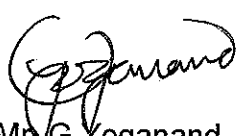
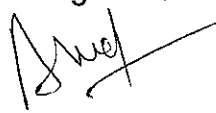
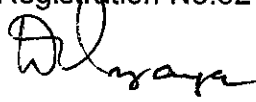
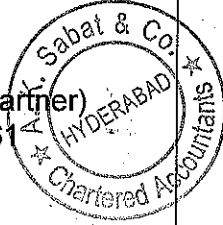
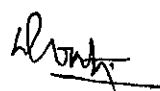


FORM A

Covering Letter of the Annual Audit Report to be filed with the Stock Exchanges

1	Name of the Company	M/s. Manjeera Constructions Ltd
2	Annual financial statements for the year ended	31 st March, 2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	Not Applicable
5	For Manjeera Constructions Ltd To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO & AGM (Finance & Accounts)• Auditor of the Company• Audit Committee Chairman	 Mr. G Yoganand  Mr. R Venkata Rao For A.K Sabat & Co Chartered Accountants (Registration No.321012E)  Mr. D Vijaya Kumar (Partner) Membership No.051961   Mr.DLS Sreshthi (Chairman- Audit Committee)

Place: Hyderabad

Date: 30.05.2015

ANNUAL
REPORT
2014-15



**A great future
under construction**



Chairman's Message

G Yoganand
Chairman and MD

Dear Shareholders,

I am happy to communicate with you once again.

During our last financial year, your Company has been able to sustain operational stability despite an increasingly challenging economic environment.

However, as most economists opine, there are green shoots of a new phase of growth. A slow but growing momentum in the Real Estate sector is expected, property sale is expected to slowly improve and there will be a renewed positivity in the real estate sector. The residential sector, which remained dormant during most of 2014 is now expected to enter an active phase.

The Government is pushing big ticket reforms to provide housing for the masses with the introduction of their policy viz. 'Housing for All by 2022'. And reduction in home loan interest rates is sure to be a major stimulus in future.

Possession of a house is a basic social requirement. India's population is rising and the requirement for housing for the salaried professional is increasing exponentially too. So I would like to assure you that your company is committed to growth and is alive to the needs of our fellow stakeholders and customers; we have anticipated and developed solutions to secure and intensify our growth strategy over the long term.

'Smart Cities' is the new buzzword that is also creating a wave of expectation in the country.

The Central Government has recently released a list of 98 cities that have been chosen to be Smart Cities. Initiatives such as 'Smart Cities' and 'Housing for All' will lead to a robust revival in the real estate and urban housing sector as a lot of development will be seen in and around these cities.

Telangana remains a bright spot in our horizons due to Hyderabad being included in the list of Smart Cities, though the pace of reforms and the robustness of development during the last year were elements of concern resulting in a muted growth in construction.

A Disciplined Approach

In the past year we strengthened our approach with a clear strategy and consistent implementation which has traditionally differentiated us from others; we focused on consolidating and integrating our holdings. Our current inventory is converted into sales resulting in a smooth and positive cash flow.

Our way to meet client needs

'Real estate development', is a key growth engine of the economy. Rapid urbanization, expanding population, steady economic growth, industrialization - is taking place across the country, the 'Make in India' campaign, the Smart

City Concept, the development of IT industry, the relaxation of FDI norms, and easier terms and tax reliefs for housing loans will aid in the development of Housing projects.

Diversifying to new geographies

We are therefore expanding our scope to Vijayawada, Vishakhapatnam and Bangalore as there is huge potential in these rising and growing cities. Vijayawada is included in the list of Smart Cities, so that is a huge encouragement.

Building Goodwill and Better Standards of Living

We are taking our usual disciplined approach and taking the long view to address changing client needs and yet again deliver shareholder value.

A Great Future under Construction

Our business plan is to dedicate our mid-term and long-term strategy to focus on residential projects, especially on affordable housing. We are committed to building goodwill amongst our customers and stakeholders and elevating the lives of salaried professionals by building better standards of living in the field of affordable housing for them with modern homes with world-class amenities.

We will remain focused on achieving the objectives of the current projects and our main concern, to keep our customers and you, our stakeholders, satisfied by building strong and everlasting relationships.

We will remain focused too, as always on the fundamentals of performance, maximizing productivity, optimizing costs, and monetizing non-key assets. ERP implementation is underway and will be live at the earliest.

Our Plinth - Good Governance

In our governance structure we develop the skills of our employees and their capacities for advancement. Our organisation and the employees have developed a governance structure of strong interdependencies with each other and support an atmosphere of strong commitment and collaboration in our pursuit of high quality and long term growth.

I would like to thank our management and all our employees individually and collectively for achieving our objectives.

I would like to thank you all my fellow shareholders, for your continued support and trust in us, let us grow together and construct a great future for ourselves and for the economy.

Best wishes



On Going Projects



**Purple
town**
premium villas from Manjeera



MANJEERA
TRINITY
CORPORATE

Proposed



VIJAYAWADA PROJECT

MANJEERA
TRINITY
HOMES



MANJEERA
majestic
HOMES



Recently Completed Projects



MANJEERA
DIAMOND
TOWERS



The Platina
We mean business



MANJEERA
majeestic
COMMERCIAL

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BOARD OF DIRECTORS

Mr G Yoganand
Managing Director

Mr K Krishna Murty
Independent Director

Mr DLS Sreshti
Independent Director

Mrs G Padmaja
Additional Director
(w.e.f. 14.08.2014)

Ms A Yamini Krishna
Company Secretary and Compliance Officer

AUDIT COMMITTEE

Mr DLS Sreshti
Mr K Krishna Murty
Mrs G Padmaja

NOMINATION & REMUNERATION COMMITTEE

Mr DLS Sreshti
Mr K Krishna Murty
Mrs G Padmaja

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr K Krishna Murty
Mr DLS Sreshti

STATUTORY AUDITORS

M/s A K Sabat & Co.
Chartered Accountants
Hyderabad

PRINCIPAL BANKERS

Oriental Bank of Commerce
Canara Bank

REGISTERED OFFICE

304, Aditya Trade Centre,
Aditya Enclave Road, Ameerpet,
Hyderabad – 500038.
Ph: +91-40-23735194 / 23743017 / 23730231
Fax: +91-40-23733763
Email: manjeera_group@yahoo.com
Website: www.manjeera.com

REGISTRAR & SHARE TRANSFER AGENTS

XL Softech Systems Limited
Plot No. 3, Sagar Society,
Banjara Hills, Road No. 2,
Hyderabad – 500034
Tel: +91-40-23545913 / 14 / 15
Fax: +91-40-23553214
Email: xlfield@gmail.com
Website: <http://www.xlsoftech.com>
Contact Person: Mr R Ram Prasad

Notice to Members

Notice is hereby given that the 28th Annual General Meeting of the Members of “Manjeera Constructions Ltd” will be held on Wednesday, the 30th of September, 2015 at 9:30 A.M. at Hotel Aditya Park, Ameerpet, Hyderabad – 500038 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31 March, 2015 and the Statement of Profit & Loss Account of the Company for the year ended on that date together with the Reports of the Directors and Statutory Auditors thereon.
2. To appoint the Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A K Sabat & Co., Chartered Accountants, (Firm Registration No.321012E), the retiring auditors, be and are hereby reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this 28th Annual General Meeting till the conclusion of the 29th Annual General Meeting of the Company at a remuneration to be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

3. To reappoint Mr. G Yoganand, Managing Director who retires by rotation and in this regard to consider and, if thought fit, pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 197, 198 & 203 and other applicable provisions, if any, of the Companies Act, 2013. the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for the re-appointment of Mr. G. Yoganand as Managing Director of the Company for a further period of five years with effect from 30.09.2015 on the same terms and conditions of remuneration as was paid to him earlier as set out in the explanatory statement to this notice.”

