



AJWA FUN WORLD & RESORT LIMITED
20th ANNUAL REPORT
2011-2012



AJWA FUN WORLD & RESORT LIMITED

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2011-2012

BOARD OF DIRECTORS

RAJESH C. JAIN

RAHIL R. JAIN

SURBHI N. KOTHARI

KALINDI PATEL

PRADYUMAN PANDYA

CHAIRMAN & MANAGING DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

DIRECTOR

AUDITORS

M/s. Porwal & Porwal

625, Laxmi Industrial Estate,

Near SAB TV,

New Link Road, Andheri (W)

Mumbai.

BANKERS

Corporation Bank Dandia Bazar

Baroda.

Punjab National Bank. Fatehgunj,

Baroda

REGISTERED OFFICE / PARK

Ajwa Nimeta Road,

P.O. Ajwa Compound- 391 510,

Ta, Waghodia. Dist. Baroda.

CORPORATE OFFICE

'A' Tower, 1st Floor,

Kunj Resi Cum Plaza,

Palace Road, Baroda-390 001

CONTENTS

Notice.....	01
Directors Report.....	03
Corporate Governance.....	08
Auditor's Report.....	14
Balance Sheet.....	18
Profit & Loss A/c.....	19
Cash Flow	20
Notes on Account.....	21
Proxy	33

NOTICE

NOTICE is hereby given that the **Twentieth Annual General Meeting** of the Members of **AJWA FUN WORLD & RESORT LIMITED** will be held on Saturday, 29th September, 2012 at the Registered office of the Company situated at Ajwa Nimeta Road, P.O. Ajwa Compound - 391 510 Tal. Waghodia, Dist. Baroda at 10:00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the report of the Directors and the Auditors thereon.
2. To appoint Mrs Kalindi Patel who retires by rotation and has offered herself for re-appointment.
3. To appoint Mr. Pradhyuman Pandya who retires by rotation and has offered himself for re-appointment.
4. RESOLVED THAT the resignation of Mr. Babulal Makwana, Director of the Company, be and is hereby accepted with effect from the 30th day of the September 2012.
5. "RESOLVED THAT the resignation of Mr. Paresh Patel, Director of the Company, be and is hereby accepted with effect from 30th day of the September 2012.
6. To Reappoint Auditor and fix their remuneration.
"(RESOLVED THAT M/s Porwal & Porwal, Chartered Accountant, (Registration No. 118727W), MUMBAI, be and are hereby appointed as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors. "

By order of the Board of Directors,
For Ajwa Fun World & Resort Ltd.

Place : Ajwa
Date : 29th August' 2012

Rajesh C. Jain
(Chairman & Managing Director)

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting"), is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September, 2012 to 29th September, 2012 (both days inclusive).
3. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to M.C.S. Ltd. Vadodara for consolidation into a single folio.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s M.C.S. Ltd. Vadodara.
5. Non Resident Indian Members are requested to inform M.C. S. Ltd. Vadodara Immediately of :
 - a) Change in their residential status on return to India for Permanent Settlement.
 - b) Particular of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

By order of the Board of Directors,
For Ajwa Fun World & Resort Ltd.

Place : Ajwa
Date : 29th August' 2012

Rajesh C. Jain
(Chairman & Managing Director)

DIRECTORS' REPORT

TO
THE MEMBERS,
M/S AJWA FUN WORLD & RESORTS LIMITED
VADODARA

Your Directors have pleasure in presenting their Twentieth Annual Report together with the Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

(Rs. in lacs)

Particulars	2011-12	2010-11
Income- Revenue	376.23	364.28
OTHER INCOME	9.61	8.44
Profit/ (Loss) before depreciation & tax	87.55	96.55
Less: Depreciation	50.69	44.64
Profit/ (Loss) before tax	36.86	51.91
Net Profit / (Loss) after tax	36.86	51.91

OPERATIONS

During the year under review the Board of Directors of your Company have charted the plan and strategy to dynamically activate the operations in Entertainment and Tourism Sector on horizontal and vertical directions.

You will be happy to know that as your company has started growing in its operation in substantially and the scale of activities of your company increase drastically since your company is in expansion mode.

Almost all other revenue generation areas i.e. Food and Beverages, Income from other recreational facilities, Branding and Sponsorships, Rental and Merchandising have shown good improvement compared to same period of that of last year.

As you have been apprised in previous annual reports, the visionary and ambitious board of directors under the leadership of MR RAJESH JAIN, The Chairman & Managing Director has successfully commenced the operations in infrastructure and construction of the complexes in INDORE and it is pleasure to report that the company has earned the respectable sum amount of profitability from the part of the operations of the project which has contributed respectfully in cutting the accumulated loss position. The board of directors are determined to put the company on the success and profitable tracks to reward the members for the investment and trust reposed in the management.

FUTURE PLANS AND PROSPECTS:

Many amusement park projects for turnkey contracts are in under discussion and negotiation and barring unforeseen circumstances, prospect of project business is good in the future. With aggressive marketing schemes, good number of booking for events and with an emphasis on increasing Food & Beverage sales, barring any unforeseen circumstances, your company looks to the future with confidence.

FUTURE BUSINESS PROSPECTS:

The process of restructuring with new clothes is in advance stage & the activities during the year will be stabilize profit earnings. The board of directors of your company has charted the plan to undertake the diversified projects of construction in VADODARA, an Industrially developed city, after completing the legal issues near the entertainment park & other pivotal area. As an inbuilt policy of the dynamism and pragmatism. Your Company has laid down the plan to explore the opportunity.

Your company is above in advance stage of articulation of a Spa and Resort with ultra modern amenities and beatification engraved with Banquet Hall, Marriage Party Hall, Swimming Pool and SPA at Ajwa.

DIVIDEND

Your Board of Directors do not recommend any dividend in view that your company is in need of money for its future expansion and development. However, the boards of directors of your company are determined to reward the members by increasing the worth of your company in future with value additions to the investment of shareholders of the company.

DIRECTORS

Mrs. Kalindi Patel & Mr. Pradhyuman Pandya Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offer him for re-appointment.

Mr. Babulal Makwana and Mr. Paresh Patel, Director of the Company are resigning their Possession as Director with effect from 30th day of September 2012, and Company accepted their resignation.

AUDITORS

M/s. Porwal & Porwal, Chartered Accountants, Mumbai, retire as an Auditor of the Company at the ensuing Annual General Meeting and are eligible for re-appointment and they have furnished the certificate for their eligibility as per Section 224(1B) of the Companies Act 1956.

AUDIT COMMITTEE

As required under Section 292A of the Companies Act, 1956 Audit Committee comprising MR. Rahil R. Jain, Mrs. Surbhi N. Kothari & Mr. Pradyuman Pandya has been formed. Audit Committee meetings were held in accordance with statutory requirements to review critically the financial statements and information to be transmitted to the stakeholders.

INDUSTRIAL RELATION

During the year under review the relation between employees and management were cordial.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO

Your Company maintains an eco-friendly environment and continuously works hard towards conservation of energy by adhering to strict norms. Your Company is under-taking various projects towards conservation and recycling of water. Your Company's triple bottom line approach on economic, environmental and social returns had made the Company more environmental conscious and it is now committed towards minimizing its carbon foot-print and green house effects.

Further as required by the provisions of Section 217 (1)(e) of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, the relevant data pertaining to Conservation of Energy, Technology absorption & Foreign exchange earnings and outgo are furnished in the Annexure forming part of this report.

AUDITORS REPORT

Auditor's observations are self explanatory and/or suitably explained in the notes on Accounts.

