

# Ajmera Realty & Infra India Limited



Regd. Office : "Citi Mall", Link Road, Andheri (West), Mumbai 400 053.

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CIN No. L27104 MH1985 PLCO35659

Ref: SEC/ARIL/BSE-NSE/2017-2018

Date: 2<sup>nd</sup> October, 2017

The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001  Script Code : 513349	National Stock Exchange of India Limited 5 <sup>th</sup> Floor, Exchange Plaza, Bandra Kurla Complex Bandra(East) Mumbai-400051  Script Code : AJMERA
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**Sub: Annual Report of the Company for the Financial Year 2016-17**

Dear Sir,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we hereby submit the Annual Report of the Company for FY 2016-17, duly approved and adopted by the members at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2017.

Kindly take this into your records.

Yours faithfully,

**For AJMERA REALTY & INFRA INDIA LTD**

*Harshini D. Ajmera*  
**HARSHINI D. AJMERA**  
**COMPLIANCE OFFICER**

*End: as above*

**AJMERA REALTY & INFRA INDIA LIMITED**

30<sup>th</sup> Annual Report 2016-17



**WHERE  
PERFORMANCE  
MEETS  
PROMISE**

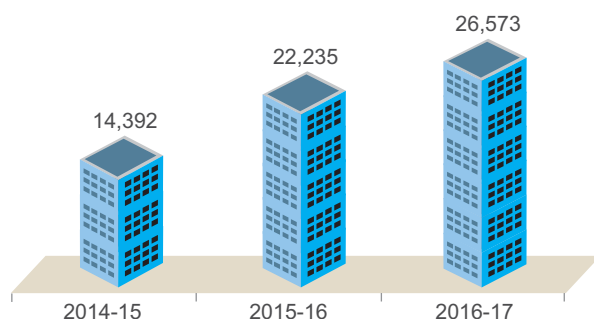
# UNVEILING OUR PERFORMANCE ODYSSEY

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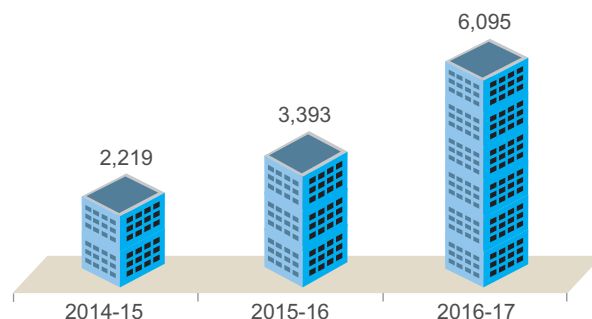


# OUR PERFORMANCE SNAPSHOT

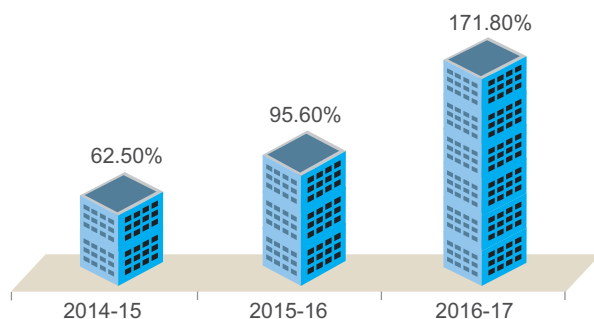
**Net Sales** (₹ in Lakhs)



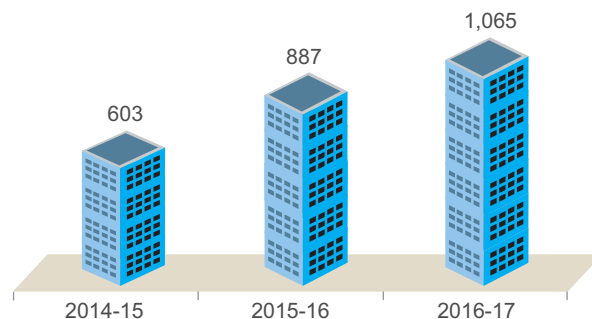
**Net Profit** (₹ in Lakhs)



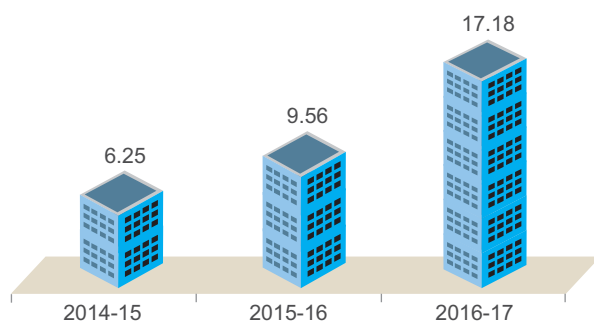
**Return on Equity** (%)



**Dividend Payout** (₹ in Lakhs)



**Earnings Per Share (EPS)** (in ₹)



# OUR CHAIRMAN EMERITUS



**Late Shri Ishwarlal S. Ajmera**

30<sup>th</sup> October, 1925 to 9<sup>th</sup> August, 2015

यद् यद् आचरति श्रेष्ठस् तत् तद् एवेतरो जनः।  
स यत् प्रमाणं कुरुते लोकस् तद् अनुवर्तते।।

—श्रीमद्भागवदगीता, ३.२१

Whatever action is performed by a great man, common men follow in his footsteps.  
And whatever standards he sets by exemplary acts, all the world pursues.

# OUR FOUNDER CHAIRMAN



**Late Shri Chhotalal S. Ajmera**

27<sup>th</sup> September, 1937 to 24<sup>th</sup> March, 2012

कर्मण्येवाधिकारस्ते मा फलेषु कदाचन ।  
मा कर्मफलहेतुर्भूर्मा ते संगोऽस्त्वकर्मणि ॥

—श्रीमद्भागवदगीता, २.४७

You have a right to perform your prescribed duty, but you are not entitled to the fruits of action. Never consider yourself the cause of the results of your activities, and never be attached to not doing your duty.

# MESSAGE FROM CHAIRMAN & MD'S DESK



“ WITH GREATER  
TRANSPARENCY IN THE BUSINESS,  
BOTH, THE HOME BUYERS  
AND THE GENUINE BUILDERS  
WILL BENEFIT, LEADING TO A  
MORE PROGRESSIVE INDUSTRY  
SCENARIO ”

*Dear Stakeholders,*

In a transforming realty space, we have not only held on to our leadership position but have, in fact, gone beyond to match our performance with our promises, year-on-year. FY2017 proved to be yet another remarkable year for your Company, which reported an excellent performance to deliver on its trust to the stakeholders.

At the back of our ability to fulfil our promises is the robust business model, we have built over the years, coupled with our experience and expertise in transforming ourselves to meet the evolving needs of the customers and the dynamic demands of the industry. Our iconic projects, built on the unique and diverse requirements of customers across geographies and in line with the aspirations of our discerning customers, stand testimony to this ability and we take pride in holding true to our promises at all times.

#### **High on performance execution**

Focus on timely and quality execution of projects has emerged as a strong propeller of our strength in matching performance to promises, notwithstanding the occasional blips and challenges in the macro environment. The inherent robustness of the Indian real estate market

estimated to grow at a CAGR of 15.2% between FY2008 and FY2028, backed by industry-friendly government initiatives, will continue to strengthen our excellence quotient in the coming years.

The RERA implementation, effective from May 1, 2017, will further pave the way for ease of doing business by introducing online approvals by Mumbai Municipal Corporation which will be less time-consuming and simplify the process to a greater extent, making it a win-win proposition for investors, the industry, financial institutions and the consumers. I personally see RERA as a major step forward in addressing the real estate problems related to the delayed delivery of projects, poor construction quality, non-adherence to sanctioned plans amongst others. With greater transparency in the business, both, the home buyers and the genuine builders will benefit, leading to a more progressive industry scenario. And coupled with demonetisation, RERA can be expected to give a huge fillip to the transparent growth in the real estate industry in the country.

### Aligned to evolving needs

As mentioned earlier, at the root of our capability are the deep-rooted core strengths which have enabled us to understand the pulse of our customers to make ourselves better equipped to address their changing aspirations and stay ahead of the real estate industry curve. FY2017 saw us scale-up this strength even further to set new benchmarks of excellence, striking a perfect balance between high-end and affordable housing.

Going forward, affordable housing development will remain high on our agenda as we continue to keep pace with the government's thrust on this segment under the umbrella of the Pradhan Mantri Awas Yojana, aimed at providing housing for all by FY2022. The Central Government has already announced several concessions, including measures for infrastructure development in this housing segment, to ensure better returns for all, including builders and investors.

At the same time, our premium projects will continue to redefine the shape of the real estate market, while opening up new vistas for the aspirational customers, willing to pay for the best-in-class comforts and facilities. In view of the major metro line infrastructure project and other connectivity to BKC with the new Sion-BKC flyover, our landmark residential projects Aeon, Zeon and Treon in Ajmera i-Land, Bhakti Park, for instance, are redefining the concept of luxury living in one of Mumbai's fastest growing prime locations. We had strategically identified as a these locations as high-potential regions at a time when there were few takers for the same.

We have also expanded in area of Kingston, London, a major metropolitan centre through a Joint Venture Project with Equity Real Estate (Investors) Limited to develop

14 complex houses for residential purpose. Britishers has high demand for Investment in the proposed area of Development due to its calm, serene atmosphere and big operational avenues.

I am happy to state that those who reposed their faith in our inherent strengths and capabilities have more than reaped the benefits of their trust. It gives me great pride to share that construction and development of our Ajmera i-Land, Bhakti Park projects, continue to be on track, underlining our performance results that will enable us, once again, to meet our promise for quality and timely delivery.

### Building on the opportunity landscape

Ajmera i-Land, Bhakti Park is just one example of our skill in recognizing opportunities in the identified markets. We are strategically looking to expand with more projects across the affordable and premium housing segments not just in Mumbai but in other markets of our presence. Besides Mumbai, other parts of Mumbai Metropolitan Regions also offer huge potential for the industry's growth, especially in view of the expected announcement of new Development Control Regulation (DCR) rule by early FY2018, which will have a positive effect on the overall growth of the industry. Bengaluru and Ahmedabad are the other two regions where the real estate market has been opening up to exceptional opportunities, which we are leveraging to our advantage at the back of our experience and strengths.

We are also keeping a close eye on the new opportunities that emerge in all segments in and around Mumbai, Bengaluru, and Ahmedabad and are ready to make strategic land bank acquisitions at the right time.

### Towards sustainable growth

The opportunity landscape is indeed wide and we are making significant investments to equip ourselves to grab a bigger pie of the estimated USD 853 billion market-size by FY2028. We have signed a MoU in April 2017 with the Confederation of Real Estate Developers' Associations of India (CREDAI), in the presence of Union Minister for Urban Development & Housing and Urban Poverty Alleviation, for the development of 10,000 homes in MMRDA region. The MoU will thus pave the way for the realization of our dream to provide affordable housing as part of the Government of India's 'Housing for All' mission by FY2022, while underscoring the Group's thrust on rural and affordable housing, pushed by huge Government incentives across India.

On this note, I would like to thank you all for your continued support and trust, which has enabled us to map our performance to promise and shall remain a major engine of growth for the Company in the years ahead.

Thank you

**Rajnikant S. Ajmera**

*Chairman & Managing Director*





# WHERE PERFORMANCE MEETS PROMISE

Performance that is defined by  
excellence, and underlined by quality

Performance that is driven by  
technology, and focussed on  
sustainability





That is the Ajmera brand of performance - designed to realise our promise for more, and better!

**AN ETHOS OF PERFORMANCE THAT IS CRAFTED TO CREATE NEW VISTAS OF TRUST FOR OUR CUSTOMERS AND OTHER STAKEHOLDERS.**

It is on this yardstick of performance that we have built our edifice of growth, and which we are leveraging continuously to translate our vision of sustainable progress into holistic and inclusive realty.

**SURGING AGGRESSIVELY FORWARD TOWARDS BIGGER AND BETTER HORIZONS — WHERE PERFORMANCE MEETS PROMISE TO DELIVER VALUE.**





# A LEGACY OF PERFORMANCE

One of India's leading Real Estate companies, Ajmera Realty & Infra India Limited is a Company rooted in a legacy of performance inspired by the promise of driving value through its diverse market presence and integrated business approach. From identifying promising markets in Mumbai, Ahmedabad, Bengaluru and other Mumbai Metropolitan Regions to pioneering the integrated township concept, we have been at the helm of progressive change across the residential real estate space since inception.

With a robust land bank, backed by architectural and structural excellence, we have scaled many milestones of performance to cross new frontiers of business expansion and development, besides creating landmarks to define new-age living.

Technological distinctiveness, underlined by the promise of timely delivery, has positioned us as a leader in the regions of our presence, with our offerings spanning the complete range of residential projects – integrated townships, residential hi-rise towers, exclusive/premium apartments, ultra-luxurious villas, and more.

“INNOVATION LIES AT THE HEART OF ALL OUR PROJECTS, WHICH ARE DESIGNED TO DELIVER ON THE BENCHMARKS OF AESTHETIC EXCELLENCE, TECHNICAL QUALITY AND HIGH-END COMFORT, BACKED BY AFFORDABILITY”

## OUR VISION



“To be the most preferred and trusted name that enhances the quality of life through sustainable development”.

## OUR MISSION

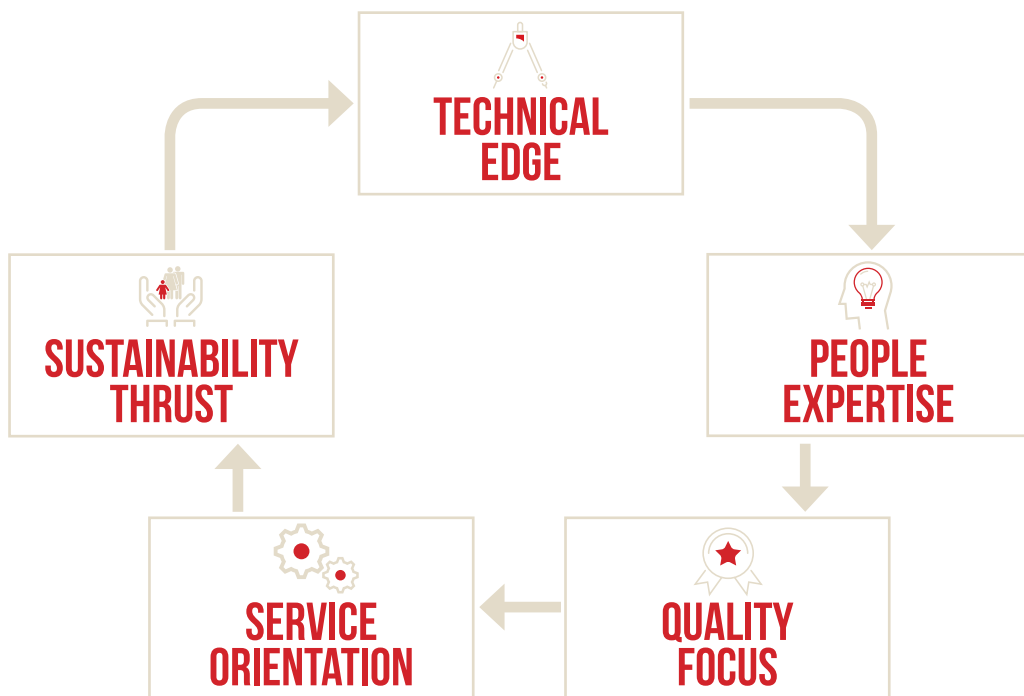


We give shape to your dream homes by creating innovative and world-class complexes for every strata of society. Our mission is to preserve affordability with a world-class outcome which sets firmly on our motto “Less for More” through our presence in all segments. Beyond everything lies our values, trust and purity of truth that defines the Ajmera Builders more fully. We at Ajmera offer vast spaces with a variety of unending facilities which brings different communities and families in “one world”.





### Our performance drivers







# LEVERAGING PERFORMANCE TO BUILD TRUST

We believe in performance that is not limited to established benchmarks but goes beyond, to raise the bar across every function and enhance the trust of all stakeholders.

Transparent systems and processes drive all aspects of our business value chain, helping to create exceptional goodwill for the Company and enabling us to nurture an environment of collective progress. With multiple touch points to reach out to our channel partners and customers through a transparent and honest business approach, we have created a collaborative culture of growth for all stakeholders.

It is our constant endeavour to build and strengthen various channels of trust with our customers and other stakeholders, whose faith and confidence in our performance ability has empowered us with the capability to deliver on our promises project after project.

The adoption of online approval system has helped us usher in greater transparency while minimising delays of any kind. A robust ERP system has further strengthened our transparency focus.

Cognizant of the importance of fair dealing and practice for continuous and sustainable business development, we have put in place strong systems of corporate governance which help drive customer confidence at all times. Our corporate governance model is benchmarked to the highest goals of transparency and fairness, and is rooted in a strong core of trust and integrity.

## A strong corporate governance module

Whistle blower policy

Nomination & Remuneration policy

Corporate social policy

Policy for determining material subsidiaries

Related party transaction policy

Insider trading policy





### THE RERA ROUTE TO AUGMENTING TRUST

Our transparency thrust has got a further boost with the Real Estate (Regulation and Development) Act, 2016 (RERA) coming into effect from May 1, 2017. We see this enactment as an important tool to bring in the much-needed cohesiveness in the real estate business. The process to implement RERA in letter and in spirit has already begun in the Company and we shall continue to strengthen the transparency focus to further scale-up the trust levels of our customers.

*As we move forward on our growth trajectory, bringing more and more customers into the ambit of our trust agenda, transparency will continue to remain central to our business proposition. It is a promise we have made to ourselves, and a promise that will reflect in our governance performance today, tomorrow, and always.*



# ON THE TECHNOLOGICAL HIGHWAY OF PERFORMANCE

With technology emerging as an integral component of the real estate segment, we have made concerted efforts over the years to sharpen our technological edge across our product portfolio and business processes.

We have adopted technology in a big way to enhance our speed of customer response, while addressing their concerns in a proactive manner. Reduced time to market, coupled with streamlined business operations, systems and processes, are some of the benefits of the cascading impact of technology adoption at Ajmera. Facilitating the speedy and time-bound delivery of work at site is the seamless flow of tracking and approval that we have achieved through the use of ERP.

We leverage technology benchmarked to global standards in every facet of our business operations – from planning to pre-launch and execution, up to the final delivery of our projects. We also make judicious use of technology to anticipate and pre-empt potential business challenges, thereby ensuring our future readiness to tackle such obstacles in a timely and effective manner.

## The key takeaways of our tech agenda

- **Enhanced service & speed of customer response** - Technology has empowered us with the ability to reach out faster to customers and address their grievances/concerns with speed.
- **Investment in global quality CRM (Customer Relationship Management) software** - This is helping us gain better insights into consumer needs and customise our products to the same.
- **Improved operational efficiencies** - Our technology focus has enabled us to scale up our operational strengths, thereby improving efficiencies across the value chain.
- **Optimisation of procurement costs** - With automated track of stock expiry dates, we are better equipped to optimise the procurement process and costs.
- **Streamlining of manpower induction** - Our Human Resource (HR) function is also deploying technology extensively, right from induction and recruitment of manpower to employee training and development.



*Given the continuous advancements in technology across the industry, not just in India but globally, we see our technological interface with customers and other stakeholders getting further augmented, to drive even better performance going forward.*



- **Automated monitoring of projects** - Keeping track of project progress has become easier with technological advancement, thus ensuring on-time completion and delivery.
- **Deployment of Mivan technology** - We have successfully deployed Mivan Shuttering - a fast-paced construction technique which provides strength and durability to buildings with the use of aluminium formworks at a highly affordable price.
- **Creating stronger structures** - We use technology that does not require chasing for installation of concealed electrical or plumbing conducts, thus preventing cracks on masonry or plaster.
- **Augmenting concrete efficiencies** - We apply a water-proof layer on green concrete, which makes it an integral part of the concrete itself, thus augmenting its effectiveness.
- **Incorporation of high-end security features** - Within our project portfolio, technology plays an important role in maintaining a high level of security at our buildings.
- **Remote controlling of doors/curtains** - Convenience is in-built in all our projects with technology emerging a key USP of our business model.
- **Digital marketing platform** - Our marketing campaign has become more vibrant and dynamic as a result of the digital interface.





# ON TRACK WITH PERFORMANCE

Performance, for us, is defined not merely by fulfilling on our quality promise, but, even more importantly, by on-time delivery of projects to set new benchmarks of business excellence.

Meticulous and detailed planning, our ability to identify and map potential challenges, and our strong execution capabilities combine to ensure on-time delivery of projects to our customers, notwithstanding headwinds that threaten to derail our growth plans from time to time.

Our track record of on-time project delivery is quite exemplary, especially when seen in the backdrop of the crises through which the Indian realty sector has been going over the past several years.

Construction and development also remained on track through the year, despite the blips on the industrial landscape in the form of demonetisation, GST, etc. for our various projects slated for delivery from current year onwards in different phases. These include our landmark Aeon & Zeon residential projects in Wadala, which will redefine the concept of luxury living in one of the Mumbai's most premium locations.





*Our commitment to our on-time delivery promise will remain a strong driver of our performance as we surge even more aggressively towards creating icons of residential excellence in the regions of our presence.*



# DELIVERING ON OUR PROMISE OF QUALITY PERFORMANCE

Quality in real estate takes on a new meaning when affordable luxury meets the promise of comfort and aesthetics. Over the years, we have significantly enhanced the quality parameters of our projects, adding many more criteria to measure the real value proposition we offer to our customers.

Our Aeon, Zeon and Treon residential projects are thus designed not only to raise the standards of living to meet the new-age aspirations of our customers but also to create notable benchmarks of excellence in terms of location advantage and ease of connectivity.

Strategic location and connectivity have, in fact, emerged as key drivers of our performance across all our current major projects, including Ajmera Stone Park (Electronic City, Bengaluru), Ajmera Annex (Electronic City, Bengaluru), Ajmera Lugaano (Yelahanka, Bengaluru) and Ajmera Casa Vyoma (Vastrapur, Ahmedabad), in addition to the three Wadala projects.







### WHERE PERFORMANCE MEETS PREMIUM DEVELOPMENT

Envisaged as high-end luxury properties, our projects in Wadala – Aeon, Zeon and Treon – have contributed immensely to the region's transformation from a quiet zone into an emerging residential destination and a happening place, well connected to the Express Highway and the second phase of the monorail set to push up their premiumness manifold. The Mumbai Metropolitan Region Development Authority (MMRDA) also has plans to develop the region as a commercial zone (by shifting the truck terminal) on the lines of BKC, which will augment the value proposition of our projects even further.

### Making a style statement

Exotic living spaces, reflecting class and underpinning the concept of luxury living, are the USP of our properties. While Aeon is designed to make a style statement with its ultra-luxury 2, 3, 4 BHK apartments, Zeon is crafted as a lifestyle offering for special edition people, who aspire for the best-in-class. The five-star experience at Treon encompasses some of the most elitist facilities and amenities in housing, while Stone Park is synonymous with affordable luxury. For those looking for lifestyle luxury in their own islands of peace, there is Annexe, with its breathtaking environment. Lugaano's mesmerising beauty and Casa Vyoma's elevating experience have to be seen to be believed, as does Enigma's ambience.



# DELIVERING ON OUR PROMISE OF SUSTAINABLE & INCLUSIVE PERFORMANCE

Performance that is not sustainable and holistic has no place in the contemporary business world. Sustainability is central to our business agenda and we continued to invest in environment protection during the year, while promoting corporate social responsibility as an agenda for growth.

## Performance that drives environmental sustainability

With environmental protection high on our sustainable growth charter, we continue to engage in impactful initiatives to bring about a meaningful change in the lives of the people, particularly the underprivileged sections of the society. An important initiative in this direction was the installation of a sewage system to prevent water stagnation outside houses in Shikaripalya - a residential locality in the vicinity of our project site in Electronic City, Bengaluru. This has helped in minimising the adverse

health impacts of water accumulation in the colony, occupied mainly by people living below the poverty line.

## Letting live free

Our sustainability agenda encompasses an important programme aimed at animal protection. As a part of the 'Living Free' campaign of the Indian Animal Protection Organizations (FIAPO), we undertook several initiatives during the year to help raise a collective voice against the increase in consumption of animal products in India. The campaign, which reached out to, and educated 7,00,000 people during FY 2016-17, is aimed at touching 74 lakh individuals and corporates in 2017-18 through four new methods of outreach - Virtual Reality, Food Sampling, Holiday Outreach and Film Screenings.

Expanding the ambit of Living Free, we collaborated closely with FIAPPO during the year gone by to add new



cities such as Jaipur and Dehradun to the Compassion Brigade, which continued to steer the campaign across the country.

The year was also marked by several innovative programme extensions, including 'Brave the Crate', seeking to connect people to the suffering of hens in battery cages, and 'Do you buy the lie', aimed at introducing them to cruelty prevailing in the dairy industry. With the launch of 'Eyes Wide Open', we took the Living Free campaign video outreach to six cities across India, while Chalktivism added an artistic twist to activism to enhance the campaign impact.

### Performance that touches lives

As a socially responsible organisation, we are constantly striving to raise the standards of living for the needy people in the areas around our sites. We believe that

every small step we take, and every little contribution we make, goes a long way in alleviating the sufferings of such people.

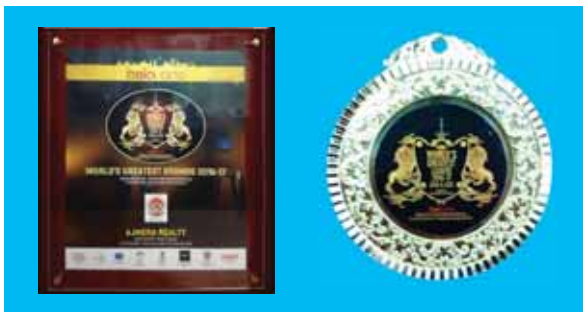
As part of the Ajmera Swastha Yojana, focussed on promoting medical and health welfare, we paid a part of the expenses for the heart operation of one needy person, while under the Ajmera Shiksha Yojana, we sponsored the higher education of another.

We also made a ₹ 5 lakh donation to the Vision Foundation of India to boost its efforts to provide free eye care, through state-of-the-art infrastructure and facilities, to people with poor or no vision.



# OUR PERFORMANCE ENDORSED

Our performance charter continues to be recognised and rewarded at various forums and platforms, around the world.



## The World's Greatest Brands & Leaders 2016-17 – Asia & GCC

Our selection as “The World’s Greatest Brands and Leaders 2016-17 - Asia & GCC” in the Real Estate category endorses our success in meeting promise with performance. The award ceremony was held at The Meyden Racecourse, Dubai on May 21, 2017.

Based on our initial nomination to AsiaOne magazine, we were evaluated and selected by PricewaterhouseCoopers – the process reviewers. Our Group Director, Mr. Dhaval Ajmera, received the Leader Award as also the Brand Award in the Real Estate category at the award event – the Indo-UAE Business Summit & Social Forum, organised by AsiaOne Magazine.

The high-profile event was attended by 300 business leaders from different walks of life, representing various industries, including Freehold Mediation & Information (UAE), Emaar Economic City (UAE), ITL Cosmos (UAE), Xiaomi India, Amity Education Group (India), etc. to name a few.

These awards underline our commitment to performance excellence, which will continue to be key driver of our growth in the years to come.

## Other important awards



**Ajmera Realty won Luxury Developer of the year at Real Estate Business & Leadership Awards 2017 By Realty Fact**



**Casa Vyoma won the best project in mid segment category at 11<sup>th</sup> Real Estate Award By CNBC Awaaz**

# CORPORATE INFORMATION

## Board of Directors

Mr. Rajnikant S. Ajmera  
*Chairman & Managing Director*

Mr. Manoj I. Ajmera  
*Managing Director*

Mr. Sanjay C. Ajmera  
*Whole Time Director*

Mr. Jagdish J. Doshi  
*Non-Executive-Independent Director*

Mr. Ambalal C. Patel  
*Non-Executive-Independent Director*

Ms. Aarti M. Ramani  
*Non-Executive-Woman Independent Director*

## Group Chief Financial Officer

Mr. O.P. Gandhi

## Compliance Officer & Company Secretary

Ms. Harshini D. Ajmera

## Auditors

M/s. V. Parekh & Associates  
Chartered Accountants  
37, Hamam Street, 2<sup>nd</sup> Floor,  
Fort, Mumbai - 400 001.

## Institutions/Bankers

HDFC Ltd. / ICICI Bank Ltd.

## Registered Office

Citi Mall, 2<sup>nd</sup> Floor, New Link Road,  
Andheri (W), Mumbai - 400 053.

CIN: L27104MH1985PLC035659

Tel.: 022-66984000

Fax: 022-26325902

E-mail: [investors@ajmera.com](mailto:investors@ajmera.com)

Website: [www.aril.co.in](http://www.aril.co.in)

## Registrar & Transfer Agent

Sharex Dynamic (India) Pvt. Ltd  
Unit 1, Luthra Industrial Premises  
Andheri Kurla Road, Safed Pool,  
Sakinaka, Andheri (E),  
Mumbai - 400 072.

## 30<sup>th</sup> Annual General Meeting

### Day, Date & Time:

Friday, 29<sup>th</sup> September, 2017 at 12.30 p.m.

### Venue:

Activity Hall, Ground Floor, Juhu Vile Parle, Gymkhana Club,  
N.S. Road, JVPD Scheme, Vile Parle (W), Mumbai - 400 049.

### Book Closure:

Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017  
(both days inclusive)



# NOTICE

**NOTICE** is hereby given that the 30th Annual General Meeting of the Shareholders of the **AJMERERA REALTY & INFRA INDIA LIMITED** will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 12.30 p.m. at The Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N.S.Road, JVPD Scheme, Vile Parle(W), Mumbai - 400049, to transact the following business:

## ORDINARY BUSINESS:

### Item no.1: Adoption of Financial Statements

To receive, consider and adopt:-

- the Audited Financial Statements of the Company for the financial year ended March 31, 2017; the Reports of the Board of Directors and Auditors of the Company; and
- the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

**"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

### Item No.2.- Declaration of Dividend

To declare dividend on Equity share for the Financial Year ended March 31, 2017 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** a dividend at the

rate of ₹ 3/- (Three rupees only) per equity share of ₹10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017."