SPECIAL BUSINESS:

4. Borrowing powers of the Board

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Ordinary Resolution passed by the Members at their Annual General Meeting on 29th September, 2007 the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing (in any form) from time to time, for the purpose of the Company's business, any sum or sums of money, as it may deem proper, on such terms and conditions, and with or without security, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid-up capital and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount of money / moneys so borrowed or to be borrowed by the Board shall not at any time exceed Rs. 600 Crores.”

5. Creation of Charge on the assets of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Ordinary Resolution passed by the Members at their Extra Ordinary General Meeting on 1st April, 1996, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage / pledge / hypothecate / assign and / or charge, all or any movable / immovable properties (or any interest therein) both present and future, whole or substantially the whole of the undertaking(s) of the Company for securing the financial facilities / limits to be availed by the Company and/or its subsidiaries present or future from any Bank, Financial Institution, Corporate Bodies or any other person(s) in the form of Loan, Inter Corporate Deposit, Debentures or by way of any other instruments by whatever name called together with interest, costs, charges, expenses, and any other moneys payable by the Company subject to the limits approved under section 180 (1) (c) of the Companies Act, 2013.”

6. Appointment of Mr. Vivekanand, as additional director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mr. G. Vivekanand be and is hereby appointed as an Additional Director on the Board of Directors of the Company who shall hold office upto the date of the ensuing Annual General Meeting of the Company & being eligible to be regularized in the ensuing Annual General Meeting”.

RESOLVED FURTHER THAT Mr. G. Yoganand be and is hereby authorized to do all the acts, deeds and things which are necessary to the appointment of aforesaid person as an additional director of the Company.”

Route map of the venue of AGM



NOTES:

- 1) A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. A proxy is not entitled to speak at the meeting or vote except on poll. The Instrument appointing a proxy to be valid must be duly stamped, executed and deposited at the Registered office of the Company not less than forty-eight hours before commencement of the meeting.
- 2) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
- 3) In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
- 4) An explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- 5) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 6) Members who hold shares in dematerialized form are requested to write their Client-ID and DP-ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 7) Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company at # 304, Aditya Trade Centre, Ambarpet, Hyderabad – 500038 on all working days of the company, between 10.00 A.M. and 1.00 PM up to the date of Annual General Meeting.
- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 25.09.2015 to Wednesday, 30.09.2015 (both days inclusive).
- 9) Members are requested to intimate the Registrar and Share Transfer Agents i.e. M/s. XL Softech Systems Limited (RTA), Plot No. 3, Sagar Society, Banjara Hills, Hyderabad - 500 034, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of shares held in dematerialized form.
- 10) Pursuant to the provisions of Section 72 of Companies Act, 2013 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form-2B (which will be made available on request) to the Registrar & Share Transfer Agents, M/s. XL Softech Systems Limited.
- 11) Members may kindly refer "Corporate Governance Report" (Forms part hereof), for details, about the Directors to be appointed / re-appointed.
- 12) The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its Members. In line with the Ministry's direction your Company intends to send all future communication to members by e-mail including Notices, Annual Report etc., to the e-mail address you have already registered with your respective Depository Participants (DPs). In case you are yet to register your e-mail address, please update the same with your DP. Members holding shares in physical form may register their e-mail address either with the Company or with the Registrar & Share Transfer Agent (RTA) of the Company viz. M/s. XL Softech Systems Limited., Hyderabad. If the e-mail addresses are already registered with the respective DPs/ RTA of the Company by the shareholders, it is requested to ensure that registered e-mail ids are current, operative and all the addressed correspondences are received through it.
- 13) All NRI Members of the Company are hereby requested to get their Indian Postal addresses, e-mail ids and bank details with their NRI/ NRE account nos. registered with their respective DPs/RTA of the Company, so as to facilitate to provide smooth, faster, cost effective and proper service to them by the Company.

- 14) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
- 15) All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government. Members who have not yet encashed their dividend warrant(s) are requested to make their claims without any delay.
- 16) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non-member/ children.
- 17) Members may note that as per the Secretarial Standard-2 notified by Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the meeting and hence the earlier practice of distribution of packaged items is being discontinued.
- 18) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence from 9.00 a.m. (IST) on 27.09.2015 and will end at 5.00 p.m. (IST) on 29.09.2015. The Company has appointed Mr. S.Sarweswara Reddy, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

PROCEDURE FOR E-VOTING:

Share holders who wish to opt for e-voting can cast their vote by logging on to the CDSL website: <https://www.evotingindia.com> and follow the procedure to login to e-voting website as given below by CDSL for the information of the members:

Log on to the e-voting website www.evotingindia.com

- (i) Click on "Shareholders" tab.
- (ii) Now, select the "Manjeera Constructions Ltd." from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID –
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
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.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* 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 (Available on the Address label pasted in the cover and/or in the e-mail sent to the members) in the PAN field. 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 Ram Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the 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.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for the **Manjeera Constructions Ltd.**

- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- (xviii) The voting period begins on 27.09.2015 at 9.00 A.M. (IST) and ends on 29.09.2015 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 26.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xix) Since the Company is required to provide members facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 26.09.2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xx) 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 (record date) of 26.09.2015 for e-voting purpose.
- (xxi) Mr. S.Sarweswara Reddy, Practicing Company Secretary, C.P.No. 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall
 - (a) Immediately after the conclusion of voting at general meeting, first count the votes
 - (b) Unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company
 - (c) Not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who should countersign the same.
- (xxiii) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manjeera.com and on the website of CDSL immediately after the result is declared by the chairman. Simultaneously forward the results to the concerned stock exchange and the stock exchange should place the results on its website.
- (xxiv) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NO. 3

Item No. 3:

Mr. G Yoganand, Managing Director aged 55 years, is a graduate in Civil Engineering from Osmania University, Hyderabad and also a post graduate in Structural Engineering from Indian Institute of Science, Bangalore. He promoted M/s Matrix Design Engineers, a structural engineering consultancy firm in 1985 for offering designs for various civil engineering projects including multi storied buildings. He promoted MCL in the year 1987 and after the successful stint in the real estate development, he promoted the other 2 companies in the group, namely, Manjeera Estates Private Limited and Manjeera Hotels & Resorts Limited engaged in the real estate development business and hospitality business respectively.

The tenure of the Mr G. Yoganand, the Managing Director of the Company is to expire in the ensuing Annual General Meeting of the Company and being eligible for reappointment, he has offered himself for reappointment. As per the provisions of Section 197, 198 & 203 of the Companies Act, 2013 the board accorded its consent for his appointment for a further period of 5 years effective from 30.09.2015 upto the Annual General Meeting to be held in September 2020 with remuneration as per the earlier terms specified in the remuneration committee held on 28th May 2012 in which the remuneration of Mr G. Yoganand was revised from Rs. 5,00,000/- to Rs 6,00,000/- per month effective from 01.04.2012 upto 30.06.2015. The same terms of remuneration would continue for a further period of 5 years.

None of the directors except Mr. G. Yoganand, Mrs. G. Padmaja and their relatives to the extent of their shareholding are interested or concerned in the said resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Under the erstwhile Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

The borrowing limit under the earlier resolution passed by the shareholders, in their Meeting held on 30th September, 2014, is proposed to be amended from Rs.300 Crores to Rs. 600 Crores.

The Board commends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.4 of the Notice.

Item No. 5:

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds etc., to secure the repayment of moneys borrowed by the Company (including Temporary Loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including Temporary Loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/ trustees for the holders of debentures/ bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution.

