



## AUDITOR'S REPORT

### TO THE MEMBERS OF DOMUS REAL ESTATE PRIVATE LIMITED

#### Opinion

We have audited the standalone financial statements of **Domus Real Estate Private Limited** ("the Company"), which comprise the balance sheet as at 31st March 2016, and the statement of Profit and Loss, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2016, and its profit, its cash flows for the year ended on that date.

#### Basis for Opinion

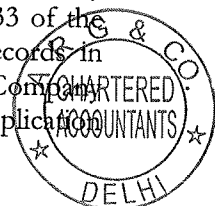
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Report on the Audit of the Standalone Financial Statements

We have audited the accompanying financial statements of **Domus Real Estate Private Limited**, which comprise the Balance Sheet as at 31<sup>st</sup> March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Responsibility of Management for Standalone 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 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; and for preparing financial statements in accordance with the provisions of the Act.



of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

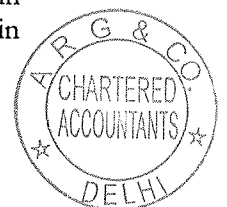
### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our opinion is not modified in respect of these matters.

### **Report on other legal and regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by Central Government of India in terms of sub-section (11) of section 143 of the act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a) 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;
  - b) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - d) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2016, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - e) 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";
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in



our opinion and to the best of our information and according to the explanations given to us:

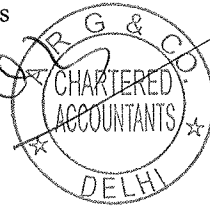
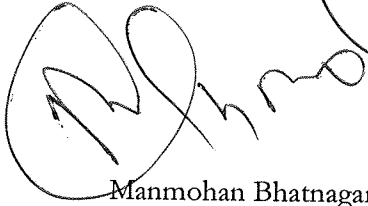
- i.) The Company does not have any pending litigations which would impact its financial position.
- ii.) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii.) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of

**ARG & Co.**

**(Formerly known as CNK & Co.)**

Chartered Accountants



Manmohan Bhatnagar

(Partner)

M. No. 514261

Firm Regn no. 010630N

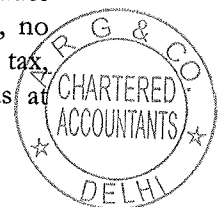
Place: New Delhi

Date: 24<sup>th</sup> May, 2016

**Annexure to the Auditor's Report of even date to the members of Domus Real Estate Private Limited, on the financial statements for the year ended on 31<sup>st</sup> March 2016.**

Based on the audit procedures performed for the purpose of expressing an opinion on the true and fair view of the financial statements of the company and considering the information and explanations given to us and books of accounts and other records provided to us during the normal course of audit, we hereby report that:-

- i)
  - a. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - b. The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the books records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property are held in the name of the Company
- ii) According to the information and explanations provided to us, the physical verification of inventory has been conducted at reasonable intervals by the management no material discrepancies were noticed on physical verification.
- iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Sec. 189 of the Companies Act. Accordingly the provisions of clause 3(iii) of the order are not applicable to the company.
- iv) According to the information and explanations provided to us, the company has not given any loans as per provisions of Section 185 of the Companies Act, 2013. However provision of section 186 of the Companies Act, 2013 has been duly complied with.
- v) During the year, the company has not accepted any deposits as defined in section 73 and section 76 of the Companies Act, 2013 or rules made thereunder. Accordingly the provision of clause 3(v) of the order is not applicable to the company.
- vi) According to the information and explanations provided to us, the Companies (Cost Records & Audit) Rules 2014, are not applicable to the Company. Accordingly, the provision of the clause 3(vi) of the order is not applicable to the company.
- vii)
  - a) According to the records of the company, the company is generally regular in depositing with appropriate authorities 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 any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess were outstanding, as at



31.03.2016 for a period of more than six months from the date they became payable.

