

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 31ST MARCH, 2013**

Dear Shareholders,

Your Directors are pleased to present the 5th Annual Report together with the Audited Accounts of your Company for period ended on 31st March, 2013.

FINANCIALS RESULTS

The company is yet to commence its commercial operation; therefore Profit & Loss Account has not been prepared for the period under review.

FIXED DEPOSIT

The Company has not accepted any fixed deposits u/s 58A of the Companies Act, 1956 during the year under review.

PARTICULARS OF EMPLOYEES

There was no employee in the company, in receipt of remuneration in excess of the amount prescribed under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1988 as amended.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES EARNINGS AND OUTGO

Particulars of statement u/s 217 (1) (e) for conservation of Energy, Technology absorption are not given as the Company has not undertaken any manufacturing activity.

During the year under review, the Company has neither earned nor utilized foreign exchanges.

DIRECTORS

Mr. Shankar Mukherjee and Mr. Gautam Malik continue to be the Directors of the Company.

None of the Directors of the Company is disqualified from being appointed as Directors pursuant to Section 274(1)(g) of the Companies Act, 1956.

COMPLIANCE CERTIFICATE U/S 383A OF THE COMPANIES ACT, 1956.

Compliance Certificate as required in case of your Company u/s 383A of the Companies Act, 1956 is being attached to this Report.

DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies (Amendment) Act, 2000, the Board of Directors of the Company confirms that:

- a) In the Preparation of the Annual Accounts, the applicable Accounting Standards have been followed and there has been no material departures;
- b) The selected Accounting Policies were applied consistently and the Directors 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 for the period ended on 31st March 2013.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis.

AUDITORS

M/s H. R. Agarwal & Associates, Chartered Accountants, retire as Auditors of your Company at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation to the Bankers, State Government, various other agencies and the employees for their continued co-operation and support.

FOR AND ON BEHALF OF THE BOARD


Shankar Mukherjee
Director


Gautam Malik
Director

PLACE : Kolkata

DATE : 24th May, 2013

COMPLIANCE CERTIFICATE

Under Rule 3 of the Companies (Compliance Certificate) Rules, 2001

CIN: U70101OR2007PTC009705

Authorised Capital: Rs. 10,000,000.00

To

The Members

M/S WORLD CITY DEVELOPMENT PRIVATE LIMITED

A-162, Sahid Nagar,

Bhubaneswar-751007

I have examined the registers, records, books and papers of **M/S WORLD CITY DEVELOPMENT PRIVATE LIMITED** of A-162, Sahid Nagar, Bhubaneswar-751007, as required to be maintained under companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of association of the company for the financial year ended 31st March 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid period:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries there in have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional director, Central Government, Company Law Board or other authorities, wherever applicable, within the time prescribed under the Act and the rules made there under.
3. The company being a private limited company, has the minimum prescribed paid up Capital and its maximum number of members during the said period was within the limit excluding its present and past employees and the company during the period under scrutiny:
 - a. has not invited public to subscribe for its Shares and Debentures; and
 - b. has not invited or accepted any deposit from persons other than its members, directors or their relatives.
4. The Board of Directors duly met five times on 09/04/2012, 23/05/2012, 14/09/2012, 24/12/2012 and 25/03/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.
5. The company has not closed its registers of Members or Debenture holders during the period



6. The Annual General Meeting of the Company for the financial year ended 31st March, 2012 was held on 18th September, 2012 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not made any loans to its Directors or persons or firms or companies in which directors are interested as referred to under section 295 of the Act.
9. During the year the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, Members or the Central Government, as the case may be.
12. The Company has not issued any duplicate certificates during the period.
13. The Company :
 - a. was not required to deliver share certificates as there was no allotment, transfer or transmission of shares during the period.
 - b. has not deposited any amount in a separate bank account as no dividend was declared during the period.
 - c. has not posted warrants to any member of the company as no dividend was declared during the period.
 - d. has duly complied with the requirement of Section 217 of the Act
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the period.
15. There was no appointment of Managing Director/Whole Time Director/Manager made during the financial year.
16. The company has not appointed any sole-selling agent during the period.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/ or such other authorities prescribed under the various provisions of the act.