The earlier resolution passed by the shareholders, at their Meeting held on 1st April, 1996 remains unchanged subject to the limits approved under section 180(1)(c), of the Companies Act, 2013.

The Board commends the Resolution at Item No.5 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

Item No. 6:

Mr G Vivekanand is a graduate in Civil Engineering from Osmania University, Hyderabad. He is holding Masters Degree in Construction from the prestigious Stevens Institute of Technology, New Jersey (USA). He holds experience in participating in the business promotional activities in the US and creating and enhancing M/s. Manjeera Constructions Ltd (Company's) brand and built up a strong prospective customer base in the USA.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act 2013 proposing the candidature of Mr. Vivekanand, for the office of Director of the Company. Accordingly as per provisions of Section 161 of the Companies Act, 2013 the board accorded its consent for appointment of Mr. G. Vivekanand as an Additional Director on the Board in the Board meeting held on 12.08.2015 who shall hold office upto the date of the ensuing Annual General Meeting of the Company & eligible to be regularised in the ensuing Annual General Meeting.

Mr. G Vivekanand is not disqualified from being appointed as a director in terms of section 164 and other applicable provisions of the Act and has given his consent to act as a Director. A brief profile of Mr. G Vivekanand, including nature of his expertise, is provided in Corporate Governance Report forming part of this Annual Report.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Save and except Mr. G Vivekanand, Mr. G. Yoganand, Managing Director, and Mrs. G. Padmaja, Director and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Place: Hyderabad
Date: 12.08.2015

By order of the Board of Directors
A Yamini Krishna
Company Secretary

Directors' Report

To,

The Members
M/s. Manjeera Constructions Limited
304, Aditya Trade Centre, Ameerpet,
Hyderabad – 500 038.

Your Directors have a great pleasure in presenting the 28th Annual Report of your Company along with the Audited Financial Statements for the financial year ended 31st March, 2015.

Financial Highlights

During the year under review, performance of the Company on standalone and consolidated basis is as under:

(Rupees in Lakhs)

Particulars	Standalone		Consolidated	
	FY 2014-15	FY 2013-14	FY 2014-15	FY 2013-14
Total Income	2141.79	6294.38	6868.86	12193.18
Less: Total Expenditure	1393.02	5113.63	4003.19	10291.61
Profit before Interest, Depreciation and tax	748.77	1180.75	2865.67	1901.57
Less: Interest and Financial Expenses	316.16	588.35	2243.85	970.52
Less: Depreciation	36.94	60.32	240.82	295.50
Profit before tax	395.67	532.08	381.00	635.55
Tax Expense				
Current Tax	94.67	197.93	94.67	197.93
Tax for Previous Year	39.50	(45.74)	39.50	(56.99)
Deferred Tax	(8.84)	(5.01)	46.09	6.78
Profit after Tax	270.34	384.90	200.74	487.83
Proposed Dividend/Dividend paid	0.00	-	0.00	-
Tax on Dividend paid	0.00	-	0.00	-
Reserves & Surplus	6497.10	6237.03	7162.30	6875.66
Paid Up Equity share Capital	1250.84	1250.84	1250.84	1250.84

Operational Performance Review

Your Company on a stand alone basis has achieved turnover of Rs. 2141.79 Lacs as against the turnover of Rs. 6294.38 Lacs in previous year and the reduction in turnover is due to completion of all projects undertaken by the Company. The net profit after tax stood at Rs.270.34 Lacs as against Rs.384.90 Lacs in the previous year. The Basic Earnings per share for the year ended 31.03.2015 is Rs.2.16 as against Rs.3.08 for the corresponding previous year ended 31.03.2014. The performance on consolidated basis is impacted as the property of Mall is mostly retained by the subsidiary Company, and further due to bad market conditions, the sales of the office spaces is sluggish.

State of Company's affairs

Your Company has entered into a Joint Development Agreement on 12th June, 2015 with Mr. M. Mani, Mr. K.V Jayaprakash and Mr. M. Sridhar Reddy to develop land admeasuring Acres 3-27 guntas in Survey No. 39/2, 40 and 43 at Allalasandra village, Yelahanka Hobli, Bangalore district for constructing residential apartments.

Your Company has also entered into a Memorandum of Understanding on 23rd February, 2015 with Mr. Maganti Adarsh and others for Joint development of land admeasuring 7 acres situated on Survey No's. 399, 399/1 at Atmakur village, Mangalagiri Mandal, Guntur District in the state of Andhra Pradesh into Residential/Commercial.

Change in nature of business, if any

There was no change in nature of business during the year under review.

Dividend

With a view to redeploy the profits for future business of the Company, the Board of Directors has not recommended the dividend for the financial year 2014-15.

Amounts Transferred to Reserves

The board of the Company has decided to carry Rs. 2.60 Crs to its reserves.

Extract of Annual Return

The extract of Annual Return, in format MGT-9 for the financial year 2014-15 has been enclosed with this report as Annexure I.

Number of Board meetings

During the Financial year 2014-15, 7 meetings of the Board of Directors of the Company were held (28/05/2014, 14/08/2014, 04/11/2014, 14/11/2014, 26/12/2014, 12/02/2015, and 17/02/2015)

Particulars of loan, Guarantees and Investments and Securities

Particulars of loans, investments made, guarantee given or security provided are provided in note no.s 11, 12 & 16 to the Standalone financial statements.

Particulars of Contracts/Arrangements with related parties

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the financial year 2014-15 in the prescribed format, AOC 2 has been enclosed with the report as Annexure II.

Explanations to Auditor's Remarks if any

The Auditor's report does not contain any qualification, reservation or adverse remark.

Material changes if any affecting the financial position of the Company

There was no material change or commitment affecting the financial position of the Company.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo

As the Company is not engaged in the manufacturing activity and at present it carries out the construction activities only, the prescribed information regarding compliance of rules relating to conservation of Energy & Technology absorption pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not provided as the same is not applicable to the Company.

The Company does not have any Foreign Exchange Earnings & Outgo during the financial year and hence provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)(c) of the Companies (Accounts) Rules, 2014 regarding disclosure of Foreign Exchange Earnings & Outgo is not applicable.

Details of Subsidiary, Joint venture or Associates

Manjeera Retail Holdings Private Limited (MRHPL) is a subsidiary of Manjeera Constructions Ltd. (MCL). The Company has inherent skills and resources to develop and execute high - value projects by using innovative technology that creates trends through value engineering.

MTM Estates and Properties Private Limited is a wholly owned subsidiary of MCL. The Company has not yet taken up any business activity. Pursuant to the approval of the Board of Directors of M/s. Manjeera Retail Holdings Pvt. Ltd., at their meeting held on 6th December 2013, a scheme of Arrangement inter alia for Demerger of Mall business with its assets and liabilities of Manjeera Retail Holdings Private Limited to MTM Estates and Properties Private Limited, has been filed with Hon'ble High Court of Judicature of Andhra Pradesh at Hyderabad.

In terms of the scheme of Arrangement, the entire mall business of M/s. Manjeera Retail Holdings Pvt. Ltd. is proposed to be demerged and vested with resulting Company M/s. MTM Estates and Properties Private Limited w.e.f. 1st April, 2013 being the Appointed date. The purpose of aforesaid restructuring is to separate the mall business, as after the demerger, it would enable M/s. Manjeera Retail Holdings Pvt. Ltd. to provide necessary focus, flexibility and vibrancy to the remaining business in the best interest of all stakeholders. Other details of Subsidiary companies & Associates are attached in format AOC 1 as Annexure III to the Directors report.

Risk Management policy

The Company has a well-defined risk management policy in place. The policy works at various levels of the organization. Risk management process has been established and is designed to identify the elements of risk including those that may threaten the existence of the Company.

