

VIRTUOUS SHOPPING CENTRES LIMITED
ANNUAL ACCOUNTS
2013-14

N. M. RAIJI & CO.
Chartered Accountants
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Independent Auditor's Report

To the Members of Virtuous Shopping Centres Limited

Report to the financial statements

We have audited the accompanying financial statements of Virtuous Shopping Centres Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for Financial Statements

Management's Responsible for 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 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, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) 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") 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;

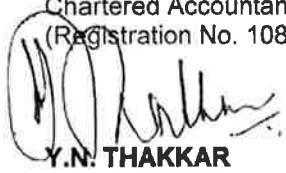
b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books

c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For N.M. RAIJI & CO.,
Chartered Accountants
(Registration No. 108296W)



Y.N. THAKKAR
Partner
Membership No. 33329

Place : Mumbai
Date :

1.9 MAY 2014

ANNEXURE TO THE AUDITORS' REPORT

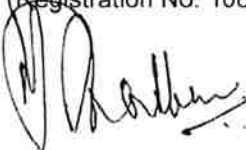
(Referred to in our report of even date to the members of Virtuous Shopping Centres Limited (the Company))

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, physical verification of major items of fixed assets was conducted by the management during the year. In our opinion, the frequency of physical verification is reasonable having regard to the size and operations of the Company and the nature of its assets. No discrepancies were found on physical verification.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- (ii) The Company did not carry any inventory during the year.
- (iii) (a) The Company has not granted any loans, secured or unsecured, during the year to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c) and (d) of paragraph 4(iii) of the Order are not applicable.
- (b) The Company has not taken any loans, secured or unsecured, during the year from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (f) and (g) of paragraph 4(iii) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit, we have not observed any major weaknesses in internal control system.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us, there are no transactions that need to be entered into the register in pursuance of section 301 of the Companies Act, 1956.
- (vi) The Company has not accepted any deposits from the public to which the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 apply.
- (vii) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) (a) According to the records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at March 31, 2014 for a period of more than six months from the date they became payable.
- (b) According to the records made available to us and the information and explanations given by the management, there are no dues of sales tax / income tax / custom duty / wealth tax / Service Tax / excise duty / cess that have not been deposited on account of any dispute.
- (ix) The Company has not completed five years from the date of its registration. Hence paragraph 4(x) of CARO is not applicable.



- (x) The Company has not taken any loans from any banks or financial institutions. The debentures issued by the Company were not due for repayment during the year. The interest on the debentures for the year 2013-14 due on 31st March 2014 has been paid on 10th April 2014.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit / nidhi / mutual benefit fund / society.
- (xiv) Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that in respect of investments of the Company, proper records have been maintained of the transactions and contracts and timely entries have been made in those records. All the investments of the Company are held in its own name except as permissible under section 49 of the Companies Act, 1956.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not obtained any term loans.
- (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) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) During the year the Company has issued unsecured debentures.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) According to the information and explanation given to us, no fraud on or by the company, has been noticed or reported during the course of our audit.

For N.M. RAIJI & CO.,
Chartered Accountants
(Registration No. 108296W)



Y.N. THAKKAR
Partner
Membership No. 33329

Place: Mumbai

Date : 19 MAY 2014

VIRTUOUS SHOPPING CENTRES LIMITED
Balance sheet as at 31st March 2014

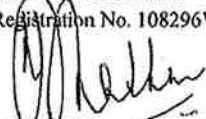
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(Rs. in Lakhs)				
Sr. No.	Particulars	Note No.	As at	
			31st March 2014	31st March 2013
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1.1	328.20	328.20
	(b) Reserves and surplus	1.2	190.07	202.25
			518.27	530.45
2	Non - Current Liabilities			
	(a) Long term borrowings	1.3	5,695.60	5,695.60
3	Current Liabilities			
	(a) Trade payables	1.4	0.39	0.72
	(b) Other current liabilities	1.5	570.16	785.87
			570.55	786.59
	TOTAL		6,784.42	7,012.64
II.	ASSETS			
1	Non- Current Asset			
	(a) Fixed assets			
	Tangible assets	1.6	0.59	0.74
	(b) Non-current investments	1.7	561.37	561.37
	(c) Deferred tax assets (net)	1.8	0.12	0.07
	(d) Long term loans and advances	1.9	5,640.01	5,640.01
			6,202.09	6,202.19
2	Current assets			
	(a) Cash & cash equivalents	1.10	18.25	23.54
	(b) Short term loans & advances	1.11	0.13	5.12
	(c) Other current assets	1.12	563.95	781.79
			582.33	810.45
	TOTAL		6,784.42	7,012.64
	Significant Accounting Policies & Notes to Accounts	1-4		