18. The Directors have disclosed their interest in other firms / companies to the board to directors pursuant to the provisions of the act and the rules made there under.
19. The Company has not issued equity shares during the period.
20. The Company has not bought back shares during the period.
21. There was no redemption of preference shares or debentures during the period.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited /accepted any public deposit including any unsecured loans falling within the purview of section 58A during the period.
24. The Company has complied with the requirements of the provisions of sections 293(1)(d) of the Act.
25. The Company has complied with the provisions of section 372A regarding loans and investments or advances or giving of guarantee or providing securities to other bodies corporate.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one to another state during the period under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the period under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the period under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the period under scrutiny.
30. The Company has not altered its articles of association during the period.
31. There was no prosecution initiated against or show cause notices received by the company during the period, for offences under the act.
32. The company has not received any sum as security from its employees during the period under certification.
33. The company has not deducted any contribution towards provident fund during the period so the provisions of section 418 of the Act are not applicable to the company.

Place: Kolkata
Dated: 22/05/2013

ANAND KHANDELIA
C.P. NO. 5841

Annexure – 'A'


Registers Maintained by the Company:

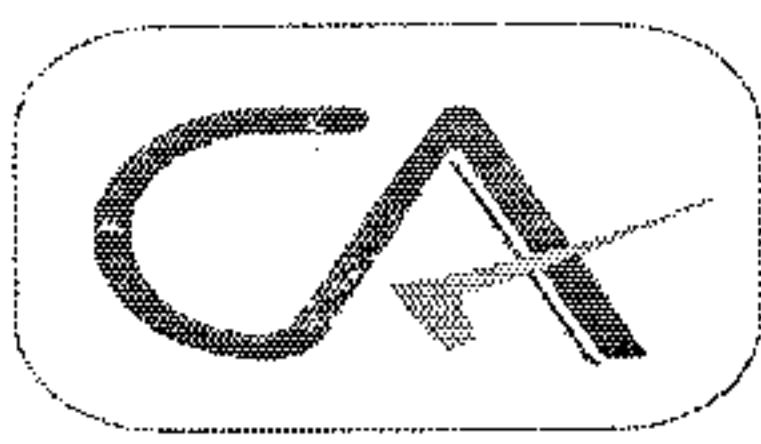
1. Register of Members under section 150.
2. Register of Transfer under section 108.
3. Minutes Book of Board of Directors Meeting and General Meeting under section 193.
4. Register of Contracts under section 301.
5. Register of Directors under section 303.
6. Register of Directors shareholding under section 307.
7. Registers of charges under section 143.

Annexure – 'B'

List of forms & return filed by the Company with the Registrar of Company, Regional Directors, Central Government & other authorities during the year ended 31st March, 2013.

1. Form 20B for the period ended 18/09/2012 filed u/s 159 on 14/02/2013.
2. Form 23AC XBRL & 23ACA XBRL for the period ended 31/03/2012 filed u/s 220 on 25/02/2013.
3. Form 66 for the period ended 31/03/2012 filed u/s 383A on 31/01/2013





H. R. AGARWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

219-C, Old China Bazar Street
1st Floor, Room No.B-6
KOLKATA - 700 001
Tele : (033)2248-6561, 3022-6561
Telefax : (033) 2230-3207
e-mail : gk.sons@hotmail.com

Independent Auditor's Report to the Members of World City Development Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of World City Development Private Limited ("the Company") which comprise the Balance Sheet as at 31 March 2013 and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information. No Statement of Profit & Loss of the Company for the year ended on that date has been prepared; (refer Note no. 8).

