

Ref. No. VIPUL/SEC/FY2017-18/1771

September 22, 2017

|  |   |
|--|---|
| The Secretary<br>BSE Limited, (Equity Scrip Code: 511726)<br>Corporate Relationship Department,<br>At: 1 <sup>ST</sup> Floor, New Trading Ring, Rotunda<br>Building, Phiroze Jeejeebhoy Towers, Dalal<br>Street, Fort, Mumbai-400001 | The Manager (Listing)<br>National Stock Exchange of India Limited,<br>(Equity Scrip Code: VIPULLTD)<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra, Mumbai-400051 |
|--|---|

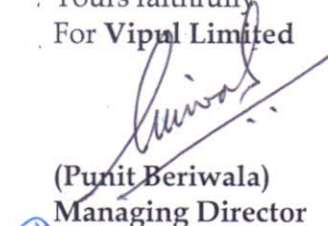
Dear Sir(s),

**Sub: Submission of 26<sup>th</sup> Annual Report pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the 26<sup>th</sup> Annual Report approved and adopted at the Twenty-sixth Annual General Meeting (AGM) of the Company held on Friday, September 22, 2017 at 11.00 a.m. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 as per the provisions of the Companies Act, 2013.

You are requested to take the above information on record and bring the same to the notice of all concerned.

Thanking you  
Yours faithfully  
For Vipul Limited



(Punit Beriwal)  
Managing Director

Encl: As above



• Townships • Luxury Villas • Commercial • Group Housing

# ANNUAL REPORT

2016-17



**Vipul**



## BOARD OF DIRECTORS ("BOARD")

|                               |                   |
|-------------------------------|-------------------|
| Shri Punit Beriwala           | Managing Director |
| Ms. Ameeta Verma Duggal       | Director          |
| Dr. Bidhubhusan Samal         | Director          |
| Shri Kapil Dutta              | Director          |
| Shri Rajesh Kumar Batra       | Director          |
| Shri Vikram Vasheshar Kochhar | Director          |

## CHIEF EXECUTIVE OFFICER

Ms. Guninder Singh

## CHIEF FINANCIAL OFFICER

Shri Ajay Agrawal

## REGISTERED OFFICE

Regus Rectangle, Level 4,  
Rectangle 1, D-4,  
Commercial Complex, Saket,  
New Delhi - 110 017

## CORPORATE OFFICE

Vipul TechSquare, Golf Course Road,  
Sector-43, Gurugram-122 009, Haryana

## AUDITORS

M/s. L.B. Jha & Co.  
Chartered Accountants

## BANKER(S)/INSTITUTION(S)

Axis Bank Ltd.  
DMI Finance Pvt. Ltd.  
Kotak Mahindra Bank Ltd.  
Kotak Mahindra Investments Ltd.  
Indian Overseas Bank  
Punjab National Bank  
PNB Housing Finance Ltd.  
Reliance Home Finance Ltd.  
State Bank of India

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## **NOTICE**

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of the Company will be held on Friday, September 22, 2017 at 11:00 A.M. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the:
  - (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, including the Standalone Audited Balance Sheet as at March 31, 2017 and the Standalone Statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors' thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including the balance sheet as at March 31, 2017, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”
  - (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, including the Consolidated Audited Balance Sheet as at March 31, 2017 and the Consolidated Statement of Profit & Loss for the year ended on that date and the Reports of Auditors' thereon; and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company including the balance sheet as on March 31, 2017, the statement of profit & loss, the cash flow statement for the year ended on hat date and the report of the Auditors thereon be and are hereby received, considered and adopted.”
2. To declare a dividend on equity shares for the Financial Year ended March 31, 2017 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, final dividend at the rate of 4% i.e. Rs. 0.04/- per equity share of Rs. 1/- each, in addition to the interim dividend of Rs. 0.01/- per equity share of Rs. 1/- each already paid, be and is hereby declared out of the current profits of the company and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on September 22, 2017 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 15, 2017.”
3. To appoint a Director in place of Mr. Punit Beriwal (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Punit Beriwal (DIN: 00231682), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



4. To appoint Statutory Auditors of the Company and to fix their remuneration, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (herein referred to as the 'Act') and the Rules made thereunder, pursuant to the recommendations of the Audit Committee, M/s JSUS & Associates, Chartered Accountants, having Registration No. 329784E be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s L.B. JHA & Co., Chartered Accountants (Firm Registration No. 301088E), who shall hold office from the conclusion of ensuing Annual General Meeting for a term of consecutive five years till the conclusion of the 31st Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by the members at every Annual General Meeting held after the ensuing Annual General Meeting) and that the Board of Directors be and is hereby authorized to fix such remuneration plus service tax, out of pocket, travelling and other expenses etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

### **SPECIAL BUSINESS:**

5. **RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2018**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Audit Committee, M/s Vijender Sharma & Co., Cost Accountants having Firm Registration no. 000180, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid a remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) (exclusive of out of pocket expenses and applicable taxes).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **Registered Office:**

Regus Rectangle, Level 4, Rectangle 1, D4  
Commercial Complex, Saket, New Delhi-110017  
CIN: L65923DL2002PLC167607  
Website: [www.vipulgroup.in](http://www.vipulgroup.in)  
E-mail: [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in)  
Tel: 91 1244065500 Fax: 91 1244061000  
Place: Gurugram  
Date: August 21, 2017

By order of the Board  
For **Vipul Limited**

sd/-  
**Punit Beriwal**  
Managing Director  
DIN: 00231682



### Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect to Special Business set out in the Notice is annexed hereto. Further the additional information with respect to Items no. 2, 3 & 4 is also annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their authorized representative(s) are requested to send duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting. The said representative may appoint proxy under his signature. The attendance slip and proxy form with clear instructions for filling, stamping, signing and/or depositing the proxy form, forms part of the notice.

3. The Register of Members and Transfer Books of the Company will be closed from **Friday, September 15, 2017 to Friday, September 22, 2017**, both days inclusive, for annual closing and determining the entitlement of the shareholders to the Final Dividend for the financial year 2016-17.
4. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s MAS Services Limited, having their Registered Office at T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020.
5. Members who have not yet encashed their dividend warrants for the earlier years are requested to write to the Secretarial Department at the Registered / Corporate Office of the Company to claim the dividend. Details of unclaimed dividend as on **September 24, 2016** (date of last Annual General Meeting) are available in the investors section of the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in).

Member may note that during the financial year 2017-18, the Company will be required to transfer to the Investor Education and Protection Fund, dividend declared in the Annual General Meeting of the Company held on **September 30, 2010** and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend.

6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, MAS Services Limited to provide efficient and better services.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or MAS Services Limited (Registrar and Transfer Agents) for assistance in this regard.

8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

Further the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ('Act'), the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will also be available for inspection at the meeting.

A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided he has given to the Company a notice in writing of his intention to inspect not less than 3 (three) days before the commencement of the meeting.

9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members are requested to :

- Bring their copy of annual report and attendance slip at the venue of the meeting.
- Quote their Folio/DP & Client ID No. and Email address in all correspondence with the Company/ Registrar and Transfer Agent.
- Note that members present in person or through registered proxy shall only be entertained.
- Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Registrar and Transfer Agents/ Depository Participant.

11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s MAS Services Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

12. All the documents referred to in the Notice and Explanatory Statement, unless otherwise specifically stated will be available for inspection by the Member at the Corporate Office of the Company i.e. Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009 between 11.00 a.m. to 1.00 p.m. on all working days from the date hereof up to the date of the Annual General Meeting.

13. In support of the "Green Initiative" announced by the Government of India vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively and as well as Regulation 36 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 101 and Section 136 of the Act, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been made available to the Company/ Depository Participants unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the Annual Report & this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form will be sent to them in the permitted mode.





The Company hereby requests the Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or the MAS Services Ltd, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode also requested to ensure to keep their email addresses updated with the Depository Participants/R&T of the Company. Member holding shares in physical mode are also requested to update their email addresses by writing to the R&T of the Company quoting their folio number(s).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/R&T.
15. No gifts, gift coupons, or cash in lieu of gifts shall be distributed at the Meeting.
16. Brief resume of Director proposed to be reappointed as stipulated under Regulations 36 (3) of SEBI (LODR) Regulations, 2015 is provided in this Annual Report.
17. Members may also note that the Notice of 26th Annual General Meeting and Annual Report for the financial year 2016-2017 is also available on the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in) and on the website of NSDL viz., [www.evoting.nsdl.com](http://www.evoting.nsdl.com). M/s AVA Associates through its Partner Mr. Amitabh, Practicing Company Secretary (Membership No. 14190, COP No. 5500), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

#### 18. **PROCEDURE FOR REMOTE E-VOTING**

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has provided facility to the members to exercise their votes electronically (Remote E-voting) through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility of voting through ballot papers will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot Papers. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

#### **INSTRUCTION:**

##### **A. In case members receiving e-mail:**

In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open e-mail and open the PDF file 'Vipul e-voting.pdf' attached to the e-mail using your Client ID/Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- (iii) Click on Shareholder – Login.
- (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

- (vi) Home page of e-voting opens. Click on e-Voting – Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Vipul Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at [avafirm@gmail.com](mailto:avafirm@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **B. In case of members receiving the physical copy:**

In case a member receives physical copy of the Notice of AGM [for members whose e-mails Ids are not registered with the Company/ Depository Participant(s)]:

- (i) EVEN, User ID and Initial Password/PIN are provided at the top of the Attendance Slip for the AGM.
- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) Mentioned above, to cast vote.

### **C. General Instructions:**

- (i) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual' for Shareholders available at the download section of NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free No. 1800-222-990. In case of any grievance(s) in connection with voting by electronic means, you may send an e-mail to the Company Secretary at [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in) or to Mr. Shrawan Mangla, General Manager at [info@masserv.com](mailto:info@masserv.com).
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- (iii) The remote e-voting period commences on **Monday, September 18, 2017, 9.00 am and ends on Thursday, September 21, 2017, 5.00 pm**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 15, 2017, may cast their vote electronically through remote e-voting. A person who is not a Members as on the cut-off date should treat this notice for information purposes only.
- (iv) Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. At the end of the remote e-voting period, the facility shall forthwith be blocked.



- (v) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on **Friday, September 15, 2017**, being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date.
- (vi) Members of the Company who acquires shares after the dispatch of the Notice and hold shares as on the cut-off date i.e. **Friday, September 15, 2017**, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in). However, if they are already registered with NSDL for remote e-voting, then they can use their existing user ID and password/PIN for casting their vote. If they have forgotten their password, they can reset their password by using 'Forgot User Details/ Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free No. 1800-222-990.
- (vii) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in) and the website of NSDL: <https://www.evoting.nsdl.com> immediately after the result is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed. The results shall also be displayed at the notice board of Corporate Office i.e. Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009 / Registered Office of the Company.
- (viii) The route map of the venue for the Annual General Meeting is given on the last page of this Annual Report. The prominent landmark for the venue is "Sirifort Auditorium, Asiad Village Complex, August Kranti Marg, Khel Gaon Marg, Siri Fort Road, Delhi - 110049.
- (ix) Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. **September 22, 2017**.

### ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 2, 3 & 4

#### ITEM NO. 2

The Final Dividend of Rs. 0.04/- per equity share of Rs. 1/- each has been recommended by the Board of Directors for the Financial Year 2016-17 and subject to the approval of the members at the 26th Annual General Meeting, shall be paid to those members whose name appear on the Register of Members of the Company on September 22, 2017 (if shares are held in physical form). In respect of shares held in electronic form, the Dividend shall be paid to the beneficial owners of the shares as on closing hours of business on Friday, September 15, 2017 as per details furnished by National Securities Depository LTD. (NSDL) and Central Depository Services (India) Ltd. (CDSL), "the Depositories" for this purpose.

The payments will be made on or after September 27, 2017 to those members whose name appears on the company's register of members as on the close of business hours on September 22, 2017 (if shares are held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on September 15, 2017."

The Board of Directors has declared an Interim Dividend Rs. 0.01 per equity share (Paise One) on each fully paid 119,984,480 no. of equity shares of Rs. 1 (Rupees One) each of the Company amounting to Rs. 1,199,844.80/-, for the financial year ending March 31, 2017. The dividend was paid to those members of the Company whose names appeared on the Register of Members of the Company as on Thursday, November 24, 2016. The above payment of Interim Dividend be confirmed as Final Dividend for the financial year ending March 31, 2017.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 2 of the Notice except to the extent of their shareholding in the Company.

The Board recommends the resolution set forth in item no. 2 of the Notice for approval of the Members as an Ordinary Resolution.

**ITEM NO. 3**

Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2, Secretarial Standard on General Meetings

|   |   |
|---|---|
| Name of the Director  | Mr. Punit Beriwala  |
| DIN   | 00231682  |
| Date of Birth   | December 1, 1964  |
| Date of appointment on the Board  | October 30, 2002  |
| Qualification   | B.Com   |
| Experience & Brief profile and nature of their expertise in specific functional areas | Mr. Punit Beriwala has over 29 years of rich experience out of which over 14 years in real estate industry. His innovation and forethought in the construction of the premium buildings in India are reflective of his farsightedness.  |
| Directorship held in other companies  | <ul style="list-style-type: none"><li>- Innovative Emergency Management India Private Limited</li><li>- Millennium Plaza Limited</li><li>- Vipul SEZ Developers Private Limited</li><li>- S.B. Developers Limited</li><li>- Aman Resorts Private Limited</li><li>- Bhatinda Hotels Limited</li><li>- S.U. Finance Limited</li><li>- Mudra Finance Limited</li></ul> |



|  |   |
|--|---|
| Directorship held in other companies                                       | <ul style="list-style-type: none"><li>- Choice Real Estate Developers Private Limited</li><li>- High Class Projects Limited</li><li>- Vipul Modern Buildcon Private Limited</li><li>- Ngenox Technologies Private Limited.</li><li>- Sarvmanglam Builders &amp; Developers Private Limited.</li><li>- Vipul Vocational Institutes Private Limited</li></ul> |
| Membership / Chairman ship of committees across all other public companies | NIL   |
| Relationship with other Directors/Manager/ Key Managerial Personnel        | NIL   |
| Shareholding in the Company (Promoter Group)                               | 32.91%  |
| No. of Board Meeting attended during the Calendar Year 2017                | 06 (Six)  |
| No. of Board Meeting attended during the Financial Year 2016-17            | 05 (Five)   |

As per regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Punit Beriwal is neither a Chairman nor a Member of Audit Committee/ Stakeholders Relationship & Share Transfer Committee.

Mr. Punit Beriwal along with his relatives holds 76050109 equity shares of Rs. 1/- each in the Company as on date of the notice of AGM and is interested in passing of this resolution to the extent of his directorship and said shareholding, respectively.

None of the other Directors or the Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution except to the extent of their respective shareholding in the Company, if any, as set out at item no. 3 of the Notice.

The Board recommends the resolution set forth in item no. 3 of the Notice for the approval of the members as an Ordinary Resolution.

### ITEM NO. 4

M/s L.B. JHA & Co., Chartered Accountants (Firm Registration No. 301088E) were first appointed as statutory auditors at the 11th Annual General Meeting ('AGM') held on Monday, March 31, 2003. In terms of their appointment made at the 23rd AGM held on September 24, 2014, they are holding office of the auditors up to the conclusion of the 26th AGM and hence, would retire at the conclusion of the ensuing AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years. Accordingly, as per the said requirements of the Act, M/s JSUS & Associates, Chartered Accountants are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of ensuing AGM till the conclusion of the 31st AGM to be held in the year 2022, subject to ratification by members every year, as may be applicable.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the Ordinary Resolution appointing M/s JSUS & Associates, Chartered Accountants, as Statutory Auditors in place of the retiring Auditor M/s L.B. JHA & Co.

M/s JSUS & Associates, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the Resolution as set out at item no. 4 of the Notice.

The Board recommends the resolution set forth in item no. 4 of the Notice for approval of the Members as an Ordinary Resolution.

### EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ('Act'), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

### Item No. 5

The Board, on the recommendations of the Audit Committee, at their meeting held on August 21, 2017, has approved the appointment of M/s. Vijender Sharma & Co., Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2017-18.

In accordance with provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year 2017-18.





## Vipul Limited

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None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in the resolution set out at item no 5 of the notice.

The Board recommends the resolution set forth in item no. 5 of the Notice for the approval of the members as an Ordinary Resolution.

### **R e g i s t e r e d**

### **O f f i c e :**

By order of the Board  
For **Vipul Limited**

Regus Rectangle, Level 4, Rectangle 1, D4

Commercial Complex, Saket, New Delhi-110017

CIN: L65923DL2002PLC167607

Website: [www.vipulgroup.in](http://www.vipulgroup.in)

E - mail: [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in)

Tel: 91 1244065500 Fax: 91 1244061000

sd/-

**Punit Beriwal**

Managing Director

DIN: 00231682

## BOARD'S REPORT

### To the Members,

The Board of Directors of your Company is pleased to present the 26th Annual Report together with the Audited Accounts/Financial Statements of the Company for the year ended March 31, 2017.

Your Company's performance for the year under review as compared with the previous year is summarized below:

### 1. FINANCIAL RESULTS

(Rupees In Lakhs)

| Particular                       | Standalone for year ended<br>31 <sup>st</sup> March |                 | Consolidated for year ended<br>31 <sup>st</sup> March |                  |
|----------------------------------|---|-----------------|---|------------------|
|                                  | 2017  | 2016            | 2017  | 2016             |
| Income from operations           | 22639.50  | 17867.85        | 23212.51  | 18490.53         |
| Other Income                     | 537.90  | 1109.67         | 586.10  | 1139.00          |
| <b>Total Income</b>              | <b>23177.40</b>                                     | <b>18977.52</b> | <b>23798.61</b>                                       | <b>19629.53</b>  |
| <b>Total Expenditure</b>         | <b>22644.90</b>                                     | <b>18855.08</b> | <b>24862.53</b>                                       | <b>20693.57</b>  |
| <b>Profit/(Loss) before Tax</b>  | <b>532.50</b>                                       | <b>122.44</b>   | <b>(1063.92)</b>                                      | <b>(1064.05)</b> |
| Less: Provision for taxation     |   |                 |   |                  |
| (i) Current Year                 | 106.92  | -               | 117.90  | 50.57            |
| (ii) Earlier year adjustment     | -   | 1.27            | (0.06)  | 1.23             |
| (iii) Deferred tax               | 187.22  | 6.05            | (194.34)  | (126.47)         |
| <b>Profit/(Loss) of the year</b> | <b>238.36</b>                                       | <b>115.12</b>   | <b>(987.42)</b>                                       | <b>(989.38)</b>  |

### Material Events Occurring after Balance Sheet date

There were no material changes and commitments affecting the financial position of your Company between the end of the financial year and the date of this report.

### 2. DIVIDEND

The Board of Directors has declared an Interim Dividend Rs. 0.01 per equity share (Paise One) on each fully paid 119,984,480 no. of equity shares of Rs. 1 (Rupees One) each of the Company amounting to Rs 1,199,844.80, for the financial year ending March 31, 2017. The dividend was paid to those members of the Company whose names appeared on the Register of Members of the Company as on Thursday, November 24, 2016.

The Board has recommended a Final Dividend of Rs. 0.04/- per equity share of Rs. 1/- each for Financial Year 2016-17. The Final Dividend, if approved by the shareholders at the ensuing Annual General Meeting shall be paid to those shareholders whose name appeared on the Register of Members as on Friday, September 22, 2017 (if the shares held in physical form). In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on Friday, September 15, 2017 as per details furnished by the Depositories for this purpose.

**DIVIDEND HISTORY**

Summary of dividend paid during the last five years is as under:

| Financial Year | Rate of Dividend(%) | Dividend per share (in Rs.)         |
|----------------|---------------------|-------------------------------------|
| 2011-12        | 15.00               | 0.15 per equity share of Rs. 1 each |
| 2012-13        | 15.00               | 0.15 per equity share of Rs. 1 each |
| 2013-14        | 5.00                | 0.05 per equity share of Rs. 1 each |
| 2014-15        | NIL                 | NIL                                 |
| 2015-16        | NIL                 | NIL                                 |

**3. TRANSFER TO RESERVES**

On account of the negligible profit reported by the Company during the year under review, no amount is proposed to be carried to any general reserves.

**4. CASH FLOW STATEMENT**

As required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Cash Flow Statement for the financial year ended March 31, 2017 is enclosed with the Balance Sheet and Statement of Profit and Loss of the Company.

Consolidated Cash Flow Statement of your Company and its Subsidiaries is enclosed with the Consolidated Audited Accounts/Financial Statements.

**5. STATE OF COMPANY'S AFFAIRS/REVIEW OF OPERATIONS**

The Company's main business is real estate. During the year under review, the profitability of Company has been impacted due to sluggish market demand, higher input, interest costs etc.

The total revenue of the Company stood at Rs. 23177.41 Lakh as compared to Rs. 18977.52 Lakh in the previous year. Profit after Tax (PAT) stood at Rs. 238.36 Lakh as compared to Profit after Tax of Rs. 115.12 Lakh in the previous year, thereby registering a growth in PAT by 107.05%. The consolidated revenues stood at Rs. 23798.61 Lakh as against Rs. 19629.53 Lakh in the previous year..

The earnings per share on an equity share having face value of Rs. 1/- stands at Rs. 0.20 per share as compared to Rs. 0.10 per share in the previous year.

The Company is taking effective steps to improve the performance of the Company through growth in revenue, managing cost, strategic marketing, increasing brand awareness and brand equity through advertisement campaign etc.

**6. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Company has been proactive in following the principles and practices of a good Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. A separate section on Corporate Governance & a certificate from the Statutory Auditors confirming compliance with the Corporate Governance requirement; and Management Discussion & Analysis Report as stipulated in Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

The Managing Director and Chief Executive Officer's declaration regarding compliance with the Code of Conduct forms part of this Annual Report.

### **7. CHANGE IN NATURE OF BUSINESS, IF ANY**

During the year under review, there is no change in nature of the business of the Company.

### **8. MATERIAL CHANGES AND COMMITMENTS, IF ANY**

During the year under review, there have been no material changes and commitments affecting the financial position of the Company.

### **9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS.**

There are no significant material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its operations in future.

### **10. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations, if any, and follow up actions thereon are reported to the Audit Committee. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

As required under Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 (as amended), the Company has appointed M/s. Arora & Bansal, Chartered Accountants, as Internal Auditors of the Company for carrying out the internal audit for the financial year 2017-18.

The Statutory Auditors conduct audit covering a wide range of operational matters and ensure compliance with the specified standards.

Based on the deliberations with Statutory Auditors to ascertain their views on the financial statements including the Financial Reporting System and Compliance to Accounting Policies and Procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the internal controls and systems followed by the Company.

As required by the Companies Act, 2013, your Company has implemented an Internal Financial Control (IFC) Framework. Section 134(5)(e) of the Companies Act, 2013 which requires the Directors to make an assertion in the Directors Responsibility Statement that your Company has laid down internal financial controls, which are in existence, adequate and operate effectively. Under Section 177(4)(vii) of the Companies Act, 2013, the Audit Committee evaluates the internal financial controls and makes presentation to the Board. The IFC implementation required all processes of your Company to be documented alongside the controls within the process. All processes were satisfactorily tested for both design and effectiveness during the year.

### **11. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES.**

As on March 31, 2017, the Company has 18 subsidiary companies and 05 Associate companies. There has been no change in the number of subsidiaries or in the nature of business of subsidiaries, during the year under review.



The Consolidated Financial Statement has been prepared in accordance with the Accounting Standards prescribed by the Companies Act, 2013 in this regard and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange(s). The Audited Consolidated Financial Statement and Cash Flow Statement, comprising of the Company & its subsidiaries forms part of this Annual Report. The Company has not consolidated financial of its associate companies in accordance with Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statements", as there are long term constraints for transfer of funds and accounting of investments in shares of the Associate Companies.

In accordance with third proviso of the Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on Company's website at [www.vipulgroup.in](http://www.vipulgroup.in). Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on Company's website at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is <http://www.vipulgroup.in/balance-sheets-subsidiary-companies>

Members interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company at the Company's registered office/corporate office.

Further, a statement containing the salient features on the performance and financial position of each of the subsidiary companies included in the consolidated financial statement is provided in Form AOC-1 and forms part of this Annual Report and also placed on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is [http://www.vipulgroup.in/sites/default/files/investor\\_document/AOC-1\\_FY2016-2017.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/AOC-1_FY2016-2017.pdf).

The Company has framed a policy for determining the Material Subsidiaries. The Company does not have any material subsidiary as on March 31, 2017. The Policy for determining material subsidiaries of the Company is available on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in).

Web link is [http://www.vipulgroup.in/sites/default/files/investor\\_document/Policy on Material Subsidiary.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Policy_on_Material_Subsiary.pdf).

## 12. DEPOSITS

During the financial year 2016-17, your Company has not invited or accepted any deposits from the public and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

## 13A. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017, was Rs. 11.99 Crores (i.e. 119,984,480 Equity Shares of Rs. 1 each).

During the year under review:

- (a) Issue of equity Shares With differential rights : Nil
- (b) Issue of sweat equity shares: Nil
- (c) Issue of employee stock options: Nil
- (d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees: Nil

## 13B. DEBENTURES

During the year under review, the Company has made early redemption of 470-Secured Redeemable Listed Non-Convertible Debentures of Rs. 10,00,000/- each aggregating to Rs. 47 Crore in the Month of September, 2016.

### 14. LISTING

The equity shares of your Company continues to be listed on BSE Limited and National Stock Exchange of India Limited.

### 15. SECRETARIAL STANDARDS

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2).

Your Company will comply with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as and when they are made mandatory.

### 16. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return of the Company in Form MGT-9 is annexed herewith as "**Annexure A**" to this Report.

### 17. AUDITORS AND AUDITORS REPORT

#### 17.1 Statutory Auditors

M/s. L.B. JHA & Co., Chartered Accountants (Firm Registration No. 301088E) were first appointed as auditors at 11th Annual General Meeting ('AGM') held on Monday, March 31, 2003. Currently, they are holding office of the auditors upto the conclusion of the ensuing AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013, (the Act), a transition period of three years from the commencement of the Act was provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. JSUS & Associates, Chartered Accountants (Firm Registration No. 329784E) are proposed to be appointed as auditors for a period of 5 years commencing from the conclusion of this ensuing AGM till the conclusion of the 31st AGM to be held in the year 2022, subject to ratification by shareholders every year, as may be applicable, in place of M/s. L.B. JHA & Co., Chartered Accountants.

M/s. JSUS & Associates, Chartered Accountants, have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors recommended the appointment of M/s. JSUS & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of the ensuing AGM till the conclusion of 31st AGM to be held in the year 2022, to the shareholders of the Company.

#### Independent Auditor's Report

There are no adverse remarks, reservations and/or qualification made by Statutory Auditor in their Report on the Standalone Financial Statements of the Company. The notes to the financial statement as on March 31, 2017, referred to in Auditor's Report are self-explanatory and therefore do not call for any further comments.

During the year under review, the Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013; therefore no detail is required to be discussed under Section 134(3)(ca) of the Companies Act, 2013.





However, in Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, the auditors have made qualified opinion in respect of the Financial Statements of Vipul SEZ Developers Pvt. Ltd, subsidiary company of Vipul Limited. The qualified opinion along with the board's explanations thereon are as follows:

**Qualified opinion:** In absence of the confirmation of the advances given amounting to Rs. 33,50,000/-, we are unable to comment about the realisability of the same.

**Board's Reply:** The management is following up for recovery and favorable response is expected. Hence, the Board is of the opinion that no provision is required.

**Qualified opinion:** The licenses for the Group Housing Development have expired during January'14 and January'16 respectively and the Company has applied for renewal of these licences under the "EDC Relief Policy" announced by Govt. Haryana. The renewal of these licences are awaited. In the absence of such renewed license we are unable to comment about the future use of such land for which such license has been obtained.

**Board's Reply:** The management is awaiting for approval for renewal of licenses.

**Qualified opinion:** The External Development Charges and Infrastructural Development charges along with the delayed payment surcharge, amounting to Rs. 1,23,92,10,153/-, have not been deposited and the Statutory Authority has taken step to invoke the Bank Guarantee issued by Axis Bank Ltd. Pending invocation of bank guarantee, we are unable to comment about the impact of the same in the Financial Statement of the company.

**Board's Reply:** The Board is of the opinion that no provision is required as all liabilities including delayed payment surcharge has already been provided in the financial statements. Any financial impact from Bank on invocation of the Bank Guarantee is not ascertainable till the time any such demand is raised by the Bank.

**Qualified opinion:** Rs. 16,12,82,741/- shown in the books as Deposit lying with Department of Town and Country Planning, Govt. of Haryana is subject to confirmation.

**Board's Reply:** The Board is of the opinion that no provision is required as these recoveries from Department of Town and Country Planning, Govt. of Haryana is based on various correspondence of the Government Body. The balance confirmation from Department of Town and Country Planning, Govt. of Haryana is awaited.

### 17.2 Cost Auditors

The Board of Directors on the recommendation of the Audit Committee, appointed M/s Vijender Sharma & Co., Cost Accountants, as Cost Auditors of the Company for the financial year 2017-18 at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) p.a. (exclusive of out of pocket expenses and applicable taxes). The Audit Committee has also received a Certificate from the Cost Auditors certifying their independence and arm's length relationship with the Company.

The Cost Audit Report was received by the Board of Directors on August 12, 2016 for the Financial Year 2015-16. The due date for filing the Cost Audit Report of the Cost Auditor of the Company for the Financial Year ended March 31, 2016 was September 11, 2016. The Cost Audit Report was filed in XBRL mode on September 2, 2016.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of cost auditors for financial year 2017-18 is placed for ratification by the Members in the ensuing Annual General Meeting.

### 17.3 Secretarial Auditors

The Secretarial Audit was carried out by M/s. AVA Associates, Company Secretaries (PCS Registration No. 5500) through its partner Mr. Amitabh, for the financial year 2016-17. The Report given by the Secretarial Auditors is annexed as "**Annexure B**" and forms an integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Secretarial Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Companies Act, 2013.

In terms of Section 204 of the Companies Act, 2013, on the recommendation of the Audit Committee, the Board of Directors had appointed M/s. AVA Associates, Company Secretaries (PCS Registration No. 5500) through its partner Mr. Amitabh, as the Secretarial Auditors of the Company in relation to the financial year 2017-18. The Company has received their consent for appointment.

### 18. ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

The information relating to Conservation of Energy and Technology Absorption as required to be disclosed under Section 134(3) (m) read with Rule 8 of the Companies (Accounts Rules) 2014, is not applicable to the Company.

### 19. FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars regarding foreign exchange earnings and outgo are as under:

| S. No | Expenditure/earning in Foreign Currency   | (In Rs.)                         |                                |
|-------|---|----------------------------------|--------------------------------|
|       |   | Year ended<br>31.03.2017         | Year ended<br>31.03.2016       |
| i     | Expenditure in Foreign Currency<br>- Travelling<br>- Professional Charges<br>- Others | 724,447<br>16,068,623<br>328,989 | 2,818,943<br>43,504,894<br>Nil |
| ii    | Earning in Foreign Currency<br>- Receipt from customers                               | NIL                              | 3,528,669                      |

Activities Relating to Exports; Initiatives taken to increase exports; development of new export market for product & services and export plans are not applicable to the Company.

### 20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Vipul Limited continues to be a socially conscious business enterprise. It is the philosophy of the Company that the benefits of growth and prosperity should be continuously shared with the people at large. As part of initiatives under CSR, the Company has undertaken projects in the areas of promotion of education & healthcare, which are in accordance with the CSR policy of the Company and Schedule VII of the Companies Act, 2013.

The CSR committee comprises of Independent Directors namely Dr. Bidhubhusan Samal, Mr. Vikram Vasheshar Kochhar and Mr. Rajesh Kumar Batra. The CSR Committee is responsible for formulating and monitoring the CSR policy of the Company from time to time.



The CSR policy may be accessed on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is [http://www.vipulgroup.in/sites/default/files/investor\\_document/CSR\\_Policy-Vipul.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/CSR_Policy-Vipul.pdf). The annual report on Corporate Social Responsibility Activities is annexed herewith marked as "**Annexure C**" to this report.

Members of the Company may note that the Company had executed a Memorandum of Understanding (MOU) with "Quota International of DLF City" for financial participation for supporting operational welfare of Kadarapur Secondary School situated at Kadarapur, Gurugram, Haryana.

The Company has incurred expenditure to the tune of Rs 15.89 Lakhs during the period under review towards the CSR activities as against Rs. 2.69 Lakhs for the financial year ended March 31, 2017.

Further, to meet its CSR commitments, the Company has committed to spend Rs. 16.02 Lakhs (approx.) during the financial year 2017-18 as CSR expenditure through "Quota International of DLF City" as against the statutory obligation of Rs. 0.69 Lakhs for the Financial Year 2017-18.

### **21. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, the Company has re-appointed Mr. Punit Beriwal (DIN: 00231682) as Managing Director of the Company, for a period of three years with effect from April 1, 2017 i.e. upto March 31, 2020 on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Company, after obtaining the approval of members of the Company by passing the special resolution through postal ballot notice/e-voting.

As per the provisions of the Companies Act, 2013, Mr. Punit Beriwal retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. His profile is provided in the Notice of Annual General Meeting. The board recommended his reappointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Regulation 16 & 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of Independent Directors is due for reappointment.

### **22. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has undertaken an evaluation of its own performance, the performance of its Committees and of all the individual Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees. The directors express their satisfaction with the evaluation process.

### **23. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedure to be followed, and disclosure to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals of employees and maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in).

Web-link is:- [http://www.vipulgroup.in/sites/default/files/investor\\_document/Code of Conduct for the Prevention of Insider Trading.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Code of Conduct for the Prevention of Insider Trading.pdf).

### **24. FAMILIARIZATION POLICY**

The Independent Directors are eminent personalities having wide experience in the field of business, finance, legal, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations. They are also provided with necessary documents, reports, internal policies and site visits to enable them to familiarize with the Company's operations, its procedures and practices.

To familiarize the new inductees with the strategy, operations and functions of our Company, the Managing Director/Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, organization structure, facilities and risk management. Details of the familiarization program/policy of the independent directors are available on Company's website at [www.vipulgroup.in](http://www.vipulgroup.in).

Web link is :[http://www.vipulgroup.in/sites/default/files/investor\\_document/Familiarization\\_policy-Final.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Familiarization_policy-Final.pdf).

### **25. BOARD MEETING**

Five meetings of Board of Directors were held during the financial year 2016-17 i.e. on May 30, 2016, August 12, 2016, September 9, 2016, November 14, 2016 and February 13, 2017 and the gap between two consecutive meetings did not exceed one hundred and twenty days.

The necessary quorum was present throughout, for all meetings.

### **26. AUDIT COMMITTEE**

The Audit Committee has been constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Audit Committee comprises of Independent Non-Executive Directors namely, Mr. Vikram Vasheshar Kochhar as Chairman, Dr. Bidhubhusan Samal and Mr. Rajesh Kumar Batra as members. The Committee has been reconstituted on May 29, 2017 by co-opting Mrs. Ameeta Verma Duggal as its member.

All the recommendations made by the Audit Committee were accepted by the Board of Directors.

### **27. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has formulated a Whistle Blower/Vigil Mechanism Policy to provide Vigil Mechanism for employees including Directors of the Company to report genuine concerns. The provisions of this policy are in line with the provisions of the Section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on Company's website at [www.vipulgroup.in](http://www.vipulgroup.in). Web-link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/Vigil\\_Mechanism-VipulGroup\\_2015.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Vigil_Mechanism-VipulGroup_2015.pdf).

The Code provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee.



### 28. NOMINATION, REMUNERATION AND PERFORMANCE EVALUATION POLICY

The Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub section (3) of Section 178 of the Companies Act 2013, is appended as "**Annexure D**" to this Report.

Neither the Managing Director nor any other Director receives any remuneration (except sitting fees) or commission from any of its subsidiaries.

### 29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of the loan given, investment made, guarantee given and security provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the notes to the Financial Statements (standalone).

The Company has not granted any loan and advances in the nature of loans to any of its subsidiaries/associates.

### 30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Particulars of Related Party Transactions entered into by the Company during the year pursuant to Section 188 of the Companies Act, 2013 are given in "**Annexure E**" to this Report.

In line with the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Company has formulated a policy on Materiality of and dealing with related party transactions. The Policy can be accessed on the Company's website [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/policy\\_on\\_materiality\\_of\\_and\\_dealing\\_with\\_related\\_party\\_transactions.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/policy_on_materiality_of_and_dealing_with_related_party_transactions.pdf).

All Related Party Transactions are placed before the Audit Committee of the Company for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. The statement of transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee for approval on a quarterly basis.

There was no material contracts or arrangements entered into by the Company with any of the related party, which requires Shareholders/Members approval.

### 31. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosure pertaining to Remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are appended herewith as "**Annexure F(I)**" to this Report.

In terms of the Provisions of Sections 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and the other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules is appended herewith as "**Annexure F(II)**" to this Report.

### 32. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints regarding sexual harassment.

All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, no complaints were received by internal committee, pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013.

A report under Section 21 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 read with Rule 14 of Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013 on complaints was as under:-

|  |       |
|--|-------|
| (a) number of complaints of sexual harassment received in the year                   | : NIL |
| (b) number of complaints disposed off during the year                                | : NIL |
| (c) number of cases pending for more than ninety days                                | : NIL |
| (d) number of workshops or awareness programme against sexual harassment carried out | : NIL |
| (e) nature of action taken by the employer or District Officer                       | : NA  |

### **33. RISK MANAGEMENT POLICY**

The Company has a Risk Management Committee to frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls. The development and implementation of risk management policy has been covered in the Report on Corporate Governance and Management Discussion and Analysis Report, which forms part of this Annual Report. There is no major risk which may threaten the existence of the Company.

### **34. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Directors hereby confirm that:

- a. in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2017 and of the Profit of the Company for the year ended on that date;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis; and
- e. proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.





**35. ACKNOWLEDGEMENT**

The Board acknowledge with gratitude the co-operation and assistance provided to your Company by its bankers, financial institutions, government as well as non-government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the Company and its subsidiaries during the year under review. Your Directors thank the customers, clients, vendors and other business associates for their continued support. Your Directors are thankful to members for their continued patronage.