Signatures to notes on financial statement & other notes

As per our report attached.

For N. M. RAJI & CO.,
 Chartered Accountants
 Registration No. 108296W


Y. N. THAKKAR

Partner
 Membership No. 33329
 Mumbai, 19th May 2014

For and on behalf of the Board,


Mr. Janshed Daboo - Director


Mr. Sanjay Gupta - Director

Mumbai, 19th May 2014

VIRTUOUS SHOPPING CENTRES LIMITED
Statement of Profit & Loss for the Year Ended 31st March 2014

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(Rs. in Lakhs)

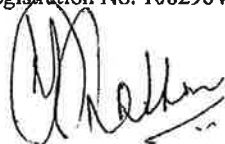
Sr. No.	Particulars	Note No.	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
I	Revenue from Operations	2.1	-	195.00
II	Other Income	2.2	564.08	564.00
III	Total Revenue (I+II)		564.08	759.00
IV	Expenses:			
	Employee benefits expense	2.3	-	181.83
	Finance cost	2.4	569.56	569.56
	Depreciation and amortization expense	1.6	0.15	0.15
	Other expenses	2.5	6.61	10.89
	Total Expenses		576.32	762.43
V	Profit/(loss) before tax (III-IV)		(12.24)	(3.43)
VI	Tax expense			
	Current tax		-	-
	Deferred tax	1.8	(0.06)	(0.07)
	Total Tax Expenses		(0.06)	(0.07)
VII	Profit/ (Loss) for the year (V-VI)		(12.18)	(3.36)
VIII	Earnings per equity share:			
	Basic & Diluted in Rs	4.4	(0.37)	(0.10)

Signatures to notes on financial statement & other notes

As per our report attached.

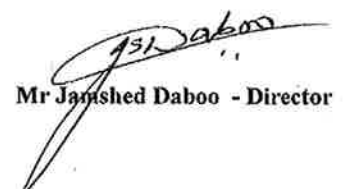
For and on behalf of the Board,

For N. M. RAIJI & CO.,
 Chartered Accountants
 Registration No. 108296W



Y. N. THAKKAR
 Partner

Membership No. 33329
 Mumbai, 19th May 2014



Mr Jamshed Daboo - Director



Mr. Sanjay Gupta - Director

Mumbai, 19th May 2014

Note 1.1
Share capital

Particulars	As at 31st March 2014		As at 31st March 2013	
	Number	Rs. in Lakhs	Number	Rs. in Lakhs
(a) AUTHORISED				
Equity Shares of Rs 10 each	5,000,000	500.00	5,000,000	500.00
(b) ISSUED, SUBSCRIBED AND PAID UP :				
Equity Shares of Rs 10 each fully paid	3,282,025	328.20	3,282,025	328.20
Total	3,282,025	328.20	3,282,025	328.20

(c) Out of the above 66.66% (Previous Year - 66.66%) shares are held by Trent Hypermarket Limited , the holding Company .

(d) **Rights, Preferences and Restrictions attached to equity shares:**

Each holder of Equity Shares is entitled to one vote per share. The shareholders have the right to receive interim dividends declared by the Board of Directors and final dividends proposed by the Board of Directors and approved by the shareholders. In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the remaining assets of the company, after distribution of Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. The equity shareholders have all other rights as available to the equity shareholders as per the provisions of Companies Act 1956 read together with the Memorandum of Association and Articles of Association of the company as applicable.

