

Walker Chandiook & Co LLP

Independent Auditor's Report

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
7th Floor, Plot No. 19A,
Sector 16A, Noida 201301
India

To the Members of DLF Assets Private Limited

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Report on the Financial Statements

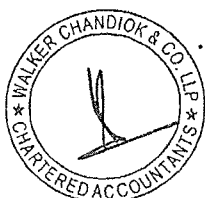
1. We have audited the accompanying financial statements of DLF Assets Private Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.



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5. 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. 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

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

9. We draw attention to Note 28(C) to the financial statements which describe the uncertainty related to the outcome of the legal matter in respect of cancellation of release/sale deed of land relating to Company's two IT SEZ/IT park projects in Gurgaon, which are currently under litigation. Pending the final outcome of the aforesaid matter, which is presently unascertainable, no adjustments have been made in the financial statements. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
11. Further to our comments in Annexure I, 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 purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



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- c. the financial statements dealt with by this report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- e. the litigation matter described in paragraph 9 under the Emphasis of Matter paragraph in case of an unfavorable decision for the Company, in our opinion, may have an adverse effect on the functioning of the Company;
- f. on the basis of the written representations received from the directors and 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;
- g. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 20 May 2016 as per Annexure II expressed unmodified opinion.
- h. 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. as detailed in Notes 28(A) and 28(C) to the financial statements, the Company has disclosed the impact of pending litigations on its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Walker Chandiook & Co LLP

For ~~Walker Chandiook & Co LLP~~

(Formerly Walker, Chandiook & Co)

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sumit Mahajan

per Sumit Mahajan

Partner

Membership No.: 504822



Place : Gurgaon

Date : 20 May 2016

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Annexure I to the Independent Auditor's Report of even date to the members of DLF Assets Private Limited, on the financial statements for the year ended 31 March 2016

Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) The title deeds of all the immovable properties (which are included under the head 'fixed assets') are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, Company has complied with the provisions of Sections 185 and 186 of the Act to the extent applicable, in respect of loans, investments, guarantees, and security.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (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 in respect of Company's services and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.



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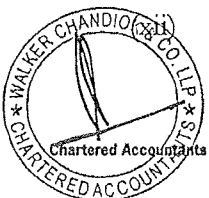
Annexure I to the Independent Auditor's Report of even date to the members of DLF Assets Private Limited, on the financial statements for the year ended 31 March 2016

- (b) The dues outstanding in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

| Name of the statute | Nature of dues | Amount (₹ in Lacs) | Amount paid under Protest (₹ in Lacs) | Period to which the amount relates | Forum where dispute is pending |
|----------------------------|-------------------|--------------------|---------------------------------------|------------------------------------|---|
| Income Tax Act, 1961 | Income tax demand | 38.39 | NIL | Assessment year 2008-09 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income tax demand | 1,246.95 | NIL | Assessment year 2011-12 | Income Tax Appellate Tribunal |
| Entry Tax Act (Tamil Nadu) | Entry tax | 90.69 | NIL | Financial year 2012-13 | Madras High Court |
| Finance Act, 1994 | Service tax | 6.91 | NIL | Financial year 2012-13 | Commissioner, Service Tax, Delhi |
| Finance Act, 1994 | Service tax | 1,573.85 | NIL | Period 3 March 2009 to 19 May 2009 | Commissioner, Service Tax, Delhi |
| Finance Act, 1994 | Service tax | 8.80 | NIL | Financial year 2013-14 | Additional Commissioner, Service Tax, Delhi |

- (viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution during the year. The Company has no loans or borrowings payable to the government or any outstanding debentures during the year.
- (ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (xi) The Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.

In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.