**For & on behalf of the Board of Vipul Limited**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**Place: Gurugram**  
**Date: August 21, 2017**

## ANNEXURE 'A'

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

As on the Financial Year Ended on March, 31, 2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## 1. REGISTRATION AND OTHER DETAILS :

|   |   |
|---|---|
| CIN   | L65923DL2002PLC167607   |
| Registration Date   | June 05, 1991   |
| Name of the Company   | Vipul Limited   |
| Category/ Sub- Category of the Company                                    | Public Company/ Limited by Shares   |
| Address of the Registered office and contact details                      | Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017  |
| Whether Listed Company  | Yes   |
| Name, address and contact details of Registrar and Transfer agent, if any | M/s MAS Services Limited (Unit: Vipul Limited<br>T-34, IIInd Floor, Phase-II, Okhla Industrial Area, Phase-II, New Delhi-110020<br>Tel No. : 011-26387281-83<br>Fax No. 011-26387384<br>Email: info@masserv.com |

## 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| S. No. | Name and Description of main products/services | NIC code of the Products/ Services | % to total turnover of the Company |
|--------|--|------------------------------------|------------------------------------|
| 1.     | Real Estate                                    | NA                                 | 100%                               |

## 3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

| S. No. | Name and Address of the Company  | CIN/GLN               | Holding Subsidiary/ Associate | % of Shares held | Applicable Section |
|--------|--|-----------------------|-------------------------------|------------------|--------------------|
| 1      | URR Housing and Construction Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017 | U45201DL2005PTC140259 | Subsidiary                    | 100%             | 2(87)              |



| <b>S. No.</b> | <b>Name and Address of the Company</b>   | <b>CIN/GLN</b>        | <b>Holding Subsidiary/ Associate</b> | <b>% of Shares held</b> | <b>Applicable Section</b> |
|---------------|--|-----------------------|--------------------------------------|-------------------------|---------------------------|
| 2             | Ritwiz Builders and Developers Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017 | U45201DL2005PTC139817 | Subsidiary                           | 100%                    | 2(87)                     |
| 3             | United Buildwell Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017               | U45201DL2005PTC137284 | Subsidiary                           | 100%                    | 2(87)                     |
| 4             | Vipul Southern Infracon Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                | U45200DL2008PLC182660 | Subsidiary                           | 100%                    | 2(87)                     |
| 5             | Entrepreneurs (Calcutta) Private Limited<br>4/2 B, Leonard Road Hastings,<br>Kolkata- 700022, WB                                     | U24241WB1979PTC032243 | Subsidiary                           | 100%                    | 2(87)                     |
| 6             | Vipul Eastern Infracon Private Limited<br>4/2 B, Leonard Road Hastings,<br>Kolkata- 700022, WB                                       | U32201WB1984PTC037228 | Subsidiary                           | 100%                    | 2(87)                     |
| 7             | Vipul Hospitality Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                      | U55101DL2007PLC170128 | Subsidiary                           | 100%                    | 2(87)                     |
| 8             | Vipul SEZ Developers Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017           | U45201DL2006PTC146089 | Subsidiary                           | 50.04%                  | 2(87)                     |
| 9             | PKB Buildcon Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                   | U70101DL2005PTC135706 | Subsidiary                           | 50.04%                  | 2(87)                     |
| 10            | PKBK Buildwell Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                 | U70101DL2005PTC135669 | Subsidiary                           | 50.04%                  | 2(87)                     |
| 11            | KST Buildwell Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                  | U70101DL2005PTC135707 | Subsidiary                           | 50.04%                  | 2(87)                     |
| 12            | VSD Buildwell Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                  | U70100DL2011PTC223672 | Subsidiary                           | 50.04%                  | 2(87)                     |

| S. No. | Name and Address of the Company   | CIN/GLN               | Holding Subsidiary/ Associate | % of Shares held | Applicable Section |
|--------|---|-----------------------|-------------------------------|------------------|--------------------|
| 13     | High Class Projects Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                             | U70102DL2010PLC200435 | Subsidiary                    | 100%             | 2(87)              |
| 14     | Bhatinda Hotels Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                                 | U55101DL2010PLC198746 | Subsidiary                    | 100%             | 2(87)              |
| 15     | Abhipra Trading Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                         | U51909DL2002PTC117738 | Subsidiary                    | 100%             | 2(87)              |
| 16     | Vineeta Trading Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                         | U51909DL2002PTC117736 | Subsidiary                    | 100%             | 2(87)              |
| 17     | Graphic Research Consultants<br>(India) Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017 | U74999DL1981PTC012286 | Subsidiary                    | 100%             | 2(87)              |
| 18     | Vipul Lavanya Developers Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                        | U70109DL2012PLC240089 | Subsidiary                    | 100%             | 2(87)              |
| 19     | Vipul Karamchand SEZ Private<br>Limited<br>72, Okhla Industrial Estate,<br>Phase-III, New Delhi-110020  | U45400DL2007PTC166606 | Associate                     | 50%              | 2(6)               |
| 20     | Maxworth Marketing Private<br>Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017                   | U74899DL1995PTC069711 | Associate                     | 50%              | 2(6)               |
| 21     | Choice Real Estate Developers<br>Private Limited<br>14/185-14/186, Gr Floor,<br>Malviya Nagar, Main Shivalik Road,<br>New Delhi-110017        | U70101DL2006PTC148471 | Associate                     | 25.00 %          | 2(6)               |
| 22     | Mudra Finance Limited<br>G-12/A, First Floor, Hauz Khas,<br>New Delhi-110016  | U70101DL1997PLC085456 | Associate                     | 33.33 %          | 2(6)               |
| 23     | Whitfield Infrastructure<br>Development Private Limited#<br>22, Vijayalakshmi Colony,<br>Kadugodi, Bangalore-560067 , KA                      | U45201KA2001PTC029045 | Associate                     | 50.00            | 2(6)               |

# Holing through a Subsidiary Company.



#### 4. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity)

##### I) Category-wise Shareholding

| Category of Shareholders  | No. of Shares held at the beginning of the year |          |             |                   | No. of Shares held at the end of the year |          |             |                   | % Change during the year |
|---|---|----------|-------------|-------------------|---|----------|-------------|-------------------|--------------------------|
|   | Demat   | Physical | Total       | % of Total Shares | Demat                                     | Physical | Total       | % of Total Shares |                          |
| <b>A. Promoters</b>   |   |          |             |                   |   |          |             |                   |                          |
| <b>(1) Indian</b>   |   |          |             |                   |   |          |             |                   |                          |
| a) Individual / HUF   | 76,050,609                                      | 0        | 76,050,609  | 63.38             | 76,050,109                                | 0        | 76,050,109  | 63.38             | 0.0004                   |
| b) Central Govt.  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| c) State Govt.(s)   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d) Bodies Corporate   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| e) Banks/ FI  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| f) Any Other....  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>Sub-Total (A)(1):</b>  | 76,050,609                                      | 0        | 76,050,609  | 63.38             | 76,050,109                                | 0        | 76,050,109  | 63.38             | 0.0004                   |
| <b>(2) Foreign</b>  |   |          |             |                   |   |          |             |                   |                          |
| a) NRIs- Individuals  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| b) Other- Individuals   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| c) Bodies Corporate   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d) Banks/ FI  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| e) Any Other....  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>Sub-Total (A)(2):</b>  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>                        | 76,050,609                                      | 0        | 76,050,609  | 63.38             | 76,050,109                                | 0        | 76,050,109  | 63.38             | 0.0004                   |
| <b>B. Public Shareholding</b>   |   |          |             |                   |   |          |             |                   |                          |
| <b>(1) Institutions</b>   |   |          |             |                   |   |          |             |                   |                          |
| a) Mutual Funds / UTI   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| b) Banks/ FI  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| c) Central Govt./State Govt   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| d) Venture Capital Funds  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| e) Insurance Companies  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| f) FIs  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| g) Foreign Venture Capital Funds  | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| h) Qualified Foreign Institutions   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| i) Others (specify) / FDI   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>Sub-Total(B)(1):</b>   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>(2) Non-Institutions</b>   |   |          |             |                   |   |          |             |                   |                          |
| <b>a) Bodies Corporate</b>  |   |          |             |                   |   |          |             |                   |                          |
| i) Indian   | 24,219,478                                      | 2,000    | 24,221,478  | 20                | 27,506,222                                | 2,000    | 27,508,222  | 22.93             | 2.93                     |
| ii) Overseas  | 0   | 0        | 0           | 0                 | 200,000                                   | 0        | 200,000     | 0.17              | 0.17                     |
| <b>b) Individuals</b>   |   |          |             |                   |   |          |             |                   |                          |
| i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh          | 6,721,450                                       | 608,070  | 7,329,502   | 6.11              | 5,892,388                                 | 593,017  | 6,485,405   | 5.41              | (0.7)                    |
| ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 Lakh | 11,233,000                                      | 0        | 11,233,000  | 9.36              | 6,160,552                                 | -        | 6,160,552   | 5.13              | (4.23)                   |
| <b>c) Others (specify)</b>  |   |          |             |                   |   |          |             |                   |                          |
| i) Clearing Members / Clearing House  | 1,121,029                                       | -        | 1,121,029   | 0.93              | 3,474,596                                 | -        | 3,474,596   | 2.90              | 1.97                     |
| ii) NRI / OCBs  | 28,844  | -        | 28,844      | 0.02              | 105,596                                   | -        | 105,596     | 0.09              | 0.07                     |
| iii) Trusts   | -   | -        | -           | -                 | -   | -        | -           | -                 | -                        |
| <b>Sub-Total(B)(2):</b>   | 43,323,801                                      | 610,070  | 43,933,871  | 36.62             | 43,339,354                                | 595,017  | 43,934,371  | 36.61             | (0.01)                   |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                                | 43,323,801                                      | 610,070  | 43,933,871  | 36.62             |   |          |             |                   |                          |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                            | -   | -        | -           | 0                 | -   | -        | -           | -                 | -                        |
| <b>Grand Total(A+B+C)</b>   | 119,374,410                                     | 610,070  | 119,984,480 | 100.00            | 119,389,463                               | 595,017  | 119,984,480 | 100.00            | -                        |

**II) Shareholding of Promoters (including Promoter Group)**

| Sl. No. | Shareholder's Name                                       | Shareholding at the beginning of the year (as on 01.04.2016) |                                  |  | Shareholding at the end of the year (as on 31.03.2017) |                                  |  | % of change in shareholding during the year |
|---------|--|--|----------------------------------|--|--|----------------------------------|--|---|
|         |  | No. of Shares  | % of total Shares of the Company | % of Shares Pledged/encumbered to total shares | No. of Share   | % of total Shares of the Company | % of Shares Pledged/encumbered to total shares |   |
| 1       | SUNITA BERIWALA JT PUNIT BERIWALA                        | 2491000  | 2.08                             | -  | 2491000  | 2.08                             | -  | -   |
| 2       | PUNIT BERIWALA   | 39483575   | 32.91                            | 27.21  | 39483575   | 32.91                            | 21.34  | -   |
| 3       | PUNIT BERIWALA (HUF) THRU MR PUNIT BERIWALA, KARTA       | 5838000  | 4.87                             | 0.28   | 5838000  | 4.87                             | -  | -   |
| 4       | PUNIT BERIWALA JT VIPUL BERIWALA                         | 3710000  | 3.09                             | -  | 3710000  | 3.09                             | -  | -   |
| 5       | SHYAM SUNDER BERIWALA K/O SHYAM SUNDER PUNIT KUMAR (HUF) | 8828034  | 7.36                             | -  | 8827534  | 7.36                             | -  | (0.00041)                                   |
| 6       | SUNITA BERIWALA JT PUNIT BERIWALA                        | 13300000   | 11.08                            | 2.92   | 13300000   | 11.08                            | 5.17   | -   |
| 7       | PUNIT BERIWALA JT VIPUL BERIWALA                         | 400000   | 0.33                             | -  | 400000   | 0.33                             | -  | -   |
| 8       | PUNIT BERIWALA (HUF) THRU MR PUNIT BERIWALA, KARTA       | 2000000  | 1.67                             | -  | 2000000  | 1.67                             | -  | -   |
|         | <b>TOTAL</b>   | <b>76050609</b>  | <b>63.38</b>                     | <b>30.41</b>                                   | <b>76050109</b>  | <b>63.38</b>                     | <b>26.51</b>                                   | <b>(0.00041)</b>                            |

**III) Change in Promoters (including Promoter Group) Shareholding**

| Sl. No. | Name of Shareholder                                      | Shareholding at the beginning of the year (as on 01.04.2016) |                                  | Date (mm/dd/yyyy) | Increase/Decrease in Shareholding |                                  | Cumulative shareholding during the year |                                  | Reason      |
|---------|--|--|----------------------------------|-------------------|-----------------------------------|----------------------------------|---|----------------------------------|-------------|
|         |  | No. of Shares  | % of total shares of the company |                   | No. of Shares                     | % of total shares of the company | No. of Shares                           | % of total shares of the company |             |
| 1.      | SHYAM SUNDER BERIWALA K/O SHYAM SUNDER PUNIT KUMAR (HUF) | 8828034  | 7.36                             | 16/09/2016        | -500                              | -0.00041                         | 8827534                                 | 7.36                             | Market Sale |





**IV) Shareholding Pattern of Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No. | Name of Shareholder                          | Shareholding at the beginning of the year (as on 01.04.2016) |                                  | Date (mm/dd/yyyy) | Increase/Decrease in Shareholding |                                  | Cumulative shareholding during the year |                                  | Reason   |
|---------|--|--|----------------------------------|-------------------|-----------------------------------|----------------------------------|---|----------------------------------|----------|
|         |  | No. of Shares  | % of total shares of the company |                   | No. of Shares                     | % of total shares of the company | No. of Shares                           | % of total shares of the company |          |
| 1       | ASHIKA STOCK BROKING LTD.- CLIENT MARGIN A/C | 187019   | 0.16                             | 8/04/2016         |                                   |                                  | 187019                                  | 0.16                             | -        |
|         |  |  |                                  | 15/04/2016        | -200                              | -0.0002                          | 186819                                  | 0.16                             | Transfer |
|         |  |  |                                  | 24/05/2016        | -41819                            | -0.0349                          | 145000                                  | 0.12                             | Transfer |
|         |  |  |                                  | 10/06/2016        | -100000                           | -0.0833                          | 45000                                   | 0.04                             | Transfer |
|         |  |  |                                  | 05/08/2016        | 50000                             | 0.0417                           | 95000                                   | 0.08                             | Transfer |
|         |  |  |                                  | 19/08/2016        | -50000                            | -0.0417                          | 45000                                   | 0.04                             | Transfer |
|         |  |  |                                  | 02/09/2016        | 20900                             | 0.0174                           | 65900                                   | 0.05                             | Transfer |
|         |  |  |                                  | 09/09/2016        | 50000                             | 0.0417                           | 115900                                  | 0.10                             | Transfer |
|         |  |  |                                  | 16/09/2016        | 20125                             | 0.0168                           | 136025                                  | 0.11                             | Transfer |
|         |  |  |                                  | 23/09/2016        | -13125                            | -0.0109                          | 900                                     | 0.00                             | Transfer |
|         |  |  |                                  | 07/10/2016        | 12506                             | 0.0104                           | 13406                                   | 0.01                             | Transfer |
|         |  |  |                                  | 14/10/2016        | -7300                             | -0.0061                          | 6106                                    | 0.01                             | Transfer |
|         |  |  |                                  | 21/10/2016        | -5274                             | -0.0044                          | 859                                     | 0.00                             | Transfer |
|         |  |  |                                  | 04/11/2016        | 199141                            | 0.1660                           | 200000                                  | 0.17                             | Transfer |
|         |  |  |                                  | 11/11/2016        | 5000                              | 0.0042                           | 205000                                  | 0.17                             | Transfer |
|         |  |  |                                  | 18/11/2016        | 6000                              | 0.0050                           | 211000                                  | 0.18                             | Transfer |
|         |  |  |                                  | 24/11/2016        | 128052                            | 0.1067                           | 339052                                  | 0.28                             | Transfer |
|         |  |  |                                  | 02/12/2016        | 1500000                           | 1.2502                           | 1839052                                 | 1.53                             | Transfer |
|         |  |  |                                  | 09/12/2016        | -750000                           | -0.6251                          | 1089052                                 | 0.91                             | Transfer |
|         |  |  |                                  | 27/01/2017        | -343138                           | -0.2860                          | 745914                                  | 0.62                             | Transfer |
|         |  |  |                                  | 03/02/2017        | 1968328                           | 1.6405                           | 2714242                                 | 2.26                             | Transfer |
|         |  |  |                                  | 10/02/2017        | -68928                            | -0.0574                          | 2024914                                 | 1.69                             | Transfer |
|         |  |  |                                  | 17/02/2017        | 100000                            | 0.0833                           | 2124914                                 | 1.77                             | Transfer |
|         |  |  |                                  | 24/02/2017        | 165000                            | 0.1375                           | 2289914                                 | 1.91                             | Transfer |
|         |  |  |                                  | 03/03/2017        | 12000                             | 0.0100                           | 2301914                                 | 1.92                             | Transfer |
|         |  |  |                                  | 10/03/2017        | -1240862                          | -1.0342                          | 1061052                                 | 0.88                             | Transfer |
|         |  |  |                                  | 17/03/2017        | 1300000                           | 1.0835                           | 2361052                                 | 0.97                             | Transfer |
|         |  |  |                                  | 31/03/2017        | -985695                           | -0.8215                          | 1375357                                 | 1.15                             | Transfer |
| 2.      | HARIDARSHAN SALES PVT. LTD.                  | 1525000  | 1.27                             | 31/03/2016        |                                   |                                  | 1525000                                 | 1.27                             | -        |
|         |  |  |                                  | 24/06/2016        | -23859                            | -0.0199                          | 1501141                                 | 1.25                             | Transfer |
|         |  |  |                                  | 01/07/2016        | -85000                            | -0.0708                          | 1416141                                 | 1.18                             | Transfer |

| Sl. No. | Name of Shareholder               | Shareholding at the beginning of the year (as on 01.04.2016) |                          | Date (mm/dd/yyyy) | Increase/Decrease in Shareholding |                                  | Cumulative shareholding during the year |                                  | Reason   |
|---------|-----------------------------------|--|--------------------------|-------------------|-----------------------------------|----------------------------------|---|----------------------------------|----------|
|         |                                   | No. of Shares  | % of total shares of the |                   | No. of Shares                     | % of total shares of the company | No. of Shares                           | % of total shares of the company |          |
|         |                                   |  |                          | 08/07/2016        | -426641                           | -0.3556                          | 989500                                  | 0.82                             | Transfer |
|         |                                   |  |                          | 15/07/2016        | -737179                           | -0.6144                          | 252321                                  | 0.21                             | Transfer |
|         |                                   |  |                          | 22/07/2016        | -155321                           | -0.1295                          | 97000                                   | 0.08                             | Transfer |
|         |                                   |  |                          | 29/07/2016        | -97000                            | -0.0808                          | 0                                       | 0.00                             | Transfer |
| 3.      | YADUKA FINANCIAL SERVICES LIMITED | 133042   | 0.11                     | 30/09/2016        |                                   |                                  | 133042                                  | 0.11                             |          |
|         |                                   |  |                          | 10/03/2017        | 1166958                           | 0.9726                           | 1300000                                 | 1.08                             | Transfer |
|         |                                   |  |                          | 31.03.2017        | 400000                            | 0.3334                           | 1700000                                 | 1.42                             | Transfer |
| 4.      | ASHISH BEGWANI                    | 6000000  | 5.00                     | 31/03/2016        |                                   |                                  | 6000000                                 | 5.00                             |          |
|         |                                   |  |                          | 08/04/2016        | -1070000                          | -0.8918                          | 4930000                                 | 4.11                             | Transfer |
|         |                                   |  |                          | 30/09/2016        | -100000                           | -0.0833                          | 4830000                                 | 4.03                             | Transfer |
|         |                                   |  |                          | 23/12/2016        | 570000                            | 0.4751                           | 5400000                                 | 4.50                             | Transfer |
|         |                                   |  |                          | 03/03/2017        | -1000000                          | -0.8334                          | 4400000                                 | 3.67                             | Transfer |
|         |                                   |  |                          | 31/03/2017        |                                   |                                  | 4400000                                 | 3.67                             | Transfer |
| 5.      | ANALYSIS SECURITIES (P) LTD       | 1673987  | 1.40                     | 31/03/2016        |                                   |                                  | 1673987                                 | 1.40                             |          |
|         |                                   |  |                          | 30/06/2016        | -1000000                          | -0.8334                          | 673987                                  | 0.56                             | Transfer |
|         |                                   |  |                          | 24/03/2017        |                                   |                                  | 673987                                  | 0.56                             | Transfer |
|         |                                   |  |                          | 31/03/2017        | -673987                           | -0.5617                          | 0                                       | 0.00                             | Transfer |
| 6.      | MASTER CAPITAL SERVICES LTD       | 3000765  | 2.50                     | 31/03/2016        |                                   |                                  | 3000765                                 | 2.50                             | Transfer |
|         |                                   |  |                          | 08/04/2016        | -165                              | -0.0001                          | 3000600                                 | 2.50                             | Transfer |
|         |                                   |  |                          | 15/04/2016        | 300                               | 0.0003                           | 3000900                                 | 2.50                             | Transfer |
|         |                                   |  |                          | 29/04/2016        | -300                              | -0.0003                          | 3000600                                 | 2.50                             | Transfer |
|         |                                   |  |                          | 17/06/2016        | -35                               | -0.00003                         | 3000565                                 | 2.50                             | Transfer |
|         |                                   |  |                          | 30/06/2016        | -3000000                          | -2.5003                          | 565                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 08/07/2016        | -1                                | -0.000001                        | 564                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 15/07/2016        | -14                               | -0.00001                         | 550                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 29/07/2016        | -20                               | -0.00002                         | 530                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 19/08/2016        | -10                               | -0.00001                         | 520                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 26/08/2016        | -20                               | -0.00002                         | 500                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 02/09/2016        | -5                                | -0.000004                        | 495                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 16/09/2016        | 200                               | 0.0002                           | 695                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 17/09/2016        | -200                              | -0.0002                          | 495                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 23/09/2016        | 15                                | 0.00001                          | 510                                     | 0.00                             | Transfer |
|         |                                   |  |                          | 24/09/2016        | -5                                | -0.000004                        | 505                                     | 0.00                             | Transfer |



| Sl. No. | Name of Shareholder          | Shareholding at the beginning of the year (as on 01.04.2016) |                          | Date (mm/dd/yyyy) | Increase/Decrease in Shareholding |                                  | Cumulative shareholding during the year |                                  | Reason    |
|---------|------------------------------|--|--------------------------|-------------------|-----------------------------------|----------------------------------|---|----------------------------------|-----------|
|         |                              | No. of Shares  | % of total shares of the |                   | No. of Shares                     | % of total shares of the company | No. of Shares                           | % of total shares of the company |           |
|         |                              |  |                          | 14/10/2016        | 5                                 | 0.000004                         | 510                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 21/10/2016        | 200                               | 0.0002                           | 710                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 28/10/2016        | -211                              | -0.0002                          | 499                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 11/11/2016        | 200                               | 0.0002                           | 699                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 18/11/2016        | 98                                | 0.0001                           | 797                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 02/12/2016        | 83                                | 0.0001                           | 880                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 09/12/2016        | -133                              | -0.0001                          | 747                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 23/12/2016        | -21                               | -0.00002                         | 726                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 13/01/2017        | -20                               | -0.00002                         | 706                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 20/01/2017        | 300                               | 0.0003                           | 1006                                    | 0.00                             | Transfer  |
|         |                              |  |                          | 27/01/2017        | -200                              | -0.0002                          | 806                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 10/02/2017        | 25                                | 0.00002                          | 831                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 17/02/2017        | 25                                | 0.00002                          | 856                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 24/07/2017        | -198                              | -0.0002                          | 658                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 03/03/2017        | 302                               | 0.0003                           | 960                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 24/03/2017        | -500                              | -0.0004                          | 460                                     | 0.00                             | Transfer  |
|         |                              |  |                          | 31/03/2017        | -460                              | -0.0004                          | 0                                       | 0.00                             | Transfer  |
| 7.      | ACME RESOURCES LTD           | 3000000  | 2.50                     | 30/06/2016        |                                   |                                  | 3000000                                 | 2.50                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 3000000                                 | 2.50                             | No Change |
| 8.      | STERLING AGRO INDUSTRIES LTD | 2937680  | 2.45                     | 31/03/2016        |                                   |                                  | 2937680                                 | 2.45                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 2937680                                 | 2.45                             | No Change |
| 9.      | ARIHANT TECHNOLOGY PVT LTD   | 1198000  | 1.00                     | 31/03/2016        |                                   |                                  | 1198000                                 | 1.00                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 1198000                                 | 1.00                             | No Change |
| 10.     | ESSJAY VINIYOG PVT LTD       | 1208000  | 1.01                     | 31/03/2016        |                                   |                                  | 1208000                                 | 1.01                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 1208000                                 | 1.01                             | No Change |
| 11.     | KSJ CONSULTANT PVT LTD       | 1817992  | 1.52                     | 31/03/2016        |                                   |                                  | 1817992                                 | 1.52                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 1817992                                 | 1.52                             | No Change |
| 12.     | SUNRAYS CERAMICS PVT LTD     | 1840400  | 1.53                     | 31/03/2016        |                                   |                                  | 1840400                                 | 1.53                             | No Change |
|         |                              |  |                          | 31/03/2017        |                                   |                                  | 1840400                                 | 1.53                             | No Change |

V) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | Name of Shareholder | Shareholding at the beginning of the year (as on 01.04.2016) |                                  | Date (mm/dd/yyyy) | Reason | Increase/Decrease in Shareholding during the year |                                  | Cumulative shareholding |                                  |
|---------|---------------------|--|----------------------------------|-------------------|--------|---|----------------------------------|-------------------------|----------------------------------|
|         |                     | No. of Shares  | % of total shares of the Company |                   |        | No. of Shares                                     | % of total shares of the Company | No. of Shares           | % of total shares of the Company |
| 1.      | Mr. Punit Beriwal   | 39483575   | 32.91                            | -                 | -      | -   | -                                | 39483575                | 32.91                            |
| 2.      | Mrs. Guninder Singh | 160000   | 0.13                             | -                 | -      | -   | -                                | 160000                  | 0.13                             |
| 3       | Mr. Ajay Agrawal    | 2200   | 0.002                            | -                 | -      | -   | -                                | 2200                    | 0.002                            |

5. INDEBTEDNESS

(Rs. In Crore)

| Indebtedness of the Company including interest outstanding/accrued but not due for payment |                                  |                 |          |                    |
|--|----------------------------------|-----------------|----------|--------------------|
|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| <b>Indebtedness at the beginning of the Financial Year</b>                                 |                                  |                 |          |                    |
| i) Principal Amount  | 236.06                           | 59.14           | -        | 295.20             |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | 1.82                             | -               | -        | 1.82               |
| <b>Total (i+ii+iii)</b>  | <b>237.88</b>                    | <b>59.14</b>    | <b>-</b> | <b>297.02</b>      |
| <b>Change in Indebtedness during the Financial Year</b>                                    |                                  |                 |          |                    |
| Addition   | 319.80                           | 38.13           | -        | 357.93             |
| Reduction  | 189.26                           | 30.59           | -        | 219.85             |
| <b>Net Change</b>  | <b>130.54</b>                    | <b>7.54</b>     | <b>-</b> | <b>138.08</b>      |
| <b>Indebtedness at the end of the Financial Year</b>                                       |                                  |                 |          |                    |
| i) Principal Amount  | 366.03                           | 66.68           | -        | 432.71             |
| ii) Interest due but not paid  | -                                | -               | -        | -                  |
| iii) Interest accrued but not due  | 2.39                             | -               | -        | 2.39               |
| <b>Total (i+ii+iii)</b>  | <b>368.42</b>                    | <b>66.68</b>    | <b>-</b> | <b>435.10</b>      |



**6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Rs. In Lakh/p.a.)

| Sl. No. | Particulars of Remuneration  | Mr. Punit Beriwalla MD                            | Total Amount  |
|---------|--|---|---------------|
| 1.      | Gross salary   |   |               |
|         | a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961             | 160.07  | 160.07        |
|         | b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                                  | 14.40   | 14.40         |
|         | c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961                   |   |               |
| 2.      | Stock Option   | -   | -             |
| 3.      | Sweat Equity   | -   | -             |
| 4.      | Commission   |   |               |
|         | - as % of profit   | -   | -             |
|         | - Others specify...  | -   | -             |
| 5.      | Others, please specify   | -   | -             |
|         | Total (A)  | <b>174.47</b>                                     | <b>174.47</b> |
|         | Ceiling as per the Act (10% of profit calculated under Section 198 of the Companies Act, 2013) | <b>Obtained approval from Central Government.</b> |               |

**B. Remuneration to other Directors**

**I. Independent Directors**

(Amt. in Rs.)

| Sl. No. | Particulars of Remuneration                    | Name of Directors  |                        |                 |                             |                         | Total Amount  |
|---------|--|--|------------------------|-----------------|-----------------------------|-------------------------|---------------|
|         |  | Dr. Bidhubhusan Samal  | Mr. Rajesh Kumar Batra | Mr. Kapil Dutta | Mr. Vikram Vashehar Kochhar | Ms. Ameeta Verma Duggal |               |
| A       | • Fees for attending Board/ Committee meetings | 120000   | 105000                 | 52500           | 172500                      | 45000                   | 495000        |
|         | • Commission                                   | -  | -                      | -               | -                           | -                       | -             |
|         | • Others                                       | -  | -                      | -               | -                           | -                       | -             |
|         | <b>Total (A)</b>                               | <b>120000</b>  | <b>105000</b>          | <b>52500</b>    | <b>172500</b>               | <b>45000</b>            | <b>495000</b> |
|         | Ceiling as per the Act                         | Rupees One Lakh per meeting to a director for attending meeting of the Board or Committee [Section 197(5) of the Companies Act 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]. |                        |                 |                             |                         |               |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR /MANAGER/WHOLE TIME DIRECTOR

(Rs. in lakhs/p.a.)

| S. No. | Particulars of Remuneration  | Key Managerial Personnel                       |   |   | Total  |
|--------|--|--|---|---|--------|
|        |  | Mrs. Guninder Singh<br>Chief Executive Officer | Mr. Ajay Agrawal<br>Chief Financial Officer | Mr. Vivek Chaudhary<br>Company Secretary* |        |
| 1.     | Gross Salary   |  |   |   |        |
|        | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 163.86   | 41.88                                       | 14.40                                     | 220.14 |
|        | b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961                      | 11.88  | 0.23  | 0.32                                      | 12.43  |
|        | c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961       | -  | -   | -   | -      |
| 2.     | Stock Option   | -  | -   | -   | -      |
| 3.     | Sweat Equity   | -  | -   | -   | -      |
| 4.     | Commission   |  |   |   |        |
|        | - as % of profit   |  |   |   |        |
|        | - Others specify...  | -  | -   | -   | -      |
| 5      | Others   | -  | -   | -   | -      |
|        | Total  | 175.74   | 42.11                                       | 14.72                                     | 232.57 |

\* ceased w.e.f May 29,2017

## 7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type                         | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/COURT] | Appeal made, if any (give Details) |
|------------------------------|------------------------------|-------------------|--|---------------------------|------------------------------------|
| A. COMPANY                   |                              |                   |  |                           |                                    |
| Penalty                      |                              |                   | NIL  |                           |                                    |
| Punishment                   |                              |                   |  |                           |                                    |
| Compounding                  |                              |                   |  |                           |                                    |
| B. DIRECTORS                 |                              |                   |  |                           |                                    |
| Penalty                      |                              |                   | NIL  |                           |                                    |
| Punishment                   |                              |                   |  |                           |                                    |
| Compounding                  |                              |                   |  |                           |                                    |
| C. OTHER OFFICERS IN DEFAULT |                              |                   |  |                           |                                    |
| Penalty                      |                              |                   | NIL  |                           |                                    |
| Punishment                   |                              |                   |  |                           |                                    |
| Compounding                  |                              |                   |  |                           |                                    |

For & on behalf of the Board of Vipul Limited

sd/-  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

sd/-  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

Place: Gurugram  
Date: August 21, 2017



**SECRETARIAL AUDIT REPORT**

Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
[(Appointment and Remuneration Personnel) Rules, 2014]  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

To  
**The Members,**  
**VIPUL LIMITED**  
Regus Rectangle, Level 4,  
Rectangle 1, D4,  
Commercial Complex, Saket  
New Delhi-110017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Vipul Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the secretarial audit.

We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017, complied with the laws listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vipul Limited** for the financial year ended on March 31, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. Other sector specific laws like the Housing Board Act, 1965; Transfer of Property Act, 1882; Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996.
- vii. Labor laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation and Labor laws of the respective States where the Company operates.
- viii. The Listing Agreements entered into by the Company with the BSE Ltd. and National Stock Exchange of India.

We have also examined compliance with the applicable clauses of the following:

- As on the date of this Report, the company has complied with the **Secretarial Standards** issued by The Institute of Company Secretaries of India. We have also examined compliance with the applicable clauses of the draft Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).

Based on our examination and verification of the books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we do report that the Company has in our opinion, complied with the provisions of the Companies Act, 2013 (Act) and the Rules made thereunder, the Memorandum and Articles of Association of the Company and the applicable provisions of the above mentioned laws, standards, guidelines, agreements etc.

### **We report that, during the year under review:**

1. As on the date of report the Company is listed at the BSE Limited & National Stock Exchange of India Limited.
2. The Company has 18 (Eighteen) subsidiaries and 5 (Five) associate companies.
3. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director.
4. Adequate notice is given to all directors to schedule the Board Meetings/Committee Meetings, agenda and detailed notes on agenda are sent [at least seven days/well] in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
5. All decisions at the Board and Committee meeting are carried out with requisite majority.
6. The Company has complied with the provisions of the Act and Rules made under that Act.





7. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and Compliance with Code of Conduct.
8. The Directors are in compliance with the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) and Code of conduct for Prevention of Insider Trading.
9. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities.
10. The amount borrowed by the Company bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.  
  
The Company has not defaulted in the repayment of loans and facilities granted by bank(s)/financial institution(s) and non-banking financial companies.
12. The Company has created, modified or satisfied charges on the assets of the company and complied with the applicable laws.
13. All registrations under the various state and local laws as applicable to the company are valid as on the date of report.
14. The Company has declared and paid interim dividend to its shareholders during FY 2016-17.
15. The Company has credited and paid to the Investor Education and Protection Fund within the stipulated time, all the unpaid dividends, repayment of principal and interest on debentures, repayment of principal and interest on fixed deposits as required to be so credited to the Fund.
16. The Company has paid all its Statutory dues and satisfactory arrangements have been made for arrears of any such dues.
17. The Company (being a listed entity) has complied with the provisions of the Listing Agreement/Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
18. The Company has covered under the board process, providing a list of applicable statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.
19. The company has under the provisions of Section 148 of the Companies Act, 2013 maintained cost records in prescribed manner, related to the **Construction Industry (Real Estate)** and other related activities.
20. The Company has made early redemption of all 470-Secured Redeemable Listed Non-Convertible Debentures of Rs. 10,00,000/- each aggregating to Rs. 47 Crore in the Month of September, 2016.

### **We further report that:**

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that:-**

1. The Company complies with the provisions of section 149 of the Companies Act, 2013, and rules thereunder.
2. All regulatory reporting, including but not limited to the filing due with the stock exchanges, Reserve Bank of India (RBI) and the Ministry of Corporate Affairs (MCA) were done within the specified timelines.

For **AVA Associates**  
**Company Secretaries**

**sd/-**  
**Amitabh**  
Partner  
ACS: 14190  
CP: 5500

Place: New Delhi  
Date: August 21, 2017



**SECRETARIAL AUDITOR'S RESPONSIBILITY STATEMENT**

To,  
**The Members**  
**VIPUL LIMITED**  
Regus Rectangle, Level 4,  
Rectangle 1, D 4  
Commercial Complex, Saket,  
New Delhi-110017.

Our report is to be read along with the following:

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow provide a responsible basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **AVA Associates**  
**Company Secretaries**

**Sd/-**  
**Amitabh**  
Partner  
ACS: 14190  
CP: 5500

Place: New Delhi  
Date: August 21, 2017

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

## ANNEXURE 'C'

### 1. A brief outlay of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web link to the CSR policy and projects or programmes:

The CSR Policy of the Company recognizes the Company's commitment towards holistic welfare of the Society by undertaking CSR activities within the ambit of Schedule VII of the Companies Act 2013 ("the Act"), as amended from time to time. The Company has entered into Memorandum of Understanding (MOU) with Quota International, a non-profit organization, for undertaking CSR activities in line with the provisions of Companies Act, 2013 & rules thereto, relating to School activities. The CSR Policy may be assessed on the Company's website, [www.vipulgroup.com](http://www.vipulgroup.com). Web link is [http://www.vipulgroup.in/sites/default/files/investor\\_document/CSR Policy-Vipul.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/CSR%20Policy-Vipul.pdf).

### 2. Composition of the CSR Committee:

Dr. Bidhubhusan Samal (Independent Director)

Mr. Vikram Vasheshar Kochhar (Independent Director)

Mr. Rajesh Kumar Batra (Independent Director)

### 3. Average net profit of the Company for last three financial years: Rs. 134.60 Lakhs

### 4. Prescribed CSR expenditure (two percent of the amount as stated in item 3 above): Rs. 2.69 Lakhs

### 5. Details of CSR spend for the financial year :

(a) Total amount to be spent for the financial year : Rs. 2.69 Lakhs

(b) Amount unspent, if any : NIL

(c) Manner in which the amount spent during the financial year is detailed below:

| (1)    | (2)  | (3)  | (4)  | (5)  | (6)   | (7)  | (8)   |
|--------|--|--|--|--|---|--|---|
| S. No. | CSR Project or activity identified                                   | Sector in which the project is covered                                     | Projects or programs (1) Local Area or other (2) Specify the state or district where projects programmes were undertaken | Amount outlay (Budget) projects or programmes wise (Rs.) | Amount spent on the projects or programmes Sub heads:<br>1) Direct expenditure on projects and programmes<br>2) Overheads | Cumulative expenditure upto the reporting period | Amount spent: Directly or Through Implementing Agency   |
| 1      | Kadarpur Secondary School, Govt. of Haryana ("Kadarpur CSR Project") | Promoting education (clause ii of Schedule VII to the Companies Act, 2013) | Village Kadarpur, Tehsil and District Gurugram   | 2,69,000.00  | (2) Rs. 1,589,299.00 (Indirect Expenses)  | Rs.1,589,299.00                                  | Spent through Quota International of DLF City, Gurugram |

### 6. In case the Company has failed to spend two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide reasons for not spending the amount in its Board report: **N. A.**

### 7. Responsibility Statement: The CSR Committee of the Committee hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**For & on behalf of the Board of Vipul Limited**

sd/-

**Dr. Bidhubhusan Samal**

Director

DIN: 00007256

sd/-

**Vikram Vasheshar Kochhar**

Director

DIN: 03098195

**Place: Gurugram**

**Date: August 21, 2017**



### NOMINATION, REMUNERATION AND PERFORMANCE EVALUATION POLICY

The Board of Directors ("the Board") of **Vipul Limited** ("the Company") has adopted this Nomination, Remuneration and Performance Evaluation Policy ("the Policy"). The Policy is in compliance with Section 178 of the Companies Act, 2013 read with rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred as "the Regulations"). The Policy shall apply to the Board, Key Managerial Personnel and the Senior Management Personnel of the Company.

#### DEFINITIONS

"Key Managerial Personnel ("KMPs") as defined under the Companies Act, 2013.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive Directors, including all the functional heads.

#### NOMINATION AND REMUNERATION COMMITTEE (NRC)

Nomination & Remuneration Committee ("the Committee") duly constituted under the provisions of Section 178 of the Companies Act, 2013, comprises of following Directors as its Members:

- Mr. Rajesh Kumar Batra
- Mr. Vikram Vasheshar Kochhar
- Mr. Kapil Dutta

The members of the Committee present at the meeting shall choose one amongst them to act as Chairman of the Committee. The Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee. The Chairman of the Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### TERMS & REFERENCE

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend the Board for Appointment/ Removal of Director(s), Key Managerial Personnel(s) and Senior Management Personnel(s).
- To carry out evaluation of Directors' performance.
- To recommend to the Board on Remuneration for the Director(s), Key Managerial Personnel(s) and Senior Management Personnel(s).
- To formulate the criteria for evaluation of Independent Director(s) and the Board.
- To devise a policy on Board diversity.
- Such other key issues/matters as may be referred by the Board or as may be necessary in view of the Regulations.

### REMUNERATION

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Director(s), Key Management Personnel(s) and Senior Management Personnel(s) of the Company. The payment of Remuneration to them is governed by the provisions of the Companies Act, 2013 and rules thereto, if applicable.

The Company shall disclose the above information in the Board's report.

### PERFORMANCE EVALUATION CRITERIA

The Committee shall carry out evaluation of performance of every Director, KMPs and Senior Management personnel of the Company.

The performance evaluation of Managing Director or Whole time Director or Non-Independent Director(s) will be conducted by the Independent Directors in a separate meeting of the Independent Directors.

The performance evaluation of Independent Director(s) shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Company shall disclose the criteria for performance evaluation in its Annual Report.

### CONFLICT OF INTEREST

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

### POLICY ON BOARD DIVERSITY

The Board of Directors shall have the optimum combination of Directors from the different areas/fields to meet the requirements of the business of the Company and/or applicable laws for the time being in force.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

### AMENDMENT

The Board may review and amend this policy from time to time subject to the recommendations of Nomination & Remuneration Committee.

**For & on behalf of the Board of Vipul Limited**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**Place: Gurugram**  
**Date: August 21, 2017**



**ANNEXURE TO NRC**

**1. CRITERIA FOR APPOINTMENT OF THE DIRECTORS:**

**(A) Qualifications for Directors (including Independent Directors):**

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Appropriate other qualification/experience to meet the objectives of the Company.
- Fulfillment of such other requirement of the Companies Act 2013, read with Rules made there under and Regulation 16(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time.

**(B) Positive attribute of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

**(c) Independence of Directors:**

- Independent Director shall meet the criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and Regulation 16(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges.

**2. CRITERIA FOR APPOINTMENT OF KMP/SENIOR MANAGEMENT:**

- Persons possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

**CRITERIA FOR EVALUATION OF THE BOARD/INDEPENDENT DIRECTORS/COMMITTEE OF THE COMPANY**

**(A) Criteria of assessment of Independent directors:**

| <b>KNOWLEDGE TO PERFORM THE ROLE</b>                               | <b>MEANINGFUL PARTICIPATION</b>  | <b>COMMUNICATIONS</b>   | <b>PROFESSIONAL CONDUCT AND INDEPENDENCE</b>                             |
|--|--|---|--|
| Demonstrates knowledge of the Sector in which the Company operates | Comfortable being an active, inquiring participant.                                    | Communicates freely with other Board members.                         | Has complied with the Code of Business Conduct and Ethics.               |
| Has understanding of the key risks facing the Company.             | Participates in Board process in a meaningful way                                      | Asks insightful questions and raises thought-provoking perspectives.  | Has complied with the Code of Conduct for prevention of Insider Trading. |
| Has an understanding of the Key Policies of the Company.           | Has confidence and willingness to express ideas and engage in constructive discussion. | Willing to hold management accountable for performance and results    | -  |
| -  | Actively participates in decision making and is willing to make tough decisions.       | Effective follow up on matters on which he/she has expressed concern. | -  |
| -  | Is diligent and faithful in attending Board and Committee meetings.                    | Listens with an open mind.  | -  |

**(B) Criteria of assessment of Board of Directors as a whole:**

| <b>STRATEGIC PLAN AND PERFORMANCE</b> |   |
|---------------------------------------|---|
| 1.                                    | The Board has diversity of experience, background and appropriate composition.                                      |
| 2.                                    | The Board monitors financial and other indicators throughout the year, and takes appropriate action as required.    |
| 3.                                    | The Board regularly assesses strategic and operating risks and takes appropriate risks as required.                 |
| 4.                                    | The Board appropriately relates the compensation of the Executive Directors to performance.                         |
| 5.                                    | The Board is diligent in verifying the integrity of its financial and management controls and systems.              |
| <b>MANAGEMENT INTERACTION</b>         |   |
| 1.                                    | The Board has sufficient formal and informal interaction with the management and senior executives.                 |
| 2.                                    | The Board is able to function independently of Management and has mechanisms in place to maintain that distinction. |
| 3.                                    | The Board receives appropriate advice and counsel from Management.  |



**BOARD OF DIRECTORS OPERATIONS**

|    |   |
|----|---|
| 1. | The Board has an adequate process for educating and updating Directors on the business operations of the Company.   |
| 2. | The number and length of Board Meetings is appropriate  |
| 3. | The Board meetings are conducted effectively with sufficient time spent on significant matters.   |
| 4. | The amount of information received in Board agenda is appropriate for discussion and decision making purposes.  |
| 5. | The Board ensures that the management take action to achieve resolution when there are repeat observations / reservations / comments from the statutory auditors. |

**(C) Criteria for Assessment Committees**

|  |  |
|--|--|
| <b>COMMITTEE STRUCTURE</b> Audit <input type="checkbox"/> Nomination and Remuneration <input type="checkbox"/> Risk Management<br><input type="checkbox"/> Corporate Social Responsibility <input type="checkbox"/> Stakeholders Relationship & Share Transfer <input type="checkbox"/> other Committees |  |
| 1.   | The Committee structures are appropriate.  |
| 2.   | The delegation of responsibilities by the Board to its Committees is appropriate.  |
| 3.   | The composition of the Committees is appropriate and in compliance with Regulation 18, 19, 20 & 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013. |
| 4.   | The meetings are conducted in a manner that ensures open communication and meaningful participation.   |
| 5.   | The amount of information received in agenda is appropriate for discussion and decision making purposes.   |
| 6.   | The materials are received sufficiently in advance to adequately prepare for meetings.   |

**For & on behalf of the Board of Vipul Limited**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**Place: Gurugram**  
**Date: August 21, 2017**

## ANNEXURE 'E'

## Form No. AOC-2

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

## 1. Details of contracts or arrangements or transactions not at arm's length basis:

|  |   |   |
|--|---|---|
| Name of Related Party and Nature of relationship:  | Ms. Manasi Beriwal daughter of Mr. Punit Beriwal, Managing Director   | Mr. Gaurav Duggal Husband of Ms. Ameeta Verma Duggal, Non-Executive & Independent Director  |
| Nature of contracts/arrangements/ transactions:  | Employment in the Company as Executive Assistant. She will report to Managing Director of the Company   | Legal and Consultancy Services  |
| Duration of the contract/arrangements/ transaction:  | Permanent   | Until rescinded by the Company  |
| Salient Terms of the Contracts/ arrangements/ transactions:  | Rs. 100,000/- P.M. Apart from Basic Salary, Ms. Manasi Beriwal shall be entitled for other benefits as per Company's Policy.  | Engagement on case to case basis, for appearance charges would be Rs. 33000/- to Rs. 55000/- depending on the stage of the cases plus out of pocket expenses, if any. |
| Justification for entering into such contracts or arrangements or transactions:                                    | She is Law Graduate from Delhi University and will work in close association with Managing Director of the Company and to assist him to carry out the business affairs of the Company more effectively. | He has a varied range of experience in Litigations & Arbitrations matters. His engagement will be in the interest of the Company.                                     |
| Date(s) of approval by the Board:  | August 12, 2016   | February 13, 2017   |
| Amount paid as advances, if any:   | NIL   | NIL   |
| Date on which the special resolution was passed in general meeting as required under first proviso to section 188: | NA, since within the prescribed limit   | NA, since within the prescribed limit   |

2. Details of material contracts or arrangement or transactions at arm's length basis: **None**

- Name(s) of the related party and nature of relationship: NA
- Nature of contracts/arrangements/transactions: NA
- Duration of the contracts/arrangements/transactions: NA
- Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- Date(s) of approval by the Board, if any: NA
- Amount paid as advances, if any: NA

**For & on behalf of the Board of Vipul Limited**

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

Place: Gurugram  
Date: August 21, 2017


**ANNEXURE 'F (I)**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as below:

**a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

| <b>Non-executive Director</b>                                      | <b>Ratio to median remuneration</b> |
|--|-------------------------------------|
| Dr. Bidhubhusan Samal<br>Non-Executive Independent Director        | .11                                 |
| Mr. Rajesh Kumar Batra<br>Non-Executive Independent Director       | .31                                 |
| Mr. Kapil Dutta<br>Non-Executive Independent Director              | .22                                 |
| Mr. Vikram Vasheshar Kochhar<br>Non-Executive Independent Director | .54                                 |
| Ms. Ameeta Verma Duggal<br>Non-Executive Independent Director      | .25                                 |

| <b>Executive Director</b>                | <b>Ratio to median remuneration</b> |
|--|-------------------------------------|
| Mr. Punit Beriwalla<br>Managing Director | 36.24                               |

**b. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year:**

| <b>Director, Chief Financial Officer, Chief Executive Officer and Company Secretary</b> | <b>% increase in remuneration in the financial year</b> |
|---|---|
| Dr. Bidhubhusan Samal<br>Non-Executive Independent Director                             | Nil   |
| Mr. Rajesh Kumar Batra<br>Non-Executive Independent Director                            | Nil   |
| Mr. Kapil Dutta<br>Non-Executive Independent Director                                   | Nil   |
| Mr. Vikram Vasheshar Kochhar<br>Non-Executive Independent Director                      | Nil   |
| Ms. Ameeta Verma Duggal<br>Non-Executive Independent Director                           | Nil   |
| Mr. Punit Beriwalla<br>Managing Director  | Nil   |
| Ms. Guninder Singh<br>Chief Executive Officer   | Nil   |
| Mr. Ajay Agrawal<br>Chief Financial Officer   | Nil   |
| Mr. Vivek Chaudhary<br>Company Secretary*   | Nil   |

\*ceased with effect from May 29, 2017

c. The percentage increase in the median remuneration of the employees in the financial year: NIL

d. The number of permanent employees on the rolls of Company: 215 as on 31.03.2017

e. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was NIL, whereas the increase in the managerial remuneration for the same financial year was NIL.

f. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company affirms the same.