Particulars	As at 31st March 2014		As at 31st March 2013	
	Nos.	Rs. in Lakhs	Nos.	Rs. in Lakhs
(e) Reconciliation of Share Capital				
Equity shares				
Number of shares at the beginning	3,282,025	328.20	3,282,025	328.20
Add: Shares issued during the year	-	-	-	-
Number of shares at the end of year	3,282,025	328.20	3,282,025	328.20

Name of the shareholder	As at 31st March 2014		As at 31st March 2013	
	No. of shares	% to total shares	No. of shares	% to total shares
(f) The details of shareholders holding more than 5 % shares as at end of the year is as under:				
Trent Hypermarket Limited	2,187,796	66.66%	2,187,796	66.66%
Virtuous Malls Private Limited	-	-	820,505	25.00%
Trent Limited	1,094,229	33.34%	-	-
Siddhartha Yog	-	-	218,586	6.66%

As per the records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

Note 1.2
Reserves And Surplus

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
(a) Securities Premium Account		
Balance as per last financial statement	212.62	212.62
(b) Surplus / (deficit) in the statement of profit and loss		
Balance as per last financial statement	(10.37)	(7.00)
Add: Profit/(Loss) for the current year	(12.18)	(3.36)
	(22.55)	(10.37)
Total	190.07	202.25

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.3

Long Term Borrowings

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Bonds / Debentures:-		
(a) 10% Unsecured Optionally Convertible Debentures issued to related Parties	5,695.60	5,695.60
Total	5,695.60	5,695.60

Notes:-

1) In the year 2011-12, the company has issued 56,955,950 , 10% ,unsecured, optionally convertible debentures (OCD) of Rs 10 each having maturity period of five years from the date of issue i.e. 11th November, 2011. The holder of the OCD has the option to convert the OCD into equity shares at a premium of Rs 10 (i.e. two OCDs are convertible into one equity share) at any time after six months from the date of issue but before end of maturity period. Further upon conversion, the equity shares issued to such holder shall rank pari passu in all respect with the other equity shares of company.

2) Redemption of OCD:- Unless the option of conversion is exercised by the holder there of , the OCD will be compulsorily redeemed at a face value of Rs 10 per OCD at the end of maturity period.

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.4
Trade Payables

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
(a) Trade payable (Refer Note 4.2 on Page No 20)	0.39	0.72
Total	0.39	0.72

Note : Includes dues to Trent Hypermarket Limited for previous year of Rs. 0.18 Lakhs on account of reimbursement of expenses.

Note 1.5
Other Current Liabilities

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
(a) Withholding tax & other statutory payments	19.03	19.07
(b) Interest on debenture payable to related parties (Refer Note (i) below)	550.53	748.55
(c) Other payable (Refer Note (ii) below)	0.60	18.25
Total	570.16	785.87

Notes :-

(i) Interest on debenture payable to related parties includes interest on debenture payable to Trent Hypermarket Limited :- Rs 379.63 Lakhs (Previous Year :-Rs. 511.63 Lakhs) & to Trent Limited Rs. 170.90 Lakhs (Previous Year Rs. Nil)

(ii) Other payable includes payable to Trent.Hypermarket Limited :-Rs 0.50 Lakhs (Previous Year :- 16.63 Lakhs) and to Trent Limited Rs 0.10 Lakhs (Previous year :- Rs Nil)

Note 1.6
Fixed Assets

ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION AND AMORTISATION				NET BLOCK
	As at 1st April 2013	Additions/ Adjustments	Deductions/ Adjustments	As at 31st March 2014	As at 1st April 2013	On Deductions/ Adjustments	For the Year	As at 31st March 2014	As at 31st March 2014
	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs	Rs. in Lakhs
Tangible Assets									
Computer	0.96 (0.96)	- -	- -	0.96 (0.96)	0.22 (0.07)	- -	0.15 (0.15)	0.37 (0.22)	0.59 (0.74)
Total Tangible Assets	0.96 (0.96)	- -	- -	0.96 (0.96)	0.22 (0.07)	- -	0.15 (0.15)	0.37 (0.22)	0.89 (0.74)
Total									0.59 (0.74)