### Item No.3 : Re-appointment of Director

To re-appoint Mr. Manoj I. Ajmera (DIN No. 00013728), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj I. Ajmera (DIN: 00013728), 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."

### Item No 4: Appointment of Statutory Auditors of the Company

To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) be and is hereby appointed as the Statutory Auditors of the Company in the place of retiring auditors M/s V Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W), to hold the office from the conclusion of this 30th Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022 at a remuneration,

as may be fixed by the Board of Directors of the Company."

## SPECIAL BUSINESS:

### Item No. 5 : Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year 2017-18

To ratify remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified.

### Item No:6: Determination of fees for delivery of document to shareholders

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

**"RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed there under, upon receipt of a request from a member for delivery of any document through a particular mode an amount of ₹ 50/- (Rupees Fifty Only) per each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

**RESOLVED FURTHER THAT** the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

By Order of the Board of Directors

**For Ajmera Realty & Infra India Limited**

**RAJNIKANT S.AJMER**  
**CHAIRMAN &MANAGING DIRECTOR**  
**DIN: 00010833**

**Place :** Mumbai,  
**Date :** 10<sup>th</sup> July, 2017

**Registered Office:**

"Citi Mall", Link Road,  
Andheri (W), Mumbai – 400 053  
**CIN No.** L27104MH1985PLC035659  
**Email:** investors@ajmera.com  
**website:** www.aril.co.in  
**Tel.:** 022-6698 4000  
**Fax:** 022-2632 5902

**Notes:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto and forms part of this Notice. The profile of the Director seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015 ("Listing Regulations, 2015) is annexed.

**2. Voting & Proxy :-**

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

- (b) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
- (c) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (d) Members / Proxies / Authorised Re-presentatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- (e) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2017.

**3. Closure of Books:-**

The Register of Members and the Share Transfer Books of the Company shall remain closed from 23<sup>rd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days

inclusive) for Annual General Meeting and for payment of final Dividend.

**4. Dividend:-**

- (a) The Final Dividend as recommended by the Board, if approved at the AGM, in respect of equity shares held, will be payable to the beneficial owners whose name appears on the Register of members on closure of business hours of 22<sup>nd</sup> Septmeber, 2017.
- (b) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their Depository Participant (DPs). In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
- (c) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

**5. Demat :-**

Members holdings shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physicals shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

**6. Inspection:-**

- (a) Members desirous of getting any information about the accounts and/or operations of the Company

are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

- (b) During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged with the Company between 11:00 a.m IST and 5:00 p.m IST at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
- (c) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. IST to 1:00 p.m. IST on all working days from the date hereof upto the date of the Meeting. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the Meeting.
- (d) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
- (e) Members desirous of obtaining any information concerning accounts and operation of the company are requested to address their question in writing to the company at [investors@ajmera.com](mailto:investors@ajmera.com) at least seven days before the date of Thirtieth Annual General Meeting.

#### 7. Nomination :-

Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's RTA website [www.sharexindia.com](http://www.sharexindia.com) under the

section 'Downloads'. In respect of shares held in electronic /demat form, the members may contact their respective DPs.

#### 8. Consolidation :-

Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio.

#### 9. Green Initiative:-

- (a) The Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits sending of soft copies of annual reports to all those Members who have registered their email addresses for the said purpose.
- (b) Members holding shares in physical mode are requested to register their e-mail ID's with the RTA of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective DPs in case the same is still not registered.

In case of any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

- (c) Notice of the meeting has been sent electronically to those members who have registered their Email ID with the Company under the Green Initiative launched by the Ministry of Corporate Affairs. In case any member who has received the Notice electronically desires to have a physical copy of the same, he/she may write to the Company or send an Email to [investors@ajmera.com](mailto:investors@ajmera.com) in this regard mentioning your Folio/DP ID & Client ID. Members may kindly note that the Notice of the Meeting and Annual Report of the Company will also be available on the Company's website: [www.aril.co.in](http://www.aril.co.in).

#### 10. Updation of records:-

- (a) Members are requested that if shares are held in physical mode, all the communications relating to shares, bonds and unclaimed dividends, change of address, change in bank account details etc. should be sent to the Registrar and Share Transfer Agents at the following address:

**SHAREX DYNAMIC (INDIA) PVT. LTD.** (Unit : Ajmera Realty & Infra India Limited.), Unit -1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Saki Naka, Andheri (East), Mumbai - 400 072. Tel. No. (022) 28515606/5644/ 6338. Email ID- [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

- (b) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective DPs.
- (c) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the DPs with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the RTA. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to RTA.

#### 11. Transfer of Unclaimed/Unpaid amount to the Investor Education and Protection Fund (IEPF):

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to a IEPF demat Account.

The Company has sent notice to all members whose Dividends are lying unpaid/unclaimed against their name for seven consecutive years or more. In case the dividend



are not claimed by the said date, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of Shares and the unclaimed dividend to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the company alongwith the requisite documents enumerated in the Form IEPF-5. Members can file only on consolidated claim in financial year as per the IEPF Rules.

Members who have not yet encashed their dividend warrants(s) pertaining to the final dividend for the financial year 2009-10 on wards are requested to lodge their claims with the RTA. Members attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

## 12. AGM Route:-

The Route Map to the Venue of the meeting is also annexed for the convenience of the members.

## 13. E-Voting:-

- (a) All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e closure of business hours as on 22<sup>nd</sup> September, 2017 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

### Voting through Electric Mode:-

- (a) Pursuant to Section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company has provided e-voting facility to the members using the

Central Depository Services Ltd. (CDSL) platform. All business to be transacted at the Annual General Meeting can be transacted through the electronic voting system. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting").

- (b) A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- (c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (d) The Company has appointed Mr. Haresh P Sanghvi, Practicing Company Secretary, to act as the Scrutinizer to scrutinise the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (e) The Results shall be declared not later than 3 days from the conclusion of the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.aril.co.in](http://www.aril.co.in) and the same shall also be communicated to BSE Limited and NSE, where the shares of the Company are listed.
- (f) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2017 may obtain the User ID and password in

the manner as mentioned at points (ii) to (v) given below.

- (g) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on 26<sup>th</sup> September, 2017 at 9:00 A.M.(IST). and ends on 28<sup>th</sup> September, 2017 at 5.00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is over printed on your Attendance Slip.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/ mm/yyyy format.</li> </ul>
Dividend Bank details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the Ajmera Realty & Infra India Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians:-**

- Non-Individual shareholders (i.e. other than Individuals,

HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and

e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 14. Voting at AGM :-

The members who have not casted their votes electronically can exercise their voting rights at the AGM through ballot paper.

#### 15. Scrutinizer's Report:-

- a) Mr. Haresh P Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and

transparent manner.

- b) The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a

person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting.

- (c) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.aril.co.in](http://www.aril.co.in) and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.

## IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

## EXPLANATORY STATEMENT

### AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT"),

The following Explanatory Statement sets out all the material facts relating to the Business under Item No. 4 to 6 of the accompanying Notice dated 10<sup>th</sup> July, 2017

#### Item No. 4

M/s.V Parekh & Associates, Chartered Accountants (Firm Registration No. 107488W) were appointed as the statutory auditors of the Company at 27<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2014 for a term of three years till the conclusion of this Annual General Meeting. M/s V Parekh & Associates have been auditors for two terms of five consecutive years.

As per provisions of Section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s.V Parekh & Associates, Chartered Accountants can continue as the Auditors of the Company only up to the conclusion of this Annual general Meeting, having completed their term as per the provision of Section 139 of the act.

The Board of Directors has, based on the

recommendation of the Audit Committee, as its meeting held on 22<sup>nd</sup> May 2017, proposed the appointment of M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) as the Statutory Auditors of the Company for a period of 5 years, to hold the office from the conclusion of this Annual General Meeting till conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the year 2022 (subject to ratification of their appointment at every AGM, if so required under the Act)

M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board commends the Ordinary Resolution set out at item No 4 of the Notice for approval by the members.

None of the Director or Key Managerial Personal of the Company or their relative is, in way, concerned or interested in the Resolution set out at Item No. 4 of the Notice

#### Item No.5:

The Board of Directors at its meeting held on 10<sup>th</sup> July, 2017 appointed M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31<sup>st</sup> March, 2018, be paid remuneration at the discretion of Board of Directors not exceeding amounting to ₹ 75,000/- (Rupees Seventy Five Thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.





Accordingly, consent of the members is sought for approving the Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

None of the Director or Key Managerial Personal of the Company or their relative is, in way, concerned or interested in the Resolution set out at Item No. 5 of the Notice.

**Item No.6:**

As per the provisions of section 20 of the Companies Act, 2013 a document may

be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in

a particular mode, as mentioned in the resolution. Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at item no. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

**ANNEXURE TO ITEM NO. 3 OF THE NOTICE**

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015

Name	Mr. Manoj I Ajmera
Date of Birth	31 <sup>st</sup> May 1962
Date of Appointment / Period	24 <sup>th</sup> April 2012
Expertise in specific functional area	Industrialist having 31 years over all experience in various fields.
Qualifications	Graduate
Listed / Unlisted Public Companies in which outside Directorship held as on 10 <sup>th</sup> July, 2017	Nil
Chairmanships / Memberships of Committees of other Public companies	
i. Audit Committee	Nil
ii. Stakeholders Relationship Committee	Nil
iii. Nomination and Remuneration Committee	Nil
Number of shares held in the Company	593329
Relationship between Directors inter-se	N.A.

# BOARDS' REPORT

TO,

Dear Members,

The Board of Directors are pleased to present the Company's Thirtieth Annual Report and the Company's audited financial statements (standalone and consolidated) for the financial year ended March 31, 2017.

## FINANCIAL RESULTS:

(₹ in Lakhs)

Key Financial Indicators	Standalone		Consolidated	
	2016-2017	2015-2016	2016-2017	2015-2016
Revenue from Operations (net)	26572.60	22235.07	29173.62	32936.26
EBIDTA	11334.16	7263.50	12079.20	9206.58
Less: Finance costs	3519.26	2863.49	3625.11	3099.58
Less: Depreciation	195.54	242.61	195.54	242.61
Profit before Exceptional Items & Tax	7619.36	4157.40	8258.55	5864.39
Exceptional Item	-	-	-	-
Profit before Taxation	7619.36	4157.40	8258.55	5864.39
Less: Tax Expense	-	-	-	-
Current Tax (Net of MAT Credit)	1523.87	764.02	1706.51	1306.50
Profit after tax	6095.49	3393.38	6552.04	4557.89
Less: Minority Interest	-	-	91.53	316.06
Profit for the year	6095.49	3393.38	6460.51	4241.84
Opening balance in Statement of Reserves and Surplus	35375.68	32870.27	41378.17	38024.29
Amount available for appropriation	41471.17	36263.65	47838.68	42266.14
Less: Proposed Dividend	1064.55	887.12	1064.55	887.12
Tax on Dividend	53.86	0.85	53.86	0.85
<b>Closing Balance in the Statement of Reserves &amp; Surplus</b>	<b>40352.76</b>	35375.68	<b>46720.27</b>	41378.17

### Highlights of Company's Performance (Standalone) for the year ended 31st March, 2017:

Networth increased by 12.79 % to ₹ 43901.25 Lakhs.  
 EPS increased by 79.70 % to ₹ 17.18 Lakhs.  
 Total Revenue increased by 19.50 % to ₹ 26572.60 Lakhs.  
 Dividend Income increased by 79.10% to ₹ 1080.00 Lakhs.  
 Total Assets increased by 18.46 % to ₹ 115433.78 Lakhs.  
 Finance Cost increased by 22.90 % to ₹ 3519.26 Lakhs.

### Highlights of Company's Performance (Standalone) for the year ended 31st March, 2017:

Networth increased by 11.89 % to ₹ 50268.76 Lakhs.  
 EPS increased by 52.38 % to ₹ 18.21 Lakhs.  
 Dividend Income increased by 79.10 % to ₹ 1080.00 Lakhs.  
 Total Assets increased by 14.06 % to ₹ 143831.42 Lakhs.  
 Finance Cost increased by 16.95 % to ₹ 3625.11 Lakhs.

### DIVIDEND:

The Board of Directors has recommended a dividend of ₹ 3/- (that is, 30%) per equity share of ₹10/- each (previous year ₹ 2.50 per equity share) for the financial year ended March 31, 2017 amounting to ₹ 1064.55 Lakhs towards Dividend and ₹ 53.86 Lakhs towards Dividend Distribution Tax, resulting in total outflow of ₹ 1118.41 Lakhs. The dividend payment is subject to approval of members at the ensuing Annual General Meeting.

### TRANSFER TO RESERVES:

Your Company proposes to transfer ₹ 609.55 Lakhs to the general reserve. An amount of ₹ 4367.53 Lakhs is proposed to be retained in the surplus at standalone level.

### CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company have been prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

## SUBSIDIARIES AND ASSOCIATES:

The Company has 11 subsidiaries as on March 31, 2017 and 3 associate companies/joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries. Pursuant to provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the Director's Report in **Annexure-I**.

During the year, a wholly owned subsidiary named, Radha Raman Dev Ventures Private Limited was incorporated on 5<sup>th</sup> October, 2016 to explore the real estate expansion.

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the Company's website: [www.aril.co.in](http://www.aril.co.in)

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. The Company continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation as also to foster team spirit. Company also conducted in-house training programs to develop leadership as well as technical/functional capabilities in order to meet future talent requirements. Industrial relations were cordial throughout the year.

## PARTICULARS OF EMPLOYEES:

Information required in accordance with Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended 31<sup>st</sup> March, 2017 is provided in **Annexure II** to Board's Report.

Further, the details of person in its employment drawing remuneration in excess of limits as defined under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) and 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure II**.

## STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Adequate internal control systems commensurate with the nature of the company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis as required under Regulation 34 read with Schedule V of the Listing Regulations, forms part of the Annual Report.

## CORPORATE GOVERNANCE REPORT:

The Report on Corporate Governance and the Certificate of the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the Listing Regulations, 2015, are enclosed as a separate section and forms part of this Report. A declaration signed by the Managing Director in regard to compliance with the Code of Conduct by the members of the Board and Senior Management Personnel also forms part of this Report.

## CORPORATE GOVERNANCE DISCLOSURES:

### OUR CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance is about maximizing shareholders value legally, ethically, and sustainably. At Ajmera's, the goal of corporate governance is to ensure fairness for every stakeholders. We believe sound corporate governance is critical to enhance and retain investor trust. We always seek to ensure that our performance is driven by integrity. Our Board exercises its fiduciary responsibilities in the widest sense of term. Our disclosures seek to attain the best practices in the international corporate governance. We also endeavour to enhance long term shareholders value and respect minority rights, in all our business decisions. Our corporate governance report forms part of Annual Report for Fiscal year 2016-17.

### POLICIES:

We seek to promote the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed Companies. All our policies are available on our Company website: [www.aril.co.in](http://www.aril.co.in).

The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

### FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

In compliance with the requirements of Listing Regulations, the Independent Directors have been familiarized on the Board of the Company by the functional heads of various departments of the Company which includes detailed presentations on the vision and mission of the Company, its operations, business plans, technologies and also future outlook of the entire industry.

Of the familiarization programs extended to the Non-executive & Independent Directors are also disclosed on the Company website from time to time at: [www.aril.co.in/download/familiarisation-programme-for-indep.dirs.pdf](http://www.aril.co.in/download/familiarisation-programme-for-indep.dirs.pdf)

### MEETINGS:

The Board of Directors of the Company met 5 (Five) times during the Financial Year 2016-17 and the gap intervening between 2 (two) meetings of the Board of Directors is as prescribed in the applicable provisions of the Act. The 'Corporate Governance Report' contains the details of the Board Meetings held during the Financial Year under review.



**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a Vigil Mechanism/ Whistle blower Policy for the employees to report their genuine concerns or grievances and the same has been posted on the Company's website [www.aril.co.in/download/whistleblower-policy%20aril.pdf](http://www.aril.co.in/download/whistleblower-policy%20aril.pdf). The Audit Committee of the Company oversees the Vigil Mechanism.

**BOARD EVALUATION:**

The Company has devised a policy for performance evaluation of the Board, committees and other individual Directors (including independent Directors) which includes criteria for performance evaluation of the non-executive Directors and executive Directors. The evaluation process inter-alia considers attendance of the Directors at the Board and Committee meetings, acquaintance with business, communicated inter-se Board Members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by the global peers, etc., which is in compliance with applicable laws, regulations and guidelines.

The Board carried out annual performance evaluation of the Board, Board Committee and individual Directors and Chair person. The Chairman of the respective Board Committee shared the report on evaluation with the respective committee members. The performance of each committee was evaluated by the Board, based on report of evaluation received from respective Board Committees.

The reports on performance evaluations of the individual Directors were reviewed by the chairman of the Board.

**DECLARATIONS FROM INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director of the Company under the provisions of section 149(7) of the Act, that they meet the criteria of independence as laid down in section 149(6) of the Act and applicable provisions of Listing Regulations.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:****a) Inductions:**

There were no new Inductions in the Board of Directors of the Company for the financial year 2016-17.

**b) Retirement by Rotation:**

Pursuant to provisions of section 152(6) of the Act and the Articles of Association of the Company, Mr. Manoj I. Ajmera (DIN:00013728) retires by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting of the Company.

Your Directors recommend that the resolution relating to the appointment of Mr. Manoj I. Ajmera (who is liable to retire by rotation), as Director. Brief resume of the said Director is furnished along with the Explanatory Statement to the Notice to the Annual General Meeting of the Company.

**c) Committees of board:**

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

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Corporate Social Responsibility Committee;
4. Nomination and Remuneration Committee; and
5. Committee of Independent Directors.

The Report of Corporate Governance contains the details of the composition of each of the above Committees, their respective role and responsibilities.

**d) Key Managerial Personnel:**

Mr. Manoj I. Ajmera, Managing Director, Mr. O. P. Gandhi, Chief Financial Officer and Ms. Harshini D. Ajmera, Company Secretary of the Company are Key Managerial Personnel as per the provisions of Companies Act, 2013 and rules made thereunder.

None of the Key Managerial Personnel of the Company has resigned during the financial year under review.

**e) Pecuniary Relations:**

The Company does not pay any remuneration to its Non-Executive / Independent Directors except sitting fees and reimbursement of expenses for attending Meetings of the Board and of its Committees. No commission on the net profit of the Company is paid to any Director. There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.

**DIRECTORS RESPONSIBILITY STATEMENT:**

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

- (a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- (c) the Directors have 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 have prepared the annual accounts on a 'going concern' basis;

- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **AUDITORS:**

##### **a) Statutory Auditors:**

M/s V Parekh & Associates, Chartered Accountants having Registration No. 107488W, the Statutory Auditors of the Company, hold office till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company. The Board has recommended the appointment of M/s. Manesh Mehta & Associates, chartered accountants (Firm Regn. No. 115832W) as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 35<sup>th</sup> Annual General Meeting to be held in the year 2022, for approval of shareholders of the Company, based on the recommendation of the Audit Committee.

##### **Statutory Auditors' Observations:**

The notes on financial statements referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanations or comments. There are no qualifications, reservations or adverse remarks or disclaimer made in the Auditors' Report which requires any clarification or explanation.

##### **b) Cost Auditors:**

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, has appointed M/s D R Mathuria & Co., Cost Accountants as Cost Auditors of the Company for the Financial Year 2017-18, at a remuneration as mentioned in the Notice convening 30<sup>th</sup> Annual General Meeting, for conducting the audit of the cost records maintained by the Company, subject to the ratification by the Members on the remuneration to be paid to the Cost Auditor. A certificate from them has been received to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits specified under Section 139 and 141 of the Companies Act, 2013 Act and Rules framed thereunder.

##### **c) Secretarial Auditor and Secretarial Audit Report:**

The Board had appointed M/s H P Sangvhi & Co., Company Secretaries to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2017-18. There were no qualifications, reservations or adverse remarks by Secretarial Auditors of the Company. The detailed report on the Secretarial Audit is annexed as **Annexure - III** to this Report.

##### **d) Internal Auditors:**

Pursuant to section 138(1) read with the Company (Accounts) Rules, 2014, Mr. Hitesh Panchal, a qualified Chartered Accountant is appointed as the Internal Auditor of the Company under whole-time employment. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board quarterly.

#### **EXTRACT OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Company (Management and Administration) Rules, 2014 the extract of the Annual Return as at 31<sup>st</sup> March, 2017 is provided in **Annexure-IV** in prescribed format MGT-9.

#### **PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under provisions of Section 186 of Companies Act, 2013 have been disclosed in the financial statements provided in Annual Report.

#### **CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

During the year under review, all the Related Party Transactions were entered in to by the Company in the ordinary course of business and on arm's length basis. Hence reporting in Form AOC-2 is not applicable to the Company.

#### **SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATOR OR COURT:**

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

#### **CORPORATE SOCIAL RESPONSIBILITY:**

Your Company has constituted a Corporate Social Responsibility Committee. The Committee is constituted to manage and overview the Corporate Social Responsibility programs of the Company. The Corporate Social Responsibility Policy as approved by the Board is available at the website of the Company at the link: ([URL: http://www.aril.co.in/download/csrpolicy-aril.pdf](http://www.aril.co.in/download/csrpolicy-aril.pdf)).

The Annual Report on Corporate Social Responsibility activities is annexed herewith as **Annexure -V**.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information pertaining to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as provided under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014:

##### **(a) Conservation of Energy**

- 1) **Steps taken or impact on conservation of energy:**  
Though the operations of the Company are not energy intensive, efforts are made for conservation of energy on an on-going basis. The Company is not

using DG set but uses alternate power lines if Mains failure. The Company has installed capacitor banks and filters for improvement in power factor. It has also installed UPS CTP machines / Computers / Image Setters on state power. Other energy conservation measures taken during the financial year under review includes optimization of operations of the compressors and standby power not used when machines were not in use. The energy conservation initiatives have resulted in improvement of power factor.

- 2) **Steps taken for utilization of alternate sources of energy:** The Company has commenced use of LED lights to reduce energy consumption. Further, the Company has installed high efficiency lighting fixtures and old high power consumption light fittings have been replaced by low power consumption light fittings.
- 3) **Capital Investment on energy conservation equipments:** NIL

**(b) Technology Absorption**

- 1) Efforts made towards technology absorption : Not Applicable
- 2) Benefits derived : Not Applicable
- 3) Details of technology imported in last three years
  - a. Details of technology imported : Not Applicable
  - b. Year of import : Not Applicable
  - c. Whether the technology has been fully absorbed : Not Applicable
  - d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof : Not Applicable
- 4) Expenditure incurred on Research and Development : Not Applicable

**(c) Foreign Exchange Earnings and Outgo:**

During the Financial Year, the foreign exchange earned in terms of actual inflows was NIL, whereas the foreign exchange in terms of actual outflows was NIL.

**RISK MANAGEMENT:**

The board of directors of the Company has frame, implement and monitor the risk management plan for the Company. The Audit 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. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

**DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company is committed to provide healthy environment to all employees of Ajmera's and does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment (POSH) policy in line with requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2016-17, the Company did not receive any complaints under the POSH policy.

**GREEN INITIATIVE FOR PAPERLESS COMMUNICATIONS:**

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" by allowing service of documents by a Company to its Members through electronic mode. The move of the ministry allows public at large to contribute to the green movement.

Keeping in view the underlying theme, the Company will continue to send various communications and documents like notice calling general meetings, audited financial statements, director's report, auditor's report etc. in electronic form to the email address provided by the Members to the Depositories or to the Company.

This is also a golden opportunity for every shareholder of Ajmera Realty & Infra India Limited to contribute to this Corporate Social Responsibility initiative of the Company. To support this green initiative in full measure, members who have not registered their email addresses so far, are requested to registered their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to fill in the registration form which can be obtain from Company's registrar.

**AWARDS AND RECOGNITIONS**

During the year under review the Company was recognised as "The World's Greatest Brands & Leaders 2016-17- Asia & GCC" by AsiaOne Magazine. It was awarded at the Indo-UAE Business Summit & Social Forum, organised by AsiaOne Magazine.

Nevertheless, another was Luxury Developer Award of the year by Realty Fact. Our Ahmedabad project also won the best project in Mid Segment category at 11<sup>th</sup> Real Estate Award by CNBC Awaaz.

These awards underline our commitment to performance excellence, which will continue to be key drivers of our growth in the years to come.

**GENERAL DISCLOSURES:**

The Board of Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.





3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees' Stock Option Scheme referred to in this Report.
4. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
5. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. No fraud has been reported by the Auditors to the Audit Committee or the Board.
8. There were no material changes and commitments, affecting the financial position of the Company between the year ended 31st March, 2017 and the date of Directors Report on 10th July, 2017
9. The Company has not bought back any of its securities during the year under review.
10. No Bonus Shares were issued during the year under review.

#### **APPRECIATION & ACKNOWLEDGEMENTS:**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By Order of the Board of Directors  
for **AJMERA REALTY & INFRA INDIA LTD**

**RAJNIKANT S. AJMERA**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00010833**

**Place :** Mumbai,  
**Date :** 10<sup>th</sup> July, 2017

**Registered Office:**  
CitiMall, 2<sup>nd</sup> Floor,  
New Link Road, Andheri (W),  
Mumbai-400053  
Mumbai

# AOC 1 - ANNEXURE I

## PART A

Financial Summary of the Subsidiary Companies for the Financial Year ended 2016-17

(₹ in Lakhs)

Name of Subsidiary	JOLLY BROTHERS PRIVATE LIMITED	AJIMERA ESTATES KARNATAKA PRIVATE LIMITED	AJIMERA REALTY VENTURES PRIVATE LIMITED	AJIMERA REALCON PRIVATE LIMITED	AJIMERA MAYFAIR GLOBAL WLL	AJIMERA CLEAN GREEN ENERGY LIMITED	LAUDABLE INFRA-STRUCTURE LLP	SANA BUILDPRO LLP	SANA BUILDING PRODUCTS LLP	AJIMERA CORPORATION UK LIMITED	RADHA RAMAN DEV VENTURES PVT. LTD
PARTICULARS	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17	2016-17
Share Capital	20.00	1.00	1.00	1.00	12,235.43	5.00	16.62	1.00	1.00	640.71	1.00
Reserves and Surplus	99.27	3,118.45	39.72	-12.55	-	-35.95	-	-	-	-	-
Total Assets	2,539.92	26,324.78	4,701.51	456.33	18,610.20	35.97	2,913.17	373.35	1.00	640.68	1.00
Total Liabilities	2,539.92	26,324.78	4,701.51	456.33	18,610.20	35.97	2,913.17	373.35	1.00	640.68	1.00
Details of Investments	-	7,253.96	0.50	-	-	-	-	-	-	-	-
Turnover	-	-	107.69	-	-	91.99	9.51	-	-	-	-
Profit / (Loss) before Taxation	-	227.59	107.60	(0.11)	-	85.13	9.46	-	-	-	-
Provision for Taxation	-	-	-	-	-	25.54	2.84	-	-	-	-
Profit / (Loss) After Taxation	-	227.59	107.60	(0.11)	-	59.59	6.62	-	-	-	-
Proposed Dividend	-	800.00	-	-	-	-	-	-	-	-	-
% of Shareholding	100%	70%	100%	100%	60%	100%	70%	75%	75%	100%	100%

## PART B

Financial Summary of the Associate & Joint Ventures for the Financial Year ended 2016-17

(₹ in Lakhs Except No. of Shares)

Name of Associate and Joint Venture	V.M. PROCON PRIVATE LIMITED	ULTRATECH PROPERTY DEVELOPERS PRIVATE LIMITED	SUMEDHA SPACELINKS LLP
<b>PARTICULARS</b>	<b>2016-17</b>	<b>2016-17</b>	<b>2016-17</b>
Latest Audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017
No. Shares of Associate/ Joint Ventures held by the Company on the Year end	20,000	3,60,000	NA
Amount of Investment in Associates / Joint Venture (₹)	2	37.08	0.5
Extend of Holding %	50%	36%	50%
Description of how there is significant influence	The Company has the control in excess of 20% of Total Share Capital of V.M. Procon Private Limited. As per section 2(6) of the Companies Act, 2013 it comes under definition of Associate Company.	The Company has the control in excess of 20% of Total Share Capital of Ultratech Property Developers Private Limited. As per section 2(6) of the Companies Act, 2013 it comes under definition of Associate Company.	The Company has the control in excess of 20% of Total Share Capital of Sumedha Spacelinks LLP. As per section 2(6) of the Companies Act, 2013 it comes under definition of Associate Company.
Reason why the Associate / Joint Venture is not consolidated	NA	NA	NA
Networth attributable to Shareholding as per latest audited Balance Sheet (₹)	4,243.03	100	5,310.45
Profit / Loss for the Year	160.63	0	215.38
(i) Considered in Consolidation	80.32	0	107.69
(ii) Not Considered in Consolidation	-	-	-

### Note:

- Associate Companies / Joint Ventures have been determined based on the provisions of Companies Act, 2013 and Accounting Standards.
- During the Financial Year 2016-17, there were no profits for SaNa BuildPro LLP and SaNa Building Products LLP due to projects under completion.



## ANNEXURE-II

Details of Ratio of Remuneration of Director under section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2016-17;

Name of the Director	Ratio to the Median
Rajnikant Shamalji Ajmera	34.80
Manoj Ishwarlal Ajmera	25.40
Sanjay Chhotatal Ajmera	13.41

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2016-17;

Name of the Director	% Increase
Rajnikant Shamalji Ajmera	07.65
Manoj Ishwarlal Ajmera	17.89
Sanjay Chhotatal Ajmera	40.93
O P Gandhi	04.55
Harshini D. Ajmera	05.00

- (iii) The percentage increase in the median remuneration of employees in the financial year 2016-17 is 5%.

- (iv) The number of permanent employees on the rolls of Company as on 31st March, 2017 was 230 as against 250 on 31st March, 2016

- (v) The explanation on the relationship between average increase in remuneration and company performance for the year 2016-17 :

The average increase in remuneration is not based on ARIL's performance alone, but also takes into consideration other factors like market conditions, benchmarking the key positions as per the market trends and in comparison to the average increase being given by peer companies and overall budgetary impact within the Company.

The % increase, which was given in FY 2016- 2017 was at similar levels as the rest of the industry and as factored in the budget for the year.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company :

The remuneration of the Key Managerial Personnel was average 0.16 % of (FY 16-17) revenue and average 0.65 % of (FY 16-17) Profits.