For & on behalf of the Board of Vipul Limited

sd/-  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

sd/-  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

Place: Gurugram  
Date: August 21, 2017


**ANNEXURE 'F(II)**
**PARTICULARS OF EMPLOYEES UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013**

The information required pursuant to Section 197 (12) read with Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company forming part of the Directors' report for the period ended 31st March, 2017.

**(I) Names of the top ten employees in terms of remuneration drawn during the financial year 2016-17:**

| Name of Employee    | Designation of the employee    | Gross Remuneration (Rs.) P.M. | Qualification  | Experience (in year) | Date of Commencement of employment | Age (in Year) | Previous employment                   |
|---------------------|--------------------------------|-------------------------------|----------------|----------------------|------------------------------------|---------------|---------------------------------------|
| Rakesh Sharma       | Sr. Vice President- BD         | 757,723/-                     | C.A.           | 34                   | 31-Jul-06                          | 57            | Tapasya Project Ltd.                  |
| Babita Katoch       | General Manager - Architecture | 425,940/-                     | I.I.A          | 32                   | 8-Oct-07                           | 50            | BPTP Ltd.                             |
| Suresh Pratap Singh | Sr. General Manager - Services | 422,008/-                     | Dip.In Elect.  | 42                   | 20-May-02                          | 62            | CB Richard Ellis South Asia Pvt. Ltd. |
| Anita Agarwal       | Head - Sales & Marketing       | 416,688/-                     | MBA            | 21                   | 2-Nov-15                           | 44            | Emaar MGF Land Ltd.                   |
| Ajay Agrawal        | Chief Financial Officer        | 348,151/-                     | C.A            | 19                   | 1-Sep-08                           | 43            | S.R.Batliloi & Co.                    |
| Sriyans Kumar Jain  | Addl. GM - Projects            | 283,503/-                     | AMIE-Civil     | 22                   | 1-Aug-02                           | 48            | Unitech Limited                       |
| Pravesh Manchanda   | Addl. GM - Projects            | 283,503/-                     | Dip.In-Civil   | 28                   | 18-Sep-03                          | 49            | Ardee Infrastructure Pvt. Ltd.        |
| Rashmi Ranjan Das   | Addl. GM - Projects            | 259,904/-                     | PGDM           | 26                   | 10-Sep-08                          | 54            | Dharitri Projects Pvt. Ltd.           |
| Harinder Singh      | Addl. GM - Projects            | 256,474/-                     | B.E-Civil      | 28                   | 1-Jul-08                           | 50            | Chandigarh Overseas Pvt. Ltd          |
| Mohammed Arshad     | AGM - Estate                   | 208,724/-                     | B.E Electrical | 20                   | 15-May-07                          | 43            | Palm Jumeirah Dubai                   |

**(ii) Employed throughout the financial year and was in receipt of remuneration for that year in aggregate, more than Rs. 1,20,00,000/- per annum:**

| Name of Employee    | Designation of the employee | Gross Remuneration (Rs.) | Qualification | Experience (in year) | Date of Commencement of employment | Age (in Year) | Previous employment |
|---------------------|-----------------------------|--------------------------|---------------|----------------------|------------------------------------|---------------|---------------------|
| Mr. Punit Beriwalla | Managing Director           | 1,74,46,848/- PA         | B. Com.       | 29 Years             | 12/01/2002                         | 53            | Self Employed       |
| Ms. Guninder Singh  | Chief Executive Officer     | 1,75,73,520/- PA         | B. Arch.      | 34 Years             | 01/07/2002                         | 55            | Unitech Limited     |

**(iii) Employed for a part of the financial year and was in receipt of remuneration aggregating Rs. 850,000/- p.m.**

| Name of Employee | Designation | Gross Remuneration (Rs.) | Qualification | Experience (in year) | Date of Commencement of employment | Age | Previous employment |
|------------------|-------------|--------------------------|---------------|----------------------|------------------------------------|-----|---------------------|
| Nil              | Nil         | Nil                      | Nil           | Nil                  | Nil                                | Nil | Nil                 |

1. Gross remuneration includes Basic Salary, HRA, employer's contribution to provident, Superannuation fund or Annuity fund, Gratuity, Encashment of leave, medical reimbursement and other allowable allowances as per Income Tax Act and Rules made thereunder (whenever applicable) etc.
2. Nature of employment is contractual in case of Mr. Punit Beriwal. All others are in full time employment of the Company. Terms & Conditions of their appointment are governed by Company's rules & policies. None of employees mentioned above is relative of Director(s) or Manager.
3. None of the employee of the Company was in receipt of remuneration, in excess of that drawn by the Managing Director and holds 2% of the equity shares of the Company.

**For & on behalf of the Board of Vipul Limited**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**Place: Gurugram**  
**Date: August 21, 2017**



## **REPORT ON CORPORATE GOVERNANCE**

### **I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Effective Corporate Governance is the signature of professional beliefs and values, which configures the organizational values, credo and actions of its employees. The Company firmly believes in effective Corporate Governance practices and follow all the applicable laws in true letter and spirit. Corporate Governance is an ethically driven process that constitute the strong foundation on which successful commercial enterprise are built and enhance the organization wealth generating capacity.

The Company has adopted a Code of Conduct for its Board of Directors and its Senior Management personnel, which is available on the Company's website. The Company's corporate governance philosophy has been further strengthened through the Vipul Code of Conduct for Prevention of Insider Trading and Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI).

The Company's Corporate Governance philosophy is based on transparency, disclosure, monitoring, ethical governance practices and fairness to all.

The Company is in compliance with the requirements stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") with regard to corporate governance.

### **II. BOARD OF DIRECTORS ("BOARD")**

#### **(a) Composition, Category of Directors and Board Membership Criteria**

The composition of the Board is in conformity with Regulation 17(1) of SEBI (LODR) Regulations, 2015 which inter alia stipulates that the Board should have an optimum combination of Executive and Non-Executive Directors with at least one Woman director and atleast 1/3 of the Board should consist of Independent Directors, if the Chairman of the Board is a Non-Executive Director.

The Board of Directors, alongwith the Committees, provides leadership and guidance to the Company's management, directs, supervise as well as reviews the performance of the Company.

As on March 31, 2017, the Board comprises of Six Directors. Of these, one is an Executive Director i.e. Managing Director, who is also Promoter and other five are Non-Executive Independent Directors.

During the under review, the Company has re-appointed Mr. Punit Beriwala (DIN: 00231682) as Managing Director of the Company, for a period of three years with effect from April 1, 2017 i.e. up to March 31, 2020 on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Company, after obtaining the approval of members of the Company by passing the special resolution through postal ballot notice/e-voting.

As per the provisions of the Companies Act, 2013, Mr. Punit Beriwala retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. His profile is provided in the Notice of Annual General Meeting. The board recommended his reappointment.

As per the declarations received by the Company, none of the Directors are disqualified under Section 164(2) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. The Independent Directors have also furnished Certificate of Independence as required under the provisions of sub-section (7) of Section 149 of the Companies Act, 2013 & Regulation 16 of SEBI (LODR) Regulations, 2015.

Necessary disclosures have been made by the Directors stating that they do not hold membership in more than 10 Committees and / or are acting as Chairman in more than 5 Committees across all the Companies in which he is a Director in terms of Regulation 26(1) of SEBI (LODR) Regulations, 2015. All the Directors have made the requisite disclosures regarding Committee positions held by them in other Companies. The Board members possess requisite skills, experience and expertise required to take decisions, which are in the best interest of the Company.

The Managing Director receives Salary, perquisites & allowances, while all the Non-Executive Directors receive Sitting Fees. None of the Independent Directors have any material pecuniary relationship with the Company, its subsidiary or associate company or their Promoters/Directors, during the two immediately preceding financial years or during the current financial year which in their judgment would affect their independence. None of the Directors of the Company are inter-se related to each other. None of Independent Directors of the Company serve as Independent Director in more than seven listed companies and where any Independent Director is serving as Whole Time Director in any listed company, such Director is not serving as Independent director in more than three listed company. None of the Directors held directorship in more than 10 public companies. Mr. Punit Beriwal, Managing Director is not an Independent Director of any other listed company.

None of the Directors of the Company are related to each other.

The Nomination and Remuneration Committee works with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the position.

Board members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with their responsibilities with the Company.

### **(b) Board Meetings**

The Board is responsible for the management, direction, and performance of the Company as well as to provide as independent view of the Company's management while discharging its objectives.

The Board meetings are generally held at the Company's Corporate Office in Gurugram. In accordance with the provision the Companies Act 2013, the meetings are held atleast once in a calendar quarter with a maximum interval of 120 days between any two consecutive meetings.

The agenda for the meetings are planned and structured by the Company Secretary in consultation with the Managing Director and/or Chairman of the Board. The agenda along with explanatory notes and necessary supporting documents is circulated to the Directors within the time prescribed under the statutes. The Company provides a separate platform for meetings of the Independent Directors and also facilitates independent consultations with the Statutory and Internal Auditors of the Company.

During the financial year 2016-17, information as mentioned in Regulation 17 of SEBI (LODR) Regulations, 2015 was placed before the Board for its consideration. Where it is not practicable to provide the relevant information as a part of the Agenda Papers, the same is tabled at the Meeting, with the permission of the present Directors. Presentations are also made to the Board on various issues concerning the Company.





The Directors also have independent access to the Senior Management at all times.

Dr. Bidhubhusan Samal was re-elected to act as Chairman of the Board for a period of one year w.e.f. February 13, 2017.

The dates on which the meetings were held during the Financial Year 2016-17 (FY 2016-17) are as follows:

May 30, 2016, August 12, 2016, September 9, 2016, November 14, 2016 and February 13, 2017. Further, certain decisions were taken by passing resolution by way of circulation and were subsequently noted, ratified and taken on record by also the Board at its next meeting.

The necessary quorum was present for all meetings.

### Category and Attendance of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanship/Membership held by them in other public companies as on March 31, 2017, are given herein below. Other directorships exclude companies under section 8 of the Companies Act, 2013 & of companies incorporated outside India.

| Name of the Director         | DIN      | Category | Number of Board meetings during the FY 2016-2017 |          | Attendance at the Last AGM (Held on September 24, 2016) | Number of other Directorship in |         | Number of committee positions held in other public companies** |        |
|------------------------------|----------|----------|--|----------|---|---------------------------------|---------|--|--------|
|                              |          |          | Held   | Attended | Attended  | Public                          | Private | Chairman   | Member |
| Mr. Punit Beriwalla          | 00231682 | PED      | 5  | 5        | Yes   | 7                               | 7       | -  | -      |
| Dr. Bidhubhusan Samal        | 00007256 | INED     | 5  | 4        | No  | 7                               | 3       | 3  | 6      |
| Mr. Rajesh Kumar Batra       | 00733473 | INED     | 5  | 3        | Yes   | 0                               | 0       | -  | -      |
| Mr. Kapil Dutta              | 00964585 | INED     | 5  | 1        | Yes   | 1                               | 2       | -  | -      |
| Mr. Vikram Vasheshar Kochhar | 03098195 | INED     | 5  | 5        | Yes   | 1                               | 0       | -  | -      |
| Ms. Ameeta Verma Duggal      | 02532003 | INED     | 5  | 2        | Yes   | 0                               | 1       | -  | -      |

\*\*includes only Audit Committee & Stakeholders Relationship & Share Transfer Committee.

Note: (i) PED-Promoter Executive Director (ii) INED: Independent Non Executive Director (iii) None of the Directors opted Video/ tele-conferencing facilities to participate in meetings.

### (c) Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 13, 2017 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timelines of the flow of information between the Management and the Board (includes its committees also) which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. Except Ms. Ameeta Verma Duggal, all Independent Directors were present in the meeting.

### **(d) Familiarisation Program for Independent Directors**

The Independent Directors of Company are eminent personalities having wide experience in the field of business, finance, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

The Independent Directors are provided with necessary documents and policies to enable them to familiarize themselves with the Company's procedures and practices.

Periodic presentations are made on business and performance of the Company. The details of such familiarization program/policy for Independent Directors of the Company are posted on the website of the Company. Web link is:- [http://www.vipulgroup.in/sites/default/files/investor\\_document/Familiarization\\_policy-Final.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Familiarization_policy-Final.pdf).

### **(e) Annual Report**

In terms of Regulation 34 of the SEBI (LODR) Regulations, 2015, the Annual Report containing inter alia, Audited Financial Statements, Consolidated Financial Statements, Board's Report, Auditors' Report, other requisite annexure and other important information is circulated to members, Directors and other concerned including Auditors etc. Further, the Management Discussion and Analysis (MDA) Report, Report on Corporate Governance, business performance, financial and other important aspects of the Company's functioning forms an integral part of the Annual report and is displayed on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in).

### **(f) Meeting Compliances**

The Company is in compliance with the provisions of the SEBI (LODR) Regulations, 2015 pertaining to the intimation of notice of Board meeting, publication of notice and results, outcome of the meeting etc.

### **(g) Performance Evaluation And Independent Directors Meeting**

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which include inter alia attendance, contribution at the meetings and otherwise, knowledge to perform the role, meaningful participation, communications, professional conduct and independence, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control System etc.

In terms of Regulation 25(3) & 25(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company met once to discuss and carry out the evaluation of performance of:

- a) The performance of Managing Director of the Company,
- b) Non-Executive Directors and the Board of Directors of the Company as a whole,
- c) The evaluation of performance of the Chairman of the Company, and
- d) Evaluation of the quality, content and time lines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.



As on the date of report, the Board of Directors of the Company carried out the performance evaluation of all Directors and in the evaluation of Directors who are subject to evaluation, had not participated, of its own performance and Committees of the Company. The Nomination and Remuneration Committee also assess and evaluate the performance of each Director of the Company.

### (h) Website

Pursuant to Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company's website [www.vipulgroup.in](http://www.vipulgroup.in) contained dedicated functional segment called "Investors" where all the information meant for shareholders were available including Shareholding Pattern, Financial Results and Annual Reports.

### III. BOARD COMMITTEES

In compliance with the requirements of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and to have a focused attention on specific matters, the Board of Directors have constituted/re-constituted various committees. These Committees are entrusted with such powers and functions as are detailed in their terms of reference.

The Board of Directors of the Company has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Stakeholders Relationship & Share Transfer Committee
- Internal Complaint Committee
- Sub Committee/Executive Committee
- Investment Committee
- Vigilance Committee

#### (a) Audit Committee

The Company has in place an Audit Committee constituted in accordance with the provisions Companies Act, 2013 and the powers, role and terms of reference of the Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

As on March 31, 2017, the Audit Committee of the Company comprises of Independent Non-executive Directors.

The Composition of the Committee is as under:

| S. No. | Name of Member                 | Designation Held |
|--------|--------------------------------|------------------|
| 1      | Dr. Bidhubhusan Samal          | Member           |
| 2      | Mr. Vikram Vasheshar Kochhar @ | Chairman         |
| 3      | Mr. Rajesh Kumar Batra         | Member           |

@ Elected Chairman of the Committee for a period of one year w.e.f. February 13, 2017.

All members of the Committee have requisite financial and management expertise/knowledge and have rich experience of the industry. The Company Secretary acts as secretary to the Committee.

The Internal Auditors have been engaged by the Company for review and assessment of the internal controls /procedures of the Company. Internal Auditors and Statutory Auditors are also invited to the meeting of the Audit Committee as and when required by the Committee. Besides them, Managing Director, Chief Executive Officer and Chief Financial Officer are permanent invitees of the Audit Committee.

The Committee has been reconstituted on May 29, 2017 by co-opting Mrs. Ameeta Verma Duggal as its member.

### **Role and Terms of Reference**

The terms of reference of the Audit Committee include the following:

- Regular review of accounts, accounting policies, financial and risk management policies, disclosures, etc.
- Review of the major accounting entries, based on exercise of judgment by management and review of significant adjustments arising out of audit.
- Review of qualifications in the draft audit report and suggesting action points.
- Establishing and reviewing the scope of the independent audit including the observations of the auditors and review of the quarterly, half-yearly and annual financial statements before submission to the Board.
- Post audit discussions with the independent auditors to ascertain any area of concern.
- Establishing the scope and frequency of internal audit, reviewing the findings of the internal auditors and ensuring the adequacy of internal control systems.
- Reviewing and monitoring the auditors' independence and performance and effectiveness of audit process.
- To look into matters pertaining to the Director's Responsibility Statement with respect to compliance with accounting standards and accounting policies.
- Appointment, remuneration and terms of appointment of statutory and internal auditors.
- Compliance with stock exchange legal requirements concerning financial statements, to the extent applicable.
- To look into any related party transactions, i.e., transactions of the Company of a material nature, with promoters or management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of the Company at large, including approval or any subsequent modification of such transactions.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Evaluation of internal financial controls and risk management systems.
- Review the functioning of the vigil mechanism.
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee.



### Powers of Audit Committee

- Investigate any activity within its terms of reference
- Seek information from any employee
- Obtain outside legal or other professional advice
- Secure attendance of outsiders with relevant expertise, if it considers necessary

### Review of information by the Audit Committee

- Management discussion and analysis of financial condition and results of operations
- Financial statements and draft audit report, including quarterly / half-yearly financial information
- Reports relating to compliance with laws and to risk management
- Statements of related party transactions
- Management letters / letters of internal control weaknesses issued by statutory / internal auditors and
- The appointment, removal and terms of remuneration of the Head of the Internal Audit Function etc.

The previous Annual General Meeting (AGM) of the Company was held on September 24, 2016 and was attended by Mr. Vikram Vasheshar Kochhar, Chairman of the Committee.

Four meetings of the Committee were held during the financial year 2016-17. The dates on which the said meetings were held are as follows:

May 30, 2016; August 12, 2016; November 14, 2016 and February 13, 2017.

Quorum for the Committee Meeting is 1/3 of total Members or 2 Members, whichever is higher, with a minimum of two Independent Directors.

The necessary quorum was present for all the meetings.

Details of the meeting attended by its member for the financial year 2016-2017 are given below:

| Name of the Member           | Category                             | Number of meetings during the financial year 2016-2017 |          |
|------------------------------|--------------------------------------|--|----------|
|                              |                                      | Held   | Attended |
| Dr. Bidhubhusan Samal        | Non Executive & Independent Director | 4  | 4        |
| Mr. Vikram Vasheshar Kochhar | Non Executive & Independent Director | 4  | 4        |
| Mr. Rajesh Kumar Batra       | Non Executive & Independent Director | 4  | 2        |

### (b) Nomination and Remuneration Committee (“NRC”)

The Nomination and Remuneration Committee of the Board of Directors identifies the persons who are qualified to become directors and recommends to the Board their appointment and removal and shall carry

out evaluation of every director's performance. It also formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees as and when deemed necessary or expedient.

The terms of reference of the NRC include the following:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- To recommend the Board for Appointment / Removal of Director(s), Key Managerial Personnel(s) and Senior Management Personnel(s).
- To carry out evaluation of Directors' performance.
- To recommend to the Board on Remuneration for the Director(s), Key Managerial Personnel(s) and Senior Management Personnel(s).
- To formulate the criteria for evaluation of Independent Director(s) and the Board.
- To devise a policy on Board diversity.
- Such other key issues/matters as may be referred by the Board or as may be necessary in view of the Regulations.

The quorum for the meeting shall be 1/3 of total Members or 2 Members whichever is higher.

Two meetings of the Committee were held during the financial year 2016-17. The dates on which the said meetings were held are as follows:

August 12, 2016 and February 13, 2017.

The composition of the Committee and the details of the meetings attended by the members for the financial year 2016-17 are given below:

| Name of the Member           | Category                             | Designation | Number of meetings during the financial year 2016-2017 |          |
|------------------------------|--------------------------------------|-------------|--|----------|
|                              |                                      |             | Held   | Attended |
| Mr. Rajesh Kumar Batra       | Non Executive & Independent Director | Member      | 2  | 1        |
| Mr. Vikram Vasheshar Kochhar | Non Executive & Independent Director | Member      | 2  | 2        |
| Mr. Kapil Dutta              | Non Executive & Independent Director | Member      | 2  | 2        |

The Board has framed a Nomination, Remuneration and Evaluation Policy of the Company. The same has been attached to the Board's Report which forms part of this Annual Report. The policy has also been uploaded on the company's website viz., [www.vipulgroup.in](http://www.vipulgroup.in).

Web link is:- [http://www.vipulgroup.in/sites/default/files/investor\\_document/Remuneration Policy final-Vpul.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Remuneration Policy final-Vpul.pdf).



### (c) Stakeholders Relationship & Share Transfer Committee

The Committee deals with stakeholder relations and security holders grievances including matters related to non-receipt of annual report, non-receipt of declared dividend and such other issues as may be raised by the investors from time to time. The Committee also oversees the performance of the Registrar and Transfer Agent of the Company relating to investor services and suggests/recommends measures for improvement. The Committee also deals with specifically addresses matters relating to transfer, split, and consolidation etc of shares. The Committee comprises of three members viz., Ms. Ameeta Verma Duggal, Mr. Rajesh Kumar Batra and Mr. Kapil Dutta. Members of the Committee elect Chairman amongst themselves for every meeting.

The terms of reference of the Committee are in consonance with the requirements of Section 178 of the Companies Act, 2013 read with rules made there under if any and as per Regulation 20 of SEBI (LODR) Regulations, 2015.

Share Transfer Committee has been merged with Stakeholders Relationship Committee on May 30, 2016 and renamed as Stakeholders Relationship & Share Transfer Committee. The terms of reference/scope of the Committee include the following:

- Stakeholder relations and redressal of security holders' grievances in general and relating to non-receipt of dividends, interest, non-receipt of annual report, etc. in particular.
- To look into requests for transfer and transmission of shares or;
- To issue Duplicate Share Certificate in lieu of the Original Share Certificate or;
- To issue Split Share Certificate as requested by the member and;
- To take all such steps as may be necessary in connection with the transfer, transmission, splitting, consolidating and issue of Duplicate Share Certificate in lieu of the Original Share Certificate;
- To look in to requests for the re-materialization of shares;
- Such other matter as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by this committee.

During the financial year 2016-2017, the Committee met once on August 12, 2016, which was attended by all the members except Mr. Rajesh Kumar Batra.

Status of Investor Complaints as on March 31, 2017 and reported under Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

| Particulars                    | Status |
|--------------------------------|--------|
| Complaints as on April 1, 2016 | 2      |
| Received during the year       | 26     |
| Resolved during the year       | 27     |
| Pending as on March 31, 2017*  | 1      |

\*The replies to the complaints have been sent.

As on March 31, 2017, there are no shares pending for transfer received during the FY 2016-17 under review.

Besides the above, the Company has designated an e-mail id (secretarial@vipulgroup.in) to facilitate investors to register their complaints & queries.

**Name, Designation and Address of Compliance Officer:**

Mr. Vivek Chaudhary

Company Secretary & Compliance Officer\*

Vipul Ltd.

Add: Vipul Tech Square, Golf Course Road, Sector-43 Gurugram-122009

\* Ceased w.e.f. May 29, 2017

**(d) Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee of the Board of Directors is entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility policy of the Company. The Corporate Social Responsibility Policy is available on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: - [http://www.vipulgroup.in/sites/default/files/investor\\_document/CSR Policy-Vipul.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/CSR Policy-Vipul.pdf).

The role and terms of reference of the Committee are in consonance with the requirements mentioned under Section 135 of the Companies Act, 2013 and relevant rules made thereunder.

The terms of reference include the following:

- Formulation of Corporate Social Responsibility policy which shall indicate the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the aforesaid activities
- Monitor the Corporate Social Responsibility policy of the Company from time to time
- Prepare an annual report on Corporate Social Responsibility initiatives for inclusion in the Board's Report
- Perform such functions as may be detailed in the Companies Act, 2013 and the relevant Rules made thereunder and any other applicable legislation

The Committee is entrusted with the responsibility of formulating and monitoring the Corporate Social Responsibility policy of the Company.

Two meetings of the committee were held during the financial year 2016-17. The dates on which the said meetings were held are as follows:

May 30, 2016 and February 13, 2017.

The composition of the Committee and the details of the meetings attended by the members for the financial year 2016-17 are given below:

| Name of the Member     | Category                             | Designation | Number of meetings during the financial year 2016-2017 |          |
|------------------------|--------------------------------------|-------------|--|----------|
|                        |                                      |             | Held   | Attended |
| Mr. Rajesh Kumar Batra | Non Executive & Independent Director | Member      | 2  | 1        |





|                              |                                      |        |   |   |
|------------------------------|--------------------------------------|--------|---|---|
| Mr. Vikram Vasheshar Kochhar | Non Executive & Independent Director | Member | 2 | 2 |
| Mr. Kapil Dutta              | Non Executive & Independent Director | Member | 2 | 2 |

In terms of Section 135 of the Companies Act, 2013 read with Rules thereto, the Company has incurred expenditure of Rs. 15,89,299/- towards the CSR activities during the financial year ended March 31, 2017 against the total liability of Rs. 2.69 Lakhs for FY 2016-17.

### **(e) Risk Management Committee**

The Risk Management Committee of the Board of the Directors is entrusted with the responsibility of establishing policies to monitor and evaluate the risk management systems of the Company.

The roles and responsibilities of the Committee are as prescribed under Regulation 21 of the Listing Regulations and include monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

Two meetings of the Committee were held during the financial year 2016-17. The dates on which the said meetings were held are as follows:

-May 30, 2016 and February 13, 2017.

The composition of the Committee and the details of the meetings attended by the members for the financial year 2016-17 are given below:

| Name of the Member           | Category                             | Designation | Number of meetings during the financial year 2016-2017 |          |
|------------------------------|--------------------------------------|-------------|--|----------|
|                              |                                      |             | Held   | Attended |
| Mr. Rajesh Kumar Batra       | Non Executive & Independent Director | Member      | 2  | 1        |
| Mr. Vikram Vasheshar Kochhar | Non Executive & Independent Director | Member      | 2  | 2        |
| Ms. Ameeta Verma Duggal      | Non Executive & Independent Director | Member      | 2  | 1        |
| Ms. Guninder Singh           | Chief Executive Officer              | Member      | 2  | 2        |
| Mr. Ajay Agrawal             | Chief Financial Officer              | Member      | 2  | 2        |

**(f) Internal Complaints Committee**

As a part of good governance the Company has a policy for prevention of Sexual Harassment in the organization, for which Company constituted an Internal Complaints Committee for prevention and re-dressal of complaints of sexual harassment of women at work place in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 and relevant rules thereunder.

The composition of the Committee is as under:-

| <b>Name of the Member</b> | <b>Designation</b>          | <b>Remarks</b> |
|---------------------------|-----------------------------|----------------|
| Mrs. Guninder Singh       | Chief Executive Officer     | Chairperson    |
| Mrs. Jasbinder Gill       | Founder of NGO- Rah Society | Member         |
| Mr. Alok Srivastava       | Dy. Senior Manager (L&S)    | Member         |

No complaints were received by the Committee during the year under review. A report under Section 21 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 read with Rule 14 of Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013 on complaints was as under:-

|  |       |
|--|-------|
| (a) number of complaints of sexual harassment received in the year                   | : NIL |
| (b) number of complaints disposed off during the year                                | : NIL |
| (c) number of cases pending for more than ninety days                                | : NIL |
| (d) number of workshops or awareness programme against sexual harassment carried out | : NIL |
| (e) nature of action taken by the employer or District Officer                       | : NA  |

**(g) Sub Committee/Executive Committee of Board of Directors**

The Committee comprises of three members viz., Mr. Punit Beriwalla, Mr. Rajesh Kumar Batra & Mr. Vikram Vasheshar Kochhar. Members elects Chairman for every meeting. The Company Secretary acts as secretary to the Committee. The Committee meets as and when required. During the FY 2016-17, the Committee met on February 13, 2017 which has been attended by all members.

The committee acts under the overall control and supervision of the Board.

**(h) Investment Committee**

The Board has constituted an Investment Committee comprising of Mr. Punit Beriwalla, Managing Director and Ms. Guninder Singh, Chief Executive Officer of the Company. The Committee has been assigned to review and analyse every investment or borrowing being made/availed by the company during the normal course of business. The Committee meets as and when deemed necessary. During the Financial Year 2016-17, the Committee met once on February 13, 2017.

**(I) Vigilance Committee**

The Company has a Vigilance Committee to consider any complaints of non-compliances, wrong practices and all suspected violations. This Committee report to the Audit Committee. The detail terms and reference and redressal mechanism are available at the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in). No Complaints were received by the Committee during the under review.

**(j) Risk Management**

The Company has laid down Risk Management Policy and also has a Risk Management Committee to understand and assess various kinds of risks associated with the running of business, suggesting/implementing ways & means for eliminating/minimizing risks to the business of the Company.

The Risk Management policy is available on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/Risk Management Policy.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Risk%20Management%20Policy.pdf).

**IV. REMUNERATION OF DIRECTORS**

(a) There was no pecuniary relationship or transaction between the Non-Executive Directors and the Company during the financial year 2016-17.

**(b) Criteria for making payments to non-Executive Directors:**

The Non-Executive Directors (NEDs) are paid sitting fees for attending the Meetings of the Board of Directors and the Board Committees, which are within the limits prescribed by the Central Government from time to time.

Independent Directors shall not be entitled to any stock option of the Company.

**(c) Details of Remuneration to Directors:**

The details of remuneration of Directors during the year ended March 31, 2017 are as follows:

| Name of the Director | Position          | Remuneration Including Perquisites Allowances (in Rs.) |
|----------------------|-------------------|--|
| Mr. Punit Beriwal    | Managing Director | 1,74,46,848/-  |

The Company has obtained necessary approval from Central Government for payment of remuneration of Rs.1,74,46,848/- per annum, to Mr. Punit Beriwal, Managing Director which is in excess of limits specified under the Companies Act, 2013.

Non-Executive Directors are being paid sitting fees for attending the meetings of the Board of Directors and the Committee(s) thereof. No remuneration other than sitting fees was paid to the Non-executive Directors during the year under review. Details of sitting fees paid to Non executive Directors during the financial year 2016-17 are as below:

| Name of the Director   | Amount (In Rs.) |
|------------------------|-----------------|
| Dr. Bidhubhusan Samal  | 120000/-        |
| Mr. Rajesh Kumar Batra | 105000/-        |
| Mr. Kapil Dutta        | 52500/-         |

|                              |          |
|------------------------------|----------|
| Mr. Vikram Vasheshar Kochhar | 172500/- |
| Mrs. Ameeta Verma Duggal     | 45000/-  |

None of the Non Executive Directors holds any equity shares of the Company. The Company has not issued any convertible instruments to any of the Non Executive Director.

## V. GENERAL BODY MEETINGS

### (a) Location, date, day and time of General Meetings held during the last 3 years:

| Financial Year | Date       | Day       | Time      | Location   |
|----------------|------------|-----------|-----------|--|
| 2015-16        | 24.09.2016 | Saturday  | 11:00 A.M | Sri Sathya Sai International<br>Center, Pragati Vihar, Lodhi Road,<br>New Delhi-110003 |
| 2014-15        | 26.09.2015 | Saturday  |           |  |
| 2013-14        | 24.09.2014 | Wednesday |           |  |

### (b) Details of Special Resolution

The details of passing of Special Resolution in the aforesaid Annual General Meetings:

| S. No. | Meeting Date | Type | Section Reference   | Regarding  |
|--------|--------------|------|---|--|
| 1      | 24.09.2016   | AGM  | -   | No Special Resolution was passed.  |
| 2      | 26.09.2015   | AGM  | 149, 152, 160<br>4, 13<br>5, 14   | Appointment of Ms. Ameeta Verma Duggal as Independent Director<br><br>Amendment to Memorandum of Association of the Company<br><br>Adoption of New Set of the Articles of Association in accordance with the Companies Act, 2013 ("ACT")   |
| 3      | 24.09.2014   | AGM  | 149, 152, 160<br>149, 152, 160<br>149, 152, 160<br>149, 152, 160<br>149, 152, 160<br>196, 197, 203<br>186<br>188<br>88, 92 & 94 | Appointment of Mr. Anil Kumar Agarwal as Independent Director<br>Appointment of Mr. Rajesh Kumar Batra as Independent Director<br>Appointment of Mr. Kapil Dutta as Independent Director<br>Appointment of Dr. Bidhubhusan Samal as Independent Director<br>Appointment of Mr. Vikram Vasheshar Kochhar as Independent Director<br>Appointment of Mr. Punit Beriwal as Managing Director<br>Making of investment in Securities by the Company<br>Authorization for related party transactions<br>Keeping the registers/returns outside the Regd Office |

### (c) Extraordinary General Meeting:

No Extraordinary General Meeting of the Members was held during the year 2016-17.


**(d) Postal Ballot**

During the financial year 2016-17, the Company passed the following special resolutions by postal ballot\*:

| Special Resolutions  | Votes cast in favour |       | Votes cast against |     | Date of Declaration of result |
|--|----------------------|-------|--------------------|-----|-------------------------------|
|  | No of Votes          | %     | No of Votes        | %   |                               |
| 1. Special Resolution seeking consent of Members of the Company for Issuance of Non-Convertible Debentures ("NCDs"), in one or more tranches, on private placement upto an amount of Rs 500 Crores, as detailed in the Postal Ballot Notice.   | 77205416             | 99.99 | 50                 | .01 | March 27, 2017                |
| 2. Special Resolution seeking consent of Members of the company for Re-appointment of Mr. Punit Beriwalla as Managing Director of the Company and payment of remuneration to him, for a period of three years with effect from April 1, 2017 upto March 31, 2020, as detailed in the Postal Ballot Notice. | 9978906              | 100   | -                  | -   | March 27, 2017                |

\*Excludes invalid votes

Mr. Punit Beriwalla, Managing Director (who is also Promoter of the Company), being interested in the Resolution No. 2 related to his appointment, hence Promoter and Promoter Group has not voted for passing the Resolution No. 2.

**Procedure for postal ballot**

M/s AVA Associates, Practicing Company Secretaries, Delhi through its Partner Mr. Amitabh, was appointed as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members as an alternate mode to exercise their right to vote. The members have the option to vote either by physical ballot or e-voting. The Company dispatches the postal ballot notices and forms along with self

addressed prepaid business reply envelope to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submitted his report to the Chairman of the Board or in absence to the Managing Director of the Company, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Company. The results were also communicated through Notice Board at the Registered Office and Corporate Office of the Company i.e. Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009, Haryana; posted on the Company's website i.e. at <https://www.vipulgroup.in/notice-shareholders>; on the website of NSDL: <https://www.evoting.nsdl.com> and also communicated to the BSE Ltd and National Stock Exchanges of India Ltd, where the Company's Shares are listed. Resolution(s) assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members of the Company.

(e) None of the businesses proposed to be transacted in the ensuing Annual General Meeting require special resolution through postal ballot.

### VI. MEANS OF COMMUNICATION:

Quarterly, half yearly and annual financial results are communicated to the Stock Exchanges immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers like Financial Express/Business Standard/Economic Times in English and Business Standard/Jansatta in Hindi. The results are also sent to the Stock Exchanges, where the equity shares of the Company are Listed and also uploaded on the Company's website at [www.vipulgroup.in](http://www.vipulgroup.in).

### VII. GENERAL INFORMATION TO SHAREHOLDERS:

#### (I) 26th Annual General Meeting:

**Day & Date:**

Friday, September 22, 2017

**Time:**

11.00 a.m.

**Venue:**

NCUI Auditorium & Convention  
Centre, 3, August Kranti Marg,  
New Delhi-110016

#### ii) Financial Year

The Financial year covers the period from April 1, 2016 to March 31, 2017 (Both days Inclusive).



### (iii) Date of Book Closure

Friday, September 15, 2017 to Friday, September 22, 2017 (Both days inclusive).

### (iv) Dividend Payment Date

The Board of Directors has declared an Interim Dividend Rs. 0.01 per equity share (Paise One) on each fully paid 119,984,480 no. of equity shares of Rs. 1 (Rupees One) each of the Company amounting to Rs. 11,99,844.80/- for the financial year ending March 31, 2017. The dividend was paid to those members of the Company whose names appeared on the Register of Members of the Company as on Thursday, November 24, 2016.

The Board has recommended a Final Dividend of Rs. 0.04/- per equity share of Rs. 1/- each for Financial Year 2016-17. The Final Dividend, if approved by the shareholders at the ensuing Annual General Meeting shall be paid to those shareholders whose name appeared on the Register of Members as on Friday, September 22, 2017 (if shares held in physical form). In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on the closing hours of business on Friday, September 15, 2017 as per details furnished by the Depositories for this purpose.

### (v) Re-appointment of Mr. Punit Beriwal

As per the provisions of the Companies Act, 2013, Mr. Punit Beriwal retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. His profile is provided in the Notice of Annual General Meeting.