Note :-
Figures in brackets represent previous year

Note 1.7
Non-Current Investments

Particulars	As at 31st March 2014			As at 31st March 2013	
	Proportion of holding(%)	No.of. Shares/Units	Rs. in Lakhs	No.of. Shares/Units	Rs. in Lakhs
Long Term investment					
Trade investment at cost (unquoted & fully paid)					
Investment in Equity instruments					
Investment in Subsidiary					
Commonwealth Developers Limited - Equity shares of Rs 10 each	100%	109,000	561.37	109,000	561.37
Total Investment			561.37		561.37
Aggregate of quoted investment			-		-
Aggregate of unquoted investment			561.37		561.37
Total			561.37		561.37

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.8
Deferred Tax

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Deferred Tax Liability		
(a) Depreciation	0.15	0.15
Total	0.15	0.15
Deferred Tax Asset		
(a) Unabsorbed Depreciation	0.27	0.22
Total	0.27	0.22
Net Deferred Tax Assets	0.12	0.07

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.9
Long Term Loans & Advances

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Unsecured, Considered Good		
Loan to wholly owned subsidiary		
Loan to Commonwealth Developers Limited (Refer Note below)	5,640.01	5,640.01
Total	5,640.01	5,640.01

Note: The loan carries interest at the rate of 10 % per annum and is for a period of 3 years.

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.10
Cash & Cash Equivalents

Particulars	As at 31st March 2014	As at 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
(a) Balance with banks	18.25	23.54
Total	18.25	23.54

Note 1.11

Short term Loans & Advances

Particulars	As at	As at
	31st March 2014	31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Unsecured, considered Good		
(a) Security Deposits	-	5.00
(b) Advance Payment of Taxes - Net of Provision	0.13	0.12
Total	0.13	5.12

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of the Balance Sheet

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Note 1.12

Other Current Assets

Particulars	As at	As at
	31st March 2014	31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
(a) Interest receivable (Refer Note (i) below)	563.95	781.79
Total	563.95	781.79

Notes :

(i) Interest receivable comprises of interest on loan from wholly owned subsidiary - Commonwealth Developers Limited.

Note 2.1
Revenue from Operations

Particulars	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Sale of Services		
Development Management Fee	-	195.00
Total	-	195.00

Note 2.2
Other Income

Particulars	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Interest from Loans and Advances to related party	564.00	564.00
Other Income	0.08	-
Total	564.08	564.00

Note 2.3

Employee Benefit Expenses

Particulars	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Salaries, Wages, Bonus, etc.	-	181.83
Total	-	181.83

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of Statement of Profit and Loss

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Note 2.4
Finance Cost

Particulars	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Interest on Debentures	569.56	569.56
Total	569.56	569.56

VIRTUOUS SHOPPING CENTRES LIMITED
Notes forming part of Statement of Profit and Loss

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Note 2.5
Other Expenses

Particulars	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
	Rs. in Lakhs	Rs. in Lakhs
Rates and Taxes	0.04	0.03
Professional and Legal Charges	0.58	1.05
Bank Charges & other interest	-	0.19
Repairs other	-	0.09
Travelling expenses	-	6.65
Postage & Telephone	-	1.50
Advances written off	5.31	-
General expenses (Refer Note 4.3 on page no 20)	0.68	1.38
Total	6.61	10.89

Note 3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of accounts

The financial statements are prepared on accrual basis of accounting and in accordance with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and referred to in Section 211 (3C) of the Companies Act, 1956.

3.2 Fixed Assets and Depreciation

3.2.1 Fixed Assets are stated at cost less depreciation. Costs comprise of cost of acquisition and any attributable cost of bringing the asset to condition for its intended use.

3.2.2 Depreciation on tangible assets is provided on Straight Line Method in accordance with the provisions of Schedule XIV to the Companies Act, 1956.

