The Company has not entered into any forward exchange contracts to hedge foreign currency risk.
ii) Unhedged foreign currency exposures as at the Balance Sheet Date (NIL)

Note: Amount expected to be settled in AED to the extent billed in INR is not considered as unhedged foreign currency exposures.

2.9 Additional information pursuant to the provisions of paragraph 5 of part II of the Schedule II of the Companies Act, 2013:

i) Expenditure in foreign currency (on accrual basis) Rs. 2,52,02,115 (previous year Rs. 3,95,92,713).
The details of foreign currency expenditure are as below:-

	<u>31.03.2016</u> <u>(Rs.)</u>	<u>31.03.2015</u> <u>(Rs.)</u>
Architect fees for Goa project	2,03,49,998	2,95,32,345
Sponsorship & Promotions	13,86,694	2,12,590
Consultancy Fees	-	20,91,900
Legal Fees	-	41,03,509
Foreign Travel	34,65,423	36,94,369
TOTAL	2,52,02,115	3,95,92,713

ii) Earnings in foreign exchange:

	<u>31.03.2016</u> <u>(Rs.)</u>	<u>31.03.2015</u> <u>(Rs.)</u>
Development Management Fees	60,000,000	35,000,000
Interest income on ICD	8,52,936	3,14,764
Guarantee commission	20,71,158	-
TOTAL	6,29,24,094	3,53,14,764



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.10 Advances Recoverable in Cash or Kind

(a) It includes Rs.1,18,43,237/- (Previous year Rs.1,95,94,323/-) on account of brokerage & sales commission paid to an agency for services, on gross sale consideration receivable from customers. As per the agreement, in the event of non-completion of sale transaction, such commission is refundable by the agency. The commission paid is charged to the Statement of Profit & Loss as and when revenue is recognized.

(b) Under the Development Management Agreement, the Agency is entitled to a percentage of income calculated in the manner specified under the agreement. The Company has made advance payments aggregating to Rs. 6,39,60,556 till 31.03.2016 (Previous year Rs. 6,39,60,556/-). The amount will be adjusted in the year when the agency becomes entitled to share of income or will be recovered as per the agreement.

2.11 Aggregate amount of project costs incurred and project profits recognized before tax to date is Rs.2,70,50,62,128/- (Previous year Rs. 2,10,65,35,693/-) and Rs.9,99,76,155/- (Previous year Rs. 12,98,76,904) respectively. Amount of advance received from customers is Rs.15,17,95,971/- (Previous year Rs. 20,75,78,439/-). The unbilled revenue is Rs.25,57,54,006/- (Previous year Rs. 25,05,25,247).

2.12 In the opinion of the Board of Directors and to the best of their knowledge and belief, the value of realization of current assets, trade receivable, loans and advances in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

2.13 Some of the trade receivables, trade payables, loans and advances are subject to confirmation.

2.14 Segment Reporting

The company operates in only one primary segment (business) i.e. Real estate which consists of development of properties and rendering development management services

Secondary segment report is based on geographical location of customers. The following is the distribution of the company's operating income by geographical markets and segment assets which can be attributed to customers in such markets.

Operating Income	2015-2016	2014-2015
-India	26,30,31,377	52,65,98,624
-Rest of the world	6,00,00,000	3,50,00,000
Segment assets		
-India	2,86,06,09,411	259,03,26,251
-Rest of the world	13,67,18,604	5,88,11,412



ZUARI INFRAWORLD INDIA LIMITED

ACCOUNTING POLICIES AND OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH, 31, 2016

2.15 Information in respect of Joint Ventures:-

Sl. No	Particulars	BNPL (stand alone)		PNPL		DNPL	
1	Proportion of Ownership	25%		25%		25%	
2	Country of incorporation	India		India		India	
3	Accounting period ended	31-03-2016	31-03-2015	31-03-2016	31-03-2015	31-03-2016	31-03-2015
4	Assets	31,96,91,150	25,77,32,222	54,18,924	54,20,143	69,07,123	69,08,967
5	Liabilities	19,64,24,899	13,37,62,146	54,43,698	54,36,496	69,31,323	69,25,120
6	Income	14,029	1,14,637	-	-	-	-
7	Expenses (including tax)	7,45,919	7,33,014	-8,421	-8,695	-8,048	-8,623
8	Capital commitment	-	-	-	-	-	-
9	Contingent Liabilities	-	-	-	-	-	-

The above details represents proportionate amount of the company's share in joint venture.

2.18 There are no vendors who are micro, small or medium enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006 who have notified the company. Accordingly, no disclosures are made in this regard.

2.19 Previous year figures have been reclassified wherever necessary to conform to current year classification.

As per our report of even date attached

For Varma & Varma
Chartered Accountants
FRN 004532S

Srinivas K.P.
K.P. Srinivas
Partner
M No.208520

For and on behalf of Board of Directors of

N. Suresh Krishnan
N. Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G.U.V.S. Nagaraju
G U V S Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place: Gurgaon
Date: 05.05.2016

Place: Gurgaon
Date: 05.05.2016



Independent Auditors' Report on Consolidated Financial Statements

To

The Members
ZuariInfraworld India Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of ZuariInfraworld India Limited ("the Holding Company"), its subsidiary (the Holding company and its Subsidiary together referred to as group) and its jointly controlled companies, comprising of the consolidated balance sheet as at 31 March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group and of its Jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the 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 consolidated financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group and its jointly controlled companies as at 31 March 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of the subsidiaries and the jointly controlled entities whose financial statement reflects Rs.2,19,02,39,142 of total asset as at 31, March 2016, total revenue of Rs.5,88,19,616 and Net Cash flow amounting to Rs.(3,30,394) for the year ended on that date, as considered in the consolidated financial statements. These financial statement and the other information of the subsidiary company and jointly controlled entities has been audited by other auditors whose report have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and jointly controlled companies, and our report in terms of sub-section (3) of section 143 of the Act, insofar as it relates to the joint venture companies in India, is based solely on the report of other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable in respect of the holding company and joint venture companies incorporated in India, 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 of the aforesaid consolidated financial statements.



(b) In our opinion, proper books of account/records as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors .

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account/records maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its jointly controlled companies incorporated in India, none of the Directors of the Group companies and jointly controlled companies incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and on the consideration of the report of the other auditors:

- i. There were no pending litigations that would significantly impact the consolidated financial position of the Group and jointly controlled entities.
- ii. The Group and its jointly controlled entities did not have any material foreseeable losses on long-term contract including derivative contracts for which there were any material foreseeable losses not provided for.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding company and jointly controlled companies incorporated in India.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Place: Gurgaon

Date: 5/5/16

Srinivas. K. P.
K. P. SRINIVAS
Partner
M.No.208520

Annexure - A to the Auditors' Report Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of ZuariInfraworld India Limited ("the Holding Company") and its jointly controlled company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its jointly controlled entity, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its jointly controlled entities, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company including basis of allocating expenses to various projects considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates three jointly controlled companies, which are companies incorporated in India, is based on the reports of the auditors of such companies incorporated in India.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Place: Gurgaon

Date: 5/5/16

Srinivas K.P.
K. P. SRINIVAS
Partner
M.No.208520

Zuari Infraworld India Limited
Consolidated Balance Sheet as at 31st March 2016

	Notes	31st March 2016	31st March 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
(a) Share capital	3	55,05,00,000	53,55,00,000
(b) Reserves and surplus	4	75,06,44,512	62,25,09,620
		1,30,11,44,512	1,15,80,09,620
Minority interest			
Non-current liabilities			
(a) Long-term borrowings	5	1,05,60,52,553	73,57,97,545
(b) Other long term liabilities	6	3,69,10,185	3,09,35,105
(c) Long-term provisions	7	26,02,024	35,97,332
		1,09,55,64,762	77,03,29,982
Current liabilities			
(a) Short-term borrowings	8	73,98,14,078	45,16,00,710
(b) Trade payables	9	15,08,27,363	9,19,07,825
(c) Other current liabilities	6	63,99,60,696	71,39,76,218
(d) Short-term provisions	7	19,65,045	3,66,664
		1,53,25,67,183	1,25,78,51,417
Total		3,92,92,76,456	3,18,61,91,019
II. ASSETS			
Non-current assets			
(a) Goodwill on consolidation		16,62,43,010	16,03,68,431
(b) Fixed assets	10		
i Tangible assets	10.1	1,77,44,475	1,67,40,530
ii Intangible assets	10.2	14,04,421	10,28,388
(c) Non Current Investments	11	38,50,00,000	-
(d) Deferred tax Asset	12	23,30,222	35,75,516
(e) Loans and advances	13	12,75,18,899	8,49,70,502
(f) Other non-current assets	14	-	5,574
		70,02,41,027	26,66,88,941
Current assets			
(a) Current investments	15	-	24,36,69,628
(b) Inventories	16	2,05,95,67,239	1,17,98,31,709
(c) Trade receivables	17	2,74,37,897	5,34,06,324
(d) Cash and bank balances	18	41,15,75,544	51,60,18,594
(e) Loans and advances	13	46,58,40,502	66,70,53,688
(f) Other current assets	14	26,46,14,246	25,95,22,135
		3,22,90,35,427	2,91,95,02,078
Total		3,92,92,76,456	3,18,61,91,019

Significant Accounting Policies

Other Notes on Financial Statement

1

2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For VARMA & VARMA
Chartered Accountants
FRN 004532S

Srinivas . K . P .
K. P. Srinivas
Partner
Membership No.