PARTICULARS OF EMPLOYEES

There was no employee during the year under review whose particulars are required to be given pursuant to Section 217 (2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Your Company attaches considerable significance to good corporate governance as an important step towards building investor confidence, improve investor's protection and maximize long term shareholder value. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, a compliance report on the Corporate Governance forms part of the Annual Report along with Auditor's Certificate on its compliance.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i] That in the preparation of the accounts for the financial year ended 31st March, 2012 the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii] That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review ;
- iii] That the Directors have taken proper and sufficient care 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 fraud and other irregularities;
- iv] That the Directors have prepared the accounts for the financial year ended 31st March, 2012 on a going concern' basis.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also place on record their appreciation of the devoted services rendered by the Executives, Staff Members and Workers of the Company.

By order of the Board of Directors,
For Ajwa Fun World & Resort Ltd.

Place : Ajwa
Date : 29th August 2012

Rajesh C. Jain
(Chairman & Managing Director)

ANNEXURE TO DIRECTORS REPORT

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN REPORT OF BOARD OF DIRECTORS), RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2012.

CONSERVATION OF ENERGY

FORM "A"

Your Company falls out of the purview of the list of Industries which are required to furnish the necessary information in Form A.

Disclosure of Particulars with respect to Technology Absorption, Adaptation and Innovation (To the extent applicable)

FORM "B"

	Current year	Previous year
1) Research & Development (R & D)	Nil	Nil
2) Technology absorption, Adaptation and innovation	Nil	Nil
III. Foreign Exchange		
Earnings	Nil	Nil
Outgo	Nil	Nil

By order of the Board of Directors,
For Ajwa Fun World & Resort Ltd.

Place : Ajwa
Date : 29th August 2012

Rajesh C. Jain
(Chairman & Managing Director)

MANAGEMENT DISCUSSION AND ANALYSIS**INTRODUCTION**

M/S AJWA FUNWORLD & RESORTS LTD incorporated on 16.09.92 is engaged in the business of ENTERTAINMENT Sector by installing the facilities of RIDES and other entertainment devices at its PARK near VADODARA with the resumption of the operation of WATER PARK. The company has diversified into the infrastructure projects, construction of complexes also.

Forward-looking statements

The report contains forward-looking statements identified by words like 'plans', 'expects', 'will', 'believes', 'Projects', 'estimates' and so on. All statements that address expectation or projection about the future, but not limited to the Company's strategy for growth, Market position, expenditure and financial results are forward-looking statements. Since these are based on certain assumptions and expectation of future events, the company cannot give guarantee that these are accurate or will be realised.

BUSINESS REVIEW

During the long span of the corporate existence, attributing the uneconomical operation in the entertainment sector recessionary trend, the company was incurring losses.

As an integral restructuring exercise by the visionary approach of your board of directors, the company has embarked upon the undertaking of INFRASTRUCTURE PROJECTS in INDORE. An Industrial Hub in M.P which shall lead the company in the profitable position in years to come. The board of directors of your company have charted the visionary planed to fasten the Infrastructure & construction activities in ever growing VADODARA CITY to grab the opportunity increase in demand.

CAUTIONARY STATEMENTS

Statement in the MANAGEMENT DISCUSSION AND ANALYSIS describing the company's objectives, projections, claims, disclaims, estimates, achievements are forward looking statements and progressive within the meaning of applicable security laws ,and regulations .Actual results may vary from these expressed or implied depending on the economic conditions, global recessionary trends Governmental policies, cost inflations; crude oil price movements and all other incidental factors affecting the performance of your company.

CORPORATE GOVERNANCE REPORT:

Pursuant to clause 49 of the listing agreement, a report on corporate governance is given below:

1. Company's philosophy on code of governance.

Corporate Governance deals with the laws, procedures and practices to determine Company's ability to take managerial decisions and in particular relations with Shareholders, Customers / Suppliers and Employees. The objective of Good Corporate Governance is to enhance the long-term shareholders value and maximize interest of other Shareholders. This in turn will lead to corporate growth and the actions of the management arising out of this Corporate Governance would create wealth for the Company as well as for Society at large.

2. Board of Directors

a) Composition

The present strength of the Board is 5 Directors. The Board comprises of executives and non-executive Directors. There are 3 Non Executive Directors and 2 Executive Directors namely the Chairman cum Managing Director & Executive Director.

During the year five Board meetings were held and the gap between two meetings did not exceed 4 months. The Board meetings were held on June 25, 2011, August 31, 2011, September 21, 2011, December 16, 2011 & March 30 2012. None of the Directors on the Board is a member of more than 10 Committees & more than 5 Committees as Chairman. The names and category of Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meetings and also the number of Directorships and Committee Memberships / Chairmanships held by them in other Companies are given below:

Sr No	Name of the Director	Executive / Non Executive Independent / Promoter	No of other Companies	No of Committees Position held in other Companies	Attendance in Board meeting
1	Rajesh C. Jain	Executive & Promoter	4	3	5
2	Rahil R. Jain	Executive	3	3	5
3	Surbhi Kothari	Non Executive Independent	1	2	5
4	Kalindi Patel	Non Executive Independent	2	3	5
5	Pradyuman Pandya	Non Executive Independent	1	3	5

3. Information regarding Directors pursuant to part VI (A) of Clause 49 of the Listing agreement entered into with the Stock Exchanges is as under

Mrs. Kalindi Patel is engrossed in business as a director and has been contributing for a global exposure of the entertainment activities carried out by the company AND also guiding and co coordinating the diversified project activities into the infrastructure segment. She will be retiring by rotation at the ensuing annual general meeting of members of the company and being eligible offers herself for reappointment

Mr Pardhyuman Pandya the retiring director is also engrossed in the supervision of the infrastructure projects & planning at Indore. His Association with the Company shall go a long way to provide the guidance in respect of various issues relating to technical administration of the diversified Infra Project at Indore and restructuring and hence the re-appointment is recommended by the Board. He is eligible and thus offer him self for reappointment.

4) As per Clause 49 (l) (B) of the Listing Agreement, the Company has no pecuniary relationship or transactions with the non-executive Directors Vis-a-Vis the Company.

5. Audit Committee:

The Audit Committee comprises of Executive & non-executive Directors and has been set up with scope of activities as set out in 49 of the listing agreement with the Stock Exchanges read with Section 292A of the Companies Act, 1956. The broad terms of reference are as contained in Clause 49. Statutory Auditors of the Company attend the meeting. Mr. PARESH VYAS is the coordinator of the Committee. The Committee met during the year on June, 28, 2011, July 26, 2011, September 27, 2011, December 28, 2011, February 25, 2011 & March 31 2012. The attendance of the Members at the meetings is stated here in below:

Name of Director	Category	No. of meetings Attended during the year 2011-12
RAJESH C. JAIN	Executive & Promoter	4
SURBHI N KOTHARI	Non Executive	4
MRS. KALINDI PATEL	Non Executive Non Promoter	4
PRADYUMAN PANDYA	Non Executive Independent	3

6. Remuneration Committee:

The Company has no pecuniary relationship or transaction with his non executive directors including sitting fees for attending board meetings.

Details of Remuneration paid to the Directors:

Name	Salary, Perquisites & others
Rajesh C. Jain	Rs. 6,50,000/- p.a.
Rahil R. Jain	Rs. 4,30,000/- p.a.

The Directors have decided not to receive the sitting fees in view of the financial position of the Company.

7. The Shareholders and Investor Grievance Committee:

The investors/shareholders grievance committee comprises executive and non-executive Directors. The composition and the attendance of each members of the Committee at the meeting are as follows:

Sr No.	Name of the Committee Members	Executive/ Non-Executive/ Independent/ Promoter	Meeting Details	
			Attended	% of Total
1.	Rajesh C Jain	Executive	12	100%
2.	Surbhi N Kothari	Non-Executive Independent	12	100%
3.	Pradyuman Pandya	Non-Executive Independent	12	100%

The Share holders and investor grievance committee meetings were held during the year 2011-2012 on 21/04/11, 26/05/11, 23/06/11, 28/07/11, 24/08/11, 19/09/11, 26/10/11, 29/11/11, 22/12/11, 30/01/12, 27/02/12 & 31/03/12.