Policy on Risk Management is available on the Company's website at the web link http://www.manjeera.com/other_information.php

Details of Directors & Key Managerial Personnel

(i) Directors:

- (a) Mr. G. Yoganand, the Chairman & Managing Director of the Company is liable to retire by rotation. His tenure expires in ensuing Annual General Meeting and being eligible for reappointment at the forthcoming Annual General Meeting of the Company has offered himself for reappointment.
- (b) Mr. G. Vivekanand, is proposed to be appointed on board as Additional Director who will hold the office upto the date of ensuing Annual General Meeting as per the provisions of section 161 of Companies Act, 2013 and AOA of the company.

The proposal regarding appointment of the aforesaid Directors is placed for your approval.

(ii) Key Managerial Personnel:

During the year under review, Mrs. Gayatri Khatri, Company Secretary resigned from the position of Company Secretary & Compliance Officer on 19th February, 2015 and Ms. A Yamini Krishna was appointed as the Company Secretary & Compliance Officer on 13th May, 2015.

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including Sweat Equity Shares), to employees of the Company under any Scheme including ESOS.
3. Significant & material orders passed by the regulators or courts or tribunal
4. Significant orders passed by the authorities which impact the going concern status and Company's operations in future.

Deposits

As per the provisions of Section 73 of the Companies Act, 2013 read along with Companies (Acceptance of Deposits) Rules, 2014,

- (a) Your Company has not accepted any deposits from the public and is therefore not required to furnish information in respect of outstanding deposits under Non-Banking Non-Financial Companies (Reserve Bank) Directions, 1966, during the year under review.
- (b) The company does not have any unclaimed or unpaid deposits at the end of the year under review or any other previous year.

Receipt of any commission by MD/WTD from Company or receipt of commission/remuneration from its holding or subsidiary.

Details of Remuneration /commission received by MD/WTD from Company, its holding/subsidiary companies is provided` in the extract of Annual return in prescribed form MGT 9

Declaration by Independent directors

The Company has received necessary declarations from Mr. K. Krishna Murty and Mr. DLS Sreshti, the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and are independent of the Management.

Reappointment of Independent director

Pursuant to provisions of section 149, 152, 160 and other applicable provisions if any, of the Companies Act 2013, Mr. K. Krishna Murty and Mr. DLS Sreshti, the Independent Directors of the Company were reappointed in last Annual General Meeting for a period of 5 years, effective from 30.09.2014 to 29.09.2019.

Secretarial audit report

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial personnel) Rules 2014, the Company has appointed Mr. Naresh Kumar Chanda (CP No. 8153) to undertake the Secretarial audit of the Company. A Secretarial audit report is annexed to this Board's report as per Annexure – IV.

Corporate Social Responsibility (CSR) policy

As per Section 135 of the Companies Act 2013, a Corporate Social Responsibility (CSR) committee is formed by the Company. The areas for CSR activities are education. Public health and community outreach programmes.

Audit Committee

1. The Audit Committee comprises of three directors:
 - Mr. DLS Sreshti, Chairman
 - Mr. K Krishna Murty
 - Mrs. G. Padmaja

The Company Secretary acts as Secretary to the committee. The primary objective of the committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosure, with highest level of transparency, integrity and quality of financial reporting.

Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises of three directors:

- i. Mr. DLS Sreshti –Chairman
- ii. Mr. K. Krishna Murty – Member
- iii. Mrs. G. Padmaja – Member

The Company Secretary act as a secretary to the committee. The primary objective of the committee is to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommends to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Statement indicating the manner in which formal annual evaluation has been made by the board of its own performance, its directors, and that of its committees.

Pursuant to provisions of section 134(p) of the Companies Act 2013, and clause 49 of the Listing Agreement, the Board has to carry out annual evaluation of its own performance and that of its committees as well as performance of the Directors individually. In this regard your Board is working with the nomination and remuneration committee to lay down evaluation criteria for performance of executive/non-executive/independent directors.

Disclosure on establishment of Vigil mechanism

The Vigil Mechanism as envisaged in the Companies Act 2013 and the Listing Agreement is implemented through the Company's whistle Blower Policy to enable the directors and employees to report their genuine concerns or grievances. Policy on Vigil Mechanism is available on the Company's website at the web link http://www.manjeera.com/other_information.php

Report on Corporate Governance

The Company has put in place the compliances pertaining to Corporate Governance. As per Clause 49 of the Listing Agreement, a separate section on Corporate Governance forms part of the Annual Report.

Your company has complied with the requirements of the Listing Agreement and necessary disclosures have been made in this regard in the Corporate Governance Report.

A certificate from the statutory auditors of the Company confirming the compliance of conditions of corporate governance under clause 49 of the Listing Agreement is also attached to this report as Annexure – V.

Managerial remuneration

Pursuant to provisions of Section 197 (12) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Statistical disclosures are to be made in Board's report which is attached as an Annexure VI to this Board's report as per the said section.

Disclosures under sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act 2013

Your Company believes in providing a safe and harassment free workplace for every individual working in the company premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. In this light, the company has framed a well defined policy on Prevention of Sexual Harassment for an employee which is attached to this report.

Auditors & Auditors' Report

The Auditors, M/s. A.K. Sabat & Co, Chartered Accountants, Hyderabad, hold office until the conclusion of the this annual general meeting and are recommended for re-appointment. A certificate from the Auditors has been received to the effect that their re-appointment, if made, would be in accordance with section 139 of the Companies Act, 2013. The Members are requested to consider their re-appointment as Auditors of the Company for the next term, and authorize the Board of Directors to fix their remuneration.

The Notes on Accounts referred to in the Auditors Report are self-explanatory and therefore do not require any further comments.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

Cost Auditor

Your Company does not qualify for the eligibility norms of Companies (Cost Records and audit) Rules, 2014 regarding appointment of Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2014-15. However, the company is maintaining adequate cost records as stated under the said rules.

Director's Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, your Directors hereby state and confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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; and
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors would like to express their sincere appreciation and gratitude for the support and co-operation received from the Central and State Governments, Greater Hyderabad Municipal Corporation, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, Shareholders, Bankers, Financial Institutions, Customers, Suppliers, Contractors and other Associates for their continued support to the Company.

The Company enjoyed very cordial and fruitful relations with the employees during the year under review and the Management wishes to place on record its sincere appreciation of the efforts put in by the Company's executives, staff and workers for achieving reasonable results under demanding circumstances.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 12.08.2015

G. Yoganand
Managing Director
(DIN 00850735)

K. Krishna Murty
Director
(DIN 01466390)

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L45200AP1987PLC007228
ii	Registration Date	02/03/1987
iii	Name of the Company	Manjeera Constructions Ltd.
iv	Category / Sub-Category of the Company	Company Limited by Shares
v	Address of the Registered office and contact details	No.304, Aditya Trade Centre, Ameerpet, Hyderabad-38, Ph: 040-44174444
vi	Whether listed company	YES
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	XL Softech Systems Ltd., No. 3, Sagar Society, Road no. 2, Banjara Hills, Hyderabad-34. Ph: 040-23545913/14/15

II. 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	Construction work	Section F, Division 45, Group 452, Sub-class 45201, 45202 and others as applicable.	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
	Manjeera Retail Holdings Private Limited 304,Aditya Trade Centre, Ameerpet Hyderabad- 500016	U72200TG2000PTC033700	Subsidiary	51%	2(87)
	MTM Estates and Properties Private Limited 304,Aditya Trade Centre, Ameerpet Hyderabad- 500016	U70102TG2012PTC084429	Wholly owned subsidiary	100%	2(87)
	GM Infra Ventures Private Limited	U70102TG2007PTC053937	Associate	36%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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	
A. Promoter									
1) Indian									
a) Individual/ HUF	8,236,089	-	8,236,089	65.84%	8,236,089	-	8,236,089	65.84%	0%
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp	1,076,256	-	1,076,256	8.60%	1,076,256	-	1,076,256	8.60%	0%
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	9,312,345	-	9,312,345	74.45%	9,312,345		9,312,345	74.45%	0%
2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total (A)(2):-									
Total Promoter Shareholding (A) = (A)(1) + (A)(2)	9,312,345	-	9,312,345	74.45%	9,312,345		9,312,345	74.45%	0%