### (vi) Listing on Stock Exchanges

The Shares of the Company are listing on the following stock exchanges:

| S. No. | Stock Exchange                           | Security Code |
|--------|--|---------------|
| 1.     | BSE Limited                              | 511726        |
| 2.     | National Stock Exchange of India Limited | VIPULLTD      |

Listing fees, as applicable, has been paid for Financial Year 2017-18

### (vii) Financial Calendar for Financial Year 2017-18 (indicative)

The quarterly/half-yearly/annual results will be taken on record by the Board of Directors as per the schedule below:

|  |                                 |
|--|---------------------------------|
| First Quarter Results:                 | on or before September 14, 2017 |
| Second Quarter/Half Yearly Results:    | on or before December 14, 2017  |
| Third Quarter Results:                 | on or before February 14, 2018  |
| Fourth Quarter/Audited Annual Results: | on or before May 30, 2018       |

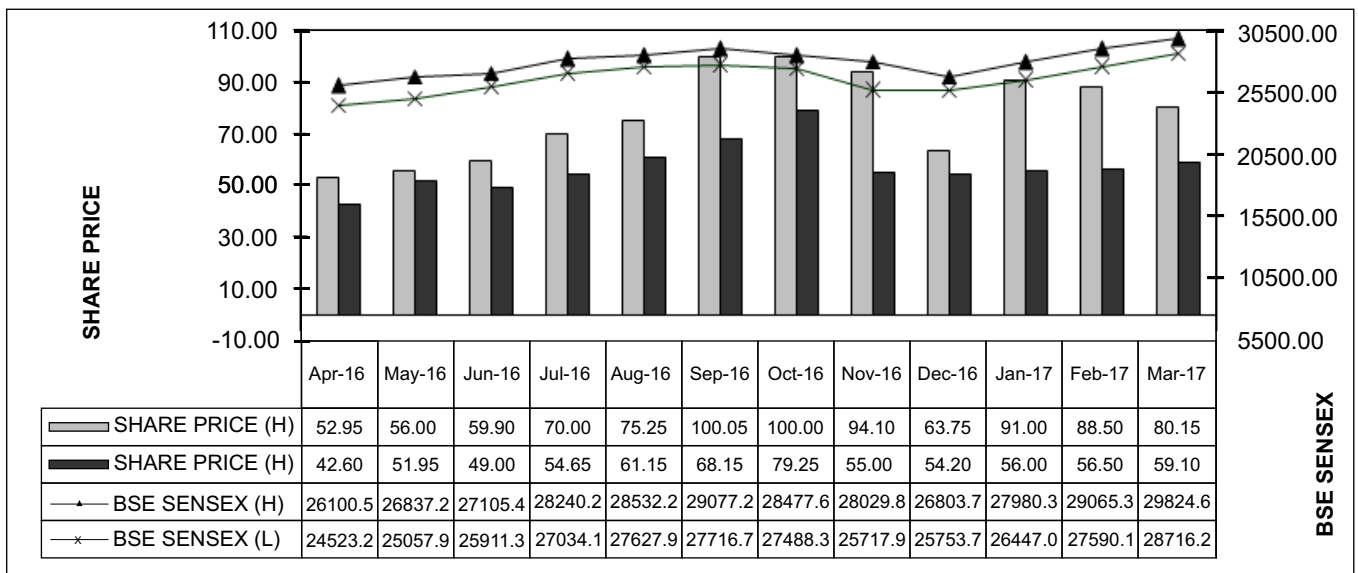
### (viii) Stock Market Price Data (April 1, 2016 to March 31, 2017)

The high and low of the share price of the Company during each month in the last financial year at BSE were as under:

(Rs.)

| Month    | Open Price |       | High Price |        | Low Price |       | Close Price |       |
|----------|------------|-------|------------|--------|-----------|-------|-------------|-------|
|          | BSE        | NSE   | BSE        | NSE    | BSE       | NSE   | BSE         | NSE   |
| April-16 | 42.60      | 42.60 | 52.95      | 52.60  | 42.60     | 42.60 | 52.20       | 52.15 |
| May-16   | 52.15      | 52.25 | 56.00      | 56.00  | 51.95     | 51.90 | 53.40       | 53.00 |
| Jun-16   | 52.95      | 52.95 | 59.90      | 59.80  | 49.00     | 50.50 | 58.05       | 58.85 |
| Jul-16   | 57.85      | 58.00 | 70.00      | 69.90  | 54.65     | 54.50 | 68.80       | 68.50 |
| Aug-16   | 68.95      | 68.95 | 75.25      | 75.50  | 61.15     | 60.00 | 70.50       | 70.00 |
| Sep-16   | 70.10      | 70.10 | 100.05     | 100.70 | 68.15     | 68.00 | 87.40       | 86.75 |
| Oct-16   | 88.40      | 86.75 | 100.00     | 98.00  | 79.25     | 80.65 | 93.85       | 93.75 |
| Nov-16   | 94.00      | 94.10 | 94.10      | 94.25  | 55.00     | 55.00 | 62.45       | 62.65 |
| Dec-16   | 60.20      | 62.50 | 63.75      | 64.50  | 54.20     | 53.60 | 56.65       | 56.45 |
| Jan-17   | 57.90      | 59.00 | 91.00      | 90.75  | 56.00     | 56.00 | 84.15       | 83.25 |
| Feb-17   | 84.10      | 83.00 | 88.50      | 85.20  | 56.50     | 66.15 | 66.80       | 68.60 |
| Mar-17   | 69.10      | 69.80 | 80.15      | 80.75  | 59.10     | 57.50 | 62.75       | 62.00 |

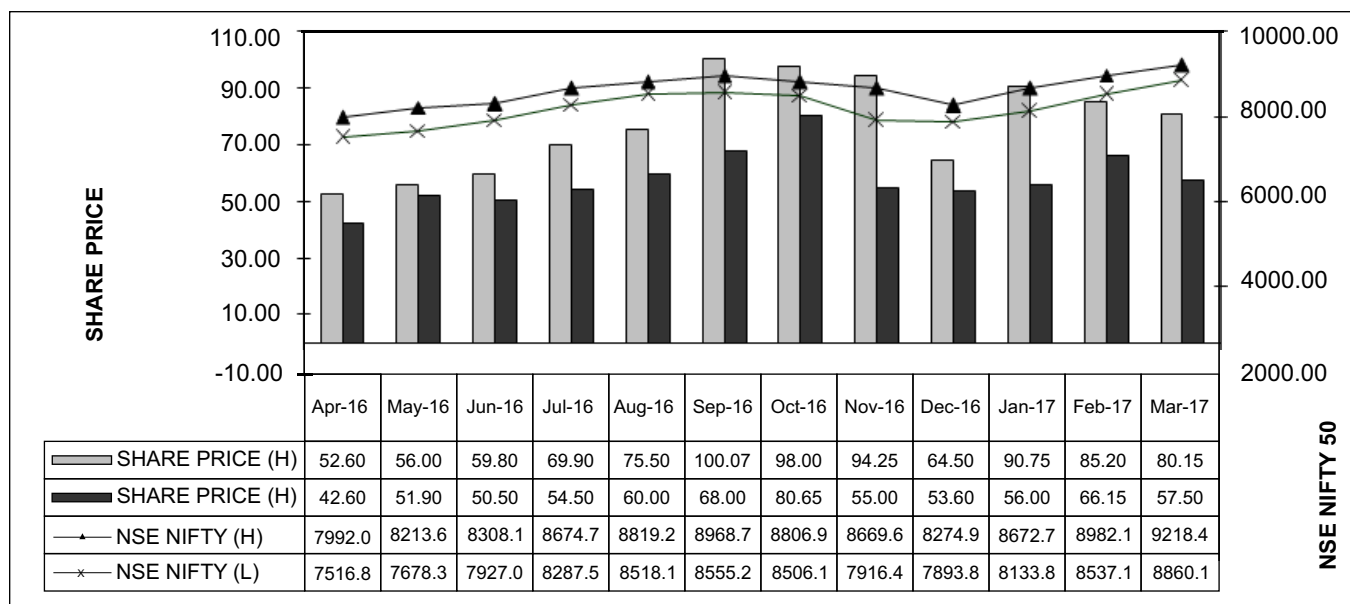
## Share Price Movement as compared to BSE Sensex







## Share Price Movement as compared to NSE Nifty



### (ix) Registrar and Transfer Agents

M/s MAS Services Limited,  
T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020  
Tel No. : 011-26387281-83, Fax No. : 011- 26387384, E-mail: [info@masserv.com](mailto:info@masserv.com)

### (x) Share Transfer System:

The Equity shares of the Company are in dematerialized form. In respect of the Shares held in physical form the transfers and transmission are done by the Registrar and Share Transfer Agent of the Company viz. M/s MAS Services Ltd.

The Company obtains half yearly certificate from a Company Secretary in Practice relating compliance with the shares transfer formalities as required under Regulation 40(9) & (10) of SEBI(LODR) Regulations, 2015 files a copy of the certificate with the Stock Exchanges, from time to time.

### (xi) Distribution of Shareholding as on March 31, 2017

| No. of Shares (Range) | No. of Shareholders | % of Shareholders | Total Shares in the Range | % of Shareholding |
|-----------------------|---------------------|-------------------|---------------------------|-------------------|
| 1-500                 | 2528                | 69.989            | 269474                    | 0.225             |
| 501-1000              | 308                 | 8.527             | 259724                    | 0.216             |
| 1001-2000             | 229                 | 6.340             | 386585                    | 0.322             |
| 2001-3000             | 63                  | 1.744             | 167629                    | 0.140             |
| 3001-4000             | 66                  | 1.827             | 250844                    | 0.209             |

| No. of Shares (Range) | No. of Shareholders | % of Shareholders | Total Shares in the Range | % of Shareholding |
|-----------------------|---------------------|-------------------|---------------------------|-------------------|
| 4001-5000             | 51                  | 1.412             | 239376                    | 0.200             |
| 5001-10000            | 170                 | 4.707             | 1304049                   | 1.087             |
| 10001 and above       | 197                 | 5.454             | 117106799                 | 97.602            |
| <b>Total</b>          | <b>3612</b>         | <b>100</b>        | <b>119984480</b>          | <b>100</b>        |

**(xii) Shareholding Pattern as on March 31, 2017**

| S. No.    | Category of Shareholder            | Total No. of Shares | % of Shareholding |
|-----------|------------------------------------|---------------------|-------------------|
| <b>A</b>  | <b>PROMOTER AND PROMOTER GROUP</b> | 76050109            | 63.38             |
|           | <b>Sub-Total (A)</b>               | <b>76050109</b>     | <b>63.38</b>      |
| <b>B</b>  | <b>PUBLIC SHAREHOLDING</b>         |                     |                   |
| <b>I</b>  | <b>INSTITUTIONS</b>                |                     |                   |
|           | (a) FPI                            | 200000              | 0.17              |
| <b>II</b> | <b>NON-INSTITUTIONS</b>            |                     |                   |
|           | (a) Bodies Corporate               | 27508222            | 22.93             |
|           | (b) Individuals                    | 12645957            | 10.53             |
|           | (c) NRI/OCB                        | 105596              | 0.09              |
|           | (d) Clearing Member/Any Other      | 3474596             | 2.90              |
|           | <b>Sub-Total [B=(BI+BII)]</b>      | <b>43934371</b>     | <b>36.62</b>      |
|           | <b>Total (A+B)</b>                 | <b>119984480</b>    | <b>100.00</b>     |

**(xiii) Capital of the Company**

The authorized and paid-up capital of your Company is Rs. 51.55 Crore and Rs. 11.99 Crore respectively.

**(xiv) Reconciliation of Share Capital**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out audit of Reconciliation of Share Capital to reconcile the total admitted, issued and listed capital with National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and Stock Exchanges.

**xv) Dematerialization of equity shares and liquidity**

The trading in Equity Shares of the Company is permitted in dematerialized form. The Company has joined



National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the trading. Accordingly, it may kindly be requested to all the members who are holding the shares in physical form to get their shares converted into demat form and thereby avail the option of script less trading. For this purpose, members can open a demat account with any depository participant (DP) to avail the facility of Dematerialization of shares or shareholders having demat account can surrender their share certificate to their respective DPs. As on 31st March 2017, **99.50%** of the Company's total listed capital representing **119389463** shares was held in dematerialized form and the balance **0.50 %** comprising **595017** shares were held in physical form.

Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company is INE946H01037.

**(xvi) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on equity.**

The Company has not issued any ADRs, GDRs or any other Convertible Instruments.

**(xvii) Commodity Price Risk/Foreign Exchange Risk and Hedging**

The Company did not engage in hedging activities.

**(xviii) Plant Locations**

As the Company is in real estate business hence, does not have any manufacturing or processing plants. The Registered Office of the Company is located at Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017 and Corporate Office of the Company is situated at Vipul TechSquare, Golf Course Road, Sector-43, Gurugram -122009.

**(xix) Name & Address Debenture Trustee**

IL&FS Trust Company Limited,  
IL&FS Financial Centre Plot C-22,  
Bandra Kurla Complex, Bandra Kurla East,  
Mumbai - 400051. Phone: +91 (22) 2659355  
Email: asslvicepresident@ilfsindia.com

The Company has made early redemption of all 470-Secured Redeemable Listed Non-Convertible Debentures of Rs. 10,00,000/- each aggregating to Rs. 47 Crore in the Month of September, 2016.

**(xx) Address for correspondence**

(a) All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Transfer Agent at the following address:

**M/s MAS Services Limited (Unit: Vipul Limited)**

T-34, IInd Floor, Okhla Industrial Area, Phase-II,  
New Delhi-110020. Phone: 011-26387281-83, Fax: 011-26387384  
Email: info@masserv.com

(b) Mr. Vivek Chaudhary\*, Company Secretary is the Compliance Officer of the Company and Investors' complaint may also be addressed to him at the following address:

## **Company Secretary**

Vipul Limited

Vipul Techsqaure, Golf Course Road, Sector-43, Gurugram-122009

Telephone: 0124-4065500, Fax: 0124-4061000; Email: [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in)

\*ceased w.e.f May 29, 2017

**(xxi) SEBI toll-free helpline service for Investors:** 1800 22 7575 (available on all days from 9:30 to 5:30 p.m. excluding declared holidays). SEBI investor's contact for feedback and assistance: tel. 022-26449188, email: [sebi@sebi.gov.in](mailto:sebi@sebi.gov.in).

## **VIII. DISCLOSURES**

### **(I) Disclosure of transactions with Related Parties**

During the Financial Year 2016-17, there were no materially significant transactions or arrangements entered into by the Company with related parties requiring Shareholders/Members approval. Further, details of related party transactions as required by Accounting Standard (AS-18) are presented in Notes to Accounts in the Annual Report.

### **(ii) Detail of Non Compliance relating to Capital Market during the last three years**

The Company has complied with the requirements of the stock exchanges / SEBI / any other statutory authority on all matters related to capital markets. During the last three years, there were no penalties or strictures imposed on the Company by the stock exchanges / SEBI / any other statutory authority on any matter relating to capital markets.

### **(iii) Vigil Mechanism / Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil Mechanism Policy under which the Directors and employees are free to report violations of applicable laws and regulations.

The same is posted on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/Vigil\\_Mechanism - Vipul Group 2015.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Vigil_Mechanism_-_Vipul_Group_2015.pdf).

The Company has a Vigilance Committee to consider any complaint of non compliances, wrong practices, suspected violations etc. The Committee comprises of Ms. Guninder Singh, Chief Executive Officer; Mr. S. K. Jain, Additional G.M. (Projects) and Mr. Rakesh Kumar, Assistant Chief Manager (HR) as its members. The Committee also provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

### **(iv) Code for Prevention of Insider Trading Practices**

The Board of the Company has formulated / adopted the following Codes in terms of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. As required under SEBI (LODR) Regulations, 2015, the Company has also formulated a Policy for determining "Material Subsidiaries" which is available on the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in).

(a) Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) in terms of Regulation 8.

(b) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons in terms of Regulation 9.



The Company Secretary acts as the Compliance Officer. The above codes are posted on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/Code\\_of\\_Conduct\\_for\\_the\\_Prevention\\_of\\_Insider\\_Trading.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Code_of_Conduct_for_the_Prevention_of_Insider_Trading.pdf).

### (V) Compliance with mandatory requirements

The Company is fully compliant with the applicable mandatory requirements of SEBI (LODR) Regulations, 2015 with the Stock Exchanges, relating to Corporate Governance.

### Compliance Chart under SEBI (LODR) Regulations, 2015 at the end of the financial year 2016-17 (for the whole of financial year 2016-17)

| I. Disclosure on website in terms of Listing Regulations  |                               |
|---|-------------------------------|
| Item  | Compliance status (Yes/No/NA) |
| Details of business   | Yes                           |
| Terms and conditions of appointment of independent directors  | Yes                           |
| Composition of various committees of board of directors   | Yes                           |
| Code of conduct of board of directors and senior management personnel   | Yes                           |
| Details of establishment of vigil mechanism of vigil mechanism/Whistle Blower policy  | Yes                           |
| Criteria of making payments to non-executive directors  | Yes                           |
| Policy on dealing with related party transaction  | Yes                           |
| Policy for determining 'material' subsidiaries  | Yes                           |
| Details of familiarization programmes imparted to independent directors   | Yes                           |
| Contact information of the designed officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |
| Email address for grievances Redressal and other relevant details   | Yes                           |
| Financial results   | Yes                           |
| Shareholding pattern  | Yes                           |
| Details of agreements entered into the media companies and/or their associates  | Yes                           |
| New name and the old name of the listed entity  | Yes                           |

| <b>II. Annual Affirmations</b>  |                            |                                      |
|---|----------------------------|--------------------------------------|
| <b>Particulars</b>  | <b>Regulation Number</b>   | <b>Compliance status (Yes/No/NA)</b> |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)           | Yes                                  |
| Board composition   | 17(1)                      | Yes                                  |
| Meeting of Board of directors   | 17(2)                      | Yes                                  |
| Meetings of Compliance Reports  | 17(3)                      | Yes                                  |
| Plans for orderly succession for appointments   | 17(4)                      | Yes                                  |
| Code of Conduct   | 17(5)                      | Yes                                  |
| Fees/compensation   | 17(6)                      | Yes                                  |
| Minimum Information   | 17(7)                      | Yes                                  |
| Compliance Certificate  | 17(8)                      | Yes                                  |
| Risk Assessment & Management  | 17(9)                      | Yes                                  |
| Performance Evaluation of independent Directors   | 17(10)                     | Yes                                  |
| Composition of Audit Committee  | 18(1)                      | Yes                                  |
| Meeting of Audit Committee  | 18(2)                      | Yes                                  |
| Composition of nomination & remuneration committee  | 19(1) & 19(2)              | Yes                                  |
| Composition of Stakeholders Relationship Committee  | 20(1) & 20(2)              | Yes                                  |
| Composition and role of risk management committee   | 21(1), (2), (3), (4)       | Yes                                  |
| Vigil Mechanism   | 22                         | Yes                                  |
| Policy for related party transaction  | 23(1), (5), (6), (7) & (8) | Yes                                  |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)                 | Yes                                  |
| Approval for material related party transaction   | 23(4)                      | Not Applicable                       |
| Composition of Board of Directors of unlisted material subsidiary   | 24(1)                      | Not Applicable                       |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2), (3), (4), (5) & (6) | Yes                                  |
| Maximum Directorship & Tenure   | 25(1) & (2)                | Yes                                  |
| Meeting of independent directors  | 25(3) & (4)                | Yes                                  |
| Familiarization of independent directors  | 25(7)                      | Yes                                  |
| Memberships in Committees   | 26(1)                      | Yes                                  |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel | 26(3)                      | Yes                                  |
| Disclosure of shareholding by Non-Executive Directors   | 26(4)                      | Yes                                  |
| Policy with respect to obligations of directors and senior management   | 26(2) & 26(5)              | Yes                                  |



### **Affirmations:**

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – **Yes**

### **(vi) Adoption of non-mandatory requirements**

**a)** The Board of the Company has been constituted in accordance with SEBI (LODR), Regulations, 2015. The Chairman of the Board does not maintain a Chairman's office at the Company's expense.

### **b) Shareholders Rights**

The quarterly and half yearly results are published in widely circulating national and local dailies where registered office of the Company is situated i.e. Delhi. Further, these results are also posted on the web-site of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Further, Annual Report containing the detailed Balance Sheet and Statement of Profit & Loss is also being sent to individual shareholders of the Company.

### **c) Audit Qualifications:**

There are no qualifications contained in Audit report on Standalone Financials.

### **d) Chairman and CEO:**

The posts of Chairman and Managing director / CEO are separate.

### **e) Reporting of internal Auditors**

The Internal Auditors of the Company reports to the Audit committee and makes detailed presentation at the meetings of Audit Committee.

### **(vii) Policy on Materiality of and Dealing with Related Party Transactions**

The Company has formulated a policy on Materiality of and dealing with related party transactions which specify the manner of entering into related party transactions. This Policy has been posted on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/policy\\_on\\_materiality\\_of\\_and\\_dealing\\_with\\_related\\_party\\_transactions.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/policy_on_materiality_of_and_dealing_with_related_party_transactions.pdf).

### **(viii) Subsidiary Companies**

The subsidiary companies are managed by their respective Boards. The Company does not have any material unlisted subsidiary and hence is not required to nominate an Independent Director of the Company on the Board of the subsidiary companies.

For effective governance, the Company overviews the performance of its subsidiaries, inter alia, in the following manner:

- The financial statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.
- The Audit Committee and the Board of Directors look into the related party transactions entered into by the Company including those with the subsidiary companies.

- The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company.
- Detail of significant transactions and arrangements, if any, entered into by the material unlisted subsidiary companies, if any.
- As required under SEBI (LODR) Regulations, 2015, the Company has also formulated a Policy for determining "Material Subsidiaries" which is available on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in). Web link is: [http://www.vipulgroup.in/sites/default/files/investor\\_document/Vipul-Policy on Materiality of Events\\_0.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Vipul-Policy%20on%20Materiality%20of%20Events_0.pdf).

(ix) During the Financial Year ended 31st March, 2017, the Company did not engage in commodity hedging activities.

(x) There has been no instance of non-compliance of any requirement of Corporate Governance Report.

(xi) The Company has fully complied with the applicable requirement specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR) Regulations, 2015.

## (xii) Disclosure of Accounting Treatment in preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

## (Xiii) Unclaimed Shares

In terms of Regulation 39(4) read with Schedule VI of SEBI (LODR) Regulations, 2015, the Company had transferred the unclaimed shares lying with into a specific demat account opened for the purpose. The details of the same are as under:

| Sr. No. | Particulars   | No. of Shareholders | No. of Shares |
|---------|---|---------------------|---------------|
| (i)     | Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at beginning of the year. | 236                 | 2229548       |
| (ii)    | Number of shareholders who approached issuer for transfer of shares from suspense account during the year.                    | 1                   | 8000          |
| (iii)   | Number of shareholders to whom shares were transferred from suspense account during the year                                  | 1                   | 8000          |
| (iv)    | Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year              | 235                 | 2221548       |
| (vi)    | The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares                | 235                 | 2221548       |

Members who have not yet claimed their equity shares are requested to write to the Secretarial Department at the Registered or Corporate Office to claim their equity shares.





### (xiv) Unclaimed Dividend

In terms of Section 124 of the Companies Act, 2013/Section 205A(5) of the Companies Act, 1956, amounts lying unpaid or unclaimed in the Unpaid Dividend Account of the Company for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established by the Central Government. Given below is a table providing the dates of declaration of dividend and the corresponding date when unclaimed dividends are due to be transferred to the Central Government:

| Financial Year | Date of declaration of dividend | Last date for claiming unpaid dividend | Unclaimed amount as on March 31, 2017 (in Rs.)* | Due date for transfer to Investor Education and Protection Fund |
|----------------|---------------------------------|--|---|---|
| 2009-10        | September 30, 2010              | November 5, 2017                       | 256,272.00                                      | November 5, 2017  |
| 2010-11        | September 27, 2011              | November 2, 2018                       | 321,590.00                                      | November 2, 2018  |
| 2011-12        | December 13, 2012               | January 18, 2020                       | 486,612.00                                      | January 18, 2020  |
| 2012-13        | September 28, 2013              | November 3, 2020                       | 474,007.00                                      | November 3, 2020  |
| 2013-14        | September 24, 2014              | October 30, 2021                       | 157271.00                                       | October 30, 2021  |
| 2014-15        | -                               | -                                      | -   | -   |
| 2015-16        | -                               | -                                      | -   | -   |
| 2016-17**      | November 30, 2016               | January 05, 2024                       | 36410.00  | January 05, 2024  |

\* rounded off

\*\*Interim Dividend

Members can claim the unpaid dividend from the Company before transfer to the Investor Education and Protection Fund. Members who have so far not encashed the dividend warrant(s) are requested to make their claim to the Secretarial Department at the Corporate Office of the Company situated at Vipul Limited, Vipul TechSquare, Golf Course Road, Sector-43, Gurugram-122009 or send an email to [secretarial@vipulgroup.in](mailto:secretarial@vipulgroup.in).

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of last Annual General Meeting i.e., September 24, 2016 on the website of the Company i.e. [www.vipulgroup.in](http://www.vipulgroup.in) and Ministry of Corporate Affairs.

All shareholders/members in respect of which dividend warrant has not been encashed in the last seven consecutive years are required to be credited to IEPF Suspense Account (on the name of the Company) with one of the depository participants as may be identified by the IEPF Authority in terms of Rule 6 of the Investor Education & Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. The Company has sent the reminder on November 14, 2016 to the shareholders of the Company and also published the notice in the newspaper (English & Hindi) on November 16, 2016. The statement containing the details of name of such shareholders and their folio number or DP ID – Client ID are available on the Company's website i.e. [www.vipulgroup.in](http://www.vipulgroup.in) for information and necessary action by the shareholders. Further, pursuant to the provision of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, the Company has sent the reminder once again on March 06, 2017 to the shareholders of the Company and also published the notice in the newspaper (English & Hindi) on March 08, 2017.

Further in terms of Section 124 (5) of the Companies Act, 2013, any divided amount remaining unclaimed & unpaid for a period of seven years from the date they have become due for payment is required to be transferred to the Investor Education and Protection Fund (the Fund) constituted by the Central Government. The unclaimed dividend amounting to Rs. 250,583.00 for the year 2008-09 has been transferred to IEPF Fund in January, 2017 after complying with relevant provisions of the Companies Act, 2013.

### **(xv) Nominations**

Members holding shares in physical form, are requested to register the name of their nominee(s), who shall succeed the member as the beneficiary of their shares and in order to avail this nomination facility, they may obtain/submit the prescribed form from/to the Registrar & Share Transfer Agent. Members holding shares in dematerialized form are requested to register their nominations directly with their respective Dps.

### **(xvi) Pledge of Equity Shares**

The promoters have pledged part of their share holding to secure the financial assistance availed by the Company.

### **(xvii) Proceeds from public issues, right issues, preferential issues etc.**

The Company did not have any of the above issues during the year under review.

### **(xviii) Secretarial Audit Report**

The Company has obtained Secretarial Audit Report for the financial year ended March 31, 2017 from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants. The Secretarial Audit Report is annexed as Annexure C to the Board's Report.

### **(xix) CEO/CFO Certification**

Ms. Guninder Singh, Chief Executive Officer and Mr. Ajay Agrawal, Chief Financial Officer of the Company gives quarterly/annual certification on financial reporting and internal controls in terms of Regulation 33 & 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **(xx) Management Discussion & Analysis Report**

The Management Discussion & Analysis Report is attached to the Board's Report & forms part of this Report.

### **(xxi) GREEN INITIATIVE**

The Company has been effecting the electronic delivery of Notice of Annual General Meeting & Annual report to the Shareholders, whose email ids are registered with the respective depository participants.

## **(IX) CODE OF CONDUCT**

The Company had adopted the Code of Conduct for the members of the Board and Senior Management of the Company. The same is posted on the website of the Company at [www.vipulgroup.in](http://www.vipulgroup.in/sites/default/files/investor_document/Code%20of%20conduct.pdf). Web link is:- [http://www.vipulgroup.in/sites/default/files/investor\\_document/Code of conduct.pdf](http://www.vipulgroup.in/sites/default/files/investor_document/Code of conduct.pdf).

Further, all the Board Members and Senior Management personnel (as per Schedule V (Part D) of SEBI (LODR) Regulations, 2015) have affirmed the compliance with the respective Code of Conduct. A declaration to this effect signed by the Chief Executive Officer forms part of this report.



**Declaration**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Guninder Singh, Chief Executive Officer of Vipul Limited, hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2017 from all the Board Members and Senior Management Personnel.

**Place: Gurugram**  
**Date: May 29, 2017**

**Sd/-**  
**Guninder Singh**  
**Chief Executive Officer**

**For & on behalf of the Board of Vipul Limited**

**Place: Gurugram**  
**Date: August 21, 2017**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**To  
The Board of Directors  
Vipul Limited**

**CERTIFICATION**

**It is to confirm and certify that,**

- a) We have reviewed the financial statements for the Quarter and financial year ended March 31, 2017 and that to the best of our knowledge and belief:
  - (1) That these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) That these statements together present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulations;
- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the quarter/financial year which is fraudulent, illegal or violative of the company's code of conduct and/or other than in normal course of business;
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to the financial reporting and has disclosed to the auditors and the audit committee, deficiency in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or proposed to take to rectify these deficiencies;
- d) We have indicated to the Auditors and Audit Committee:
  - (1) Significant changes, if any, in the internal control over financial reporting during the quarter/financial year;
  - (2) Significant changes in accounting policies, if any, during the quarter/financial year and that the same have been disclosed in the notes to the financial statements; and
  - (3) Instances of significant fraud, if any, of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the company internal control system over financial reporting.
- e) We affirm that there has not been any matter involving alleged misconduct for which personnel access to the Audit Committee of the Company was required;
- f) We further declare that the Board Members and Senior Management have affirmed compliance with the Code of Conduct for the current quarter under review.

**For Vipul Limited**  
  
**sd/-  
Punit Beriwalla  
Managing Director**

**For Vipul Limited**  
  
**sd/-  
Guninder Singh  
Chief Executive Officer**

**For Vipul Limited**  
  
**sd/-  
Ajay Agrawal  
Chief Financial Officer**

**Place: Gurugram  
Date: May 29, 2017**



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**To,  
The Members of Vipul Limited**

We have examined all the relevant records of Vipul Limited (the Company) for the year ended March 31, 2017 for the purpose of certifying compliance of the conditions of Corporate Governance as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. The certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all mandatory conditions of Corporate Governance as stipulated in the said Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For L.B. Jha & Co.  
Chartered Accountants  
Firm's Reg. No. : 301088E**

**Place: Gurugram  
Date: August 21, 2017**

**sd/-  
(Satyabrata Pati)  
Membership Number: 095080**

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **OUTLOOK & OVERVIEW OF THE ECONOMY**

India will continue to benefit from low global commodity prices which has helped rein in inflation and encourage consumer spending. Focus on urbanization, smart city program and improvement in infrastructure along with implementation of policy reforms to iron out the regulatory issues in the area of taxes and approval related functions need to be prioritized by the government. This will encourage private sector investment, creating the platform to utilize the country's advantageous demographic potential and lay the foundations for real GDP growth to move to higher levels.

On unexpected lines, Demonetization wiped off 86% of the cash money overnight. This had profound impact on the economy especially in the real estate sector. Third quarter's performance bears testimony to the same, as most of the developers faced difficulty including your company.

Further as per Economic Survey 2016-17, India's economic growth is estimated to slow 7.1 percent in the current fiscal year ending March 31, 2017 compared to 7.6 percent last year, the first indicator of the impact of the demonetization drive. Real estate demand has been lacklustre over the last 3-4 years due to several factors. Demonetisation is expected to further dampen demand and negatively impact prices in the sector, in the short term.

The Financial Year 2016-17 with its eventful ups and down has come to an end. The Parliament approved RERA Act which is bound to have huge transformational impact on the real estate sector. GST is another significant reform which will subsume all indirect taxes and pave way for a single market across India. The real estate sector should see some benefits on absorbed costs like cement, steel and other building materials.

The Government has taken measures to revive the economy by modifying FDI policies for various industries, pushing hard for infrastructure spending and towards creating smart cities. Reforms to create flexibility in labour markets, safety net for the unorganized sector and passing of GST to create a common market will go a long way to take the growth momentum to a different level.

Reserve Bank of India's Policy seems to be heading towards creation of a stable, low inflation regime. The Reserve Bank of India (RBI) has started to lower the interest rates as well as increase the liquidity in the economy by taking various initiatives.

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

Indian real estate sector is one of the most globally recognized sectors. In the country, it is the 2nd largest employer after agriculture and is slated to grow at a massive pace over the next decade. The growth of this sector is well complemented by the growth of the corporate environment and the demand of office space as well as urban and semi urban accommodations.

The Government's Smart City development approach will further boost the growth of the sector. Various ancillary industries such as cement, steel, brick, timber, building materials etc. are dependent on the real estate industry.

India has huge potential to attract large foreign investments into real estate. With real estate reaching a point of saturation in developed countries and the demand and prices falling, global real estate players are looking at emerging economies such as India for tapping opportunities in real estate. Indian real estate will stay attractive due to its strong economic fundamentals and demographic factors.

The steps taken by the Union Government are in the right direction. The underlying purpose of RERA is to bring



transparency and information to the consumer, timely delivery, and financial discipline in management of customer advances. Demonetisation will reduce black money in real estate transactions and therefore reduce unscrupulous deals. RERA coupled with demonetization will make buying and selling homes transparent and easier. The industry will ultimately become more organized and better regulated.

The Union Budget 2017 is a very encouraging and favourable budget for real estate industry. The infrastructure status would certainly help the real estate entities with impeccable governance practices to raise funds at substantially better interest rates. The practical amendments to avail of Income tax benefits on carpet area basis introducing during last union Budget for affordable housing scheme is a welcome step. The credit linked subsidy scheme for first time home buyer under Pradhan Mantri Awas Yojana (PMAY) should provide a positive push for real estate demand for the mid income group.

### **COMPANY STRENGTHS**

Promoters and senior management's focus is on Project Planning and Execution for delivering present-day design and quality construction.

The Project management team comprises of experienced, highly qualified experts who had a proven experience in their functional areas. The team drives the organization through their contribution. The organizational framework has been designed to manage the design, engineering, procurement and execution of concurrent, multi-site projects keeping a focus on delivery of developments of International standards.

### **OPPORTUNITIES AND THREATS**

#### **Opportunities**

The Company believes that there are lots of opportunities and demand in Indian Real Estate Sector. Some of them are as under:

- Real Estate Investment Trusts (REITs): The Securities and Exchange Board of India (Real Estate Investment Trusts) Regulations, 2014 facilitate tapping of cash flow in the Indian economy, and help smaller investors access income-generating real estate assets.
- Smart cities: Government proposal to develop smart cities, to offer sustainable development and employment to a wider section, regardless of skill, education, or income level.
- Relaxation in rules for foreign direct investment in the sector. Some of these relaxed rules include reducing minimum built-up area and capital requirement for the projects receiving FDI.
- Economic activity is gradually picking up.
- Office rents to start appreciating.
- Increase in Floor Area Ratio by the Department of Town & Country planning, Haryana.
- More international retailers to venture into India, which would result in high demands.
- The company has carved a niche for itself in the luxury and ultra luxury segment by differentiating itself in each micro-market through product positioning for each product to attract customers.
- Home loans will become cheaper.
- Demonetisation along with RERA will make the industry more customer friendly and increase trust.
- Demonetisation will increasingly formalize the economy and the industry.

- Increase in the size of affordable housing
- Reduction in holding period: The holding period for capital gains on sale of immovable property—land and building—to qualify as long term capital gains (LTCG) is proposed to be reduced to 2 years from 3 years in the Union Budget 2017. These steps are expected to reduce the capital gains tax burden on property sellers and thereby make movement of immovable capital easier. Investors who were holding on to properties will benefit from this reduction in tenure.
- Capitalgains on Joint Development Agreements: For development of properties through Joint Development Agreements, the liability to pay capital gains tax will be in the year after the project is completed. This is likely to reduce the disputes in joint development projects. Changes in the taxation aspect of JDAs, will greatly encourage more land owners to partner with developers.
- Reduction in tax rate: The Finance Minister reduced the income tax rate from 10% to 5% for the slab of Rs. 2.50 lakhs to Rs. 5 lakhs. Savings in tax coupled with the lower interest rates will make buying homes more affordable for the consumers and this can help in further improving the sales in the housing sector.

### Threats

Some of them are as under:

- Increase in Interest costs and foreign currency rates.
- Unanticipated delays in project approvals.
- Unstability in the government policies.
- Environmental issues.
- Taxation issues.
- Rising cost of construction such as steel, cement, power etc.
- Rise in competition.
- Increase in Input costs.
- Reduction in supply – RERA and demonetization will have a midterm effect on reduction of supply.
- Lower liquidity likely to impact demand, construction progress and secondary market transactions.

In the long term, the demonetization along with implementation of Real Estate Regulation Act and single-window clearance system will be positive for the sector leading to higher transparency and investors' confidence.

### RISKS AND CONCERNS

The Company is exposed to number of risks such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector. The Company's chosen business strategy of focusing on certain key products and geographical segments is also exposed to the overall economic and market conditions. The Company monitors credit and market risks, as well as portfolio and operational risk. The Company has a Risk Management Committee which is entrusted with the responsibility of establishing polices to monitor and evaluate the risk management systems of the Company.

The Company aims at continuous improvement of the processes which inter-alia include, reporting methodology of the legal matters, efficient engagement of high quality panel of third party lawyers, standardization of key documents and strengthening internal guidelines and processes on documentation, legal matters and their reporting.





## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and verified by Statutory as well as Internal Auditors.

The internal control is supplemented by extensive programme of internal audits, review by Audit Committee and Board of the Company. The system has been designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the Company.

Significant audit observations, if any and follow up actions thereon are reported to the Audit Committee. Further to maintain its objectives and independence, the Internal Auditors reports to the Chairman of the Audit Committee.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

You Company continues to focus its business strategy on its core markets; reduce debt and improve the quality of debt; rationalize costs and capital expenditure.

During the year under review, more than 32% of the phase 1 area is already sold i.e. 0.244 sq ft. The Company has also received environmental clearance in the month of September 2016 & commenced construction in the third quarter of financial year 2016-17.

**Project 'AAROHAN'** will include facilities such as a sky deck, landscaped intermediate terraces, amphitheater, modern security solutions including synchronized firefighting systems, CCTV surveillance in complex, smoke and heat detectors amongst other State of the Art facilities.

Here are some key facts for FY2017 as compared to FY2016:

(Rs in Lakh)

| Particular                             | Financial Year<br>Ended 31.03.2017 | Financial Year<br>Ended 31.03.2016 |
|--|------------------------------------|------------------------------------|
| Income from operations                 | 22639.50                           | 17867.86                           |
| Other Income                           | 537.90                             | 1109.67                            |
| Depreciation and amortization expenses | 115.50                             | 103.97                             |
| Finance Cost                           | 2627.43                            | 2174.90                            |
| Profit / (Loss) before Tax             | 532.50                             | 122.44                             |
| Provision for taxation                 |                                    |                                    |
| Current Year                           | 106.92                             | -                                  |
| Earlier year adjustment                | -                                  | 1.27                               |
| Deferred tax (net)                     | 187.22                             | 6.05                               |
| Profit / (Loss) of the year            | 238.36                             | 115.12                             |

### HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company's business is managed by a team of competent and passionate leaders, capable of enhancing your Company's standing in the competitive market. The Company's employees have a defining role in significantly accelerating its growth and transformation, thereby enhancing its position as one of the largest corporate houses. The Company has a structured recruitment process, the focus is on recruiting people who have the right mindset, supported by structured training programs and internal growth opportunities.

Periodic reviews of the manpower numbers and costs at the sites and the head office were undertaken to ensure that manpower cost remains within the budget and the key manpower related ratios are maintained. Training and re-training the workforce at project sites continued during the year. Special emphasis was given on safety, equipment operations and maintenance training.

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, no complaints were received pursuant to the Sexual Harassment of Women at work place (Prevention, Prohibition & Redressal) Act, 2013.

As on March 31, 2017, the total strength of your Company's employees stood at 215.

### CAUTIONARY STATEMENT

Statements in this report on Management Discussions and Analysis describing the Company's objectives, estimates and expectations may be forward looking statements based on certain assumptions and expectations of future events. Actual results might differ substantially or materially from those expressed or implied. The Company assumes no responsibility nor is under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events. This report should be read in conjunction with the financial statements included herein and the notes thereto.

**For & on behalf of the Board of Vipul Limited**

**sd/-**  
**Punit Beriwal**  
Managing Director  
DIN: 00231682

**sd/-**  
**Vikram Vasheshar Kochhar**  
Director  
DIN: 03098195

**Place: Gurugram**  
**Date: August 21, 2017**



## **INDEPENDENT AUDITOR'S REPORT**

**TO  
THE MEMBERS OF  
VIPUL LTD**

### **Report on the Standalone Financial Statements**

1. We have audited the accompanying standalone financial statements of Vipul Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information. 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.

### **Management's Responsibility for the Standalone Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making

judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the

risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

### **Opinion**

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

### **Emphasis of matter**

We draw attention to the following matters in the Notes to the standalone financial statements:

- a. Various claims and counter claims pending before the Arbitral Tribunal ( Refer Note no.37).
- b. Certain balances under Loans and Advances and Trade Receivables are subject to confirmation. (Refer note no. 38).

Our opinion is not modified in respect of the matters mentioned above

### **Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164(2) of the Act;



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (a) The Company has disclosed the impact of pending litigations on its financial positions in the standalone financial statements.
- (b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts for which there were any material foreseeable losses.
- (c) Amounts which were required to be transferred to the Investor Education and Protection Fund have been transferred by the Company.
- (d) The Company has provided requisite disclosures in the standalone financial statements as to holding as well as dealings in Specified Bank Notes during period from 8th November, 2016 to 30th December, 2016. Based on the audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management.

**For L B Jha & Co.  
Chartered Accountants  
Firm's Registration No. 301088E**

**sd/-  
Satyabrata Pati  
Partner  
Membership No. 095080**

**Place: Gurugram  
Date: 29<sup>th</sup> May, 2017**

## **ANNEXURE- A: TO THE AUDITORS' REPORT**

### **To the Members of Vipul Limited**

[Referred to in paragraph 9 of the Auditors' Report of even date]

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) The fixed assets of the company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.  
  
(c) The Company owns one freehold immovable property ie. Land and Building as disclosed in Note.8 on Fixed Assets. The title deed of such immovable property is yet to be registered in the name of the . Company.
2. The company has conducted physical verification of inventory at reasonable intervals and no material discrepancies were noticed on such verification as compared to the book records.
3. The company has granted interest free unsecured loan to a company covered in the register maintained under Section 189 of the Act and the same is repayable on demand. The other terms and conditions of such loan are, prima facie, not prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 186 of the Companies Act, 2013 with respect to the guarantee given by the company.
5. The company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
6. We have broadly reviewed the books of account maintained by the company specified by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, related to the construction of building / structures and other related activities and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
7. (a) According to the information and explanations given to us and the records of the company examined by us, in our opinion, the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities though there has been delays in some cases. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were in arrears as at the last day of the financial year for a period of more than six months from the date they become payable.  
  
(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute



| Name of the statute               | Nature of dues     | Amount (Rs)   | Financial year for which the amount relates | Forum where the dispute is pending         |
|-----------------------------------|--------------------|---------------|---|--|
| Service Tax ( Finance Act, 1994). | Service Tax Demand | 1,610,821     | 2003-04, 2004-05                            | Joint Commissioner, Service Tax, New Delhi |
| Income Tax Act, 1961              | Income Tax Demand  | 94,460,596    | 2004-05, 2012-13, 2013-14                   | CIT( Appeals), New Delhi                   |
| Orissa Value Added Tax, 2004      | VAT demand         | 10,637,133(*) | 2009-10, 2011-12                            | Odisha High Court & JCCT, Odisha           |

(\*) Net of Rs.1,597,633/- (PY Rs. 849,321) paid under protest.

8. The Company has not defaulted in repayment of loans or borrowing to a financial institution or banks or Government, or dues to debenture holders.
9. According to the information and explanation given to us, the monies raised through debt instruments and term loans during the year were applied for the purposes for which those raised by the company
10. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of any such case by the management.
11. According to the information and explanations given to us and the records of the company examined by us, total managerial remuneration paid as reflected in the financial statements for the year ended 31st March 2017 are in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act, as applicable.
12. The statutes related to a Nidhi Company are not applicable on the Company.
13. According to the information and explanations given to us and the records of the company examined by us, the company has complied with the requirements of sections 177 and 188 of the Act, wherever applicable, with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note.40 of the financial statements for the year under audit.
14. The company has not made any preferential allotment of shares or fully or partly convertible debentures during the year under audit.
15. According to the information and explanations given to us and the records of the company examined by us, the company has not entered into any non-cash transactions, with any director of the company or persons connected with them.