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

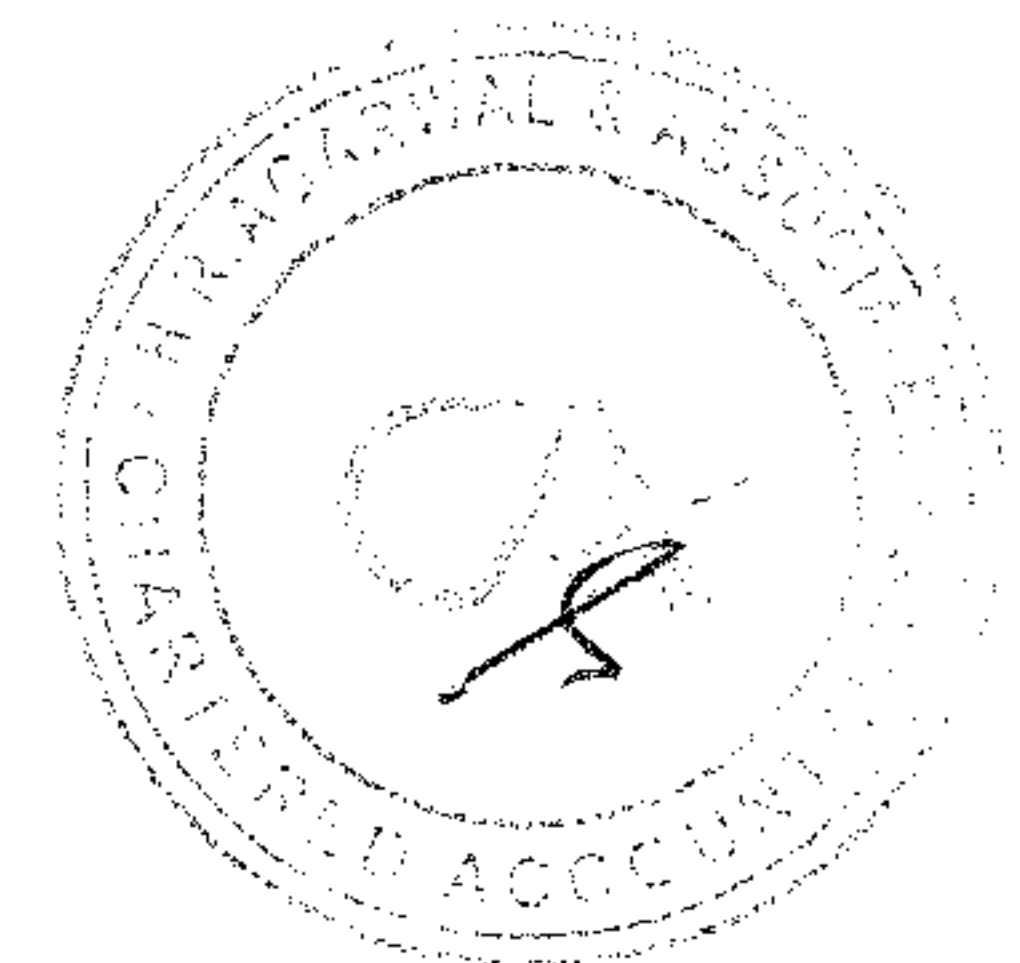
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2013; and
- ii. in the case of the cash flow statement, of the cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
 - e. on the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **H R Agarwal & Associates**

Chartered Accountants

Firm's registration number: 323029E

Agarwal

(CA. Shyam Sundar Agarwal)