- b) As per the information and explanations given to us, no dispute is pending on account of any dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax.
- viii) In our opinion and according to the information and explanations given to us, the company has not obtained any loans or borrowings from any financial institution, Bank, Government or debenture holders. Accordingly the provision of clause 3(viii) of the order is not applicable to the company.
- ix) According to the information & explanation given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loan. Accordingly the provision of clause 3(ix) of the order is not applicable to the company.
- x) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the company or no fraud on the company by its officers or employees has been noticed or reported during the year.
- xi) According to the information & explanation given to us, the company has not paid or provided any managerial remuneration as defined by the provisions of the section 197 of the Companies Act, 2013. Accordingly the provision of clause 3(xi) of the order is not applicable to the company.
- xii) In our opinion and according to the information & explanation given to us, the company is not a nidhi company. Hence the provision of clause 3(xii) of the order is not applicable to the company.
- xiii) During the year, the company has not entered into any transactions with related parties in compliance with the provisions of the sections 177 & 188 of the Companies Act, 2013. . Hence the provision of clause 3(xiii) of the order is not applicable to the company.
- xiv) According to the information & explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provision of clause 3(xiv) of the order is not applicable to the company.
- xv) According to the information & explanation given to us, the company has not entered into any non-cash transaction with directors or any person connected with him. Accordingly the provision of clause 3(xv) of the order is not applicable to the company.



xvi) In our opinion and according to the information & explanation given to us and, the company is not required to be registered under section 45-IA of the Reserves Bank of India Act, 1934. Accordingly the provision of clause 3(xvi) of the order is not applicable to the company.

For and on behalf of

**ARG & Co.**

(Formerly known as **C N K & Co.**) &

Chartered Accountants

Manmohan Bhatnagar

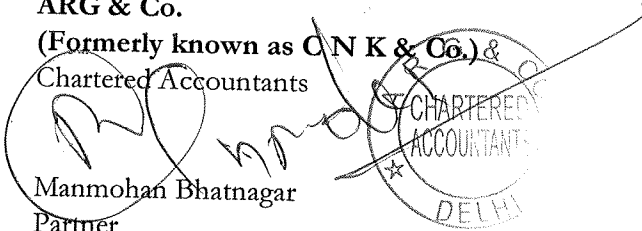
Partner

M.No. 514261

FRN: 010630N

Place: New Delhi

Date: 24<sup>th</sup> May, 2016



ANNEXURE A

Acknowledgement of Receipt of DLF Group Audit Instructions for the year ended March 31, 2016

Kind attention: Neeraj Sharma/Manish Agrawal  
Walker Chandiook & Co LLP  
21st floor, DLF Square,  
Jacaranda Marg, DLF Phase II,  
Gurgaon 122002, India

I acknowledge receipt of the DLF Group Audit Instructions in respect of **Domus Real Estate Private Limited** and confirm that:

1. We will be able to comply with the nature and the timing of these instructions;
2. We are aware that Walker Chandiook & Co LLP ("WCC"), will place reliance on the audited financial results of **Domus Real Estate Private Limited** when performing its audit of the DLF Limited consolidated financial statements.
3. We are aware of the relevant financial reporting requirements for the financial statements and schedules to be filed with the SEBI Securities and Exchange Board of India and other regulatory authorities.
4. We are independent under the requirements of the Code of Ethics of the Institute of Chartered Accountants of India.
5. We are aware that the financial statements of **Domus Real Estate Private Limited**, on which we will report, are to be included in the consolidated financial statements of DLF Limited on which you will report and that our report will be relied on and may be referred to in WCC's report. Further, for the purpose of these consolidated financial statements of DLF Limited, the management shall undertake adjustments on the financial results of **Domus Real Estate Private Limited** to make them consistent with the requirements of the group accounting policies, if required.