- (viii) 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 % increase given in 16-17 was 5 % for all employees who went through the compensation review cycle in the year.

For the leadership team, the average increase was 26.93 % on the fixed salary.

The compensation decisions for each year are taken after considering the following parameters: comparison of ARIL's salaries at various levels with benchmark data and the approved compensation budget as per the financial plan for the year by the management.

In addition the compensation revision of the senior leadership team is approved by the Compensation Committee (of the Board).

- (xi) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

Information as required under Rules 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors Report for the Financial Year ended 31st March, 2017.

Name of the Director	Rajnikant S. Ajmera
Designation in the company	Chairman
Qualification	Diploma in Civil Engineering
Age (in years)	66 years
Previous Employer	N.A
Total Experience (in years)	43 Years
Date of Joining	01st August, 2014
Amount	Rs. 12,753,283
Nature of Employment	Permanent
% of equity share held by him and his spouse	4.52%
Whether relative of other directors or managers of the Company	He is not a relative of any other Director or Manager of the Company as per under Section 2(77) of the Act.



# ANNEXURE-III

Form No. MR-3

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**AJMERA REALTY & INFRA INDIA LIMITED**

Citi Mall Link Road

Andheri (W), Mumbai 400 053.

We have conducted the secretarial audit of the compliance of applicable statutory provisions under the Companies Act, 2013, regulations laid down by the Securities and Exchange Board of India (SEBI), Foreign Exchange Regulations and other applicable laws listed hereinbelow and the adherence to good corporate practices by AJMERA REALTY & INFRA INDIA LIMITED (hereinafter called the "Company") for the audit period covering the financial year ended on 31<sup>st</sup> March, 2017. 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 secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2017, generally complied with the statutory provisions 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:

1. We have relied on and examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and made available to us at its Registered office for the financial year ended on 31<sup>st</sup> March 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 thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    - (c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:
    - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
    - (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
    - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
    - (vi) 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.

- 3 Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings were not attracted during the year under review.
- 4 Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in our opinion adequate system and process exists in the company to monitor and ensure compliances with the provisions of general and other industry and sector specific Laws and Regulations applicable to the Company, as identified and confirmed by the management of the company and listed in **Annexure -A** to this report.
- 5 We have also examined compliance with the applicable clauses of the Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to our knowledge.

**We report that** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

**We further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the financial year under report .
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.

3. As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded .

**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** during the audit period under report, following events/actions occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

Sr. No.	Events
1	Adoption of new set of Articles of Association of the Company primarily based on "Table F" as per Companies Act, 2013 and relevant rules thereunder w.e.f. 26 <sup>th</sup> August, 2016;
2	Incorporating the Subsidiary Company with the name "Radha Raman Dev Ventures Private Limited" w.e.f. 5 <sup>th</sup> October, 2016.

**H. P. SANGHVI & COMPANY**  
**COMPANY SECRETARIES**

**Date: 10 July, 2017**

**Place: Mumbai**

**HARESH SANGHVI**  
**FCS 2259/CoP No. 3675**

**Note:** This report is to be read with our letter of even date which is annexed as **ANNEXURE-B** and forms an integral part of this report.

## ANNEXURE- A

### List of applicable laws to the Company

- a) The Company has complied with the laws and regulations applicable specifically to the Company given its business:
1. The Transfer of Property Act, 1882
  2. The Maharashtra Stamp Act, 1958
  3. The Registration Act, 1908
  4. Real Estate (Regulation & Development) Act, 2016
  5. The Maharashtra Real Estate (Regulation and Development) (registration of real estate projects, Registration of real estate agents, rates of interest and disclosures on website) Rules, 2017
  6. The Maharashtra Regional and Town Planning Act, 1966
  7. The Building & other Construction workers (Regulation of Employment & Conditions of Service) Act, 1966
  8. The Maharashtra Land Revenue Code, 1966
  9. The Consumer Protection Act, 1986
  10. The Ownership Flats and Apartments Ownership Act as applicable at various locations
  11. The Maharashtra Rent Control Act, 1999
  12. The Bombay Tenancy & Agricultural Land Act, 1948
  13. The Maharashtra Co-operative Societies Act, 1960
  14. The Land Acquisition Act, 1894
  15. Indian Stamp Act, 1899
  16. Trade Marks Act, 1999
  17. Bombay Stamp Act, 1958
  18. The Maharashtra Money lending (Regulation) Act, 2014
- b) All General Laws related to Direct and Indirect Taxation, Labour Laws and other incidental laws of respective States.

**H. P. SANGHVI & COMPANY**  
COMPANY SECRETARIES

**Date:** 10 July, 2017  
**Place:** Mumbai.

**HARESH SANGHVI**  
**FCS 2259/CoP No. 3675**

## ANNEXURE- B

**To,**

**The Members,  
AJMERA REALTY & INFRA INDIA LIMITED  
Citi Mall Link Road  
Andheri (W), Mumbai 400053.**

**Our report of even date is to be read along with this letter:**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the 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 followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**H. P. SANGHVI & COMPANY**  
COMPANY SECRETARIES

**Date:** 10 July, 2017  
**Place:** Mumbai.

**HARESH SANGHVI**  
**FCS 2259/CoP No. 3675**



# ANNEXURE-IV

Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

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

### (A) REGISTRATION AND OTHER DETAILS:

i	CIN	L27104MH1985PLC035659
ii	Registration Date	18 <sup>th</sup> March 1985
iii	Name of the Company	Ajmera Realty & Infra India Ltd.
iv	Category/Sub-category of the Company	Real Estate & Development
v	Address of the Registered office & contact details	"Citi Mall", 2 <sup>nd</sup> Floor, New Link Road, Andheri (W), Mumbai - 400053. Tel: (022) 66984000 Fax: (022) 2632 5902 Email: <a href="mailto:investors@ajmera.com">investors@ajmera.com</a> Web: <a href="http://www.aril.co.in">www.aril.co.in</a>
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent	Sharex Dynamic (India) Private Limited Unit -1, Luthra Ind. Premises, 44-E, M Vsanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400072 Tel: 91 22 28515606/ 91 22 2851 5644 Email: <a href="mailto:investors@sharexindia.com">investors@sharexindia.com</a> Web: <a href="http://www.sharexindia.com">www.sharexindia.com</a>

### (B) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate Activities	4100	100

### (C) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name of the Company	CIN/LLPIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Ajmera Clean Green Energy Limited (previously know as Ajmera Biofuel Limited)	U40300MH2007PLC171581	Subsidiary	100%	As per section 2(87)
2	Ajmera Estates Karnataka Private Limited	U70100MH2007PTC174200	Subsidiary	100%	As per section 2(87)
3	Jolly Brothers Private Limited	U30007MH2003PTC231067	Subsidiary	100%	As per section 2(87)
4	Ajmera Realcon Private Limited	U70102MH2008PTC184586	Subsidiary	100%	As per section 2(87)
5	Ajmera Realty Ventures Private Limited	U45203MH2008PTC185998	Subsidiary	100%	As per section 2(87)
6	Radha Raman Dev Ventures Private Limited	U70109MH2016PTC286540	Subsidiary	100%	As per section 2(87)
7	Laudable Infrastructure LLP	AAA-2788	Subsidiary	70%	As per section 2(87)
8	Ajmera Mayfair Global W.L.L	NA	Subsidiary	60%	As per section 2(87)
9	Sana Buildpro LLP	AAA-4005	Subsidiary	75%	As per section 2(87)
10	Sana Building Products LLP	AAB-8475	Subsidiary	75%	As per section 2(87)
11	Ajmera Corporation UK Limited	9920050	Subsidiary	100%	As per section 2(87)
12	Sumedha Spacelinks LLP	AAA-5077	Associate	50%	As per section 2(6)
13	V.M. Procon Private Limited	U70101GJ2010PTC062989	Associate	50%	As per section 2(6)
14	Ultra Tech Property Developers Private Limited	U70102MH2007PTC167774	Associate	36%	As per section 2(6)



**(D) SHARE HOLDING PATTERN:**

**i. Category-wise Share Holding**

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>									
(1) Indian									
(a). Individual	18539391	0	18539391	52.246	18739500	584	18740084	52.812	0.566
(b). Central Govt.	-	0	-	-	-	0	-	-	0
(c). State Govt(s).	-	0	-	-	-	0	-	-	0
(d). Bodies Corpp.	3445672	0	3445672	9.710	3445672	0	3445672	9.710	0
(e). FIINS / BANKS.	-	0	-	-	-	0	-	-	0
(f). Any Other	-	0	-	-	-	0	-	-	0
<b>SUB TOTAL:(A) (1)</b>	<b>21985063</b>	<b>0</b>	<b>21985063</b>	<b>61.956</b>	<b>22185172</b>	<b>584</b>	<b>22185756</b>	<b>62.522</b>	<b>0.566</b>
(2) Foreign									
a) NRI- Individuals	-	0	-	-	-	0	-	-	0
b) Other Individuals	-	0	-	-	-	0	-	-	0
c) Body Corporates	-	0	-	-	-	0	-	-	0
d) Banks/FI	-	0	-	-	-	0	-	-	0
e) Any other	-	0	-	-	-	0	-	-	0
<b>SUB TOTAL (A) (2)</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>21985063</b>	<b>0</b>	<b>21985063</b>	<b>61.956</b>	<b>22185172</b>	<b>584</b>	<b>22185756</b>	<b>62.522</b>	<b>0.566</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	216	0	216	0.001	216	0	216	0.001	0.000
b) Banks/FI	30201	0	30201	0.085	33805	0	33805	0.095	0.010
c) Central Govt.	-	0	-	-	-	0	-	-	0.000
d) State Govt.	3211	0	3211	0.009	6049	0	6049	0.017	0.008
e) Venture Capital Fund	-	0	-	-	-	0	-	-	0.000
f) Insurance Companies	-	0	-	-	-	0	-	-	0.000
g) FIIS	-	0	-	-	139430	0	139430	0.393	0.393
h) Foreign Venture	-	0	-	-	-	0	-	-	0.000
Capital Funds	-	0	-	-	-	0	-	-	0.000
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>33628</b>	<b>0</b>	<b>33628</b>	<b>0.095</b>	<b>179500</b>	<b>0</b>	<b>179500</b>	<b>0.506</b>	<b>0.411</b>
(2) Non Institutions									
a) Body Corporates									
i) Indian	1426232	366	1426598	4.020	1058946	366	1059312	2.985	(1.035)
ii) Overseas	-	0	-	-	-	0	-	-	0.000
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2724567	108063	2832630	7.983	3134730	107041	3241771	9.136	1.153
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7810459	0	7810459	22.011	7402220	0	7402220	20.860	(1.151)

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>c) Others (specify)</b>									
Non Resident Indians	1087110	2022	1089132	3.069	1054777	2025	1056802	2.978	-0.091
Overseas Body Corporate	-	0	-	-	-	0	-	-	0
Foreign Nationals	-	0	-	-	-	0	-	-	0
Clearing Members	307365	0	307365	0.866	359514	0	359514	1.013	0.147
Trusts	-	0	-	-	-	0	-	-	0
Foreign Bodies - D R	-	0	-	-	-	0	-	-	0
<b>SUB TOTAL (B)(2):</b>	<b>13355733</b>	<b>110451</b>	<b>13466184</b>	<b>37.949</b>	<b>13010187</b>	<b>109432</b>	<b>13119619</b>	<b>36.972</b>	<b>-0.977</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>13389361</b>	<b>110451</b>	<b>13499812</b>	<b>38.044</b>	<b>13189687</b>	<b>109432</b>	<b>13299119</b>	<b>37.478</b>	<b>-0.566</b>
<b>C. Shares held by Custodian for GDR's/ADR's</b>	-	0	-	-	-	0	-	-	0.000
<b>Grand Total (A+B+C)</b>	<b>35374424</b>	<b>110451</b>	<b>35484875</b>	<b>100.00</b>	<b>35374859</b>	<b>110016</b>	<b>35484875</b>	<b>100.00</b>	<b>0</b>

ii. Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	FAHRENHEIT FUN AND GAMES PRIVATE LIMITED	2499999	7.045	0	2499999	7.045	0	0
2	VIMLABEN B AJMERA	1578536	4.448	0	1578536	4.448	0	0
3	CHHOTALAL S AJMERA	1471416	4.147	0	1471416	4.147	0	0
4	RAJNIKANT S AJMERA . HUF	904746	2.55	0	904746	2.55	0	0
5	RAJNIKANT S AJMERA	898675	2.533	0	898675	2.533	0	0
6	DHAVAL R AJMERA	788532	2.222	0	788532	2.222	0	0
7	CHHOTALAL S AJMERA HUF	759858	2.141	0	759858	2.141	0	0
8	MANOJ I AJMERA	593329	1.672	0	750708	2.116	0	0.444
9	SHASHIKANT SHAMALJI AJMERA	726064	2.046	0	726064	2.046	0	0
10	SANJAY C AJMERA	722773	2.037	0	722773	2.037	0	0
11	BHARTI R AJMERA	704835	1.986	0	704835	1.986	0	0
12	BHAVANA S AJMERA	703813	1.983	0	703813	1.983	0	0
13	NATWARLAL S AJMERA	453397	1.278	0	660895	1.862	0	0.584
14	AJMERA CEMENTS PRIVATE LTD	645300	1.819	0	645300	1.819	0	0
15	MAYUR S AJMERA	641532	1.808	0	641532	1.808	0	0
16	MUMUKSHU A AJMERA	641220	1.807	0	641220	1.807	0	0
17	KOKILABEN SHASHIKANT AJMERA	609350	1.717	0	609350	1.717	0	0
18	PRACHI DHAVAL AJMERA	605165	1.705	0	605165	1.705	0	0
19	ATUL C AJMERA	536393	1.512	0	536393	1.512	0	0
20	RUSHI M AJMERA	493260	1.390	0	493260	1.390	0	0
21	BHANUMATI CHHAGANLAL AJMERA	492844	1.389	0	492844	1.389	0	0



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
22	CHARMI J AJMERA	3462	0.010	0	231914	0.654	0	0.644
23	JAYANT ISHWARLAL AJMERA	456905	1.288	0	0	0	0	(1.288)
24	HETAL S AJMERA	453935	1.279	0	453935	1.279	0	0
25	ISHWARLAL S AJMERA HUF	444440	1.252	0	444440	1.252	0	0
26	SONALI A AJMERA	429180	1.209	0	429180	1.209	0	0
27	RUPAL M AJMERA	403266	1.136	0	403266	1.136	0	0
28	JYOTIBEN N AJMERA	395019	1.113	0	395019	1.113	0	0
29	SANJAY C AJMERA HUF	388332	1.094	0	388332	1.094	0	0
30	AAGNA S AJMERA	358332	1.010	0	358332	1.010	0	0
31	ATUL C AJMERA HUF	332832	0.938	0	332832	0.938	0	0
32	RUSHABH INVESTMENT PRIVATE LIMITED	300000	0.845	0	300000	0.845	0	0
33	HENALI JAYANT AJMERA	584	0.001	0	229037	0.645	0	0.644
34	CHHAGANLAL S AJMERA	205483	0.579	0	205483	0.579	0	0
35	ISHWARLAL S AJMERA	157379	0.444	0	0	0	0	(0.444)
36	TANVI M AJMERA	133617	0.377	0	133617	0.377	0	0
37	AASHISH ATUL AJMERA	33333	0.094	0	33333	0.094	0	0
38	SONAL BIMAL MEHTA	8036	0.023	0	2147	0.006	0	(0.017)
39	RITA MITUL MEHTA	4245	0.012	0	4245	0.012	0	0
40	MEGHA S AJMERA	3447	0.010	0	3447	0.010	0	0
41	BIMAL ANANTRAI MEHTA	2400	0.007	0	900	0.003	0	(0.004)
42	CHAITALI INVESTMENT PVT LTD	373	0.001	0	373	0.001	0	0
43	HARSHADRAI MULJI SARVAIYA	10	0	0	10	0	0	0

iii. Change in Promoter's Shareholding(Please specify,if there is no change):

Sr. No.	Names of Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	<b>MANOJ I AJMERA</b>				
	At the beginning of the year	593329	1.672	593329	1.672
	Transmission from Late Ishwarlal S. Ajmera- 29 <sup>th</sup> April 2016	157379	0.444	750708	2.116
	<b>-Closing Balance</b>			<b>750708</b>	<b>2.116</b>
2	<b>NATWARLAL S AJMERA</b>				
	At the beginning of the year	453397	1.278	453397	1.278
	Purchase on 24 <sup>th</sup> Febraury 2017	50000	0.141	503397	1.419
	Purchase on 3 <sup>rd</sup> March 2017	29500	0.083	532897	1.502
	Purchase on 10 <sup>th</sup> March 2017	28000	0.079	560897	1.581
	Purchase on 17 <sup>th</sup> March 2017	31000	0.087	591897	1.668
	Purchase on 24 <sup>th</sup> March 2017	50000	0.141	641897	1.809
	Purchase on 31 <sup>st</sup> March 2017	18998	0.053	660895	1.862
	<b>-Closing Balance</b>			<b>660895</b>	<b>1.862</b>



Sr. No.	Names of Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>3</b>	<b>CHARMI J AJMERA</b>				
	At the beginning of the year	3462	0.01	3462	0.01
	Transmission from Late Jayant I. Ajmera- 2 <sup>nd</sup> September 2016	456905	1.227	460367	1.297
	Transfer as gift on 7 <sup>th</sup> October 2016	(228453)	(0.643)	231914	0.654
	<b>-Closing Balance</b>			<b>231914</b>	<b>0.654</b>
<b>4</b>	<b>HENALI JAYANT AJMERA</b>				
	At the beginning of the year	584	0.001	584	0.001
	Transfer by way of gift- 7 <sup>th</sup> October, 2016	228453	0.644	229037	0.645
	<b>-Closing Balance</b>			<b>229037</b>	<b>0.645</b>
<b>5</b>	<b>SONAL BIMAL MEHTA</b>				
	At the beginning of the year	8036	0.023	8036	0.023
	Sale on 6 <sup>th</sup> May 2016	(5889)	(0.017)	2147	0.006
	<b>-Closing Balance</b>			<b>2147</b>	<b>0.006</b>
<b>6</b>	<b>BIMAL ANANTRAI MEHTA</b>				
	At the beginning of the year	2400	0.007	2400	0.007
	Sale on 13 <sup>th</sup> May 2016	(1500)	(0.004)	900	0.003
	<b>-Closing Balance</b>			<b>900</b>	<b>0.003</b>
<b>7</b>	<b>JAYANT ISHWARLAL AJMERA</b>				
	At the beginning of the year	456905	1.288	456905	1.288
	Transfer to Nominee- 2 <sup>nd</sup> September 2016	(456905)	(1.288)	0	0
	<b>-Closing Balance</b>			<b>0</b>	<b>0</b>
<b>8</b>	<b>ISHWARLAL S AJMERA</b>				
	At the beginning of the year	157379	0.444	157379	0.444
	Transfer to Nominee- 29 <sup>th</sup> April 2016	(157379)	(0.444)	0	0
	<b>-Closing Balance</b>			<b>0</b>	<b>0</b>

iv. Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):

Sr. No.	Names of KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>1</b>	<b>NIMISH S AJMERA</b>				
	At the beginning of the year	811723	2.288	811723	2.288
	<b>-Closing Balance</b>			<b>811723</b>	<b>2.288</b>
<b>2</b>	<b>KAMLESHKUMAR VRAJLAL DHULIA</b>				
	At the beginning of the year	536500	1.512	536500	1.512
	<b>-Closing Balance</b>			<b>536500</b>	<b>1.512</b>

Sr. No.	Names of KMP	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
<b>3</b>	<b>ASHWIN B AJMERERA</b>				
	At the beginning of the year	514285	1.449	514285	1.449
	<b>-Closing Balance</b>			<b>514285</b>	<b>1.449</b>
<b>4</b>	<b>TWISHAL N AJMERERA</b>				
	At the beginning of the year	503410	1.419	503410	1.419
	<b>-Closing Balance</b>			<b>503410</b>	<b>1.419</b>
<b>5</b>	<b>CD EQUIFINANCE PRIVATE LIMITED</b>				
	At the beginning of the year	606790	1.710	606790	1.710
	Sale on 8 <sup>th</sup> April 2016	(8400)	(0.024)	598390	1.686
	Sale on 15 <sup>th</sup> April 2016	(13007)	(0.036)	585383	1.65
	Sale on 22 <sup>nd</sup> April 2016	(21662)	(0.061)	563721	1.589
	Sale on 29 <sup>th</sup> April 2016	(14745)	(0.042)	548976	1.547
	Sale on 6 <sup>th</sup> May 2016	(5007)	(0.014)	543969	1.533
	Sale on 20 <sup>th</sup> May 2016	(35777)	(0.101)	508192	1.432
	Sale on 4 <sup>th</sup> November 2016	(3800)	(0.011)	504392	1.421
	Sale on 2 <sup>nd</sup> December 2016	(16500)	(0.046)	487892	1.375
	Sale on 9 <sup>th</sup> December 2016	(1379)	(0.004)	486513	1.371
	Sale on 13 <sup>th</sup> January 2017	(220)	(0.001)	486293	1.370
	Sale on 20 <sup>th</sup> January 2017	(155)	(0.0007)	486138	1.369
	<b>-Closing Balance</b>			<b>486138</b>	<b>1.369</b>
<b>6</b>	<b>ROOPA SHAILESH AJMERERA</b>				
	At the beginning of the year	426490	1.202	426490	1.202
	<b>-Closing Balance</b>			<b>426490</b>	<b>1.202</b>
<b>7</b>	<b>BANDISH B AJMERERA</b>				
	At the beginning of the year	380172	1.071	380172	1.071
	<b>-Closing Balance</b>			<b>380172</b>	<b>1.071</b>
<b>8</b>	<b>NIMISH S AJMERERA . HUF</b>				
	At the beginning of the year	378483	1.067	378483	1.067
	<b>-Closing Balance</b>			<b>378483</b>	<b>1.067</b>
<b>9</b>	<b>MANOJ NANALAL TURAKHIA</b>				
	At the beginning of the year	318979	0.899	318979	0.899
	<b>-Closing Balance</b>			<b>318979</b>	<b>0.899</b>
<b>10</b>	<b>MONA B AJMERERA</b>				
	At the beginning of the year	310872	0.876	310872	0.876
	<b>-Closing Balance</b>			<b>310872</b>	<b>0.876</b>

## v. Shareholding of Directors and Key Managerial Personnel:

SR No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Mr. Rajnikant S. Ajmera</b>				
	At the beginning of the year	898675	2.53	898675	2.53
	At the End of the year			898675	2.53
<b>2</b>	<b>Mr. Manoj I. Ajmera</b>				
	At the beginning of the year	593329	1.67	593329	1.67
	Transmission from Late Ishwarlal S. Ajmera- 29 <sup>th</sup> April 2016	157379	0.44	750708	2.11
	At the End of the year			750708	2.11
<b>3</b>	<b>Mr. Sanjay C. Ajmera</b>				
	At the beginning of the year	722733	2.04	722733	2.04
	At the End of the year			722733	2.04
<b>4</b>	<b>Mr. Ambalal C. Patel</b>				
	At the beginning of the year	1	0	1	0
	At the End of the year			1	0
<b>5</b>	<b>Mr. Jagdish J. Doshi</b>				
	At the beginning of the year	0	0	0	0
	At the End of the year			0	0
<b>6</b>	<b>Mrs. Aarti Ramani</b>				
	At the beginning of the year	0	0	0	0
	At the End of the year			0	0
<b>7</b>	<b>Mr. O. P. Gandhi</b>				
	At the beginning of the year	0	0	0	0
	At the End of the year			0	0
<b>8</b>	<b>Ms. Harshini D. Ajmera</b>				
	At the beginning of the year	15	0	15	0
	At the End of the year			15	0

## vi. Indebtedness:

Indebtedness of the Company including interest outstanding /accrued but not due for payment.

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	24046.15	-	-	24046.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>24046.15</b>	<b>-</b>	<b>-</b>	<b>24046.15</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	19351.40	-	-	19351.40
Reductions	4889.92	-	-	4889.92
<b>Net Change</b>	<b>14461.48</b>	<b>-</b>	<b>-</b>	<b>14461.48</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	38507.63	-	-	38507.63
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>38507.63</b>	<b>-</b>	<b>-</b>	<b>38507.63</b>



vii. **Remuneration of Directors and Key Managerial Personnel**

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

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of the MD/MTD/Manager			Total
1	<b>Gross salary</b>	<b>Mr. Rajnikant S. Ajmera, Chairman &amp; Managing Director</b>	<b>Mr. Manoj I. Ajmera, Managing Director</b>	<b>Mr. Sanjay C. Ajmera, Whole Time Director</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	12,753,285.00	9,238,130.00	4,811,520.00	26,802,935.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(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	-	-	-	-
	<b>Total (A)</b>	<b>12,753,285.00</b>	<b>9,238,130.00</b>	<b>4,811,520.00</b>	<b>26,802,935.00</b>
<b>Ceiling as per the Act</b>		within the limit as approved by shareholder			

B) **Remuneration to other directors:**

(Amt in ₹)

Sr. No	Particulars of Remuneration	Name of the Directors			Total
1	<b>Independent Directors</b>	<b>Mr. Jagdish J. Doshi</b>	<b>Mr. Ambalal C. Patel</b>	<b>Ms. Aarti M. Ramani</b>	
	• Fee for attending board / committee meetings	138,600.00	138,600.00	138,600.00	415,800.00
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	<b>Other Non-Executive Directors</b>	-	-	-	-
	• Fee for attending board / committee meetings				
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	<b>138,600.000</b>	<b>138,600.00</b>	<b>138,600.00</b>	<b>415,800.00</b>
<b>Overall Ceiling as per the Act</b>		NA			



**C) Remuneration to Key Managerial Personnel Other Than MD/ MANAGER/ WTD**

(Amt in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Harshini D. Ajmera, Company Secretary	Mr. O. P. Gandhi, Group Chief Financial Officer	Total
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	1,029,681.00	5,963,878.00	6,993,559.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(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	-	-	-
	<b>Total</b>	<b>1,029,681.00</b>	<b>5,963,878.00</b>	<b>6,993,559.00</b>

**VII. Penalties/Punishment/ Compounding of Offenses:**

There was no Penalties / Punishment / Compounding of Offenses for the year ending March 31, 2017.

# ANNEXURE-V

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1	A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs	<p>The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the web link for the same is <a href="http://www.aril.co.in">www.aril.co.in</a>.</p> <p>The Company's CSR Programmes shall be implemented through either Company's own brand name or S.S.Ajmera Trust (SSAT) or Vijay Nagar Trust (VNT)</p> <p>The Terms of Reference of the Committee are as follows:-</p> <ol style="list-style-type: none"> <li>to frame the CSR Policy and its review from time-to-time.</li> <li>to ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.</li> <li>to ensure compliance with the laws, rules &amp; regulations governing the CSR and to periodically report to the Board of Directors.</li> </ol>
2	The Composition of the CSR Committee	<ol style="list-style-type: none"> <li>Mr. Rajnikant S.Ajmera (Chairman)</li> <li>Mr. Manoj I.Ajmera (Member)</li> <li>Mr. Ambalal C. Patel (Member)</li> </ol>
3	Average net Profits for last three years	₹ 19.35 Crores
4	Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above)	₹ 39 Lakhs
5	Details of CSR spent during the Financial year:	
a	Total amount spent for the financial year	₹ 41.90 Lakhs
b	Amount unspent, if any	Nil

1	2	3	4	5	6	7	8
Sr. No	CSR project or activity Identified	Sector in which project is covered	Projects or programs (1) Local area (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise for the FY 2016-17	Amount spent on the projects or programs. Sub heads (1) Direct Expenditure (2) Overheads	Cumulative expenditure upto the date of reporting	Amount spent direct or through agency
1	Vision Foundation of India	Promoting least cost surgeries for erradicating avoidable blindness	PAN INDIA BASIS	₹ 5 Lakhs	₹ 5 Lakhs	₹ 5 Lakhs	Directly
2.	Federation of India Animal Protection Organisation (FIAPO)	Promoting the awareness about animal exploitation and reduction in consumption of dairy and animal products and protesting for the rights of the animals	PAN INDIA BASIS	₹ 5 Lakhs	₹ 5 Lakhs	₹ 5 Lakhs	Directly

1	2	3	4	5	6	7	8
Sr. No	CSR project or activity Identified	Sector in which project is covered	Projects or programs (1) Local area (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise for the FY 2016-17	Amount spent on the projects or programs. Sub heads (1) Direct Expenditure (2) Overheads	Cumulative expenditure upto the date of reporting	Amount spent direct or through agency
3	Setting up of Infrastructure at Karkhadi High School, Padri, Baroda	Providing Education, Information Technology and Infrastructure facilities to girls school at Padri Village, Baroda	Gujarat	₹2.63 Lakhs	₹ 2.63 Lakhs	₹ 2.63 Lakhs	Directly
4	Sponsorship to Health treatment Aids	Donating the heart surgery of needy person	Mumbai	₹ 0.63 Lakhs	₹ 0.63 Lakhs	₹ 0.63 Lakhs	Directly
5	Development of Site area for beautification and sanitation of the vicinity of the Site Project	Providing sanitization, clean & healthy environment by making proper drainage and sewage system for the residents of Project	Bengaluru, Karnataka	₹ 28.51 Lakhs	₹ 28.51 Lakhs	₹28.51 Lakhs	Directly
6	Provide Education Aid to needy	Sponsorship of fees of Higher Education of a needy girl child.	Mumbai	₹12500	₹ 12500	₹12500	Directly
7)	CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with CSR Objectives and Policy of the Company.						

**Place:** Mumbai  
**Dated:** 10<sup>th</sup> July, 2017

**Manoj I. Ajmera**  
**Managing Director**  
**DIN: 00013728**

**Rajnikant S. Ajmera**  
**Chairman & Managing Director**  
**DIN: 00010833**

# MANAGEMENT DISCUSSION AND ANALYSIS

## Economic Scenario and Outlook

India's GDP growth grew to 7.1% as compared to previous year growth of 8%. The lower GDP in third and fourth Quarter of FY 2016-17 was anticipated effect of demonetisation. The Indian economy experienced slowdown by the extermination of high-value banknotes in the third quarter, leading to liquidity crunch and reduced consumer spending. Also, dragging on growth were excess production capacities and over-stretched corporate balance sheets in many sectors delaying the revival of private capex cycle. This was offset by continued public investments and the unwavering thrust on infrastructure development by the Government. Another factor impacting robust recovery of economic cycle was constrained lending by banks as they continue to reel under significant asset quality problems that put pressure on their profitability and capital. However there was incremental growth and economic activity took pace within the first few months of FY 2017-18.