Partner

Membership number: FCA 060033



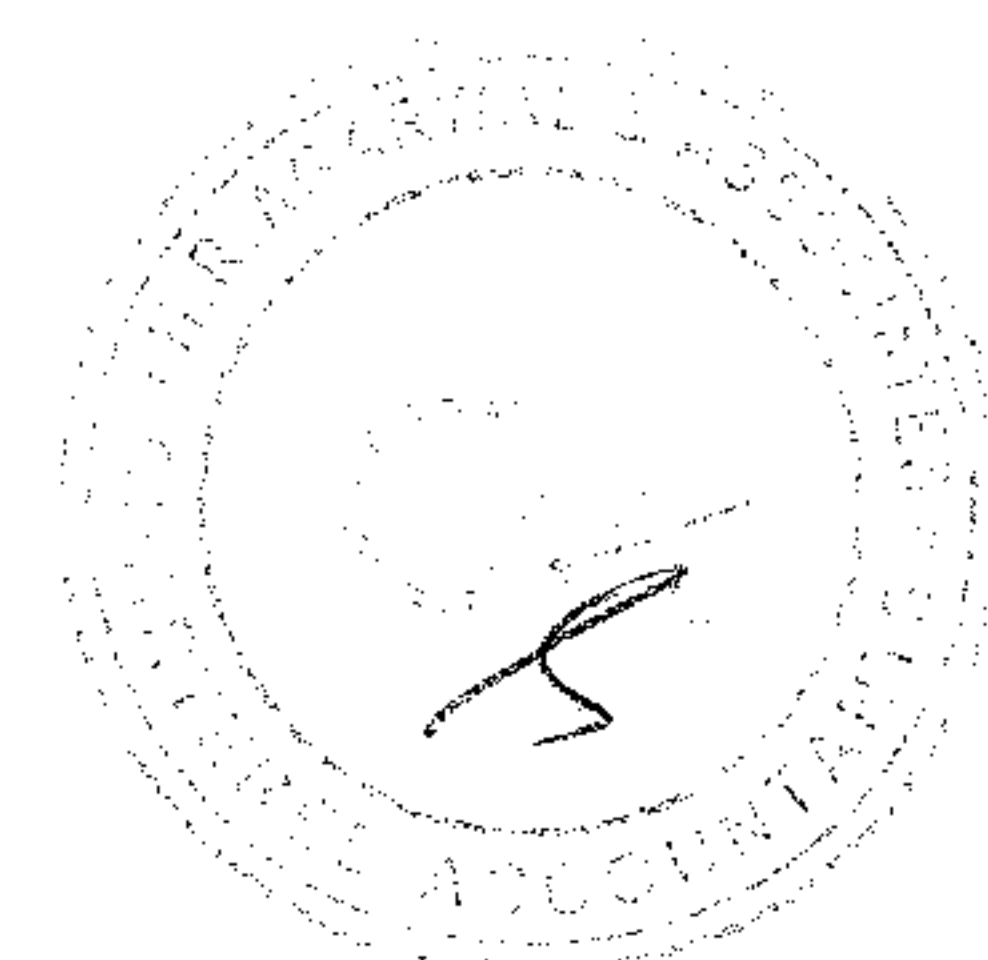
Place: Kolkata

Date: 24th May, 2013

Annexure to the Auditors' Report


The Annexure referred to in our report to the members of World City Development Private Limited ("the Company") for the year ended 31 March 2013. We report that:

- i) Since the company is not having any fixed asset as on 31st March 2013 the clause 4(i)(a)(b)(c) of the said order are not applicable to the company.
- ii) (a) Since the company does not have any inventory the sub-clause (II) of the said Order are not applicable to the company.
- iii) (a) As informed to us, the company has neither granted nor taken any loans secured or unsecured to / from companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956, hence the said order is not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of Inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- v) The Company has not entered into contracts or arrangements the particulars of which are required to entered into the register in pursuance of Section 301 of the act.
- vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposit from the public in pursuance to sections 58A and 58AA of the Companies Act, 1956.
- vii) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- viii) Provisions relating to maintenance of cost records as prescribed by the Central Government u/s 209 (1)(d) of the Companies Act, 1956, in our opinion are not applicable to the company.
- ix)
 - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth-tax, custom duty, excise duty, cess and other material statutory dues applicable to it,.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, Service Tax, Wealth-tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31st March, 2013 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, there are no dues of sales tax, income tax, service tax, customs duty, wealth tax, excise duty and cess, which have not been deposited on account of any dispute.
- x) The company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any dues to a financial institution or bank or debenture holders.



- xii) In our opinion the Company has not granted loans & advances on the basis of securities by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xv) In our opinion and according to the information & explanations given to us, the company has not given any guarantees for loans taken by others.
- xvi) The company has not obtained any term loan during the Period.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long term investment.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to the parties & companies covered in the Register maintained u/s 301 of the Act at the price which is not prejudicial to the interest of the Company.
- xix) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures.
- xx) The Company has not raised any money by Public Issue during the Period.
- xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For **H R Agarwal & Associates**
Chartered Accountants
Firm's registration number: 323029E