All the complaints received from the Shareholders have been attended for redressed and the actions have been taken in relation to the grievances of the investors.

8. General Body meetings:

Date of AGM	Locations
30/09/2008	At the Registered office of the Company
30/09/2009	At the Registered office of the Company
30/09/2010	At the Registered office of the Company
30/09/2011	At the Registered office of the Company

* No special Resolution was put through postal ballot during previous year.

9. Disclosures:

Disclosures of related party transactions as required by the Accounting Standard 18 have been given in the Note No. 2 of Schedule No. n, attached to the Accounts. There are no material significant transactions with its promoters, as a Director or the management or relatives or subsidiaries that may have potential conflicts with the interest of the Company.

There is no non-compliance by the Company except the circumstantial delay caused in submission of the periodical listing requirements, and no penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital market during the last 3 years.

10. Means of Communications:

1. Date on which half yearly results were Sent to the share holders.
2. News papers in which Quarterly Results were published.
3. Any website were displayed

the results of the Company is Published in the news Paper

www.ajwaworld.com
The Company is planning to Furnish share holding patterns, Financial results on SEBI Website
www.sebidifar.nic.in

4. Whether the Company displays the Official News releases?

No

5. Whether the management discussion
And analysis report forms a part of the
Annual Report. Yes

11. General Shareholders Information:

Sr. No.	Particulars	Date
1.	Annual General Meeting	September, 29, 2012.
2.	Dates of Book-closure	24.9.2012 to 29.09.2012(Both days inclusive)
3.	Record Date	-
4.	Dividend Payment date	N.A.
5.	Listed on Stock Exchanges	Mumbai
6.	Stock Code	526628 - BSE
7.	ISIN No.	CDSL- INE863E01015

* The Requisite submissions have been made for de-listing of Equity Shares & The process are already underway.

Address for communication:

Corporate Office:

Managing Director
Ajwa Fun World & Resort Limited
'A' Tower, 1st Floor, Kunj Resi cum Plaza,
Palace Road, Baroda- 390 001
Phone No. 0265-2434864/6545891,
Fax No. 0265-2415579
Email ID: accounts@ajwaworld.com

Registrar & Transfer Agent:

MCS Limited
Neelam Apartment,
88, Sampat Rao Colony,
Above Chappan Bhog, Alkapuri, Baroda - 390 007.
Telephone No/s.:0265-2339397, Fax No.:0265-2341639
E-MAIL: mcsbaroda@yahoo.com

Share Transfer System: All transfer requests received are processed and approved by an authorized officer/compliance officer of the Company after a careful scrutiny of the same for transfer or rejection, as the case may be.

Shareholders holding their Shares in electronic mode are advised to address all correspondence to their respective depository participants. As on date no complaints received are pending for redressal and the Company ensures to attend to the Complaints within the period notified by the SEBI guidelines.

Park Location: Ajwa Nimeta Road,
P.O.Ajwa Compound –
Ta.Waghodia, Dist. Baroda. 391510.

12. Distribution of Share holding as on March 31, 2012

Range	Shares	Folios	Percent Shares	Percent Holder
01-500	918600	4968	14.3448	86.4451
501-1000	302000	375	4.7278	6.5251
1001-2000	219500	147	3.4363	2.5579
2001-3000	182700	73	2.8602	1.2702
3001-4000	76600	22	1.1992	0.3828
4001-5000	213600	44	3.3439	0.7656
5001-10000	357900	48	5.6030	0.8352
10001-50000	1148400	52	17.9783	0.9048
50001-100000	501600	8	7.8526	0.1392
And Above 100000	2469100	10	38.6540	0.1740
Total	6390000	5747	100.0000	100.0000

13. Shareholding pattern as on March 31, 2012.

Total Nominal value: Rs.6, 39, 00,000/-

Nominal Value of each Shares: Rs.10/-

Total No. of Shares: 6390000

Paid up Value of each Shares Rs.10/-

Category	No. of Shares	% of Shareholding
Indian Promoters	2778400	43.48
Mutual Funds & UTI	Nil	Nil
FIs	Nil	Nil
Banks & Financial Institution	Nil	Nil
Corporate Bodies	125900	1.97
Indian Public	3485700	54.55
NRIs/OCBs	Nil	Nil
Non Resident Company	Nil	Nil
Clearing Members	Nil	Nil
Total	6390000	100 %

14. Market Price data High and Low during each Month for financial Year 2011-12. (In Rs.)

Month	High	Low
Jan' 12	---	7.63
Dec.' 11	14.50	

The Shares of the Company are not listed at the National Stock Exchange Limited.

Dematerialisation of shares as on 31st March, 2012 and Liquidity.

The Company's Shares are Compulsorily traded in Dematerialised form and are available for trading on Central Depository Services (I) Limited (CDSL). 1063600 equity shares of the Company representing 16.64% of the Company's shares Capital are dematerialized as on 31st March, 2012. The Submission and representation are initiated to get the script admitted on NSDL.

Secretarial Audit

A Practicing Company Secretary carried out a secretarial audit with observation reconcile total admitted capital with Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that the total issued and paid up shares capital is in agreement with the total number of Shares in physical form & the total No. of dematerialized shares held in CDSL.

Plant Location :

Ajwa Nimeta Road,
P.O.Ajwa Compound - 391 510.
Ta.Waghodia,
Dist.Baroda.

Address for correspondence:**Registered Office**

Ajwa Nimeta Road,
P.O.Ajwa Compound-391 510
Ta.Waghodia,
Dist. Baroda.

Corporate Office

Kunj Resi-Cum-Plaza,
Palace Road,
Baroda - 390 001
Tele No. 0265- 2434864
Fax No. 0265-2415579
E-MAIL : accounts@ajwaworld.com

By order of the Board of Directors
For Ajwa Fun World & Resort Ltd

Place : Ajwa
Date : 29th August 2012

Rajesh C. Jain
(Chairman & Managing Director)

**AUDITORS' REPORT TO THE SHAREHOLDERS
TO
THE MEMBERS
AJWA FUN WORLD RESORT LTD.**

We have audited the attached Balance Sheet of AJWA FUN WORLD & RESORT LIMITED as at 31st March 2012, the Profit & Loss Account for the year ended on that date both annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. 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.
3. 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 the books of the company.
4. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of Account.
5. i) Provision for Gratuity & Leave Encashment, in accordance with Accounting Standard – 15, is not made in the accounts.
ii) Segment Reporting in accordance with Accounting Standard – 17, has not been made in accounts.
iii) Subject to the foregoing, in our opinion, the Balance Sheet and Profit & Loss Account dealt with in this report comply with Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
6. On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, together with the notes thereon, give the information required under the Companies Act, 1956 in the manner so required and give a true and fair view:

**(a) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012;
and**

(b) In the case of the Profit & Loss Account of the Profit for the year ended on that date.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section 4A of section 227 of The Companies Act, 1956 and on the basis of such checks as we considered appropriate, we further report that:

- (i) (a) In respect of fixed assets, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the fixed assets have been physically verified by the management during the year. We have been informed that no serious discrepancies were noticed on such verification.
- (c) In our opinion, the company has not disposed of substantial part of the fixed assets during the year.
- (ii) (a) In our opinion the stocks of the stores, eatables & beverages, spare parts etc. have been physically verified by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the discrepancies noticed on verification, which were not material, have been properly dealt within the books of account.
- (iii) (a) The Company has taken interest-free unsecured loans from two parties covered in the register maintained u/s.301 of the Companies Act, 1956 and the year end balance was Rs. 2,95,38,195/-. The Company has granted interest free unsecured loan to one party covered in register maintained u/s. 301 of the Companies Act, 1956 and the year end balance was Rs. 4,12,894/-.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken / granted from the parties listed in the register maintained u/s.301 of the Companies Act are not, prima facie, prejudicial to the interest of the company.
- (c) In respect of interest – free loans taken/granted by the company, principal amount is repayable on demand.
- (d) There are no overdue amounts of loans taken/granted by the company as these loans are repayable on demand
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal procedures commensurate with the size of the Company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. Further on the basis of our examination and according to the information and explanations given to us, we have not come across any instance of major weaknesses in internal controls.
- (v) (a) In our opinion and according to the information and explanation given to us, the transactions that need to entered into the register maintained u/s.301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information given to us, there are no transactions in pursuance of the contract or arrangements entered in the register maintained u/s.301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000 or more.