The other highlight of the year was the restoration of macroeconomic stability even amid sluggish performance of the global economy and the rebound in petroleum prices. This was achieved on the back of fiscal consolidation, inflation remaining within the comfort zone, and focus on administrative measures for cooperative financial governance.

While the currency exchange impacted economic activity, the negative impact is expected to be transient and in fact, provide long-term benefits. Increased digitalization, greater tax compliance and a reduction in real estate prices, which could increase long-run tax revenue collections and GDP growth, are some of the benefits expected to accrue on account of demonetization.

The growth outlook remains positive with India expected to maintain its status of the world's fastest-growing major economy. As per the estimates of the Asian Development Bank, in the current fiscal year of 2017-18, the economy is expected to grow at 7.4% on the back of pick-up in consumption demand and higher public investment. Continued commitment to structural reforms and the expected rollout of the Goods and Service Tax in July 2017 are also expected to boost growth rate.

## Real Estate Industry Outlook and Opportunities

The real estate sector, the second largest employer after agriculture, is a key engine for driving economic growth. The real estate sector comprises four sub-sectors - housing, retail, hospitality, and commercial. The growth is driven by demand for office space and by the corporate sector well as urban and semi-urban accommodations. The housing sector alone contributes 5-6% to the country's GDP. Large population base, rapid urbanisation and rising income levels are the chief factors driving demand for housing.

The industry is projected to grow at 30% over the next decade and this attractive growth is attracting not only domestic real

estate developers but foreign investors as well. By 2020, the Indian real estate market size is expected to reach US\$ 180 billion.

2016 was a landmark year for the country as well as the real estate sector with game-changing changes coming into being, especially on the policy front. Once carried out, these policy changes should bring greater transparency and confidence in the real estate market, thus driving growth in the medium-long term. Discussed below are some of the major policies that have been completed or on their way to implementation.

**Demonetization:** During demonetization and the period immediately thereafter, transactions in the real estate sector were impacted significantly. Residential demand across markets witnessed a sharp drop and prices too have seen some softening. However, industry experts are of the opinion that the current slowdown will be short-lived as long-term residential demand drivers remain robust. This should lead to stable to rising capital values. Also, the impact of the demonetization drive is expected to have minimal effect on demand for office space as this is primarily led by large corporate and hence the use of cash is minimal. With bank deposits swelling post demonetization, their improved short-term liquidity has resulted in lower interest rates, which in turn should lead to higher demand for real estate.

**Real Estate (Regulation & Development) Act:** The much awaited and widely acclaimed Real Estate (Regulation and Development) Act, 2016, proposed in January 2009, came into force on 1 May 2016. The Act is to be implemented from 1 May 2017. The RERA Act is considered as one of the landmark legislations passed by the Indian Parliament. Its objective is to address grievances of buyers and to bring transparency and accountability in the country's real estate sector. This, in turn, will provide an impetus for the growth of the real estate sector.

Following are the main features of this pro-consumer legislation:

- Compulsory registration of all the residential and commercial real estate projects with plot size more than 500 sq. meters, with the regulator.
- A written agreement for sale or builder buyer agreement is to be submitted along with other documents at the time of project registration. The builder-buyer agreement has to be offered for signing to the home buyer before accepting more than 10% of the property value as advance.
- It is mandatory for the developer to open an escrow account for each project. As much as 70% of the money collected against a particular project has to be deposited in this account.
- Promoters to have the consent of two-thirds (66%) buyers before making any change in the number of units or structural changes.



- The property will have to be sold to buyers based on carpet area and not on the super built-up area which will become illegal under the new law.
- Several clauses of penalty in case of default, non-delivery of the project within stipulated time or incorrect/non-disclosure of material information by the developers.

**Goods and Services Tax (GST):** Currently, the real estate sector faces the challenge of management of multiple indirect tax levies, such as VAT, Service Tax, Excise, Stamp Duty and Registration fees. Since the GST will bring all taxes under one umbrella, it will simplify tax compliance and minimize the scope for double taxation, bringing cheer to home buyers. For the developers, the cost of construction will be lowered as several taxes levied on the procurement side, such as Customs Duty, Central Sales Tax, Excise Duty, Entry Tax, will be rolled into one.

Further, the GST itself is expected to add about 2% to India's gross domestic product (GDP). This economic boost should translate into more demand for real estate, leading to growth in the sector.

**Policy Incentives for Affordable Housing:** According to statistics, the housing shortage is currently estimated at around 1.87 crore homes and nearly 95% of this is in the affordable category. In line with the vision of 'Housing for All by 2022', various policy measures were announced in the Union Budget 2017-18 to boost the supply of housing in the affordable and rural segments.

- **Infrastructure status to Affordable Housing:** The infrastructure status given to affordable housing projects will enable developers in accessing credit at lower rates and longer tenures, including from sources such as external commercial borrowings. The cost savings from these benefits should provide a fillip to projects in the affordable segment.
- **Relaxation of criteria for eligibility for tax benefit under Section 80IBA:** The profit-linked tax exemption for affordable housing project had already been announced in the Union Budget for 2016-17. However, the criteria for projects to be eligible for this exemption were seen to be misaligned with the expectations of the developers. The Budget has increased the timeline available for completion of construction to 5 years from the date of approval, reducing the risk of non-compliance for the developer. In addition, the restriction on unit sizes has been relaxed to maximum carpet area of 30 square metres and 60 square metres (as against the earlier criteria based on built-up area).
- **Reduction in Income tax rate for basic slab:** Lowering of Income tax of 5% for income between 2.5 Lakhs to 5 Lakhs will create more disposable income in the hands of the potential customer, thus spurring demand for affordable housing.

In conclusion, the outlook for the real estate sector remains

positive. Demonetization, the boost given to the affordable housing sector, as well as the hope of lower interest rates, expected price correction in residential property prices, implementation of the RERA Act and the roll out of the GST should help buyers to return to the market.

### Residential Segment Review

The residential real estate sector in the top eight cities commenced on a positive note in Calendar Year (CY) 2016 with the first half of the year registering a 7% increase in volumes from the same period a year before. Another trend that emerged pan-India was that a higher number of units were sold every quarter (Q1 CY2016 - Q3 CY2016) than new project launches in the same period. The slowdown in new launches helped to reduce inventory levels.

In the last quarter of CY2016 (Oct-Dec), residential sales were severely impacted because of demonetization. In fact, CY2016 ended with launches and sales being the lowest since the global financial crisis. This uncertainty is expected to prevail in the first quarter of CY2017 with consumers continuing to stay in the wait and watch mode.

However, industry experts are of the opinion that sales momentum is likely to pick up from CY2017 as the real estate sector becomes more attractive with the focus on affordable housing and the improved environment resulting from the implementation of the RERA Act, rollout of GST, cheaper home loans, softening of property prices and enforcement of the Benami Transactions (Prohibition) Amendment.

### Commercial Real Estate Review

As per the report released by CBRE India, India office market saw an all-time high annual absorption of a little over 43 million sq ft in CY2016, a growth of 9% year-on-year. Supply addition in the year touched 35 million sq. ft. with office stock going over 500 million sq. ft. by the Q4 CY2016, higher than in several East Asian economies.

While the commercial segment has witnessed good growth, the office space needs of technology and outsourcing firms (especially in software development) slowed down in CY2016. Global uncertainty and technology disruptions impacted the growth of top technology firms which in turn restricted their demand for office space.

It is expected that the demand for office space will be skewed towards innovative workplaces. Collaborative open spaces with open areas to boost employee productivity will be increasingly required by employers. Also, offices with a high focus on sustainability and energy efficiency will carry more weight and leverage higher rents.

**Financial & Operating Performance:** Your Company has delivered a steady financial and operating performance for FY 2016-17. Your Company, in the backdrop of challenging economic environment, has once again delivered superior Return on Equity (RoE) of 171.80% and Return on Assets (RoA) of 5.28% for the year ended March 31, 2017.

(Rs. In Lakhs)

Particulars	March 31, 2017	March 31, 2016	Growth (%) over March 31, 2017
<b>Assets</b>			
Advances	40549.35	37,202.65	8.99
Investments	9838.92	9191.82	7.03
Others	65046.01	51046.19	27.42
<b>TOTAL ASSETS</b>	<b>115433.78</b>	<b>97440.66</b>	<b>18.46</b>
<b>Liabilities</b>			
Shareholders Fund's (inclusive of reserves)	43901.25	38924.17	12.78
Deposits	-	-	-
Borrowings	11760.80	10631.04	10.63
Others	59771.73	47885.45	24.82
<b>TOTAL LIABILITIES</b>	<b>115433.78</b>	<b>97440.66</b>	<b>18.46</b>

#### International Presence

Your Company has entered into Joint Venture with Equity Real estate (Investors ) Limited in London through its wholly owned subsidiary known as "AJMERA CORPORATION UK LIMITED" and proposes to construct 14 complex houses in the prime area of huge operations which is also known for its serene and calm location mostly preferred by Localities of London.

Besides that the Company also plans to monetize the land by virtue of Joint Venture Development with local developer(s) of Bahrain .

#### Internal Control Systems and Risk Management Mechanism:

The long-term financial security and success of your Company is built on a robust risk management system. Through proactive and improved risk management practices, your Company's risk management function continuously works towards achieving financial stability and enhancing stakeholder value.

The Company's ability to foresee and manage business risks is crucial in achieving favourable results. The Company has laid down a well-defined risk management procedure covering the risk identification, risk exposure, potential impact, and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both the business and non –business risk. The board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

The Company has documented all the major processes to ensure timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws, and regulations, safeguarding of assets and economical and efficient use of resources.

The Internal Audit function assesses the effectiveness of controls to provide an objective and independent opinion on the

overall governance processes within the Company, including the application of a systematic risk management framework.

In line with the new regulatory requirements, the company has formally framed a Risk Management Policy to identify and assess the key risk areas monitor and report compliance and effectiveness of the policy and procedure. Based on the detailed review the following key risks have been identified-

- Sales Market Risk
- Borrowing Risk
- Liquidity risk
- Input Costs Risk
- Project Implementation Risk
- Regulatory risks
- Legal Risk
- IT and System Risk
- Personnel Risk

The combination of policies and processes as outlined above adequately addresses the various risks associated with your Company's businesses.

#### OUTLOOK:

In the real estate, Ajmera has a presence in 3 metro cities spanning 3 States and 2 International Country's. The Company continues to operate in its existing markets whilst exploring avenues and opportunities for further diversification of its market presence. With new proposed projects in Bengaluru , Ahmedabad, London and Bahrain through its subsidiaries and associates the Company is entering into higher level of an era of consolidation and expansion.

#### A. MUMBAI

The Company has vast potential in the land bank at Ajmera i- Lands, Wadala, Mumbai (formerly known as Bhakti Park). This project is the Mumbai's most interconnected integrated new age living destination. Wadala is Mumbai's fastest growing suburb and extension of south mumbai with consistent patches of greenery. Residents of Mumbai have hailed the opening of Eastern Expressway. SCLR has made commuting from Wadala to any part of Mumbai city very easy. Important places like Vashi, CST, Santacruz are at a distance of just 20 mins. Within walking distance is Wadala's IMAX the world's second largest dome-shaped cinema theater, Easily approachable from the Express Highway, Wadala enjoys interconnectivity along the Western, Central and Harbour Railway lines. The Company has tied up with world renowned architects and is developing world class realty space. The Company is adopting multiple product mix strategy for targeting elite end users. The Ajmera i-land provides sports academy within the vicinity for all age group .Its in real sense integrated area with schools, open markets, Health centers, commercial hubs, recreational zones and leisure avenue.

**AEON/ZEON/TREON:** Aeon, Zeon and Treon are Hi-rise tower comprising of 2,3 and 4 BHK apartments offering a lifestyle of immaculate splendor adorned with vast clubhouse. We anticipate to start delivering the projects phase wise starting from this year.

The Company adopted strategy of joint venture & tie-ups to bring down land cost in growing markets like Bengaluru, Ahmedabad, Mumbai, London and Bahrain. The Company has expertise in designing, execution and conceptualization, which can also be put to optimum use. The Company has adopted new world class parameters for real estate development.

#### **B. BENGALURU:**

The Bengaluru project is in close proximity to the IT hub of the city, with excellent access routes, at a well appointed location. Electronic City is fast becoming a real estate destination. Ajmera Avenue and Annex both are at the final stage of completion. Offering world-class amenities, both the projects are being built at record breaking speed.

#### **C. AHMEDABAD:**

Ahmedabad is another chosen destination for expansion. Ajmera Enigma and Casa Vyoma are two landmark projects of Ajmera at Ahmedabad. Enigma is completed and is in process of welcoming its investors to a brand new world of Aristocracy. Casa Vyoma is spread across

6 acres of Vastrapur, with facilities which grand lifestyle every to meet the Hi-end expectations of aristocrats of Ahmedabad.

- D. LONDON:** The London Project is at the initial stage of development of luxurious homes in the area of Kingston, London. Its a Joint Venture Development between the Company and a Local Developer named Equity Real Estate (Investors) Limited for development in the area primarily demanded by Localities there due to its calm and serene atmosphere.
- E. BAHRAIN:** We are undertaking Market Survey for tie ups and have already submitted plans for approval. Soon we are planning to launch our project in first or next year.

#### **CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

# CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Ajmera firmly believes that Corporate Governance is about upholding the highest standard of ethics, integrity, transparency and accountability in conducting affairs of the Company, so as to disseminate transparent information to all stakeholders. Ajmera always seek to ensure that it attains performance goals with integrity. Corporate Governance has indeed been an integral part of the way Ajmera have done business. This emanates from our strong belief that strong governance is essential in creating value on a sustainable basis. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

## 2. BOARD OF DIRECTORS

### 2.1 Composition

The Board of Directors has an ideal combination of Executive and Non Executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter SEBI Listing Regulations) 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 not less than fifty percent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

Composition of the Board as on March 31, 2017.

Category	No. of Directors
Chairman & Managing Director (Promoter Director)	1
Managing Director (Promoter Director)	1
Whole Time Director (Promoter Director)	1
Independent Directors including a Woman Director	3

The Chairman of the Board of Directors is an Executive Director. The composition of the Board of Directors is in conformity with Regulation 17 of the SEBI Listing Regulations.

Mr. Manoj I Ajmera (DIN: 00013728), Executive - Non Independent Director who retires by rotation and being eligible has offered himself for re-appointment.

All the Directors possess the requisite qualifications and experience in general corporate management, finance, banking, insurance and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

## 2.2 Meetings, Agenda and proceedings of the Board Meeting

During the financial year ended 31st March, 2017, 5 (Five) meetings of the Board of Directors were held and the maximum time gap between two consecutive meetings did not exceed one hundred and twenty days.

Board Meetings were held on 19th May, 2016, 30th June, 2016, 28th July, 2016, 24th October 2016, and 3rd February 2017. The last Annual General Meeting (AGM) was held on 26th August 2016.

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting are given below:-

Sr. No	Name of Directors	Category	No. of Board Meetings Attended	Attendance at last AGM
1	Mr.Rajnikant S.Ajmera	Chairman	5	Yes
2	Mr.Manoj I.Ajmera	Managing Director	5	Yes
3	Mr.Sanjay C.Ajmera	Whole time Director	4	No
4	Mr.Jagdish J Doshi	Independent Director	5	Yes
5	Mr.Ambalal C.Patel	Independent Director	5	Yes
6	Ms.Aarti M Ramani	Independent Director	5	Yes

### Separate Meeting of Independent Directors (IDs):

The Independent Directors met on 27th March, 2017 without the presence of non-independent directors and members of the management. At this meeting, the IDs inter-alia reviewed the performance of the non-independent directors and the board of directors as a whole, reviewed the performance of the chairman of the board and assessed the quality, quantity and timeliness of flow of information between the management and the board of directors.

### Agenda:

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Agenda papers are circulated seven days prior to the Board Meeting other than those held at shorter notice.

### Invitees & Proceedings:

Apart from the Board members, the Company Secretary, CFO, Assoc.V.P.(Accounts and Finance ) and Internal Auditor are invited to attend all the Board Meetings.



Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The Assoc.V.P. makes presentation on the quarterly and annual Operating & Financial performance and on annual operating & capex budget.

The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

#### Post Meeting Action:

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Chairman & Managing Director and Company Secretary for the action taken / pending to be taken.

#### Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings and acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

### 2.3 OTHER DIRECTORSHIPS

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director, in terms of Regulation 26 of the Listing Regulations.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies held by the Directors as on 31st March, 2017 are given below:-

Sr. No	Name of the Director	Other Directorship*	Committee Positions**	
			Chairman	Member
1	Mr. Rajnikant S Ajmera	3	-	-
2	Mr. Manoj I Ajmera	-	-	-
3	Mr. Sanjay C Ajmera	2	-	-
4	Mr. Jagdish J Doshi	3	2	-
5	Mr. Ambalal C Patel	6	3	6
6	Ms. Aarti M Ramani	1	-	-

#### Notes:

\* Other Directorships excluding Private Limited Companies, Foreign Companies and Section 8 Companies other than Ajmera Realty & Infra India Ltd.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies (whether Listed or not) other than Ajmera Realty & Infra India Ltd.

### 2.4 FAMILIARIZATION PROGRAMME AND TRAINING FOR INDEPENDENT DIRECTORS

At the time of appointment, the Company conducts familiarization programmes for an Independent Director through meetings with key officials such as Chairman and Managing Director, Chief Financial Officer, Company Secretary and other senior business leaders. During these meetings, presentations are made on the roles and responsibilities, duties and obligations of the Board members, Company's business and strategy, financial reporting, governance and compliances and other related matters. Details regarding familiarization programme imparted by the Company is available on our website at <http://aril.co.in/download/famil-iarisation-programme-for-indep.Dirs.pdf>.

### 2.5 BOARD EVALUATION

The Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. In case of evaluation of the individual Directors, one to one meeting of each Director with the Chairman of the Board and the Chairman of the Nomination & Remuneration Committee was held. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

### 3. COMMITTEE OF THE BOARD

The Board has constituted various Committees of Directors to monitor the activities falling within their terms of reference. These Committees take informed decisions on the specific businesses assigned to them in the best interest of the Committees. The Company Secretary adheres to all the applicable laws and regulations for conducting the meeting of the Committees as adhered to the Board meetings.

Some statutory committees are namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Committee, CSR Committee, Committee of Independent Directors.

#### 3.1 AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with Provision of Regulation 18 of SEBI (Listing Regulations), read with Section 177 of the Act. All the members possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The company secretary acts as secretary to the committee.

##### 3.1.1 Terms of Reference

The terms of reference of the Audit Committee are as per

the guidelines set out in the listing regulations read with section 177 of the Companies Act, 2013. These broadly includes:

- i. Develop an annual plan for Committee;
- ii. Review of financial reporting processes;
- iii. Review of risk management, internal control and governance processes;
- iv. Discussions on quarterly, half yearly and annual financial statements and the auditor's report;
- v. Interaction with statutory, internal and cost auditors to ascertain their independence and effectiveness of audit process;
- vi. Recommendation for appointment, remuneration and terms of appointment of auditors and
- vii. Risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- i. Matter included in the Director's Responsibility Statement,
- ii. Changes, if any, in the accounting policies,
- iii. Major accounting estimates and significant adjustments in financial statement,
- iv. Compliance with listing and other legal requirements concerning financial statements,
- v. Disclosures in financial statement including related party transactions,
- vi. Qualification in draft audit report,
- vii. Scrutiny of inter-corporate loans & investments,
- viii. Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies,
- ix. Letters of Statutory Auditors to management on internal control weakness, if any,
- x. Major non routine transactions recorded in the financial statements involving exercise of judgment by the management,
- xi. Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees,
- xii. Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

### 3.1.2 Composition and Meetings

As on March 31st, 2017 the Audit Committee of the Company comprises of 4 (four) Directors i.e. 3 (three) Non-Executive Independent Directors & 1 (one) Executive - Promoter Director

The Audit Committee met 4 (four) times during the Financial Year 2016-2017 on 19th May, 2016, 28th July, 2016, 24th October, 2016 and 3rd February, 2017 and intervening gap between the meeting was within the period prescribe of 120 days .

The attendance of the members of the Audit Committee was as follow :-

Sr. No	Name of Directors	Position held in Committee	No. of Meetings Attended
1	Mr. Jagdish J Doshi	Chairman	4
2	Mr. Rajnikant S Ajmera	Member	4
3	Mr. Ambalal C.Patel	Member	4
4	Ms. Aarti M Ramani	Member	4

Mr. Jagdish J Doshi, Chairman of the Audit Committee was present at the last Annual General to answer the shareholders queries.

Ms.Harshini D.Ajmera, Company Secretary, acts as the Secretary to the Audit Committee.

### 3.1.3 Invitees/Participants

1. The CFO ,Company Secretary, Assoc.V.P.(Accounts and Finance) ,Internal Auditors, Statutory and Practising Company Secretary are the permanent invitees to all Audit Committee meetings to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management etc.
2. Head of Internal Audit department attends all the Audit Committee Meetings as far as possible and briefs the Committee on all the points covered in the Internal Audit Report as well as the other issues that come up during discussions.

### 3.2 NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Nomination and Remuneration Committee of the Company is constituted in time with the provision of Regulation 19 of SEBI (Listing Regulations) read with Section 178 of the Act.

#### 3.2.1 Terms of Reference

- (i) Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- (ii) Recommend to the Board the appointment or reappointment of directors.
- (iii) Devise a policy on Board diversity.

- (iv) Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- (v) Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- (vi) Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- (vii) On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- (viii) Oversee familiarization programmes for directors.
- (ix) Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- (x) Formulate criteria for determining qualifications, positive attributes and independence of Directors and oversee the succession management process for the Board and senior management employees.
- (xi) Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnels.
- (xii) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance.

### 3.2.2 Composition and Attendance at the Meeting

As on March, 31, 2017, the Nomination and Remuneration Committee comprised of 3 (Three) Independent Directors.

The Committee during the year ended on 31st March, 2017 had one meeting i.e on 30th June, 2016.

The details of participation of Members at the Meeting of the Committee are given below:-

Sr. No	Name of Directors	Position held in Committee	No of Meetings Attended
1	Mr. Jagdish Doshi	Chairman	1
2	Mr. Ambalal C.Patel	Member	1
3	Ms. Aarti M Ramani	Member	1

Mr. Rajnikant S Ajmera, Chairman & Managing Director is Permanent Invitee to this Committee. Ms. Harshini D.

Ajmera, Company Secretary acts as the Secretary to the Committee.

### 3.2.3 Criteria of selection of Non Executive Directors

The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance and general management.

In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

The NRC shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

The NRC shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.

In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

### 3.2.4 Remuneration Policy

#### • Remuneration Policy for employees of Company:

The objective of the Nomination & Remuneration Policy of the Company is to provide a fair and transparent structure that helps in retaining and acquiring the talent pool critical to build competitive advantage and an Employer brand under adequate supervision and control.

The Policy of the Company is aligned to the organizational values aimed at encouraging Professional Entrepreneurship and reinforcing a strong culture promoting meritocracy, performance, potential and prudent risk taking caliber. The Company's compensation framework is aligned with the performance management system and differentiates pay appropriately amongst its executives based on degree of contribution, skill and availability of talent owing to competitive market forces by taking into account factors such as role, skills, competencies, experience and grade / seniority.

The Managing Director and Executive Director will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned herein above, recommends the annual increment and performance incentive to the Nomination & Remuneration Committee for its review and approval.

• **Remuneration Policy for Executive Directors:**

The Company follows a policy on remuneration of Directors and Senior Management Employees.

The Nomination and Remuneration Committee evaluates the performance of the Executive Directors and the Company as a whole considering the efficiency, effectiveness and quality inputs given by Executive Directors and its impact on the performance of the Company as a whole.

The details of remuneration & performance bonus paid to each of the Directors during the year ended on 31st March, 2017 are given below:-

Sr. No.	Name of the Director	Remuneration (in ₹)	No. of shares held
1	Mr.Rajnikant S.Ajmera	1,27,53,285	898675
2	Mr.Manoj I.Ajmera	92,38,130	593329
3	Mr.Sanjay C.Ajmera	48,11,520	722773

• **Remuneration Policy for Non-Executive Directors (NEDs)**

The NEDs are paid sitting fees for attending each meeting of the Board of Directors or any committee thereof as approved by the Board, within the permissible limit prescribed under the Companies Act, 2013, Listing Regulations and other regulatory/statutory guidelines, as amended from time to time. Any change in sitting fees shall be recommended by the NRC and approved by the Board of Directors of the Company.

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings and commission considering as detailed here under:

- Contribution expected from Directors considering size and complexity of organization,
- Comparison with the peer Banks / Industry bench marking.
- Regulatory guidelines as applicable, etc.

The details of sitting fees paid to each of the NEDs during the year ended on 31<sup>st</sup> March, 2017 are given below:-

Sr. No.	Name of the Director	Sitting Fees (in ₹)	No. of shares held
1	Mr.Jagdish Doshi	1,38,600	-
2	Mr.Ambalal C.Patel	1,38,600	1
3	Ms.Aarti M Ramani	1,38,600	-

**3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholder relationship committee is constituted in line with the provision of Regulation 20 of SEBI (Listing Regulations) read with Section 178 of the Act.

**3.3.1 Terms of Reference:**

The terms of reference are given below:

- Reviewing and redressing complaints from various security holders such as shareholders, debenture holders and any other security holders such as non receipt of dividend, non receipt of interest on debentures, annual report, transfer of shares or debentures, issue of duplicate share /debenture certificates, etc.
- Overseeing and reviewing all matters connected with transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of securities issued by the Bank;
- Overseeing the performance of the Registrar and Transfer Agent of the Bank and recommends measures for overall improvement in the quality of investor services;
- Reviewing/taking note of various investors presentations /communication with stakeholders;
- Performing any other function, duty as stipulated by the Companies Act, Reserve Bank of India, Securities & Exchange Board of India, Stock Exchanges, and any other regulatory authority or under any applicable laws, as amended from time to time.

**3.3.2 Composition and Attendance at the Meeting**

As on 31st March, 2017 the committee comprises of 1 (one) independent director as a Chairman & 2 (two) Executive Directors as a Members.

During the year ended on 31st March, 2017, 4 (Four) meetings of the committee were held on 6th April,2016, 4th July, 2016, 6th October, 2016 & 6th January,2017.

The details of the members and there attendance are as below:-

Sr. No	Name of Directors	Position held in Committee	No. of Meetings Attended
1	Mr. Jagdish Doshi	Chairman	4
2	Mr. Rajnikant S Ajmera	Member	4
3	Mr. Manoj I Ajmera	Member	4

The Company Secretary is designated as the "Compliance Officer" who oversees the redressal of the investors' grievances.



The detailed particulars of investors' complaints handled by the Company and its Registrar & Share Transfer Agent during the year are as under:

Nature of Complaint	Opening	Received during the year	Resolved	Pending as on 31st March 2017
Non-Receipt Of Shares/ Dividends/ Rights/ Bonus Shares.	NIL	6	6	NIL
Non-receipt of Duplicate Share Certificates	NIL	NIL	NIL	NIL
SEBI/Stock Exchange Letter/ ROC	NIL	NIL	NIL	NIL
Miscellaneous	NIL	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>6</b>	<b>6</b>	<b>NIL</b>

No Share Transfer/Transmission/Issue of Duplicate share Certificate was pending as on 31st March, 2017

### 3.4 CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013.

#### 3.4.1 Terms of Reference are given below:

- Formulate and recommend to the board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

#### 3.4.2 Composition and Attendance at the Meeting:

As on 31st March, 2017 the committee comprises of 2 (Two) Executive Directors & 1 (one) Independent Director.

During the year ended on 31st March, 2017, 3 (Three) meeting were held on 8th August, 2016, 9th September, 2016, & 24th October, 2016.

The details of the members and there attendance are as below:-

S r. No	Name of Directors	Position held in Committee	No. of Meeting Attended
1	Mr. Rajnikant S Ajmera	Chairman	3
2	Mr. Manoj I Ajmera	Member	3
3	Mr. Ambalal C Patel	Member	3

### 3.5 COMMITTEE OF INDEPENDENT DIRECTORS

This committee is formed for compliance of requirement of Clause vii of Schedule IV of the Companies Act, 2013.

#### 3.5.1 Terms of Reference:

The terms of reference of the Committee includes:

- Reviewing the performance of non-independent directors and the Board as a whole;
- Reviewing the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- Submitting its report as above to Nomination & Remuneration Committee and the Board of Directors, as the case may be;
- Performing such other roles as may be prescribed by the Companies Act, 2013, Listing Regulations, SEBI Regulations, Banking Regulation Act, 1949 and the Circulars/Regulations issued by the Regulatory Authorities from time to time.

#### 3.5.2 Composition & Attendance at the Meeting:

As on 31<sup>st</sup> March, 2017 the Committee comprises of all the Independent Directors of the Company. The Committee met once during the year on 27<sup>th</sup> March, 2017.

The meeting was attended by all Independent Directors. Details is given below:

Sr. No	Name of Directors	Position held in Committee	No. of Meeting Attended
1	Mr. Jagdish J. Doshi	Member	1
2	Ms. Aarti M. Ramani	Member	1
3	Mr. Ambalal C Patel	Member	1

### 4. WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013, and in terms of Regulation 22 read with Regulation 4(2)(d)(iv) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Company has adopted a Whistle Blower policy, which provides a formal mechanism for all Directors and employees of the Company to approach the Committee of the Company for the said purpose and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy.

In line with the Whistle Blower Policy, a Whistle Blower can raise concerns relating to Report able Matters (as defined in the said policy) such as breach of Company's Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues and wastage/misappropriation of Company' funds/ assets, etc. However, a Whistle Blower can't use Whistle Blower Policy to report his/her personal grievances.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee of the Board, in exceptional cases. The details of complaints received and the action taken thereon are also reviewed periodically by the Audit Committee of the Board. None of the Whistle Blowers have been denied access to the Audit Committee of the Board. The details of the Whistle Blower Policy are also available on the website of the Company at the web-link: <http://www.aril.co.in/download/whistle-blower-policy%20aril.pdf>.