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Annexure I to the Independent Auditor's Report of even date to the members of DLF Assets Private Limited, on the financial statements for the year ended 31 March 2016

- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Walker Chandiook & Co LLP
~~For Walker Chandiook & Co LLP~~
(Formerly Walker, Chandiook & Co)
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sumit Mahajan
per Sumit Mahajan
Partner
Membership No.: 504822



Place : Gurgaon
Date : 20 May 2016

Walker ChandioK & Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of DLF Assets Private Limited, on the financial statements for the year ended 31 March 2016

Annexure II

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

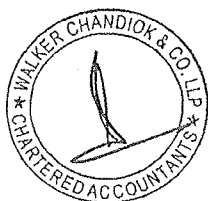
1. In conjunction with our audit of the financial statements of DLF Assets Private Limited ("the Company") as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company of as of that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on 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 the Company's 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 Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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 IFCoFR.



Walker ChandioK & Co LLP

Annexure II to the Independent Auditor's Report of even date to the members of DLF Assets Private Limited, on the financial statements for the year ended 31 March 2016

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR 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 IFCoFR 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note issued by ICAI.

Walker ChandioK & Co LLP

For Walker ChandioK & Co LLP

(Formerly Walker, ChandioK & Co)

Chartered Accountants

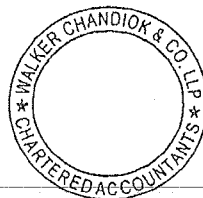
Firm's Registration No.: 001076N/N500013

Sumit Mahajan

per Sumit Mahajan

Partner

Membership No.: 504822



Place: Gurgaon

Date: 20 May 2016

DLF Assets Private Limited
Balance Sheet as at 31 March 2016

(₹ in lacs)

| | Note | As at 31 March 2016 | As at 31 March 2015 |
|--|------|----------------------------|----------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| Share capital | 2 | 583,200.09 | 583,200.09 |
| Reserves and surplus | 3 | 123,622.98 | 92,133.64 |
| | | <u>706,823.07</u> | <u>675,333.73</u> |
| Non-current liabilities | | | |
| Long-term borrowings | 4 | 454,496.00 | 197,712.96 |
| Deferred tax liabilities (net) | 5 | 1,223.85 | 562.08 |
| Other long-term liabilities | 6 | 131,536.89 | 149,164.43 |
| Long-term provisions | 7 | 11.38 | 9.14 |
| | | <u>587,268.12</u> | <u>347,448.61</u> |
| Current liabilities | | | |
| Short-term borrowings | 8 | - | 3,999.97 |
| Trade payables | | | |
| Payable to micro enterprises and small enterprises | 9A | - | - |
| Payable to others | 9B | 5,408.16 | 10,714.93 |
| Other current liabilities | 10 | 50,958.00 | 184,284.55 |
| Short-term provisions | 11 | 65.49 | 570.95 |
| | | <u>56,431.65</u> | <u>199,570.40</u> |
| TOTAL | | <u><u>1,350,522.84</u></u> | <u><u>1,222,352.74</u></u> |
| ASSETS | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| Tangible assets | 12 | 926,529.67 | 949,244.58 |
| Intangible assets | 13 | 2.19 | 4.39 |
| Capital work-in-progress | 12 | 234,430.34 | 221,809.16 |
| | | <u>1,160,962.20</u> | <u>1,171,058.13</u> |
| Non-current investments | 14 | 3.00 | 3.00 |
| Long-term loans and advances | 15 | 88,448.66 | 31,196.19 |
| Other non-current assets | 16 | 5,024.86 | 4,080.91 |
| | | <u>1,254,438.72</u> | <u>1,206,338.23</u> |
| Current assets | | | |
| Inventories | 17 | 31.98 | 33.57 |
| Trade receivables | 18 | 4,200.32 | 3,870.22 |
| Cash and bank balances | 19 | 7,723.94 | 9,732.71 |
| Short-term loans and advances | 20 | 76,938.79 | 2,031.32 |
| Other current assets | 21 | 7,189.09 | 346.69 |
| | | <u>96,084.12</u> | <u>16,014.51</u> |
| TOTAL | | <u><u>1,350,522.84</u></u> | <u><u>1,222,352.74</u></u> |