3.3 Income

3.3.1 Income from services are accounted on accrual basis and are exclusive of service tax if any

3.3.2 Interest income is accounted on accrual basis.

3.4 Provisions and Contingent Liabilities

The Company recognises a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liability is made when there is possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

3.5 Investments

Long Term investments are stated at cost. The provision for diminution is made to recognise a decline, other than temporary in the value of long terms investments. Current investments are stated at lower of cost or fair value.

3.6 Borrowing Cost

Borrowing Cost include interest, fees and other charges incurred in connection with the Borrowing of funds and is considered as revenue expenditure for the year in which it is incurred. Borrowing cost attributed to the acquisition/improvement of qualifying capital assets and incurred till the commencement of commercial use of the assets is capitalised as cost of the assets.

3.7 Taxation

Current Tax comprises of Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

Deferred tax, subject to the consideration of prudence, is recognised on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realized. In case of unabsorbed depreciation and carry forward tax losses, deferred tax assets are recognised to the extent that there is virtual certainty that sufficient future tax income will be available against which such deferred tax assets can be realized.

Note 4 Other Notes

1 RELATED PARTY TRANSACTIONS :

Related parties

1.1 Parties where Control exists

Trent Hypermarket Limited - Holdig company
 Commonwealth Developers Limited :- 100% Subsidiary company
 Trent Limited- 100% holding company of Trent Hypermarket Limited
 Virtuous Trustee Private Limited -Joint control over the company in terms of AS 27 till 3rd April 2014
 Virtuous Malls Private Limited -Joint control over the company in terms of AS 27 till 3rd April 2014
 Mr. Sidharth Yog :- Joint control over the company in terms of AS 27 till 3rd April 2014

1.2 Directors of the Company

Directors

Mr. Jamshed Daboo
 Mr. Sanjay Gupta
 Mrs Monali Mahajan

1.3 Fees for services rendered to related parties

Commonwealth Developers Limited

1.4 Subscription of Equity Shares

Trent Limited

1.5 Subscription of Debentures

Trent Limited

1.6 Interest/Dividend to related parties

Trent Hypermarket Limited
 Trent Limited
 Virtuous Trustee Private Limited
 Virtuous Malls Private Limited

1.7 Interest/Dividend Received from related parties

Commonwealth Developers Limited

1.8 Loan given outstanding as on 31.03.2014

Commonwealth Developers Limited

**1.9 Outstanding balance as on 31.03.2014
 due to company**

Commonwealth Developers Limited

**1.10 Outstanding balance as on 31.03.2014
 payable by Company**

Trent Hypermarket Limited
 Trent Limited
 Virtuous Trustee Private Limited
 Virtuous Malls Private Limited

	2013-14	2012-13
	Rupees in Lakh	Rupees in Lakh
	-	219.10
	109.42	-
	1,898.91	-
	379.67	379.67
	189.89	-
	-	9.57
	-	180.32
	564.00	564.00
	5,640.01	5,640.01
	563.94	781.80
	380.13	528.44
	171.00	-
	-	11.94
	-	224.98

4.2 There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March 2014. This information as required to be disclosed under the Micro, Small and Medium Enterprise Development Act 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

4.3 General Expenses (Note 2.5, Page 17) includes Auditor remuneration

Audit fees
 Other Services

2013-14	2012-13
Rs. In Lakhs	Rs. In Lakhs
0.28	0.28
0.39	0.28

4.4 EARNINGS PER SHARE (EPS) :

- (a) Weighted Average Number of shares outstanding during the year
- (b) Net Profit/(Loss) after Tax available for Equity Share Holders (Rs in Lakhs)
- (c) Earnings Per Share (Rs.) Face value of Rs.10/-
 Basic & Diluted

2013-14	2012-13
3,282,025	3,282,025
(12.18)	(3.36)
(0.37)	(0.10)

4.5 There are no amounts due & outstanding to be credited to investor education & protection fund.

4.6 Segment Reporting : The main business of the company is Developing and Managing of Properties. All other activities of the company are incidental to the main business. Accordingly there are no separate reportable segments in terms of Accounting Standard 17 on "Segment Reporting".