Place: Gurgaon

Date : 05.05.2016

For and on behalf of the Board of Directors

N. Suresh Krishnan
N. Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G. V. N. S. Nagaraju
G. V. N. S. Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place : Gurgaon

Date : 05.05.2016



Zuari Infracore India Limited
Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

	Notes	31st March 2016	31st March 2015
I. Income			
(a) Revenue from operations	19	25,85,31,377	56,40,99,208
(b) Other income	20	5,27,53,759	2,96,09,590
Total Revenue		31,12,85,136	59,37,08,798
II Expenses			
(a) Project Construction & Development Expenses	21	27,47,41,409	46,89,35,405
(b) Employee benefits expense	22	55,30,695	1,89,52,939
(c) Other expenses	23	3,03,81,545	6,03,41,654
(d) Depreciation and amortization expense	24	9,31,375	46,18,950
(e) Finance costs	25	1,43,80,748	1,67,69,927
Total		32,59,65,773	56,96,18,875
III Profit/(Loss) before tax (I-II)		-1,46,80,636.42	2,40,89,923
IV Tax expenses			
(a) Current tax		-22,89,953	-27,65,050
(b) MAT credit entitlement		22,89,953	27,65,050
(c) Deferred tax charge		-12,45,294	28,42,271
Total tax expense		-12,45,294	28,42,271
V Profit/(Loss) for the year (III-IV)		-1,59,25,930	2,69,32,194
VI Less: Share of Minority interest in profits/(Loss)			
VII Net Profit/(Loss) attributable to		-1,59,25,930	2,69,32,194
Basic			
Earnings per equity share (nominal value of share Rs.10/-)		Rs.-0.34	Rs.0.58
Diluted			
Earnings per equity share (nominal value of share Rs.10/-)		Rs.-0.34	Rs.0.58

Significant Accounting Policies

1

Other Notes on Financial Statement


2

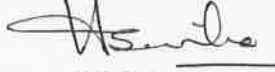
The accompanying notes are an integral part of the financial statements.


As per our report of even date

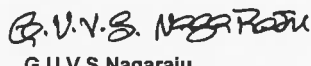
For and on behalf of the Board of Directors

For VARMA & VARMA
Chartered Accountants
FRN 004532S


N. Suresh Krishnan
Director


V.K. Sinha
Director


K. P. Srinivas
Partner
M No.208520


G. V. V. S. Nagaraju
Chief Financial Officer


Pritam Das Mohapatra
Company Secretary

Place: Gurgaon

Date : 05.05.2016

Place: Gurgaon

Date : 05.05.2016



Zuari Infraworld India Limited
Consolidated Cash Flow Statement for the year ended 31st March 2016

	Year ended 31st March 2016
A. CASH FLOW FROM OPERATING ACTIVITIES:	
Profit before tax	
Adjustment for :	(1,59,25,930)
Depreciation / amortisation	
Loss on fixed assets sold / discarded (net)	40,70,542
Gain on Sale of current Investments	49,501
Unrealized foreign exchange fluctuation (loss)/Profit	(41,30,396)
Interest expense	90,60,822
Interest income	1,43,80,747
Dividend income	(4,28,36,602)
Total of Adjustment	(7,34,693)
Operating profit before working capital changes	(2,01,40,079)
Changes in working Capital :	(3,60,66,010)
Decrease / (Increase) in inventories	
Decrease / (Increase) in trade receivables	(87,97,35,530)
Decrease / (Increase) in other assets	2,59,68,427
Decrease / (Increase) in Loans and advances	(85,92,111)
Increase / (Decrease) in trade payables and other current liabilities	15,86,70,363
Increase / (Decrease) provisions	(1,50,95,984)
	6,03,073
Cash (used) in operations	(71,81,81,761)
Direct tax paid (net of refunds)	(75,42,47,770)
Net cash flow from/(used) in operating activities (A)	12,45,294
B. CASH FLOW FROM INVESTING ACTIVITIES:	(75,30,02,477)
Purchase of fixed assets, including tangible assets, CWIP and Capital Advances	
Proceeds from sale of fixed assets	(1,13,87,038)
Proceeds from sale of current investments	35,12,438
Purchase of non current investments	24,78,00,024
(Increase) /Decrease in Fixed deposits	(38,50,00,000)
Dividend received	24,75,35,057
Interest received	7,34,693
Net cash flow (used in) investing activities (B)	4,28,36,602
C. CASH FLOW FROM FINANCING ACTIVITIES:	14,60,31,776
Proceeds from issuance of Share Capital	
Proceeds from long term borrowing	15,00,00,000
Proceeds from buyers credit	32,02,55,008
Proceeds / (Proceeds) from short term borrowings	59,75,080
Interest paid	28,82,13,369
	(1,43,80,747)
Net cash flow from/(used in) financing activities (C)	75,00,62,709
Net Change in Cash and Cash Equivalents (A + B + C) during the year	14,30,92,008
Cash and Cash Equivalents at the beginning of the year	7,50,04,975
Cash and Cash Equivalents at the end of the year	21,80,96,982



Zuari Infraworld India Limited
Consolidated Cash Flow Statement for the year ended 31st March 2016

Year ended
31st March 2016

Components of Cash and Cash Equivalents

Cash and cash equivalents

a. Balances with banks

- On Current accounts

- On Deposits accounts with original maturity of less than 3 months

21,51,81,349

b. Cash on hand

28,49,937

65,687

21,80,96,982

As per our report of even date

For VARMA & VARMA
Chartered Accountants
FRN 004532S

Srinivas K.P.
K. P. Srinivas
Partner
M No.208520

Place: Gurgaon

Date : 05.05.2016



For and on behalf of the Board of Directors

N. Suresh Krishnan
N. Suresh Krishnan
Director

V.K. Sinha
V.K. Sinha
Director

G.U.V.S. Nagaraju
G U V S Nagaraju
Chief Financial Officer

Pritam Das Mohapatra
Pritam Das Mohapatra
Company Secretary

Place: Gurgaon

Date : 05.05.2016

Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

3. Share Capital

	31st March 2016	31st March 2015
Authorised		
50,000,000 (PY : 50,000,000) Equity Shares of Rs. 10 each	50,00,00,000	50,00,00,000
15,000,000 (PY: 15,000,000) Preference Shares of Rs. 10 each	15,00,00,000	15,00,00,000
	65,00,00,000	65,00,00,000
Issued		
46,550,000 (P.Y 46,550,000) Equity Shares of Rs. 10 each	46,55,00,000	46,55,00,000
8,500,000 8.5 % (2015 : 7,000,000) Non Convertible Cumulative Redeemable Preference Share of Rs. 10 each, fully paid up	8,50,00,000	7,00,00,000
	55,05,00,000	53,55,00,000
Subscribed and Paid-up		
46,550,000 (P.Y 46,550,000) Equity Shares of Rs. 10 each	46,55,00,000	46,55,00,000
8,500,000 8.5 % (2015 : 7,000,000) Non Convertible Cumulative Redeemable Preference Share of Rs. 10 each, fully paid up	8,50,00,000	7,00,00,000
Total	55,05,00,000	53,55,00,000

a. Reconciliation of shares outstanding at the beginning and end of the reporting year

	31st March 2016		31st March 2015	
	in Numbers	Rs	in Numbers	Rs
At the beginning of the year	4,65,50,000	46,55,00,000	4,65,50,000	46,55,00,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	4,65,50,000	46,55,00,000	4,65,50,000	46,55,00,000
Preference Shares				
At the beginning of the year	70,00,000	7,00,00,000	70,00,000	7,00,00,000
Issued during the year	15,00,000	1,50,00,000	-	-
Outstanding at the end of the year	85,00,000	8,50,00,000	70,00,000	7,00,00,000

b. Terms/Rights attached to equity Shares

The parent company has only one class of equity shares having a par value of Rs.10/- Share. Each share holder of equity shares is entitled to one vote per share. The parent Company declares and pay dividends in Indian rupees. The dividend proposed by Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

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

Terms/Rights attached to Preference Shares

The Company has only one class of non convertible preference share issued at a face value of Rs. 10 per share with a premium of Rs 90 Per share, carrying coupon rate of 8.5% per annum which are cumulative in nature. Each holder of preference shares is entitled to one vote per share on resolutions placed before the company which directly affect the rights attached to the preference share. Date of redemption 31st March 2020 & redeemable at a price band of Rs 125-150 Per share

c. Details of Equity Shareholders holding more than 5% of shares in the Company

Name of Shareholder	31st March 2016		31st March 2015	
	No. of Shares held	% Holding in Class	No. of Shares held	% Holding in Class
Zuari Global Limited	46550000	100.00%	46550000	100.00%

Details of Preference Shareholders holding more than 5% of shares in the Company

Name of Shareholder	31st March 2016		31st March 2015	
	No. of Shares held	% Holding in Class	No. of Shares held	% Holding in Class
Mr. Saroj Kumar Poddar	8500000	100.00%	7000000	100%

As per records of the Parent Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

d. Shares issued for consideration other than cash, during the period of five years immediately preceding the reporting date:

Equity Shares

Equity shares allotted as fully paid-up for consideration other than cash

31st March 2016		31st March 2015	
In Numbers	Rs	In Numbers	Rs
-	-	-	-



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

4. Reserves and Surplus

	31st March 2016 Rs	31st March 2015 Rs
Security Premium Account		
Balance at the beginning of the year	67,48,50,000	-
Add: On preference shares issued during the year	13,50,00,000	67,48,50,000
Less: Premium Utilized during the year	-	-
Closing Balance	80,98,50,000	67,48,50,000
Foreign Exchange Translation reserve		
Balance at the beginning of the year	7,32,739	-
Add: Foreign Exchange Translation reserve	90,60,822	7,32,739
Closing Balance	97,93,561	7,32,739
Surplus / (deficit) in the statement of profit and loss		
Balance at the beginning of the year	-5,30,73,119	-8,00,04,184
Net Profit/(Loss) for the year	-1,59,25,930	2,69,32,194
Less: Transfer of WDV of assets (Nil useful life)	-	-1,129
Net surplus in the statement of profit and loss	-6,89,99,050	-5,30,73,119
Total Reserves and Surplus	75,06,44,512	62,25,09,620

5. Long Term Borrowings

	Non Current 31st March 2016 Rs	Non Current 31st March 2015 Rs
Secured Loans		
Motor Car Loan from ICICI Bank*		
Term Loan 1 -Motor Car Loan (11.25%, Maturity - 60 Months)	25,680	65,135
Term Loan 2 -Motor Car Loan (11.25%, Maturity - 60 Months)	1,56,332	1,12,485
Term Loan 3 -Motor Car Loan (10.00%, Maturity - 60 Months)	48,383	2,19,396
Axis Bank Loan**	4,67,13,991	-
(12.60%, Secured as mentioned below**, repayable in 11 quarterly Installemnt starting June -16)		
ICICI Bank Term Loan	1,00,59,48,724	77,80,67,150
(12.60%, Secured against mortgage on Land, Building Constructed & hypothecation of present & future receivables)		
	1,05,28,93,109	77,84,64,166
Less: Amount disclosed under the head Other Current Liabilities	32,01,40,557	15,51,66,621
	73,27,52,553	62,32,97,545