(CA. Shyam Sundar Agarwal)
Partner
Membership number: FCA 060033



Place: Kolkata
Date: 24th May, 2013

WORLD CITY DEVELOPMENT PRIVATE LIMITED

Balance Sheet as at March 31, 2013

	Note No.	As at 31.03.2013 Amount (in Rs.)	As at 31.03.2012 Amount (in Rs.)
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,197,000	2,197,000
Current Liabilities			
Other Current liabilities	3	18,958	9,386
Total		2,215,958	2,206,386
ASSETS			
Non-current assets			
Capital work-in-progress	4	936,181	719,644
Long term loans and advances	5	1,250,000	1,250,000
Other non-current assets	6	-	187,220
Current assets			
Cash and cash equivalents	7	29,777	49,522
Total		2,215,958	2,206,386
Summary of significant accounting policies	1		

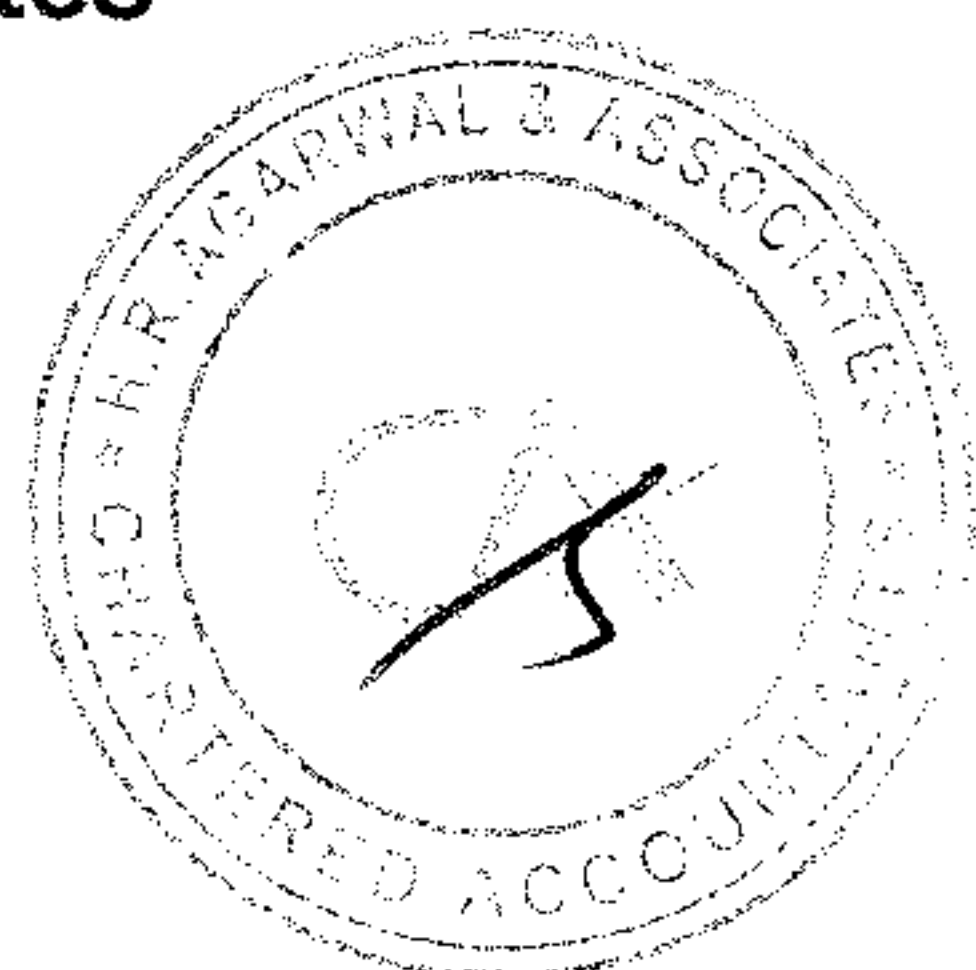
The accompanying notes are an integral part of the financial statements

As per our report of even date

For H. R. Agarwal & Associates
Chartered Accountants

Sagarwal

(CA Shyam Sundar Agarwal)
Partner
Membership No.FCA 060033



For and on Behalf of the Board

[Signature]
Director

[Signature]
Director

Date : 24/05/2013
Place : Kolkata

WORLD CITY DEVELOPMENT PRIVATE LIMITED
Cash Flow Statement Annexed to the Balance Sheet for the year ended 31.03.2013