16. In our opinion, and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For L B Jha & Co.  
Chartered Accountants  
Firm's Registration No. 301088E**

**sd/-  
Satyabrata Pati  
Partner  
Membership No. 095080**

**Place: Gurugram  
Date: 29<sup>th</sup> May, 2017**





## **ANNEXURE- B: TO THE AUDITORS' REPORT**

### **To the Members of Vipul Limited**

[Referred to in paragraph 10(f) of the Auditors' Report of even date]

#### **Report on the Internal Financial Control under Clause (i) of Sub-sections 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. We have audited the internal financial controls over financial reporting of Vipul Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

2. The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act 2013, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintaining and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Control over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:
- 1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors of company; and
  - 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

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

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control over financial reporting to future periods are subject

to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

8. In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

**For L B Jha & Co.  
Chartered Accountants  
Firm's Registration No. 301088E**

**sd/-  
Satyabrata Pati  
Partner  
Membership No. 095080**

**Place: Gurugram  
Date: 29<sup>th</sup> May, 2017**



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017

| Particulars                     | Notes | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|---------------------------------|-------|---------------------------------|---------------------------------|
| <b>EQUITY &amp; LIABILITIES</b> |       |                                 |                                 |
| <b>Shareholders' Funds</b>      |       |                                 |                                 |
| Share Capital                   | 1     | 119,984,480                     | 119,984,480                     |
| Reserves & Surplus              | 2     | 4,00,89,40,276                  | 3,986,610,805                   |
|                                 |       | <b>4,12,89,24,756</b>           | 4,10,65,95,285                  |
| <b>Non-Current Liabilities</b>  |       |                                 |                                 |
| Long Term Borrowings            | 3     | 2,59,64,54,818                  | 1,12,40,74,463                  |
| Other Long Term Liabilities     | 4     | 1,61,09,08,925                  | 1,58,18,83,422                  |
|                                 |       | <b>4,20,73,63,743</b>           | 2,70,59,57,885                  |
| <b>Current Liabilities</b>      |       |                                 |                                 |
| Short Term Borrowings           | 5     | 1,14,72,82,035                  | 91,12,08,654                    |
| Trade Payables                  | 6     | 28,65,79,349                    | 33,27,60,785                    |
| Other Current Liabilities       | 7     | 2,48,55,20,873                  | 3,37,16,83,236                  |
|                                 |       | <b>3,91,93,82,257</b>           | 4,61,56,52,675                  |
| <b>TOTAL</b>                    |       | <b>12,25,56,70,756</b>          | 11,42,82,05,845                 |
| <b>ASSETS</b>                   |       |                                 |                                 |
| <b>Non-Current Assets</b>       |       |                                 |                                 |
| Fixed Assets:                   | 8     |                                 |                                 |
| Tangible Assets                 |       | 8,02,00,956                     | 7,83,22,626                     |
| Intangible Assets               |       | 13,40,166                       | 4,04,416                        |
|                                 |       | <b>8,15,41,122</b>              | 7,87,27,042                     |
| Non-Current Investments         | 9     | 23,77,97,565                    | 23,77,97,565                    |
| Deferred Tax Assets (net)       |       | 4,20,61,745                     | 6,07,83,827                     |
| Long Term Loans & Advances      | 10    | 1,75,64,92,581                  | 1,37,55,84,839                  |
| Other Non Current Assets        | 11    | 11,21,68,403                    | 8,69,66,186                     |
|                                 |       | <b>2,23,00,61,416</b>           | 1,83,98,59,459                  |
| <b>Current Assets</b>           |       |                                 |                                 |
| Inventories                     | 12    | 4,10,32,92,598                  | 3,99,58,20,979                  |
| Trade Receivables               | 13    | 2,17,46,89,766                  | 1,98,14,12,021                  |
| Cash and Cash Equivalents       | 14    | 15,60,70,301                    | 18,74,01,406                    |
| Short Term Loans & Advances     | 15    | 3,59,15,56,675                  | 3,42,37,11,980                  |
|                                 |       | <b>10,02,56,09,340</b>          | 9,58,83,46,386                  |
| <b>TOTAL</b>                    |       | <b>12,25,56,70,756</b>          | 11,42,82,05,845                 |

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

For & on behalf of the Board of Directors of  
Vipul Limited

For L.B. Jha & Co.  
Chartered Accountants  
FRN: 301088E

sd/-  
(Satyabrata Pati)  
Partner  
Membership No. 095080

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

Place: Gurugram  
Date: 29<sup>th</sup> May, 2017

sd/-  
Vivek Chaudhary  
Company Secretary

sd/-  
Ajay Agrawal  
Chief Financial Officer

## STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2017

| Particulars   | Notes | Year ended<br>31.03.2017<br>(Rupees) | Year ended<br>31.03.2016<br>(Rupees) |
|---|-------|--------------------------------------|--------------------------------------|
| <b>INCOME</b>   |       |                                      |                                      |
| Revenue from Operations   | 16    | 2,26,39,49,962                       | 1,78,67,85,915                       |
| Other income  | 17    | 5,37,90,556                          | 11,09,66,852                         |
| <b>TOTAL</b>  |       | <b>2,31,77,40,518</b>                | <b>1,89,77,52,767</b>                |
| <b>EXPENSES</b>   |       |                                      |                                      |
| Project Expenses  | 18    | 1,81,83,85,067                       | 1,73,90,11,538                       |
| Changes in Inventories  | 19    | (10,74,71,619)                       | (40,18,37,471)                       |
| Employee benefits expenses  | 20    | 17,64,87,275                         | 18,68,53,970                         |
| Finance Costs   | 21    | 26,27,42,912                         | 21,74,90,091                         |
| Depreciation/Amortisation expenses                                  | 8     | 1,15,49,062                          | 1,03,97,122                          |
| Other expenses  | 22    | 10,27,97,729                         | 13,35,93,535                         |
| <b>TOTAL</b>  |       | <b>2,26,44,90,426</b>                | <b>1,88,55,08,785</b>                |
| <b>Profit/(loss) before Tax</b>                                     |       | <b>5,32,50,092</b>                   | <b>1,22,43,982</b>                   |
| Tax expense:  |       |                                      |                                      |
| - Current Tax   |       | 1,06,92,000                          | -                                    |
| - Earlier year adjustment in tax (net)                              |       | -                                    | 1,27,020                             |
| - Deferred Tax  |       | 1,87,22,082                          | 6,04,961                             |
| <b>Profit/(loss) for the year</b>                                   |       | <b>2,38,36,010</b>                   | <b>1,15,12,001</b>                   |
| Basic and diluted Earning Per Share<br>(Face value of Rs. 1/- each) | 29    | 0.20                                 | 0.10                                 |

The accompanying notes are an integral part of the financial statements  
As per our report of even date attached

For & on behalf of the Board of Directors of  
Vipul Limited

For L.B. Jha & Co.  
Chartered Accountants  
FRN: 301088E

sd/-  
(Satyabrata Pati)  
Partner  
Membership No. 095080

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

Place: Gurgaon  
Date: 29 May, 2017

sd/-  
Vivek Chaudhary  
Company Secretary

sd/-  
Ajay Agrawal  
Chief Financial Officer



## NOTES TO THE FINANCIAL STATEMENTS

| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

**NOTE-1**
**SHARE CAPITAL**

|   |                    |             |
|---|--------------------|-------------|
| Authorised Share Capital<br>515,500,000 (P.Y. 515,500,000) Equity Shares of Rs. 1/- (P.Y. Rs. 1/-) each                                     | <b>515,500,000</b> | 515,500,000 |
| Issued Subscribed and Paid up Share Capital<br>119,984,480 (P.Y. 119,984,480) Equity Shares of Rs. 1/-<br>(P.Y. Rs. 1/-) each fully paid up | <b>119,984,480</b> | 119,984,480 |
| Total   | <b>119,984,480</b> | 119,984,480 |

**a) Reconciliation of the number of shares outstanding:**

| Equity Shares                           | 31.03.2017    |             | 31.03.2016    |             |
|---|---------------|-------------|---------------|-------------|
|   | No. of Shares | Amt. in Rs. | No. of Shares | Amt. in Rs. |
| At the beginning of the year            | 119,984,480   | 119,984,480 | 119,984,480   | 119,984,480 |
| Add: Issued/(Cancelled) during the year | -             | -           | -             | -           |
| At the end of the year                  | 119,984,480   | 119,984,480 | 119,984,480   | 119,984,480 |

**b) Details of Shareholders holding more than 5% of the Equity Shares in the Company:**

| Name of Shareholder                               | 31.03.2017         |        | 31.03.2016    |        |
|---|--------------------|--------|---------------|--------|
|   | No. of Shares      | %      | No. of Shares | %      |
| Mr. Punit Beriwal                                 | <b>3,94,83,575</b> | 32.91% | 3,94,83,575   | 32.91% |
| Mrs. Sunita Beriwal & Mr. Punit Beriwal (Jointly) | <b>1,57,91,000</b> | 13.16% | 1,57,91,000   | 13.16% |
| Shyam Sunder Punit Kumar (HUF)                    | <b>88,27,534</b>   | 7.36%  | 88,28,034     | 7.36%  |
| Punit Beriwal (HUF)                               | <b>78,38,000</b>   | 6.53%  | 78,38,000     | 6.53%  |
| Ashish Begwani                                    | -                  | -      | 60,00,000     | 5.00%  |

**c) Terms/rights attached to Equity Shares**

The Company has only one class of Equity Share having par value of Rs. 1/- each. Each shareholder is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding, after distribution of all preferential amount..

**NOTE-2**
**RESERVES & SURPLUS**

|  |                      |               |
|--|----------------------|---------------|
| General Reserve                            |                      |               |
| Opening Balance                            | <b>1,010,000,000</b> | 1,010,000,000 |
| Add: Transfer from Profit & Loss Statement | <b>50,00,000</b>     | -             |
| Total                                      | <b>1,015,000,000</b> | 1,010,000,000 |

| Particulars                                    | Year ended<br>31.03.2017<br>(Rupees) | Year ended<br>31.03.2016<br>(Rupees) |
|--|--------------------------------------|--------------------------------------|
| Securities Premium                             | 2,321,283,830                        | 2,32,12,83,830                       |
| Amalgamation Reserves                          | 1,224,891                            | 12,24,891                            |
| Debenture Redemption Reserve                   | -                                    | 11,75,00,000                         |
| Surplus in Profit & Loss statement             |                                      |                                      |
| Opening Balance                                | 53,66,02,084                         | 64,25,90,083                         |
| Add: Transfer from Profit & Loss Statement     | 2,38,36,010                          | 1,15,12,001                          |
| Less: Interim Dividend on Equity Shares        | 11,99,845                            | -                                    |
| Less: Corporate Dividend Tax                   | 3,06,694                             | -                                    |
| Less: Transferred to General Reserve           | 50,00,000                            | -                                    |
| Less: Transfer to Debenture Redemption Reserve | (11,75,00,000)                       | 11,75,00,000                         |
| Closing Balance                                | 67,14,31,555                         | 53,66,02,084                         |
| <b>Grand Total</b>                             | <b>4,00,89,40,276</b>                | <b>3,98,66,10,805</b>                |

## NOTE-3

### LONG TERM BORROWINGS

#### SECURED

##### a) Debentures

|                                |   |              |
|--------------------------------|---|--------------|
| Non Convertible Debentures (1) | - | 47,00,00,000 |
|--------------------------------|---|--------------|

##### b) Term Loans

##### - From Other Parties

|   |                |              |
|---|----------------|--------------|
| PNB Housing Finance Ltd.(2)                   | 2,21,73,33,335 | -            |
| DMI Finance Pvt. Ltd.- Loan-I (3)             | -              | 72,21,32,637 |
| DMI Finance Pvt. Ltd. - Loan-II (4)           | 25,00,00,000   | -            |
| Aarkay Investments Pvt. Ltd.(5)               | -              | 15,00,00,000 |
| CMS Finvest Ltd.(6)                           | 2,50,00,000    | 2,50,00,000  |
| Kanupriya Commercial Pvt. Ltd. (7)            | 2,55,00,000    | 2,55,00,000  |
| Paramount Realtec Pvt. Ltd. (8)               | 20,00,00,000   | 20,00,00,000 |
| Kotak Mahindra Investments Ltd.-Loan-I (9)    | -              | 3,00,00,000  |
| Kotak Mahindra Investments Ltd.-Loan-II (10)  | -              | 66,66,662    |
| Kotak Mahindra Investments Ltd.-Loan-III (11) | -              | 6,41,66,667  |
| Kotak Mahindra Investments Ltd.-Loan-IV (12)  | 5,00,00,000    | -            |
| Reliance Home Finance Ltd.(13)                | 25,34,16,002   | 32,07,41,685 |
| Aditya Birla Finance Ltd.(14)                 | -              | 2,44,60,800  |
| State Bank of India- FBTL (15)                | 15,09,63,014   | -            |

##### - From Banks

|  |                       |                       |
|--|-----------------------|-----------------------|
| Vehicle Loans (16)                           | 78,21,074             | 21,78,084             |
|  | 3,18,00,33,425        | 2,04,08,46,535        |
| Less: Current Maturities (Refer Note no.- 7) | 58,35,78,607          | 91,67,72,072          |
| <b>Total</b>                                 | <b>2,59,64,54,818</b> | <b>1,12,40,74,463</b> |



- (1) 470 Secured , rated, listed, redeemable, Non Convertible debentures (since pre redeemed) of face value of Rs. 10,00,000/- each secured against Mortgage over immovable properties and assets pertaining to project at sector-53, Gurgaon , pari passu charge with DMI Finance Pvt Ltd. Personal guarantee of Mr. Punit Beriwalla- Managing Director. Terms of redemption - for Rs. 12 Crore- 12 months moratorium upto September, 2016; for Rs. 10 crore-11 months moratorium upto September, 2016 ; for Rs.10 crore-10 months moratorium upto September, 2016; for Rs. 15 crore- 12 months moratorium upto February, 2017 and thereafter 55 equated monthly installments. Rate of Interest-19.25% p.a
- (2) Loan from PNB Housing Finance Ltd. is secured against mortgage of project land at Sector-53, Gurgaon and structure thereon, hypothecation of receivables of project & Personal Guarantee of Mr. Punit Beriwalla- Managing Director. Terms of repayment- for Rs. 87.20 crore- 60 equal monthly installments starting from November 2016, Rate of Interest-14.25% pa. and for Rs.141.80 crore- 42 equal monthly installments after moratorium period of 18 months starting from April, 2018, Rate of Interest-12.90% p.a.
- (3) Loan-I from DMI Finance Pvt. Ltd (since paid) was secured against Mortgage and pari passu charge with ILFS trust company Ltd. over immovable properties and assets pertaining to project at sector-53, Gurgaon and Personal guarantee of Mr. Punit Beriwalla- Managing Director. Terms of repayment- for Rs. 35 crore- 12 months moratorium upto May, 2015 , for Rs. 15 crore- 12 months moratorium upto January 2016 , for Rs. 7 crore- 12 months moratorium upto February 2016 . Rate of Interest- 19.25% p.a. for Rs. 10 crore- 12 months moratorium upto May 2016 . for Rs. 8 crore- 11 months moratorium upto May 2016 , for Rs. 3 crore- 6 months moratorium upto May 2016 and thereafter 48 equated monthly installments. Rate of Interest- 19.25% p.a.
- (4) Loan-II from DMI Finance Pvt. Ltd. is secured against pledge of equity shares of the Company held by Promoters and Personal Guarantee by Mr. Punit Beriwalla-Managing Director. Terms of repayment- for Rs. 20 crores 12 months moratorium and thereafter 24 equated monthly installments starting from November, 2017; for Rs. 5 crores- 12 months moratorium and thereafter 24 equated monthly installments starting from January, 2018. Rate of Interest- 18% p.a.
- (5) Loan from Aarkay Investments Pvt. Ltd. (since paid) was secured against pledge of equity shares of the Company held by Promoters and Personal guarantee of Mr. Punit Beriwalla- Managing Director. Terms of repayment- Repayment terms: repayable in 3 equal installment starting from September 2016 . Rate of Interest-18% p.a.
- (6) Loan from CMS Finvest Ltd. is secured against pledge of equity shares of the Company held by Promoters. Terms of repayment- Repayable on 09.06.2017. Rate of Interest-16% p.a.
- (7) Loan from Kanupriya Commercial Pvt. Ltd. is secured against pledge of equity shares of the Company held by Promoters. Terms of repayment- Repayable on 26.11.2017. Rate of Interest-16% p.a.
- (8) Loans from Paramount Realtec Private Ltd. is secured against pledge of equity shares of the Company held by Promoters and Personal guarantee of Mr. Punit Beriwalla- Managing Director. Terms of repayment- for Rs. 5.50 crore- Repayable on 31.03.2018, for Rs. 4.50 crore- Repayable on 15.07.2017, for Rs. 5 crore- Repayable on 16.06.2017. for Rs. 5 crore- Repayable on 13.09.2017., Rate of Interest-11% p.a
- (9) Loan-I from Kotak Mahindra Investments Ltd. (since paid) was secured against mortgage of immovable properties owned by a subsidiary company and Promoters and Personal guarantee of Mr. Punit Beriwalla- Managing Director. . Terms of repayment- 6 months moratorium upto August 2015 and 12 equal monthly installments thereafter. Rate of Interest- 17.50% p.a. (Fixed)
- (10) Loan-II from Kotak Mahindra Investments Ltd (since paid) was secured against mortgage of immovable properties owned by a subsidiary company & Promoters and Personal guarantee of Mr. Punit Beriwalla-

Managing Director and the subsidiary company. Terms of repayment- 9 months moratorium upto January, 2015 and thereafter 15 monthly installments. Rate of Interest- 17.50% p.a.

- (11) Loan-III from Kotak Mahindra Investments Ltd (since paid) was secured against mortgage of immovable properties owned by a subsidiary company & Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director and the subsidiary company. Terms of repayment- 6 months moratorium upto February, 2016 and thereafter 12 monthly installments. Rate of Interest- 16.50% p.a.
- (12) Loan-IV from Kotak Mahindra Investments Ltd is secured against mortgage of immovable property owned by a subsidiary company and Personal guarantee of Mr. Punit Beriwal- Managing Director and Corporate guarantee by the subsidiary company. Terms of repayment- 12 months moratorium upto January, 2018 and thereafter 12 monthly installments. Rate of Interest- 14.75% p.a.
- (13) Loan from Reliance Home Finance Ltd. is secured against mortgage of project land of Vipul Greens Bhubaneswar and hypothecation of receivables of project Vipul Greens Bhubaneswar and Vipul Lavanya, Gurgaon and personal Guarantee of Mr. Punit Beriwal. Terms of Repayment- for Rs. 40 crore -6 months Moratorium upto August 2015 and then thereafter 56 monthly installments. for Rs. 5 crore - 62 monthly installments from April 2016. for Rs. 15 crore-36 equated installments starting from next month from the date of disbursement. Rate of Interest- for Rs. 45 crore-16% p.a., for Rs.15 crore- 15% p.a
- (14) Loan from Aditya Birla Finance Ltd. (since paid) was secured against mortgage of some Villas at project Tatvam located at Sector-48, Gurgaon including building & structure thereon both present & future, hypothecation of receivables of project Tatvam and Personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of repayment- for Rs. 15 crore- moratorium upto July 2014 and thereafter 15 monthly installments , Rate of Interest- 15% p.a, for Rs. 10 crore- moratorium upto June 2015, and thereafter 11 monthly installments, Rate of Interest-15.25% p.a, for Rs. 10 crore- 15 monthly structured installments , Rate of Interest- 15.50% p.a
- (15) Working Capital Term loan dropline facility from State Bank of India is secured against exclusive charge on some residential plots at Vipul World, Ludhiana and Personal Guarantee of Mr. Punit Beriwal- Managing Director, Terms of Repayment-36 structured monthly installments after moratorium period of 12 months. Rate of Interest- 11.75% p.a
- (16) Vehicle loans are secured by hypothecation of financed Cars. Terms of repayment- In equal monthly instalments as per the respective repayment schedules. Rate of Interest- 9%-11% p.a





| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

## NOTE-4

### OTHER LONG TERM LIABILITIES

|                   |                       |                       |
|-------------------|-----------------------|-----------------------|
| Security Deposits | 53,25,88,255          | 49,90,66,953          |
| Other Liabilities | 1,07,83,20,670        | 1,08,28,16,469        |
| <b>Total</b>      | <b>1,61,09,08,925</b> | <b>1,58,18,83,422</b> |

## NOTE-5

### SHORT TERM BORROWINGS

#### Secured

|                               |              |              |
|-------------------------------|--------------|--------------|
| Indian Overseas Bank (1)      | 30,00,85,794 | 30,90,91,929 |
| Kotak Mahindra Bank Ltd.(2)   | 2,96,69,277  | 1,07,10,625  |
| State Bank of India- FBWC (3) | 15,07,40,179 | -            |

#### Unsecured

|                              |                       |                     |
|------------------------------|-----------------------|---------------------|
| Inter Corporate Deposits (4) | 66,67,86,785          | 59,14,06,100        |
|                              | <b>1,14,72,82,035</b> | <b>91,12,08,654</b> |

- (1) Cash Credit Facility from Indian Overseas Bank is secured against hypothecation of stocks at site & receivables and equitable mortgage of property at village- Chakarpur, Tehsil & District Gurgaon, sector-43, Gurgaon and equitable mortgage of project land at sector-71 & 72, Gurgaon owned by a subsidiary company and Personal Guarantee of Mr. Punit Beriwal-Managing Director. Terms of repayments-Annual renewal. Rate of Interest- 14.70 % p.a
- (2) Cash Credit Facility from Kotak Mahindra Bank Ltd. is secured against registered mortgage of immovable property of a subsidiary company & personal guarantee of Mr. Punit Beriwal-Managing Director. Terms of repayment-Annual renewal. Rate of Interest- 14.75 % p.a
- (3) Overdraft facility from State Bank of India is secured against exclusive charge on 4 Tatvam Villas at Sector-48, Gurgaon owned by Promoters, exclusive charge on the current and future receivables of some residential plots at Vipul World, Ludhiana and Personal Guarantee of Mr. Punit Beriwal-Managing Directors and other Tatvam Villa owners. Terms of Repayment-15 equal monthly installments after moratorium period of 21 months. Rate of Interest- 11.75% p.a
- (4) Terms of Repayment- Repayable within 1 year from the date of receipt. Rate of Interest- 9%-18% p.a

## NOTE-6

### TRADE PAYABLES

|                  |                     |                     |
|------------------|---------------------|---------------------|
| Sundry Creditors | 28,65,79,349        | 33,27,60,785        |
| <b>Total</b>     | <b>28,65,79,349</b> | <b>33,27,60,785</b> |

| Particulars  | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|--|---------------------------------|---------------------------------|
| <b>NOTE-7</b>  |                                 |                                 |
| <b>OTHER CURRENT LIABILITIES</b>   |                                 |                                 |
| Current maturities of long-term borrowings-Secured [Refer Note no.-3]                | 58,35,78,607                    | 91,67,72,072                    |
| Unpaid Dividend  | 17,32,161                       | 19,67,811                       |
| Receivable Finance Scheme from Small Industries<br>Development Bank of India-Secured | 5,63,54,288                     | 9,73,06,398                     |
| <u>Other Payables:</u>   |                                 |                                 |
| Project Advance  | 1,16,06,58,122                  | 1,63,86,38,831                  |
| Interest accrued but not due   | 2,39,38,964                     | 1,81,87,233                     |
| Other Liabilities  | 44,03,25,350                    | 44,85,71,228                    |
| Security Deposits  | 17,29,53,310                    | 18,21,71,783                    |
| Taxes and Duties Payable   | 4,59,80,071                     | 6,80,67,880                     |
| Total  | <u>2,48,55,20,873</u>           | <u>3,37,16,83,236</u>           |



NOTES TO THE FINANCIAL STATEMENTS  
NOTE-8

(Amt. in Rs.)

| PARTICULARS                                    | GROSS BLOCK         |                    |                  | DEPRECIATION/AMORTISATION |                    |                  | NET BLOCK           |                     |
|--|---------------------|--------------------|------------------|---------------------------|--------------------|------------------|---------------------|---------------------|
|  | As at<br>1.04.2016  | Additions          | Sale/<br>Adjust. | As at<br>31.03.2017       | For the<br>year    | Adjustment       | As at<br>31.03.2017 | As at<br>31.03.2016 |
| <b>Tangible Assets</b>                         |                     |                    |                  |                           |                    |                  |                     |                     |
| Land & Building                                | 7,93,02,400         | -                  | -                | 7,93,02,400               | 26,67,167          | -                | 5,16,63,302         | 5,43,30,469         |
| Cars   | 2,52,12,050         | 1,01,09,466        | 8,60,871         | 3,44,60,645               | 43,51,571          | 8,17,827         | 1,30,48,919         | 73,34,068           |
| Furniture and Fixtures                         | 5,79,29,569         | 1,59,306           | -                | 5,80,88,875               | 26,25,239          | -                | 1,17,10,054         | 1,41,75,987         |
| Computers & Accessories                        | 1,81,16,650         | 22,27,910          | -                | 2,03,44,560               | 10,59,263          | -                | 24,76,618           | 13,07,991           |
| Air conditioners                               | 10,75,902           | -                  | -                | 10,75,902                 | 21,644             | -                | 64,749              | 86,393              |
| Other Office Equipments                        | 67,37,136           | 6,54,541           | -                | 73,91,677                 | 5,04,945           | -                | 12,37,314           | 10,87,718           |
| <b>Intangible Asset</b>                        |                     |                    |                  |                           |                    |                  |                     |                     |
| Software                                       | 21,46,002           | 12,54,963          | -                | 34,00,965                 | 3,19,213           | -                | 13,40,166           | 4,04,416            |
| <b>Total</b>                                   | <b>19,05,19,709</b> | <b>14,40,61,86</b> | <b>8,60,871</b>  | <b>20,40,65,024</b>       | <b>1,15,49,062</b> | <b>8,17,827</b>  | <b>8,15,41,122</b>  | <b>7,87,27,042</b>  |
| <i>Previous Year-Tangible &amp; Intangible</i> | <i>18,90,41,329</i> | <i>44,31,062</i>   | <i>29,52,682</i> | <i>19,05,19,709</i>       | <i>1,03,97,122</i> | <i>28,06,272</i> | <i>7,87,27,042</i>  | <i>8,48,39,512</i>  |

| Particulars  | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|--|---------------------------------|---------------------------------|
| <b>NOTE-9</b>  |                                 |                                 |
| <b>NON CURRENT INVESTMENTS</b>   |                                 |                                 |
| <b>Trade Investments</b>   |                                 |                                 |
| <b>AT COST</b>   |                                 |                                 |
| <b>A. In Equity Shares (Unquoted : Fully paid up)</b>  |                                 |                                 |
| <b>i) Investment In Subsidiary Companies</b>   |                                 |                                 |
| Vipul SEZ Developers Private Limited<br>{25,020 (P.Y 25,020) Equity Shares of Rs 10/- each}          | 250,200                         | 250,200                         |
| Ritwiz Builders & Developers Private Limited<br>{50,000 (P.Y.50,000) Equity Shares of Rs. 10/- each} | 500,000                         | 500,000                         |
| URR Housing & Construction Private Limited<br>{50,000( P.Y.50,000) Equity Shares of Rs. 10/- each}   | 500,000                         | 500,000                         |
| Entrepreneurs (Cal) Private Limited<br>{646,200(P.Y.646,200) Equity Shares of Rs. 100/- each}        | 9,689,400                       | 9,689,400                       |
| Vipul Eastern Infracon Private Limited<br>{262,186 (P.Y.262,186) Equity Shares of Rs.100/- each}     | 81,507,840                      | 81,507,840                      |
| Vipul Hospitality Limited<br>{50,000 (P.Y.50,000) Equity Shares of Rs.10/- each}                     | 500,000                         | 500,000                         |
| United Buildwell Private Limited<br>{50,000 (P.Y. 50,000) Equity Shares of Rs 10/- each}             | 500,000                         | 500,000                         |
| Vipul Southern Infracon Limited<br>{50,000 (P.Y. 50,000) Equity Shares of Rs 10/- each}              | 500,000                         | 500,000                         |
| High Class Projects Limited<br>{50,000 (P.Y 50,000) Equity Shares of Rs.10/- each}                   | 500,000                         | 500,000                         |
| Vipul Lavanya Developers Limited<br>{50,000 (P.Y 50,000) Equity Shares of Rs.10/- each}              | 500,000                         | 500,000                         |
| <b>ii) In Associates</b>   |                                 |                                 |
| Vipul Karamchand SEZ Private Limited<br>{500,000 (P.Y.500,000) Equity Shares of Rs 10/- each}        | 5,000,000                       | 5,000,000                       |
| Mudra Finance Limited<br>{70,000 ( P.Y.70,000) Equity Shares of Rs. 10/- each}                       | 13,300,000                      | 13,300,000                      |
| Choice Real Estate Developers Private Limited<br>{5000 (P.Y 5000) Equity Shares of Rs.10/- each}     | 50,125                          | 50,125                          |
| <b>iii) In Others</b>  |                                 |                                 |
| Adore Infrasmith Private Limited<br>{500 (P.Y. 500) Equity Shares of Rs 10/- each}                   | 5,000                           | 5,000                           |
| Less: Provision for diminution in investment   | <u>5,000</u>                    | <u>5,000</u>                    |



| Particulars  | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|--|---------------------------------|---------------------------------|
| <b>B. In Preference Shares (Unquoted : Fully paid up)</b>  |                                 |                                 |
| <b>i) Investment In Subsidiary Company</b>   |                                 |                                 |
| High Class Projects Limited  | 124,500,000                     | 124,500,000                     |
| {12450000 (P.Y 12450000) 11% non cumulative redeemable<br>Preference Shares of Rs.10/- each}                   |                                 |                                 |
| <b>Total</b>   | <b>237,797,565</b>              | <b>237,797,565</b>              |
| <b>NOTE-10</b>   |                                 |                                 |
| <b>LONG TERM LOANS &amp; ADVANCES</b>  |                                 |                                 |
| <b>Unsecured &amp; considered good (unless otherwise stated)</b>   |                                 |                                 |
| i) Loans & Advances to related parties: {Refer note no.-40}  |                                 |                                 |
| a) Project Advances  | 58,29,53,307                    | 28,31,46,048                    |
| b) Loan  | 27,01,00,000                    | 19,50,00,000                    |
| ii) Other Loans & Advances   |                                 |                                 |
| a) Advances receivable in cash or kind or for services to be received  |                                 |                                 |
| - Considered good  | 54,31,47,471                    | 54,41,89,405                    |
| - Considered doubtful  | 10,49,54,307                    | 10,49,54,307                    |
| b) Project Advances  | 24,01,85,902                    | 24,01,85,902                    |
| c) Taxation Payments (Net of provisions)   | 10,87,94,540                    | 10,17,52,123                    |
| d) Loans   |                                 |                                 |
| - Considered good  | 1,13,11,361                     | 1,13,11,361                     |
| - Considered doubtful  | 37,70,454                       | 37,70,454                       |
|  | 1,86,52,17,342                  | 1,48,43,09,600                  |
| Less: Provision for doubtful loan  | 37,70,454                       | 37,70,454                       |
| Provision for doubtful advances  | 10,49,54,307                    | 10,49,54,307                    |
|  | 1,75,64,92,581                  | 1,37,55,84,839                  |
| <b>NOTE-11</b>   |                                 |                                 |
| <b>OTHER NON CURRENT ASSETS</b>  |                                 |                                 |
| Long Term Trade Receivable (Unsecured)   |                                 |                                 |
| - Considered good  | 9,81,40,877                     | 8,52,91,493                     |
| - Considered doubtful  | 16,53,788                       | 1,653,788                       |
|  | 9,97,94,665                     | 8,69,45,281                     |
| Less: Provision for doubtful debts   | 16,53,788                       | 16,53,788                       |
|  | 9,81,40,877                     | 8,52,91,493                     |
| Margin money deposit- with maturity of more than 12 months<br>(As security against the Bank Guarantees issued) | 1,40,27,526                     | 16,74,693                       |
| <b>Total</b>   | <b>11,21,68,403</b>             | <b>8,69,66,186</b>              |

| Particulars   | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|---|---------------------------------|---------------------------------|
| <b>NOTE-12</b>  |                                 |                                 |
| <b>INVENTORIES</b>  |                                 |                                 |
| (Valued at lower of cost or net realisable value)                         |                                 |                                 |
| Project Work-in-Progress  | 4,02,59,65,328                  | 3,92,02,67,391                  |
| Project Finished Stocks   | 7,73,27,270                     | 7,55,53,588                     |
| <b>Total</b>  | <b>4,10,32,92,598</b>           | <b>3,99,58,20,979</b>           |
| <b>NOTE-13</b>  |                                 |                                 |
| <b>TRADE RECEIVABLES</b>  |                                 |                                 |
| <b>(Unsecured-considered good)</b>  |                                 |                                 |
| Due for more than Six months  | 4,27,42,111                     | 25,810,421                      |
| Other Debts   | 2,13,19,47,655                  | 1,955,601,600                   |
| <b>Total</b>  | <b>2,17,46,89,766</b>           | <b>1,981,412,021</b>            |
| <b>NOTE-14</b>  |                                 |                                 |
| <b>CASH &amp; CASH EQUIVALENTS</b>  |                                 |                                 |
| i) Balances with Banks in Current accounts                                | 7,18,99,250                     | 4,95,70,995                     |
| ii) Balances with Banks in Fixed deposit accounts                         | -                               | 1,09,00,000                     |
| iii) Cash on hand   | 13,09,919                       | 67,48,223                       |
| Other Bank Balances   |                                 |                                 |
| i) Unpaid Dividend  | 17,32,161                       | 19,67,811                       |
| ii) Margin money deposit (As security against the Bank Guarantees issued) | 8,11,28,971                     | 11,82,14,377                    |
| <b>Total</b>  | <b>15,60,70,301</b>             | <b>18,74,01,406</b>             |
| <b>NOTE-15</b>  |                                 |                                 |
| <b>SHORT TERM LOANS &amp; ADVANCES</b>                                    |                                 |                                 |
| <b>(Unsecured &amp; considered good)</b>                                  |                                 |                                 |
| i) Loans & Advances to related parties: {Refer note no.-40}               |                                 |                                 |
| Project Advances  | 1,54,74,70,893                  | 1,49,39,32,215                  |
| Security Deposit  | 20,00,00,000                    | 20,00,00,000                    |
| ii) Other Loans & Advances  |                                 |                                 |
| Advances receivable in cash or kind or for services to be received        | 73,39,86,494                    | 72,08,09,561                    |
| Project Advances  | 1,04,71,75,420                  | 96,79,07,955                    |
| Security Deposit  | 6,29,23,868                     | 4,10,62,249                     |
| <b>Total</b>  | <b>3,59,15,56,675</b>           | <b>3,42,37,11,980</b>           |



| Particulars                                    | YEAR ENDED<br>31.03.2017<br>(Rupees) | YEAR ENDED<br>31.03.2016<br>(Rupees) |
|--|--------------------------------------|--------------------------------------|
| <b>NOTE-16</b>                                 |                                      |                                      |
| <b>REVENUE FROM OPERATIONS</b>                 |                                      |                                      |
| Income from Real estate sale                   | 1,64,17,83,742                       | 1,19,58,22,502                       |
| Income from Sale of services                   | 62,21,66,220                         | 59,09,63,413                         |
| <b>Total</b>                                   | <b>2,26,39,49,962</b>                | <b>1,78,67,85,915</b>                |
| <b>NOTE-17</b>                                 |                                      |                                      |
| <b>OTHER INCOME</b>                            |                                      |                                      |
| i) Interest Income                             | 3,44,92,936                          | 10,70,69,436                         |
| ii) Rental Income                              | 11,72,297                            | 8,59,367                             |
| iii) Other non-operating Income                |                                      |                                      |
| a) Net gain on sale of Fixed Assets            | -                                    | 2,54,290                             |
| b) Net gain on sale of Investments             | 3,48,709                             | -                                    |
| c) Liabilities written back                    | 1,59,38,364                          |                                      |
| d) Miscellaneous Income                        | 18,38,250                            | 27,83,759                            |
| <b>Total</b>                                   | <b>5,37,90,556</b>                   | <b>11,09,66,852</b>                  |
| <b>NOTE-18</b>                                 |                                      |                                      |
| <b>PROJECT EXPENSES</b>                        |                                      |                                      |
| Cost of Land                                   | 14,68,41,059                         | 14,49,95,533                         |
| Borrowing Costs                                | 45,03,09,015                         | 36,59,91,256                         |
| Construction & Development Costs               | 45,67,13,287                         | 56,43,15,511                         |
| Other Project related expenses                 | 76,45,21,706                         | 66,37,09,238                         |
| <b>Total</b>                                   | <b>1,81,83,85,067</b>                | <b>1,73,90,11,538</b>                |
| <b>NOTE-19</b>                                 |                                      |                                      |
| <b>CHANGES IN INVENTORIES</b>                  |                                      |                                      |
| <b>Decrease/(Increase) in Work in progress</b> |                                      |                                      |
| Opening Work in progress                       | 3,92,02,67,391                       | 3,49,22,39,161                       |
| Less: Closing Work in progress                 | (4,02,59,65,328)                     | (3,92,02,67,391)                     |
|  | <b>(10,56,97,937)</b>                | <b>(42,80,28,230)</b>                |
| <b>Decrease/(Increase) in Finished Stock</b>   |                                      |                                      |
| Opening Finished Stock                         | 7,55,53,588                          | 10,17,44,347                         |
| Less : Closing Finished Stock                  | (7,73,27,270)                        | (7,55,53,588)                        |
|  | <b>(17,73,682)</b>                   | <b>2,61,90,759</b>                   |
| <b>Total</b>                                   | <b>(10,74,71,619)</b>                | <b>(40,18,37,471)</b>                |

| Particulars                                | YEAR ENDED<br>31.03.2017<br>(Rupees) | YEAR ENDED<br>31.03.2016<br>(Rupees) |
|--|--------------------------------------|--------------------------------------|
| <b>NOTE-20</b>                             |                                      |                                      |
| <b>EMPLOYEE BENEFITS EXPENSES</b>          |                                      |                                      |
| Salary, Bonus & other allowances           | 16,47,96,336                         | 17,47,61,629                         |
| Contribution to Provident & Other funds    | 74,02,488                            | 78,50,814                            |
| Staff Welfare Expenses                     | 42,88,451                            | 42,41,527                            |
| <b>Total</b>                               | <b>17,64,87,275</b>                  | <b>18,68,53,970</b>                  |
| <b>NOTE-21</b>                             |                                      |                                      |
| <b>FINANCE COSTS</b>                       |                                      |                                      |
| Interest Expenses                          | 24,18,05,380                         | 21,34,63,262                         |
| Interest on Income Tax                     | 98,15,523                            | -                                    |
| Other borrowing Costs                      | 1,11,22,009                          | 40,26,829                            |
| <b>Total</b>                               | <b>26,27,42,912</b>                  | <b>21,74,90,091</b>                  |
| <b>NOTE-22</b>                             |                                      |                                      |
| <b>OTHER EXPENSES</b>                      |                                      |                                      |
| Advertisement and Publicity                | 1,66,02,723                          | 3,75,52,500                          |
| Audit fees {Refer note no.-24}             | 9,41,800                             | 9,56,880                             |
| Power & Fuel Expenses                      | 4,05,513                             | 3,76,114                             |
| Brokerage                                  | 2,82,01,625                          | 2,27,91,646                          |
| Donation                                   | -                                    | 2,00,000                             |
| CSR expenditure                            | 15,89,299                            | 10,30,926                            |
| Insurance Premium                          | 4,73,158                             | 4,78,730                             |
| Item Related to Previous Year              | 45,501                               | 6,66,972                             |
| Legal & Professional Charges               | 2,02,10,457                          | 2,10,40,127                          |
| Rates & Taxes                              | 8,76,509                             | 25,77,127                            |
| Directors' Sitting Fees                    | 4,95,000                             | 6,30,000                             |
| Repairs and Maintenance                    |                                      |                                      |
| - On building                              | 39,55,835                            | 35,74,256                            |
| - On others                                | 50,98,259                            | 43,59,343                            |
| Loss on Sale of Fixed Assets               | 41,044                               | -                                    |
| Irrecoverable balances/debtors written off | 4,31,900                             | -                                    |
| General/Miscellaneous Expenses             | 2,34,29,106                          | 3,73,58,914                          |
| <b>Total</b>                               | <b>10,27,97,729</b>                  | <b>13,35,93,535</b>                  |





## **23. SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of preparation of financial statements**

These financial statements are prepared under the historical cost convention, on accrual basis, except where otherwise stated and with all material aspects of Generally Accepted Accounting Principles (GAAP). GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Companies Act, 2013 (to the extent notified). The accounting policies have been consistently applied by the Company except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### **b) Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the result of operations during the reporting period.

Accounting estimates are based upon past experience, present realization and future presumptions and could change from period to period. Actual results could differ from these estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.

### **c) Revenue Recognition-**

Revenue is recognized as follows:

- I. For Projects wherein revenue was recognized before 01.04.2016- Revenue on construction/development of projects is recognized according to percentage of completion method after making appropriate allowance for foreseeable loss, if any. However, Revenue is recognized only on those units where formal allotment/agreement to sell is executed and cost of construction reaches 30% of total estimated project cost.
- II. For Projects wherein revenue was recognized after 01.04.2016- Revenue on construction/development of projects is recognized according to percentage of completion method after making appropriate allowance for foreseeable loss, if any. However, Revenue is recognized only on those units where formal allotment/agreement to sell is executed and cost of construction reaches 25% of total estimated project cost.

#### **For revenue recognition as above:**

- a. Estimated project cost includes cost of land/ development rights, borrowing costs, overheads, estimated construction and development cost for projects where revenue is recognized prior to 01.04.2012.
- b. For projects in which no revenue was recognized prior to 1st April, 2012, indirect costs including administrative costs, selling costs and other costs of similar nature incurred on or after 1st April, 2012 have not been considered as part of construction costs and development costs and have been fully charged to Statement of Profit & Loss. Similar costs incurred before 1st April, 2012 for such projects which are carried in Work in Progress, in terms of the accounting policy being consistently followed by the company, is charged to Statement of Profit & Loss in the year when the revenue is recognized for the first time.

- III. Revenue relating to sale of residential and commercial plots is recognized on proportionate basis when 50% of the progress has been achieved as measured in terms of actual cost incurred to total estimated cost subject to the execution of the agreement to sell.
- IV. Claims, interest and transfer fees from customers are recognized on acceptance of the same.
- V. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- VI. Revenue from operation includes various charges recovered from the customers which is recognized on accrual basis having regard to timing and nature of service provided.

### **d) Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are carried as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are expensed in the year they are incurred.

### **e) Tangible Assets**

Tangible assets are stated at cost of acquisition including any attributable cost for bringing the asset to its working condition for its intended use less accumulated depreciation and impairment losses.

### **f) Depreciation and amortization**

Depreciation on tangible assets is provided on written down value method over the useful lives of assets estimated by the management and as given in schedule II of The Companies Act, 2013 except, life of furniture and fixtures has been estimated as 15 years against 10 years as per Schedule II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

Software are amortized over the estimated useful life of 5 years.

### **g) Impairment**

The management periodically assesses using external and internal sources, whether there is an indication that both tangible and intangible asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized.