*Secured by Hypothecation of car

**One of the JV company has taken a Term Loan and Overdraft facility from Axis Bank Limited for Rs 45.00 crores. It is secured by:-

i) Exclusive charge by way of Equitable Mortgage on project land (excluding plots already sold and land allocated to Mathura Vrindavan Development Authority for infrastructure development) and buildings constructed /to be constructed thereon.

a) Property bearing Khata No.8, Khasra No. 2238(min) & Khasra no. 2300 (min), Mauza Sakarai Bangar, Mathura having area 2.468 hectare owned by M/S Mayapur Commercial Private Limited (Wholly owned subsidiary)

b) Property bearing Khata No.12, Khasra No. 2238(min) & Khasra no. 2300 (min), Mauza Sakarai Bangar, Mathura having area 4.937 hectare owned by M/S Neobeam Agents Private Limited (Wholly owned subsidiary)

c) Property bering Khata No.235, Khasra No. 2300(min) & Khata No.113, Khasra no. 2238 (min), Mauza Sakarai Bangar, Mathura having area 2.974 hectare owned by M/SNexus Vintrade Private Limited.

d) Property bearing Khata No.12, Khasra No. 2238(min) & Khasra no. 2300 (min), Mauza Sakarai Bangar, Mathura having area 4.937 hectare owned by M/S Rosewood Agencies Private Limited.



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

ii) Exclusive charge by way of Hypothecation of current assets (including receivables) pertaining to the project, both present and future.

iii) Escrow and charge on customer advances/receivables/sale proceeds of the project units/promoters' contribution etc. by way of bipartite agreement between the borrower and escrow bank into designated account (escrow account).

iv) Corporate Guarantee:-

- Mayapur Commercial Private Limited (Wholly owned subsidiary of BNPL)
- Neobeam Agents Private Limited.(Wholly owned subsidiary of BNPL)
- Nexus Vintrade Private Limited (Wholly owned subsidiary of BNPL)
- Rosewood Agencies Private Limited. (Wholly owned subsidiary of BNPL)

v) Additional collateral security:-

- Property bearing Khata No. 146, Khasra No.2237M & 2238M, Mauza Sakarai Bangar, Mathura having area 0.4863 hectare
- Property bearing Khata No. 247, Khasra No.2238 (min), Mauza Sakarai Bangar, Mathura having area 0.890 hectare
- Property bearing Khata No .8, Khasra No.2237 (min) & Khasra No. 2238 (min) Mauza Sakarai Bangar, Mathura having area 1.360 hectare and
- Property bearing Khata No.233, Khasra No.2238 (min) & Khasra No.2300 (min) Mauza Sakarai Bangar, Mathura having area 0.445 hectare owned by M/S Mayapur Commercial Private Limited. (Wholly owned Subsidiary)

	31st March 2016 Rs	31st March 2015 Rs
Unsecured Loans		
From Related Party	(0)	-
Barclays Investments & Loans India Limited***	7,50,00,000	-
Zuari Global Ltd (13.75%, Maturity - 18 Months)	16,08,00,000	21,08,00,000
Others		
Adventz Finance Private Limited (14.00%, Maturity - 18 Months)	20,00,00,000	20,00,00,000
	43,58,00,000	41,08,00,000
	11,25,00,000	29,83,00,000
	32,33,00,000	11,25,00,000
Less: Amount disclosed under the head Other Current Liabilities		
Total	1,05,60,52,553	73,57,97,545

***Secured by way of guarantee from one of the shareholders

Includes share of Joint Ventures amounting to Rs.7,50,38,875 (PY Rs.1,66,621/-)

	Non Current 31st March 2016 Rs	Current 31st March 2016 Rs	Non Current 31st March 2015 Rs	Current 31st March 2015 Rs
6. Other Liabilities				
Current maturities of long term borrowings	-	43,26,40,557	-	45,34,66,621
Others - Retention Money	3,69,10,185	60,42,004	3,09,35,105	75,26,641
Interest accrued but not due on loans and deposits	-	58,71,965	-	56,93,806
Interest Accrued and Due on ICD's	-	81,713	-	-
Interest accrued and due on borrowings	-	16,28,324	-	21,61,312
Advances from Customers	-	18,52,19,915	-	23,65,67,613
Earnest Money Deposit	-	1,31,250	-	-
Statutory Dues	-	54,53,801	-	61,20,727
Other Payables	-	28,91,168	-	24,39,499
Total	3,69,10,185	63,99,60,696	3,09,35,105	71,39,76,218

Includes share of Joint Ventures amounting to Rs.6,78,85,807/- (PY Rs.3,45,50,804/-)

7. Provisions

	Long-term 31st March 2016 Rs	Short-term 31st March 2016 Rs	Long-term 31st March 2015 Rs	Short-term 31st March 2015 Rs
Provision for employee benefits				
Gratuity	26,02,024	1,41,134	21,33,036	51,614
Leave encashment	-	17,36,050	14,64,296	3,15,050
	26,02,024	18,77,184	35,97,332	3,66,664
Others provisions				
Provision for current tax	-	87,861	-	-
	-	87,861	-	-
Total	26,02,024	19,65,045	35,97,332	3,66,664

Includes share of Joint Ventures amounting to Rs.87,861/- (PY Rs.NIL)



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

8. Short term borrowings

Secured - From Banks

Short term loan from Bank

	31st March 2016 Rs	31st March 2015 Rs
Overdraft Facility from Axis Bank, Kolkata (13.25%, Secured against mortgage of land & receivables)	1,06,52,078	74,92,910
Term Loan from National Bank of Fujairah PSC (4.235%, Secured by SBLC provided by SBI Branch - India against the Lien on Rs 15 Cr FMP by Zuari Infraworld India Limited & first and paramount charge on specific land provided by Zuari Global limited)	71,64,49,500	
Term Loan from National Bank of Fujairah PSC (13.25%, Secured by SBLC provided by Bank of Bahrain & Kuwait, B.S.C, Branch - India)		21,27,72,500
Term Loan from Bank of Bahrain & Kuwait, B.S.C, Branch - India (4.2346%, Loan provided in USD against the Security of Fixed Deposit in INR)		14,46,85,300
	72,71,01,578	36,49,50,710

Includes share of Joint Ventures amounting to Rs.1,06,52,078 (PY Rs.74,92,910)

Unsecured

	31st March 2016 Rs	31st March 2015 Rs
Adventz Investment Company Private Limited	12,50,000	5,00,000
Adventz Finance Private Limited	62,50,000	25,00,000
Adventz Securities Enterprises Limited	13,25,000	7,50,000
Adventz Securities Trading Pvt Ltd (Loan1)	-	12,50,000
Adventz Securities Trading Pvt Ltd (Loan 2)	-	17,50,000
Mr. Saroj Kumar Poddar	-	6,25,000
Saroj Poddar Foundation	-	16,25,000
The Pench Valley Coal Company Limited	7,50,000	7,50,000
Magnitude Infrastructure Pvt. Ltd.	19,00,000	19,00,000
Kolkata Knowledge City Pvt. Ltd.	10,62,500	-
Interglas India Pvt. Ltd.	1,75,000	-
Aditya Birla Finance Limited	-	7,50,00,000
	1,27,12,500	8,66,50,000
Total	73,98,14,078	45,16,00,710

Includes share of Joint Ventures amounting to Rs.1,27,12,500 (PY Rs.8,66,50,000)

9. Trade payables

	Non Current 31st March 2016 Rs	Current 31st March 2016 Rs	Non Current 31st March 2015 Rs	Current 31st March 2015 Rs
Due to Others	-	15,08,27,363	-	9,19,07,825
Total	-	15,08,27,363	-	9,19,07,825

Includes share of Joint Venture amounting to Rs.56,85,834 (PY : NIL)



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31 March 2016

10.1 Tangible assets

Particulars	Computers	Furniture & Fittings	Leasehold Improvement	Motor Car	Temporary Structures	Office Equipments	Total
As at 31.03.2015	37,28,930	49,96,736	95,70,591	9,45,720	17,04,550	41,44,900	2,50,91,426
Additions during the year	2,94,457	17,62,900	4,93,277	-	-	20,85,069	46,35,703
Disposals during the year	68,741	-	-	-	-	1,31,875	2,00,616
Exchange differences	-	-	-	-	-	-	-
Borrowing Costs	-	-	-	-	-	-	-
Adjustments	-	-	-	-	-	-	-
As at 31.03.2016	39,54,646	67,59,636	1,00,63,868	9,45,720	17,04,550	60,98,094	2,95,26,514
Depreciation							
As at 31.03.2015	26,70,235	15,55,444	5,03,505	4,48,297	16,19,292	15,54,124	83,50,897
Charge for the year	4,97,361	6,70,537	11,59,586	84,067	33	11,58,234	35,69,819
Deductions during the year	65,303	-	-	-	-	73,374	1,38,677
Adjustments	-	-	-	-	-	-	-
As at 31.03.2016	31,02,292	22,25,981	16,63,093	5,32,364	16,19,325	26,38,984	1,17,82,039
Net block							
As at 31.03.2015	10,58,696	34,41,292	90,67,086	4,97,423	85,258	25,90,776	1,67,40,530
As at 31.03.2016	8,52,354	45,33,655	84,00,775	4,13,356	85,225	34,59,110	1,77,44,475



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31 March 2016

10.2 Intangible assets

Particulars	Software	Total
Gross block		
As at 31.03.2015	37,16,237	37,16,237
Additions during the year	8,76,755	8,76,755
Disposal during the year	-	-
As at 31.03.2016	45,92,992	45,92,992
Amortization		
As at 31.03.2015	26,87,849	26,87,849
Charge for the year	5,00,723	5,00,723
Deductions	-	-
As at 31.03.2016	31,88,571	31,88,571
Net block		
As at 31.03.2015	10,28,388	10,28,388
As at 31.03.2016	14,04,421	14,04,421