(vi) As per the information and explanations given to us, the company has not accepted deposits from public and has not complied with any of the directives issued by the Reserve Bank of India and the provisions of Section 58AA of the act and the rules framed there under in respect of such deposits.

(vii) The Company does not have any internal audit system.

(viii) This clause is not applicable as the Company is not a manufacturing Company.

(ix) (a) According to the records of the Company and the information and explanations given to us, detail of dues of Sales tax, Income tax, Custom tax, Wealth tax, Excise duty and Cess which have not been deposited as on 31st March 2012 on account of any dispute are given below :

NAME OF THE STATUTE	NATURE OF DUES	PERIOD TO WHICH THE AMOUNT RELATES	AMOUNT (Rs.)	FORUM WHERE DISPUTE PENDING PAYMENT
GUJURAT ELECTRICITY BOARD	INSTALLATION CHARGES & INTEREST	01.04.1997 TO 31.03.1998	195,070	GUJURAT ELECTRICITY BOARD
THE COMMISSIONER OF ENTERTAINMENT TAX	ENTERTAINMENT TAX	01.01.2002 TO 31.03.2005	29,88,583	COLLECTOR OFFICE VADODARA

(x) The accumulated losses at the end of the financial year are more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year.

(xi) In our opinion and according to information and explanation given to us, the company has not defaulted in the repayment of dues to banks, financial institutions and debenture holders.

(xii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security 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 clauses 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 and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions which are prejudicial to the interest of the Company.

(xvi) This clause is not applicable as the Company has not obtained any loans in the nature of term loan, during the financial year.

(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 assets and no long term loans have been used to finance short term assets.

- (xviii) According to the information and explanations given to us, during the period covered by our audit report, 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) This clause is not applicable as the Company has not issued any debentures.
- (xx) During the period covered by our report, the Company has not raised any money by way of a public issue.
- (xxi) To the best of our knowledge and belief and according to the information and explanations give to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **PORWAL & PORWAL**
CHARTERED ACCOUNTANTS

N.N. PORWAL
PARTNER
M.No.49610

PLACE : MUMBAI
DATED : 29th August 2012

BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	NOTE NO.	As at 31/3/12 [Rs.]	As at 31/3/11 [Rs.]
I. EQUITY AND LIABILITY			
(1) Shareholder's fund			
a. Share capital	3	6,39,00,000	6,39,00,000
b. Reserve & surplus	4	(47,075,939)	(50,762,362)
		16,824,061	13,137,638
(2) Non-current liabilities			
a. Long-term borrowings	5	47,424,750	61,294,671
		4,74,24,750	61,294,671
(3) Current liabilities			
a. Trade payables	6	4,20,21,187	34,190,431
b. Other current liabilities	7	2,05,812	160,291
c. Short-term provisions	8	23,11,037	1,633,593
		44,538,036	35,984,315
TOTAL		108,786,847	110,416,624
II. ASSETS			
(1) Non-current assets			
a. Fixed assets			
-- Tangible assets	9	45,190,312	47,393,841
-- Capital work-in-progress	9	15,515,618	1,607,795
b. Non-current investments	10	---	950,000
		60,705,930	49,951,636
(2) Current assets			
a. Inventories	11	6,894,471	8,971,837
b. Trade receivables	12	15,225,778	7,763,953
c. Cash and cash equivalents	13	8,561,665	11,702,659
d. Short terms loans and advances	14	17,399,003	31,608,340
e. Miscellaneous Expenditures	15	---	418,199
		48,080,917	60,464,988
TOTAL		108,786,847	110,416,624

See accompanying notes to financial statements

2

As per our Report of even date
For M/s.PORWAL & PORWAL
CHARTERED ACCOUNTANTS
FRN : 118727W

For and on behalf of the Board of Directors
For Ajwa Fun World & Resort Ltd.

[NIKHIL PORWAL]
PARTNER
M.No: 049610

RAJESH C. JAIN
CHAIRMAN & [M. D.]

RAHIL R.JAIN
DIRECTOR

PLACE : MUMBAI
DATE : 29th August, 2012

PLACE : AJWA COMPOUND, AJWA.
DATE : 29th August, 2012

PROFIT AND LOSS STATEMENT FOR THE PERIOD ENDED 31st MARCH 2012

PARTICULARS	NOTE NO.	31st MARCH 2012 [Rs.]	31st MARCH 2011 [Rs.]
I Revenue from Operating System	16	31,627,589	18,596,130
II Other Income	17	6,956,607	18,675,571
III Total Revenue (I+II)		38,584,196	37,271,701
IV Expenses			
- Cost of materials consumed	18	2,406,608	3,222,364
- Purchases of Stock-in-Trade	19	884,193	11,981,169
- Changes in inventories of finished Goods work-in-Progress and Stock-in-Trade	20	2,077,366	(5,636,575)
- Employee benefit expense	21	5,559,692	3,915,883
- Finance costs	22	736,990	593,057
- Depreciation and amortization expense	9	5,069,034	4,463,669
- Other expenses	23	16,795,690	13,540,971
V Total Expenses		33,529,573	32,080,538
VI Profit before exceptional and extraordinary item and tax (III-IV)		5,054,623	5,191,163
VII Exceptional items			
Investment written off during the year		950,000	---
Preliminary Expenses written off during the year		418,199	---
VIII Profit before extraordinary items and tax (V-VI)		3,686,424	5,191,163
IX Extraordinary items		---	---
X Profit before tax (VII-VIII)		3,686,424	5,191,163
XI Tax expenses			
a : Current tax		---	---
b : Deferred tax		---	---
XII Profit (Loss) for the period from continuing operations (IX-X)		3,686,424	5,191,163
XIII Profit (Loss) from discontinuing operations		---	---
XIV Tax expenses of discontinuing operations		---	---
XV Profit (Loss) from discontinuing operations (after tax) (XII-XIII)		---	---
XVI Profit (Loss) for the peiod (XI + XIV)		3,686,424	5,191,163
XVII Earning per equity share			
(a) Basic		0.58	0.81
(b) Diluted		0.58	0.81

See accompanying notes to financial statements 2

As per our Report of even date
For M/s.PORWAL & PORWAL
CHARTERED ACCOUNTANTS
FRN : 118727W

[NIKHIL PORWAL]
PARTNER
M.No: 049610

PLACE : MUMBAI
DATE : 29th August, 2012

For and on behalf of the Board of Directors
For Ajwa Fun World & Resort Ltd.

RAJESH C. JAIN
CHAIRMAN & [M. D.]