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. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1)									
2. Non Institutions									
a) Bodies Corp.	619,803	-	619,803	4.96%	651,166	-	651,166	5.21%	0.25%
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	212,425	146,153	358,578	2.87%	231,544	144,090	375,634	3.00%	0.13%
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1,954,478	241,089	2,195,567	17.55%	1,972,458	176,993	2,149,451	17.18%	0.37%
c) Others(Specify)									
c) i) NRI's	6,750	15,375	22,125	0.18%	7,600	11,500	19,100	0.15%	0.03%
c) ii) Clearing Members	-	-	-	-	722	-	722	0.01%	0.01%
	2,793,456	402,617	3,196,073	25.55%	2,863,490	332,583	3,196,073	25.55%	0%
Sub-total (B)(2)									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2,793,456	402,617	3,196,073	25.55%	2,863,490	332,583	3,196,073	25.55%	0%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	12,105,801	402,617	12,508,418	100%	12,175,835	332,583	12,508,418	100%	0%

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	G Yoganand	6,850,946	54.77%	9.59%	6,850,946	54.77%	9.59%	-
2	G Padmaja	854,750	6.83%	-	854,750	6.83%	-	-
3	Gajjala Investments and Holdings Private Ltd.	824,979	6.60%	-	824,979	6.60%	-	-
4	G Yoganand (HUF)	486,625	3.89%	-	486,625	3.89%	-	-
5	Manjeera Estates Private Limited	154,894	1.24%	-	154,894	1.24%	-	-
6	Manjeera Hotels and Resorts Private Limited	96,383	0.77%	-	96,383	0.77%	-	-
7	G Shivaleelanand	43,768	0.35%	-	43,768	0.35%	-	-
	Total	9,312,345	74.45%	9.59%	9,312,345	74.45%	9.59%	-

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		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
	At the beginning of the year	9,312,345	74.45%	9,312,345	74.45%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	9,312,345	74.45%	9,312,345	74.45%

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured	Deposits	Total
		Loans		Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	214,698,026	98,601,069	-	313,299,095
ii) Interest due but not paid	1,445,247	-	-	1,445,247
iii) Interest accrued but not due	665,078	-	-	665,078
	216,808,352	98,601,069	-	315,409,421
Total (i + ii + iii)				
Change in Indebtedness during the financial year				
- Addition	130,461,336	-	-	130,461,336
- Reduction	(12,464,974)	(98,601,069)	-	(111,066,043)
	117,996,362	(98,601,069)	-	19,395,293
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	334,803,168	-	-	334,803,168
ii) Interest due but not paid iii) Interest accrued but not due	1,546	-	-	1,546
Total (i + ii + iii)	334,804,714	-	-	334,804,714

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/MTD/ Manager				Total Amount
	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,800,000	-	-	-	1,800,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
	Stock Option	-	-	-	-	-
	Sweat Equity	-	-	-	-	-
	Commission -as % of profit -Others, specify.	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (A)	1,800,000				1,800,000
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
	Independent Directors (Mr. DLS Sreshti & Mr. Krishna Murthy)					
	· Fee for attending board committee meetings	40,000	-	-	-	40,000
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (1)	40,000	-	-	-	40,000
	Other Non-Executive Directors (Mrs. G.Padmaja)					
	· Fee for attending board committee meetings	20,000	-	-	-	20,000
	· Commission	-	-	-	-	-
	· Others, please specify	-	-	-	-	-
	Total (2)	20,000	-	-	-	20,000
	Total (B)=(1+2)	60,000	-	-	-	60,000
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		292,059	1,030,248	1,322,307
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
	Stock Option		-	-	-
	Sweat Equity		-	-	-
	Commission		-	-	-
	- as % of profit				
	- Others, specify...				
	Others, please specify		-	-	-
	Total		292,059	1,030,248	1,322,307

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Disclosure under rule 5(1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014. Annexure - VI

S No.	Requirement	Disclosure
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Managing Director-65.93X
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	CFO - 9.49%, Managing Director - Nil, Company Secretary - Nil.
3	The percentage increase in the median remuneration of employees in the financial year;	12.06%
4	The number of permanent employees on the rolls of company;	There were 52 employees as on 31st March 2015
5	The explanation on the relationship between average increase in remuneration and company performance;	Financial performance of the Company & inflation.
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	For the year 2014-15, the remuneration paid to KMPs was 0.05% of the profit of the Company.
7	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	The market capitalization of the Company has decreased from Rs. 95 Crs as of March 31, 2014 to Rs 56.41 Crs as of March 31, 2015. The decrease was due to reduction in Share price in stock market.
8	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;	Average percentile increase in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 12.06%. In comparison, the remuneration of CFO was also increased by 9.49%. There was no increase in remuneration to Managing Director.
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	KMP's % of net profit for FY 2014-15 Chief Financial Officer-0.04% & Company Secretary - 0.01%
10	The key parameters for any variable component of remuneration availed by the directors;	Nil
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	0.91X
12	Affirmation that the remuneration is as per the remuneration policy of the company.	Affirmed

Global Economic Condition

The global economy struggled to gain momentum as many high income countries continued to struggle and emerging economies were less dynamic than in the past. High-income countries are likely to see growth of 2.2 percent in 2015-17, up from 1.8 percent in 2014, on the back of gradually recovering labour markets, fiscal consolidation and lower financing costs. Sizable uncertainty about oil prices has added a new risk dimension to the global growth outlook. On the upside, the boost to global demand from lower oil prices could be greater than is currently factored into projections.

Overview of Indian Economy

India's GDP growth was 4.5% and 4.7% in FY13 and FY14, respectively. According to Indian Finance Ministry, the annual growth rate of the Indian economy is projected to have increased to 7.4% in 2014-15 as compared to 6.9% in the fiscal year 2013-14. Capital formation has been a major problem for the economy with a slowdown in investment by both the private sector and government. Government of India has launched the "Make in India" campaign, which includes major new initiatives designed to facilitate investment, foster innovation, protect intellectual property and build best-in-class manufacturing infrastructure. There is also an increased emphasis on reducing entry barriers by introducing new de-licensing and deregulation measures thereby reducing complexity and significantly increasing the ease of doing business. The IMF estimates predict that India's economy will grow at 7.5 percent over the next two years, making India the fastest growing major emerging economy in the world.

Industry Structure

Real Estate is one of the fastest growing sectors contributing about 6 percent to India's GDP. After witnessing fluctuating business cycles in the last decade, the real estate sector witnessed a slowdown in FY15 due to moderate end user demand, rising inventory and high finance costs. To cope with this reduced demand and high pricing, developers are now reducing the sizes of apartments in new projects in order to target mid-income customers. A number of factors are expected to contribute to the growth of housing demand in India. Chief among them are rapid urbanisation rates, a decreasing average household size and easier availability of home loans. Housing and urban development are key priorities of the new government. The new Government is expected to drive reforms and regulations that are long overdue. The recent policy measures to relax Foreign Direct Investment (FDI) norms, provide housing for all by 2022, create 100 smart cities and approve Real Estate Investment Trusts (REITs) have boosted the confidence of stakeholders. While all of these policies have some direct benefits, the larger benefit is the signalling of intent to support growth in the sector, which in turn will lead to an improvement in sentiment in the sector and amongst customers.