Depreciation for the year is allocated as under	March -2016	March -2015
Debited to Project	31,39,165	12,98,722
Debited to Profit & Loss A/c	9,31,375	46,18,950
Total	40,70,541	59,17,672



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

11. Non-Current Investments

	31st March 2016 Rs	31st March 2015 Rs
Investment - ICICI Prudential Fixed Maturity plan Series (77-1473 Days Plan C) (5,000,000 units @ Rs.10 per unit) under lien for the SBLC facility from SBI.	5,00,00,000	-
Investment - ICICI Prudential Fixed Maturity plan Series (78-1130 Days Plan T) (10,000,000 units @ Rs.10 per unit)	10,00,00,000	-
Investment - ICICI Prudential Fixed Maturity plan Series (78-1156 Days Plan T) (5,000,000 units @ Rs.10 per unit)	5,00,00,000	-
Investment - SBI Debt Fund Series B-17(1100 Days) (10,000,000 units @ Rs.10 per unit) under lien for the SBLC facility from SBI.	10,00,00,000	-
Investment - SBI Debt Fund Series B-36(1131 Days) (8,500,000 units @ Rs.10 per unit)	8,50,00,000	-
(Aggregate fair value/net asset value) as at the year end 31-Mar-2016 is Rs.39,68,80,500/-		
Total	38,50,00,000	-

12. Deferred tax assets

Difference between tax depreciation and depreciation/amortisation charged for the financial reporting

Gross deferred tax assets

Less: Deferred tax assets (net) not recognised by the subsidiary or a Joint venture

Net deferred tax liabilities/(assets)

Includes Share of Joint Venture amounts to Rs.92,872/- (PY: NIL)

23,30,222	35,75,516
23,30,222	35,75,516
-	-
-23,30,222	-35,75,516

13. Loans and Advances - Unsecured

	Non Current 31st March 2016 Rs	Current 31st March 2016 Rs	Non Current 31st March 2015 Rs	Current 31st March 2015 Rs
Security deposits				
Secured, considered good				
(a) Advance to vendors (Secured by Bank Guarantee)	-	-	-	-
Unsecured, considered good				
(a) Security Deposit - Other Govt Departments	63,93,384	10,93,929	63,27,683	35,95,249
(b) Loans and advances to related parties	-	3,21,750	-	-
Sub Total	63,93,384	14,15,679	63,27,683	35,95,249
Includes share of Joint Ventures amounting to Rs.5,13,387 (PY Rs.1,75,936)				
Advances recoverable in Cash or Kind				
Unsecured, considered good				
Advances to Vendors	10,03,26,193	44,72,30,812	6,39,60,556	65,92,08,247
Sub Total	10,03,26,193	44,72,30,812	6,39,60,556	65,92,08,247
Includes share of Joint Ventures amounting to Rs.3,10,08,349 (PY Rs.2,59,97,232)				



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

Other Loans and Advances	Non Current 31st March 2016 Rs	Current 31st March 2016 Rs	Non Current 31st March 2015 Rs	Current 31st March 2015 Rs
Unsecured, considered good				
Loans to employees	4,07,490	-	4,40,826	-
Advances to Employees	-	89,183	-	5,79,658
MAT credit entitlement	50,55,003	-	27,65,050	-
Advance income tax (net of provision for income tax)	1,53,36,829	-	-	-
Prepaid expenses	-	1,25,71,721	-	1,71,215
Cenvat Credit entitlement	-	41,51,977	-	34,25,709
Tax Deducted at Source - Receivable	-	73,610	1,14,76,387	73,610
Others	-	3,07,521	-	-
Sub Total	2,07,99,323	1,71,94,011	1,46,82,263	42,50,192
Includes share of Joint Ventures of Rs.43,32,218 (PY Rs.35,04,477)				
Total	12,75,18,899	46,58,40,502	8,49,70,502	66,70,53,688

14. Other Assets

(Unsecured, considered good unless stated otherwise stated)

	Non Current 31st March 2016 Rs	Current 31st March 2016 Rs	Non Current 31st March 2015 Rs	Current 31st March 2015 Rs
Interest Accrued on Fixed Deposits with Bank	-	76,46,684	-	54,53,187
Other receivables	-	2,809	-	47,597
Unbilled Revenue	-	25,57,54,007	-	25,05,25,247
Expense recoverable	-	12,10,746	-	-
PY Capital Assets Held for Sale(Net of Provision of Rs 5,00,000 Against Book value)	-	-	-	34,46,930
Preliminary Expenses	-	-	5,574	49,174
Total	-	26,46,14,246	5,574	25,95,22,135
Includes share of Joint Venture amounting to Rs.2,809 (PY Rs.1,02,342)				

15. Current Investments - Non Trade

Investments in Mutual Funds

Quoted Mutual Funds (Valued at lower of cost and fair value, unless stated otherwise)
IDFC-Money Manager Fund -Treasury Plan (No. of Units - 45,50,294.404)
Kotak Treasury Advantage Fund (No. of Units - 1,42,53,222.092)

	31st March 2016 Rs	31st March 2015 Rs
	-	10,00,00,000
	-	14,36,69,628
Total	-	24,36,69,628



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

16. Inventories (valued at lower of cost and net realisable value)

	31st March 2016 Rs	31st March 2015 Rs
Work In Progress (Including cost of land and project construction and development expenses)	2,05,95,67,239	1,17,98,31,709
Total	2,05,95,67,239	1,17,98,31,709

It Includes share of Joint ventures of Rs.28,04,54,381/- (P.Y.22,17,73,215)

17. Trade receivables

Unsecured considered good

Outstanding for a period exceeding six months from the due date

- Related parties

Other Trade receivables

- Related parties

- Others

	31st March 2016 Rs	31st March 2015 Rs
	2,74,37,897	1,47,66,838
	-	3,86,39,486
Total	2,74,37,897	5,34,06,324

18. Cash and bank balances

Cash and cash equivalents

a. Balances with banks

- On Current accounts

- On Deposits accounts with original maturity of less than 3 months

b. Cash on hand

	31st March 2016 Rs	31st March 2015 Rs
	21,51,81,349	6,47,29,702
	28,49,937	96,00,000
	65,697	6,75,273
Sub Total	21,80,96,982	7,50,04,975

Other bank balances

Deposits with more than 3 Months but Less than 12 months maturity

	31st March 2016 Rs	31st March 2015 Rs
	19,34,78,562	44,10,13,619
Sub Total	19,34,78,562	44,10,13,619
Total	41,15,75,544	51,60,18,594

Includes share of Joint Ventures Rs.16,26,957
(PY Rs.42,19,601)

19. Revenue from operations

Revenue from operations

Sales

Development Management Fees

Other operating revenues

Transfer Fees

Revenue from operations

	31st March 2016 Rs	31st March 2015 Rs
	24,48,40,658	50,77,60,202
	1,36,90,719	5,55,00,584
	-	8,38,422
Total	25,85,31,377	56,40,99,208



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

20. Other income

	31st March 2016 Rs	31st March 2015 Rs
Interest Income on		
Income Tax Refund	-	3,084
Bank deposits	4,28,36,602	1,14,17,790
Intercompany loans	-	46,55,942
Miscellaneous Income	50,52,068	1,04,73,125
Dividend Income on		
Current investments (Non Trade)	7,34,693	30,18,832
Profit on Sale of current Investments - Mutual Fund	41,30,396	-
Rent Income	-	40,817
Total	5,27,53,759	2,96,09,590

Includes share of Joint Ventures amounting to Rs.1,25,061
(PY Rs.41,527)

21. Project Construction & Development Expenses

	31st March 2016 Rs	31st March 2015 Rs
Construction Work-in-progress		
Inventory at the beginning of the year	1,17,98,31,710	99,02,87,007
Less : Transfer to other current assets	-2,91,584	-
Less : Transfer on account of recovery	-	-5,70,418
Add: Expenses Incurred during the year	1,15,47,68,523	65,90,50,526
Less : Inventory at the end of the year	2,05,95,67,240	1,17,98,31,710
	27,47,41,409	46,89,35,405
Expenses Incurred during the year		
Architect Fees & Drawing Expenses	3,05,64,317	3,37,84,962
Project Approval Cost	64,33,533	18,70,920
Land Development Expenses	2,08,96,662	7,15,38,656
Civil Work & Project Development expense	47,97,88,039	29,58,03,428
Infrastructure Development expense	5,92,98,363	39,66,779
External Development Charges - MVDA	1,15,00,000	15,48,292
Direct Material (Supplies by contractor)	30,35,541	1,17,26,631
Consultancy & Professional Fees	18,25,70,251	2,57,85,728
Guarantee Commission on Secured Loan	22,56,165	22,50,000
Project Staff costs	3,11,31,438	4,56,49,774
Business Promotion	9,62,449	34,892
Commission on Sale of Villa & Plots	3,10,510	3,91,793
Site Security	41,75,369	21,55,021
Property Taxes	36,04,353	2,37,823
Motor Car Expenses	1,48,208	1,71,576
Rent	6,00,621	5,10,092
Miscellaneous Expenses - Project	58,76,533	1,60,25,974
Travelling & Conveyance	4,34,922	6,50,761
Depreciation	31,39,165	12,98,722
Sub Total	84,67,26,439	51,54,01,823
Add:- Borrowing Cost incurred during the year	30,80,42,084	14,36,48,703
Total	1,15,47,68,523	65,90,50,526



Zuari Infraworld India Limited
Notes to Consolidated Financial Statements for the year ended 31st March 2016

22. Employee benefit expense

	31st March 2016	31st March 2015
	Rs	Rs
Salaries, wages and bonus	2,94,43,617	5,65,69,670
Contribution to provident and other funds	28,23,798	19,88,243
Gratuity	5,58,509	71,510
Staff welfare expenses	38,36,209	59,73,290
Sub Total	3,66,62,133	6,46,02,713
	3,11,31,438	4,56,49,774
Total	55,30,695	1,89,52,939