## 5. GENERAL BODY MEETING

### a) Annual General Meeting:

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years are as under:-

Financial Year	Day, Date and Time	Venue	Summary
2015-16	26 <sup>th</sup> August, 2016 at 10.30 a.m.	Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400049.	<ol style="list-style-type: none"> <li>To revise the terms of remuneration of Mr. Rajnikant S. Ajmera, CMD.</li> <li>To re-appoint Mr. Manoj I. Ajmera as MD for a period of 5 years.</li> <li>To re-appoint Mr. Sanjay C. Ajmera as WTD for a period of 5 years.</li> <li>To adopt new set of Articles of Association as per Table F.</li> </ol>

2014-15	25 <sup>th</sup> September 2015 at 11.30 a.m.	Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400049.	<ol style="list-style-type: none"> <li>To approve, offer invitation to subscribe to the Non-Convertible Debentures for ₹250/- crores.</li> </ol>
2013-14	27 <sup>th</sup> September 2014 at 11:30 a.m	Activity Hall, Ground Floor, Juhu Vile Parle Gymkahana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 400049.	<ol style="list-style-type: none"> <li>To reappoint Mr. Rajnikant S. Ajmera as CMD for a period of 5 years.</li> <li>To revise remuneration of Mr. Manoj I. Ajmera, MD for remaining tenure of his directorship.</li> <li>To revise remuneration of Mr. Sanjay C. Ajmera, WTD for remaining tenure of his directorship.</li> <li>To borrow money upto ₹2000 crores u/s 180(1)(c) of Companies Act, 2013.</li> <li>To create charge u/s 180(1)(a) of Companies Act, 2013 upto ₹2000 crores.</li> </ol>

### b) Extraordinary General Meeting:

No Extraordinary General Meeting was held during the financial years 2014-2015, 2015-2016 & 2016-17.

### c) Postal Ballot:

For the financial year ended 31<sup>st</sup> March, 2017, there has been no ordinary or special resolution passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

## 6. PREVENTION OF INSIDER TRADING CODE

The Company adopted a Code of Fair Disclosures and Conduct for Prevention of Insider Trading duly approved by the Board of Directors of the Company, which is made

available on the website of the Company at [www.aril.co.in](http://www.aril.co.in). The necessary preventive actions, including Closure of Trading Window around the time of any price sensitive events or information, are taken.

## 7. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things, the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is posted on the website of the Company at weblink : <http://www.aril.co.in/download/code-of-conduct-new.pdf>

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2017. The annual report of the Company contains a certificate by the CEO and Managing Director in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.

## 8. DISCLOSURES

### a. Subsidiaries:

The audit committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company does not have any material non-listed Indian subsidiary companies.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link: <http://www.aril.co.in/download/Material-Subsidiary-Policy-aril-final-printed.pdf>

### b. Related Party Transactions:

Related party transactions entered by your Company during the year were on arm's length basis and in the ordinary course of business. There were no material transactions with any related party as defined under the Act and SEBI (LODR) Regulations. All related party transactions have prior approval of the Audit Committee and are reviewed by the Audit Committee on a quarterly basis. The policy on Related Party Transactions as approved by the Audit Committee and the Board is available on your Company's website viz. <http://www.aril.co.in/download/rpt-policy-ARIL.pdf>

### c. CEO/CFO Certification:

The CEO and the CFO have issued certificate

pursuant to the provisions of Regulation 17 of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. They also certify that no transactions entered into during the year were fraudulent, illegal or violative of the code of conduct of the Company, they are responsible for establishment and maintenance of the Internal Financial Controls for financial reporting and they have indicated to the auditors and the Audit Committee about any significant changes in internal control over financial reporting, significant changes in the accounting policies and instances of significant frauds, if any, which they were aware. The said certificate is annexed and forms part of the Annual Report.

### d. Statutory Compliance, Penalties and Strictures:

There were no instances of non-compliance or penalties, strictures imposed on the Company by Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

### e. Risk Management Policy:

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

### f. Confirmation of Independence by Independent Directors:

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.

### g. Green Initiative in Corporate Governance:

Your Company has promoted and administered the 'Green Initiative' proposed by the Ministry of Corporate Affairs and the Company has been effecting the electronic delivery of Notice of Annual General Meeting and Annual Report to the shareholders whose email ids are registered with the respective depository participants. The Companies Act, 2013 and Rules thereunder, Listing Regulations provides for circulation of Financial Statements electronically to the shareholders. Your Company has initiated and implemented successfully the process of conducting the Board and Committee meetings using e-presentations and web based meeting tool. This initiative of the Company has resulted in considerable saving on paper and expenditure.

### h. Policy for determining Material Information:

As required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy for determining Material

Information, which is available at the website of the Company at (<http://www.aril.co.in/download/Policies/Policy-for-Determination-of-Materiality-of-any-Event-Information.pdf>), Policy on Archival of Documents (<http://aril.co.in/download/Policies/Archival-Policy.pdf>) and Policy for Preservation of Documents (<http://www.aril.co.in/download/Policies/Archival-Policy.pdf>)

## 9. OTHER DISCLOSURES

- 9.1 Brief profile of the Directors retiring by rotation and eligible for re-appointment and Directors proposed to be appointed is attached to the notice convening Annual General Meeting.
- 9.2 Non-mandatory items of Corporate Governance:  
Your Company has also ensured the implementation of the non-mandatory items such as:
  - a. Separate posts of Chairperson and MD & CEO and reimbursement of expenses in the performance of duties,
  - b. Unmodified Audit Opinions/Reporting,
  - c. The Internal Auditor reports directly to the Audit Committee
- 9.3 The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.
- 9.4 There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

## 10. MEANS OF COMMUNICATION

### 10.1 Financial Results:

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately within 30 minutes, after these are approved by the Board. These are widely published in Business Standard and Apla Mahanagar.

These results are simultaneously posted on the website of the Company at [www.aril.co.in](http://www.aril.co.in) and also uploaded on the website of National Stock Exchange of India Ltd. and the Bombay Stock Exchange of India Ltd.

### 11.5 Dividend history for the last 7 years are as under:-

Financial Year	Type of Dividend	Rate of Dividend	Date of declaration of Dividend	Due date of Transfer	Amount in ₹ as on 31st March, 2017
2015-2016	Final	₹ 0.80 per share	26 <sup>th</sup> Aug., 2016	2 <sup>nd</sup> Oct., 2023	109721.6
2015-2016	Interim	₹ 1.70 per share	9 <sup>th</sup> Mar., 2016	15 <sup>th</sup> Apr., 2023	197016.4
2014-2015	Final	₹ 1.70 per share	25 <sup>th</sup> Sept., 2015	30 <sup>th</sup> Oct., 2022	396759.6
2013-2014	Final	₹ 1.50 per share	27 <sup>th</sup> Sept., 2014	2 <sup>nd</sup> Nov., 2021	422289.5
2012-2013	Final	₹ 1.50 per share	27 <sup>th</sup> Sept., 2013	2 <sup>nd</sup> Nov., 2020	232450.5
2011-2012	Final	₹ 1.70 per share	28 <sup>th</sup> Sept., 2012	3 <sup>rd</sup> Nov., 2019	203275.8
2010-2011	Final	₹ 1.40 per share	30 <sup>th</sup> Sept., 2011	5 <sup>th</sup> Nov., 2018	178711.8
2009-2010	Final	₹ 1.10 per share	29 <sup>th</sup> Sept., 2010	4 <sup>th</sup> Nov., 2017	126436.2

## 10.2 Other Information:

General Information on the Company, official press releases and presentation made to Institutional Investors / Analysts, if any, are also available on the Company's website.

## 11. GENERAL SHAREHOLDER INFORMATION

### 11.1 Annual General Meeting:

Date : 29<sup>th</sup> September, 2017  
Time : 12:30 P.M.  
Venue : Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai – 40 0 049.

### 11.2 Financial Calendar

Financial Year	: 1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
<b>Tentative Schedule for declaration of results during the financial year 2017-2018</b>	
First quarter	: August/ September, 2017
Second quarter/Half yearly	: November/ December, 2017
Third quarter/Nine months	: January/February, 2018
Forth quarter/Annual	: May/ June 2018
Annual General Meeting	: September, 2018

### 11.3 Book Closure:

The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday 23<sup>rd</sup> September, 2017 to Friday 29<sup>th</sup> September, 2017 (both days inclusive) for payment of dividend.

### 11.4 Dividend Payment Date:

The Final Dividend shall be paid to all the eligible shareholders on or after 4<sup>th</sup> October, 2017

#### • Dividend Payment

Final Dividend of ₹ 3/- per equity share for the financial year 2016-17 has been recommended by the Board of Directors to shareholders for their approval.



**11.5.1 Unpaid/Unclaimed Dividends:**

Dividend warrants in respect of the dividend declared in August, 2016 have been dispatched to the shareholders at the addresses registered with the Company. Those shareholders who have not yet received the dividend warrants may please write to the Company or its RTA for further information in this behalf. Shareholders who have not encashed the warrants are requested to do so by getting them revalidated from the Registered Office of the Company or its RTA.

The Unpaid / Unclaimed dividend for the financial year 2008 – 2009 has been transferred by the Company to the Investor Education and Protection Fund (IEPF).

**11.5.2 Transfer of Unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Suspense Account:**

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more will be transferred to an IEPF suspense account. The Company had issued individual notices to such shareholders who had not claimed their dividend for the last seven consecutive years along with publication of notice in newspapers on 9<sup>th</sup> May, 2017 and 11<sup>th</sup> May, 2017 respectively. The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends on the website of the Company viz. [www.aril.co.in](http://www.aril.co.in) Both the unclaimed dividends and the shares transferred to the IEPF can be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

**11.6 Listing of Shares & Other Securities:****A. Equity Shares**

The equity shares are at present listed at the following Stock Exchanges:

Name of the stock Exchange	Stock code/Symbol	ISIN	CIN
Bombay Stock Exchange Ltd	513349	INE298G01027	L27104MH1985PLC035659
National Stock Exchange of India Ltd	AJMER		

**B. Debentures/GDRs**

The Company has not issued GDRs / ADRs / Warrants or any convertible instruments so far.

**11.7 Listing Fees**

The Company has paid listing fees up to 31st March, 2017 to the Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd. (NSE) where Company's shares are listed.

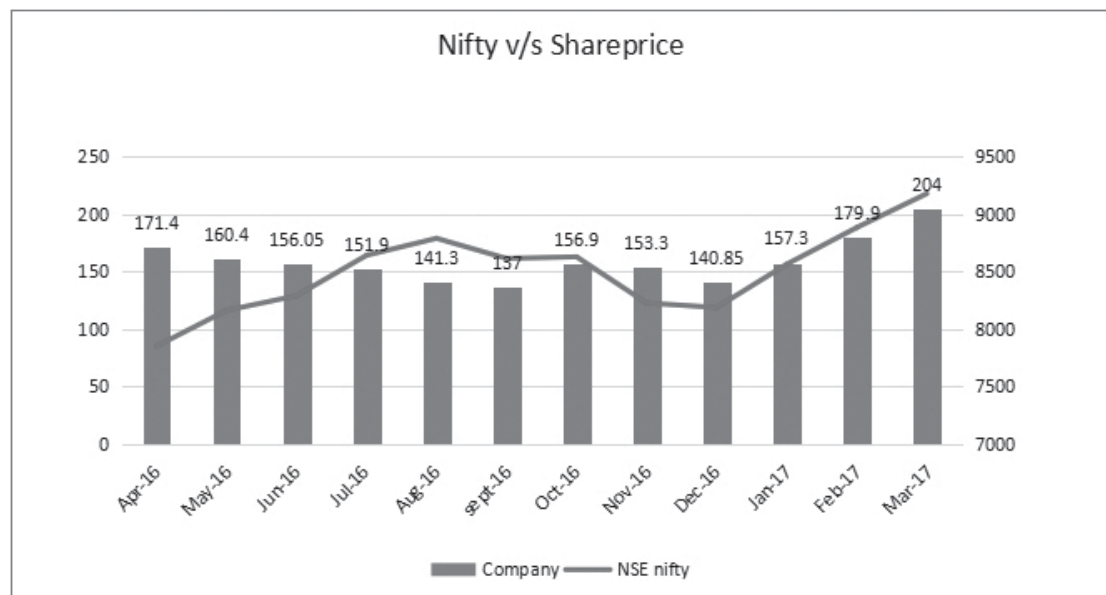
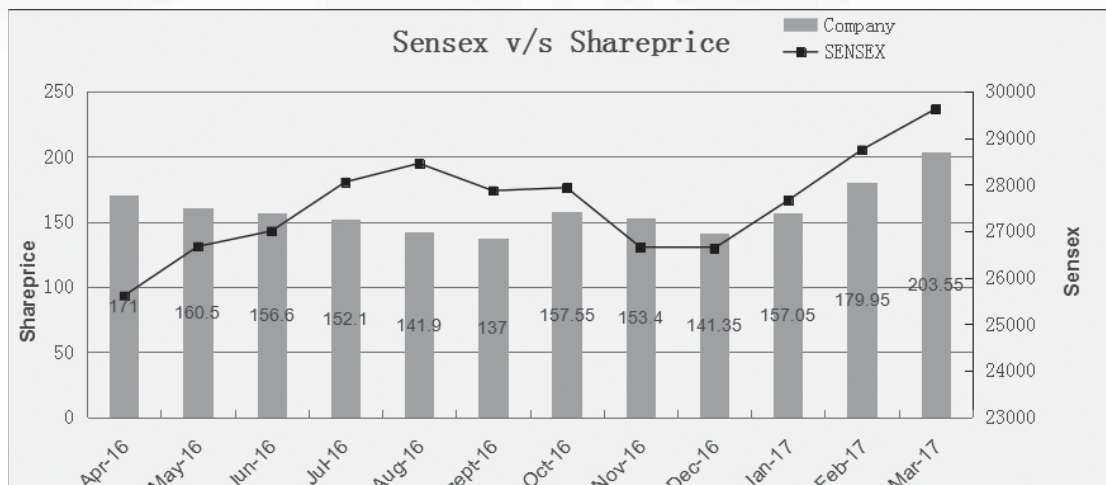
**11.8 Market Price Data**

High/ Low (based on daily closing prices) market price of the shares during the Financial year 2016-17 at the Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE)

Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-16	173.8	134	173.9	131.1
May-16	181.4	151	181.5	151.25
Jun-16	174	140	174	140.1
Jul-16	163.5	149	164	150.65
Aug-16	153.85	130	154.8	138.25
Sept-16	159.8	133.05	159	132
Oct-16	164.5	137.9	164.5	137.5
Nov-16	159	95.25	159	96.75
Dec-16	157	129	157	127.3
Jan-17	168	143.05	168	143.05
Feb-17	186.65	153.65	186.5	153.15
Mar-17	219	180.45	218.75	180.3

### 11.9 Performance in comparison to broad based indices:

The Chart below shows the comparison of your company's share price movement on BSE Sensex & NSE Nifty for the financial year ended 31st March 2017 (based on month end closing)



### 11.10 Share Transfer Agents:

Sharex Dynamics (India) Pvt. Limited  
Unit – 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road,  
Andheri (E), Mumbai – 400 072  
Tel: +91 22 2851 5606 / +91 22 2851 5644  
Fax: +91 22 2851 2885  
Email: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
Website: [www.sharexindia.com](http://www.sharexindia.com)

### 11.11 Share Transfer System:

Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agents in 15 days of receipt of the documents, provided the documents are found to be in order. Shares under objection are returned within two weeks. The Registrar and Transfer Agent considers the transfer proposals generally on a fortnight basis.

**11.12 Distribution of Shareholding:**

The shareholding distribution of the equity shares as on 31st March, 2017 is given below:-

No. of shares held	Shareholders		Shares	
	Number	% of total	Number	% of total
UPTO TO 100	35336	88.18	593754	1.67
101 TO 200	1862	4.65	307935	0.87
201 TO 500	1523	3.80	538328	1.52
501 TO 1000	610	1.52	492605	1.39
1001 TO 5000	539	1.35	1245098	3.51
5001 TO 10000	69	0.17	518605	1.46
10001 TO 100000	71	0.18	1684599	4.75
100001 TO ABOVE	64	0.16	30103951	84.84
TOTAL	40074	100	35484875	100

**11.13 Shareholding Pattern:**

	Category of Shareholders	No of Shares	Percentage of Shareholding
(A)	Shareholding of Promoter and Promoter Group		
a.	Promoters	18740084	52.81
b.	Promoter Body Corporates	3445672	9.71
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>22185756</b>	<b>62.52</b>
(B)	Public Shareholding		
(i)	Institutions		
a.	Mutual funds	216	0.00
b.	Banks/FI/FILs	179284	0.51
	<b>Total Public Institutions (B) (i)</b>	<b>179500</b>	<b>0.51</b>
(ii)	Non Institutions		
a.	Indian Body Corporates	1059312	2.98
b.	Individuals	10643991	30.00
c.	NRI	1056802	2.98
d.	Clearing Members	359514	1.01
	<b>Total Public Non Institution (B) (ii)</b>	<b>13119619</b>	<b>36.97</b>
	<b>Total Public Shareholding (B) = (B)(i) +(B) (ii)</b>	<b>13299119</b>	<b>37.48</b>
	<b>Total shareholding (A) + (B)</b>	<b>35484875</b>	<b>100.00</b>
	<b>TOTAL (A)+(B)</b>	<b>35484875</b>	<b>100.00</b>

**11.14 Top Ten equity shareholders of the Company as on March 31, 2017 (other than Promoters)**

Sr. No.	Name of shareholder	Number of equity shares held	Percentage of holding
1	NIMISH AJMERA	811723	2.29
2	KAMLESHKUMAR VRAJLAL DHULIA	536500	1.51
3	ASHWIN B AJMERA	514285	1.45
4	TWISHAL N AJMERA	503410	1.42
5	CD EQUIFINANCE PRIVATE LIMITED	486138	1.37
6	ROOPA SHAILESH AJMERA	426490	1.20
7	BANDISH B AJMERA	380172	1.07
8	NIMISH S AJMERA . HUF	378483	1.07
9	MANOJ NANALAL TURAKHIA	318979	0.90
10	MONA B AJMERA	310872	0.88



### 11.15 Dematerialisation of Shares:

The Company's shares are compulsorily traded in dematerialised form and are available for trading in depository system both National Securities Depositories limited (NSDL) & Central Depositories Services (India)Limited (CDSL). Nearly 99.69% of total Subscribed and paid up equity Shares are held in Dematerialised form with NSDL & CDSL as at March 31, 2017.

Comparative chart of physical and demat holdings for the current and previous financial year is given below:

Particulars	Numbers of Shares		% of total Capital	
	As on March 31, 2017	As on March 31, 2016	As on March 31, 2017	As on March 31, 2016
Physical	110016	110451	0.31	0.31
Demat	35374859	35374424	99.69	99.69
Total	35484875	35484875	100	100

The equity shares held by the promoter & promoter group in the Company have been fully dematerialized.

### 11.16 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

### 11.17 Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2017, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

### 11.18 Project Location:

Anik-Wadala Link Road, Next to IMAX Theatre, Wadala East, Mumbai-400037.

### 11.19 Address for Correspondence:

- The Compliance Officer** :- Citi Mall, 2<sup>nd</sup> Floor, New Link Road, Andheri (W), Mumbai - 400053. Tel: 022 - 66984000
- Exclusive e-mail id for Investor Grievances** :- investors@ajmera.com
- Registrar and Transfer Agent**:- Sharex Dynamic (India) Private Limited, Unit No. 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Sakinaka, Andheri (E), Mumbai- 400072.

### 11.20 Mandatory requirement of PAN:

SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish PAN copy in the following cases:

- Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders;
- Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
- Transfer of share in physical form.

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT AS PER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATION 2015

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2017, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**Manoj I. Ajmera**  
Managing Director  
(DIN:00013728)

**Place:** Mumbai  
**Date :** 22<sup>nd</sup> May, 2017



# INDEPENDENT AUDITOR'S COMPLIANCE CERTIFICATE

The Members,  
Ajmera Realty & Infra India Limited,  
Mumbai

We have examined the compliance of conditions of corporate governance by Ajmera Realty & Infra India Limited ('the Company') for the year ended March 31, 2017, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 the conditions of Corporate Governance

as stipulated in the above mentioned LODR, Regulations, as applicable to the Company.

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.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For and on behalf of  
V. PAREKH & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**Place:** Mumbai  
**Dated:** 10<sup>th</sup> July, 2017

**RASESH V. PAREKH (PARTNER)**  
**Membership No. 38615**



# CEO/CFO CERTIFICATION

We ,Manoj I.Ajmera ,Managing Director and O.P.Gandhi,Chief Financial Officer ,of Ajmera Realty & Infra India Limited hereby certify that :

- a. We have reviewed the financial statements and the cash flow statement for the financial year 2016 - 17 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are ,to the best of our knowledge and belief, there are no transactions entered into by the company during the financial year 2016-17 which are fraudulent, illegal or violative of the companies code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have

evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;

- d. We have indicated to the Auditors and the Audit Committee—
  - Significant changes in internal control over the financial reporting during the financial year 2016-17;
  - Significant changes in accounting policies during the year 2016-17 and that the same have been disclosed in the notes to financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over the financial reporting.

**Place:** Mumbai  
**Date :** 22<sup>nd</sup> May, 2017

**Manoj I. Ajmera**  
**Managing Director**

**O. P. Gandhi**  
**Group Chief Financial Officer**

# INDEPENDENT AUDITOR'S REPORT

The Members,

AJMERA REALTY & INFRA INDIA  
LIMITED

MUMBAI,

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of AJMERA REALTY & INFRA INDIA LIMITED ("the company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of 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.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our 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 thereunder

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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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.

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 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 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, 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) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us :

- i. the Company does not have any pending litigations which would impact its financial position.
- ii. the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. there is no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. the Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 34 to the standalone financial statements.

For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 107488W

**RASESH V. PAREKH**  
Place : Mumbai, Partner  
Dated : 22<sup>nd</sup> May, 2017 Membership  
No. 38615



# ANNEXURE-A TO THE AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2017, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) These fixed assets have been physically verified by the management at reasonable intervals. Discrepancies noticed during the course of such verification are dealt with adequately in the books of accounts.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, does not have any immovable properties as a fixed asset.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management.
- (b) In our opinion and according to the explanations given to us, the procedures for physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) In our opinion and according to the explanations given to us, the Company has

maintained proper records of its inventories and no material discrepancies were observed during the course of physical verification.

- (iii) The Company has granted Interest free loans, secured or unsecured to companies, firms, Limited liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). In respect of the said loans, the maximum outstanding during the year is ₹ 40,030.90 Lakhs and the year end balance is ₹40,030.90 Lakhs.
  - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
  - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
  - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied

with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed maintenance of cost records under Section 148 and as per the explanation given to us, the company has maintained *prima facie* requisite records as per Section 148.
- (vii) a. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax and other statutory dues to the extent applicable to it. There is no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no dues of Income Tax or Sales Tax or Wealth Tax or Service Tax duty of customs or cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax and sales tax have not been deposited by the Company on account of disputes:

Name of the statute	Nature of dues	Amount (in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Block Assessment Demand	2908.58	A.Y. 1988-89 to 1992-93	The Application of the company is pending with Settlement Commission.
Income Tax Act, 1961	Tax and Interest	9.81	A.Y. 2012-13	Commissioner of Income Tax (Appeal)

- (viii) In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. And the Money raised by way of term loans were applied for the purposes for which those are raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 107488W

**RASESH V. PAREKH**

Place : Mumbai, Partner  
Dated : 22<sup>nd</sup> May, 2017 Membership  
No. 38615

# ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of AJMERA REALTY & INFRA INDIA LIMITED ("the company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered

Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally

accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 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 Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Regn No. 107488W

### RASESH V. PAREKH

Place : Mumbai, Partner  
Dated : 22<sup>nd</sup> May, 2017 Membership  
No. 38615



# BALANCE SHEET

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

(₹ In Lakhs)

Particulars	Notes	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	3,548.49	3,548.49
(b) Reserves and Surplus	4	40,352.76	35,375.68
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	5	11,760.80	10,631.04
(b) Other Long term liabilities	6	26,697.73	31,504.66
(c) Long term provisions	7	454.26	319.22
<b>(3) Current Liabilities</b>			
(a) Trade payables	8		
Due to Micro, Small and Medium Scale enterprises		-	-
Others		2,727.11	1,760.37
(b) Other current liabilities	9	28,691.20	13,974.85
(c) Short-term provisions	10	1,201.43	326.34
<b>Total</b>		<b>115,433.78</b>	<b>97,440.65</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	11.1	845.14	1,029.09
(ii) Intangible assets	11.2	9.80	14.26
(b) Non-current investments	12	9,838.42	9,191.82
(c) Long term loans and advances	13	40,549.35	37,202.65
<b>(2) Current assets</b>			
(a) Inventories	14	46,617.93	43,189.27
(b) Trade receivables	15	12,231.72	3,445.99
(c) Cash and cash equivalents	16	802.02	509.37
(d) Short-term loans and advances	17	4,539.40	2,858.20
<b>Total</b>		<b>115,433.78</b>	<b>97,440.65</b>
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	2		

### The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of

**V. PAREKH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 107488W

**RASESH V. PAREKH**

PARTNER

Membership No. 38615

Dated: 22<sup>nd</sup> May 2017

Place : Mumbai

For and on behalf of Board of Directors of

**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00010833)

**O. P. GANDHI**

GROUP CHIEF FINANCIAL OFFICER

Dated: 22<sup>nd</sup> May 2017

Place : Mumbai

**MANOJ I. AJMERA**

MANAGING DIRECTOR

(DIN: 00013728)

**HARSHINI D. AJMERA**

COMPANY SECRETARY

# STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	Notes	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>I. Revenue from operations</b>	18	<b>25,155.63</b>	21,322.89
<b>II. Other Income</b>	19	<b>1,416.97</b>	912.18
<b>III. Total Revenue (I +II)</b>		<b>26,572.60</b>	22,235.07
<b>IV. Expenses:</b>			
Construction Expenses	20	<b>15,238.44</b>	14,971.57
Financial costs	21	<b>3,519.26</b>	2,863.49
Depreciation and amortization expenses	11.1 & 11.2	<b>195.54</b>	242.61
<b>Total Expenses (IV)</b>		<b>18,953.24</b>	18,077.67
<b>V. Profit before tax (III - IV)</b>		<b>7,619.36</b>	4,157.40
<b>VI. Tax expense:</b>			
Current tax (Net of Mat Credit)		<b>1,523.87</b>	764.02
<b>VII. Profit for the year (V - VI)</b>		<b>6,095.49</b>	3,393.38
<b>VIII. Earning per equity share:</b>			
(1) Basic	22	<b>17.18</b>	9.56
(2) Diluted	22	<b>17.18</b>	9.56
<b>Significant Accounting Policies</b>	2		

## The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of

**V. PAREKH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 107488W

**RASESH V. PAREKH**

PARTNER

Membership No. 38615

Dated: 22<sup>nd</sup> May 2017

Place : Mumbai

For and on behalf of Board of Directors of

**AJMERA REALTY & INFRA INDIA LIMITED****RAJNIKANT S. AJMERA**

CHAIRMAN &amp; MANAGING DIRECTOR

(DIN: 00010833)

**O. P. GANDHI**

GROUP CHIEF FINANCIAL OFFICER

Dated: 22<sup>nd</sup> May 2017

Place : Mumbai

**MANOJ I. AJMERA**

MANAGING DIRECTOR

(DIN: 00013728)

**HARSHINI D. AJMERA**

COMPANY SECRETARY





# CASH FLOW STATEMENT

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>Cash Flow From Operating Activities</b>		
Profit before tax	7,619.36	4,157.40
Less Non-cash adjustment to reconcile profit before tax to net cash flows		
Non operating Income - Dividend Received	(1,080.00)	(603.00)
Depreciation/amortisation	195.54	242.61
Interest Expense	3,519.26	2,863.49
<b>Operating profit before working capital changes</b>	<b>10,254.16</b>	<b>6,660.49</b>
<b>Movements in working capital:</b>		
Increase/(Decrease) in Trade Payables	966.73	(368.81)
Increase/(Decrease) in Other Long Term Liabilities	(4,806.92)	1,816.85
Increase/(Decrease) in long Term Provision	135.04	154.02
Increase/(Decrease) in Other Current Liabilities	14,716.35	13,324.22
Increase/(Decrease) in Short Term Provision	875.09	(431.07)
Decrease/(Increase) in Trade Receivables	(8,785.73)	(1,929.58)
Decrease/(Increase) in Inventories	(3,428.65)	(2,359.82)
Decrease/(Increase) in Long Term Loans and Advances	(3,346.70)	(2,344.02)
Decrease/(Increase) in Short Term Loans and Advances	(1,681.20)	293.29
Cash generated from/(used in) Operating Activities	4,898.16	14,815.57
Direct taxes paid	(1,523.87)	(764.02)
<b>Net cash flow from/(used in) Operating Activities (A)</b>	<b>3,374.28</b>	<b>14,051.55</b>
<b>Cash flow from Investing Activities</b>		
Purchase of fixed assets including Intangible Assets, CWIP and Capital advances	(7.13)	(135.30)
Proceeds from Sale of Assets	-	47.07
Purchase / (Sale) of Non-Current Investments	(646.61)	5.00
Dividend Received	1,080.00	603.00
<b>Net cash flow from/(used in) Investing Activities (B)</b>	<b>426.26</b>	<b>519.78</b>
<b>Cash flow from Financing Activities</b>		
Proceeds from Long Term Borrowings	1,129.76	(10,766.38)
Interest Paid	(3,519.26)	(2,863.49)
Dividend Paid	(1,064.55)	(887.12)
Tax on Dividend Paid	(53.86)	(0.84)
<b>Net cash flow from/(used in) Financing Activities (C)</b>	<b>(3,507.90)</b>	<b>(14,517.83)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A)+(B)+ (C)</b>	<b>292.65</b>	<b>53.50</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>509.37</b>	<b>455.87</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>802.02</b>	<b>509.37</b>

As per our report of even date  
For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 107488W

**RASESH V. PAREKH**  
PARTNER  
Membership No. 38615

Dated: 22<sup>nd</sup> May 2017  
Place : Mumbai

For and on behalf of Board of Directors of  
**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00010833)

**O. P. GANDHI**  
GROUP CHIEF FINANCIAL OFFICER

Dated: 22<sup>nd</sup> May 2017  
Place : Mumbai

**MANOJ I. AJMERA**  
MANAGING DIRECTOR  
(DIN: 00013728)

**HARSHINI D. AJMERA**  
COMPANY SECRETARY

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

### NOTES TO ACCOUNTS

#### 1. Corporate Information

Ajmera Realty & Infra India limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on two stock exchanges in India. The company is engaged in real estate business.