RAHIL R.JAIN
DIRECTOR

PLACE : AJWA COMPOUND, AJWA.
DATE : 29th August, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2012
[PREPARED PERSUANT TO LISTING AGREEMENT]

PARTICULARS	FOR THE YEAR ENDED 31/03/ 2012 [₹]	FOR THE YEAR ENDED 31/03/ 2011 [₹]
A. CASH FLOW FROM OPERATIVE ACTIVITIES :		
NET PROFIT / (LOSS) AFTER TAX AND EXTRAORDINARY ITEMS	3,686,424	5,191,163
ADJUSTED FOR	(5,069,034)	
DEPRECIATION	5,069,034	4,463,669
PRIOR PERIOD ADJUSTMENT	---	---
MISCELLANEOUS EXPENSES. WRITTEN OFF	---	---
Change in Net Working Capital	(2,352,905)	(6,676,708)
NET CASH FLOW FROM OPERATING ACTIVITIES : [A]	<u>1,333,519</u>	<u>2,978,124</u>
CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2012 [PREPARED PERSUANT TO LISTING AGREEMENT]		
B. CASH FLOW FROM INVESTING ACTIVITIES :		
PURCHASE / SALE OF FIXED ASSETS	(16,686,606)	(8,037,737)
PURCHASE / SALE OF INVESTMENTS	---	---
NET CASH FLOW FROM INVESTING ACTIVITIES : [B]	<u>(16,686,606)</u>	<u>(8,037,737)</u>
C. NET CASH USED IN FINANCING ACTIVITIES :		
Increase / Decrease in Share Application Warrants	---	---
Proceed / Payments from Secured Loans	1,642,572	5,178,398
	10,569,521	3,538,021
NET CASH USED IN FINANCING ACTIVITIES : [C]	<u>12,212,093</u>	<u>8,716,419</u>
NET CASH & CASH EQUIVALENTS { (A) + (B) = (C) }	<u>(3,140,994)</u>	<u>3,656,805</u>
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	11,702,659	8,045,854
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	<u>8,561,665</u>	<u>11,702,659</u>

Notes forming part of the financial statements**Note-1**

Contingent liabilities and commitments (to the extent not provided for)	As at 31st MARCH 2012	As at 31st MARCH 2011
	₹	₹
(i) Contigent Liabilities		
(a) Claims against the company for acknowledged as debt	3,183,653.00	3,183,653.00
(b) Gurantees	---	---
(c) Other money for which the company is contingently liable	---	---
	3,183,653.00	3,183,653.00
(ii) Commitments		
(a) Estimated amount for contracts remaining to be executed on capital account and not	---	---
(b) Uncalled liability on shares and other investments partly paid	---	---
(c) Other commitments (specify nature)	---	---
	3,183,653.00	3,183,653.00

Note 2.

Notes forming part of the financial statements

Note	PARTICULARS
1	<p>Corporate Information</p> <p>Ajwa Fun World & Resort Ltd. is a Public Limited Company By Shares Incorporated On 16/09/1992 engaged in the business of entertainment by installing the facilities of rides & other entertainment devices as its park near Vadodara with resumption of the operation of Water Park . The Company has diversified into infrastructure projects, construction of complexes also.</p>
2	<p>Significant accounting policies</p>
2.1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules 2006 (as amended) and the relevant provision of the Companies Act 1956.</p>
2.2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumption considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual and the estimates are recognized in the periods in which the results are known / materialize.</p>
2.3	<p>Inventories</p> <p>Inventories of stores, beverages & eatables are valued at cost. Cost is arrived at by following Weighted Average method of accounting.</p>
2.4	<p>Cash and Cash equivalents (for purpose of Cash Flow Statement)</p> <p>Cash comprises Cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of change in Value.</p>
2.5	<p>Cash flow statement</p> <p>Cash flows are reported using the indirect method, whereby profit / (Loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.6	<p>Depreciation and amortization</p> <p>Depreciation on Fixed assets is provided on the Written down Value Method (W.D.V.), at the rates specified in Schedule XIV to the Companies Act, 1956, as amended up to the date of Balance Sheet.</p> <p>Depreciation on Fixed Assets, for which no rates have been specified in Schedule XIV to the Companies Act, 1956, is provided on the Written down Value Method at the rates at which the assets are depreciated over its estimated useful life.</p> <p>Depreciation is Provided on pro-rata basis from the month in which assets have been put to use and up to the date on which assets have been disposed, discarded or sold.</p>

Notes forming part of the financial statements

Note 2. Significant accounting policies (contd.)

Note	PARTICULARS
2.7	<p data-bbox="289 342 537 369">Revenue recognition</p> <p data-bbox="289 401 623 428"><u>Sale / Income from Operations</u></p> <p data-bbox="289 459 1451 569">Parks Income is accounted on accrual basis i.e date of visit of park is the date of reckoning the income however in the case of the Membership for a specified period, the income has been treated as accrued proportionately on the basis of span of period of membership. Also in the case of life membership deposits, the income is recognized by spreading deposit over a period of ten years.</p> <p data-bbox="289 600 565 627"><u>Income from the services</u></p> <p data-bbox="289 659 1451 709">Revenue / Income and Cost / Expenditure are generally accounted on accrual basis as they are earned or incurred except employee's retirement benefits, which are accounted as and when actually paid.</p>
2.8	<p data-bbox="289 741 537 768">Tangible fixed assets</p> <p data-bbox="289 800 1451 877">Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes pre-Operation expenses net of revenue. The Fixed Assets which are not yet completed are treated as Capital Work -in-Progress and no depreciation is provided for the same.</p> <p data-bbox="289 888 1451 938">The assets having average life of about two years such as, Restaurant Crockery etc. are being clubbed under Miscellaneous Assets and have been written off after a period of two years.</p>
2.9	<p data-bbox="289 961 769 989">Amortization of Miscellaneous Expenses</p> <p data-bbox="289 1020 1451 1129">The preliminary expenses and issue expenses are amortized during the previous year. Expenses toward intensive advertisement campaign as well as sales promotion and foreign traveling, the benefit of which are expected to accrue over a number of years are treated deferred revenue expenditure. Appropriate amount are being written off every year.</p> <p data-bbox="289 1140 1451 1215">Advertisement & Other traveling & office expenses relating to the Periodic Membership Schemes whose income have been treated as accrued on proportionate basis are treated as deferred revenue expenditure and appropriate amounts are written off every year, over the period of such Schemes.</p>
2.10	<p data-bbox="289 1245 488 1272">Taxes on Income</p> <p data-bbox="289 1304 1451 1354">Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p data-bbox="289 1386 1451 1495">Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economics benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p data-bbox="289 1526 1451 1818">Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax law and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p>

Notes forming part of the financial statements

Schedule 2. Significant accounting policies (contd.)