Less:- Transferred to Project Construction and Development expenses

Includes share of Joint Ventures amounting to Rs.3,318
(PY Rs.6,969)

23. Other expenses

	31st March 2016	31st March 2015
	Rs	Rs
Rent	16,13,967	56,53,655
Rates and taxes	1,73,076	7,64,055
Insurance	31,225	14,117
Repairs and maintenance		
Buildings	4,92,211	1,893
Others	7,23,359	18,38,341
Bank Charges	83,359	54,541
Commission	87,12,448	67,05,855
Consultancy & Professional Fees	-	1,71,432
Preliminary Expenses written off	43,600	3,98,490
Loss on disposal of Assets	49,501	13,81,869
Payment to Auditors	8,15,128	7,41,782
Publicity & Sales Promotion Expenses - Advertisement	87,95,230	2,54,01,169
Communication and Internet Charges	3,94,974	7,55,179
Facility Management expenses	2,88,750	-
Recruitment expenses	7,46,769	11,96,189
Legal & Professional Charges	12,51,164	67,35,901
Travelling & Conveyance	6,82,578	24,82,955
Fees & Stamp Duty on increase of Authorised Share Capital	-	12,69,219
Printing and Stationery	11,696	3,096
Misc Expenses	54,72,510	47,71,918
Total	3,03,81,545	6,03,41,654

Includes share of Joint Ventures amounting to Rs.4,92,797 (PY Rs.5,81,723)

24. Depreciation and amortisation expense

	31st March 2016	31st March 2015
	Rs	Rs
Depreciation of tangible assets	9,27,457	45,29,036
Amortization of intangible assets	3,919	89,914
Total	9,31,375	46,18,950

Includes share of Joint Ventures amounting to Rs.2,09,548
(PY Rs.1,34,091)

25. Finance costs

	31st March 2016	31st March 2015
	Rs	Rs
Interest on Borrowings	25,32,49,791	15,81,76,133
Other Borrowing Costs	6,91,73,041	22,03,461
Interest on Income Tax	-	39,035
Sub Total	32,24,22,832	16,04,18,629
	30,80,42,084	14,36,48,703
Total	1,43,80,748	1,67,69,927

Less:- Transferred to Project Construction and Development Expenses



1. Basis for preparation of accounts

The Consolidated Financial Statements relate to Zuari Infraworld India Limited (hereinafter referred to as the "Company") and its Subsidiary companies and Joint Venture, (collectively hereinafter referred to as the "ZIIL Group"). These financial statements have been prepared to comply in all material respects with the accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis.

Statement of significant accounting policies

I) Basis of classification of Current and Non Current

These financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on going concern basis, under the historical cost convention and on accrual basis, and complying with Schedule III of the Companies Act, 2013.

All Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. As the Company is engaged in developing a residential project and its phase 1 is in advance stage of completion, the normal operating cycle is based on the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has ascertained its operating cycle as one year for the purpose of current – non-current classification of assets and liabilities.

II) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about the assumptions and estimates could result in the outcomes requiring material adjustments to the carrying amounts of assets and liabilities in future period.



III) Principles of Consolidation

In the preparation of these Consolidated Financial Statements, investments in Subsidiaries and Joint Venture entities have been accounted for in accordance with AS 21(Accounting for Consolidated Financial Statements), and AS -27 (Financial Reporting of Interests in Joint Ventures) respectively "notified under the Companies (Accounting Standards) Rules, 2014". The Consolidated Financial Statements have been prepared on the following basis-

- i) Subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating all significant intra-group balances and intra-group transactions and also unrealized profits or losses.
- ii) Interests in the assets, liabilities, income and expenses of the Joint Ventures have been consolidated using proportionate consolidation method. For the purpose of proportionate consolidation, consolidated financial statements of the Joint Ventures and their subsidiaries have been used. Intra group balances, transactions and unrealized profits/losses have been eliminated to the extent of the Group's proportionate share.
- iii) The difference of the cost to the Company of its investment in Subsidiaries and Joint Ventures over its proportionate share in the equity of the investee company as at the date of acquisition of stake is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.
- iv) As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements. Differences if any in accounting policies have been disclosed separately.
- v) The financial statements of the group entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company i.e. year ended March 31, 2016.



IV) Tangible Fixed Assets

Fixed assets are stated at historical cost less accumulated depreciation / amortization and impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the year during which such expenses are incurred.

V) Depreciation

- i) Depreciation on Fixed Assets (other than as stated in para (ii) to (iii) below) is provided using the Straight Line Method as per the useful lives of the fixed assets as estimated by the management which are equal to the useful lives as stated under Schedule II of the Companies Act, 2013.
- ii) Leasehold improvements are being depreciated over the respective lease period.
- iii) In case of the company and ZIIL Group, depreciation on assets used for the projects has been considered as a part of construction and development cost.

Details about useful life of each category of assets are as follows

Name of the Assets	Year Ending 31.03.2016
	Useful Life
Office Equipments	5 years
Computers and Servers	3 and 6 years
Temporary Structure	Over a period of 5 years
Leasehold Improvements	Over the lease period of 11 years
Plant and Machinery	8 years
Furniture & Fittings	8 years

Depreciation is calculated after retaining 5% residual value.

Depreciation on assets used for the project has been considered part of project construction and development cost



7-10-15-16

VI) Goodwill

Goodwill represents the difference between the ZIIL Group's share in the net worth of the investee company and the cost of acquisition at the time of making the investment. For this purpose, the Group's share of net worth of the investee company is determined on the basis of the latest financial statements on historical cost of that company available at the date of acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition.

VII) Intangibles Assets

Intangible assets acquired separately are measured on initial recognition at cost. They are amortized on a straight-line basis over the estimated useful economic life (three years). All intangible assets are assessed for impairment whenever there is an indication that they may be impaired.

VIII) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

IX) Inventories

Inventories (comprising Land under Development and Construction Work-in-Progress) are stated at lower of cost and net realizable value. Cost includes expenses, net of taxes recoverable, specifically attributable to construction and development of property intended for sale.

X) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in the value made to recognise a decline other than temporary in the value of the investments. On disposal of investments, the difference between the carrying amount and net disposal proceeds is charged to the statement of profit and loss.



XI) Retirement and other Employee Benefits

- i) Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss statement of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable under the scheme.
- ii) Gratuity liability under the Payment of Gratuity Act are defined benefit obligations and are provided for on the basis of actuarial valuation on projected unit credit method, made at the end of each financial year. The gratuity liability is not funded.
- iii) Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation made at the end of each financial year. The actuarial valuation is done as per projected unit credit method.
- iv) Actuarial gains/losses are immediately taken to profit and loss statement and are not deferred

XII) Foreign Currency Translation

Foreign Currency transactions and balances

i) Initial recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii) Conversion :

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

iii) Exchange Differences:

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

Exchange differences arising on a monetary item that, in substance, form part of the Group's net investment in a non-integral foreign operation is accumulated in a foreign currency translation reserve in the financial statements until the disposal of the net investment, at which time they are recognized as income or as expenses.



iv) Forward exchange contracts entered into to hedge foreign currency risk of an existing asset/ liability:

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

v) Translation of Integral and Non – Integral Foreign Operation :

The financial statements of an integral foreign operation are translated as if the transactions of the foreign operation have been those of the company itself.

In translating the financial statements of a non-integral foreign operation for incorporation in financial statements, the assets and liabilities, both monetary and non-monetary, of the non-integral foreign operation are translated at the closing rate; income and expense items of the non-integral foreign operation are translated at exchange rates at the dates of the transactions and all resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment.

On the disposal of a non-integral foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.

XIII) Leases

Where the Company is the lessee:

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Where the Company is lessor:

Leases in which the company (within the ZIIL Group) does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight line basis over the lease term. Costs, including depreciation, are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.



XIV) Accounting for taxes

Tax Expense comprising current tax and deferred tax are recognised in the Profit and Loss Statement for the year. Current tax is the amount of income tax determined to be payable in respect of taxable income as computed under the tax laws.

Certain items of income and expenditure are not reported in tax returns and financial statements in the same period for the purpose of determining the current tax. The net tax effect calculated at the current enacted tax rates of this timing difference is reported as deferred income tax asset/liability. The effect on deferred tax assets and liabilities due to change in such assets/liabilities as at the end of previous accounting period and due to a change in tax rates are recognised in the income statement of the period.

When there is unabsorbed losses/depreciation deferred tax asset is recognised if there is virtual certainty of realisation. MAT credit is recognised as an asset tax only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

XV) Revenue Recognition

i) Revenue is recognized in relation to the under construction units, to the extent it is probable that the economic benefits will flow to the Company demonstrated by way of an Agreement for Sale (AFS) and when the buyer's investment is adequate enough to demonstrate a commitment to pay.

The Revenue from sale of residential properties is recognized on the "percentage of completion method". Percentage of completion is determined on the basis of entire project costs incurred including the land cost, borrowing costs and construction and development costs to total estimated project cost, where the actual construction and development cost is 25 percent or more of the total estimated construction and development cost. Where the total cost of a contract, based on technical and other estimates is expected to exceed the corresponding contract value, such expected loss is provided for.

ii) Income in respect of service contracts which are in the nature of fees for specified periods are recognized proportionately over the specified period.

Income in respect of service contracts which are based on the corresponding project costs/profits are recognized when actual construction work commences and there are no significant uncertainties as to the underlying projects and the corresponding costs are incurred or profits are earned by the customers.

iii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iv) Dividend is recognized as and when the right to receive payment is established.



XVI) Borrowing Cost

Borrowing costs includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction of development property/asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost such time the property is ready for its intended use. All other borrowing costs are expensed in the period they occur.

XVII) Provisions & Contingent liabilities

A provision is recognized when an enterprise has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements

XVIII) Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to the equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

XIX) Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprises cash at bank and in hand and short term investments with original maturity periods of three months or less.