#### 2. Significant Accounting Policy

##### a. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards as prescribed under section 133 of The Companies Act, 2013 Read with rule 7 of Companies (Accounts) rule 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost of convention.

##### b. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these adjustments are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

##### c. Current and Non Current Classification

An asset is classified as current when it satisfies any of the following criteria :

- i. It is expected to be realized/ settled, or is intended for

sale or consumption, In the companies normal operating cycle or

- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non current

##### d. Tangible Fixed Assets:

Fixed assets, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any .The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

##### e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are

carried at cost less accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

##### f. Depreciation and Amortization

Depreciation on tangible assets is provided on the Straight Line Method over the useful life of assets prescribed under Schedule-II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the company for its use.

##### g. Impairment of Tangible and Intangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generated units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining net selling price, recent market transaction is taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### h. Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### i. Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

On initial recognized, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investment is carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### j Inventories:

#### Construction Materials and Consumables

Construction Materials and Consumables are valued at lower of cost or net realizable value. The Construction materials and consumables purchased for construction work issued to construction work in progress are treated as consumed.

#### Construction Work in Progress

Construction Work in Progress are valued at lower of cost or net realizable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

#### Finished Stock of Flats

- Unsold Flats & Convenient Units are valued at cost.
- Valuation of construction material is not considered on year to year basis.

### k. Revenue Recognition

- Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method, when the stage of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the

reporting date bear to the estimated total contract cost.

The projects commenced on or after April 1, 2012 and also to projects which have already commenced but where revenue is being recognised for the first time on or after April 1, 2012.

Revenue from real estate projects including revenue from sale of undivided share of land [group housing] is recognised upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Where the Company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards, revenue in such cases is recognised by applying the percentage of completion method only if the following thresholds have been met:

- all critical approvals necessary for the commencement of the project have been obtained;
- the expenditure incurred on construction and development costs (excluding land cost) is not less than 25 % of the total estimated construction and development costs;
- at least 25 % of the saleable project area is secured by contracts/ agreements with buyers; and
- at least 10 % of the contracts/agreements value are realised at the reporting date in respect of such contracts/ agreements.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, project revenue (including

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

from sale of undivided share of land) and project costs associated with the real estate project should be recognised as revenue and expenses by reference to the stage of completion of the project activity at the reporting date arrived at with reference to the entire project costs incurred (including land costs). Revenue is recognized on execution of either an agreement or a letter of allotment

### ii. Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

### iii. Dividend Income

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.

### iv. Other Income

Other Income is accounted on accrual basis.

## I. Foreign currency transactions

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

### Exchange differences

- i. Exchange difference arising on a monetary item that, in

substance forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relates to that investment is recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.

- ii. Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign monetary item as "long-term foreign currency monetary items", if it has a term of 12 months or more at the date of its origination.

- iii. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Difference Account" and amortized over the remaining life of the concerned monetary item.

- iv. All other exchange differences towards loans and advances made to foreign subsidiary are recognized as exchange fluctuation gain or loss on the disposal of Investments.

## m. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates two defined benefit plans for its employee, viz., gratuity and post employment medical benefit liability. The costs

of providing benefits under these plans are determined on the basis actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

## n. Income Taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

In the situation where the company is entitled to a tax holiday under the income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which after the tax holiday is recognized in the year in which the timing differences originate. However, the restrict recognition of deferred tax assets to the extent that it has become reasonable certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax can be realized. For recognition of deferred taxes, the timing difference which originates first is considered to reverse first.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such written-down is reserved to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specific period, i. e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognize MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the income –tax Act, 1961, the said is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

### **o. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity

shares are shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reserve share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

### **p. Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **q. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

### **r. Cash and cash equivalents**

Cash and cash an equivalent for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>3 Share capital</b>		
<b>Authorised</b>		
15,00,00,000 (Previous year 15,00,00,000) Equity Shares of ₹ 10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
<b>Issued, subscribed and fully paid-up</b>		
3,54,84,875 (Previous Year 3,54,84,875) Equity Shares of ₹10/- each fully paid up.	3,548.49	3,548.49
	3,548.49	3,548.49

### a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Nos.	(₹ In Lakhs)	Nos.	(₹ In Lakhs)
<b>Equity shares</b>				
At the beginning of the period	35,484,875	3,548.49	35,484,875	3,548.49
Issued during the period - Bonus	-	-	-	-
Issued during the period - ESOP	-	-	-	-
<b>Outstanding at the end of the period</b>	35,484,875	3,548.49	35,484,875	3,548.49

### b. Term/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The Final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31<sup>st</sup> March, 2017, the amount of per share dividend recognised as distributions to equity shareholders was ₹ Nil per share as Interim Dividend (Previous Year ₹1.70 per share) and ₹ 3.00 per share (Previous year ₹ 0.80 per share) as Final Dividend.

### c. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

For the period of five years starting from preceding date	Shares issued for Consideration Other Than Cash
	No. of Shares
Year 2016-2017	Nil
Year 2015-2016	Nil
Year 2014-2015	Nil
Year 2013-2014	Nil
Year 2012-2013	Nil

### d. Details of shareholders holding more than 5% shares in the company

	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Nos.	%	Nos.	%
<b>Equity shares of ₹ 10 each fully paid</b>				
Fahrenheit Fun N Games Private Limited	2,499,999	7.05	2,499,999	7.05

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

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>4 Reserves and Surplus</b>		
<b>Securities premium account</b>		
Balance as per last Financial Statements	3,432.43	3,432.43
Add: Premium on issue of shares	-	-
<b>Closing Balance A</b>	<b>3,432.43</b>	<b>3,432.43</b>
<b>Capital Reserve</b>		
Balance as per last Financial Statements	1,243.00	1,243.00
Less: amount transferred to the Statement of Profit and Loss as reduction from depreciation	-	-
<b>Closing Balance B</b>	<b>1,243.00</b>	<b>1,243.00</b>
<b>General reserve</b>		
Balance as per last Financial Statements	7,995.18	7,655.84
Add: amount transferred from surplus balance in the Statement of Profit and Loss	609.55	339.34
<b>Closing Balance C</b>	<b>8,604.73</b>	<b>7,995.18</b>
<b>Surplus in the Statement of Profit and Loss</b>		
Balance as per last Financial Statements	22,705.07	20,538.99
Add: Profit for the Year	6,095.49	3,393.38
<b>i</b>	<b>28,800.56</b>	<b>23,933.37</b>
<b>Less: Appropriations</b>		
Interim & Final Equity Dividend	1,064.55	887.12
Tax on Proposed Equity dividend	53.86	0.84
Transfer to General Reserve	609.55	339.34
<b>Total appropriations ii</b>	<b>1,727.96</b>	<b>1,227.30</b>
<b>D (i - ii)</b>	<b>27,072.60</b>	<b>22,705.07</b>
<b>Total Reserves and Surplus (A + B + C + D)</b>	<b>40,352.76</b>	<b>35,375.68</b>
<b>5 Long Term Borrowings</b>		
<b>Term Loans</b>		
From Banks	11,760.80	5,030.60
From Financial Institutions	-	5,600.44
<b>Total Amount</b>	<b>11,760.80</b>	<b>10,631.04</b>

Particulars of Secured Loans	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Rate of Interest	Security	Rate of Interest	Security
<b>Term Loan From Banks</b>				
ICICI Bank Limited	4-5%	Vehicle	4-5%	Vehicle
ICICI Bank Limited	12-13%	Constructed Flats	12-13%	Constructed Flats
HDFC Bank Limited	6-7%	Vehicle	6-7%	Vehicle
<b>Financial Institutions</b>				
HDFC LTD	12-13%	Constructed Flats	12-13%	Constructed Flats
HDFC LTD	12-13%	Constructed Flats	12-13%	Constructed Flats

Term Loan from **HDFC LTD** and **ICICI Bank Ltd.** is secured by exclusive charge by way of registered mortgage on land bearing located at Bhakti park and building constructed thereon and against receivables of this Project, Personal Guarantee of Shri Rajnikant Ajmera, & Shri Bandish Ajmera.

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>6 Other long term liability</b>		
Advance from customers	26,697.73	31,504.66
<b>Total</b>	<b>26,697.73</b>	<b>31,504.66</b>
<b>7 Long Term Provisions</b>		
<b>Provisions for employee benefits</b>		
Provision for gratuity	236.09	175.43
Provision for leave benefits	218.17	143.79
<b>Total</b>	<b>454.26</b>	<b>319.22</b>
<b>8 Trade Payables</b>		
Due to micro and small enterprises (refer note. No.31)	-	-
Trade Payables	2,727.11	1,760.37
<b>Total</b>	<b>2,727.11</b>	<b>1,760.37</b>
<b>9 Other Current Liabilities</b>		
Current maturities of Long Term Borrowings	26,746.83	13,415.11
Unclaimed Dividend	18.67	32.58
Provision For Expenses	1,560.25	493.48
Income Tax Payable (Net of Advance Tax)	217.87	-
Sundry Deposits	49.81	33.68
Overdraft Balance As Per Books of Accounts	97.77	-
<b>Total</b>	<b>28,691.20</b>	<b>13,974.85</b>
<b>10 Short term provisions</b>		
<b>Provisions for employee benefits</b>		
Provision for Gratuity	-	9.76
Provision for Bonus	136.88	-
Provision for leave benefits	-	31.86
Proposed Dividend	1,064.55	284.72
<b>Total</b>	<b>1,201.43</b>	<b>326.34</b>

# NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

Note No.11.1 and Note No. 11.2 for Tangible and Intangible Assets

Note No	Particulars	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at 1 <sup>st</sup> April 2016	Additions	Disposals/ Sales	Balance as at 31 <sup>st</sup> March 2017	Balance as at 1 <sup>st</sup> April 2016	Depreciation charge for the year	Deductions	Balance as at 31 <sup>st</sup> March 2017	Balance as at 31 <sup>st</sup> March 2016
11.1	<b>Tangible Assets</b>									
	Plant and Equipment	484.41	38.23	3.29	519.36	132.53	41.66	2.80	171.39	347.97
	Furniture and Fixtures	127.18	0.96	-	128.13	70.84	13.04	-	83.88	44.25
	Vehicles	971.08	-	142.84	828.24	416.66	109.51	98.43	427.74	400.50
	Office equipment	77.90	4.37	-	82.26	55.22	14.30	-	69.52	12.75
	Computer Hardware	154.42	3.70	-	158.13	110.66	7.79	-	118.45	39.68
	<b>As At 31<sup>st</sup> March, 2017</b>	<b>1,814.99</b>	<b>47.26</b>	<b>146.13</b>	<b>1,716.12</b>	<b>785.91</b>	<b>186.30</b>	<b>101.22</b>	<b>870.98</b>	<b>845.14</b>
11.2	<b>Intangible Assets</b>									
	Computer software	79.61	4.78	-	84.39	65.36	9.24	-	74.60	9.80
	<b>As At 31<sup>st</sup> March, 2017</b>	<b>79.61</b>	<b>4.78</b>	<b>-</b>	<b>84.39</b>	<b>65.36</b>	<b>9.24</b>	<b>-</b>	<b>74.60</b>	<b>9.80</b>

Previous Year Note No.11.1 and Note No. 11.2 for Tangible and Intangible Assets

Note No	Particulars	Gross Block			Accumulated Depreciation			Net Block		
		Balance as at 1 <sup>st</sup> April 2015	Additions	Disposals/ Sales	Balance as at 31 <sup>st</sup> March 2016	Balance as at 1 <sup>st</sup> April 2015	Depreciation charge for the year	Deductions	Balance as at 31 <sup>st</sup> March 2016	Balance as at 31 <sup>st</sup> March 2015
11.1	<b>Tangible Assets</b>									
	Plant and Equipment	482.79	1.62	-	484.41	96.22	36.31	-	132.53	351.89
	Furniture and Fixtures	126.70	0.48	-	127.18	53.49	17.35	-	70.84	56.34
	Vehicles	938.43	117.00	84.35	971.08	327.73	126.20	37.28	416.66	554.42
	Office equipment	77.26	0.64	-	77.90	34.21	21.01	-	55.22	22.68
	Computer Hardware	148.85	5.57	-	154.42	80.00	30.66	-	110.66	43.76
	<b>As At 31<sup>st</sup> March, 2016</b>	<b>1,774.03</b>	<b>125.32</b>	<b>84.35</b>	<b>1,814.99</b>	<b>591.65</b>	<b>231.53</b>	<b>37.28</b>	<b>785.91</b>	<b>1,029.09</b>
11.2	<b>Intangible Assets</b>									
	Computer software	69.63	9.98	-	79.61	54.29	11.07	-	65.36	14.26
	<b>As At 31<sup>st</sup> March, 2016</b>	<b>69.63</b>	<b>9.98</b>	<b>-</b>	<b>79.61</b>	<b>54.29</b>	<b>11.07</b>	<b>-</b>	<b>65.36</b>	<b>15.35</b>

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>12 Non current investments</b>		
<b>Other investments (valued at cost unless stated otherwise)</b>		
<b>Unquoted equity instruments</b>		
<b>Investment in Subsidiaries</b>		
In Jolly Brothers Private Limited Wholly-Owned Subsidiary Company 2000 (Previous Year 2000) Equity Shares Of ₹1000 Each Fully Paid	4,179.77	4,179.79
In Ajmera Mayfair Global Realty W.L.L. 85,200 (Previous Year 85,200) Equity Shares of Bahrain Dinar. 50/- Each Fully Paid.	2,795.19	2,795.19
In Ajmera Corporation UK Ltd. 787500 (Previous Year NIL) Equity Shares of 1 GBP Each Fully Paid.	648.63	-
In Ajmera Estates (Karnataka) Private Limited Wholly Owned Subsidiary 10000 (Previous Year 10,000) Equity Shares of ₹ 10/- Each Fully Paid.	1.00	1.00
In Ajmera Clean Green Energy Limited Wholly Owned Subsidiary 50,000 (Previous Year 50,000) Equity Shares of ₹ 10/- Each Fully Paid.	5.00	5.00
In Ajmera Reality Ventures Private Limited Wholly Owned Subsidiary 10,000 (Previous Year 10,000) Equity Shares of ₹ 10/- Each Fully Paid.	1.00	1.00
In Ajmera Realcon Private Limited Wholly Owned Subsidiary 10,000 (Previous Year 10,000) Equity Shares of ₹ 10/- Each Fully Paid.	1.00	1.00
<b>Total A</b>	<b>7,631.59</b>	<b>6,982.99</b>
<b>Investment in Limited Liability Partnership</b>		
In Laudable Infrastructure LLP 70% stake in LLP (Previous Year 90%)	7.00	9.00
In Sana Build Pro LLP 74.90% stake in LLP (Previous Year 74.90%)	0.75	0.75
<b>Total B</b>	<b>7.75</b>	<b>9.75</b>
<b>Investment in Associates</b>		
In Ultratech Property Developers Private Limited 3,60,000 (Previous Year 3,60,000) Equity Shares Of ₹ 10/- Each fully paid.	37.08	37.08
In V.M.Procon Private limited 20,000 (Previous Year 20,000) Equity Shares Of ₹ 10/- Each fully paid.	2.00	2.00
In V.M.Procon Private limited 20,00,000 (Previous Year 20,00,000) 8% non-cumulative convertible preference shares Each fully paid.	2,160.00	2,160.00
<b>Total C</b>	<b>2,199.08</b>	<b>2,199.08</b>
<b>Total A+B+C</b>	<b>9,838.42</b>	<b>9,191.82</b>

### Details of Investment in Limited Liability Partnership

Investment in Laudable Infrastructure LLP	Percentage of Profit/ Loss Distribution	Percentage of Profit/ Loss Distribution
Shri.Sanjay C Ajmera	3.15%	4.00%
Shri. Dhaval R Ajmera	2.70%	3.00%
Shri. Manoj I Ajmera	2.10%	3.00%
Smt. Rupal M Ajmera	2.10%	0.00%
Shri. Mona B Ajmera	2.30%	0.00%
Shri. Atul C Ajmera	3.15%	0.00%
Smt. Kokila S Ajmera	2.10%	0.00%
Smt. Bharti R Ajmera	5.10%	0.00%
Smt. Twishal N Ajmera	2.70%	0.00%



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017 Percentage of Profit/ Loss Distribution	31 <sup>st</sup> March, 2016 Percentage of Profit/ Loss Distribution
<b>Investment in Laudable Infrastructure LLP</b>		
Shri. Ashwin B Ajmera	2.30%	0.00%
Shri. Jigar S. Ajmera	2.30%	0.00%
Ajmera Realty & Infra India Limited	70.00%	90.00%
<b>Total Capital of the Firm (In Lakhs)</b>	<b>10.00</b>	<b>10.00</b>
<b>Investment in Sana Build Pro LLP</b>		
Ajmera Realty & Infra India Limited	74.90%	74.90%
Deepak Gadhia	25.00%	25.00%
Manoj I Ajmera	0.10%	0.10%
<b>Total Capital of the Firm (In Lakhs)</b>	<b>1.00</b>	<b>1.00</b>
<b>13 Long term loans and advances</b>		
<b>Security deposits</b>		
Unsecured, considered good	173.46	390.51
secured, considered good	-	-
Doubtful	-	-
	173.46	390.51
<b>Provision for Doubtful Advances</b>	-	-
<b>A</b>	<b>173.46</b>	<b>390.51</b>
<b>Loans and advances to related parties</b>		
unsecured, considered good	40,030.09	36,323.96
<b>B</b>	<b>40,030.09</b>	<b>36,323.96</b>
<b>Other Loans and Advances</b>		
Advances (Recoverable in cash or in kind or for value to be received)	345.80	488.18
<b>C</b>	<b>345.80</b>	<b>488.18</b>
<b>TOTAL (A)+(B)+(C)</b>	<b>40,549.35</b>	<b>37,202.65</b>
<b>14 Inventories (valued at lower of cost and net realisable value)</b>		
<b>Opening Balance</b>		
Cost Of Land	39.31	39.31
Cost Of Infrastructure, Development and Filling	43,149.96	40,790.16
<b>A</b>	<b>43,189.27</b>	<b>40,829.47</b>
<b>Additions during the Year</b>		
Material Purchase	5,651.23	1,251.46
Labour Charges	10,152.14	7,895.33
Rent, Rates & Taxes	1,480.12	3,687.42
General Administrative Expenses	2,995.21	2,090.15
Other Expenses	1,907.66	5,270.50
<b>B</b>	<b>22,186.36</b>	<b>20,194.86</b>
<b>Total (A+B)</b>	<b>65,375.63</b>	<b>61,024.33</b>
Less: Transferred to Statement of Profit & Loss	<b>C</b> 18,757.70	17,835.06
(Refer Note. No. 20 and 21 )		
<b>Closing Balance</b>	<b>TOTAL (A+B-C)</b> 46,617.93	<b>43,189.27</b>

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>15 Trade Receivables</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good	2,225.10	583.52
Secured, considered good	-	-
Doubtful	-	-
	2,225.10	583.52
Provisions for doubtful receivables		
(A)	2,225.10	583.52
<b>Other Receivables</b>		
Unsecured, considered good	10,006.62	2,862.47
Secured, considered good	-	-
Doubtful	-	-
	10,006.62	2,862.47
Provisions for doubtful receivables	-	-
(B)	10,006.62	2,862.47
<b>Total (A)+(B)</b>	<b>12,231.72</b>	<b>3,445.99</b>
<b>16 Cash and cash equivalent</b>		
Balance with banks & Cash balances:		
On current accounts	353.86	186.21
Cash on Hand	10.75	20.32
(A)	364.61	206.53
<b>Other Bank Balances</b>		
On Unclaimed Dividend Account	18.67	28.95
Bank Deposits (More than 12 Months)	418.74	273.89
(B)	437.41	302.84
<b>Total (A)+(B)</b>	<b>802.02</b>	<b>509.37</b>
<b>17 Short term loans and advances</b>		
Advance income tax (Net of provision for taxation)	358.93	663.97
Other Taxes	636.33	-
Prepaid expenses	9.01	-
Loans to employees	21.72	10.66
Advance to Suppliers	3,513.41	2,183.57
	4,539.40	2,858.20



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>18 Revenue from operations</b>		
<b>Sales of products</b>		
Finished Flats	25,155.63	21,322.89
<b>Revenue from operations (net)</b>	<b>25,155.63</b>	<b>21,322.89</b>
<b>Details of products sold</b>		
Flats Sold	25,155.63	21,322.89
	<b>25,155.63</b>	<b>21,322.89</b>
<b>19 Other Income</b>		
<b>Interest income on</b>		
Bank deposits	36.52	22.27
<b>Dividend income on</b>		
Investment in subsidiaries	1,080.00	603.00
current investments	29.50	15.83
<b>Other Non Operating Income</b>	<b>211.59</b>	<b>157.89</b>
<b>Miscellaneous Income</b>	<b>59.36</b>	<b>113.19</b>
	<b>1,416.97</b>	<b>912.18</b>
<b>20 Construction &amp; Other Expenses</b>		
Material Cost	1,780.61	2,688.60
Labour Cost	7,568.18	6,026.62
Power and fuel	189.52	213.89
MCGM Expenses	1,550.42	1,987.94
Design & Technical Assistance Fees	268.50	106.15
Hiring Costs	19.45	42.72
Employee Benefit Expenses	1,649.83	1,631.45
Selling Costs	717.85	811.64
General Administration Expenses	1,432.86	1,438.77
Loss on Sale of Car	2.61	7.07
CSR Expenses (Refer note no.36)	58.61	16.72
<b>Total</b>	<b>15,238.44</b>	<b>14,971.57</b>
<b>21 Financial Costs</b>		
<b>Borrowing Costs</b>	<b>3,519.26</b>	<b>2,863.49</b>
	<b>3,519.26</b>	<b>2,863.49</b>
<b>22 Earning per share (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations.	(₹ in Lakhs except for EPS)	(₹ in Lakhs except for EPS)
<b>Profit available to Shareholders A</b>	<b>6,095.49</b>	<b>3,393.38</b>
Weighted average number of Equity Shares of ₹10/- each outstanding during the year for Basic Earnings Per Share B	<b>354.85</b>	<b>354.85</b>
<b>Basic Earning per share (EPS) (A/B)</b>	<b>17.18</b>	<b>9.56</b>
Weighted average number of Equity Shares of ₹10/- each outstanding during the year for Diluted Earnings Per Share C	<b>354.85</b>	<b>354.85</b>
<b>Diluted Earnings per Share (EPS) (A/C)</b>	<b>17.18</b>	<b>9.56</b>
<b>23 Expenditure in foreign currency (accrual basis)</b>	(₹ In Lakhs)	(₹ In Lakhs)
Sponsorship Fees	-	79.61
Professional Fees	-	14.01
Business Promotion Expenses	-	4.22
Commission on Sales	-	14.41
<b>Total</b>	<b>-</b>	<b>112.25</b>

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 24 Contingent liabilities not provided for in respect of:

- a. Income Tax Demand raised by authorities for the period 1988-1989 to 1992 -1993 not accepted by the company amounting to ₹ 2909 Lakhs. (Previous Year ₹ 2909. Lakhs) the company has filed petition with the settlement commission under section 245 ( C ) of the Income Tax Act,1961, any adjustment required would be accounted in the year in which final order is received.
- b. There is unadjusted TDS liability of previous years to the extent of 20.53 Lakhs
- c. During the year Ajmera Realty & Infra India Limited has availed Letter of Credit facility towards import of lift to the tune of ₹ Nil (P.Y. 621.55 Lakhs). The same is availed as a sub limit from ICICI Bank limited.
- d. During the year Ajmera Realty & Infra India Limited has given corporate guarantee of ₹1500 Lakhs (P.Y. Nil) to one of its Associate Ultratech Property Developers Private Limited towards financial facility of ₹1500 Lakhs availed from Kotak Mahindra Investments Limited.

### 25. Sitting Fess paid to Directors other than managing / whole time directors:

Particulars	(₹ In Lakhs)	
	2016-2017	2015-2016
Sitting Fees	4.58	4.00
<b>Total</b>	<b>4.58</b>	<b>4.00</b>

### 26. Audit Fees paid

Particulars	(₹ In Lakhs)	
	2016-2017	2015-16
Audit	5.73	5.73
Tax Audit	1.25	1.25
<b>Total</b>	<b>6.98</b>	<b>6.98</b>

### 27. Deferred Taxation:

The Company has net Deferred Tax Assets of ₹ 2310.86 Lakhs (Previous year ₹ 3292.28 Lakhs) as on 31st March 2017 on account of set off after net MAT Credit till 31st March 2017. As a prudence policy the said Deferred Tax Assets has not been recognized which is in accordance with the Accounting Standard – 22 issued by the Institute of Chartered Accountants of India.

Major components of deferred tax arising on account of timing differences are

Particulars	As at 31 <sup>st</sup> March 2017	As at 31 <sup>st</sup> March 2016
<b>Liabilities :</b>		
Depreciation	66.31	53.63
<b>Total Liabilities</b>	<b>66.31</b>	<b>53.63</b>
<b>Assets :</b>		
Retirement benefits / Expenses allowable on payment basis	175.00	133.86
<b>Total Assets</b>	<b>175.00</b>	<b>133.86</b>
<b>Net Asset/ (Liabilities )</b>	<b>108.69</b>	<b>80.23</b>
<b>Opening Deferred Tax Liability / (Assets) As on Balance Sheet Date</b>	<b>(3292.28)</b>	<b>(3870.18)</b>
Less : MAT Credit Utilised During the year	872.73	497.67
<b>Deferred Tax Liability / (Assets) As on Balance Sheet Date</b>	<b>(2310.86)</b>	<b>(3292.28)</b>

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 28. Employee Benefit

Consequent to Revised Accounting Standards 15 (AS-15) "Employee Benefits" read with guidance note on implementation of AS-15 issued by Institute of Chartered Accountants of India, effective from April 1, 2007, the company has reviewed and revised its accounting policy in respect of employee benefits.

Sr. No.	Particulars	Amount in Lakhs as on 31 <sup>st</sup> March, 2017		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
<b>[I]</b>	<b>Reconciliation in Present Value of Obligation (PVO) - defined benefits</b>			
	<b>Current Service Cost</b>	<b>27.54</b>	<b>17.59</b>	<b>45.14</b>
		31.06	5.91	36.97
	<b>Interest Cost</b>	<b>14.81</b>	<b>14.05</b>	<b>28.86</b>
		13.59	11.14	24.73
	<b>Actuarial (gain)/ losses</b>	<b>13.20</b>	<b>19.70</b>	<b>32.90</b>
		(18.49)	28.24	9.75
	<b>Benefits Paid</b>	<b>(4.66)</b>	<b>(8.83)</b>	<b>(13.49)</b>
		(16.40)	(13.43)	(29.84)
	<b>Past service cost</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL
	<b>PVO at the beginning of the year</b>	<b>185.19</b>	<b>175.65</b>	<b>360.84</b>
		175.43	143.78	319.22
	<b>PVO at end of the year</b>	<b>236.09</b>	<b>218.17</b>	<b>454.26</b>
		185.19	175.65	360.84
<b>[II]</b>	<b>Change in fair value of plan assets :</b>			
	<b>Expected Return on plan assets</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL
	<b>Actuarial (gain)/ losses</b>	<b>13.20</b>	<b>19.70</b>	<b>32.90</b>
		(18.49)	28.24	9.75
	<b>Contribution by employers</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL
	<b>Benefits Paid</b>	<b>(4.66)</b>	<b>(8.83)</b>	<b>(13.49)</b>
		(16.40)	(13.43)	(29.84)
	<b>Fair value of plan assets at the beginning of the year</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL
	<b>Fair value of plan assets at end of the year</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
		NIL	NIL	NIL



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

Sr. No.	Particulars	Amount in Lakhs as on 31 <sup>st</sup> March, 2017		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
[III]	Reconciliation of PVO and fair value of plan assets :			
	PVO at end of period	236.09	218.17	454.26
		185.19	175.65	360.84
	Fair value of plan assets at end of the year	NIL	NIL	NIL
		NIL	NIL	NIL
	Funded status	NIL	NIL	NIL
		NIL	NIL	NIL
	Unrecognised actuarial (gain)/ losses	NIL	NIL	NIL
		NIL	NIL	NIL
	Net assets/(liability) recognised in the balance sheet	(236.09)	(218.17)	(454.26)
		185.19	175.65	360.84
[IV]	Net cost for the year ended 31 <sup>st</sup> March, 2017 :			
	Current Service Cost	27.54	17.59	45.14
		31.06	5.91	36.97
	Interest Cost	14.81	14.05	28.86
		13.59	11.14	24.73
	Expected Return on plan assets	NIL	NIL	NIL
		NIL	NIL	NIL
	Actuarial (gain)/ losses	13.20	19.70	32.90
		NIL	NIL	NIL
	Net Cost	NIL	NIL	NIL
		NIL	NIL	NIL
[V]	Category of assets as at 31 <sup>st</sup> March, 2017			
[VI]	Actual return of plan assets	NIL	NIL	NIL
[VII]	Assumption used in accounting for the Grauity & Leave Salary plan:			
	Discount rate (%)	7.25%	7.25%	
		7.75%	7.75%	
	Salary escalation rate(%)	8.00%	8.00%	
		7.75%	7.75%	
	Expected amount of return on plan assets	NIL	NIL	
		NIL	NIL	

Figures in Bold represents current financial year & others represents for previous year.



# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

29. The Company primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Accounting Standard – 17 issued by ICAI.

### 30. Related Party Disclosures:

#### a. Name of Related Parties and Related Party Relationship

Key Management Personnel	i]	<b>Mr. Manoj I. Ajmera</b> (Managing Director)
	ii]	<b>Mr. O. P. Gandhi</b> (Group Chief Financial Officer)
	iii]	<b>Ms. Harshini D. Ajmera</b> (Company Secretary)

#### b. Relatives of Key Management Personnel

• Rupal M. Ajmera	• Tanvi M. Ajmera
• Rushi M. Ajmera	• Ishwarlal S. Ajmera Huf
• Jayant I. Ajmera	• Manoj I. Ajmera Huf
• Rita Mitul Mehta	• Dilip C. Ajmera
• Jyoti D. Ajmera	• Riddhi D. Ajmera
• Suman O. Gandhi	• Nupur O. Gandhi
• Gaurav O. Gandhi	

#### C. Related Parties Where Control exists

##### Subsidiaries

- i. Jolly Brothers Private limited
- ii. Ajmera Estate Karnataka Private Limited
- iii. Ajmera Mayfair Global W.L.L
- iv. Ajmera Clean Green Energy Limited
- v. Ajmera Realty Ventures Private Limited
- vi. Ajmera Realcon Private Limited
- vii. Laudable Infrastructure LLP
- viii. Ajmera Corporation UK Ltd
- ix. Radha Raman Dev Ventures Private Limited
- x. Sana Buildpro LLP
- xi. Sana Building Products LLP

##### Associates & Joint Ventures

- i. Ultratech Property Developers Private Limited
- ii. Ajmera Cements Private Limited
- iii. Ajmera Housing Corporation Bangalore
- iv. V.M. Procon Private limited
- v. Sumedha Spacelinks LLP
- vi. Shree Precoated Steels Limited

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

### d. Related Party Transactions:

#### a. Disclosure in respect of material transactions with related parties

Transactions	Associates/ Subsidiary	Directors and Relatives	Maximum Outstanding	Year ended 31.03.17 Balances
<b>Finance Received / (Given)</b>	<b>(3980.69)</b>	<b>NIL</b>	<b>41714.36</b>	<b>40030.08</b>
	1862.93	NIL	36,323.96	36,323.96
<b>Purchase of Goods</b>	<b>8.55</b>	<b>NIL</b>	<b>45.79</b>	<b>NIL</b>
	45.79	NIL	45.79	45.79
<b>Dividend Received</b>	<b>1080</b>	<b>NIL</b>	<b>1080</b>	<b>NIL</b>
	603	NIL	603	NIL

Figures in Bold represents current financial year & others represents for previous year

#### b. Disclosure in respect of material transactions with related parties

(₹ In lakhs)

Nature of Transaction	Related Parties	2016-17	2015-16
		Transaction Amount	Transaction Amount
	<b>Subsidiaries</b>		
<b>Finance Received / (Given)</b>	Ajmera Estates (Karnataka) Private Limited	<b>(6876.89)</b>	2070.02
	Jolly Brothers Private limited	<b>(14.97)</b>	(205.75)
	Ajmera Mayfair Global Realty W.L.L	<b>(46.88)</b>	(75.39)
	Ajmera Clean Green Energy Limited	<b>1684.27</b>	1.34
	Ajmera Corporation UK Limited	<b>(692.98)</b>	-
	Ajmera Realcon Private Limited	<b>(1.50)</b>	-
	Ajmera Reality Ventures Private Limited	<b>2499.50</b>	-
	<b>Total</b>	<b>(3449.45)</b>	1862.93
	<b>Associate &amp; Joint Ventures</b>		
<b>Material Purchase</b>	Ajmera Cement Private Limited	<b>8.55</b>	45.79
	<b>Total</b>	<b>8.55</b>	45.79
<b>Finance Received / (Given)</b>	Ultratech Property Developers P Ltd	<b>(766.24)</b>	(442.65)
	V.M.Procons Private Limited	<b>300.00</b>	(845.00)
	Sana Buildpro LLP	-	(1.00)
	Laudable Infrastructure LLP	<b>(65.00)</b>	(311.00)
	<b>Total</b>	<b>(531.24)</b>	(1599.65)

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 31. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year : Nil
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.
- The amount of Interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
- The amount of Interest accrued and remaining unpaid at the end of each accounting year Nil
- The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is Nil

The above information and that given in note no.8 –“Trade Payables” regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of available with the company. This has been relied upon by the auditors.

- The Company has re-assessed the useful life of assets for the purpose of determination of depreciation in the manner prescribed under the Schedule II of the Companies Act, 2013.

### 33. Other Disclosures

Imported and Indigenous raw material consumed					(₹ In lakhs)
Particulars	% of total consumption		Value		Value
	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2016	
<b>Raw Materials</b>					
Imported	0%	-	0%	-	-
Indigenously Obtained	100%	5651.23	100%	1251.46	1251.46
	100%	5651.23	100%	1251.46	1251.46

### 34. Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31<sup>st</sup> March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016, the denomination wise SBNS and other notes as per the notification is given below:

Particulars	SBNS*	Other Denomination Notes	Total
<b>Closing Cash on hand as on 08/11/2016</b>	6.66	22.70	29.36
<b>(+) Permitted Receipts</b>	-	17.20	17.20
<b>(-) Permitted Payments</b>	-	(17.93)	(17.93)
<b>(-) Amount Deposited in Banks</b>	(6.66)	(2.43)	(9.09)
<b>Closing Cash on hand as on 30/12/2016</b>	-	19.54	19.54

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8<sup>th</sup> November, 2016.

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 35. Capital and other commitments

Capital and other commitments on account of revenue as well as capital nature is ₹ NIL (P.Y NIL)

### 36. Corporate Social Responsibility

Company has spent total of ₹ **58.61 Lakhs** (P.Y. ₹ 16.72 Lakhs) during the financial year 2016-2017 towards Corporate Social Responsibility against the total requirement of ₹ **38.69 Lakhs** (P.Y. ₹ 15.24 Lakhs).

37. The Balance in Debtors, Creditors, few Bank Accounts balances and Advances accounts are subject to confirmation and reconciliation, if any. However as per management opinion no material impact on financial statements out of such reconciliation is anticipated.

### 38. Subsequent events

There is not any subsequent event reported after the date of financial statements.

### 39. Regrouping of Previous Year Figures.

The company has regrouped / rearranged and reclassified previous year figures to conform to current year's classification.

As per our report of even date  
For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 107488W

**RASESH V. PAREKH**  
PARTNER  
Membership No. 38615

Dated: 22<sup>nd</sup> May 2017  
Place : Mumbai

For and on behalf of Board of Directors of  
**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00010833)

**O. P. GANDHI**  
GROUP CHIEF FINANCIAL OFFICER

Dated: 22<sup>nd</sup> May 2017  
Place : Mumbai

**MANOJ I. AJMERA**  
MANAGING DIRECTOR  
(DIN: 00013728)

**HARSHINI D. AJMERA**  
COMPANY SECRETARY





# INDEPENDENT AUDITOR'S REPORT

**The Members,  
AJMERA REALTY & INFRA INDIA  
LIMITED  
MUMBAI,**

## **REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of **AJMERA REALTY & INFRA INDIA LIMITED** ("the Holding company") and its subsidiaries and associate (collectively referred to as "the Company" or "the Group"), comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March 2017, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement for the year then ended, and a summary of 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 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated 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. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; 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 consolidated 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 thereunder.

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 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 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Company, as at 31<sup>st</sup> March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## **OTHER MATTERS**

- A We did not audit the financial statements of two Associates and those financial statements reflect total assets of ₹ 27950/- Lakhs as at 31<sup>st</sup> March 2017, total revenue of ₹ 11967/- Lakhs, net profit of ₹ 376/- Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on the consolidated financial statement insofar as it relates to the amounts and disclosures included in respect of the subsidiary and our report in term of sub sections (3) and (11) of section 143 of the Act insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.
- B We did not audit the financial statements / financial information

of two Foreign subsidiaries whose financial statements / financial information reflect total assets of ₹ 19250.88 lakhs and as at 31<sup>st</sup> March, 2017, total revenues of ₹ NIL on that date, as considered in the consolidated financial statements, in respect of associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and 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 subsidiaries, jointly controlled entities and associates, 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 subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

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 report of the other auditors and the financial statements/financial information certified by the management.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by Section 143 (3) of the Act, we report that, to the extent applicable, 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 of the aforesaid consolidated financial statements.
- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- c) 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.
- d) in our opinion, 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.
- e) on the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of

such controls, refer to our separate report in Annexure A, 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:
  - i. the Company does not have any pending litigations which would impact its financial position.
  - ii. the Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. there is no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. the Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 34 to the consolidated financial statements.

**For and on behalf of  
V. PAREKH & ASSOCIATES  
Chartered Accountants  
Firm Regn No. 107488W**

**RASESH V. PAREKH**

Place: Mumbai Partner  
Dated: 22<sup>nd</sup> May, 2017 Membership  
No. 38615

# ANNEXURE - A TO THE AUDITOR'S REPORT

## REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2017, we have audited the internal financial controls over financial reporting of **AJMERA REALTY & INFRA INDIA LIMITED** ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and

completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating

effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the

company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation

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

#### **OPINION**

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at

31<sup>st</sup> March, 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 Controls Over Financial Reporting issued by the ICAI.

**For and on behalf of**  
**V. PAREKH & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn No. 107488W**

**RASESH V. PAREKH**  
Place: Mumbai Partner  
Dated: 22<sup>nd</sup> May, 2017 Membership  
No. 38615



# CONSOLIDATED BALANCE SHEET

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

(₹ In Lakhs)

Particulars	Notes	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	3,548.49	3,548.49
(b) Reserves and Surplus	4	46,720.27	41,378.17
<b>(2) Minority Interest</b>		5,407.31	8,904.95
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	5	21,389.40	18,404.57
(b) Other Long term liabilities	6	26,705.01	34,793.03
(c) Long term provisions	7	454.26	319.22
<b>(4) Current Liabilities</b>			
(a) Trade payables	8		
Due to Micro, Small and Medium Scale enterprises		-	-
Others		3,397.61	2,736.24
(b) Short Term Borrowings	9	323.16	1,591.27
(c) Other current liabilities	10	34,215.97	14,094.14
(d) Short-term provisions	11	1,669.94	326.34
<b>Total</b>		<b>143,831.42</b>	<b>126,096.42</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	12.1	2,781.99	3,016.47
(ii) Intangible assets	12.2	4,169.69	4,174.16
(b) Non-current investments	13	2,199.37	3,925.79
(c) Long term loans and advances	14	41,348.00	34,834.14
<b>(2) Current assets</b>			
(a) Inventories	15	73,425.27	68,964.61
(b) Trade receivables	16	13,033.80	4,673.12
(c) Cash and cash equivalents	17	2,207.36	1,862.26
(d) Short-term loans and advances	18	4,665.94	4,645.87
<b>Total</b>		<b>143,831.42</b>	<b>126,096.42</b>
<b>Significant Accounting policies and notes to the Financial Statements</b>	2		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date

For and on behalf of

**V. PAREKH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 107488W

**RASESH V. PAREKH**

PARTNER

Membership No. 38615

Place : Mumbai

Dated: 22<sup>nd</sup> May 2017

For and on behalf of Board of Directors of

**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00010833)

**O. P. GANDHI**

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai

Dated: 22<sup>nd</sup> May 2017

**MANOJ I. AJMERA**

MANAGING DIRECTOR

(DIN: 00013728)

**HARSHINI D. AJMERA**

COMPANY SECRETARY



# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	Notes	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
I. Revenue from operations / Share of Profit	19	27,664.66	31,602.15
II. Other Income	20	1,508.96	912.18
III. Increase in Stock	21	-	421.93
<b>IV. Total Revenue (I + II + III)</b>		<b>29,173.62</b>	<b>32,936.26</b>
<b>V. Expenses:</b>			
Decrease in Stock	21	1,481.57	-
Construction & Other Expenses	22	15,612.85	23,729.68
Financial costs	23	3,625.11	3,099.58
Depreciation and amortization expenses	12.1 & 12.2	195.54	242.61
<b>Total Expenses (V)</b>		<b>20,915.07</b>	<b>27,071.87</b>
<b>VI. Profit before tax (IV - V)</b>		<b>8,258.55</b>	<b>5,864.39</b>
<b>VII. Tax expense:</b>			
Current tax (Net of Mat Credit)		1,706.51	1,306.50
<b>VIII. Profit After Tax (V - VI)</b>		<b>6,552.04</b>	<b>4,557.89</b>
<b>IX. Minority Interest</b>		<b>91.53</b>	<b>316.05</b>
<b>X. Profit for the Year</b>		<b>6,460.51</b>	<b>4,241.84</b>
<b>XI. Earning per equity share:</b>			
(1) Basic	24	18.21	11.95
(2) Diluted	24	18.21	11.95
<b>Significant Accounting policies and notes to the Financial Statements</b>	2		

The accompanying notes are an integral part of the Financial Statements

As per our report of even date  
For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 107488W

**RASESH V. PAREKH**  
PARTNER  
Membership No. 38615

Place : Mumbai  
Dated: 22<sup>nd</sup> May 2017

For and on behalf of Board of Directors of  
**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00010833)

**O. P. GANDHI**  
GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai  
Dated: 22<sup>nd</sup> May 2017

**MANOJ I. AJMERA**  
MANAGING DIRECTOR  
(DIN: 00013728)

**HARSHINI D. AJMERA**  
COMPANY SECRETARY



# CONSOLIDATED CASH FLOW STATEMENT

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>Cash Flow From Operating Activities</b>		
Profit before tax	8,258.55	5,864.39
Non-cash adjustment to reconcile profit before tax to		
Non Operating Income – Dividend Received	1,080.00	603.00
Depreciation & Ammortization Expenses	195.54	242.61
<b>Interest Expense</b>	<b>3,625.11</b>	3,099.58
Operating Profit before working capital changes	13,159.20	9,809.58
<b>Movements in working capital:</b>		
Increase/(Decrease) in Trade Payables	661.37	(4,825.85)
Increase/(Decrease) in Other Long Term Liabilities	(8,088.02)	3,950.00
Increase/(Decrease) in Long Term Provision	135.04	154.02
Increase/(Decrease) in Other Current Liabilities	15,544.18	11,835.71
Increase/(Decrease) in Short Term Provision	1,343.60	(203.89)
Decrease/(Increase) in Trade Receivables	(8,360.68)	(2,804.70)
Decrease/(Increase) in Inventories	(4,460.66)	(1,486.47)
Decrease/(Increase) in Long Term Loans and Advances	(6,513.85)	(2,278.17)
Decrease/(Increase) in Short Term Loans and Advances	(20.07)	(966.49)
Cash generated from/(used in) Operating Activities	3,400.11	13,183.75
Direct Taxes Paid	(1,706.51)	(1,306.50)
<b>Net cash flow from/(used in) Operating Activities (A)</b>	<b>1,693.60</b>	11,877.24
<b>Cash flow from Investing Activities</b>		
Purchase of fixed assets including Intangible Assets, CWIP and Capital Advances	(86.52)	16.82
Purchase of Non-Current Investments	1,726.41	(68.11)
Dividend Received	(1,080.00)	(887.96)
<b>Net Cash Flow from/(used in) Investing Activities (B)</b>	<b>559.90</b>	(939.25)
<b>Cash Flow from Financing Activities</b>		
Proceeds from Long Term Borrowings	2,984.83	(5,118.26)
Interest Paid	(3,625.11)	(3,099.58)
Repayment of Short Term Borrowings	(1,268.12)	(1,606.98)
<b>Net Cash Flow from/(used in) Financing Activities (C)</b>	<b>(1,908.40)</b>	(9,824.82)
Net Increase/(Decrease) in Cash and Cash Equivalents (A)+(B)+(C)	345.10	1,113.17
Cash and Cash Equivalents at the beginning of the year	1,862.26	749.09
<b>Cash and Cash Equivalents at the end of the year</b>	<b>2,207.36</b>	1,862.26

As per our report of even date

For and on behalf of

**V. PAREKH & ASSOCIATES**

Chartered Accountants

Firm Registration No. 107488W

**RASESH V. PAREKH**

PARTNER

Membership No. 38615

Place : Mumbai

Dated: 22<sup>nd</sup> May 2017

For and on behalf of Board of Directors of

**AJMER REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00010833)

**O. P. GANDHI**

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai

Dated: 22<sup>nd</sup> May 2017

**MANOJ I. AJMERA**

MANAGING DIRECTOR

(DIN: 00013728)

**HARSHINI D. AJMERA**

COMPANY SECRETARY

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### NOTES TO ACCOUNTS

The Consolidated financial statements relate to Ajmera Realty & Infra India Limited and its subsidiaries and associate. The consolidated financial statements are prepared on the following basis: -

- a. The financial statements of the Company and its associate are combined on a line - by - line basis by adding together the book values of like items of Assets, liabilities, income and expenditures, after carefully eliminating intra-group balances and intra-group transactions in accordance with the Accounting Standard – 21 "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.
- b. The difference between the cost of investments in the subsidiary over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- c. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- d. Minority Interest share of Net profit of consolidated subsidiaries for the year is identified and adjusted against the Income of group in order to arrive the net income attributable to shareholders of the company
- e. Minority interest share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of company's shareholders

- f. Investment in Associate companies has been accounted under the equity method as per (AS-23) – "Accounting for Investment in Associates in Consolidated Financial Statements"

As far as possible the consolidated financial statements are prepared using uniform accounting policy for like transactions and other events in similar circumstances and are presented in the same manner as the company's separate financial statements

### 1. Corporate Information

Ajmera Realty & Infra India limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. Its shares are listed on two stock exchanges in India. The company is engaged in real estate business.

### 2. Significant Accounting Policy

#### a Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards as prescribed under section 133 of The Companies Act, 2013 Read with rule 7 of Companies (Accounts) rule 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost of convention.

#### b. Use of Estimates

The preparation of financial statements in conformity with Indian

GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these adjustments are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### c. Current and Non Current Classification

An asset is classified as current when it satisfies any of the following criteria :

- i. It is expected to be realized/ settled, or is intended for sale or consumption, In the companies normal operating cycle or
- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non current

### d Tangible Fixed Assets:

Fixed assets, are stated at cost, net of accumulated depreciation

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Gains or losses arising from de recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

### e. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Gains or losses arising from de recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the

statement of profit and loss when the asset is derecognized.

### f. Depreciation and Amortization

Depreciation on tangible assets is provided on the Straight Line Method over the useful life of assets prescribed under Schedule-II of the Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the company for its use.

### g. Impairment of Tangible and Intangible Assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generated units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In determining net selling price, recent market transaction is taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### h. Borrowing cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange difference arising from currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### i. Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investment.

On initial recognized, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued.

Current investments are carried in the financial statement at lower of cost and fair value determined on an individual investment basis. Long-term investment is carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investment.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

statement of profit and loss.

### j Inventories:

#### Construction Materials and Consumables

Construction Materials and Consumables are valued at lower of cost or net realizable value. The Construction materials and consumables purchased for construction work issued to construction work in progress are treated as consumed.

#### Construction Work in Progress

Construction Work in Progress are valued at lower of cost or net realizable value. Cost includes cost of land, development rights, rates and taxes, construction costs, borrowing costs, other direct expenditure, allocated overheads and other incidental expenses.

#### Finished Stock of Flats

- i. Unsold Flats & Convenient Units are valued at cost.
- ii. Valuation of construction material is not considered on year to year basis.

### k. Revenue Recognition

- i. Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the company

still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method, when the stage of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost.

The projects commenced on or after 1<sup>st</sup> April, 2012 and also to projects which have already commenced but where revenue is being recognised for the first time on or after 1<sup>st</sup> April, 2012.

Revenue from real estate projects including revenue from sale of undivided share of land [group housing] is recognised upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Where the Company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards, revenue in such cases is recognised by applying the percentage of completion method only if the following thresholds have been met:

- (a) all critical approvals necessary for the commencement of the project have been obtained;
- (b) the expenditure incurred on construction and

development costs (excluding land cost) is not less than 25 % of the total estimated construction and development costs;

- (c) at least 25 % of the saleable project area is secured by contracts/ agreements with buyers; and
- (d) at least 10 % of the contracts/agreements value are realised at the reporting date in respect of such contracts/ agreements.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, project revenue (including from sale of undivided share of land) and project costs associated with the real estate project should be recognised as revenue and expenses by reference to the stage of completion of the project activity at the reporting date arrived at with reference to the entire project costs incurred (including land costs). Revenue is recognized on execution of either an agreement or a letter of allotment.

### ii. Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

### iii. Dividend Income

Dividend income is recognized with the company's right to receive dividend is established by the reporting date.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### iv. Other Income

Other Income is accounted on accrual basis.

### I. Foreign currency transactions

Foreign currency transaction are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### Exchange differences

- i. Exchange difference arising on a monetary item that, in substance forms part of the company's net investment in a non-integral foreign operation is accumulated in the foreign currency translation reserve until the disposal of the net investment. On the disposal of such net investment, the cumulative amount of the exchange differences which have been deferred and which relates to that investment is recognized as income or as expenses in the same period in which the gain or loss on disposal is recognized.
- ii. Exchange difference arising on long-term foreign currency monetary items related to acquisition of a fixed asset are capitalized and depreciated over the remaining useful life of the asset. For this purpose, the company treats a foreign

monetary item as "long-term foreign currency monetary items", if it has a term of 12 months or more at the date of its origination.

- iii. Exchange differences arising on other long-term foreign currency monetary items are accumulated in the "Foreign Currency Monetary Translation Difference Account" and amortized over the remaining life of the concerned monetary item.
- iv. All other exchange differences towards loans and advances made to foreign subsidiary are recognized as exchange fluctuation gain or loss on the disposal of Investments.

### m. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when the contributions are due. The company has no obligation, other than the contribution payable to the provident fund.

The company operates two defined benefit plans for its employee, viz., gratuity and post employment medical benefit liability. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Actuarial gains and losses for both defined plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused

entitlement that has accumulated at the reporting date.

The company treats accumulated leave excepted to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

### n. Income Taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the company has unabsorbed or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

In the situation where the company is entitled to a tax holiday under the income-tax Act, 1961 enacted in India or tax laws prevailing in the respective tax jurisdiction where it operates, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which after the tax holiday is recognized in the year in which the timing differences originate. However, the restrict recognition of deferred tax assets to the extent that it has become reasonable certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax can be realized. For recognition of deferred taxes, the timing difference which originates first is considered to reverse first.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognized unrecognized deferred asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that is no longer reasonably certain or virtually certain, as the case may

be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such written-down is reserved to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specific period, i. e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognize MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the income –tax Act, 1961, the said is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

### **o. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are

entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, share split, and reserve share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

### **p. Provisions**

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### **q. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statement.

### **r. Cash and cash equivalents**

Cash and cash an equivalent for the purposes of cash flow statement comprises cash at bank and in hand and short-term investments with an original maturity of three months or less.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>3. Share capital</b>		
<b>Authorised</b>		
15,00,00,000 (Previous year 15,00,00,000) Equity Shares of ₹ 10/- each	15,000.00	15,000.00
	15,000.00	15,000.00
<b>Issued, subscribed and fully paid-up</b>		
3,54,84,875 (Previous Year 3,54,84,875) Equity Shares of ₹10/- each fully paid-up.	3,548.49	3,548.49
	3,548.49	3,548.49

**a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period**

	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Nos.	(₹ In Lakhs)	Nos.	(₹ In Lakhs)
<b>Equity shares</b>				
At the beginning of the period	35,484,875	3,548.49	35,484,875	3,548.49
Issued during the period - Bonus	-	-	-	-
Issued during the period - ESOP	-	-	-	-
<b>Outstanding at the end of the period</b>	35,484,875	3,548.49	35,484,875	3,548.49

**b. Term/rights attached to equity shares**

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share 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.

During the year ended 31st March, 2017, the amount of per share dividend recognised as distributions to equity shareholders was ₹ Nil per share as Interim Dividend(Previous Year ₹ 1.70 per share) and ₹ 3.00 (Previous year ₹ 0.80 per share) as Final Dividend.

**c. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:**

For the period of five years starting from preceding date

	Shares issued for Consideration Other Than Cash
	No. of Shares
Year 2016-2017	Nil
Year 2015-2016	Nil
Year 2014-2015	Nil
Year 2013-2014	Nil
Year 2012-2013	Nil

**d. Details of shareholders holding more than 5% shares in the company**

	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Nos.	%	Nos.	%
<b>Equity shares of ₹ 10 each fully paid</b>				
Fahrenheit Fun N Games Private Limited	2,499,999	7.05	2,499,999	7.05

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

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>4 Reserves and surplus :</b>		
<b>Securities premium account</b>		
	2,254.57	2,254.57
Add: Premium on issue of shares	-	-
Less : Transferred	-	-
<b>Closing Balance A</b>	<b>2,254.57</b>	<b>2,254.57</b>
<b>Capital Reserve</b>		
Balance as per last financial statements	1,342.27	1,342.27
Less: amount transferred to the statement of profit and loss as reduction from depreciation	-	-
<b>Closing Balance B</b>	<b>1,342.27</b>	<b>1,342.27</b>
<b>General reserve</b>		
Balance as per last financial statements	8,451.22	8,027.04
Add: amount transferred from surplus balance in the statement of profit and loss	609.55	424.18
<b>Closing Balance C</b>	<b>9,060.77</b>	<b>8,451.22</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	29,330.10	26,400.40
Add: Profit/(Loss) for the Year	6,460.51	4,241.84
<b>i</b>	<b>35,790.61</b>	<b>30,642.24</b>
<b>Less: Appropriations</b>		
Proposed final equity dividend	1,064.55	887.12
Tax on proposed equity dividend	53.86	0.84
Transfer to General Reserve	609.55	424.18
<b>Total appropriations ii</b>	<b>1,727.96</b>	<b>1,312.14</b>
<b>D (i-ii)</b>	<b>34,062.65</b>	<b>29,330.10</b>
<b>Total Reserves and Surplus (A+B+C+D)</b>	<b>46,720.27</b>	<b>41,378.17</b>
<b>5 Long term borrowings</b>		
Term Loans		
From Banks	15,411.98	5,030.60
From Financial Institutions	-	5,600.44
Unsecured Loans	5,977.42	7,773.53
<b>Total Amount</b>	<b>21,389.40</b>	<b>18,404.57</b>

Particulars of Secured Loans	31 <sup>st</sup> March, 2017		31 <sup>st</sup> March, 2016	
	Rate of Interest	Security	Rate of Interest	Security
<b>Term Loan From Banks</b>				
ICICI Bank Limited	4-5%	Vehicle	4-5%	Vehicle
ICICI Bank Limited	12-13%	Constructed Flats	12-13%	Constructed Flats
HDFC Bank Limited	6-7%	Vehicle	6-7%	Vehicle
<b>Financial Institutions</b>				
HDFC LTD	12-13%	Constructed Flats	12-13%	Constructed Flats
HDFC LTD	12-13%	Constructed Flats	12-13%	Constructed Flats

Term Loan from **HDFC LTD** and **ICICI Bank Ltd.** is secured by exclusive charge by way of registered mortgage on land bearing located at Bhakti park and building constructed thereon and against receivables of this Project, Personal Guarantee of Shri Rajnikant Ajmera, & Shri Bandish Ajmera.