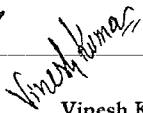
Significant accounting policies

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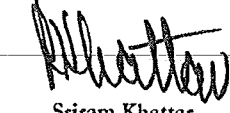
The accompanying notes form an integral part of these financial statements

For and on behalf of the Board of Directors

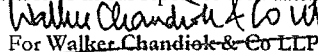

Parun Mitra
Company Secretary
Membership No. A27224

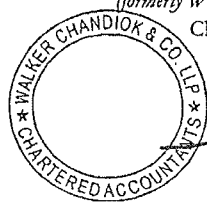
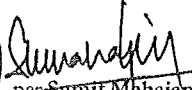

Vinesh Kumar
Chief Financial Officer


Navin Kedia
Director
DIN: 02758206


Sriram Khattar
Director
DIN : 00066540

This is the balance sheet referred to in our report of open date.


For Walker Chandio & Co LLP
(formerly Walker, Chandio & Co)

Chartered Accountants


per Sumit Mahajan
Partner

DLF Assets Private Limited

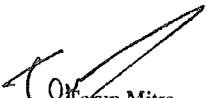

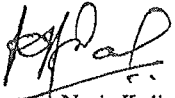
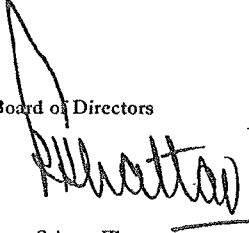
Statement of profit and loss for the year ended 31 March 2016

(₹ in lacs)

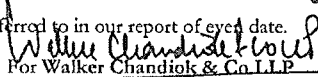
| | Note | Year ended 31 March 2016 | 1 October 2014 to 31 March 2015 |
|---|-------|-----------------------------|------------------------------------|
| Income | | | |
| Revenue from operations | 22 | 123,900.94 | 56,787.92 |
| Other income | 23 | 7,429.84 | 348.31 |
| Total Income | | 131,330.78 | 57,136.23 |
| Expenses | | | |
| Employee benefits expense | 24 | 68.72 | 30.49 |
| Finance costs | 25 | 28,607.90 | 7,373.96 |
| Depreciation and amortisation expense | 12,13 | 22,977.53 | 11,392.62 |
| Other expenses | 26 | 43,870.31 | 19,024.66 |
| Total expenses | | 95,524.46 | 37,821.73 |
| Profit before tax and extraordinary items | | 35,806.32 | 19,314.50 |
| Extraordinary items | 36 | 25.00 | - |
| Profit before tax | | 35,781.32 | 19,314.50 |
| Tax expense | | | |
| Current tax | | 7,641.71 | 4,032.75 |
| Income tax - prior years | | - | 0.67 |
| Minimum alternative tax credit entitlement - current year | | (5,906.21) | (4,032.75) |
| Minimum alternative tax credit entitlement - prior years | | - | (27.06) |
| Deferred tax charge | | 661.77 | 426.87 |
| Profit after tax | | 33,384.05 | 18,914.02 |
| Earnings per equity share (in ₹) | | | |
| Basic | 27 | 10.01 | 5.65 |
| Diluted | | 0.57 | 0.32 |
| Significant accounting policies | 1 | | |

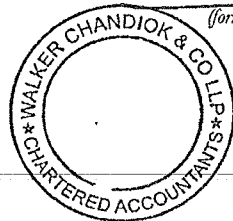
The accompanying notes form an integral part of these financial statements

For and on behalf of the Board of Directors

| | | | |
|--|---|---|--|
|  Arun Mitra Company Secretary Membership No. A27224 |  Vinesh Kumar Chief Financial Officer |  Navin Kedia Director DIN : 02758206 |  Sriram Khattar Director DIN : 00066540 |
|--|---|---|--|

This is the statement of profit and loss referred to in our report of even date.


 For Walker Chandiook & Co LLP
 (formerly Walker, Chandiook & Co)
 Chartered Accountants




 per Sumit Mahajan
 Partner

Place: Gurgaon
Date: 20 May 2016