2. NOTES ON ACCOUNTS**2.1 List of Subsidiaries and Joint Ventures considered for consolidation****a. Following Subsidiaries have been consolidated on line by line basis:**

Name of the Company	Country of Incorporation	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015
Zuari Infra Middle East Limited [based on consolidated financial statements of its subsidiaries as given in Note 27 (c) below]	UAE	100.00%	100.00%

b. Following Joint Ventures have been consolidated on proportionate basis:

Name of the Company	Country of Incorporation	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015
Brajbhumi Nirmaan Private Limited [based on consolidated financial statements of its subsidiaries as given in Note 27 (d) below]	India	25%	25%
Pranati Niketan Private Limited	India	25%	25%
Darshan Nirmaan Private Limited	India	25%	25%

c. The information relating to the subsidiary of Zuari Infra Middle East Limited is given below

Name of the Company	Country of Incorporation	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015*
SJM Elysium Properties LLC	UAE	100.00%	

Note: Shareholding includes 51% held by a nominee shareholder as per the Shareholders Agreement dated 18/08/2014. As per this agreement the group has complete management. Hence, this company has been considered as a subsidiary with 100% interest and accordingly consolidated. The paid up share capital corresponding to the 51% interest has been included under other current liabilities.

* Consideration was paid on 21st Dec 2015 after project structuring got finalized, so the consolidation is happening this year.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

- d. The information relating to the subsidiaries of Brajbhumi Nirma Private Limited are given below:

Name of the Company	Country of Incorporation	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015
Rosewood Agencies Private Limited	India	100.00%	100.00%
Neobeam Agents Private Limited	India	100.00%	100.00%
Mayapur Commercial Private Limited	India	100.00%	100.00%
Nexus Vintrade Private Limited	India	100.00%	100.00%
Bahubali Tradecomm Private Limited	India	100.00%	100.00%
Hopeful Sales Private Limited	India	100.00%	100.00%
Divine Realdev Private Limited	India	100.00%	100.00%
Kushal Infraproperty Private Limited	India	100.00%	100.00%
Beatle Agencies Private Limited	India	100.00%	100.00%
Suhana Properties Private Limited	India	100.00%	100.00%
Saket Mansions Private Limited	India	100.00%	100.00%
Murari Enclave Private Limited (100% subsidiary of Rosewood Agencies Private Limited) Ceased to be subsidiary w.e.f 29/03/16	India	Nil	100.00%
Damodar Enclave Private Limited (100% subsidiary of Neobeam Agents Private Limited) Ceased to be subsidiary w.e.f 16/12/15	India	Nil	100.00%
Natwar Enclave Private Limited (100% subsidiary of Mayapur Commercial Private Limited) Ceased to be a subsidiary w.e.f 29/03/16	India	Nil	100.00%
Banibihari Enclave Private Limited (100% subsidiary of Nexus Vintrade Private Limited) Ceased to be a subsidiary w.e.f 29/3/16	India	Nil	100.00%



- 2.2 Lien on Mutual Fund / Fixed Deposits given by parent company in favor of banks on behalf of Subsidiary:

Particulars	As at March 31, 2016 (Rs.)	As at March 31, 2015 (Rs.)
Zuari Infra Middle East Limited	15,00,00,000	35,74,57,800

- 2.3 Goodwill appearing in the financial statements denotes the goodwill in respect of subsidiaries joint ventures acquired by the parent company and the proportionate share of the Group in the goodwill appearing in the consolidated financial statements as per details given below.

Company	As on 31 st March 2016 (Rs.)	As on 31 st March 2015 (Rs.)
Brajbhumi Nirmaan Private Limited	16,02,95,847	16,02,95,847
Pranati Niketan Private Limited	36,477	36,477
Darshan Nirmaan Private Limited	36,108	36,108
Zuari Infra Middle East Limited	58,74,575	Nil
Total	16,58,48,027	16,03,68,432

2.4 Employee Benefits

The present value of the obligations on account of gratuity and leave encashment is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional units of benefit entitlement and measures each unit separately to build up the final obligations. The following data for the parent company are based on the report of the Actuary.

PARTICULARS	GRATUITY (Non Funded)	LEAVE ENCASHME NT (Non - Funded)	GRATUITY (Non Funded)	LEAVE ENCASHME NT (Non- Funded)
	As on 31st March, 2016		As on 31st March, 2015	
A Economic Assumptions				
1 Discount Rate (per annum)	7.46%	7.46%	8.00%	8.00%
2 Rate of Increase in future salary	9.00%	9.00%	9.00%	9.00%
B Expenses recognized in the statement of Profit & Loss Account for the year ended March, 2016				
1 Current Service Cost	10,35,177	7,01,780	10,94,866	10,93,765
2 Interest cost	1,74,772	1,22,169	95,198	66,752
3 Expected return on plan assets	-	-	-	-
4 Net actuarial (gain) / loss recognized during the year	(6,51,440)	(7,28,218)	(63,168)	(3,75,096)



ZUARI INFRAWORLD INDIA LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

5	Total Expense	5,58,509	95,731	11,26,896	7,85,421
C	Net Asset / Liability recognized in the Balance Sheet				
1	Present value of the obligation	27,43,159	16,22,841	21,84,650	15,27,110
2	Fair value of plan assets	-	-	-	-
3	Funded status surplus / (deficit)	(27,43,159)	(16,22,841)	(21,84,650)	(15,27,110)
4	Unrecognized past service cost	-	-	-	-
5	Net Asset / (Liability) recognized in the Balance Sheet	(27,43,159)	(16,22,841)	(21,84,650)	(15,27,110)
D	Change in Present value of the Obligation during the year ended March 31, 2016				
1	Present value of the obligation as at April 1, 2015	21,84,650	15,27,110	10,57,754	7,41,689
2	Current Service Cost	10,35,177	7,01,780	10,94,866	10,93,765
3	Interest cost	1,74,772	1,22,169	95,198	66,752
4	Benefits paid	-	-	-	-
5	Benefit transfer-in	-	-	-	-
6	Actuarial (gain) / loss on obligation	(6,51,440)	(7,28,218)	(63,168)	(3,75,096)
7	Present value of obligations as at March 31, 2016	27,43,159	16,22,841	21,84,650	15,27,110

Details of provision for gratuity benefits as at 31st March, 2016:

Particulars	2015-2016	2014-2015	2013-2014	2012-2013	2011-2012
Defined benefit obligation	27,43,159	21,84,650	10,57,754	5,51,105	3,48,136
Fair value of plan assets	-	-	-	-	-
Plan assets / (liability)	(27,43,159)	(21,84,650)	(10,57,754)	(5,51,105)	(3,48,136)
Experience (gain)/loss on obligation	(6,51,440)	(63,168)	(62,142)	(15,607)	11,412
Experience (gain)/loss on plan assets	-	-	-	-	-

29. Earnings Per Share (EPS):

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Profit / (Loss) after taxation as per Statement of Profit and Loss	(15,920,630)	26,969,693
Number of shares used in computing earnings per share – Basic and Diluted	46,550,000	46,550,000
Earnings per share - Basic and diluted (in Rupees)	(0.34)	0.58
Face value per share (in Rupees)	10.00	10.00



30. Operating Lease

The Parent Company has obtained office premise on an 11 year operating lease.

The total lease rentals recognized in the Statement of Profit and Loss & inventory for the year are Rs.16,13,967 & Rs 46,96,280 respectively (31 March, 2015: Rs.56,53,655). The future lease payments of operating lease of parent company are as follows:

<u>Minimum Lease Rentals payable</u>	<u>31.03.2016</u> <u>(Rs)</u>	<u>31.03.2015</u> <u>(Rs)</u>
Within one year	49,66,308	49,66,308
Later than one year but less than five years	5,06,38,584	5,16,64,428
Later than five year	6,13,83,375	5,69,27,232

The joint venture companies have obtained office premises on operating leases. The agreements are further renewable at the option the companies. These leases are cancellable in nature. The total lease payments in respect of such leases recognized in the Statement of Profit and Loss for the year are Rs.6,00,621/- (Previous year Rs.5,10,092)

The joint venture company has given office premises on operating lease for the period of three years. In all the cases, the agreements are further renewable at the option of the joint venture company. All these leases are cancellable in nature. There is no escalation clause in the respective lease agreements. The total lease income received in respect of such leases recognized in the Statement of Profit and Loss for the year is Rs. NIL (Previous year Rs. 43,170/-).

31. In respect of one of the Joint Venture Brajbhumi Nirman Private Limited, during the previous year ,Mathura Vrindavan Development Authority (MVDA) has charged fee of Rs. 5,21,93,196/- on the Brajbhumi Nirman Private Limited and its wholly owned subsidiaries to obtain the approval of the project. On 31-3-2015 the company has paid Rs.61,93,169/- and during the current year, it has paid Rs. 4,60,00,000/- and obtained the approval of the project.

32. Payment to Auditors

	<u>31.03.2016</u> <u>(Rs)</u>	<u>31.03.2015</u> <u>(Rs)</u>
Statutory Audit Fees	7,03,683	8,64,492
Tax Audit Fees(paid to previous auditors)	40,512	26,966
Others—Out of pocket expenses	48,002	31,670
Certification fees	22,900	2,23,596



33. Related party disclosures under Accounting Standard – 18, Related Party Disclosures

a. The list of Related Parties as identified by the management is as under:

i) Holding Company:-

1. Zuari Global Limited

ii) Fellow Subsidiaries Companies:-

1. Zuari Management Services Limited
2. Simon India Limited
3. Zuari Investment Limited
4. Zuari Agro Chemicals Limited

iii) Joint Ventures :-

1. Darshan Nirman Pvt Ltd
2. Pranathi Nikethan Pvt Ltd
3. Brajbhumi Nirman Pvt Ltd

iv) Key Management Personnel of the ZILL's Group

- 1 Mr. Alok Banerjee, Chief Executive Officer of the Parent Company

v) Relative of director and director of holding company

1. Mr. Saroj Kumar Poddar



ZUARI INFRAWORLD INDIA LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

- b. Following transactions were carried out with related parties in the ordinary course of business:

Sl. No.	Transaction Details	Year Ended 31st March, 2016				
		Holding Company	Fellow Subsidiaries	Joint Ventures	Key Management Personnel	Relative of Director & Director of Holding Company
1	Payment made on their behalf					
	Brajbhumi Nirmaan Private Limited			- (6,91,656)		
2	Payment made on our behalf					
	Zuari Management Services Limited		- (1,19,030)			
	Zuari Agro Chemicals Limited		158,977 (-)			
	Zuari Investments Limited		7,325 (-)			
3	Purchase on Investments					
	Brajbhumi Nirmaan Private Limited			- (17,95,50,000)		
	Pranati Niketan Private Limited			- (75,000)		
	Darshan Nirmaan Private Limited			- (75,000)		
4	Service Charges / Management Fees Paid					
	Zuari Management Services Limited		1,250,000 (22,42,790)			
	Zuari Investments Limited		4,188,299 (18,35,000)			
5	Service Charges / Management Fees Received/receivable					
	Brajbhumi Nirmaan Private Limited			1,35,00,000 (1,35,00,000)		
6	Repayment of ICD's / loans / advances					
	Zuari Global Limited	50,000,000 (11,00,00,000)				
7	Interest paid/payable on ICD received					
	Zuari Global Limited	20,396,837 (3,24,89,931)				



ZUARI INFRAWORLD INDIA LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

8	Interest received/receivable on ICD given					
	Brajbhumi Nirmaan Private Limited			(3,53,988)		
9	Reimbursement of Employee Compensation received					
	Brajbhumi Nirmaan Private Limited			47,86,197 (31,67,253)		
10	ICD converted to equity					
	Brajbhumi Nirmaan Private Limited			(1,12,50,000)		
11	Preference Share capital Investment by					
	Mr. Saroj Kumar Poddar (Rs.7 crores Share Capital and Rs.63 crores Share Premium)					150,000,000 (70,00,00,000)
12	Managerial Remuneration					
	Mr. Alok Banerjee				8,946,225 (82,10,342)	

Note:

- Figures in the bracket relates to the previous year.
- Figures relating to Joint Ventures are after elimination.

c. Balance outstanding at the year end	<u>31-03-16</u>	<u>31-03-15</u>
Unsecured Loan		
- ICD form Holding Company (ZGL)	16,08,00,000	21,08,00,000
Payables		
- Zuari Global Limited	1,000	2,00,000
- Simon India Limited	36,92,844	36,92,844
- Zuari Investments Limited	14,84,500	18,42,480
- Zuari Management Services Limited	-	72,693
- Zuari Global Limited (By ZIMEL)	396,726	
Receivable		
- Brajbhumi Nirmaan Private Limited	27,437,897	14,766,838



ZUARI INFRAWORLD INDIA LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

34. Additional information, as required under Schedule III of the Companies Act, 2013, enterprises consolidated as subsidiary and Joint venture.

Sl. No.	Name of the Entity in the	Net Assets i.e., Total Assets minus total liabilities as at March 31, 2016		Share of profit & loss		Net Assets i.e., Total Assets minus total liabilities as at March 31, 2015		Share of profit & loss	
		As % of Consolidated Net Assets	Amount	As % of Consolidated Profit & Loss	Amount	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit & Loss	Amount
	Parent Subsidiaries								
	Indian								
1	Zuari Infra Middle East Limited	(.005%)	(71,03,590)	(11.52%)	(18,35,355)	0.05%	5,88,281	1.51%	4,08,175
	Joint Ventures								
	Indian								
1	Brajbhumi Nirmaan Private Limited	9.45%	12,30,11,285	(4.30%)	(6,84,405)	9.91%	12,36,95,691	(1.92%)	(517,990)
2	Pranati Niketan Private Limited	(.0019%)	(24,774)	(.05%)	(8,421)	0.0013%	(16,352)	(0.02%)	(5,045)
3	Darshan Nirmaan Private Limited	(.004%)	(49,951)	(.05%)	(8,048)	0.0013%	(16,153)	(0.02%)	(4,875)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF ZUARI INFRAWORLD INDIA LIMITED FOR THE FINANCIAL YEAR 2015-16

35. i) The Company has not entered into any forward exchange contracts to hedge foreign currency risk.

ii) Unhedged foreign currency exposures as at the Balance Sheet Date:

Nature of Exposure	Currency	Outstanding amount in foreign currency	Outstanding amount in foreign currency
		31.03.2016	31.03.2015
Balances with banks on current accounts	AED	-	1,195,758
	INR	-	20,353,958
Claims Receivables	AED	-	1,032,571
	INR	-	17,517,165
Trade Payable	AED	7,508,017	2,063,118
	INR	12,83,53,197	35,000,000
Inter Corporate Deposit	AED	360,000	360,000
	INR	60,92,402	6,127,848

36. Additional information pursuant to the provisions of paragraph 5 of part II of the Schedule II of the Companies Act, 2013:

Expenditure in foreign currency (on accrual basis) Rs. 25,202,115 (previous year Rs. 39,592,713) relating to the parent company. The details of foreign currency expenditure are as below:

	31.03.2016 (Rs.)	31.03.2015 (Rs.)
Architect fees for Goa project	20,349,998	29,532,345
Sponsorship & Promotions	1,386,694	212,590
Consultancy Fees	-	2,049,900
Legal Fees	-	4,103,509
Foreign Travel	3,465,423	3,694,369
TOTAL	25,202,115	39,592,713

37. **Advances Recoverable in Cash or Kind**

(a) It includes Rs. 1,18,42,237/- (Previous Year Rs.19,594,323/-)on account of brokerage & sales commission paid by the parent company to an agency for services, on gross sale consideration receivable from customers. As per the agreement, in the event of non-completion of sale transaction, such commission is refundable by the agency. The commission paid is charged to the Statement of Profit & Loss as and when revenue is recognized.



(b) Under the Development Management Agreement, the Agency is entitled to a percentage of income calculated in the manner specified under the agreement. The Parent Company has made advance payments aggregating to Rs. 63,960,556 (Previous Year. 63,960,556) till 31.03.2016. The amount will be adjusted in the year when the agency becomes entitled to share of income or will be recovered as per the agreement.

38. Segment Reporting

The Group and the jointly controlled entities operates in only one primary segment (business) i.e. Real estate which consists of development of properties and rendering development management services.

Secondary segment report is based on geographical location of customers. The following is the distribution of the company's operating income by geographical markets and segment assets which can be attributed to customers in such markets.

Operating Income	2015-2016	2014-2015
-India	25,76,78,441	56,40,99,208
-Rest of the world	Nil	Nil
Segment assets		
-India	3,06,85,08,783	2,76,59,77,046
-Rest of the world	86,07,67,672	42,02,13,973

39. Capital and other commitment

In case of the Parent company estimated amount of contracts remaining to be executed on project construction and development account- Rs.503,966,647/- (Previous Year Rs. 12,44,8,57,078). For Subsidiaries company its Rs 378,047,151/- (PY Rs. 363,331,978)

40. There are no vendors who are micro, small or medium enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006 who have notified the Parent company and Joint venture companies. Accordingly, no disclosures are made in this regard.

41. Contingent Liabilities

- i). Claims against the Parent Company not acknowledged as debts – NIL.
- ii). Dividend on cumulative preference shares of Parent Company – Rs. 67,58,197/- (PY Rs. 12,71,507)



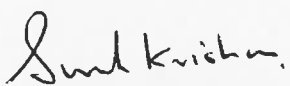
previous year has not been prepared in the absence of comparative figures in the financial statements for the year ended 31st March 2015.


43. Figures pertaining to the subsidiaries and joint ventures have been reclassified wherever considered necessary to bring them in line with the Company's financial statement. Figures reported with respect to the joint ventures represent the ZIL Group's proportionate share only.
44. Previous year figures have been reclassified wherever necessary to confirm to current year classification.


As per our report of even date

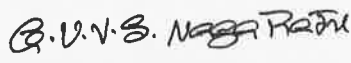
For and on behalf of the Board of Director

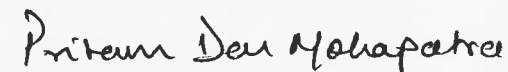
For **VARMA & VARMA**
Chartered Accountants
FRN 004532S


N. Suresh Krishnan
Director


V.K. Sinha
Director


K.P. Srinivas
Partner
M.No.208520


G U V S Nagaraju
Chief Financial Officer


Pritam Das Mohapatra
Company Secretary

Place : Gurgaon
Date : 05.05.2016

Place : Gurgaon
Date : 05.05.2016





ZUARI INFRAWORLD INDIA LIMITED
(FORMERLY KNOWN AS ADVENTZ INFRAWORLD INDIA LIMITED)

Regd. Office: ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore -560001, Karnataka
Corp. Office: Global Business Park, Tower 'A', 5th Floor, M.G.Road, Gurgaon -122002, Haryana

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the members of the Company will be held at the registered office of the Company at Adventz Centre, 1st Floor, No.28, Cubbon Road, Bangalore -560001 on Thursday, the 8th June, 2016 at 11.00 A.M to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company which includes the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended as on that date and the Cash Flow Statement together with reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. N. Suresh Krishnan (DIN: 00021965), who retires by rotation and being eligible has offered himself for re-appointment
3. To ratify the appointment of M/s. Varma & Varma, Chartered Accountants, Bangalore, as the Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in furtherance to the resolution passed in the Eighth Annual General Meeting held on September 10, 2015 appointing M/s Varma & Varma, Chartered Accountants, Bangalore (Firm Registration: 004532S) as the Statutory Auditors to hold office from the conclusion of the Eighth Annual General Meeting until the conclusion of the Thirteenth Annual General Meeting and in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, the members of the Company be and hereby ratify their appointment as the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as may be recommended by the

Audit Committee to the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

4. Issue and Offer of Redeemable Preference Shares on a Private Placement basis

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED that in accordance with the provisions of Sections 42, 55, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot, such number of Preference Shares of the Company of the face value of Rs.10/- each at a premium of Rs. 90/- per share (hereinafter referred to as Series I) for an aggregate value not exceeding Rs. 55 crores, as Cumulative Redeemable Preference Shares (“CRPS”), for cash on a private placement basis, to M/s. Adventz Finance Private Limited in such proportion and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT the CRPS shall carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital.

“RESOLVED FURTHER THAT the CRPS shall be non-participating in surplus fund and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid.