Note	PARTICULARS																														
2.11	<u>Other Disclosure</u>																														
a	Figures of Previous year have been regrouped / recast wherever necessary to make them comparable with the figures of the Current year.																														
b	The company has not provided for the gratuity liability as well as employees' other retirement benefits though it should have provided for the same in line with the accounting standard made mandatory.																														
c	Since the company is following cash method of accounting in this respect, the liability in respect of gratuity is not being worked out by it.																														
d	No provision has been made for penalty and interest which may levied upon the Company for non deduction / short deduction of TDS and delay / default in remitting money to various authorities because the amount is not ascertainable as on the date of Balance Sheet. The same shall be accounted for as and when levied by such authorities.																														
e	<u>AUDITORS' REMUNERATION INCLUDES:</u>																														
	<table border="1"> <thead> <tr> <th>Sr.No.</th> <th>Particular</th> <th>2011-12 [RS]</th> <th>2010-11 [RS]</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Statutory Audit Fees</td> <td>25,000</td> <td>25,000</td> </tr> <tr> <td>2</td> <td>Tax Audit Fees</td> <td>10,000</td> <td>10,000</td> </tr> <tr> <td>3</td> <td>Fees for Taxation Matters</td> <td>10,000</td> <td>10,000</td> </tr> <tr> <td>4</td> <td>Company Law Matters</td> <td>5,000</td> <td>5,000</td> </tr> <tr> <td>5</td> <td>Service Tax</td> <td>5,150</td> <td>5,150</td> </tr> <tr> <td></td> <td>TOTAL RS.</td> <td>55,150</td> <td>55,150</td> </tr> </tbody> </table>	Sr.No.	Particular	2011-12 [RS]	2010-11 [RS]	1	Statutory Audit Fees	25,000	25,000	2	Tax Audit Fees	10,000	10,000	3	Fees for Taxation Matters	10,000	10,000	4	Company Law Matters	5,000	5,000	5	Service Tax	5,150	5,150		TOTAL RS.	55,150	55,150		
Sr.No.	Particular	2011-12 [RS]	2010-11 [RS]																												
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5	Service Tax	5,150	5,150																												
	TOTAL RS.	55,150	55,150																												
f	Balance due to or due from parties/ banks from whom confirmations are not received, are subject to adjustment on receipt of necessary confirmations.																														
g	<u>LOANS & ADVANCES INCLUDE THE FOLLOWING:</u>																														
	Rs.4,12,894/- given as loan to M/s. Mahavir Estate Pvt. Ltd. Maximum outstanding during the year Rs. 4,12,894/- (Previous year both amount are Rs.3,78,387/-)																														
	[All these companies are under the same management as defined U/s 370 1(B) of the Companies Act, 1956.]																														
h	Directors' Remuneration (Current year as well as previous year) represents Directors salary only.																														
i	The Inventory of stores includes stocks of Stores, Spares, and Restaurant Items etc. and is stated in the Balance Sheet as taken, valued and certified by the management.																														
j	<u>CONTINGENT LIABILITIES:</u>																														
	i. Disputes not acknowledged as debt by the company for Rs.29,88,583/-																														
	ii. Demand rose by the Gujarat Electricity Board for Rs.1,95,070/- towards installation charges and interest but contested by the company.																														

Notes forming part of the financial statements

Note 2. Significant accounting policies (contd.)

Note	PARTICULARS																								
k	The company has been advised by experts that due to business loss and claim of depreciation as per the provisions of the Income Tax Act, 1961, the company does not have any tax liability for the current financial year and therefore no provision for Income Tax has been made. Also, due to carried forward depreciation and business loss as per the provisions of Income Tax Act, 1961, there is no need to provide any deferred Tax liability under Accounting Standard 22 (AS 22).																								
m	The Income Tax and Sales Tax assessments for the Asst. Year 2005-06 and onwards and financial year 2004-05 respectively are yet to be made by the concerned authorities.																								
n	<p>RELATED PARTY TRANSACTIONS : Related Parties with whom the Company had transactions.</p> <p>1. ASSOCIATES : A. AJWA FINANCE LTD. B. S R J PROJECTS PVT.LTD. C. MAHAVIR ESTATE PVT.LTD. D. UNIQUE CONSTRUCTION PVT.LTD.</p> <p>2. KEY PERSONAL : A. Shri Rajesh C. Jain (C.M.D) B. Rahil R. Jain.</p> <p>3. Relatives of Key Managerial Personal : A. Smt. Vijaybaia R. Jain B. Rajesh C. Jain (H.U.F.)</p> <p>DISCLOSURE OF TRANSACTIONS BETWEEN THE COMPANY AND RELATIVES AND THE STATUS OF OUTSTANDING BALANCE AS ON 31ST MARCH'2012.</p> <table border="1"> <thead> <tr> <th>Sr.No.</th> <th>Component</th> <th>Associates Transaction (Net) Rs.</th> <th>Significant Influence (Net) Rs.</th> <th>Key Managerial Personnel (Net) Rs.</th> <th>Relatives of Key Managerial Personnel Transaction (Net) Rs.</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Loan (Taken)</td> <td>2,84,12,883</td> <td>---</td> <td>---</td> <td>25,86,771</td> </tr> <tr> <td>2.</td> <td>Remuneration Sitting fees to Key Managerial Personal</td> <td>---</td> <td>---</td> <td>10,80,000</td> <td>3,60,000</td> </tr> <tr> <td>3.</td> <td>Loan given/Rent paid to key Managerial Personal</td> <td>8,41,594</td> <td>---</td> <td>5,67,413</td> <td>25,82,995</td> </tr> </tbody> </table>	Sr.No.	Component	Associates Transaction (Net) Rs.	Significant Influence (Net) Rs.	Key Managerial Personnel (Net) Rs.	Relatives of Key Managerial Personnel Transaction (Net) Rs.	1.	Loan (Taken)	2,84,12,883	---	---	25,86,771	2.	Remuneration Sitting fees to Key Managerial Personal	---	---	10,80,000	3,60,000	3.	Loan given/Rent paid to key Managerial Personal	8,41,594	---	5,67,413	25,82,995
Sr.No.	Component	Associates Transaction (Net) Rs.	Significant Influence (Net) Rs.	Key Managerial Personnel (Net) Rs.	Relatives of Key Managerial Personnel Transaction (Net) Rs.																				
1.	Loan (Taken)	2,84,12,883	---	---	25,86,771																				
2.	Remuneration Sitting fees to Key Managerial Personal	---	---	10,80,000	3,60,000																				
3.	Loan given/Rent paid to key Managerial Personal	8,41,594	---	5,67,413	25,82,995																				

Figures are rounded off to the nearest rupee.

In terms of our report attached.
As per our Report of even date
For M/s.PORWAL & PORWAL
CHARTERED ACCOUNTANTS
FRN : 118727W

[NIKHIL PORWAL]
PARTNER
M.No: 049610

PLACE : MUMBAI
DATE : 29th August, 2012

For and on behalf of the Board of Directors
For Ajwa Fun World & Resort Ltd.

RAJESH C. JAIN RAHIL R.JAIN
CHAIRMAN & [M. D.] DIRECTOR

PLACE : AJWA COMPOUND, AJWA.
DATE : 29th August, 2012

Balance sheet and Profit & Loss A/c. for the period ended on 31st March, 2012

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
	[Rs.]	[Rs.]	[Rs.]	[Rs.]
NOTE - 3				
SHARE CAPITAL				
<u>Authorized</u> 2,50,00,000 Equity Shares of ₹ 10/- each		25,000,000		25,000,000
<u>Issued</u> 63,90,000 Equity Shares of ₹ 10/- each		63,900,000		63,900,000
<u>Subscribed & Paid-up</u> 63,90,000 Equity Shares of ₹ 10/- each		63,900,000		63,900,000
Details of Shareholders holding more than 5% Capital				
Name of Shareholders	As at 30th September 2012		As at 31st March 2011	
	No. of shares held	% of Holding	No. of shares held	% of Holding
RAJESH CHUNILAL JAIN	530900	7.83	530900	7.83
APPLE AMUSEMENT LIMITED	549900	8.61	549900	8.61
AJWA FINANCE	450000	7.04	450000	7.04
	1530800	23.48	1530800	23.48