Developments

Construction work for corporate / commercial spaces of the Company witnessed sluggish industrial demand and recorded moderate sales during 2014-15.

The businesses of the Company are also focusing on the improved execution efficiencies, cost competitiveness and better services to existing & potential customers.

Outlook

The real estate and construction activity in and around Hyderabad is in a growing pace particularly in residential and commercial sectors and it has become a favourite hub for investors as the city has not only provided quality infrastructure for property investments but also added attractions like special economic zones, industrial parks, IT campuses, and a new international airport to its credit. Hyderabad real estate market has shown tremendous potential owing to the demands of the IT and ITES industry anchoring in the city. The primary demands of the Hyderabad real estate are driven by IT/ITES, Biotech, Pharmaceutical and Engineering, Telecom, Retail Banking, Financial and Insurance Services. The commercial real estate sector of the city draws interest from the leading corporate houses and thus there has been quite high demand for international standards in office spaces. The key aspects of business philosophy of Manjeera group are on-time delivery; cost competitiveness, high quality standards with focus on best in class Healthy Safety Environment. Integrated strengths coupled with experienced and highly skilled work force, are the key enablers in delivering critical and complex projects. Manjeera Group has managed to create several landmark projects in residential, commercial, retail and hospitality sectors. The projects developed by the Company mostly to the middle and high income groups. Having made its mark in the city of its birth, Manjeera is now in the process of expanding into other cities like Bengaluru and Vijayawada and is weighing its options for foraying into infrastructural activities. Its projects stand as hallmarks of quality construction, clear titles and value for money.

Segment-Wise Performance

The Company is primarily engaged in construction activities and is managed organizationally as a single unit. Accordingly, the Company is a 'single business segment Company'.

Strengths and Opportunities

- Wide range of expertise spanning over 27 years in the construction sector, professional and competent senior management team.
- Well established brand recognition and goodwill owing to innovative marketing strategies.
- Diversified product mix ranging across residential, commercial and retail.
- Strategically located projects with high selling potential.
- Identifying customer requirements and developing quality products with active post completion follow up and assistance.

- The Company's brand image has increased manifold during the year under review, owing to aggressive marketing campaigns through various media and participation in several property shows and events both in the city and abroad.
- Good responses generated and yielding revenues fuelled by the strategic location of its projects.

Weaknesses and Threats

- High attrition rates in human resources.
- Bureaucracy causing delay in approvals and change in policies.
- Low entry barriers in the industry causing several unorganized regional players.

Risks and Concerns

The Company has taken suitable measures to mitigate the various risks associated with its operational activities. Adequate insurance policies have been taken to protect health, safety of its employees, limit the property loss of the residential and commercial buildings. Growth and demand is dependent on general economic conditions and a decline can adversely affect the Company's business and its earnings. Increasing competition from domestic and international construction companies affect market share and profitability. Uncertainties with Government policies can significantly affect operations. The Company has developed built-in systems & procedures for handling risks in carrying out the business to the best advantage of all stakeholders to improve the shareholder value and to ensure continuity of business.

Internal Control Systems

The growing business activities call for a constant review of the efficacy of the Company's internal control mechanism. To facilitate this, the Company has initiated during this year, implementation of an ERP Solution i.e. QNeon which would support adequate systems of internal control to check various aspects of business. The Company has an internal process to facilitate formulation and revision of policies and guidelines to align with the changing needs. Internal audit is conducted on a regular basis and the reports are reviewed by the Audit Committee of the Board. The shortcomings, if any are communicated to the respective departments and measures are taken accordingly.

Financial Performance & Operational Review

Your Company on a stand alone basis has achieved turnover of Rs. 2141.79 Lacs as against the turnover of Rs. 6294.38 Lacs in previous year and the reduction in turnover is due to completion of all projects undertaken by the Company. The net profit after tax stood at Rs.270.34 Lacs as against Rs.384.90 Lacs in the previous year. The Basic Earnings per share for the year ended 31.03.2015 is Rs.2.16 as against Rs.3.08 for the corresponding previous year ended 31.03.2014. The performance on consolidated basis is impacted as the property of Mall is mostly retained by the subsidiary Company, and further due to bad market conditions, the sales of the office spaces is sluggish.

With a view to redeploy the profits for business development of the Company, the Board of Directors has decided not to declare the dividend for the financial year 2014-15.

Details of Projects

All the Company's ongoing and completed projects are based in Hyderabad, & Bhubhaneshwar. The Company has developed several landmark projects, both residential and commercial.

The following projects have been completed recently.

Project	Location	Total Area (Sft.) (approx.)
Manjeera Diamond Towers Apartments – Phase II – A, B, C, D, E, F, L, K Blocks	Gopanpally - Gachibowli	10,82,762
Manjeera Trinity Corporate	Kukatpally	9,47,957

Brief details of the ongoing projects are given hereunder:

Project	Location	Total Area (Sft.) (approx.)
Purple Town Villas	Gopanpally - Gachibowli	1,56,910

Human Resources and Industrial Relations

The Company's Human Resource philosophy is to establish, build and retain a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has been focused to create an environment that assists the employees to enhance their sense of pride in what they are doing thereby contributing to better productivity. The Company through its effective and dynamic HR policies and systems has always encouraged its workers to innovate and apply new ideas so as to achieve quantum leaps in both size and scale of operations.

The Company believes that its real strength lies in the commitment and quality of its people. Employees are provided opportunity to grow and prosper. The authority and responsibility chain is clearly defined and the employees are free to convey their ideas and suggestions to their superiors. Team meetings are held at frequent intervals to improve communication and interactions between the employees. Industrial relations remained stable throughout the financial year 2014-15.

As on 31 March 2015, the number of people employed by the Company was 52.

Corporate Social Responsibility (CSR)

Your Company is committed to conduct business in an accountable manner that creates a sustained positive implication in society. Its core corporate responsibility is to practice corporate values through commitment to grow in a socially and environmentally responsible way, while meeting the interests of the stakeholders and also it endeavours to make a positive contribution towards social cause. To further the CSR objective, your Company in association with the Rotary Club and the Round Table regularly organizes Health & Blood Donation Camps. The Health camps provide medicines and also follow up in the hospitals.

Cautionary Statement

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic conditions affecting price conditions in the domestic market in which the Company operates or changes in the Government Regulations, Tax Laws and other Statutes or other incidental factors.

Report on Corporate Governance

The Company hereby submits in compliance with Clause 49 of the Listing Agreement entered into with the Stock Exchanges, the report on Corporate Governance as mentioned in the said clause and practices followed by the Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company is committed to achieve good standards of Corporate Governance on a continuous basis. The Company's philosophy on Corporate Governance is aimed at the attainment of transparency, accountability and compliance of laws in all facets of operations. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees. Our employee satisfaction is reflected in the stability of our Senior Management and substantially higher productivity.

Pursuant to Clause 49 of the Equity Listing Agreement, the Company's 'Corporate Governance Report is given below:

2. BOARD OF DIRECTORS

a) Composition of the Board

In consonance with the requirements of Clause 49 of the Listing Agreement, the Company's Board is constituted with appropriate of executive and non-executive Directors to maintain its independence and to exercise effective governance and control over its executive functioning. Throughout the year under review, the composition of the Board of Directors was in conformity with the aforesaid Clause as the Company's Board of Directors comprises of total four Directors, two of which are Independent Directors and one Managing Director and a non-executive women director. The Managing Director is responsible for the conduct of the Business and the day-to-day affairs of the Company. Two-thirds of total number of Directors (excluding Independent directors) retire by rotation. The Directors possess wide range of experience in diverse fields and bring in technical and financial expertise.