In connection with the work that we will perform on the financial results as of March 31, 2016 of **Domus Real Estate Private Limited**, a subsidiary associate joint venture directly indirectly held by DLF Universal Limited, we confirm the following:

1. Our quality control system complies with Indian Standard on Quality Control, remedial action is taken promptly in relation to issues identified in the monitoring program, and there are no issues from recent monitoring reports that are likely to have a significant effect on the work that we will perform.

2. We have the appropriate professional qualifications and competence sufficient to fulfill our responsibilities in the context of the audit of the financial results.
3. We have an understanding of and will comply with the requirements of the Code of Ethics for Professional Accountants issued by the Institute of Chartered Accountants of India ("ICAI"), including the independence requirements, national ethical requirements applicable to the reporting on the Group's financial statements, and the quality control policies and procedures as defined in your referral instructions.
4. We have an understanding of Indian Standards on Auditing Engagement and the additional procedures outlined by you in your referral instructions that you have informed us. We will ensure compliance with Indian Standards on Auditing to fulfill our responsibilities in the context of the audit of the consolidated financial statements and will conduct our work on the financial statements of **Domus Real Estate Private Limited** as of March 31, 2016 in accordance such standards.
5. We have an understanding of the Group Accounting Policies and the additional requirements outlined by you in your referral instructions that you have informed us. We will ensure compliance with the applicable financial reporting framework sufficient to fulfill our responsibilities in the context of the audit of the consolidated financial results.

For your information, our personnel assigned to the *audit* of the above-named company are:

Partner: Manmohan Bhatnagar  
Phone number: +91-9818516534  
E-mail: manmohan@argco.in

Manager : Mayank Dhingra  
Phone number: +91-9911559496  
E-mail: mayank.dhingra@argco.in

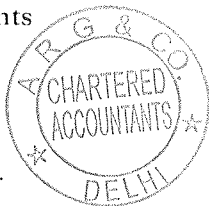
For and on behalf of

**ARG & Co.**

(Formerly known as C N K & Co.)

**Chartered Accountants**

FRN: 010630N



Manmohan Bhatnagar  
Partner  
M. No. 514261

Date: April 11, 2016



## **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 financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2016, we have audited the internal financial controls over financial reporting of **Domus Real Estate Private Limited**.

#### **Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the company, 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.

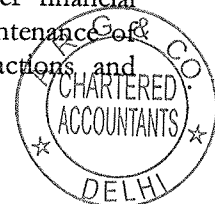
#### **Auditors' Responsibility**

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.

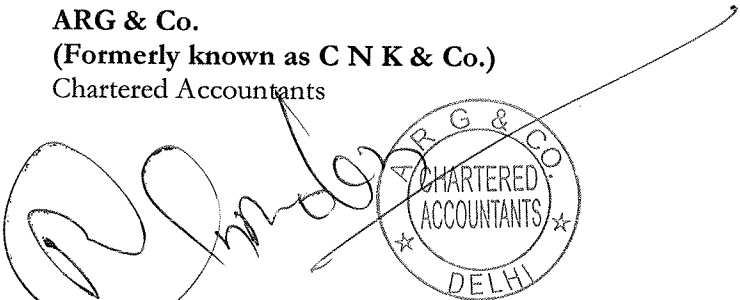
### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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, Domus Real Estate Private Limited, 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 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.

For and on behalf of  
**ARG & Co.**  
(Formerly known as C N K & Co.)  
Chartered Accountants