### **h) Intangibles Assets**

Software which are not integral part of the hardware are classified as intangible assets and are stated at cost of acquisition less accumulated amortization.

### **i) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long term investments.

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognize a decline other than of a temporary nature. Current investments are stated at lower of cost and fair value.



Profit / loss on sale of investments is recognized with reference to the cost of the investment.

### **j) Inventories**

- i. Constructed properties, shown as work in progress, includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development costs, construction costs, overheads, borrowing costs, construction materials and is valued at lower of cost/ estimated cost and net realizable value.
- ii. On completion of projects, unsold stocks are transferred to project finished stock under the head "Inventory" and the same is carried at cost or net realizable value, whichever is less.

### **k) Retirement Benefits**

- a. Short Term employee benefit

The employees of the company are entitled to compensated absences which are non-accumulating in nature. Expenses of such compensated absences are recognized in the period in which such absences occur.

- b. Long Term and Post-employment benefits

- i. The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.
- ii. Retirement benefits in the form of Provident Fund and Superannuation/ Pension schemes are charged to the Profit & Loss Statement in the year when the contributions to the respective funds are due.

### **l) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation if the company has a present obligation as a result of past event and the amount of obligation can be reliably estimated.

Possible future or present obligations that may but will probably not require outflow of resources or where the same can not be reliably estimated is disclosed as contingent liability in the financial statement.

Contingent assets are neither recognized nor disclosed.

### **m) Taxes on Income**

- i. Tax expense comprises both current and deferred tax. Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.
- ii. Deferred tax Asset/liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets

can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

**n) Foreign Currency Transactions**

Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at Balance Sheet date. The gains or losses resulting from such translation are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date of transactions.

Revenue, expense and cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of transaction.

**o) Segment Reporting**

The company has identified that its operating activity is a single primary business segment viz. Real Estate Development & Services carried out in India. Accordingly, whole of India has been considered as one geographical segment

**p) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**q) Cash & Cash Equivalents**

Cash and cash equivalents comprise cash & cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

| <b>24. Auditors Remuneration</b>                | <b>2017<br/>(Rs)</b> | <b>2016<br/>(Rs)</b> |
|---|----------------------|----------------------|
| i. As Auditor*                                  | 680,000              | 680,000              |
| ii. For Taxation matters                        | 75,000               | 75,000               |
| iii. For Other Services**                       | 140,000              | 112,000              |
| iv. For reimbursement of expenses               | 46,800               | 89,880               |
|   | <b>941,800</b>       | <b>956,880</b>       |
| Note: * Includes fees for limited review audit; |                      |                      |
| ** Includes Certification fees                  |                      |                      |


**25. Benefits to Employees**

The disclosures of Employee benefits are given below:

| a. Defined Contribution Plan            | <b>2017<br/>(Rs)</b> | 2016<br>(Rs) |
|---|----------------------|--------------|
| Contribution to Provident & other Funds | 7,402,488            | 7,850,814    |

**b. Defined Benefit Plan**

The Cost of providing gratuity is determined using the projected unit credit method.

The following tables summarize the components of net benefit expenses recognized in the Statement of Profit and Loss as per Actuarial Valuation as on 31st March, 2017.

**I. Reconciliation of opening and closing balance of Deferred Benefit Obligation**

| <b>a. Table showing changes in present value obligation</b> | <b>2017<br/>(Rs)</b> | 2016<br>(Rs) |
|---|----------------------|--------------|
| Present value of obligations as at beginning of year        | 17,430,877           | 16,249,216   |
| Interest cost   | 1,394,470            | 1,299,937    |
| Current Service Cost  | 1,503,371            | 1,617,807    |
| Benefits Paid   | (719,915)            | (858,836)    |
| Actuarial (gain)/ loss on obligations                       | (1,246,659)          | (877,247)    |
| Present value of obligations as at end of year              | 18,362,144           | 17,430,877   |

| <b>b. Table showing changes in fair value of plan assets</b> | <b>2017<br/>(Rs)</b> | 2016<br>(Rs) |
|--|----------------------|--------------|
| Fair value of plan assets at beginning of year               | 10,282,605           | 10,258,004   |
| Expected return on plan assets                               | 824,609              | 883,473      |
| Contributions  | 299,194              | Nil          |
| Benefits Paid  | (719,915)            | (858,836)    |
| Fair value of plan assets at the end of year                 | 10,686,593           | 10,282,605   |

| <b>c. Table showing the amounts to be recognized in the Balance Sheet</b> | <b>2017<br/>(Rs)</b> | <b>2016<br/>(Rs)</b> |
|---|----------------------|----------------------|
| Present value of obligations as at the end of year                        | 18,362,144           | 17,243,059           |
| Fair value of plan assets as at the end of the year                       | 10,686,593           | 10,226,541           |
| Funded status in fair value of assets                                     | (7,675,551)          | (7,016,518)          |
| Net asset/(liability) recognized in balance sheet                         | (7,675,551)          | (7,016,518)          |

| <b>d. Table showing expenses to be recognized in the Statement of Profit &amp; Loss</b> | <b>2017<br/>(Rs)</b> | <b>2016<br/>(Rs)</b> |
|---|----------------------|----------------------|
| Current Service cost  | 1,503,371            | 1,429,989            |
| Interest Cost   | 1,394,470            | 1,299,987            |
| Expected return on plan assets- at the time of payment                                  | (824,709)            | (827,373)            |
| Net Actuarial (gain)/ loss recognized in the year                                       | (1,246,659)          | (877,247)            |
| Expenses recognized in statement of Profit and loss                                     | 826,473              | 1,025,306            |

| <b>e. Actuarial assumptions</b> | <b>2017</b> | <b>2016</b> |
|---------------------------------|-------------|-------------|
| Discount rate                   | 8.00%       | 8.00%       |
| Salary escalation               | 6.00%       | 6.00%       |

26. As per information available with the company, there are no dues outstanding in respect Micro and Small enterprises as provided in the 'Micro, Small and Medium Enterprises Development Act, 2006' as at the year end. Further, no interest during the year has been paid or payable in respect thereof. The parties have been identified based on the information available with the company and the same has been relied upon by the auditor.
27. The company has reviewed the carrying amount of its tangible and intangible assets (being a cash generating unit) with its future present value of cash flows and there has been no indication of impairment of the carrying amount of the Company's such Assets taking consideration into external and internal sources of information.


**28. Details of the CSR Expenditure**

|  | <b>Year ended<br/>31.3.2017<br/>(Rs)</b> | <b>Year ended<br/>31.3.2016<br/>(Rs)</b> |
|--|--|--|
| Gross amount required to be spent by the company | 269,000                                  | 1,822,260                                |
| Amount spent during the year                     |  |  |
| (i) Construction / acquisition of any asset      | Nil                                      | Nil                                      |
| (ii) On purposes other than above                | 1,589,299                                | 1,030,926                                |

**29. Earnings Per Share**

| S.No. | Particulars                              | <b>2017</b> | 2016        |
|-------|--|-------------|-------------|
| 1     | Net Profit/(loss) after tax (Rs.)        | 23,836,010  | 11,512,001  |
| 2     | Weighted average number of Equity Shares | 119,984,480 | 119,984,480 |
| 3     | Nominal Value of Each Share (Rs.)        | 1.00        | 1.00        |
| 4     | Basic and Diluted EPS (Rs)               | 0.20        | 0.10        |

**30. The deferred tax liabilities/(assets) has been arrived as follows:**
**(In Rs.)**

| <b>Deferred Tax Liabilities/(Assets)</b>   | <b>As at<br/>31.03.2016</b> | <b>Credited to<br/>Profit &amp; Loss<br/>Account</b> | <b>As at<br/>31.3.2017</b> |
|--|-----------------------------|--|----------------------------|
| Deferred Tax Liabilities/(Assets):   |                             |  |                            |
| Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation | (1,038,797)                 | 247,490  | (791,307)                  |
| Others   | (59,745,030)                | 18,474,592   | (41,270,438)               |
| Net Deferred Tax Liabilities/(Assets)  | (60,783,827)                | 18,722,082   | (42,061,745)               |

**31. Expenditure/Earning in Foreign Currency**

(In Rs.)

|                                    | <b>Year ended<br/>31.03.2017</b> | Year ended<br>31.03.2016 |
|------------------------------------|----------------------------------|--------------------------|
| i. Expenditure in Foreign Currency |                                  |                          |
| Travelling                         | 724,447                          | 2,818,943                |
| Professional Charges               | 16,068,623                       | 43,504,894               |
| Others                             | 328,989                          | NIL                      |
| ii. Earning in Foreign Currency    |                                  |                          |
| Receipt from customers             | NIL                              | 3,528,669                |

**32. Contingent Liabilities and Commitments (to the extent not provided for):**

| Sl. No. Contingent Liabilities                            | <b>2017<br/>(Rs)</b> | 2016<br>(Rs)  |
|---|----------------------|---------------|
| (a) Claims against the company, not acknowledged as debts |                      |               |
| (i) Income tax demand disputed under appeal               | 94,460,596           | 74,812,019    |
| (ii) Service tax disputed claims                          | 1,610,821            | 1,610,821     |
| (iii) VAT disputed claims*                                | 10,637,133           | 465,650,286   |
| (iv) Other Claims   | 33,332,041           | 30,573,502    |
| (b) Outstanding Bank Guarantees                           | 533,789,876          | 651,112,468   |
| (c) Other Commitments                                     | 2,698,611,200        | 1,402,693,000 |
| (d) Corporate Guarantee                                   | 325,000,000          | 825,000,000   |

\* Net of Rs. 1,597,633/- (P.Y 849,321/-) paid under protest.

**33. Disclosure required under section 186(4) of the Companies Act, 2013**

Included in loans and advances are certain intercorporate deposits the particulars of which are disclosed below as required under section 186 (4) of the Companies Act, 2013

| <b>Name of the<br/>loanee</b> | <b>Due date</b>          | <b>Secured /<br/>unsecured</b> | <b>Outstanding<br/>as on 31.3.17</b> | <b>Outstanding<br/>as on 31.3.16</b> |
|-------------------------------|--------------------------|--------------------------------|--------------------------------------|--------------------------------------|
| High Class<br>Projects Ltd.   | Repayable on<br>demand   | Unsecured                      | 270,100,000                          | 195,000,000                          |
| Mab Finlease Ltd.             | No repayment<br>schedule | Unsecured                      | 15,081,815                           | 15,081,815                           |

**Notes :**

- No interest is being earned on Rs. 15,081,815/- (under Loan) to Mab Finlease Ltd. which in the view of management is doubtful of realization to the extent of 25% and accordingly provision for doubtful loan has been made in accounts.
- Loans are given to the respective companies for:
  - Promoters contribution in respect of High Class Projects Ltd.
  - Corporate use in respect of Mab Finlease Ltd.




**34. Movement in Provisions:**
**(In Rs.)**

| Particulars                                     | As at<br>1.04.2016 | Addition<br>during the<br>year | Total       | Payments/<br>Utilization<br>Charged off | Written<br>back<br>during<br>the year | Balance<br>as at<br>31.03.2017 |
|---|--------------------|--------------------------------|-------------|---|---------------------------------------|--------------------------------|
| Provision for doubtful loan/ advances/ deposits | 108,724,761        | Nil                            | 108,724,761 | Nil                                     | Nil                                   | 108,724,761                    |
| Provision for doubtful debts                    | 1,653,788          | Nil                            | 1,653,788   | Nil                                     | Nil                                   | 1,653,788                      |
| Provision for dividend on equity shares         | Nil                | 1,199,845                      | 1,199,845   | 1,199,845                               | Nil                                   | Nil                            |
| Provision for dividend Tax                      | Nil                | 306,696                        | 306,696     | 306,696                                 | Nil                                   | Nil                            |
| Provision for Income tax                        | 701,335,452        | 10,692,000                     | 712,027,452 | Nil                                     | Nil                                   | 712,027,452                    |

35. (i) In the opinion of the management, current assets including loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the books. However, certain balances under Loans and advances are subject to confirmation.
- (ii) Rs. 144,007,836/-.(P.Y. Rs.146,400,570/-.) (Under Loans and advances in Note No 10 and 15) due from Private Companies in which a director is interested.
36. The unclaimed dividend for the financial years 2009-10 ,2010-11, 2011-12, 2012-13, 2013-14 and 2016-17 (interim dividend) amounting to Rs. 256,272/-, Rs.321,590/-, Rs.486,612/-, Rs. 474,007/- Rs 157,270/- and Rs.36,410/- respectively and is lying in separate Bank Accounts.

37. Solitaire Capital India, a shareholder of Vipul SEZ Developers Pvt. Ltd., a subsidiary company of the Company along with Solitaire Ventures Pte. Ltd moved the Hon'ble Supreme Court of India in terms of Section 11(5) and (6) of the Arbitration and Conciliation Act, 1996 and accordingly the Arbitral Tribunal stood constituted. The Parties namely Solitaire Ventures Pte. Ltd and Solitaire Capital India are treated to be Claimants therein and Vipul Group consisting of eight companies Vipul Ltd., Vipul SEZ Developers Pvt. Ltd., PKB Buildcon Pvt. Ltd., PKBK Buildwell Pvt. Ltd., KST Buildwell Pvt. Ltd., Entrepreneurs (Calcutta) Pvt. Ltd., URR Housing and Construction Pvt. Ltd. & Ritwiz Builders & Developers Pvt. Ltd. as well as Silverstone Developers Pvt. Ltd. and Karamchand Realtech Pvt. Ltd. are treated to be Respondents.

All the Parties have filed their respective Claims/Counter Claims against each other. The Arbitral Proceedings are continuing.

Solitaire Capital India, along with Solitaire Ventures Pte. Ltd have filed a petition before the Hon'ble High court of Delhi at New Delhi and also Silverstone Developers Pvt Ltd have filed three petitions in Hon'ble Delhi High court for seeking interim relief and the Hon'ble High court vide its order dated 10th March, 2015 has disposed of all three petitions as under:

"Under these circumstances, all the three petitions are accordingly disposed of, with the direction that the interim order passed on 3rd December, 2012 and modification order dated 27th September, 2013 in OMP NO 1123/2012 shall continue during the pendency of arbitral proceedings unless the said order is modified by the Arbitral Tribunal in respect of 132.568 acres (as 6 acres of land already sold with the consent of the parties) as per revised Project Land as per the MOU/Agreement dated 13th September, 2008."

Effect, if any, required to be made in the financial statement of the company in this respect shall be made on finality of the matter.

38. Certain balances under Loans and Advances and Trade Receivables are subject to confirmation.
39. Shares held by the company in M/s High Class Projects Limited, a wholly owned subsidiary company, has been pledged in favor of a financial institution against financial assistance taken by the said company.
40. The details pertaining to related parties transactions are shown in a separate sheet.
41. Specified bank notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 are as under:

|        | Particulars                                    | SBNs      | Other Denomination Notes | Total          |
|--------|--|-----------|--------------------------|----------------|
|        | Closing Cash in hand as on 08-11- 2016         | 6,233,500 | 90,569                   | 6,324,069      |
| Add:-  | Permitted Receipt                              | 63,500    | 3,730,665                | 3,794,165      |
| Less:- | Permitted Payment                              | -         | 3,041,517                | 3,041,517      |
| Less:- | Amount Deposit in Bank                         | 6,297,000 | 127,160                  | 6,424,160      |
|        | <b>Closing Cash in hand as on 30-12- 2016-</b> | <b>-</b>  | <b>652,557</b>           | <b>652,557</b> |

42. Previous year's figures have been regrouped, rearranged and recasted wherever considered necessary.

## RELATED PARTY DISCLOSURES- 31.03.2017

### Related parties are classified as:

#### Wholly-owned Subsidiaries:

1. URR Housing and Construction Pvt Ltd
2. Ritwiz Builders and Developers Pvt Ltd
3. Entrepreneurs (Calcutta) Pvt. Ltd.
4. Vipul Eastern Infracon Pvt. Ltd.
5. Vipul Hospitality Ltd.
6. Vipul Southern Infracon Ltd.
7. United Buildwell Pvt. Ltd.
8. High Class Projects Ltd.
9. Vipul Lavanya Developers Ltd.

#### Other Subsidiaries:

1. Vipul SEZ Developers Pvt. Ltd.
2. K S T Buildwell Pvt Ltd
3. P K B K Buildwell Pvt Ltd
4. P K B Buildcon Pvt Ltd
5. Bhatinda Hotels Ltd.
6. Graphic Research Consultants (India) Pvt. Ltd.
7. Vineeta Trading Pvt. Ltd.
8. Abhipra Trading Pvt. Ltd.
9. VSD Buildwell Pvt. Ltd.

#### Entities Having Common Key Management Personnel:

1. S.U. Finance Ltd.
2. Whitfield Infrastructure Development Pvt. Ltd
3. Millennium Plaza Ltd.
4. Sarvamangalam Builders & Developers Pvt. Ltd
5. Vipul Vocational Institutes Pvt. Ltd.
6. Ngenox Technologies Pvt. Ltd.
7. Aman Resorts Pvt Ltd
8. S.B. Developers Ltd

9. Vipul Modern Buildcon Pvt. Ltd.
10. Innovative Emergency Management India Pvt. Ltd.

#### Key Management Personnel

1. Mr. Punit Beriwal-Managing Director
2. Mrs. Ameeta Verma Duggal- Additional Director
3. Mr. Bidhubhusan Samal- Independent Director
4. Mr. Kapil Dutta-Director
5. Mr. Rajesh Kumar Batra-Director
6. Mr. Vikram Vasheshar Kochhar-Independent Director
7. Mrs. Guninder Singh- Chief Executive Officer
8. Mr. Ajay Agrawal- Chief Financial Officer
9. Mr. Vivek Chaudhary- Company Secretary

#### Relatives of Key Management Personnel having transactions

1. Mrs. Bimla Devi Beriwal
2. Mrs. Sunita Beriwal
3. Punit Beriwal (HUF)
4. Ms. Vishaka Beriwal
5. Ms. Manasi Beriwal

#### Entities in which a Relative of a Key Management Personnel is a Director/Interested

1. GVG Consultants Pvt. Ltd.
2. VG Associates
3. Vipul Motors Pvt. Ltd.

#### Associates

1. Mudra Finance Ltd.
2. Vipul Karamchand SEZ Pvt. Ltd.
3. Choice Real Estate Developers Pvt. Ltd.
4. Maxworth Marketing Pvt. Ltd.
5. Whitfield Infrastructure Development Pvt. Ltd.



# Summary of significant related parties transactions carried out in ordinary course of business are as under: (in Rs)

| Sl. No.                                   | Description  | Wholly-owned Subsidiaries |              | Other Subsidiaries |              | Entities Having Common Key Management Personnel |             | Key Management Personnel |             | Relatives of Key Management Personnel |             | Entities in which a Relative of a Key Management Personnel is a Director/Interested |           | Associates   |              |
|---|--|---------------------------|--------------|--------------------|--------------|---|-------------|--------------------------|-------------|---------------------------------------|-------------|---|-----------|--------------|--------------|
|   |  | 2016-17                   | 2015-16      | 2016-17            | 2015-16      | 2016-17   | 2015-16     | 2016-17                  | 2015-16     | 2016-17                               | 2015-16     | 2016-17   | 2015-16   | 2016-17      | 2015-16      |
| 1   | Loans  | 7,51,00,000               | 14,60,00,000 |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 2   | Advances Recoverable                                 |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 3   | Project Advances Paid                                | 63,18,17,784              | 18,23,16,415 | 6,54,43,958        | 6,50,146     |   |             |                          |             |                                       |             |   |           | 2,11,00,000  | 15,94,028    |
| 4   | Project Advances Received                            |                           |              |                    |              | 4,19,952  | 5,30,000    |                          |             |                                       |             |   |           | 1,80,00,000  | 15,94,028    |
| 5   | Advance Against Flat Received                        |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 6   | Rent Paid  | 1,00,000                  | 1,14,500     |                    |              |   |             |                          | 3,60,000    | 9,60,000                              | 9,60,000    |   |           |              |              |
| 7   | Services Received                                    |                           | 14,14,513    |                    |              |   |             |                          |             |                                       |             | 82,41,726   | 82,41,726 |              |              |
| 8   | Services Provided                                    |                           |              |                    |              |   |             |                          |             | 1,52,39,259                           | 1,13,19,566 |   |           |              |              |
| 9   | Sale of land rights                                  | 13,23,65,625              |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 10  | Interest Paid  |                           |              |                    |              |   |             | 11,40,000                |             |                                       |             |   |           |              |              |
| 11  | Purchase of Fixed Assets                             |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 12  | Share Application Money Paid                         |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 13  | Share Application Money Received                     |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 14  | Management Consultancy Service Provided              |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 15  | Security Deposit Paid                                |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 16  | Deposit Received                                     |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 17  | Maintenance Security Deposit Received                |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 18  | Land Holding Charges                                 | 52,500                    | 52,500       |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| 19  | Remuneration to Key Management personnel             |                           |              |                    |              |   |             | 4,07,03,516              | 3,30,00,780 |                                       |             |   |           |              |              |
| 20  | Remuneration to relative of Key Management personnel |                           |              |                    |              |   |             |                          |             | 7,64,516                              |             |   |           |              |              |
| 21  | Sitting Fees to Key Management Personnel             |                           |              |                    |              |   |             | 4,95,000                 | 6,30,000    |                                       |             |   |           |              |              |
| 22  | Balance as on 31st March                             | 27,01,00,000              | 19,50,00,000 |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| i) Loans Recoverable                      |  |                           |              |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| ii) Advances Recoverable                  |  |                           |              |                    |              |   |             |                          |             |                                       |             |   |           | 9,92,671     | 9,92,671     |
| iii) Project Advances Paid                |  | 1,25,43,10,794            | 94,72,14,341 | 50,93,63,582       | 46,58,99,364 | 2,19,00,000                                     | 2,19,00,000 |                          |             |                                       |             |   |           | 34,41,71,887 | 34,10,71,887 |
| iv) Security Deposit Paid                 |  |                           |              | 20,00,00,000       | 20,00,00,000 |   |             |                          |             |                                       |             |   |           |              |              |
| v) Security Deposit Received              |  | 3,00,000                  | 3,00,000     |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| vi) Maintenance Security Deposit Received |  | 15,30,000                 | 15,30,000    |                    |              |   |             | 9,50,000                 | 950,000     | 6,320,000                             | 6,320,000   |   |           |              |              |
| vii) Advances Received                    |  | 5,73,13,732               | 5,52,88,185  |                    |              |   |             |                          |             |                                       |             |   |           |              |              |
| viii) Creditors/Payables                  |  |                           | 23,28,83,306 |                    |              |   |             | 96,822                   | 96,000      |                                       |             |   |           |              |              |
| ix) Debtors/Receivables                   |  | 10,61,01,079              | 6,58,494     |                    |              |   |             |                          |             | 11,42,384                             | 14,884,919  |   |           |              |              |

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

| Particulars   | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2017 |                  | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2016 |                |
|---|---|------------------|---|----------------|
|   | Amount in Rupees                          |                  |   |                |
| A. CASH FLOW FROM OPERATING ACTIVITIE                                 |   |                  |   |                |
| Net Profit/(loss) before Tax, appropriation, and extra-Ordinary items | 5,32,50,092                               |                  | 1,22,43,982                               |                |
| Depreciation  | 1,15,49,062                               |                  | 1,03,97,122                               |                |
| (Profit)/Loss on sale of Fixed Asset                                  | 41,044                                    |                  | (2,54,290)                                |                |
| (Profit)/Loss on sale of Investments                                  | (3,48,709)                                |                  | (35,281)                                  |                |
| Interest and Finance Charges  | 26,27,42,912                              |                  | 21,74,90,091                              |                |
| Interest Income   | (3,44,92,936)                             |                  | (10,70,69,436)                            |                |
| Operating Profit before Working Capital Changes                       |   | 29,27,41,465     |   | 13,27,72,188   |
| Adjusted for :  |   |                  |   |                |
| (Increase)/ Decrease in Trade receivable                              | (21,84,79,962)                            |                  | (54,19,30,617)                            |                |
| (Increase)/ Decrease in Inventory                                     | (10,74,71,619)                            |                  | (40,18,37,471)                            |                |
| (Increase)/ Decrease in Loans & Advances                              | (50,43,88,964)                            |                  | (16,81,61,465)                            |                |
| Increase/ (Decrease) in Trade payable                                 | (4,61,81,436)                             |                  | (4,27,44,133)                             |                |
| Increase/ (Decrease) in Other payable                                 | (48,29,91,284)                            |                  | 44,47,62,336                              |                |
|   |   | (1,35,95,13,266) |   | (70,99,11,349) |
| Cash generated from operation   |   | (1,06,67,71,801) |   | (57,71,39,161) |
| Taxes Paid during the year  |   | (1,77,34,417)    |   | (1,02,83,295)  |
| NET CASH FROM OPERATING ACTIVITIES                                    |   | (1,08,45,06,218) |   | (58,74,22,456) |
| B. CASH FLOW FROM INVESTING ACTIVITIES                                |   |                  |   |                |
| Sale of Fixed Asset   | 2,000                                     |                  | 400,700                                   |                |
| Purchase of Fixed Asset   | (1,44,06,186)                             |                  | (44,31,062)                               |                |
| Interest Received   | 3,44,92,936                               |                  | 10,70,69,436                              |                |
| Sale of Investments   | 6,03,48,709                               |                  | 2,50,35,281                               |                |
| Purchase of Investments   | (6,00,00,000)                             |                  | (2,50,00,000)                             |                |
| NET CASH FROM INVESTING ACTIVITIES                                    |   | 2,04,37,459      |   | 10,30,74,355   |
| C. CASH FLOW FROM FINANCING ACTIVITIES                                |   |                  |   |                |
| Interest and Finance Charges  | (26,27,42,912)                            |                  | (21,74,90,091)                            |                |
| Dividend Paid to equity shareholders (including dividend tax)         | (15,06,539)                               |                  | -   |                |
| Proceeds/(Repayments) from Long Term Borrowings                       | 1,13,91,86,890                            |                  | 78,85,26,712                              |                |
| Net Proceeds from Short Term borrowings                               |   |                  |   |                |
| -Proceeds from Unsecured Loans  | 7,53,80,685                               |                  | (9,34,58,360)                             |                |



| Particulars  | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2017 |                    | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2016 |                      |
|--|---|--------------------|---|----------------------|
|  | Amount in Rupees                          |                    |   |                      |
| -Net movement in Cash Credit facilities                  | 11,97,40,586                              |                    | (5,66,59,277)                             |                      |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                |   | 1,07,00,58,710     |   | 42,09,18,984         |
| <b>Total (A+B+C)</b>                                     |   | 59,89,951          |   | <b>(6,34,29,117)</b> |
| <br>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS |   | 59,89,951          |   | (6,34,29,117)        |
| <br>CASH AND CASH EQUIVALENTS (OPENING BALANCE)          |   | 6,72,19,218        |   | 13,06,48,335         |
| CASH AND CASH EQUIVALENTS (CLOSING BALANCE)              |   | <u>7,32,09,169</u> |   | <u>6,72,19,218</u>   |
| <br><b><u>Cash &amp; Cash Equivalents:</u></b>           |   |                    |   |                      |
| Cash and Bank Balances                                   |   | 15,60,70,301       |   | 18,74,01,406         |
| Less: Other Bank Balances                                |   | <u>8,28,61,132</u> |   | <u>12,01,82,188</u>  |
|  |   | <u>7,32,09,169</u> |   | <u>6,72,19,218</u>   |

**Notes:**

- Figures in brackets indicate cash outflow.
- Previous figures have been regrouped/recasted, wherever necessary, to confirm to the current year's classification

**For & on behalf of the Board of Directors of  
Vipul Limited**

**As per our report of even date attached**

**For L.B. Jha & Co.  
Chartered Accountants  
FRN-301088E**

**Sd/-  
(Satyabrata Pati)  
Partner  
Membership No-095080**

**Place : Gurugram  
Date : 29th May,2017**

**sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682**

**Sd/-  
Vivek Chaudhary  
Company Secretary**

**sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195**

**Sd/-  
Ajay Agrawal  
Chief Financial Officer**

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
Vipul Limited

### Report on Consolidated Financial Statement

We have audited the accompanying consolidated financial statements of Vipul Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free

from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in



terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

### Basis for Qualified Opinion

In respect of the Financial Statements of Vipul SEZ Developers Private Limited, a subsidiary company of the Holding Company and audited by us, we have given the following qualified opinion:

1. In absence of the confirmation of the advances given amounting to Rs.33,50,000/-, we are unable to comment about the realisability of the same.
2. The licenses for the Group Housing Development have expired during January'14 and January'16 respectively and the Company has applied for renewal of these licences under the "EDC Relief Policy" announced by Govt. Haryana. The renewals of these licences are awaited. In the absence of such renewed license we are unable to comment about the future use of such land for which such license has been obtained.
3. The External Development Charges and Infrastructural Development charges along with the delayed payment surcharge, amounting to Rs.1239210153/-, have not been deposited and the Statutory Authority has taken step to invoke the Bank Guarantee issued by Axis Bank Ltd. Pending invocation of bank guarantee, we are unable to comment about the impact of the same in the Financial Statement of the company.
4. Rs.161282741/- shown in the books as Deposit lying with Department of Town and Country Planning, Govt. of Haryana is subject to confirmation.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Financial Statements give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the

state of affairs of the company as at 31st March, 2017, and its loss and its cash flow for the year ended on that date:

### Emphasis of Matter

1. In respect of Vipul Limited, we have drawn attention to the following:
  - (a) Various claims and counter claims pending before the Arbitral Tribunal. (Refer Note no.-31)
  - (b) Certain balances under Loans and Advances and Trade Receivables are subject to confirmation. (Refer note no.35)
2. In respect of Vipul SEZ Developers Private Limited, we have drawn attention to the following:
  - (a) Treatment of the Memorandum of Understanding executed on 13th September, 2008 and the referral of the matter to the Arbitral Tribunal.
  - (b) During the year under review, the Company has been provided with the orders of the Hon'ble High Court of Punjab & Haryana for appeals RSA No 2111,2147 and 1852 of 2016 (O & M) issued on 04.11.2016 read with order for appeals RSA No 22394 of 2016 (O & M) issued on 20.12.2016 in respect of Agreement to sell of Matadin for 2.507813 acres and Agreement to sell of Raghbir for 2.507813 acres and order dated 16.07.2016 of the Ld Gurugram Court against appeal bearing no 79 of 2014 for Agreement to sell of Bhupan for 5.015625 acres totalling to 10.031252 acres in respect of which total amount of Rs. 2,15,34,376/ (being Advance standing in the name of Raghbir Rs.1,17,58,594/-, Advance standing in the name of Matadin Rs.42,58,594/- and Advance standing in the name of Bhupan Rs.55,17,188/-) were paid by Vipul Ltd and Rs 2,15,34,376/- was debited to the Landowners and credited to Vipul Limited by the Company in its books of account on 31.12.2006.

The Company has also been provided with



the Order dated 27.07.2017 of the Hon'ble Tribunal of consisting of Mr. Justice S. B. Sinha (Former Judge Supreme Court of India), Mr. Justice R. C. Chopra (Former Judge High Court of Delhi), Ms. Justice RevaKhetrapal (Former Judge High Court of Delhi) where it is inter-alia stated that "The Tribunal, upon consideration of the respective submissions of the Id. Counsel, is, however, of the view that interest of justice shall be sub-served in the peculiar facts and circumstance of the case, in the event, the Respondent No.2 (the Company) despite its aforementioned stand reverses the entry contained in the books of accounts of Respondent No. 2 (the Company) vis-a-vis Respondent No. 4 (Entrepreneurs (Calcutta) Pvt. Ltd.), the statutory auditor shall prepare note containing the respective dates of making the entry and reversal thereof and the same shall be without prejudice to the rights and contentions of the parties and subject to the ultimate decision of this Tribunal.

In terms of the aforesaid order, the Company has reversed these entries by crediting the respective advances and debiting Vipul Limited by Rs. 2,15,34,376/- and the same shall be without prejudice to the rights and contentions of the parties and subject to the ultimate decision of this Tribunal. (Refer Note No.32)

- (c) Treatment of the Capital Structuring of the Company and pending compliance with Reserve Bank of India
- (d) Regarding the order passed by The Hon'ble High Court of Delhi based on the petition filed.

Our opinion is not modified in respect of these matters.

## Other Matters

- (a) We did not audit the financial statements / financial information of four subsidiary companies, whose financial statements / financial information reflect total assets of Rs. 955,480,010/- as at 31st March, 2017, total revenues of Rs. 1,823,907/- and net cash flows

amounting to Rs. (37,131,295)/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary companies and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and, except for the possible effect of the matter described in paragraph of the Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of the a fore said consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) Except for the matter described in the paragraph of the Basis for Qualified Opinion above, the reports on the accounts of the



Holding Company, and its subsidiary companies incorporated in India, audited under Section 143 (8) of the Act by the other auditors have been sent to us, as applicable, and have been properly dealt with in preparing this report.

- (d) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements
- (e) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) The matters described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.
- (g) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India none of the other directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act
- (h) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. Except for the possible effect of the matter described in paragraph of the Basis of Qualified Opinion above, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group
- ii. Except for the possible effect of the matter described in paragraph of the Basis of Qualified Opinion above, provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

**For L.B. Jha & Co.**  
**Chartered Accountants**  
**Firm's Registration No. 301088E**

sd/-  
**Satyabrata Pati**  
**Partner**  
**Membership No.095080**

**Place: Gurugram**  
**Date: August 21, 2017**

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH , 2017

| Particulars                     | Notes        | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|---------------------------------|--------------|---------------------------------|---------------------------------|
| <b>EQUITY &amp; LIABILITIES</b> |              |                                 |                                 |
| <b>Shareholders' Funds</b>      |              |                                 |                                 |
| Share Capital                   | 1            | 119,984,480                     | 119,984,480                     |
| Reserves & Surplus              | 2            | 3,483,565,574                   | 3,583,185,430                   |
|                                 |              | 3,603,550,054                   | 3,703,169,910                   |
| <b>Minority Interest</b>        |              |                                 |                                 |
|                                 |              | 31,709,303                      | 32,337,712                      |
| <b>Non-Current Liabilities</b>  |              |                                 |                                 |
| Long Term Borrowings            | 3            | 2,921,454,818                   | 1,934,074,463                   |
| Other Long Term Liabilities     | 4            | 1,611,516,305                   | 1,584,211,777                   |
|                                 |              | 45,32,971,123                   | 3,518,286,240                   |
| <b>Current Liabilities</b>      |              |                                 |                                 |
| Short Term Borrowings           | 5            | 1,172,282,035                   | 936,208,654                     |
| Trade Payables                  | 6            | 313,637,922                     | 337,325,541                     |
| Other Current Liabilities       | 7            | 5,503,979,688                   | 6,050,639,401                   |
|                                 |              | 6,989,899,645                   | 7,324,173,596                   |
|                                 | <b>TOTAL</b> | <b>15,158,130,125</b>           | <b>14,577,967,458</b>           |
| <b>ASSETS</b>                   |              |                                 |                                 |
| <b>Non-Current Assets</b>       |              |                                 |                                 |
| <b>Fixed Assets:</b>            |              |                                 |                                 |
|                                 | 8            |                                 |                                 |
| Tangible Assets                 |              | 637,086,952                     | 552,174,950                     |
| Intangible Assets               |              | 2,116,261                       | 1,374,535                       |
| Capital Work in Progress        |              | 188,967,302                     | 284,823,190                     |
|                                 |              | 828,170,515                     | 838,372,675                     |
| Non-Current Investments         | 9            | 106,469,026                     | 128,832,628                     |
| Goodwill on Consolidation       |              | 160,737,202                     | 160,737,202                     |
| Deferred Tax Assets (net)       |              | 94,304,514                      | 74,870,601                      |
| Long Term Loans & Advances      | 10           | 1,260,061,793                   | 1,260,064,559                   |
| Other Non Current Assets        | 11           | 122,268,403                     | 97,066,486                      |
|                                 |              | 2,572,011,453                   | 2,559,944,151                   |
| <b>Current Assets</b>           |              |                                 |                                 |
| Inventories                     | 12           | 7,919,371,538                   | 7,570,802,565                   |
| Trade Receivables               | 13           | 2,174,090,543                   | 1,980,737,353                   |
| Cash and Cash Equivalents       | 14           | 222,391,625                     | 337,020,530                     |
| Short Term Loans & Advances     | 15           | 2,270,264,966                   | 2,129,462,859                   |
| Other Current Assets            | 16           | -                               | -                               |
|                                 |              | 12,586,118,672                  | 12,018,023,307                  |
|                                 | <b>TOTAL</b> | <b>15,158,130,125</b>           | <b>14,577,967,458</b>           |
| Significant Accounting Policies | 24           |                                 |                                 |

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date attached

For & on behalf of the Board of Directors of  
Vipul Limited

For L.B. Jha & Co.  
Chartered Accountants  
FRN: 301088E

sd/-  
(Satyabrata Pati)  
Partner  
Membership No. 095080

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

Place: Gurugram  
Date: 21st August, 2017

sd/-  
Ajay Agrawal  
Chief Financial Officer



## CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

| Particulars                                | Notes | Year ended<br>31.03.2017<br>(Rupees) | Year ended<br>31.03.2016<br>(Rupees) |
|--|-------|--------------------------------------|--------------------------------------|
| <b>INCOME</b>                              |       |                                      |                                      |
| Revenue from Operations                    | 17    | 2,321,250,440                        | 1,849,053,195                        |
| Other income                               | 18    | 58,610,198                           | 113,899,759                          |
| <b>TOTAL</b>                               |       | <b>2,379,860,638</b>                 | <b>1,962,952,954</b>                 |
| <b>EXPENSES</b>                            |       |                                      |                                      |
| Project Expenses                           | 19    | 2,088,638,133                        | 1,856,426,271                        |
| Changes in Inventories                     | 20    | (348,568,973)                        | (474,289,961)                        |
| Employee benefits expenses                 | 21    | 200,474,508                          | 192,691,104                          |
| Finance Costs                              | 22    | 356,258,371                          | 334,401,278                          |
| Depreciation/Amortisation expenses         | 8     | 64,616,453                           | 18,652,928                           |
| Other expenses                             | 23    | 124,834,155                          | 141,475,978                          |
| <b>TOTAL</b>                               |       | <b>2,486,252,647</b>                 | <b>2,069,357,598</b>                 |
| <b>Profit/(Loss) before Tax</b>            |       | <b>(106,392,009)</b>                 | <b>(106,404,644)</b>                 |
| <b>Tax expense:</b>                        |       |                                      |                                      |
| - Current Tax                              |       | 11,789,300                           | 5,056,802                            |
| - Earlier year adjustment in tax (net)     |       | (5,670)                              | 122,930                              |
| - Deferred Tax                             |       | (19,433,913)                         | (12,646,841)                         |
| <b>Profit/(Loss) for the year</b>          |       | <b>(98,741,726)</b>                  | <b>(98,937,535)</b>                  |
| <b>Basic and diluted Earning Per Share</b> |       | <b>(0.82)</b>                        | <b>(0.82)</b>                        |
| Significant Accounting Policies            | 24    |                                      |                                      |

The accompanying notes are an integral part of the consolidated financial statements  
As per our report of even date attached

For & on behalf of the Board of Directors of  
Vipul Limited

For L.B. Jha & Co.  
Chartered Accountants  
FRN: 301088E

sd/-  
(Satyabrata Pati)  
Partner  
Membership No. 095080

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

sd/-  
Ajay Agrawal  
Chief Financial Officer

Place: Gurugram  
Date: 21st August, 2017

| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

## NOTE-1

### SHARE CAPITAL

#### Authorised Share Capital

515,500,000 (P.Y. 515,500,000)

Equity Shares of Rs. 1/-(P.Y. Rs. 1/-) each

**515,500,000**

**515,500,000**

Issued Subscribed and Paid up Share Capital

119,984,480 (P.Y. 119,984,480)

Equity Shares of Rs.1/-(P.Y Rs.1/-) each fully paid up

**119,984,480**

**119,984,480**

**Total**

**119,984,480**

**119,984,480**

#### a) Reconciliation of the number of shares outstanding:

| Equity Shares                           | 31.03.2017         |                    | 31.03.2016    |             |
|---|--------------------|--------------------|---------------|-------------|
|   | No. of Shares      | Amt. in Rs.        | No. of Shares | Amt. in Rs. |
| At the beginning of the year            | <b>119,984,480</b> | <b>119,984,480</b> | 119,984,480   | 119,984,480 |
| Add: Issued/(Cancelled) during the year | -                  | -                  | -             | -           |
| At the end of the year                  | <b>119,984,480</b> | <b>119,984,480</b> | 119,984,480   | 119,984,480 |

#### b) Details of Shareholders holding more than 5% of the Equity Shares in the Company:

| Name of Shareholder                               | 31.03.2017        |               | 31.03.2016    |        |
|---|-------------------|---------------|---------------|--------|
|   | No. of Shares     | %             | No. of Shares | %      |
| Mr. Punit Beriwal                                 | <b>39,483,575</b> | <b>32.91%</b> | 39,483,575    | 31.29% |
| Mrs. Sunita Beriwal & Mr. Punit Beriwal (Jointly) | <b>15,791,000</b> | <b>13.16%</b> | 15,791,000    | 13.16% |
| Shyam Sunder Punit Kumar (HUF)                    | <b>8,827,534</b>  | <b>7.36%</b>  | 8,828,034     | 7.36%  |
| Punit Beriwal (HUF)                               | <b>7,838,000</b>  | <b>6.53%</b>  | 7,838,000     | 6.53%  |
| Ashish Begwani                                    | -                 | -             | 6,000,000     | 5.00%  |

#### c) Terms/rights attached to Equity Shares

The Company has only one class of Equity Share having par value of Rs. 1/- each. Each shareholder is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding, after distribution of all preferential amount.