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
	[Rs.]	[Rs.]	[Rs.]	[Rs.]
NOTE- 4				
RESERVE AND SURPLUS				
Securities Premium	11,120,000		11,120,000	11,120,000
Opening balance	(61,882,363)		(67,073,526)	
(+) Net Profit / (Net Loss) For the current year	3,686,424		5,191,163	
Closing Balance		(58,195,939)		(61,882,362)
Total		(47,075,939)		(50,762,362)
NOTE- 5				
LONG TERM BORROWINGS:				
<u>Secured</u>				
Term Loans	2,315,937		3,763,945	
Loans and Advances from related parties	---		---	
Other Loans and Advances (specify)	2,765,118		2,959,682	
Total - A	5,081,055		6,723,627	
<u>Unsecured</u>				
Term Loans	---		---	
Loans and Advances from related parties	30,465,766		40,764,287	
Other Loans and Advances (specify)	11,857,930		13,806,758	
Total - B	42,343,696		54,571,045	
		47,424,750		61,294,671
		47,424,750		61,294,671

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
		[Rs.]		[Rs.]
NOTE - 5.1				
LONG TERM BORROWINGS:				
Term Loans				
Punjab National Bank	2,315,937		3,763,945	
		2,315,937	3,763,945	
Term Loan from HDFC BANK [Secured against motor car Skoda Laura]	244,968		2,374,536	
Term Loan from ICICI BANK [Secured against motor car Hundai I 20 Car]	388,753		585,146	
Term Loan from ICICI BANK [Secured against motor car Mercedes]	1,407,763		---	
Term Loan from HDFC BANK	723,634		---	
		2,765,118	2,959,682	
Total Secured Term Loan - A		5,081,055	6,723,627	
Loans and Advances from related parties				
Unsecured Loans				
From Companies				
Unique Construction Pvt. Ltd.	(94,200)			
Ajwa Finance Ltd.	9,076,432			
S.R.J. Builders Pvt. Ltd.	19,336,451			
Porwal Auto Components Ltd.	---			
Unno Industries	---			
Fortune Petech Pvt. Ltd.	25,000			
		28,343,683		
From Directors				
Rajesh C. Jain (Loan)	(444,688)			
		(4,44,688)		
From Shareholders				
Rajesh C. Jain (H.U.F.)	2,586,771			
		2,586,771		
		30,485,766		
From Others				
Costume / Locker Deposit				
Gujarat Machinery Tools Corporation	2,608,000		2,899,000	
Unearned Income (2013 TO 2021)	9,249,930		10,907,758	
Total Unsecured Loan - B		11,857,930	13,806,758	
TOTAL A+B		72,829,461	13,806,758	
NOTE - 6				
TRADE PAYABLES				
Micro, Small and Medium Enterprise	---		---	
Others	4,20,21,187		34,190,431	
		42,021,187	34,190,431	

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
	[Rs.]		[Rs.]	
NOTE - 7				
OTHER CURRENT LIABILITIES				
Others*	2,05,812		160,291	
	---		---	
	---		---	
*Includes entertainment tax, gujarat sales tax, income tax, tds and professional tax		205,812	160,291	
NOTE - 8				
SHORT TERM PROVISIONS				
<i>Provision for employee benefits</i>				
Salary & Remuneration	2,137,066		1,633,593	
Provident fund	4,150		---	
<i>Others</i>				
Electricity Expenses	169,821		---	
Provision for Income Tax	---		---	
		2,311,037	1,633,593	
NOTE - 10				
NON CURRENT INVESTMENT				
<i>Trade Investment [Long Term Investment]</i>				
Quoted [Equity Shares of Companies]				
(a) 95,000 Equity Shares of Rs. 10/- each fully paid of Ajwa Finance Limited*	9,50,000		9,50,000	
[Previous year 95,000 Equity Shares]				
* [A company under the same management]				
Investment Written off during the year	9,50,000			
			9,50,000	
			9,50,000	
NOTE - 11				
INVENTORIES				
Raw Material	---		---	
Work-in-progress	2,406,608		---	
Finished Goods	3,319,977		3,319,977	
Stock-in-trade - Stores	171,886		155,860	
Stores & Spares	---		---	
Loose Tools	---		---	
Others - Land	996,000		5,496,000	
		6,894,471	8,971,837	
NOTE - 12				
TRADE RECEIVABLES				
Trade Receivables				
(Outstanding for a period less than six months from the date they are due for payment)				
Trade Receivable	15,225,778		7,763,953	
(Outstanding for a period exceeding six months from the date they are due for payment)				
		15,225,778	7,763,953	
NOTE - 13				
CASH & CASH EQUIVALENTS				
Balances with Banks	613,459		274,497	
Cash on Hand	1,194,608		5,149,341	
Fixed Deposit with bank	6,753,598		6,278,821	
		8,561,665	11,702,659	

PARTICULARS	31st MARCH 2012	31st MARCH 2011
	[Rs.]	[Rs.]
NOTE - 14		
SHORT TERM LOANS & ADVANCES :		
(Unsecured and Considered Good)		
Loans and advances	14,095,478	27,547,537
Balances with Income Tax & Entertainment Dept	1,440,475	1,380,790
Deposits	882,37	1,861,097
Other (Specify)	980,667	818,916
	17,399,003	31,608,340
NOTE - 15		
MISCELLANEOUS EXPENDITURE		
(a) Preliminary Expenses		
Balance as per last Balance Sheet	418,199	418,199
Less 1/10th written off during the year	418,199	---
		418,199
NOTE - 16		
REVENUE FROM OPERATIONS:		
Sale of Products	---	418,199
Sale of Services	23,690,680	13,704,126
Other Operating Revenues	7,936,909	4,892,004
	31,627,589	18,596,130
Less Excise Duty	---	---
	31,627,589	18,596,130
NOTE - 16.1		
PARTICULAR OF SALE OF SERVICE / OPERATING INCOME		
Particular		
PARK & GARDEN INCOME		
Entry Income	1,171,300	930,570
Income from Rajwadi / Resort	7,661,445	751,660
Show Income	10,802,600	8,941,350
Other Income	4,055,335	3,080,546
	23,690,680	13,704,126
INCOME FROM RESTAURANT		
Ice Cream & Snacks Income	3,216,297	2,461,539
Food Income	3,195,561	1,415,143
Restaurant Income [Water Park]	499,670	177,500
Restaurant Income [Amusement Park]	1,025,291	837,822
	7,936,909	4,892,004
	31,627,589	18,596,130
NOTE - 17		
OTHER INCOME		
Interest	576,172	470,045
Dividend	---	---
Net gain / loss on sale of assets	11,367	25,733
Other non-operating Income		
Discount Received	140,107	---
Discount & Kasar	23,277	197,406
Membership Income	2,299,800	12,716,200
Other Income	1,356,120	42,526
Rent Income	10,400	105,270
Sundry Balance W/off	3,364	3,091
Flat Sale Income	2,536,000	5,115,300
	6,956,607	18,675,571

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
	[Rs.]		[Rs.]	
NOTE - 18				
<u>Purchase of Materials</u>				
Opening Stock				
Add : Purchases Materials-WIP Indore Anoop Nagar		2,406,608		3,222,364
Less Closing Stock				
Cost of material consumed		2,406,608		3,222,364
Total				
NOTE - 19				
<u>Purchase of traded goods</u>				
Restaurant Consumables		5,384,193		11,981,169
Less				
Purchase Return- Land of Khandwa Road		(4,500,000)		
Total		884,193		11,981,169
NOTE - 20				
<u>Changes in Inventories of finished goods, Work-in-Progress & Stock-in-Trade</u>				
<u>Inventories at the end of the year</u>				
Finished Goods		4,315,977		5,496,000
Work-in-Progress		2,406,608		3,319,977
Stock-in-Trade		171,886		155,860
		6,894,471		8,971,837
<u>Inventories at the beginning of the year</u>				
Finished Goods		5,496,000		996,000
Work-in-Progress		3,319,977		2,262,416
Stock-in-Trade		155,860		76,846
		8,971,837		3,335,262
Net (increase) / decrease		2,077,366		-5,636,575
NOTE - 21				
<u>EMPLOYEE BENEFIT EXPENSE :</u>				
Salary & Wages				
Provident Fund	4,854,906			3,444,404
ESOP	26,116			25,960
Staff Welfare	678,670			445,519
		5,559,692		3,915,883
NOTE - 22				
<u>FINANCIAL COST :</u>				
Interest expense	736,990			
Other Borrowing costs	---			
Applicable net gain / loss on foreign currency transaction	---			593,057
		7,36,990		593,057
NOTE - 23				
<u>OTHER EXPENSES :</u>				
<u>Parks / Garden Operating Expenses</u>				
Electricity and Power & Fuel	2,266,993			2,185,325
Repairs & Maintenance [P & M]	4,889,800			3,463,611
Repairs & Maintenance [Building]	56,877			71,985
Repairs & Maintenance [Others]	983,039			613,643
Costume Purchase	---			301,007
Rajwadi Program Expenses	480,000			416,000