**Manmohan Bhatnagar**

Partner

FRN: 010630N

M.No.:514261

Place: New Delhi

Date: 24th May, 2016

**DOMUS REAL ESTATE PRIVATE LIMITED**

CIN: U00082DL2005PTC140528

Regd. Office: 1E Jhandewalan Extn. Naaz Cinema Complex, New Delhi -110055

Balance Sheet as at 31<sup>st</sup> March 2016

Particulars	Note No.	(Amount in Rs.)	
		As at 31 <sup>st</sup> March 2016	As at 31 <sup>st</sup> March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	3	100,000	100,000
Reserve and surplus	4	82,129,772	57,824,517
<b>Non-current liabilities</b>			
Deferred tax liabilities (Net)	5	-	1,441
<b>Current liabilities</b>			
Short-term borrowings	6	36,600,000	10,000,000
Trade payables	7	35,584,375	45,814,386
Other current liabilities	8	38,994,705	70,447,766
Short-term provisions	9	-	8,986,416
<b>Total</b>		<b>193,408,852</b>	<b>193,174,526</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	10	16,032	20,026
Long-term loan and advances	11	-	2,066,122
Deferred tax assets (Net)	5	1,123	-
<b>Current assets</b>			
Inventories	12	33,943,262	27,790,257
Trade receivables	13	2,959,128	14,592,005
Cash and cash equivalents	14	10,789,279	9,470,620
Short-term loans and advances	15	114,642,473	121,299,219
Other current assets	16	31,057,554	17,936,277
<b>Total</b>		<b>193,408,852</b>	<b>193,174,526</b>

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements

Based on our audit report of even date attached.

For and on behalf of  
**ARG & Co.**

(Formerly known as C N K & Co.)

Chartered Accountants

(FRN: 010630N)

**Manmohan Bhatnagar**

Partner

Membership No. 514261

Place : New Delhi

Date: 24<sup>th</sup> May, 2016

*Roh*

For and on behalf of Board of Directors  
**Domus Real Estate Pvt. Ltd**

*Rajeev Singh*  
**Rajeev Singh**  
DIN:02669832  
(Director)

*Rajesh Bhatia*  
**Rajesh Bhatia**  
DIN:01200315  
(Director)

**DOMUS REAL ESTATE PRIVATE LIMITED**

CIN: U00082DL2005PTC140528

Regd. Office: 1E Jhandewalan Extn. Naaz Cinema Complex, New Delhi -110055

**Profit & Loss Statement for the year ended 31<sup>st</sup> March 2016**

(Amount in Rs.)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2016	For the year ended 31 <sup>st</sup> March 2015
<b>REVENUE</b>			
Revenue from operations	17	78,374,628	138,309,066
Other income	18	14,844,636	4,964,014
<b>I. Total Revenue</b>		<b>93,219,264</b>	<b>143,273,080</b>
<b>EXPENSES</b>			
Cost of material consumed	19	53,937,123	92,703,236
Finance cost	20	1,822,869	1,006,766
Depreciation	10	3,994	9,078
Other expenses	21	1,147,692	957,015
<b>II. Total Expenses</b>		<b>56,911,678</b>	<b>94,676,095</b>
<b>III. Profit/(Loss) before extraordinary items and tax (I-II)</b>		<b>36,307,586</b>	<b>48,596,985</b>
<b>IV. Extraordinary Items</b>			
Prior period income		-	7,008,328
<b>V. Profit/(Loss) before tax (III-IV)</b>		<b>36,307,586</b>	<b>55,605,313</b>
<b>VI. Tax expense:</b>			
Current tax		12,004,895	18,919,179
Interest on income taxes		-	203,391
Deferred tax		(2,564)	-
<b>Profit (Loss) during the period (V-VI)</b>		<b>24,305,255</b>	<b>36,482,743</b>
<b>Earnings per equity share</b> (Basic and diluted)	22	2,430.53	3,648.27
Summary of significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

Based on our audit report of even date attached.

For and on behalf of  
**ARG & CO.**

(Formerly known as C N K & Co.)

Chartered Accountants

(FRN: 010630N)


**Manmohan Bhatnagar**

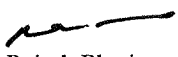
Partner

Membership No. 514261



For and on behalf of Board of Directors  
**Domus Real Estate Pvt. Ltd**

  
**Rajeev Singh**  
DIN:02669832  
(Director)

  
**Rajesh Bhatia**  
DIN:01200315  
(Director)

Place : New Delhi

Date: 24<sup>th</sup> May, 2016

*Rest*