| Particulars                                       | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|---|---------------------------------|---------------------------------|
| <b>NOTE-2</b>                                     |                                 |                                 |
| <b>RESERVES &amp; SURPLUS</b>                     |                                 |                                 |
| <b>General Reserve</b>                            |                                 |                                 |
| Opening Balance                                   | 1,010,000,000                   | 1,010,000,000                   |
| Add: Transfer from Profit & Loss statement        | 5,000,000                       | -                               |
| <b>Total</b>                                      | <b>1,015,000,000</b>            | <b>1,010,000,000</b>            |
| Revaluation Reserve                               | 8,015,408                       | 8,015,408                       |
| Capital Subsidy                                   | 1,700,000                       | 1,700,000                       |
| Securities Premium                                | 2,321,283,830                   | 2,321,283,830                   |
| Amalgamation Reserves                             | 1,224,891                       | 1,224,891                       |
| Debenture Redemption Reserve                      | -                               | 117,500,000                     |
| <b>Surplus in Statement of Profit &amp; Loss</b>  |                                 |                                 |
| Opening Balance                                   | 123,461,301                     | 339,654,210                     |
| Add: Transfer from Profit & Loss Statement        | (98,741,726)                    | (98,937,535)                    |
| Less: Adjustment in Depreciation                  | -                               | -                               |
| Less: Transfer to Minority Interest               | (628,409)                       | (244,626)                       |
| Less: Interim Dividend on Equity Shares           | 1,199,845                       | -                               |
| Less: Corporate Dividend Tax                      | 306,694                         | -                               |
| Less: Transferred to General Reserve              | 5,000,000                       | -                               |
| Less: Transferred to Debenture Redemption Reserve | (117,500,000)                   | 117,500,000                     |
| Closing Balance                                   | 136,341,445                     | 123,461,301                     |
| <b>Grand Total</b>                                | <b>3,483,565,574</b>            | <b>3,583,185,430</b>            |
| <b>NOTE-3</b>                                     |                                 |                                 |
| <b>LONG TERM BORROWINGS</b>                       |                                 |                                 |
| <b>Secured</b>                                    |                                 |                                 |
| <b>a) Debentures</b>                              |                                 |                                 |
| Non Convertible Debentures (1)                    | -                               | 470,000,000                     |
| <b>b) Term Loans</b>                              |                                 |                                 |
| <b>From Other Parties</b>                         |                                 |                                 |
| PNB Housing Finance Ltd.-Loan-I (2)               | 2,217,333,335                   | -                               |
| DMI Finance Pvt. Ltd.-Loan-I (3)                  | -                               | 722,132,637                     |
| DMI Finance Pvt. Ltd.-Loan-II (4)                 | -                               | 500,000,000                     |
| DMI Finance Pvt. Ltd.-Loan-III (5)                | 250,000,000                     | -                               |
| Aar Kay Investments Pvt. Ltd. (6)                 | -                               | 150,000,000                     |
| CMS Finvest Ltd. (7)                              | 25,000,000                      | 25,000,000                      |
| Kanupriya Commercial Pvt. Ltd. (8)                | 25,500,000                      | 25,500,000                      |
| Paramount Realtec Pvt. Ltd. (9)                   | 200,000,000                     | 200,000,000                     |
| Kotak Mahindra Investments Ltd.-Loan-I (10)       | -                               | 30,000,000                      |
| Kotak Mahindra Investments Ltd.-Loan-II (11)      | -                               | 6,666,662                       |
| Kotak Mahindra Investments Ltd.-Loan-III (12)     | -                               | 64,166,667                      |
| Kotak Mahindra Investments Ltd.-Loan-IV (13)      | 50,000,000                      | -                               |
| Reliance Home Finance Ltd. (14)                   | 253,416,002                     | 320,741,685                     |
| Aditya Birla Finance Ltd. (15)                    | -                               | 24,460,800                      |
| State Bank of India-FBTL-(16)                     | 150,963,014                     | -                               |
| Tourism Finance Corporation of India Ltd. (17)    | 325,000,000                     | 310,000,000                     |
| <b>From Bank</b>                                  |                                 |                                 |
| Vehicle Loans (18)                                | 7,821,074                       | 2,178,084                       |
|   | 3,505,033,425                   | 2,850,846,535                   |
| Less: Current Maturities (Refer Note no.- 7)      | 583,578,607                     | 916,772,072                     |
| <b>Total</b>                                      | <b>2,921,454,818</b>            | <b>1,934,074,463</b>            |

- (1) 470 Secured , rated, listed, redeemable, Non Convertible debentures (since pre redeemed) of face value of Rs. 10,00,000/- each secured against Mortgage over immovable properties and assets pertaining to project at sector-53, Gurgaon , pari passu charge with DMI Finance Pvt Ltd. Personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of redemption - for Rs. 12 Crore- 12 months moratorium upto September, 2016; for Rs. 10 crore-11 months moratorium upto September, 2016 ; for Rs.10 crore-10 months moratorium upto September, 2016; for Rs. 15 crore- 12 months moratorium upto February, 2017 and thereafter 55 equated monthly installments. Rate of Interest-19.25% p.a
- (2) Loan from PNB Housing Finance Ltd. is secured against mortgage of project land at Sector-53, Gurgaon and structure thereon, hypothecation of receivables of project & Personal Guarantee of Mr. Punit Beriwal-Managing Director. Terms of repayment- for Rs. 87.20 crore- 60 equal monthly installments starting from November 2016, Rate of Interest-14.25% pa. and for Rs.141.80 crore- 42 equal monthly installments after moratorium period of 18 months starting from April, 2018, Rate of Interest-12.90% p.a.
- (3) Loan-I from DMI Finance Pvt. Ltd (since paid) was secured against Mortgage and pari passu charge with ILFS trust company Ltd. over immovable properties and assets pertaining to project at sector-53, Gurgaon and Personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of repayment- for Rs. 35 crore- 12 months moratorium upto May, 2015 , for Rs. 15 crore- 12 months moratorium upto January 2016 , for Rs. 7 crore- 12 months moratorium upto February 2016 . Rate of Interest- 19.25% p.a. for Rs. 10 crore- 12 months moratorium upto May 2016 . for Rs. 8 crore- 11 months moratorium upto May 2016 , for Rs. 3 crore- 6 months moratorium upto May 2016 and thereafter 48 equated monthly installments. Rate of Interest- 19.25% p.a.
- (4) (Loan-II from DMI Finance Pvt. Ltd. (since paid) was Secured against mortgage and exclusive first charge over immovable properties and assets pertaining to project at sector-53, Gurgaon owned by Vipul Ltd.,the holding company, Personal guarantee of Mr. Punit Beriwal, Managing Director of the holding company and corporate guarantee by the holding company. Terms of repayment- 30 months moratorium upto March, 2017 then thereafter 14 equated quarterly installments starting from June, 2017. Rate of Interest- 19.25% p.a
- (5) Loan-III from DMI Finance Pvt. Ltd. is secured against pledge of equity shares of the Company held by Promoters and Personal Guarantee by Mr. Punit Beriwal-Managing Director. Terms of repayment- for Rs. 20 crores 12 months moratorium and thereafter 24 equated monthly installments starting from November, 2017; for Rs. 5 crores- 12 months moratorium and thereafter 24 equated monthly installments starting from January, 2018. Rate of Interest- 18% p.a.
- (6) Loan from Aarkay Investments Pvt. Ltd. (since paid) was secured against pledge of equity shares of the Company held by Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of repayment- Repayment terms: repayable in 3 equal installment starting from September 2016 . Rate of Interest-18% p.a.
- (7) Loan from CMS Finvest Ltd. is secured against pledge of equity shares of the Company held by Promoters. Terms of repayment- Repayable on 08.12.2017 (since reshcheduled). Rate of Interest-16% p.a.
- (8) Loan from Kanupriya Commercial Pvt. Ltd. is secured against pledge of equity shares of the Company held by Promoters. Terms of repayment- Repayable on 26.11.2017. Rate of Interest-16% p
- (9) Loans from Paramount Realtec Private Ltd. is secured against pledge of equity shares of the Company held by Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of repayment- for Rs. 5.50 crore- Repayable on 31.03.2018, for Rs. 4.50 crore- Repayable on 15.07.2017, for Rs. 5 crore- Repayable on 16.06.2017. for Rs. 5 crore- Repayable on 13.09.2017., Rate of Interest-11% p.a
- (10) Loan-I from Kotak Mahindra Investments Ltd. (since paid) was secured against mortgage of immovable properties owned by a subsidiary company and Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director. . Terms of repayment- 6 months moratorium upto August 2015 and 12 equal monthly installments thereafter. Rate of Interest- 17.50% p.a. (Fixed)
- (11) Loan-II from Kotak Mahindra Investments Ltd (since paid) was secured against mortgage of immovable properties owned by a subsidiary company & Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director and the subsidiary company. Terms of repayment- 9 months moratorium upto January, 2015 and thereafter 15 monthly installments. Rate of Interest- 17.50% p.a.
- (12) Loan-III from Kotak Mahindra Investments Ltd (since paid) was secured against mortgage of immovable properties owned by a subsidiary company & Promoters and Personal guarantee of Mr. Punit Beriwal- Managing Director and the subsidiary company. Terms of repayment- 6 months moratorium upto February, 2016 and thereafter 12 monthly installments. Rate of Interest- 16.50% p.a.
- (13) Loan-IV from Kotak Mahindra Investments Ltd is secured against mortgage of immovable property owned by a subsidiary company and Personal guarantee of Mr. Punit Beriwal- Managing Director and Corporate guarantee by the subsidiary company. Terms of repayment- 12 months moratorium upto January, 2018 and thereafter 12 monthly installments. Rate of Interest- 14.75% p.a.
- (14) Loan from Reliance Home Finance Ltd. is secured against mortgage of project land of Vipul Greens Bhubaneswar and hypothecation of receivables of project Vipul Greens Bhubaneswar and Vipul Lavanya, Gurgaon and personal Guarantee of Mr. Punit Beriwal. Terms of Repayment- for Rs. 40 crore -6 months Moratorium upto August 2015 and then thereafter 56 monthly installments. for Rs. 5 crore - 62 monthly installments from April 2016. for Rs. 15 crore-36 equated installments starting from next month from the date of disbursement. Rate of Interest- for Rs. 45 crore-16% p.a., for Rs.15 crore- 15% p.a



- (15) Loan from Aditya Birla Finance Ltd. (since paid) was secured against mortgage of some Villas at project Tatvam located at Sector-48, Gurgaon including building & structure thereon both present & future, hypothecation of receivables of project Tatvam and Personal guarantee of Mr. Punit Beriwal-Managing Director. Terms of repayment- for Rs. 15 crore- moratorium upto July 2014 and thereafter 15 monthly installments, Rate of Interest- 15% p.a, for Rs. 10 crore- moratorium upto June 2015, and thereafter 11 monthly installments, Rate of Interest-15.25% p.a, for Rs. 10 crore- 15 monthly structured installments, Rate of Interest- 15.50% p.a Interest-15.25% p.a, for Rs. 10 crore- 15 monthly structured installments, Rate of Interest- 15.50% p.a
- (16) Working Capital Term loan dropline facility from State Bank of India is secured against exclusive charge on some residential plots at Vipul World, Ludhiana and Personal Guarantee of Mr. Punit Beriwal-Managing Director, Terms of Repayment-36 structured monthly installments after moratorium period of 12 months. Rate of Interest- 11.75% p.a
- (17) Loan from Tourism Finance Corporation of India Ltd. is Secured by mortgage of leasehold rights of club land admeasuring 2.40 acres owned by holding company along with building and structure created thereon at sector 48, Sohna road, Gurgaon, Exclusive charges on all the fixed assets of the club both present and future including hypothecation of all the movables, personal guarantee of Mr. Punit Beriwal- Director and Corporate Guarantee of M/s Vipul Limited- holding company. Terms of repayment- 18 months moratorium and thereafter 30 step-up quarterly installments commencing from 15th October, 2017. Rate of Interest- 1% above the prime lending rate (PLR) with monthly rest and the present rate is 13.25%.
- (18) Vehicle loans are secured by hypothecation of financed Cars. Terms of repayment-In equal monthly installments as per the respective repayment schedules. Rate of Interest-9%-11% p.a

| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

## NOTE-4

### OTHER LONG TERM LIABILITIES

|                   |                      |                      |
|-------------------|----------------------|----------------------|
| Security Deposits | 531,058,255          | 497,536,953          |
| Project Advance   | 315,000              | 2,035,975            |
| Other Liabilities | 1,080,143,050        | 1,084,638,849        |
| <b>Total</b>      | <b>1,611,516,305</b> | <b>1,584,211,777</b> |

## NOTE-5

### SHORT TERM BORROWINGS

#### Secured

##### Cash Credit from Banks

|                              |             |             |
|------------------------------|-------------|-------------|
| Indian Overseas Bank (1)     | 300,085,794 | 309,091,929 |
| Kotak Mahindra Bank Ltd. (2) | 29,669,277  | 10,710,625  |
| State Bank of India-FBWC (3) | 150,740,179 | -           |

#### Unsecured

##### Inter Corporate Deposits

|   |                      |                    |
|---|----------------------|--------------------|
| a) Interest Bearing (4)                               | 666,786,785          | 591,406,100        |
| b) Others (Repayable on demand, Rate of Interest-Nil) | 25,000,000           | 25,000,000         |
|   | <b>1,172,282,035</b> | <b>936,208,654</b> |

- (1) Cash Credit Facility from Indian Overseas Bank is secured against hypothecation of stocks at site & receivables and equitable mortgage of property at village- Chakarpur, Tehsil & District Gurgaon, sector-43, Gurgaon and equitable mortgage of project land at sector-71 & 72, Gurgaon owned by a subsidiary company and Personal Guarantee of Mr. Punit Beriwal-Managing Director. Terms of repayments-Annual renewal. Rate of Interest- 14.70 % p.a
- (2) Cash Credit Facility from Kotak Mahindra Bank Ltd. is secured against registered mortgage of immovable property of a subsidiary company & personal guarantee of Mr. Punit Beriwal- Managing Director. Terms of repayment-Annual renewal. Rate of Interest- 14.75 % p.a.
- (3) Overdraft facility from State Bank of India is secured against exclusive charge on 4 Tatvam Villas at Sector-48, Gurgaon owned by Promoters, exclusive charge on the current and future receivables of some residential plots at Vipul World, Ludhiana and Personal Guarantee of Mr. Punit Beriwal-Managing Directors and other Tatvam Villa owners. Terms of Repayment-15 equal monthly installments after moratorium period of 21 months. Rate of Interest- 11.75% p.a
- (4) Terms of Repayment- Repayable within 1 year from the date of receipt. Rate of Interest- 9%-18% p.a



| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

**NOTE-6**

**TRADE PAYABLES**

|                  |                    |                    |
|------------------|--------------------|--------------------|
| Sundry Creditors | 313,637,922        | 337,325,541        |
| <b>Total</b>     | <b>313,637,922</b> | <b>337,325,541</b> |

**NOTE-7**

**OTHER CURRENT LIABILITIES**

|   |                      |                      |
|---|----------------------|----------------------|
| Current maturities of long-term borrowings- Secured (Refer Note no.-3)            | 583,578,607          | 916,772,072          |
| Unpaid Dividend   | 1,732,161            | 1,967,811            |
| Receivable Finance Scheme from Small Industries Development Bank of India-Secured | 56,354,288           | 97,306,398           |
| <u>Other Payables</u>   |                      |                      |
| Project advance   | 3,500,592,412        | 3,771,347,168        |
| Other Liabilities   | 1,101,066,624        | 974,027,760          |
| Interest accrued but not due  | 25,944,615           | 23,709,690           |
| Security Deposits   | 185,430,241          | 194,580,644          |
| Taxes and Duties Payable  | 49,280,740           | 70,927,858           |
| <b>Total</b>  | <b>5,503,979,688</b> | <b>6,050,639,401</b> |



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## NOTE-8

| PARTICULARS                            | GROSS BLOCK        |                    |                    | DEPRECIATION/AMORTISATION |                    |                   |                    |             | NET BLOCK           |                     |
|--|--------------------|--------------------|--------------------|---------------------------|--------------------|-------------------|--------------------|-------------|---------------------|---------------------|
|  | As at<br>1.04.2016 | Additions          | Sale/<br>Adjust.   | As at<br>31.03.2017       | As at<br>1.04.2016 | For the<br>year   | Adjust. on<br>Sale | Adjustment* | As at<br>31.03.2017 | As at<br>31.03.2016 |
| <b>Tangible Asset</b>                  |                    |                    |                    |                           |                    |                   |                    |             |                     |                     |
| Land & Building                        | 410,529,512        | 124,755,816        | -                  | 535,285,328               | 27,660,681         | 21,213,825        | -                  | -           | 48,874,506          | 382,868,831         |
| Plots                                  | 38,867,180         | 188,993            | -                  | 39,056,173                | -                  | -                 | -                  | -           | 39,056,173          | 38,867,180          |
| Plant & Machinery                      | 79,463,315         | 4,650,712          | -                  | 84,114,027                | 3,322,606          | 19,860,258        | -                  | -           | 23,182,864          | 76,140,709          |
| Cars                                   | 27,411,192         | 10,109,466         | 1,430,082          | 36,090,576                | 19,967,167         | 4,351,571         | 1,358,577          | -           | 22,960,161          | 7,444,025           |
| Furniture and Fixtures                 | 68,805,686         | 3,959,998          | -                  | 72,765,684                | 44,310,404         | 6,750,096         | -                  | -           | 51,060,500          | 24,495,282          |
| Computers & Accessories                | 20,078,763         | 2,227,910          | -                  | 22,306,673                | 17,042,628         | 2,149,594         | -                  | -           | 19,192,222          | 3,036,135           |
| Air conditioners                       | 1,075,902          | -                  | -                  | 1,075,902                 | 989,508            | 21,644            | -                  | -           | 1,011,152           | 86,394              |
| Other Office Equipments                | 26,342,215         | 3,193,828          | -                  | 29,536,043                | 7,105,821          | 9,756,228         | -                  | -           | 16,862,049          | 19,236,394          |
| <b>Intangible Asset</b>                |                    |                    |                    |                           |                    |                   |                    |             |                     |                     |
| Software                               | 3,149,006          | 1,254,963          | -                  | 4,403,969                 | 1,774,471          | 513,237           | -                  | -           | 2,287,708           | 1,374,535           |
| <b>Total</b>                           | <b>675,722,771</b> | <b>150,341,686</b> | <b>1,430,082</b>   | <b>824,634,375</b>        | <b>122,173,286</b> | <b>64,616,453</b> | <b>1,358,577</b>   | <b>-</b>    | <b>185,431,162</b>  | <b>553,549,485</b>  |
| Capital Work In Progress               | 284,823,190        | 4,616,109          | 100,471,997        | 188,967,302               | -                  | -                 | -                  | -           | 188,967,302         | 284,823,190         |
| <b>Grand Total</b>                     | <b>960,545,961</b> | <b>154,957,795</b> | <b>101,902,079</b> | <b>1,013,601,677</b>      | <b>122,173,286</b> | <b>64,616,453</b> | <b>1,358,577</b>   | <b>-</b>    | <b>185,431,162</b>  | <b>838,372,675</b>  |
| Previous Year-Tangible & Intangible    | 229,999,142        | 448,676,311        | 2,952,682          | 675,722,771               | 106,326,630        | 18,652,928        | 2,806,272          | -           | 122,173,286         | 553,549,485         |
| Previous Year-Capital work in progress | 443,213,613        | 299,208,887        | 457,599,310        | 284,823,190               | -                  | -                 | -                  | -           | 284,823,190         | 443,213,613         |

| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

## **NOTE-9**

### **NON CURRENT INVESTMENTS**

#### **Trade Investments**

#### **AT COST**

##### **In Associates**

|  |            |            |
|--|------------|------------|
| Maxworth Marketing Pvt. Ltd.<br>{6,25,000( P.Y. 6,25,000) Equity shares of Rs.10/- each}                 | 6,250,000  | 6,250,000  |
| Whitfield Infrastructure Development Pvt. Ltd.<br>{15,000 ( P.Y. 15,000) Equity shares of Rs.100/- each} | 1,500,000  | 1,500,000  |
| Vipul Karamchand SEZ Private Limited<br>{500,000 (P.Y. 500,000) Equity Shares of Rs 10/- each}           | 5,000,000  | 5,000,000  |
| Mudra Finance Limited<br>{70,000 ( P.Y.70,000) Equity Shares of Rs. 10/- each}                           | 13,300,000 | 13,300,000 |
| Choice Real Estate Developers Pvt Ltd<br>{5000 (P.Y. 5000) Equity Shares of Rs. 10/- each}               | 50,125     | 50,125     |

##### **In Others**

|   |       |       |
|---|-------|-------|
| Adore Infrasmith Pvt. Ltd.<br>{500 (P.Y. 500) Equity Shares of Rs. 10/- each} | 5,000 | 5,000 |
| Less: Provision for dimunition of investments                                 | 5,000 | -     |

#### **B. In Immovable Property**

|                   |                    |                    |
|-------------------|--------------------|--------------------|
| Villas at Gurgaon | 80,368,901         | 102,732,503        |
| <b>Total</b>      | <b>106,469,026</b> | <b>128,832,628</b> |

## **NOTE-10**

### **LONG TERM LOANS & ADVANCES**

#### **Unsecured & considered good (unless otherwise stated)**

I) Loans & Advances to related parties:{Refer note no.-36}

|   |                      |                      |
|---|----------------------|----------------------|
| a) Project Advances   | 151,928,788          | 153,403,870          |
| ii) Other Loans & Advances  |                      |                      |
| a) Advances receivable in cash or kind or for services to be received |                      |                      |
| - Considered good   | 645,339,912,         | 646,525,419          |
| - Considered doubtful   | 105,654,307          | 105,654,307          |
| b) Project Advances   | 289,998,903          | 306,716,396          |
| c) Taxation Payments (Net of provisions)                              | 121,527,207          | 102,151,891          |
| d) Security Deposits  | 39,216,741           | 39,216,741           |
| e) Advance for Share application money                                | 738,881              | 738,881              |
| -Considered good  | 11,311,361           | 11,311,361           |
| - Considered doubtful   | 3,770,454            | 3,770,454            |
|   | 1,369,486,554        | 1,369,489,320        |
| Less: Provision for doubtful loan                                     | 3,770,454            | 3,770,454            |
| Provision for doubtful advances                                       | 105,654,307          | 105,654,307          |
|   | <b>1,260,061,793</b> | <b>1,260,064,559</b> |



| Particulars   | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|---|---------------------------------|---------------------------------|
| <b>NOTE-11</b>  |                                 |                                 |
| <b>OTHER NON CURRENT ASSETS</b>   |                                 |                                 |
| (Unsecured)   |                                 |                                 |
| Long Term Trade Receivable  |                                 |                                 |
| - Considered good   | 9,81,40,877                     | 8,52,91,493                     |
| - Considered doubtful   | 16,53,788                       | 16,53,788                       |
|   | 9,97,94,665                     | 8,69,45,281                     |
| Less: Provision for doubtful debts  | 16,53,788                       | 16,53,788                       |
|   | 9,81,40,877                     | 8,52,91,493                     |
| Margin Money Deposit-with maturity of more than 12 months<br>(As security against the Bank Guarantees issued) | 2,41,27,526                     | 1,17,74,993                     |
| <b>Total</b>  | <b>12,22,68,403</b>             | <b>9,70,66,486</b>              |
| <b>NOTE-12</b>  |                                 |                                 |
| <b>INVENTORIES</b>  |                                 |                                 |
| (Valued at lower of cost or net realisable value)   |                                 |                                 |
| Project Work-in-Progress  | 7,83,48,29,760                  | 7,49,48,92,556                  |
| Project Finished Stocks   | 8,45,41,778                     | 7,59,10,009                     |
| <b>Total</b>  | <b>7,91,93,71,538</b>           | <b>7,57,08,02,565</b>           |
| <b>NOTE-13</b>  |                                 |                                 |
| <b>TRADE RECEIVABLES</b>  |                                 |                                 |
| (Unsecured)   |                                 |                                 |
| Due for more than Six months  | 4,19,46,117                     | 2,49,79,427                     |
| Other Debts   | 2,13,21,44,426                  | 1,95,57,57,926                  |
| <b>Total</b>  | <b>2,17,40,90,543</b>           | <b>1,98,07,37,353</b>           |
| <b>NOTE-14</b>  |                                 |                                 |
| <b>CASH &amp; CASH EQUIVALENTS</b>  |                                 |                                 |
| i) Balances with Banks in Current accounts  | 8,65,61,007                     | 11,66,19,172                    |
| ii) Balances with Banks in Fixed Deposits   | -                               | 1,09,00,000                     |
| iii) Cash on hand   | 15,08,875                       | 1,12,76,943                     |
| iv) Stamp Papers in Hand  | 20,12,600                       | 20,12,600                       |
| <b>Other Bank Balances</b>  |                                 |                                 |
| i) Unpaid Dividend  | 17,32,161                       | 19,67,811                       |
| ii) Margin money deposit (As security against the Bank Guarantees issued)                                     | 13,05,76,982                    | 19,42,44,004                    |
| <b>Total</b>  | <b>22,23,91,625</b>             | <b>33,70,20,530</b>             |

| Particulars | AS AT<br>31.03.2017<br>(Rupees) | AS AT<br>31.03.2016<br>(Rupees) |
|-------------|---------------------------------|---------------------------------|
|-------------|---------------------------------|---------------------------------|

## NOTE-15

### SHORT TERM LOANS & ADVANCES

(Unsecured & considered good)

I) Loans & Advances to related parties:{Refer note no.-36}

Advances receivable in cash or kind or for services to be received

|                  |              |             |
|------------------|--------------|-------------|
| Project Advances | 21,54,13,928 | 210,645,688 |
|------------------|--------------|-------------|

ii) Other Loans & Advances

|  |              |             |
|--|--------------|-------------|
| Advances receivable in cash or kind or for services to be received | 77,51,56,009 | 764,041,226 |
|--|--------------|-------------|

|                  |                |             |
|------------------|----------------|-------------|
| Project Advances | 1,05,54,88,420 | 976,220,955 |
|------------------|----------------|-------------|

|                  |              |             |
|------------------|--------------|-------------|
| Security Deposit | 22,42,06,609 | 178,554,990 |
|------------------|--------------|-------------|

|              |                       |                      |
|--------------|-----------------------|----------------------|
| <b>Total</b> | <b>2,27,02,64,966</b> | <b>2,129,462,859</b> |
|--------------|-----------------------|----------------------|

## NOTE-16

### OTHER CURRENT ASSETS

|                                    |           |           |
|------------------------------------|-----------|-----------|
| Amount due on sale of fixed assets | 29,00,000 | 2,900,000 |
|------------------------------------|-----------|-----------|

|                                       |           |           |
|---------------------------------------|-----------|-----------|
| Less: Provision for doubtful advances | 29,00,000 | 2,900,000 |
|---------------------------------------|-----------|-----------|

|              |          |          |
|--------------|----------|----------|
| <b>Total</b> | <b>-</b> | <b>-</b> |
|--------------|----------|----------|

| Particulars | YEAR ENDED<br>31.03.2017<br>(Rupees) | YEAR ENDED<br>31.03.2016<br>(Rupees) |
|-------------|--------------------------------------|--------------------------------------|
|-------------|--------------------------------------|--------------------------------------|

## NOTE-17

### REVENUE FROM OPERATIONS

|                              |                |               |
|------------------------------|----------------|---------------|
| Income from Real estate sale | 1,67,06,31,789 | 1,255,687,917 |
|------------------------------|----------------|---------------|

|                              |              |             |
|------------------------------|--------------|-------------|
| Income from Sale of services | 65,06,18,651 | 593,365,278 |
|------------------------------|--------------|-------------|

|              |                       |                      |
|--------------|-----------------------|----------------------|
| <b>Total</b> | <b>2,32,12,50,440</b> | <b>1,849,053,195</b> |
|--------------|-----------------------|----------------------|



| Particulars | YEAR ENDED<br>31.03.2017<br>(Rupees) | YEAR ENDED<br>31.03.2016<br>(Rupees) |
|-------------|--------------------------------------|--------------------------------------|
|-------------|--------------------------------------|--------------------------------------|

**NOTE-18**

**OTHER INCOME**

|  |                    |                     |
|--|--------------------|---------------------|
| i) Interest Income                             | 3,72,36,236        | 10,97,19,088        |
| ii) Rental Income                              | 13,57,297          | 9,12,367            |
| iii) Net gain on sale of Fixed Assets          | -                  | 2,54,290            |
| iv) Net gain on sale of Investments            | 3,48,709           | -                   |
| v) Other non-operating Income                  |                    |                     |
| a) Miscellaneous Income                        | 37,29,065          | 29,65,762           |
| b) Liabilities written back                    | 1,59,38,364        | -                   |
| c) Provision for doubtful advance written back | -                  | 46,545              |
| d) Interest on Income Tax Refund               | 527                | 1,707               |
| <b>Total</b>                                   | <b>5,86,10,198</b> | <b>11,38,99,759</b> |

**NOTE-19**

**PROJECT EXPENSES**

|                                  |                       |                       |
|----------------------------------|-----------------------|-----------------------|
| Cost of Land                     | 14,66,48,559          | 14,48,03,033          |
| Borrowing Costs                  | 45,03,09,015          | 36,59,91,256          |
| Construction & Development Costs | 45,67,13,287          | 56,43,15,511          |
| Other Project related expenses   | 1,03,49,67,272        | 78,13,16,471          |
| <b>Total</b>                     | <b>2,08,86,38,133</b> | <b>1,85,64,26,271</b> |

**NOTE-20**

**CHANGES IN INVENTORIES**

**Decrease/(Increase) in Work in progress**

|                                |                       |                       |
|--------------------------------|-----------------------|-----------------------|
| Opening Work in progress       | 7,49,48,92,556        | 6,99,47,68,257        |
| Less: Closing Work in progress | (7,83,48,29,760)      | (7,49,48,92,556)      |
|                                | <b>(33,99,37,204)</b> | <b>(50,01,24,299)</b> |

**Decrease/(Increase) in Finished Stock**

|                               |                       |                       |
|-------------------------------|-----------------------|-----------------------|
| Opening Finished Stock        | 7,59,10,009           | 10,17,44,347          |
| Less : Closing Finished Stock | (8,45,41,778)         | (7,59,10,009)         |
|                               | <b>(86,31,769)</b>    | <b>2,58,34,338</b>    |
| <b>Total</b>                  | <b>(34,85,68,973)</b> | <b>(47,42,89,961)</b> |

| Particulars | YEAR ENDED<br>31.03.2017<br>(Rupees) | YEAR ENDED<br>31.03.2016<br>(Rupees) |
|-------------|--------------------------------------|--------------------------------------|
|-------------|--------------------------------------|--------------------------------------|

## **NOTE-21**

### **EMPLOYEE BENEFITS EXPENSES**

|   |                     |                     |
|---|---------------------|---------------------|
| Salary, Bonus & other allowances        | 18,75,00,548        | 18,01,21,016        |
| Contribution to Provident & Other funds | 86,24,339           | 81,04,092           |
| Staff Welfare Expenses                  | 43,49,621           | 44,65,996           |
| <b>Total</b>                            | <b>20,04,74,508</b> | <b>19,26,91,104</b> |

## **NOTE-22**

### **FINANCE COSTS**

|                        |                     |                     |
|------------------------|---------------------|---------------------|
| Interest Expenses      | 33,50,67,539        | 33,03,74,449        |
| Interest on Income Tax | 1,00,68,823         | -                   |
| Other borrowing Costs  | 1,11,22,009         | 40,26,829           |
| <b>Total</b>           | <b>35,62,58,371</b> | <b>33,44,01,278</b> |

## **NOTE-23**

### **OTHER EXPENSES**

|                                    |                     |                     |
|------------------------------------|---------------------|---------------------|
| Audit fees {Refer note no.-27}     | 13,46,289           | 14,07,768           |
| Advertisement and Publicity        | 1,77,52,895         | 3,81,10,050         |
| Power & Fuel Expenses              | 4,05,513            | 3,76,114            |
| Brokerage                          | 2,82,01,625         | 2,57,84,146         |
| Donation                           | -                   | 2,00,000            |
| CSR Expenditure                    | 15,89,299           | 10,30,926           |
| Insurance Premium                  | 4,82,776            | 4,94,539            |
| Item Related to Previous Year      | 45,501              | 6,69,753            |
| Legal & Professional Charges       | 2,30,34,043         | 2,28,50,761         |
| Rates & Taxes                      | 10,91,004           | 31,75,801           |
| Directors' Sitting Fees            | 6,31,800            | 6,92,700            |
| Repairs and Maintenance            |                     |                     |
| - On building                      | 39,55,835           | 35,74,256           |
| - On others                        | 50,98,259           | 43,59,343           |
| Loss on Sale of Investments        | 1,45,78,719         | -                   |
| Loss on Sale of Fixed Assets       | 64,505              | -                   |
| Irrecoverable balances written off | 4,31,900            | 35,904              |
| General/ Miscellaneous Expenses    | 2,61,24,192         | 3,87,13,917         |
| <b>Total</b>                       | <b>12,48,34,155</b> | <b>14,14,75,978</b> |



## Notes to the Consolidated Financial Statements

### NOTE NO. 24

#### **SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies adopted by the Company and its subsidiaries (hereinafter referred to as the Vipul Limited "Group") in respect of these Consolidated Financial Statement, are set out below:

##### **1) Principles of consolidation**

The Consolidated Financial Statements have been prepared on the basis of Accounting Standard-21 on "Consolidated Financial Statements" read with the following assumptions:

- The financial statements of the parent company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and inter group transactions.
- The consolidated financial statement are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's separate financial statement unless stated otherwise.
- The difference between the costs of investments in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the Financial Statements as Goodwill or Capital Reserve as the case may be.
- Goodwill arising, if any, out of consolidation is not being amortized.
- Minority Interest share of Net Profit/Loss of Consolidated Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.
- Minority Interest's share of Net Assets of Consolidated Subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and the equity of the Company's Shareholders.

##### **2) Basis of preparation of financial statements**

These financial statements are prepared under the historical cost convention, on accrual basis, except where otherwise stated and with all material aspects of Generally Accepted Accounting Principles ( GAAP) . GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies ( Accounts) Rules, 2014, the provisions of the Companies Act, 2013 ( to the extent notified). The accounting policies have been consistently applied by the Company except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **3) Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the result of operations during the reporting period.

Accounting estimates are based upon past experience, present realization and future presumptions and could change from period to period. Actual results could differ from these estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, their effects are disclosed in the notes to the financial statements.



**4) Revenue Recognition-**

Revenue is recognized as follows:

I. For Projects wherein revenue was recognized before 01.04.2016- Revenue on construction/development of projects is recognized according to percentage of completion method after making appropriate allowance for foreseeable loss, if any. However, Revenue is recognized only on those units where formal allotment/agreement to sell is executed and cost of construction reaches 30% of total estimated project cost.

II. For Projects wherein revenue was recognized after 01.04.2016- Revenue on construction/development of projects is recognized according to percentage of completion method after making appropriate allowance for foreseeable loss, if any. However, Revenue is recognized only on those units where formal allotment/agreement to sell is executed and cost of construction reaches 25% of total estimated project cost.

For revenue recognition as above:

- (a) Estimated project cost includes cost of land/ development rights, borrowing costs, overheads, estimated construction and development cost for projects where revenue is recognized prior to 01.04.2012.
  - (b) For projects in which no revenue was recognized prior to 1st April, 2012, indirect costs including administrative costs, selling costs and other costs of similar nature incurred on or after 1st April, 2012 have not been considered as part of construction costs and development costs and have been fully charged to Statement of Profit & Loss. Similar costs incurred before 1st April, 2012 for such projects which are carried in Work in Progress, in terms of the accounting policy being consistently followed by the company, is charged to Statement of Profit & Loss in the year when the revenue is recognized for the first time.
- III. Revenue relating to sale of residential and commercial plots is recognized on proportionate basis when 50% of the progress has been achieved as measured in terms of actual cost incurred to total estimated cost subject to the execution of the agreement to sell.
- IV. Claims, interest and transfer fees from customers are recognized on acceptance of the same.
- V. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.
- VI. Revenue from operation includes various charges recovered from the customers which is recognized on accrual basis having regard to timing and nature of service provided.

**5) Borrowing Costs**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are carried as part of the cost of such asset. Other borrowing costs are expensed in the year they are incurred.

**6) Tangible Assets**

Tangible assets are stated at cost of acquisition including any attributable cost for bringing the asset to its working condition for its intended use less accumulated depreciation and impairment losses.

**7) Depreciation and amortization**

Depreciation on tangible assets is provided on written down value method over the useful lives of assets estimated by the management. Depreciation for assets purchased / sold during a period is proportionately charged. The management estimates the useful lives for the tangible fixed assets are as follows:

| <b>Nature of assets</b> | <b>Useful lives ( in years)</b> |
|-------------------------|---------------------------------|
| Land & building         | 60                              |
| Cars                    | 8                               |
| Furniture & Fixtures    | 10                              |
| Computers & accessories | 3                               |
| Air Conditioners        | 5                               |
| Other Office Equipment  | 5                               |

Software are amortized over the estimated useful life of 5 years.

**8) Intangibles Assets**

Software which are not integral part of the hardware are classified as intangible assets and are stated at cost of acquisition less accumulated amortization.

**9) Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as Long term investments.

Long term investments are carried at cost. Provision for diminution, if any, in the value of each long term investment is made to recognize a decline other than of a temporary nature. Current investments are stated at lower of cost and fair value.

Profit / loss on sale of on investments is recognized with reference to the cost of the investment.

**10) Inventories**

- (i) Constructed properties, shown as work in progress, includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development costs, construction costs, overheads, borrowing costs, construction materials and is valued at lower of cost/ estimated cost and net realizable value.
- (ii) On completion of projects, unsold stocks are transferred to project finished stock under the head "Inventory" and the same is carried at cost or net realizable value, whichever is less.

**11) Retirement Benefits****a. Short Term employee benefit**

The company's liability in respect of accumulated leave salary is provided for in the Profit & Loss Statement based on actual unencashed leave liability determined at the end of the year.

**b. Long Term and Post–employment benefits**

(i) The employees' gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

(ii) Retirement benefits in the form of Provident Fund and Superannuation/ Pension schemes are charged to the Profit & Loss Statement in the year when the contributions to the respective funds are due.

**12) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation if the company has a present obligation as a result of past event and the amount of obligation can be reliably estimated.

Possible future or present obligations that may but will probably not require outflow of resources or where the same can not be reliably estimated is disclosed as contingent liability in the financial statement.

Contingent assets are neither recognized nor disclosed.

**13) Taxes on Income**

(i) Tax expense comprises both current and deferred tax. Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.

(ii) Deferred tax liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

**14) Foreign Currency Transactions**

Foreign currency denominated monetary assets and liabilities are translated at exchange rates in effect at Balance Sheet date. The gains or losses resulting from such translation are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency are translated at the exchange rate prevalent at the date of transactions.

Revenue, expense and cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of transaction.



### 15) Segment Reporting

The company has identified that its operating activity is a single primary business segment viz. Real Estate Development & Services carried out in India. Accordingly, whole of India has been considered as one geographical segment

### 16) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 17) Impairment of Assets

The company reviews the carrying amounts of tangible and intangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. Impairment loss, if any, is recognized in the period in which impairment takes place. An impairment loss for an asset is reversed if, the reversal can be related to an event occurring after the impairment loss recognized.

### 18) Cash & Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprises cash at bank and cash in hand and short term, highly liquid investment that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

## 25. Group structure

1. The list of subsidiary companies and the holding company viz. Vipul Limited's holding directly or through subsidiaries therein are as under:

| Sr. No. | Name of the companies                          | Country of incorporation | Ownership in % either directly or through subsidiaries |      |
|---------|--|--------------------------|--|------|
|         |  |                          | 2017   | 2016 |
| 1       | URR Housing and Construction Private Limited   | India                    | 100  | 100  |
| 2       | Ritwiz Builders and Developers Private Limited | India                    | 100  | 100  |
| 3       | United Buildwell Private Limited               | India                    | 100  | 100  |
| 4       | Vipul Southern Infracon Limited                | India                    | 100  | 100  |
| 5       | Entrepreneurs (Calcutta) Private Limited       | India                    | 100  | 100  |
| 6       | Vipul Eastern Infracon Pvt Ltd                 | India                    | 100  | 100  |
| 7       | Vipul Hospitality Limited                      | India                    | 100  | 100  |

| Sr. No. | Name of the companies                                | Country of incorporation | Ownership in % either directly or through subsidiaries |       |
|---------|--|--------------------------|--|-------|
|         |  |                          | 2017   | 2016  |
| 8       | Vipul SEZ Developers Private Limited                 | India                    | 50.04  | 50.04 |
| 9       | PKB Buildcon Private Limited                         | India                    | 50.04  | 50.04 |
| 10      | PKBK Buildwell Private Limited                       | India                    | 50.04  | 50.04 |
| 11      | KST Buildwell Private Limited                        | India                    | 50.04  | 50.04 |
| 12      | VSD Buildwell Private Limited                        | India                    | 50.04  | 50.04 |
| 13      | High Class Projects Limited                          | India                    | 100  | 100   |
| 14      | Bhatinda Hotels Limited                              | India                    | 100  | 100   |
| 15      | Abhipra Trading Private Limited                      | India                    | 100  | 100   |
| 16      | Vineeta Trading Private Limited                      | India                    | 100  | 100   |
| 17      | Graphic Research Consultants (India) Private Limited | India                    | 100  | 100   |
| 18      | Vipul Lavanya Developers Limited                     | India                    | 100  | 100   |

26. As there are long term constraints for transfer of funds, accounting of investments in shares of the Associates Companies (as referred in Part B attached herewith) has not been done in accordance with Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statements". Statements in pursuant in section 129(3) of the Companies Act, 2013 is attached as separate sheet.

#### 27. Auditor Remuneration

| Auditors Remuneration |                              | 2017 (Rs.)       | 2016 (Rs.)       |
|-----------------------|------------------------------|------------------|------------------|
| a.                    | As Auditor                   | 1,084,489        | 1,112,598        |
| b.                    | For Taxation Matters         | 75,000           | 86,450           |
| c.                    | For Other Services           | 140,000          | 1,18,840         |
| d.                    | For reimbursement of expense | 46,800           | 89,880           |
|                       | <b>Total</b>                 | <b>1,346,289</b> | <b>1,407,768</b> |

#### 28. Contingent Liability and ommitments (to the extent not provided for):

| Sl. No. | Contingent Liabilities & Commitments                  | 2017 | 2016 |
|---------|---|------|------|
|         |   | (Rs) | (Rs) |
| a.      | Claims against the company, not acknowledged as debts |      |      |



| Sl. No. | Contingent Liabilities & Commitments         | 2017          | 2016          |
|---------|--|---------------|---------------|
|         |  | (Rs)          | (Rs)          |
|         | (i) Income tax demand disputed under appeal* | 147,281,172   | 118,432,037   |
|         | (ii) Service tax disputed claims             | 1,610,821     | 1,610,821     |
|         | (iii) VAT Claims under dispute**             | 10,637,133    | 465,650,286   |
|         | (iv) Other Claims                            | 33,332,041    | 30,573,502    |
| b.      | Outstanding Bank Guarantees                  | 841,816,876   | 959,139,468   |
| c.      | Corporate Guarantee                          | 625,000,000   | 1,285,000,000 |
| d.      | Capital Commitments                          | 13,146,196    | 43,746,196    |
| e.      | Other Commitments                            | 2,698,611,200 | 1,402,693,000 |

\* Net of Rs.4,451,049/- (P.Y Rs. 4,451,049/-) paid under protest.