PARTICULARS	31st MARCH 2012		31st MARCH 2011	
	[Rs.]		[Rs.]	
Security Expenses	545,538		564,727	
Commission & Discount Expenses	403,430		332,570	
Buses Operating Expenses	121,825		69,400	
Plantation Expenses	626,896		648,905	
Rabbit Expenses	---		50,250	
TOTAL - A		10,374,398		8,717,692
Selling & Distribution Expenses				
Advertisement & Business Promotion Expenses	1,830,565		1,097,965	
Brokerage Expenses	476,000		---	
Sales Tax Paid	361,217		196,006	
- TOTAL - B		2,667,782		1,293,971
Establishment Expenses				
Legal & Professional Fees	593,703		535,005	
Traveling Expenses	745,356		790,267	
Office & General Expenses	445,951		630,332	
Printing & Stationery Expenses	245,385		58,031	
Postage, Telegram & Telephone Expenses	225,495		162,461	
Conveyance & Vehicle Expenses	720,059		530,246	
Insurance Expenses	180,393		232,005	
Auditor's Remuneration	55,150		55,150	
Expenses on Medical Treatment of Customers	44,930		32,763	
Rent, Rates & Taxes	457,371		448,110	
Repairs & Maintenance Expenses	14,910		44,436	
Bank Charges	24,807		10,503	
TOTAL - C		3,753,510		3,529,308
TOTAL A + B + C		16,795,690		13,540,971

See accompanying notes to financial statements

2

As per our Report of even date
For M/s.PORWAL & PORWAL
CHARTERED ACCOUNTANTS
FRN : 118727W

[NIKHIL PORWAL]
PARTNER
M.No: 049610

PLACE : MUMBAI
DATE : 29th August, 2012

For and on behalf of the Board of Directors
For Ajwa Fun World & Resort Ltd.

RAJESH C. JAIN
CHAIRMAN & [M. D.]

RAHIL R.JAIN
DIRECTOR

PLACE : AJWA COMPOUND, AJWA.
DATE : 29th August, 2012

AJWA FUN WORLD & RESORT LIMITED
NOTE - 9 FIXED ASSETS AS ON 31st MARCH, 2012

Sr. No.	Fixed Assets	Gross Block				Accumulated Depreciation				Balance as at 01/04/2011	Balance as at 31/03/2012
		Balance as at 01/04/2012	Additional / (Disposals)	Deduction Adjustment	Balance as at 31/04/2012	Balance as at 01/04/2011	Depreciation Charge for the Year	Deduction Adjustment	Balance as at 31/03/2012		
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
(i)	Tangible Assets										
	1. Land	1,61,12,980.00	---	---	1,61,12,980.00	---	---	---	---	1,61,12,980.00	---
	2. Building & Site Development	3,75,41,583.00	---	---	3,75,41,583.00	---	---	---	26,170,610.00	12,463,307.00	11,370,973.00
	3. Plant & Machineries	7,63,80,481.00	21,472.00	---	7,84,01,953.00	---	---	---	65,334,650.00	12,822,343.00	11,057,303.00
	4. Office Equipments	15,65,778.00	1,05,342.00	(96,605.00)	15,74,515.00	---	---	86,722.00	1,133,598.00	415,454.00	440,917.00
	5. Furniture & Fixtures	15,46,245.00	1,55,959.00	---	17,02,204.00	---	---	---	1,097,849.00	568,358.00	604,355.00
	6. Miscellaneous Assets	14,43,781.00	2,69,210.00	---	17,12,991.00	---	---	---	1,348,190.00	359,553.00	384,801.00
	7. Vehicle	61,75,626.00	23,23,405.00	---	84,99,031.00	---	---	---	3,260,048.00	4,651,846.00	5,238,983.00
	Total	14,07,66,474.00	28,75,388.00	- 96,605.00	14,35,45,257.00	93,372,633.00	5,069,034.00	86,722.00	98,354,945.00	47,383,841.00	45,190,312.00
(ii)	Intangible Assets										
	Total	---	---	---	---	---	---	---	---	---	---
(iii)	Capital Work in Progress										
	1. WIP - New Resort	15,36,350.00	1,15,56,694.54	---	13,093,044.54	---	---	---	---	15,36,350.00	13,093,044.54
	2. WIP - New Slide	---	4,74,356.00	---	474,356.00	---	---	---	---	---	474,356.00
	3. WIP - (F.W.)	---	---	---	---	---	---	---	---	---	---
	4. WIP - Space Bowl	71,445.00	18,29,971.00	---	1,901,416.00	---	---	---	---	71,445.00	1,901,416.00
	5. WIP - New P & M (WP)	---	---	---	---	---	---	---	---	---	---
	6. WIP - New P & M (AP)	---	46,801.00	---	46,801.00	---	---	---	---	---	46,801.00
	Total	16,07,795.00	1,39,07,822.54	---	15,515,617.54	16,07,795.00	---	---	---	16,07,795.00	15,515,617.54
(iv)	Intangible Assets under Development										
	Total	---	---	---	---	---	---	---	---	---	---



AJWA FUN WORLD & RESORT LIMITED

REGISTERED OFFICE: Ajwa Nimeta Road,
P.O. Ajwa Compound- 391 510 Ta, Waghodia. Disat. Baroda.

ATTENDANCE SLIP

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall.

L.F.No. _____ No. of Share Held _____

Name and address of the Member / Proxy

I hereby record my presence at the **TWENTIETH ANNUAL GENERAL MEETING** of the above named Company held at Ajwa Nimeta Road, P.O. Ajwa Compound-391 510. Ta. Waghodia, Dist. Baroda at 10:00 a.m. on Thursday 29th September 2012.

Signature of Member / Proxy

PROXY



AJWA FUN WORLD & RESORT LIMITED

REGISTERED OFFICE: Ajwa Nimeta Road,
P.O. Ajwa Compound- 391 510 Ta, Waghodia. Disat. Baroda.

L.F.No. _____ No. of Share Held _____

we _____ of _____ being a member / members of Ajwa Fun World & Resort Limited, here by appoint _____ of

_____ or failing him / her _____ of

_____ and failing him / her _____ of

_____ as my / our proxy to vote for me / us and on my / our behalf at the **TWENTIETH ANNUAL GENERAL MEETING** of the Company to be held on Thursday 29th September, 2012 at 10:00 a.m. & at any adjournment thereof.

Signed this _____ day of _____ 2012.

Affix
1/- Rs.
REVENUE
STAMP

Note : The proxy duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time of holding the meeting.

BOOK-POST



If undelivered Please return to

AJWA FUN WORLD & RESORT LIMITED

Ajwa Nimeta Road, P.O. Ajwa Compound,
Ta. Waghodia, Dist. Vadodara

www.ajwaworld.com email : info@ajwaworld.com