Particulars	Year Ended 31.03.2013 Amount (Rs.)	Year Ended 31.03.2012 Amount (Rs.)
A. CASH FLOW OPERATING ACTIVITES	Nil	Nil
Operating Profit Before Working Capital Changes		
Adjustments for:		
Increase / (Decrease) in Other Current Liabilities	9,572	(139)
Net Cash From Operating Activities	9,572	(139)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase) / Decrease in Capital work in progress	(216,537)	(24,651)
Decrease in loans & advances	-	-
(Increase) / Decrease in Misc.Expenditure-Preliminary Expenses	187,220	-
Purchase of Fixed Assets	-	-
	(29,317)	(24,651)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt of Borrowings	-	-
Share Capital	-	-
D. Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(19,745)	(24,790)
Opening Cash and cash equivalents	49,522	74,312
Closing Cash and cash equivalents	29,777	49,522
Closing Cash and cash equivalents as per Balance Sheet	29,777	49,522


Note:

1 Figures in brackets denote cash outflow

The accompanying notes are an integral part of the financial statements

As per our report of even date

For H. R. Agarwal & Associates
Chartered Accountants


(CA Shyam Sundar Agarwal)
 Partner
 Membership No.FCA 060033



For and on Behalf of the Board


 Director


 Director

Date : 24/05/2013
 Place : Kolkata

WORLD CITY DEVELOPMENT PRIVATE LIMITED

Notes to financial statements for the year ended 31st Mar, 2013

As At
March 31, 2013
(Rs.)

As At
March 31, 2012
(Rs.)

1) SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting

The Company prepares its financial statements in accordance with generally accepted accounting practices and also in accordance with requirements of Companies Act, 1956.

Revenue Recognition

All expenses incurred up to the date of commercial operation are recognized as Capital work-in-progress.

Contingent Liability

No provision is made for liabilities which are contingent in nature, unless it is probable that future events will confirm that an asset has been impaired or a liability incurred as at the balance sheet date and a reasonable estimate of the revenue loss can be made. However, all known material contingent liabilities are disclosed by way of separate note.

2) Share Capital

Authorised :

1,000,000 Equity Shares of Rs.10/- each

10,000,000

10,000,000

Issued, Subscribed & Paid-Up:

2,19,700 Equity Shares of Rs.10/- each fully paid up share

2,197,000

2,197,000

2,197,000

2,197,000

1) The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to have one vote per share. Dividend if any proposed by the Board of Directors is subject to approval of the share holders in the ensuing AGM.

2) Shares held by its holding company M/S Shristi housing development private Ltd (SHDPL), Shristi Infrastructure Development Limited being the ultimate holding company.