- None of the Directors are disqualified for their office as per the provisions of Section 164 of the Companies Act 2013 and the Company has obtained declarations from all the directors to this effect.
- The Board normally meets four times in a year and also as and when required. The Board has duly met seven times in the year under review, on 28.05.2014, 14.08.2014, 04.11.2014, 14.11.2014, 26.12.2014, 12.02.2015, 17.02.2015. The time gap between two Board Meetings has not exceeded the limit of one hundred and twenty days as specified under Clause 49(D) of the Listing Agreement with the Stock Exchanges.
- Details of attendance of Directors at Board Meetings, last Annual General Meeting and the details of other Directorships and Memberships/Chairmanships of Committees of each Director in other Companies are as follows for the year ended 31.03.2015:

Name of the Director	Category of Directorship and Designation	Attendance Particulars		No. of. Other Directorships and Committee Memberships/Chairmanships in other Public Limited Companies		
		Board Meetings	Last AGM	Directorships*	Memberships	Chairmanships
Mr. G. Yoganand	Promoter, Executive Chairman and Managing Director	7	Yes	Nil	Nil	Nil
Mr. K. Krishna Murty@	Independent Non - Executive Director	6	Yes	Nil	Nil	Nil
Mr. D. L. S. Sreshti#	Independent Non - Executive Director	6	Yes	1 #	Nil	Nil
Mr. G. Vivekanand	Director - International Marketing (Whole Time Director)	0	No	Nil	Nil	Nil
Mrs. G. Padmaja	Non - Executive Women Director	6	Yes	Nil	Nil	Nil

* This excludes Directorships held in Foreign Companies, Private Companies and Alternate Directorships.

@ As per Clause 49(II)(B)(e) Mr. K. Krishna Murty- Independent Non-Executive Director holds 7,785 shares in the Company.

Mr. DLS Sreshti is a Director in M/s. Tibrewala Electronics Ltd.

b) Committees of the Board:

The Board has constituted 3 standing Committees to focus on specific functions and to facilitate the decision making process. The Company Secretary acts as the Secretary to the Meetings and the Minutes of the committees are duly reviewed by the Board.

Details of the Committees and their Membership are provided hereunder:

Name of the Director	Name of the Committee		
	Audit	Stakeholders Relationship Committee	Nomination & Remuneration
Mr. G.Yoganand	No	No	No
Mr. K.Krishna Murty	Yes	Yes	Yes
Mr. D. L. S. Sreshti	Yes	Yes	Yes
Mr. G. Vivekanand	Yes (ceased to be a member effective from 14.08.2014)	No	No
Mrs. G. Padmaja	Yes (after re-constitution of Audit Committee effective from 14.08.2014)	No	Yes

None of the Directors on the Board is a Member of more than Ten Committees nor was the Chairman of more than five Committees across all Companies in which they are Directors.

3. BOARD/COMMITTEE MEETINGS AND PROCEDURE

a) Decision Making Process:

The Board's mandate is to oversee the Company's strategic direction, review corporate performance, authorize and monitor investments, ensure regulatory compliance and safeguard interests of all stakeholders.

In order to setup the systems and procedures for the matters requiring decisions by the Board, the Board of Directors has followed code of conduct framed for this purpose. The said code of conduct seeks to systematize the decision making process in the most efficient manner.

b) Scheduling and selection of Agenda Items for Board/Committee Meetings:

- The Company holds minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. Apart from the four pre-scheduled Board Meetings, Additional Board Meetings will be convened by giving appropriate notice at any time to address the specific needs of the Company. The Board also approves urgent matters by passing Resolutions by Circulation.
- Under the direction of Managing Director, the Company Secretary in consultation with other concerned persons in the senior management, finalizes the agenda items for the Board/Committee Meetings and circulates in advance, the agenda along with the explanatory notes to the Board/Committee Members and other invitees.
- Where it is not practicable to attach any document or the Agenda is of sensitive nature, the same is circulated at the meeting with the approval of the Chair. In special and exceptional circumstances, additional or supplemental items on the agenda are taken up for discussion with the permission of the Chair and after consensus is formed. Sensitive/Confidential subject matters are discussed at the meeting even without written material being circulated.
- The meetings of the Board/Committees are normally held at the Registered Office of the Company situated at # 304, Aditya Trade Centre, Ameerpet, Hyderabad - 500038, Andhra Pradesh.
- The Members of the Board have complete access to all information of the Company.

c) Recording Minutes of Proceedings at Board and Committee Meetings:

The Company Secretary records the Minutes of the proceedings of each Board and Committee meeting. Draft Minutes are circulated to all the Members of the Board/Committee for their comments. The final minutes are entered in the Minutes book within 30 days from conclusion of the meeting and are signed by the Chairman in the next meeting.

d) Compliance:

While preparing the Agenda, Notes on agenda, minutes of the meeting(s), adequate care is taken to ensure adherence to all the applicable Laws and Regulations including the Companies Act, 2013 read with the Rules issued there under.

e) Role of Independent Directors:

Independent Directors play a key role in the decision-making process of the Board as they approve the overall strategy of the corporation and oversee the performance of the management. The Company benefits immensely from their inputs in achieving its strategic direction.

The Committees constituted by the Board have majority of Independent Directors as members. The Independent Directors are committed to act in what they believe is in the best interest of the Company and its Stakeholders.

f) Information placed before the Board of Directors, inter alia, includes:

- Quarterly Results for the Company.
- Annual Accounts, Directors' Report etc.
- Minutes of meetings of Board and other committees of the Board.

- iv. Minutes of meetings of Board of subsidiary companies.
- v. Reconciliation of Share Capital Audit.
- vi. Review of status of execution of various projects of the Company.
- vii. Review of operations of the subsidiary companies.
- viii. Formulation of various Policies of the Company
- ix. Disclosure of Interest by Directors about directorship and committee positions occupied by them in other companies.
- x. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- xi. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- xii. Information relating to major legal disputes.
- xiii. All other significant events / information.

4. AUDIT COMMITTEE

The main objective of the Audit Committee is to review with management, the quarterly / annual financial statements prior to recommending the same to the Board for its approval. The Committee also assists the Board in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.

a) Terms of Reference:

The terms of reference of the Audit Committee inter alia, cover the matters specified under Clause 49 of the Listing Agreement as well as the provisions specified in Section 177 of Companies Act, 2013 and more particularly include the following:

- i) To review the Company's financial reporting process and disclosure of financial information.
- ii) Review of Internal Control Systems and Procedures.
- iii) Review of Related Party Transactions.
- iv) Review the performance of auditors to ensure that an objective, professional and cost effective relationship is maintained.

b) Role of Audit Committee:

The role of the audit committee includes the following activities:

- Recommends to the Board, the appointment or re-appointment of Statutory Auditors and the audit fees payable to them.
- To discuss with statutory auditors about the nature & scope of audit prior to the commencement of audit and areas of concern, if any, arising post audit.
- Approving fees payable to statutory auditors for other services rendered by them.
- To investigate any activity within its terms of reference.
- To Review Statutory Dues, Inter Corporate Deposits, Analysis of Debtors, Insurance Coverage of assets of Company etc.

c) Composition and Meetings of the Committee:

The Audit Committee comprises of two Independent Directors and one executive director. The Company Secretary of the Company is the secretary to the committee. Mr. D.L.S. Sreshti is the Chairman of the Committee. He possesses requisite financial / accounting expertise. The quorum for the meeting of the committee is two members. The committee acts as a link between the management, statutory auditors and the Board of Directors.

In addition to the members and Company Secretary, representatives of statutory auditors are also invited to attend the audit committee meeting to reply to the queries, if any, by the committee members.

During the year under review, the Audit Committee met four times. The Audit Committee Meetings were held on 28.05.2014, 14.08.2014, 14.11.2014 and 12.02.2015.