4.7 Commitments

Commitments for the year Nil (2012-13 :- Nil)

4.8 Contingent Liabilities

Contingent liability for the year: Nil (2012-13 :-Nil)

4.9 Claims not acknowledged as debts

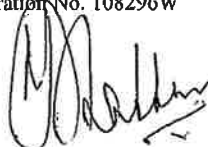
Claims not acknowledged as debts for the year Nil (2012-13 :- Nil)

4.10 Previous year's figures have been regrouped/reclassified whenever necessary to correspond with the current year's classification/disclosure.

Signatures to notes on financial statement & other notes

As per our report attached.

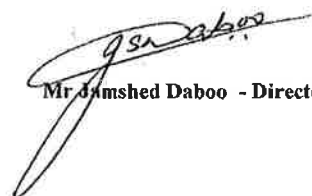
For N. M. RAIJI & CO.,
 Chartered Accountants
 Registration No. 108296W



Y. N. THAKKAR
 Partner
 Membership No. 33329
 Mumbai, 19th May 2014

For and on behalf of the Board,

Mr. Hamshed Daboo - Director



Mr. Sanjay Gupta - Director



Mumbai, 19th May 2014

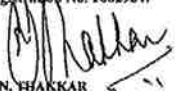
VIRTUOUS SHOPPING CENTRES LIMITED
Cash Flow Statement for the year ended 31.03.2014

21

Sr. No.	Particulars	01.04.2013 to 31.03.2014		31.03.2013
		Rs in Lakhs	Rs in Lakhs	Rs in Lakhs
A	Cash Flow From Operating Activities			
	Net Profit before Taxes and Exceptional Items		(12.24)	(3.44)
	Adjustment for :-			
	Interest on debenture expenses	569.56		569.56
	Depreciation	0.15		0.15
	Advances written off	5.31		-
	Interest income on loan to Commonwealth Developers Limited	(564.00)		(564.00)
	Operating Profit Before Working Capital Changes		11.02	
	Adjustments for :		(1.22)	2.27
	(Increase)/Decrease in Trade Receivables	-		59.92
	(Increase)/Decrease in shortterm loans & advances	-		0.12
	(Increase)/Decrease in other current asset	-		13.33
	Increase/(Decrease) in Trade payable	(0.32)		(66.82)
	Increase/(Decrease) in other current liabilities	(18.01)		(54.40)
	Cash generated from operations		(18.33)	
	Direct tax paid		(19.55)	(45.57)
	Net Cash from Operating Activities		(0.01)	(0.08)
			(19.56)	(45.65)
B	Cash Flow From Investing Activities			
	Net cash used in Investing Activities		-	-
C	Cash Flow From Financing Activities			
	Interest on debentures	(767.58)		(19.03)
	Interest income on loan	781.85	14.27	0.06
	Net cash from Financing Activities		14.27	(18.97)
	Net Increase In Cash And Cash Equivalents (A+B+C)		(5.29)	(64.63)
	Cash And Cash Equivalents As At 01.04.2013		23.54	88.17
	Cash And Cash Equivalents As At 31.03.2014		18.25	23.54
	Notes:	1) All figures in brackets are outflows. 2) Cash and Cash equivalents consist Balances with Banks as detailed in note 1.10 to the Balance Sheet on Page No 11. 3) Previous year figures have been regrouped/reclassified wherever necessary.		

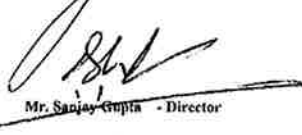
As per our report attached.

For N. M. RAJJI & CO.,
 Chartered Accountants
 Registration No. 108296W


 Y. N. THAKKAR
 Partner
 Membership No. 33329
 Mumbai, 19th May 2014

For and on behalf of the Board,


 Mr. Jashraj Daboo - Director


 Mr. Sanjay Gupta - Director

Mumbai, 19th May 2014