219,400

219,400

3) Shareholder holding more than 5% of the total shares- SHDPL

219,400

219,400

3) Current Liabilities and Provisions

Sundry Creditors

15,933

6,361

Liability for Expenses

3,025

3,025

18,958

9,386

4) Capital work-in-progress

Opening Balance

719,644

694,993

Add: Addition during the year

216,537

24,651

936,181

719,644

5) Long term loans and advances

Unsecured and Considered good

Capital Advance

1,250,000

1,250,000

1,250,000

1,250,000

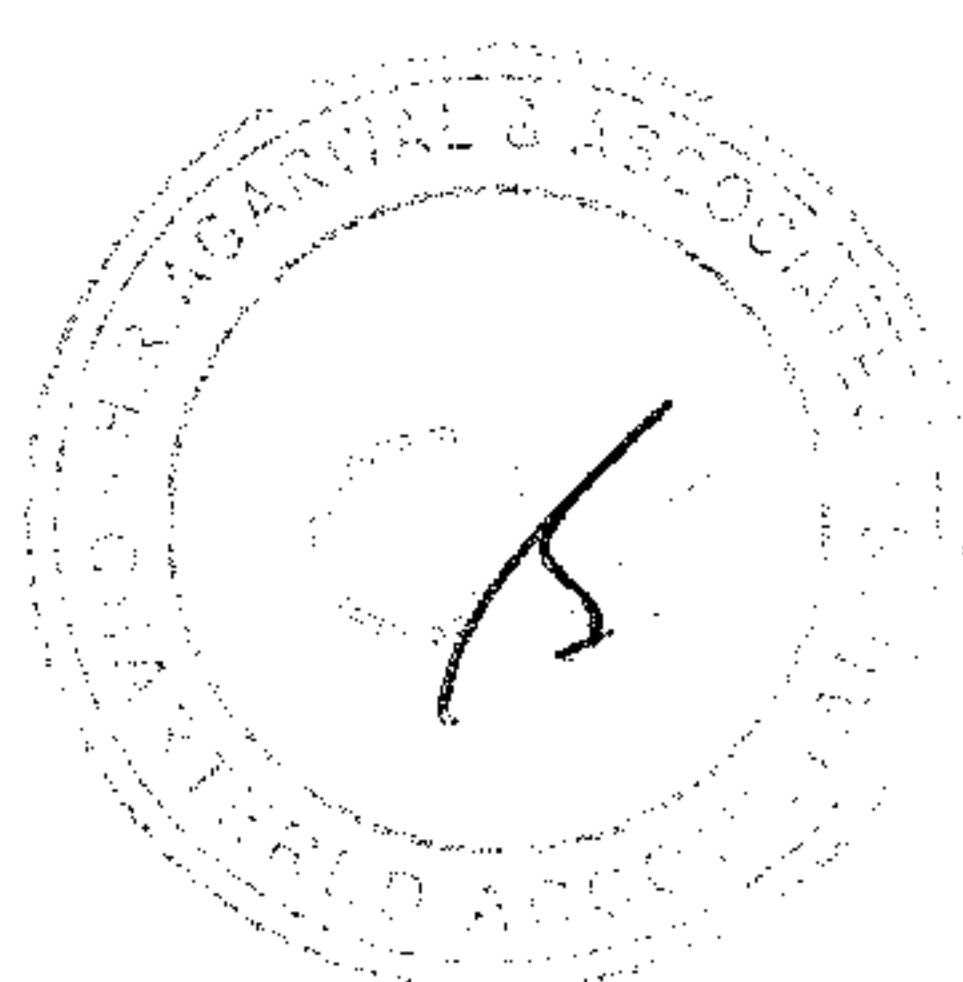
6) Other non-current assets

Preliminary Expenses.

187,220

-

187,220



[Signature]

[Signature]

WORLD CITY DEVELOPMENT PRIVATE LIMITED

Notes to financial statements for the year ended 31st Mar, 2013

	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
7) <u>Cash and cash equivalents</u>		
Balances with Scheduled banks - in Current Accounts	26,239	42,044
Cash-in-hand	3,538	7,478
	29,777	49,522

8) The company is yet to commence the commercial operations, hence no Profit & Loss Account has been prepared.

9) The Company has not paid any Managerial remuneration to any of the Directors for the period.

10) Contingent liabilities : NIL

11) Related Party Transactions

As per the Accounting Standard – 18, issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions with them have been discussed below:

a. List of related parties & relationships, where control exists:

Holding company of Reporting Enterprise :

Shristi Housing Development Private Limited.

b. Related parties & relationships with whom transactions have taken place during the year:

Key Management Personnel

Mr. Shankar Mukherjee: Director
Mr. Gautam Malik: Director

c. Transactions with Related parties

Holding Company :

Share Capital received

NIL

12) The Company has identified real estate construction as its sole operating segment and the same has been treated as the primary segment. As such no separate segment information has been provided.

13) Since the company is not having any timing difference and permanent difference as prescribed under Accounting Standard – 22 issued by ICAI hence, provision of Deferred Tax is not required.

14) Previous year figures have been rearranged or regrouped wherever considered necessary.

As per our report of even date

For H. R. Agarwal & Associates
Chartered Accountants

Sagarwal

(CA Shyam Sundar Agarwal)
Partner
Membership No.FCA 060033

Date : 24/05/2013
Place : Kolkata



For and on Behalf of the Board

[Signature]
Director

[Signature]
Director