\*\* Net of Rs.1,597,633/- (P.Y Rs.849,321/-) paid under protest.

## 29. Earnings per Share:

| Sl. No. | Particulars   | 31.3.2017    | 31.3.2016    |
|---------|---|--------------|--------------|
| 1.      | Net Profit/(loss) after tax attributable to the Equity share holders (A) (Rs) | (98,741,726) | (98,937,535) |
| 2.      | Weighted average number of Equity Shares outstanding during the year (B)      | 119,984,480  | 119,984,480  |
| 3.      | Nominal Value of Each Share (Rs)  | 1            | 1            |
| 4.      | Basic and Diluted EPS (A)/(B)   | (0.82)       | (0.82)       |

## 30. The deferred tax Assets/ (liabilities) has been arrived as follows:-

(In Rs.)

| Deferred Tax Assets/(Liabilities)  | As at<br>01.04.2016 | Charged/<br>(Reversed)<br>to Profit &<br>Loss Account | As at<br>31.03.2017 |
|--|---------------------|---|---------------------|
| Deferred Tax Assets:   |                     |   |                     |
| Tax impact of difference between carrying amount of fixed assets in the financial statements and as per the income tax calculation | (3,766,162)         | (785,991)   | (4,552,154)         |
| Others   | 78,636,763          | 20,219,904  | 98,856,668          |
| Net Deferred Tax Assets  | 74,870,601          | 19,433,913  | 94,304,514          |

31. Solitaire Capital India, A shareholder of Vipul SEZ Developers Pvt. Ltd. along with Solitaire Ventures Pte. Ltd had moved the Hon'ble Supreme Court of India in terms of Section 11(5) and (6) of the Arbitration and Conciliation Act, 1996 and accordingly the Arbitral Tribunal stood constituted. The Parties namely Solitaire Ventures Pte. Ltd and Solitaire Capital India are treated to be Claimants therein and Vipul Group consisting of eight companies Vipul Ltd., Vipul SEZ Developers Pvt. Ltd., PKB Buildcon Pvt. Ltd., PKBK Build well Pvt. Ltd., KST Build well Pvt. Ltd., Entrepreneurs (Calcutta) Pvt. Ltd., URR Housing and Construction Pvt. Ltd. & Ritwiz Builders & Developers Pvt. Ltd. as well as Silver stone Developers Pvt. Ltd. and Karamchand Developers Pvt. Ltd. are treated to be Respondents.

All the Parties have filed their respective Claims/Counter Claims against each other. The Arbitral Proceedings are continuing.

Solitaire Capital India, A shareholder of Vipul SEZ Developers Pvt. Ltd., along with Solitaire Ventures Pte. Ltd had filed two petition before the Hon'ble High court of Delhi at New Delhi and also Silverstone Developers Pvt Ltd had also filed a petitions in Hon'ble Delhi High court for seeking interim relief and the Hon'ble High court vide its order dated 10th March 2015 has disposed of all three petitions as under:

Under these circumstances, all the three petitions are accordingly disposed of, with the direction that the interim order passed on 3rd December,2012 and modification order dated 27th September, 2013 in OMP NO 1123/2012 shall continue during the pendency of arbitral proceedings unless the said order is modified by the Arbitral Tribunal in respect of 132.568 acres (as 6 acres of land already sold with the consent of the parties) as per revised Project Land as per the MOU/Agreement dated 13th September,2008.

Effect, if any, required to be made in the financial statement of the company in this respect shall be made on finality of the matter.

32. During the year under review, Vipul SEZ Developers Pvt. Ltd., a subsidiary Company has been provided with the orders of the Hon'ble High Court of Punjab & Haryana for appeals RSA No 2111,2147 and 1852 of 2016 (O & M) issued on 04.11.2016 read with order for appeals RSA No 22394 of 2016(O & M) issued on 20.12.2016 in respect of Agreement to sell of Matadin for 2.507813 acres and Agreement to sell of Raghbir for 2.507813 acres and order dated 16.07.2016 of the Ld Gurugram Court against appeal bearing no 79 of 2014 for Agreement to sell of Bhupan for 5.015625 acres totalling to 10.031252 acres in respect of which total amount of Rs. 2,15,34,376/ (being Advance standing in the name of Raghbir Rs.1,17,58,594/-, Advance standing in the name of Matadin Rs.42,58,594/- and Advance standing in the name of Bhupan Rs.55,17,188/-) were paid by Vipul Ltd and Rs 2,15,34,376/- was debited to the Landowners and credited to Vipul Limited by the Company in its books of account on 31.12.2006.

Vipul SEZ Developers Pvt. Ltd. has also been provided with the Order dated 27.07.2017 of the Hon'ble Tribunal of consisting of Mr. Justice S. B. Sinha (Former Judge Supreme Court of India), Mr. Justice R. C. Chopra (Former Judge High Court of Delhi), Ms. Justice Reva Khetrapal (Former Judge High Court of Delhi) where it is inter-alia stated that "The Tribunal, upon consideration of the respective submissions of the Id. Counsel, is, however, of the view that interest of justice shall be sub-served in the peculiar facts and circumstance of the case, in the event, the Respondent No.2 (Vipul SEZ Developers Pvt. Ltd.) despite its aforementioned stand reverses the entry contained in the books of accounts of Respondent No. 2 ( Vipul SEZ Developers Pvt. Ltd.) vis-a vis Respondent No. 4 (Entrepreneurs (Calcutta) Pvt. Ltd.), the statutory auditor shall prepare note containing the respective dates of making the entry and reversal thereof and the same shall be without prejudice to the rights and contentions of the parties and subject to the ultimate decision of this Tribunal.

In terms of the aforesaid order, Vipul SEZ Developers Pvt. Ltd. has reversed these entries by crediting the respective advances and debiting Vipul Limited by Rs 2,15,34,376/- and the same shall be without prejudice to the rights and contentions of the parties and subject to the ultimate decision of this Tribunal.



33. The Financial Statements of Vipul SEZ Developers Private Limited, a subsidiary company contains the following notes:
- I) Pending Capital Structuring of the Company;
    - a. Contribution received for the project has been shown as "Contribution under Project" in note 3(e) to the Accounts which shall be converted into share application money on fulfillment of conditions as per Joint Development and Construction Agreement with investors.
    - b. No allotment has been made in respect of foreign remittances and for such receipts; clarification has been sought from RBI.
  - ii) As External Development charges due to HUDA/Director, Town and country Planning were not deposited due to status quo order of the Hon'ble High court on the operations of the company, notices were served for encashment of Bank Guarantees amounting to Rs. 2214.13 lacs which Axis Bank Ltd has not encashed and is contesting on grounds that the encashment notices have been received after the expiry of Bank Guarantees.
  - iii) As Internal Development works due to HUDA/Director, Town and country Planning were not deposited due to status quo order of the Hon'ble High court on the operations of the company, notices were served for encashment of Bank Guarantees amounting to Rs. 244.37 lacs which Axis Bank Ltd has not encashed and is contesting on grounds that the encashment notices have been received after the expiry of Bank Guarantees. A fresh Bank Guarantee for Rs 85.77 lacs has been submitted with DTCP, hence, earlier bank guarantee of Rs 85.77 lacs has to be released by DTCP.
  - iv) License no 9 of 2010 for Group Housing Development stood expired in January 2014. The Company during the year has applied for renewal of the license under the "EDC Relief Policy" dated 12.04.2016 extended up to 20.01.2017 and has accordingly deposited 10% of outstanding amount of External Development charges and Internal Development Charges (along with interest thereon) due to HUDA/Director, Town and country Planning. The renewal is pending.
  - v) License no 7 of 2010 for Group Housing Development has expired in January 2014 and same has been renewed in February 2016 for the a period of 2 years w.e.f 14.1.2014. The same stood again expired in February 2016. The Company during the year has applied for renewal of the license under the "EDC Relief Policy" dated 12.04.2016 extended up to 20.01.2017 and has accordingly deposited 10% of outstanding amount of External Development charges and Internal Development Charges (along with interest thereon) due to HUDA/Director, Town and country Planning. The renewal is pending.
34. Reserves shown in the Consolidated Balance Sheet represent the Group's share in the respective reserves of the Group Companies. Retained earnings comprise general reserve and Profit & Loss Statement.
35. Certain balances under Loans and Advances and Trade Receivables are subject to confirmation.
36. The details pertaining to related parties transactions are shown in a separate sheet.
37. Additional informations as required under schedule III of the Companies Act, 2013 of enterprises consolidated as subsidiaries are shown in a separate sheet.
38. Previous year's figures have been regrouped, rearranged and recasted wherever considered necessary.



## RELATED PARTY DISCLOSURES- 31.03.2017

Related parties are classified as :

### Entities having Common Key Management Personnel:

1. S.U. Finance Ltd.
2. Whitfield Infrastructure Development Pvt. Ltd.
3. Millennium Plaza Ltd.
4. Sarvamangalam Builders & Developers Pvt. Ltd.
5. Vipul Vocational Institutes Pvt. Ltd.
6. Ngenox Technologies Pvt. Ltd.
7. Aman Resorts Pvt. Ltd.
8. S.B Developers Ltd.
9. Vipul Modern Buildcon Pvt. Ltd.
10. Innovative Emergency Management India Pvt. Ltd.

### Key Management Personnel

1. Mr. Punit Beriwal- Managing Director
2. Mrs. Ameeta Verma Duggal- Independent Director
3. Mr. Bidhubhusan Samal- Independent Director
4. Mr. Kapil Dutta- Independent Director
5. Mr. Rajesh Kumar Batra- Independent Director
6. Mr. Vikram Vasheshar Kochhar- Independent Director
7. Mrs. Guninder Singh- Chief Executive Officer

8. Mr. Ajay Agrawal- Chief Financial Officer
9. Mr. Vivek Chaudhary- Company Secretary (Since Resigned)

### Relatives of Key Management Personnel having transactions

1. Mrs. Bimla Devi Beriwal
2. Mrs. Sunita Beriwal
3. Punit Beriwal (HUF)
4. Ms. Vishaka Beriwal
5. Ms. Manasi Beriwal

### Entities in which a Relative of a Key Management Personnel is a Director/Interested

1. GVG Consultants Pvt. Ltd.
2. VG Associates
3. Vipul Motors Pvt. Ltd.

### Associates

1. Mudra Finance Ltd.
2. Vipul Karamchand SEZ Pvt. Ltd.
3. Choice Real Estate Developers Pvt. Ltd.
4. Maxworth Marketing Pvt. Ltd.
5. Whitfield Infrastructure Development Pvt. Ltd.



**Summary of significant related parties transactions carried out in ordinary course of business are as under: (in Rs)**

| Sl. No. | Description  | Entities Having Common Key Management Personnel |            | Key Management Personnel |            | Relative of Key Management Personnel |            | Entities in which a Relative of a Key Management Personnel is a Director/ Interested |           | Associates  |             |
|---------|--|---|------------|--------------------------|------------|--------------------------------------|------------|--|-----------|-------------|-------------|
|         |  | 2016-17   | 2015-16    | 2016-17                  | 2015-16    | 2016-17                              | 2015-16    | 2016-17  | 2015-16   | 2016-17     | 2015-16     |
| 1       | Loans  | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 2       | Advances Recoverable                                 | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 3       | Project Advances Paid                                | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 4       | Project Advances Received                            | 419,952   | 530,000    | -                        | -          | -                                    | -          | -  | -         | 21,100,000  | 1,594,028   |
| 5       | Advance Against Flat Received                        | -   | -          | -                        | -          | -                                    | -          | -  | -         | 18,000,000  | 1,594,028   |
| 6       | Rent Paid  | -   | -          | -                        | 360,000    | 960,000                              | 960,000    | 8,241,726  | 8,241,726 | -           | -           |
| 7       | Services Received                                    | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 8       | Services Provided                                    | -   | -          | -                        | -          | 15,239,259                           | 11,319,566 | -  | -         | -           | -           |
| 9       | Sale of land rights                                  | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 10      | Interest Paid  | -   | -          | 1,140,000                | 1,140,000  | -                                    | -          | 858,695  | -         | -           | -           |
| 11      | Purchase of Fixed Assets                             | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 12      | Share Application Money Paid                         | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 13      | Share Application Money Received                     | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 14      | Management Consultancy Service Provided              | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 15      | Security Deposit Paid                                | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 16      | Deposit Received                                     | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 17      | Maintenance Security Deposit Received                | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 18      | Land Holding Charges                                 | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
| 19      | Remuneration to Key Management personnel             | -   | -          | 40,703,516               | 33,000,780 | -                                    | -          | -  | -         | -           | -           |
| 20      | Remuneration to relative of Key Management personnel | -   | -          | -                        | -          | 764,516                              | -          | -  | -         | -           | -           |
| 21      | Sitting Fees to Key Management Personnel             | -   | -          | 495,000                  | 630,000    | -                                    | -          | -  | -         | -           | -           |
| 22      | Balance as on 31st March                             | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
|         | i) Loans Recoverable                                 | -   | -          | -                        | -          | -                                    | -          | -  | -         | 992,671     | 992,671     |
|         | ii) Advances Recoverable                             | -   | -          | -                        | -          | -                                    | -          | -  | -         | 344,171,887 | 341,071,887 |
|         | iii) Project Advances Paid                           | 21,900,000                                      | 21,900,000 | -                        | -          | -                                    | -          | -  | -         | -           | -           |
|         | iv) Security Deposit Paid                            | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
|         | v) Security Deposit Received                         | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | -           |
|         | vi) Maintenance Security Deposit Received            | -   | -          | 950,000                  | 950,000    | 6,320,000                            | 6,320,000  | -  | -         | -           | -           |
|         | vii) Advances Received                               | -   | -          | -                        | -          | -                                    | -          | -  | -         | -           | 10,780,000  |
|         | viii) Creditors/Payables                             | -   | -          | 96,822                   | 95,000     | -                                    | -          | -  | -         | -           | -           |
|         | ix) Debtors/Receivables                              | -   | -          | -                        | -          | 1,142,384                            | 14,884,919 | -  | -         | -           | -           |

**Additional Information, as required under Schedule III to the Companies Act, 2013,  
of enterprises consolidated as subsidiary.**

| S. No | Name of the enterprise                         | Net Assets, i.e., total assets<br>minus total liabilities |               | Share in profit or loss                     |              |
|-------|--|---|---------------|---|--------------|
|       |  | As % of<br>consolidated<br>net assets                     | Amount        | As % of<br>consolidated<br>(Profit) or Loss | Amount       |
|       | 1  | 2   | 3             | 4   | 5            |
|       | <b>Parent Company</b>                          |   |               |   |              |
| 1     | Vipul Limited                                  | 100.88  | 3,667,298,169 | (50.73)                                     | 50,090,567   |
|       | <b>Indian Subsidiaries</b>                     |   |               |   |              |
| 1     | Ritwiz Builders and Developers Pvt. Ltd.       | (0.09)  | (3,335,445)   | (0.02)                                      | 15,358       |
| 2     | URR Housing and Construction Pvt. Ltd.         | (0.19)  | (7,047,536)   | (2.13)                                      | 2,107,417    |
| 3     | United Buildwell Pvt. Ltd.                     | 0.83  | 30,099,153    | (0.65)                                      | 646,143      |
| 4     | Vipul Southern Infracon Ltd                    | (5.58)  | (202,745,037) | 66.48                                       | (65,639,436) |
| 5     | High Class Projects Ltd.                       | 0.25  | 8,982,846     | 86.88                                       | (85,791,413) |
| 6     | Bhatinda Hotels Ltd.                           | 0.00  | 166,364       | 0.02  | (18,982)     |
| 7     | Vipul Eastern Infracon Pvt Ltd                 | 2.17  | 78,781,932    | 0.04  | (39,324)     |
| 8     | Graphic Research Consultants (India) Pvt. Ltd. | 0.23  | 8,537,643     | (0.17)                                      | 169,294      |
| 9     | Vineeta Trading Pvt. Ltd.                      | 0.18  | 6,521,880     | 0.04  | (40,109)     |
| 10    | Abhipra Trading Pvt. Ltd.                      | 0.00  | 162,908       | 0.02  | (18,131)     |
| 11    | Entrepreneurs (Calcutta) Private limited       | 0.40  | 14,466,158    | (0.47)                                      | 461,640      |
| 12    | Vipul Hospitality Ltd                          | (0.84)  | (30,429,930)  | 0.04  | (39,888)     |
| 13    | Vipul Lavanya Developers Ltd.                  | 0.01  | 380,501       | 0.02  | (15,446)     |
| 14    | PKB Buildcon Pvt. Ltd.                         | 0.34  | 12,407,633    | 0.38  | (374,117)    |
| 15    | PKBK Buildwell Pvt. Ltd.                       | 0.00  | 160,677       | 0.01  | (5,462)      |
| 16    | KST Buildwell Pvt. Ltd.                        | 0.01  | 182,332       | 0.00  | (2,717)      |
| 17    | VSD Buildwell Pvt. Ltd.                        | 0.01  | 193,303       | 0.02  | (15,924)     |
| 18    | Vipul SEZ Developers Pvt. Ltd.                 | 0.52  | 18,766,504    | 0.87  | (859,605)    |
|       | <b>Minority Interest in Subsidiaries</b>       |   |               |   |              |
| 1     | Minority Interest                              | 0.87  | 31,709,303    | (0.64)                                      | 628,409      |



**FORM AOC-I**  
**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)**  
**Statement containing salient features of the financial statement of subsidiaries / associate companies**  
**PART A : Subsidiaries**

(Amt. in Rupees)

| Sl. No. | Name of the Subsidiary                         | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Reporting currency and Exchange rate as on the last date of relevant Financial year in the case of foreign subsidiaries. | Share Capital | Reserves & Surplus | Total Assets  | Total Liabilities | Investments | Turnover   | Profit/ (Loss) Before Tax | Provision for Tax (including adjustments) | Profit/ (Loss) After Tax | Proposed Dividend of Holding Company | % of Shareholding of Holding Company |
|---------|--|---|--|---------------|--------------------|---------------|-------------------|-------------|------------|---------------------------|---|--------------------------|--------------------------------------|--------------------------------------|
| 1       | Ritviz Builders and Developers Pvt Ltd         | 31-Mar-17   | Indian Origin  | 500,000       | (3,835,445)        | 293,919,480   | 297,254,925       | -           | 35,000     | 17,078                    | 1,720                                     | 15,358                   | -                                    | 100%                                 |
| 2       | URR Housing and Construction Pvt. Ltd.         | 31-Mar-17   | Indian Origin  | 500,000       | (7,547,536)        | 167,716,187   | 174,763,723       | 101,187,931 | 2,694,684  | 2,602,453                 | 495,036                                   | 2,107,417                | -                                    | 100%                                 |
| 3       | Entrepreneurs (Calcutta) Pvt. Ltd.             | 31-Mar-17   | Indian Origin  | 64,620,000    | (50,153,842)       | 581,935,169   | 567,469,011       | 7,750,000   | 1,718,907  | 594,355                   | 132,715                                   | 461,640                  | -                                    | 100%                                 |
| 4       | Vipul Eastern Infracon Pvt. Ltd.               | 31-Mar-17   | Indian Origin  | 26,218,600    | 52,563,332         | 181,745,536   | 102,963,604       | 176,364,143 | -          | (39,476)                  | (152)                                     | (39,324)                 | -                                    | 100%                                 |
| 5       | Vipul Hospitality Ltd.                         | 31-Mar-17   | Indian Origin  | 500,000       | (30,929,930)       | 74,621,839    | 105,051,769       | 500,000     | -          | (39,888)                  | -   | (39,888)                 | -                                    | 100%                                 |
| 6       | Vipul Southern Infracon Ltd.                   | 31-Mar-17   | Indian Origin  | 500,000       | (203,245,037)      | 91,907,636    | 294,652,673       | -           | -          | (65,639,436)              | -   | (65,639,436)             | -                                    | 100%                                 |
| 7       | United Buildwell Pvt. Ltd.                     | 31-Mar-17   | Indian Origin  | 500,000       | 29,599,153         | 225,734,346   | 195,635,193       | 76,603,938  | 1,417,042  | 1,043,823                 | 397,680                                   | 646,143                  | -                                    | 100%                                 |
| 8       | High Class Projects Ltd.                       | 31-Mar-17   | Indian Origin  | 125,000,000   | (116,017,154)      | 657,144,697   | 648,161,851       | -           | 29,511,358 | (123,953,418)             | (38,162,005)                              | (85,791,413)             | -                                    | 100%                                 |
| 9       | Bhatinda Hotels Ltd.                           | 31-Mar-17   | Indian Origin  | 500,000       | (333,636)          | 179,223       | 12,859            | -           | -          | (18,982)                  | -   | (18,982)                 | -                                    | 100%                                 |
| 10      | Abhipra Trading Pvt. Ltd.                      | 31-Mar-17   | Indian Origin  | 500,000       | (337,092)          | 30,175,767    | 30,012,859        | -           | -          | (34,292)                  | (16,161)                                  | (18,131)                 | -                                    | 100%                                 |
| 11      | Vineeta Trading Pvt. Ltd.                      | 31-Mar-17   | Indian Origin  | 4,976,450     | 1,545,430          | 36,547,997    | 30,026,117        | -           | -          | (40,109)                  | -   | (40,109)                 | -                                    | 100%                                 |
| 12      | Graphic Research Consultants (India) Pvt. Ltd. | 31-Mar-17   | Indian Origin  | 500,000       | 8,037,643          | 154,149,643   | 145,612,000       | -           | 283,493    | 248,640                   | 79,346                                    | 169,294                  | -                                    | 100%                                 |
| 13      | Vipul Lavanya Developers Ltd.                  | 31-Mar-17   | Indian Origin  | 500,000       | (119,499)          | 7,776,819     | 7,396,318         | -           | -          | (12,990)                  | 2,456                                     | (15,446)                 | -                                    | 100%                                 |
| 14      | VSD Buildwell Pvt. Ltd.                        | 31-Mar-17   | Indian Origin  | 500,000       | (113,704)          | 427,305       | 41,00.9           | -           | -          | (15,924)                  | -   | (15,924)                 | -                                    | 50.04%                               |
| 15      | K S T Buildwell Pvt Ltd                        | 31-Mar-17   | Indian Origin  | 500,000       | (135,627)          | 18,300,212    | 17,935,839        | -           | 35,000     | (2,717)                   | -   | (2,717)                  | -                                    | 50.04%                               |
| 16      | P K B K Buildwell Pvt Ltd                      | 31-Mar-17   | Indian Origin  | 500,000       | (178,903)          | 330,366,053   | 330,044,956       | -           | 35,000     | (5,462)                   | -   | (5,462)                  | -                                    | 50.04%                               |
| 17      | P K B Bulidcon Pvt Ltd                         | 31-Mar-17   | Indian Origin  | 500,000       | 24,295,429         | 24,878,244    | 82,815            | -           | 35,000     | (369,117)                 | 5,000                                     | (374,117)                | -                                    | 50.04%                               |
| 18      | Vipul S E Z Developers Pvt Ltd                 | 31-Mar-17   | Indian Origin  | 500,000       | 37,003,005         | 3,475,595,827 | 3,438,092,822     | 2,000,000   | -          | (859,605)                 | -   | (859,605)                | -                                    | 50.04%                               |

**Part "B " : Associates and Joint Ventures**  
**Statement pursuant in Section 129(3) of the Companies Act , 2013 related to Associates Companies and Joint Ventures**

| Sl. No. | Name of Associates                             | Latest Audited Balance Sheet Date | Equity Shares of Associate held by the Holding company on the year end |                                    |                     | Description of how there is significant influence | Reason why the Associate is not consolidated   | Net Worth attributable to Shareholding as per latest audited Balance Sheet | Profit / (Loss) for the year |                                 |
|---------|--|-----------------------------------|--|------------------------------------|---------------------|---|--|--|------------------------------|---------------------------------|
|         |  |                                   | No.s   | Amount of Investment in Associates | Extend of Holding % |   |  |  | Considered in Consolidation  | Not Considered in Consolidation |
| 1       | Mudra Finance Limited                          | 31-Mar-16                         | 70,000   | 13,300,000                         | 33.33%              | Holding Shares more than 20% directly             | As there are long term constraints for transfer of funds, Accounting of Investments in shares of Associate Companies of the following has not been done under the Equity method in terms of Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial statements". | 38,642,145   | Nil                          | 2,336,664                       |
| 2       | Maxworth Marketing Private Ltd.                | 31-Mar-16                         | 625,000  | 6,250,000                          | 50.00%              | Holding Shares more than 20% through a subsidiary |  | 9,335,599  | Nil                          | 195,924                         |
| 3       | Vipul Karamchand SEZ Pvt. Ltd.                 | 31-Mar-16                         | 500,000  | 5,000,000                          | 50.00%              | Holding Shares more than 20% directly             |  | 4,580,188  | Nil                          | (12,768)                        |
| 4       | Choice Real Estate Developers Private Limited  | 31-Mar-16                         | 5,000  | 50,125                             | 50.00%              | Holding Shares more than 20% directly             |  | 593,937  | Nil                          | 524,656                         |
| 5       | Whitfield Infrastructure Development Pvt. Ltd. | 31-Mar-16                         | 15,000   | 1,500,000                          | 50.00%              | Holding Shares more than 20% through a subsidiary |  | 1,467,343  | Nil                          | (2,500)                         |



**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH , 2017**

| Particulars  | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2017 |               | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2016 |               |
|--|---|---------------|---|---------------|
|  | Amount in Rupees                          |               |   |               |
| <b>A. CASH FLOW FROM OPERATING ACTIVITIE</b>                   |   |               |   |               |
| Net Profit before Tax, appropriation, and extra-Ordinary items | (106,392,009)                             |               | (106,404,644)                             |               |
| Depreciation   | 64,616,453                                |               | 18,652,928                                |               |
| (Profit)/Loss on sale of Fixed Asset                           | 64,505                                    |               | (254,290)                                 |               |
| (Profit)/Loss on sale of Investments                           | 14,230,010                                |               | (35,281)                                  |               |
| Interest and Finance Charges                                   | 356,258,371                               |               | 334,401,278                               |               |
| Interest Income  | (37,236,763)                              |               | (109,720,795)                             |               |
| <b>Operating Profit before Working Capital Changes</b>         |   | 291,540,567   |   | 136,639,196   |
| Adjusted for :   |   |               |   |               |
| (Increase)/ Decrease in Trade receivable                       | (206,202,574)                             |               | (651,906,014)                             |               |
| (Increase)/ Decrease in Inventory                              | (348,568,973)                             |               | (474,289,961)                             |               |
| (Increase)/ Decrease in Loans & Advances                       | (69,873,886)                              |               | 37,040,543                                |               |
| Increase/ (Decrease) in Trade payable                          | (23,687,619)                              |               | (55,768,812)                              |               |
| Increase/ (Decrease) in Other payable                          | (186,161,720)                             |               | 561,607,760                               |               |
|  |   | (834,494,772) |   | (583,316,484) |
| <b>Cash generated from operation</b>                           |   | (542,954,205) |   | (446,677,288) |
| Taxes Paid during the year                                     |   | (31,158,946)  |   | (13,284,169)  |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>                      |   | (574,113,151) |   | (459,961,457) |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                  |   |               |   |               |
| Sale of Fixed Asset  | 7,000                                     |               | 400,700                                   |               |
| Purchase of Fixed Asset  | (54,485,798)                              |               | (290,285,888)                             |               |
| Interest Received  | 37,236,763                                |               | 109,720,795                               |               |
| Sale of Investments  | 45,769,990                                |               | 25,035,281                                |               |
| Purchase of Investments  | (37,636,398)                              |               | (28,119,250)                              |               |
| <b>NET CASH FROM INVESTING ACTIVITIES</b>                      |   | (9,108,443)   |   | (183,248,362) |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                  |   |               |   |               |
| Interest and Finance Charges                                   | (356,258,371)                             |               | (334,401,278)                             |               |
| Dividend Paid to equity shareholders (including dividend tax)  | (1,506,539)                               |               | -   |               |
| Net proceeds from Long Term Borrowings                         | 654,186,890                               |               | 921,026,712                               |               |
| <b>Net Proceeds from Short Term borrowings</b>                 |   |               |   |               |
| -Proceeds from Unsecured Loans                                 | 75,380,685                                |               | (93,458,360)                              |               |

| Particulars  | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2017 |                           | YEAR ENDED<br>31 <sup>ST</sup> MARCH 2016 |                    |
|--|---|---------------------------|---|--------------------|
|  | Amount in Rupees                          |                           |   |                    |
| -Net movement in Cash Credit facilities                  | 160,692,696                               |                           | (30,314,772)                              |                    |
| <b>NET CASH FROM FINANCING ACTIVITIES</b>                |   | <b>532,495,361</b>        |   | 462,852,302        |
| <b>Total (A+B+C)</b>                                     |   | <b>(50,726,233)</b>       |   | (180,357,517)      |
| <br>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS |   | <br><b>(50,726,233)</b>   |   | <br>(180,357,517)  |
| <br>CASH AND CASH EQUIVALENTS (OPENING BALANCE)          |   | <br><b>140,808,715</b>    |   | 321,166,232        |
| CASH AND CASH EQUIVALENTS (CLOSING BALANCE)              |   | <u><b>90,082,482</b></u>  |   | <u>140,808,715</u> |
| <br><b><u>Cash &amp; Cash Equivalents:</u></b>           |   |                           |   |                    |
| Cash and Bank Balances                                   |   | <b>222,391,625</b>        |   | 337,020,530        |
| Less: Other Bank Balances                                |   | <u><b>132,309,143</b></u> |   | <u>196,211,815</u> |
|  |   | <b>90,082,482</b>         |   | <b>140,808,715</b> |

**Notes:**

- Figures in brackets indicate cash outflow.
- Previous figures have been regrouped/recasted, wherever necessary, to confirm to the current year's classification

As per our report of even date attached

For L.B. Jha & Co.  
Chartered Accountants  
FRN: 301088E

sd/-  
(Satyabrata Pati)  
Partner  
Membership No. 095080

Place: Gurugram  
Date: August 21, 2017

For & on behalf of the Board of Directors of  
Vipul Limited

sd/-  
Punit Beriwal  
Managing Director  
DIN: 00231682

sd/-  
Vikram Vasheshar Kochhar  
Director  
DIN: 03098195

sd/-  
Ajay Agrawal  
Chief Financial Officer


**Statement on Impact of Audit Qualifications (Consolidated Accounts)**

| Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2017 |   |   |  |  |
|---|---|---|--|--|
| I.  | SI No.  | Particulars   | Audit Figures<br>(as reported<br>before adjusting<br>for qualifications) | Adjusted Figures<br>(audited figures<br>after adjusting for<br>qualifications) |
|   | 1.  | Turnover/Total Income   | 2,379,860,638  | 2,379,860,638  |
|   | 2.  | Total Expenditure   | 2,486,252,647  | 2,486,252,647  |
|   | 3.  | Net Profit/(Loss)   | (106,392,009)  | (106,392,009)  |
|   | 4.  | Earnings Per Share  | (0.82)   | (0.82)   |
|   | 5.  | Total Assets  | 15,158,130,125   | 15,158,130,125   |
|   | 6.  | Total Liabilities   | 15,158,130,125   | 15,158,130,125   |
|   | 7.  | Net Worth   | 3,603,550,054  | 3,603,550,054  |
|   | 8.  | Any other financial item(s) (as felt appropriate by the management) | Nil  | Nil  |
| II.   | Audit Qualification (each audit qualification separately): (As per Annexure 1)                      |   |  |  |
|   | a. Details of Audit Qualification:  |   |  | As per Annexure 1  |
|   | b. Type of Audit Qualification: Qualified Opinion / Disclosure of Opinion / Adverse Opinion         |   |  | Qualified Opinion  |
|   | c. Frequency of qualification: whether appeared first time / repetitive / since how long continuing |   |  | Repetitive   |
|   | d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's view      |   |  | Not Applicable   |
|   | e. For Audit Qualification(s) where the impact is not quantified by the auditor:                    |   |  |  |
|   | i. Management's estimation on the impact of audit qualification:                                    |   |  | Nil  |
|   | ii. If management is unable to estimate the impact, reasons for the same:                           |   |  | As per Annexure 1  |
|   | iii. Auditor's Comments on (i) or (ii) above:   |   |  | As per Annexure 1  |
|   |   |   |  |  |
| III.  | Signatories:  |   |  |  |
|   | • Mr. Punit Beriwala (Managing Director)  |   |  |  |
|   | • Mr. Ajay Agrawal (CFO)  |   |  |  |
|   | • Mr. Vikram Vasheshar Kochhar<br>(Audit Committee Chairman)  |   |  |  |
|   | • L.B. Jha & Co.<br>Statutory Auditor   |   |  |  |

**Place: Gurugram**
**Date: August 21, 2017**



## Annexure 1 to the Statement on Impact of Audit Qualifications (Consolidated Accounts)

| SI | Details of Audit Qualification  | If Management is unable to estimate the impact, reasons for the same  | Auditors' Comments on Management's reasons  |
|----|---|---|---|
| 1. | In absence of the confirmation of the advances given amounting to Rs.33,50,000/-, we are unable to comment about the realisability of the same.   | The management is following up for recovery and favorable response is expected. Hence, the management is of the opinion that no provision is required.  | No specific comments other than our observation in auditor's report.  |
| 2. | The licenses for the Group Housing Development have expired during January'14 and January'16 respectively and the Company has applied for renewal of these licences under the "EDC Relief Policy" announced by Govt. Haryana. The renewals of these licences are awaited. In the absence of such renewed license we are unable to comment about the future use of such land for which such license has been obtained. | The management is optimistic about the renewal of said licenses.  | Pending receipt of the order from the Licensing authorities, consequential effects on the financial results are not ascertainable.                            |
| 3. | The External Development Charges and Infrastructural Development charges along with the delayed payment surcharge, amounting to Rs.1239210153/-, have not been deposited and the Statutory Authority has taken step to invoke the Bank Guarantee issued by Axis Bank Ltd. Pending invocation of bank guarantee, we are unable to comment about the impact of the same in the Financial Statement of the company.      | The management is of the opinion that no further provision is required as all liabilities including delayed payment surcharge has already been provided in the financial statements. Any financial impact from Bank on invocation of the Bank Guarantee is not ascertainable till the time any such demand is raised by the Bank. | Pending any demand from the Bank, consequential effects on the financial results are not ascertainable.   |
| 4. | Rs.161282741/- shown in the books as Deposit lying with Department of Town and Country Planning, Govt. of Haryana is subject to confirmation.   | The management is of the opinion that no provision is required as these recoveries from Department of Town and Country Planning, Govt of Haryana is based on various correspondence of the Government Body. An account confirmation from Department of Town and Country Planning, Govt of Haryana is awaited.                     | Pending confirmation from the Department of Town and Country Planning, Govt of Haryana, consequential effects on the financial results are not ascertainable. |





# VIPUL LIMITED

Form No. MGT-11

CIN: L65923DL2002PLC167607

Regd Off: Regus Rectangle, Level 4, Rectangle 1, D4, Commercial Complex, Saket, New Delhi-110017

Tel:- 91-124-4065500, Fax: 91-124-4061000, Email: info@vipulgroup.in, Website: www.vipulgroup.in

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s): .....

Registered Address: .....

Email Id: ..... Folio No. / Client ID: .....

I/We, being the member(s) holding ..... Shares of the above named Company, hereby appoint:

1. Name: ..... Address: .....

Email ID: .....

Signature.....

**or failing him/her**

2. Name: ..... Address: .....

Email ID: .....

Signature.....

**or failing him/her**

3. Name: ..... Address: .....

Email ID: .....

Signature.....

as my/our proxy to attend and vote (on a ballot/poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Friday, September 22, 2017 at 11:00 A.M. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi - 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution  | Vote |         |         |
|-------------------|---|------|---------|---------|
| Ordinary Business |   |      |         |         |
| 1.                | To receive, consider and adopt the:<br>(a) Audited Financial Statements, Reports of Board of directors and Auditors thereon for the financial year ended March 31, 2017; and<br>(b) Audited Consolidated Financial Statements and the report of the Auditors' thereon for the financial year ended March 31, 2017 | For  | Against | Abstain |
| 2.                | To declare a dividend on equity shares for the Financial Year ended March 31, 2017  |      |         |         |
| 3.                | To appoint a Director in place of Mr. Punit Beriwal (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment  |      |         |         |
| 4.                | To appoint Statutory Auditors of the Company and to fix their remuneration  |      |         |         |
| Special Business  |   |      |         |         |
| 5.                | Ratification of remuneration payable to Cost Auditors for the Financial Year ending March 31, 2018  |      |         |         |

Signed this ..... Day of ..... 2017

Signature of proxy Holders(s)

Signature of Shareholder/Member

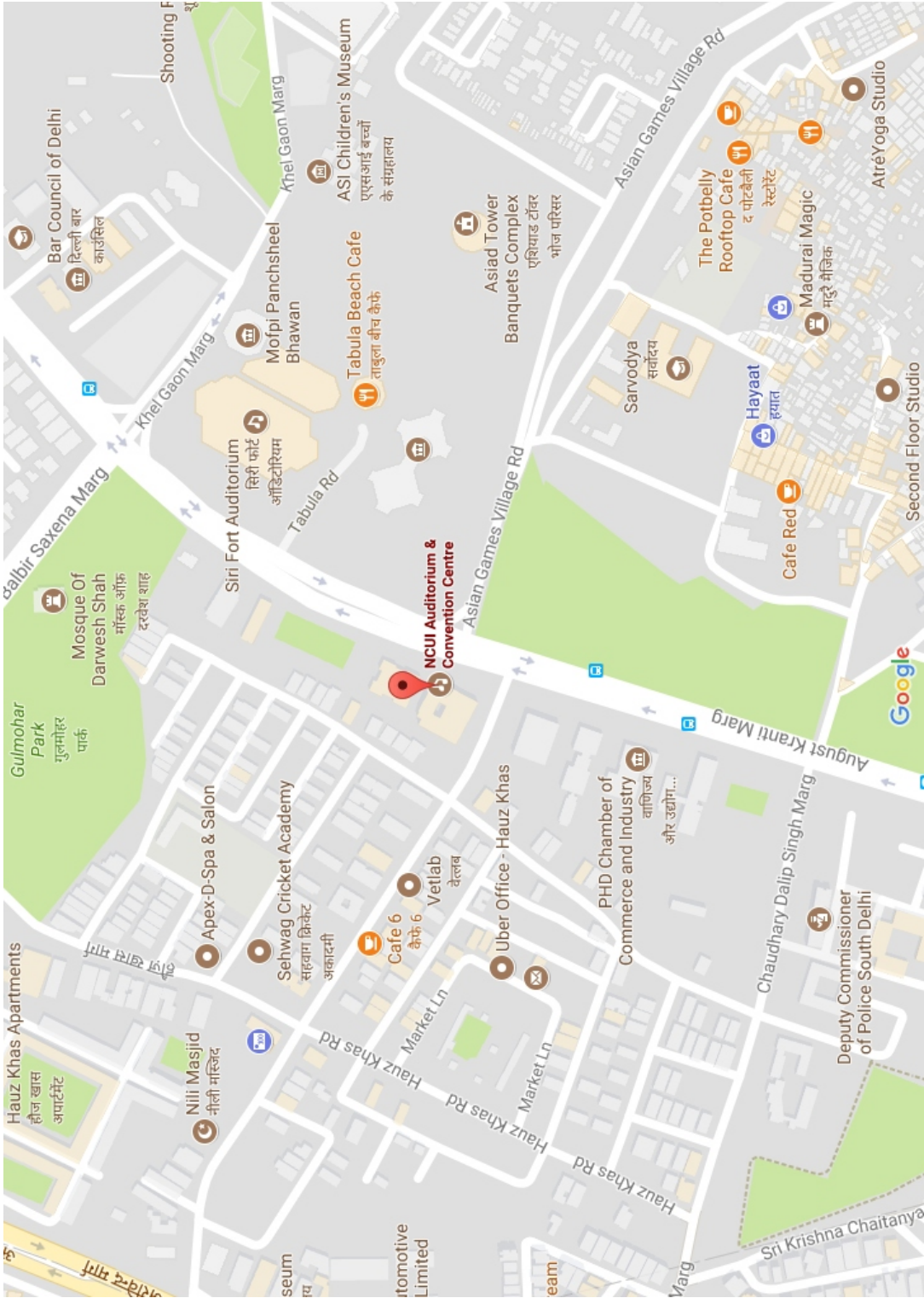
Affix revenue stamp of not less than Rs. 1.00

### Notes:

- This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.
- It is optional to indicate your reference, if you leave the for, against column or abstain column blank against or abstain column blank against any or all resolutions, your proxy will be entitled in the manner as he/she may deem appropriate.



Route map to the venue of the 26th Annual General Meeting (AGM) of Vipul Limited



📍 NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi-110016



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## SOME OF VIPUL'S LANDMARKS

### INTEGRATED TOWNSHIPS

- VipulWorld, Gurugram
- VipulWorld, Ludhiana

### INDEPENDENT FLOORS

- Vipul Floors, Gurugram
- Vipul Floors, Ludhiana

### VILLAS

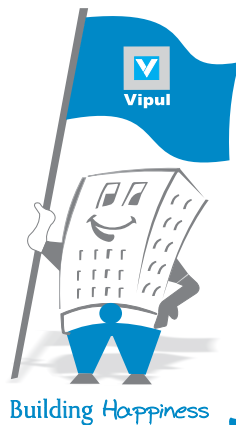
- Tatvam Villas, Gurugram

### GROUP HOUSING

- Vipul Greens, Gurugram
- Vipul Gardens, Gurugram
- Vipul Belmonte, Gurugram
- Aarohan Residences, Gurugram
- Vipul Lavanya, Gurugram
- Vipul Gardens, Dharuhera
- Vipul Pratham, Bawal
- Vipul Gardens, Bhubaneswar
- Vipul Greens, Bhubaneswar

### COMMERCIAL

- Vipul Square, Gurugram
- Vipul Plaza, Gurugram
- Vipul Agora, Gurugram
- Vipul TechSquare, Gurugram
- Vipul Trade Centre, Gurugram
- Vipul Business Park, Gurugram
- Vipul Plaza, Faridabad
- Vipul Plaza, Bhubaneswar



If undelivered please return to  
**Corporate Office:** Vipul Tech Square, Golf Course Road,  
Sec-43, Gurugram-122 009 Haryana  
Tel: +91-124-4065500, Fax: +91-124-4061000  
[www.vipulgroup.in](http://www.vipulgroup.in)

CIN NO: L65923DL2002PLC167607

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**Registered Office:** Regus Rectangle Level 4, Rectangle 1, D4,  
Commercial Complex, Saket, New Delhi -110017