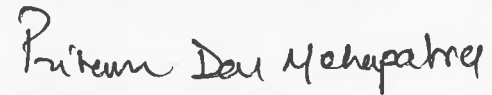
“RESOLVED FURTHER THAT the payment of dividend shall be on cumulative basis and the Preference Shares shall be non-convertible”

"RESOLVED FURTHER THAT the voting rights of preference shareholder shall be as per the provisions of Section 47(2) of Companies Act 2013 and the Preference Shares shall be redeemed in full by the Company not later than March 31st, 2021 at a price band of Rs.125 - 150 per share in one or more tranches"

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."

Place: Bangalore
Date: 05.05.2016

By Order of the Board of Directors



Pritam Das Mohapatra

Company Secretary

Membership No. ACS 24685

Registered Office: ADVENTZ CENTRE, 1st Cross
No. 28, Cubbon Road, Bangalore -560001
CIN: U45309KA2007PLC043161

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. Proxies in order to be effective must be received at the Registered Office of the Company at any time but not less than 48 hours before the time of the meeting.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxy Holders are requested to bring the duly completed and signed Attendance Slip along with their copy of Annual Report to the Meeting.
5. The Register of Members and Share Transfer Books shall remain closed from June 3, 2016 to June 8, 2016 both days inclusive.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Section 42 of the Act and read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution for each of the offers or invitations.

The board of directors at their meeting held on May 05, 2016 have approved the issue of 55,00,000 pref. shares and the said shares are accordingly are being offered to M/s. Adventz Finance Private Limited who can apply to the Company in one or more tranches. However the board will allot the shares within 60 days from the date of receipt of application money and this offer shall be valid till the allotment for the entire shares offered has been made.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42, 55 of the Act read with the Rules made there under, for the issue of Cumulative Redeemable Preference Shares ("CRPS") aggregating an amount not exceeding Rs. 55 crores and to offer and allot the CRPS on a private placement basis on the terms and conditions set out hereunder.

Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CRPS:

1. The CRPS shall be cumulative, non-participating and non-convertible.
2. The objective of the issue is to raise funds to strengthen the long term capital base of the Company.
3. The CRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Rules made there under.
4. Other terms:

Issue Size	Upto 55,00,000 CRPS of Rs. 10/- each at a premium of Rs. 90/- per share for an amount not exceeding Rs. 55 crores
Price and basis at which the security is being offered, including premium if any, along with justification of the price	Security is being offered at face value of Rs. 10 and premium of Rs. 90. The value of Rs. 90 per share has been arrived as per the business plan for next 5 years discounted at 15% p.a. Considering the dividend payout

	policy on equity shares and dilution of payout ratio, it was felt to issue the preference shares at a premium of Rs. 90. This would therefore justifies the shareholders value in the capital of the Company
Rate of Dividend	8.5% per annum
Terms of Redemption	The share shall be redeemed at price band of Rs. 125-150, out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption
Tenure of CRPS	No later than March 31 st , 2021
Expected dilution in equity capital upon conversion of preference shares	Nil, since the CRPS are non-convertible

5. The current shareholding pattern of the Company is as under:

(a) Equity Capital

Sr. No	Shareholders Name	No. of Shares	Percentage of holding (%)
1	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. Narayan Suresh Krishnan	8960	0.02%
2	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Ms. Stephanie Vaz	5	-
3	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. Mahesh M	5	-
4	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. Chandrashekhar Nayak	10	-
5	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. V Seshadri	10	-
6	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. Harsha Raja Urs	10	-
7	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. R Y. Patil	980	-
8	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Mr. Vivekanand Maroor	10	-
9	Zuari Global Limited (formerly	5	-

	Zuari Industries Ltd) jointly with Mr. Srinivas B.S		
10	Zuari Global Limited (formerly Zuari Industries Ltd) jointly with Ms. Sangeetha Kamath	5	-
11	Zuari Global Limited (formerly Zuari Industries Ltd)	46540000	99.98%
	Total	46550000	100%

(b) Preference Capital

Sr. No	Shareholders Name	No. of Shares	Percentage of holding (%)
1	Saroj Kumar Poddar	8500000	100%
	Total	8500000	100%

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned in this resolution.

By Order of the Board of Directors

Pritam Das Mohapatra

Pritam Das Mohapatra

Company Secretary

Membership No. ACS 24685

Place: Bangalore

Date: 05.05.2016

Registered Office: ADVENTZ CENTRE, 1st Cross
No. 28, Cubbon Road, Bangalore -560001
CIN: U45309KA2007PLC043161



ZUARI INFRAWORLD INDIA LIMITED

(Formerly Known as Adventz Infraworld India Limited)

CIN : U45309KA2007PLC043161

Registered Office: ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore – 560 001

Name of the member (s):
Registered address :
E-mail Id :
Folio No/ Client Id :
DPID No :

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I/We.....of.....
.....in the district of..... being a members/members of the above named
Company hereby appoint.....of..... in the district ofor
failing him ofin the district ofas my/our proxy to
vote for me/us and on my/our behalf at the Eighth Annual General Meeting of the Company to be held
at ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore - 560001 on Wednesday, 8th June, 2016
at 11.00 A.M. and at any adjournment thereof.

(Signature of shareholder)

(Signature of Proxy holder)

Signed this..... day of..... 2016

Affix
Revenue
Stamp

Notes: Proxy Form in order to be effective should be completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.



ZUARI INFRAWORLD INDIA LIMITED
(Formerly Known as Adventz Infraworld India Limited)

CIN : U45309KA2007PLC043161

Registered Office: ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore -560001

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No./Client ID _____

1. I/We hereby record my/our presence at the **NINTH ANNUAL GENERAL MEETING** of the Company at ADVENTZ CENTRE, 1st Floor, No.28, Cubbon Road, Bangalore -560001 on Wednesday, 8th June, 2016 at 11.00 A.M.

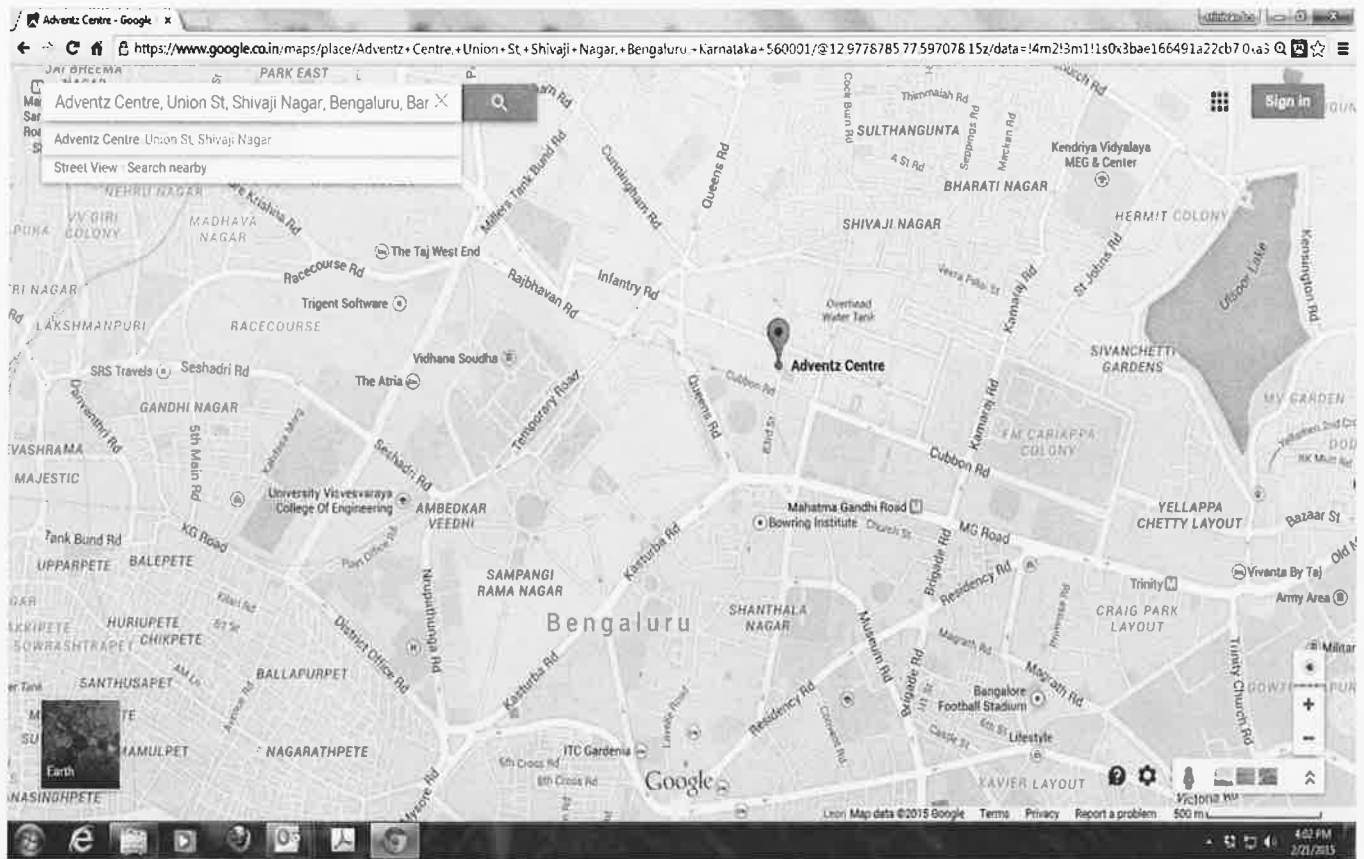
2. Signature of the Shareholder / Proxy Present.....

3. Shareholder / Proxy Holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.

4. Shareholder / Proxy Holder attending the meeting is requested to bring his / her copy to the Annual Report.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Route Map for AGM Venue



Zuari Infraworld India Limited
ADVENTZ CENTRE, 1st Floor
No. 28, Cubbon Road
Bangalore -560001

The Ninth Annual General Meeting of
the Members of Zuari Infraworld India
Limited is scheduled on Wednesday, the
8th day of June 2016 at 11.00 A.M