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>6 Other long term liability</b>		
Advance from customers	26,705.01	34,793.03
	<b>26,705.01</b>	<b>34,793.03</b>
<b>7 Long term provisions</b>		
<b>Provisions for employee benefits</b>		
Provision for gratuity	236.09	175.43
Provision for leave benefits	218.17	143.79
	<b>454.26</b>	<b>319.22</b>
<b>8 Trade payables</b>		
Due to micro and small enterprises (Refer note. no. 33)	-	-
Trade Payables	3,397.61	2,736.24
	<b>3,397.61</b>	<b>2,736.24</b>
<b>9 Short Term Borrowings</b>		
Interest free loans and advances from related parties repayable on demand (unsecured)	323.16	1,591.27
	<b>323.16</b>	<b>1,591.27</b>
<b>10 Other current liabilities</b>		
Current maturities of long term borrowings	29,271.60	13,415.11
Unclaimed dividend	18.67	32.58
Provision For Expenses	4,560.25	493.49
Income Tax Payable (Net of Advance Tax)	217.87	-
Sundry Deposits	49.81	33.68
Advance from Customers	-	119.28
Overdraft Balance as per Books of Accounts	97.77	-
	<b>34,215.97</b>	<b>14,094.14</b>
<b>11 Short term provisions</b>		
<b>Provisions for employee benefits</b>		
Provision for gratuity	-	9.76
Provision for Bonus	136.88	-
Provision for leave benefits	-	31.86
Proposed Dividend	1,064.55	284.72
Others	468.51	-
	<b>1,669.94</b>	<b>326.34</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE NO. 12.1 AND NOTE NO. 12.2 FOR TANGIBLE AND INTANGIBLE ASSETS

(₹ In Lakhs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	Balance as at 1 <sup>st</sup> April 2016	Additions	(Disposals)/ Sales	Balance as at 31 <sup>st</sup> March 2017	Balance as at 1 <sup>st</sup> April 2016	Depreciation charge for the year	Deductions	Balance as at 31 <sup>st</sup> March 2017
<b>Tangible Assets</b>								
Leasehold Land	1,446.68	-	-	1,446.68	-	-	-	1,446.68
Buildings	448.76	-	-	448.76	44.88	40.38	-	363.50
Plant and Equipment	505.56	39.99	3.29	542.27	132.53	42.76	2.80	369.78
Furniture and Fixtures	190.90	4.11	-	195.00	77.14	18.91	-	96.05
Vehicles	998.43	-	142.84	855.58	419.57	117.13	98.43	417.31
Office equipment	106.30	8.49	-	114.79	82.19	18.05	-	14.54
Computer Hardware	177.71	4.68	-	182.40	101.55	9.61	-	71.24
<b>As At 31<sup>st</sup> March, 2017</b>	<b>3,874.34</b>	<b>57.27</b>	<b>146.13</b>	<b>3,785.48</b>	<b>857.86</b>	<b>246.84</b>	<b>101.22</b>	<b>2,781.99</b>
<b>Intangible Assets</b>								
Goodwill	4,159.90	-	-	4,159.90	-	-	-	4,159.90
Computer software	79.61	4.78	-	84.39	65.36	9.24	-	9.79
<b>As At 31<sup>st</sup> March, 2017</b>	<b>4,239.51</b>	<b>4.78</b>	<b>-</b>	<b>4,244.29</b>	<b>65.36</b>	<b>9.24</b>	<b>-</b>	<b>4,169.69</b>

PREVIOUS YEAR'S NOTE NO. 12.1 AND NOTE NO. 12.2 FOR TANGIBLE AND INTANGIBLE ASSETS

(₹ In Lakhs)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK	
	Balance as at 1 <sup>st</sup> April 2015	Additions	(Disposals)/ Sales	Balance as at 31 <sup>st</sup> March 2016	Balance as at 1 <sup>st</sup> April 2015	Depreciation charge for the year	Deductions	Balance as at 31 <sup>st</sup> March 2016
<b>Tangible Assets</b>								
Leasehold Land	1,446.68	-	-	1,446.68	-	-	-	1,446.68
Buildings	448.76	-	-	448.76	44.88	-	-	403.88
Plant and Equipment	503.94	1.62	-	505.56	96.22	36.31	-	373.04
Furniture and Fixtures	189.75	1.15	-	190.90	53.49	23.65	-	113.76
Vehicles	951.41	131.37	84.35	998.43	254.97	201.87	37.28	578.86
Office equipment	105.66	0.64	-	106.30	54.31	27.88	-	24.11
Computer Hardware	172.14	5.57	-	177.71	80.00	21.55	-	76.16
<b>As At 31<sup>st</sup> March, 2016</b>	<b>3,818.33</b>	<b>140.36</b>	<b>84.35</b>	<b>3,874.34</b>	<b>583.87</b>	<b>311.27</b>	<b>37.28</b>	<b>3,016.47</b>
<b>Intangible Assets</b>								
Goodwill	4,159.90	-	-	4,159.90	-	-	-	4,159.90
Computer software	69.63	9.98	-	79.61	54.29	11.07	-	14.26
<b>As At 31<sup>st</sup> March, 2016</b>	<b>4,229.53</b>	<b>9.98</b>	<b>-</b>	<b>4,239.51</b>	<b>54.29</b>	<b>11.07</b>	<b>-</b>	<b>4,174.16</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>13 Non current investments</b>		
<b>Other investments (valued at cost unless stated otherwise)</b>		
<b>Investment in Mutual Fund (quoted)</b>		
In Ultratech Property Developers Private Limited 3,60,000 (Previous Year 3,60,000) Equity Shares of ₹ 10/- Each Fully Paid.	37.08	37.08
In V.M.Procon Private Limited 20,000 (Previous Year 20,000) Equity Shares of ₹ 10/- Each Fully Paid.	2.29	-
In V.M.Procon Private Limited 20,00,000 (Previous Year 20,00,000) 8% non-cumulative convertible preference shares Each Fully Paid.	2,160.00	2,160.00
In Comet India Private Limited 1,01,58,778 (Previous Year 1,01,58,778) Face value of ₹ 10/- each	-	1,728.71
<b>Total</b>	<b>2,199.37</b>	<b>3,925.79</b>
<b>14 Long term loans and advances</b>		
<b>Security deposits</b>		
Unsecured, considered good	173.46	390.51
Provision for doubtful advances	-	-
<b>Total (A)</b>	<b>173.46</b>	<b>390.51</b>
<b>Other loans and advances</b>		
Advances (Recoverable In Cash Or In Kind Or For Value To Be Received)	41,174.54	34,443.63
<b>Total (B)</b>	<b>41,174.54</b>	<b>34,443.63</b>
<b>Total (A)+(B)</b>	<b>41,348.00</b>	<b>34,834.14</b>
<b>15 Inventories (valued at lower of cost and net relisable value)</b>		
<b>Closing Stock of Finished Goods (A)</b>	<b>2,697.08</b>	<b>4,178.65</b>
<b>Work In Progress Inventories:</b>		
<b>Opening Balance:</b>		
Cost Of Land	39.31	39.31
Cost Of Infrastructure, Development and Filling	64,746.66	63,682.12
(I)	<b>64,785.96</b>	<b>63,721.43</b>
<b>Addition during the Year</b>		
Material Purchase	6,434.19	3,597.46
Labour Charges	11,051.74	9,271.93
Rent, Rates & Taxes	1,195.17	4,763.43
Legal & Professional Expenses	2,995.21	2,415.15
Other Expenses	3,503.88	7,845.82
(II)	<b>25,180.19</b>	<b>27,893.79</b>
<b>Total</b> (I+II)	<b>89,966.15</b>	<b>91,615.22</b>
Less Transferred to Profit & Loss Account (Refer Note. No. 22 & 23)	(III) <b>19,237.96</b>	<b>26,829.26</b>
<b>Work In Progress (B)</b> (I + II - III)	<b>70,728.19</b>	<b>64,785.96</b>
<b>Total Inventories (A) +(B)</b>	<b>73,425.27</b>	<b>68,964.61</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>16 Trade receivables</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good	2,225.10	583.52
(A)	2,225.10	583.52
Other receivables		
Unsecured, considered good	10,808.70	4,089.60
Provisions for doubtful receivables	-	-
(B)	10,808.70	4,089.60
(A)+(B)	13,033.80	4,673.12
<b>17 Cash and cash equivalent</b>		
<b>Balance with banks &amp; Cash balances:</b>		
On current accounts	1,756.70	1,539.10
Cash on Hand	13.25	20.32
(A)	1,769.95	1,559.42
<b>Other Bank Balances</b>		
On unclaimed dividend account	18.67	28.95
Bank Deposits (More than 12 Months)	418.74	273.89
(B)	437.41	302.84
(A) + (B)	2,207.36	1,862.26
<b>18 Short term loans and advances</b>		
<b>Other loans and advances</b>		
Advance income tax (net of provision for taxation)	358.93	663.97
Other Taxes	636.33	-
Prepaid expenses	9.01	-
Loans to employees	21.72	10.66
Advance to Suppliers	3,513.41	2,183.57
Advances (Recoverable In Cash or Kind)	126.54	1,787.67
<b>Total</b>	4,665.94	4,645.87
<b>19 Revenue from operations</b>		
<b>Sales of products</b>		
Income From Operations	27,664.66	31,602.15
<b>Revenue from operations</b>	27,664.66	31,602.15
<b>20 Other Income</b>		
<b>Interest income on</b>		
Bank deposits	36.52	22.27
<b>Other Non Operating Income</b>	211.59	157.89
<b>Dividend income on</b>		
Investment in subsidiaries	1,080.00	603.00
Current Investments	29.50	15.83
<b>Miscellaneous Income</b>	151.35	113.19
	1,508.96	912.18

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

(₹ In Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>21 Increase / (Decrease) in Inventory of Finished Goods</b>		
Inventory of Finished Goods at the Beginning of Year	4,178.65	3,756.72
Inventory of Finished Goods at the End of Year	2,697.08	4,178.65
<b>Increase / (Decrease) in Inventory of Finished Goods</b>	<b>(1,481.57)</b>	<b>421.93</b>
<b>22 Construction &amp; Other Expenses</b>		
Material Cost	1,780.61	6,728.17
Labour Cost	7,568.18	7,367.62
Rates and Taxes	2,008.46	3,687.46
Employee Benefit Expenses	1,842.61	2,204.93
Other Expenses	2,351.77	3,703.28
Loss on Sale of Motor Car	2.61	7.07
CSR Expenses (Refer note no. 39)	58.61	31.15
<b>Total</b>	<b>15,612.85</b>	<b>23,729.68</b>
<b>23 Financial costs</b>		
Interest	3,625.11	3,099.58
	<b>3,625.11</b>	<b>3,099.58</b>
<b>24 Earning per share (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations.	(₹ in Lakhs except for EPS)	(₹ in Lakhs except for EPS)
<b>Profit available to Shareholders</b> <b>A</b>	<b>6,460.51</b>	<b>4,241.84</b>
Weighted average number of Equity Shares of ₹ 10/- each outstanding during the year for Basic Earnings Per Share <b>B</b>	<b>354.85</b>	<b>354.85</b>
<b>Basic Earning per share (EPS)</b> <b>(A/B)</b>	<b>18.21</b>	<b>11.95</b>
Weighted average number of Equity Shares of ₹ 10/- each outstanding during the year for Diluted Earnings Per Share <b>C</b>	<b>354.85</b>	<b>354.85</b>
<b>Diluted Earnings per Share (EPS)</b> <b>(A/C)</b>	<b>18.21</b>	<b>11.95</b>
<b>25 Expenditure in Foreign Currency (accrual basis)</b>	<b>(₹ In Lakhs)</b>	<b>(₹ In Lakhs)</b>
Sponsorship Fees	-	79.61
Professional Fees	-	14.01
Business Promotion Expenses	-	4.22
Commission on Sales	-	14.41
<b>Total</b>	<b>-</b>	<b>112.25</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 26. Contingent liabilities not provided for in respect of:

- Income Tax Demand raised by authorities for the period 1988-1989 to 1992 -1993 not accepted by the company amounting to ₹ 2,909 Lakhs (Previous Year ₹ 2,909 Lakhs) the company has filed petition with the settlement commission under section 245 ( C ) of the Income Tax Act,1961, any adjustment required would be accounted in the year in which final order is received.
- There is unadjusted TDS liability of previous years to the extent of 20.53 Lakhs.
- During the year Ajmera Realty & Infra India Limited has availed Letter of Credit facility towards import of lift to the tune of ₹ Nil (P.Y 621.55 Lakhs). The same is availed as a sub limit from ICICI Bank limited.
- During the year Ajmera Realty & Infra India Limited has given corporate guarantee of ₹ 1,500 Lakhs (P.Y. Nil) to one of its Associate Ultratech Property Developers Private Limited towards financial facility of ₹ 1,500 Lakhs availed from Kotak Mahindra Investments Limited.

### 27. Sitting Fees paid to Directors other than managing / whole time directors:

(₹ In Lakhs)		
Particulars	2016-2017	2015-2016
Sitting Fees	4.58	4.00
<b>Total</b>	<b>4.58</b>	<b>4.00</b>

### 28. Audit Fees paid

(₹ In Lakhs)		
Particulars	2016-2017	2015-2016
Audit	5.73	5.73
Tax Audit	1.25	1.25
<b>Total</b>	<b>6.98</b>	<b>6.98</b>

### 29. Deferred Taxation:

The Company has net Deferred Tax Assets of ₹ 2,310.86 Lakhs (Previous year ₹ 3,292.28 Lakhs) as on 31<sup>st</sup> March 2017 on account of set off after net MAT Credit till 31<sup>st</sup> March 2017. As a prudence policy the said Deferred Tax Assets has not been recognized which is in accordance with the Accounting Standard – 22 issued by the Institute of Chartered Accountants of India.

#### Major components of deferred tax arising on account of timing differences are

(₹ In Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>Liabilities :</b>		
Depreciation	66.31	53.63
<b>Total Liabilities (A)</b>	<b>66.31</b>	<b>53.63</b>
<b>Assets :</b>		
Retirement benefits / Expenses allowable on payment basis	175.00	133.86
<b>Total Assets (B)</b>	<b>175.00</b>	<b>133.86</b>
<b>Net Asset/ (Liabilities ) (B) – (A)</b>	<b>108.69</b>	<b>80.23</b>
Opening Deferred Tax Liability / (Assets) As on Balance Sheet Date	(3292.28)	(3870.18)
Less : MAT Credit Utilised During the year	872.73	497.67
<b>Deferred Tax Liability / (Assets) As on Balance Sheet Date</b>	<b>(2,310.86)</b>	<b>(3292.28)</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 30. EMPLOYEE BENEFIT

Consequent to Revised Accounting Standards 15 (AS-15) "Employee Benefits" read with guidance note on implementation of AS-15 issued by Institute of Chartered Accountants of India, effective from 1<sup>st</sup> April, 2007, the company has reviewed and revised its accounting policy in respect of employee benefits.

Sr. No.	Particulars	Amount in Lakhs as on 31 <sup>st</sup> March, 2017		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
<b>[I]</b>	<b>Reconciliation in Present Value of Obligation (PVO) - defined benefits</b>			
	Current Service Cost	27.54	17.59	45.14
		31.06	5.91	36.97
	Interest Cost	14.81	14.05	28.86
		13.59	11.14	24.73
	Actuarial (gain)/ losses	13.20	19.70	32.90
		(18.49)	28.24	9.75
	Benefits Paid	(4.66)	(8.83)	(13.49)
		(16.40)	(13.43)	(29.84)
	Past service cost	NIL	NIL	NIL
		NIL	NIL	NIL
	PVO at the beginning of the year	185.19	175.65	360.84
		175.43	143.78	319.22
	PVO at end of the year	236.09	218.17	454.26
		185.19	175.65	360.84
<b>[II]</b>	<b>Change in fair value of plan assets :</b>			
	Expected Return on plan assets	NIL	NIL	NIL
		NIL	NIL	NIL
	Actuarial (gain)/ losses	13.20	19.70	32.90
		(18.49)	28.24	9.75
	Contribution by employers	NIL	NIL	NIL
		NIL	NIL	NIL
	Benefits Paid	(4.66)	(8.83)	(13.49)
		(16.40)	(13.43)	(29.84)
	Fair value of plan assets at the beginning of the year	NIL	NIL	NIL
		NIL	NIL	NIL
	Fair value of plan assets at end of the year	NIL	NIL	NIL
		NIL	NIL	NIL
<b>[III]</b>	<b>Reconciliation of PVO and fair value of plan assets :</b>			
	PVO at end of period	236.09	218.17	454.26
		185.19	175.65	360.84
	Fair value of plan assets at end of the year	NIL	NIL	NIL
		NIL	NIL	NIL
	Funded status	NIL	NIL	NIL
		NIL	NIL	NIL
	Unrecognised actuarial (gain)/ losses	NIL	NIL	NIL
		NIL	NIL	NIL
	Net assets/(liability) recognised in the balance sheet	(236.09)	(218.17)	(454.26)
		185.19	175.65	360.84

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

Sr. No.	Particulars	Amount in Lakhs as on 31 <sup>st</sup> March, 2017		
		Gratuity (Unfunded)	Leave Salary (Unfunded)	Total
[IV]	Net cost for the year ended 31 <sup>st</sup> March, 2017 :			
	Current Service Cost	<b>27.54</b> 31.06	<b>17.59</b> 5.91	<b>45.14</b> 36.97
	Interest Cost	<b>14.81</b> 13.59	<b>14.05</b> 11.14	<b>28.86</b> 24.73
	Expected Return on plan assets	<b>NIL</b> NIL	<b>NIL</b> NIL	<b>NIL</b> NIL
	Actuarial (gain)/ losses	<b>13.20</b> NIL	<b>19.70</b> NIL	<b>32.90</b> NIL
	Net Cost	<b>NIL</b> NIL	<b>NIL</b> NIL	<b>NIL</b> NIL
[V]	Category of assets as at 31 <sup>st</sup> March, 2017			
[VI]	Actual return of plan assets	<b>NIL</b> NIL	<b>NIL</b> NIL	<b>NIL</b> NIL
[VII]	Assumption used in accounting for the Gratuity & Leave Salary plan:			
	Discount rate (%)	<b>7.25%</b> 7.75%	<b>7.25%</b> 7.75%	
	Salary escalation rate(%)	<b>8.00%</b> 7.75%	<b>8.00%</b> 7.75%	
	Expected amount of return on plan assets	<b>NIL</b> NIL	<b>NIL</b> NIL	

Figures in Bold represents current financial year & others represents for previous year.

31. The Company primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Accounting Standard – 17 issued by ICAI.

### 32. Related Party Disclosures:

#### a. Name of Related Parties and Related Party Relationship

Key Management Personnel	i]	<b>Mr. Manoj I. Ajmera</b> (Managing Director)
	ii]	<b>Mr. O. P. Gandhi</b> (Group Chief Financial Officer)
	iii]	<b>Ms. Harshini D. Ajmera</b> (Company Secretary)

#### b. Relatives of Key Management Personnel

• Rupal M. Ajmera	• Tanvi M. Ajmera
• Rushi M. Ajmera	• Ishwarlal S. Ajmera Huf
• Jayant I. Ajmera	• Manoj I. Ajmera Huf
• Rita Mitul Mehta	• Dilip C. Ajmera
• Jyoti D. Ajmera	• Riddhi D. Ajmera
• Suman O. Gandhi	• Nupur O. Gandhi
• Gaurav O. Gandhi	

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### c. Related Parties Where Control exists

#### Subsidiaries

- i. Jolly Brothers Private limited
- ii. Ajmera Estate Karnataka Private Limited
- iii. Ajmera Mayfair Global W.L.L
- iv. Ajmera Clean Green Energy Limited
- v. Ajmera Realty Ventures Private Limited
- vi. Ajmera Realcon Private Limited
- vii. Laudable Infrastructure LLP
- viii. Ajmera Corporation UK Limited
- ix. Radha Raman Dev Ventures Private Limited
- x. Sana Buildpro LLP
- xi. Sana Building Products LLP

#### Associates & joint Ventures

- i. Ultratech Property Developers Private Limited
- ii. Ajmera Cements Private Limited
- iii. Ajmera Housing Corporation Bangalore
- iv. V.M. Procon Private limited
- v. Sumedha Spacelinks LLP
- vi. Shree Precoated Steels Limited

### Related Party Transactions:

#### a. Disclosure in respect of material transactions with related parties

Transactions	Associates/ Subsidiary	Directors and Relatives	Maximum Outstanding	Year ended 31 <sup>st</sup> March, 2017 Balances
Finance Received / (Given)	<b>(3980.69)</b>	<b>NIL</b>	<b>41714.36</b>	<b>40030.08</b>
	1862.93	NIL	36,323.96	36,323.96
Purchase of Goods	<b>8.55</b>	<b>NIL</b>	<b>45.79</b>	<b>NIL</b>
	45.79	NIL	45.79	45.79
Dividend Received	<b>1080</b>	<b>NIL</b>	<b>1080</b>	<b>NIL</b>
	603	NIL	603	NIL

Figures in Bold represents current financial year & others represents for previous year

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### b. Disclosure in respect of material transactions with related parties

(₹ In Lakhs)

Nature of Transaction	Related Parties		2016-17		2015-16	
			Transaction Amount	Maximum Outstanding	Transaction Amount	Maximum Outstanding
	Subsidiaries					
Finance Received / (Given)	Ajmera Estates (Karnataka) Private Limited		(6876.89)	20639.57	2070.02	13762.67
	Jolly Brothers Private Limited		(14.97)	2057.48	(205.75)	2042.50
	Ajmera Mayfair Global Realty W.L.L		(46.88)	5047.75	(75.39)	5000.86
	Ajmera Clean Green Energy Limited		1684.27	1684.27	1.34	1684.27
	Ajmera Corporation UK Limited		(692.98)	692.98	-	-
	Ajmera Realcon Private Limited		(1.50)	210.36	-	209.87
	Ajmera Realty Ventures Private Limited		2499.50	4659.55	-	7159.05
	Total		(3449.45)		1862.93	
	Associate & Joint Ventures					
Material Purchase	Ajmera Cements Private Limited		8.55	8.55	45.79	45.79
	Total		8.55		45.79	
Finance Received / (Given)	Ultratech Property Developers Private Limited		(766.24)	2180.50	(442.65)	1414.26
	V. M.Procons Private Limited		300.00	2182.30	(845.00)	2482.30
	Sana Buildpro LLP		-	371.60	(1.00)	371.60
	Laudable Infrastructure LLP		(65.00)	2101.55	(311.00)	2043.55
	Total		(531.24)		(1599.65)	

### 33. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year : Nil
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.
- The amount of Interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
- The amount of Interest accrued and remaining unpaid at the end of each accounting year Nil
- The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is Nil

The above information and that given in note no.8 –“Trade Payables” regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of available with the company. This has been relied upon by the auditors.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 34. Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31<sup>st</sup> March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:  
(₹ In Lakhs)

Particulars	SBNs*	Other Denomination Notes	Total
<b>Closing Cash on hand as on 8<sup>th</sup> November, 2016</b>	6.66	21.28	27.94
<b>(+) Permitted Receipts</b>	-	17.20	17.20
<b>(-) Permitted Payments</b>	-	(17.93)	(17.93)
<b>(-) Amount Deposited in Banks</b>	(6.66)	(2.43)	(9.09)
<b>Closing Cash on hand as on 30<sup>th</sup> December, 2016</b>	-	18.12	18.12

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated 8<sup>th</sup> November, 2016.

35. The Company has re – assessed the useful life of assets for the purpose of determination of depreciation in the manner prescribed under the Schedule II of the Companies Act, 2013.

### 36. Other Disclosures

#### Imported and Indigenous raw materials consumed

(₹ In Lakhs)

Particulars	% of total consumption		Value	
	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2016
<b>Raw Materials</b>				
Imported	0%	-	0%	-
Indigenously Obtained	100%	6434.19	100%	3597.46
	100%	6434.19	100%	3597.46

### 37. Segment Information:

#### Primary Business Segment:

(₹ In Lakhs)

Sr. No	Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
<b>1</b>	<b>Segment Results</b>		
	<b>Profit Before Tax and interest from each Segment</b>		
	(a) Construction	11883.66	8835.77
	(b) Renewable Energy	-	128.20
	<b>Total</b>	<b>11883.66</b>	<b>8963.97</b>
	<b>Less : Interest</b>	<b>3625.11</b>	<b>3099.58</b>
	<b>Total Profit before Tax</b>	<b>8258.55</b>	<b>5864.39</b>



# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

### 38. Capital and other commitments

Capital and other commitments on account of revenue as well as capital nature is ₹ NIL (P.Y. NIL)

### 39. Corporate Social Responsibility

Company has spent total of ₹ **58.61 Lakhs** (P.Y. ₹ 31.15 Lakhs) during the financial year 2016-2017 towards Corporate Social Responsibility against the total requirement of ₹ **38.69 Lakhs** (P.Y. ₹ 29.67 Lakhs)

40. The Balance in Debtors, Creditors, few Bank Accounts balances and Advances accounts are subject to confirmation and reconciliation, if any. However as per management opinion no material impact on financial statements out of such reconciliation is anticipated.

### 41. Subsequent events

There is not any subsequent event reported after the date of financial statements.

### 42. Regrouping of Previous Year Figures.

The company has regrouped / rearranged and reclassified previous year figures to conform to current year's classification.

As per our report of even date  
For and on behalf of  
**V. PAREKH & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 107488W

**RASESH V. PAREKH**  
PARTNER  
Membership No. 38615

Place : Mumbai  
Dated: 22<sup>nd</sup> May 2017

For and on behalf of Board of Directors of  
**AJMERA REALTY & INFRA INDIA LIMITED**

**RAJNIKANT S. AJMERA**  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00010833)

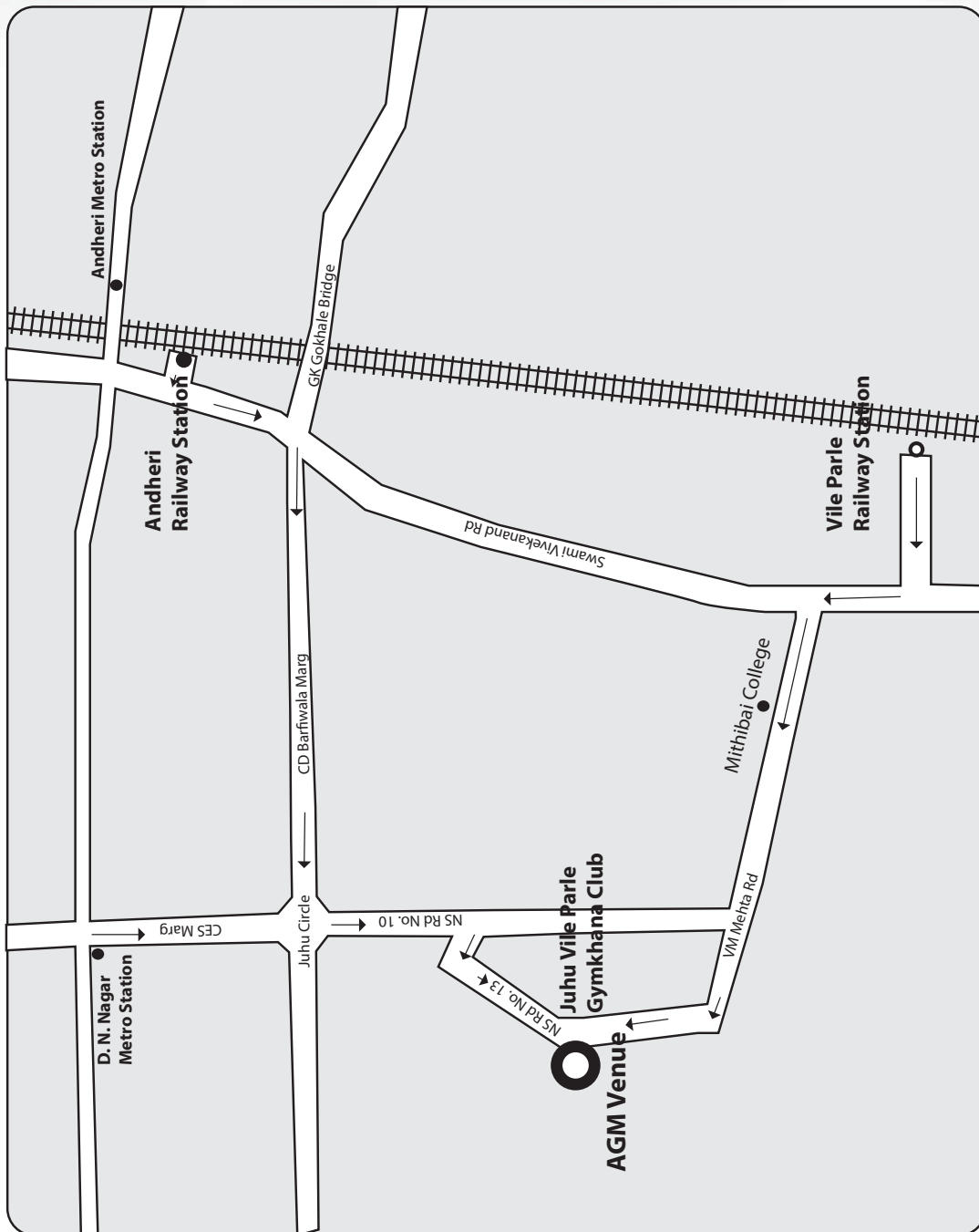
**O. P. GANDHI**  
GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai  
Dated: 22<sup>nd</sup> May 2017

**MANOJ I. AJMERA**  
MANAGING DIRECTOR  
(DIN: 00013728)

**HARSHINI D. AJMERA**  
COMPANY SECRETARY

## AGM ROUTE MAP





## Form No. SH-13 Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies  
(Share Capital and Debentures) Rules 2014]

To,

**Ajmera Realty & Infra India Limited**  
**Citi Mall, 2<sup>nd</sup> floor, New Link Road,**  
**Andheri (W) Mumbai-400053**

I/We \_\_\_\_\_ the holder(s) of the securities  
particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in  
whom shall vest, all the rights in respect of such securities in the event of my/our death.

### (1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificates No.	Distinctive No.

### (2) PARTICULARS OF NOMINEE/S:

- (a) Name :  
(b) Date of Birth :  
(c) Father's/Mother's/Spouse's name :  
(d) Occupation :  
(e) Nationality :  
(f) Address :  
(g) E-mail id :  
(h) Relationship with the security holder :

### (3) IN CASE NOMINEE IS A MINOR:

- (a) Date of birth :  
(b) Date of attaining majority :  
(c) Name of guardian :  
(d) Address of guardian



**(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY:**

- (a) Name :  
(b) Date of Birth :  
(c) Father's/Mother's/Spouse's name :  
(d) Occupation :  
(e) Nationality :  
(f) Address :  
(g) E-mail id :  
(h) Relationship with the security holder :  
(i) Relationship with the minor nominee :

Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
Name of the Security Holder(s) : \_\_\_\_\_  
Signature : \_\_\_\_\_  
Witness with name and address : \_\_\_\_\_

## AJMERA REALTY & INFRA INDIA LIMITED

CIN : L27104MH1985PLC035659

Registered office : Citi Mall, 2<sup>nd</sup> Floor, New Link Road, Andheri (West ), Mumbai – 400053.

### ATTENDANCE SLIP

(To be presented at the entrance)

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2017 at 12.30 p.m. at Activity Hall, Ground Floor, Juhu Gymkhana Club, J.V.P.D Scheme, Vile Parle (W), Mumbai-400049

Folio No \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

Number of Shares \_\_\_\_\_

1. Only Member/Proxyholder can attend the Meeting
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting

## AJMERA REALTY & INFRA INDIA LIMITED

CIN : L27104MH1985PLC035659

Registered office : Citi Mall, 2<sup>nd</sup> Floor, New Link Road, Andheri (West ), Mumbai – 400053.

Form No. MGT 11

### PROXY FORM

( Pursuant to section 105(6) of the Companies Act, 2013 and the Rule 19(3) of the Companies ( Management and Administration ) Rules, 2014 )

Name of the Member(s)		E-mail ID	
Registered Address		Folio No/Client No.	
		DP ID	

I/We, being the Holder(s) of \_\_\_\_\_ shares of Ajmera Realty & Infra India Ltd, hereby appoint :-

1. Name	
Address	
Email ID	Signature:

of falling him/her

2. Name	
Address	
Email ID	Signature:

of falling him/her

3. Name	
Address	
Email ID	Signature:

As my/our proxy to attend and vote ( on a poll ) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the company, to be held on 29<sup>th</sup> September, 2017 at 12.30 p.m at Activity Hall, Ground Floor, Juhu Gymkhana Club, J.V.P.D Scheme, Vile Parle (W), Mumbai-400049 and at any adjournment thereof in respect of such resolutions as are indicated below:-





\* I wish my above proxy to vote as indicated in the box below:

Sr. No.	Resolution	For	Against
1	To Consider and adopt:- (a) Audited Financial Statement and Reports thereon for the year ended March 31, 2017 (b) Audited Consolidated Financial Statements for the year ended March 31, 2017		
2	To Declare of Dividend on Equity Shares		
3	To Re-appoint Mr. Manoj I. Ajmera (DIN. 00013728) who retires by rotation.		
4	To Appoint M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No. 115832W), in place of retiring Auditors' M/s. V. Parekh and Associates and to fix their remuneration.		
5	To Ratify of remuneration payable to the Cost Auditors.		
6	Determination of fees to be charged for service of document in a particular Mode.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2017

Revenue  
Stamp

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) (1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_

**Notes:**

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- 2) A proxy need not to be a member of the Company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 6) \* It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



REGISTERED POST / COURIER

***IF UNDELIVERED, PLEASE RETURN TO:***

**Sharex Dynamic (India) Pvt. Ltd.  
Unit: Ajmera Realty & Infra India Ltd.**

Unit No. 1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool, Sakinaka,  
Andheri (E), Mumbai - 400 072.