The composition and attendance of the members at the meeting of the Audit Committee is as under:

Name of the Member	Designation	Nature of Directorship	No. of Meetings Attended
Mr. D. L. S. Sreshti	Chairman	Independent & Non-Executive Director	4
Mr. K. Krishna Murty	Member	Independent & Non-Executive Director	4
Mr. G. Vivekanand	Member (Ceased to be a member effective from 14.08.2014)	Promoter & Executive Director	2
Mrs. G. Padmaja	Member (after re-constitution of Audit Committee effective from 14.08.2014)	Non-Executive & Non-Independent Director	2

The Chairman of the Audit Committee was present at the last Annual General Meeting.

5. NOMINATION & REMUNERATION COMMITTEE

The Company is already having a Remuneration Committee and Mr. DLS Sreshti & Mr. K. Krishna Murty are the Members of the said Committee. However, as per the provisions of section 178 (1) of Companies Act, 2013, the Board of Directors of every listed, shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than 1/2 shall be independent directors. Accordingly, the Board has renamed the Remuneration committee to Nomination & remuneration committee in the Board meeting held on 14.08.2014.

The committee is constituted to determine on their behalf and on behalf of the shareholders with agreed terms of reference, the company's policy on specific remuneration packages for directors. The remuneration policy of the company is directed towards evaluating performance on a periodic basis.

i) Remuneration Policy:

The Remuneration Committee recommends to the Board the Compensation payable to the Executive Directors and Non-Executive Directors of the Company. The Committee also recommends the appointment, removal and remuneration payable to Key managerial personnel and senior management.

The remuneration policy lays down evaluation criteria for Independent and Executive directors including Chairman as per clause 49 of the Listing Agreement.

ii) Terms of Reference:

- To recommend to the Board a policy relating to the remuneration of directors, Key managerial personnel and other employees, devise policy on Board diversity.
- To review and recommend the remuneration package for the Executive Directors on the Board as per the policy laid down by the committee.
- To identify persons who are qualified to be directors and who may be in senior management position.
- Recommend to the Board appointment and removal of directors, evaluate the performance of the directors, and formulate criteria for determining qualifications, positive attributes and independence of a director.

iii) Composition and Meetings of Committee:

As per the provisions of section 178 (1) of Companies Act, 2013, the Committee comprises of the following Members after re-constitution of the committee on 14.08.2014:

Name of the Member	Designation	Nature of Directorship
Mr. D. L. S. Sreshti	Chairman	Independent & Non-Executive Director
Mr. K. Krishna Murty	Member	Independent & Non-Executive Director
Mrs. G. Padmaja	Member	Non-Independent & Non-Executive Director

iv) Remuneration paid to Directors:

Executive Directors

The details of remuneration paid/payable to the Managing Director for the financial year 2014-15 are as given below:

(Amount in Rs.)

Name of the Director	Period of Contract	Salary, Allowances & Perks	Commission	Loans and Advances from the Company	Total
Mr. G. Yoganand	01.07.2010 – 30.06.2015	18,00,000	Nil	Nil	18,00,000
Mr. G. Vivekanand	01.10.2013 – 30.09.2016 (4.5 months)	Rs.6,42,600	Nil	Nil	Rs.6,42,600

The present remuneration structure of Executive Directors comprise of salary, perquisites and allowances and have been approved by the Shareholders of the Company.

Non-Executive Directors

All the Non-Executive directors receive remuneration only by way of sitting fees for each meeting of the Board. Sitting fees @ Rs. 2,500/- per meeting is paid for attending each meeting of the Board and Audit Committee.

The details of sitting fees paid to Non-Executive Directors for the financial year 2014-15 are as under:

Name of the Director	Sitting Fees (Amount in Rs.)
Mr. K. Krishna Murty	20,000
Mr. D. L. S. Sreshti	20,000
Mrs. G. Padmaja	20,000

6. RELATIONSHIP COMMITTEE

The Company is already having a Share Transfer & Investors Grievance Committee and Mr. DLS Sreshti & Mr. K. Krishna Murty are the Members of the said Committee under the provision of Listing Agreement. As per the provisions of the clause 49 of updated Listing Agreement applicable from 01.10.2014, Company need to constitute Stakeholders Relation Committee before 01.10.2014, to comply with the same.

In this regard Board of the Company had renamed Share Transfer & Investors Grievance Committee to **Stakeholders Relation Committee** in the Board meeting held on 14.08.2015 with following members:

Name of the Member	Designation	Nature of Directorship
Mr. K. Krishna Murty	Chairman	Independent & Non-Executive Director
Mr. D. L. S. Sreshti	Member	Independent & Non-Executive Director

The Stakeholders Relation Committee is constituted to look into the matters related to approval of share transfers, transmissions, dematerialization, issue of duplicate share certificates, non-receipt of Annual Reports, non-receipt of dividends and other issues concerning shareholders / investors. Mr.K. Krishna Murty is the Chairman of the Committee.

Ms. A Yamini Krishna, Company Secretary of the Company was nominated as Compliance Officer under Clause-47(a) of the Listing Agreement and is responsible for expediting the share transfer formalities. She also looks into the investor grievances and supervises & co-ordinates with M/s. XL Softech Systems Limited, Registrar & Share Transfer Agent for redressal of grievances. Every quarter the Company is publishing the status of complaints received and their respective redressal.

The Company has a designated e-mail address, investors@manjeera.com to redress investors' grievances. During the year, the company has not received any complaints from its shareholders. There was no un-resolved investor complaint as at the end of the financial year.

The contact details of Compliance Officer & Company Secretary are as given below:

Ms. A Yamini Krishna
Company Secretary & Compliance Officer
Manjeera Constructions Limited
304, Aditya Trade Centre, Ameerpet, Hyderabad – 500 038
Tel: 040-2373 5194/ 2374 3017/ 2373 0231
Fax: 040-2373 3763
E-mail Id: yamini.a@manjeera.com

7. GENERAL BODY MEETINGS

a) Annual General Meetings:

The details of date, time and location of Annual General Meetings (AGM) of the Company held during the last three years and the Special Resolutions passed thereat are as follows:

Meeting	Venue	Date	Time	Special Resolutions passed
27 th AGM	Hotel Aditya Park, Ameerpet, Hyderabad	30.09.2014	9.30 A.M.	i. Borrowing power of the Board ii. Creation of charge on the assets of the Company iii. Amendment of Articles of Association of the Company.
26 th AGM	Hotel Aditya Park, Ameerpet, Hyderabad	30.09.2013	9.30 A.M.	Appointment of Mr. G. Vivekanand as Whole-Time Director of the Company
25 th AGM	Hotel Aditya Park, Ameerpet, Hyderabad	28.09.2012	9.30 A.M.	None

b) Extra-Ordinary General Meetings:

No Extra-Ordinary General Meeting was held during the year under review.

c) Postal Ballot:

No Postal Ballot has been conducted by the Company during the year under review.

8. SUBSIDIARY

The Company has two subsidiaries, M/s/ Manjeera Retail Holdings Private Limited & MTM Estates and Properties Private Limited of which M/s. Manjeera Retail Holdings Private Limited is a material non-listed Indian subsidiary within the meaning of the explanations given in Explanations 1 of Clause 49(V) of the Listing Agreement with the Stock Exchanges.

Pursuant to Clause 49(V) of the Listing Agreement with the Stock Exchanges, Mr. K. Krishna Murty, Independent Director of the Company is on the Board of Manjeera Retail Holdings Private Limited, a material non-listed Indian subsidiary of the Company.

9. DISCLOSURES

i) Related Party Transactions:

There are no materially significant Related Party Transactions which are potentially in conflict with the interests of the Company since all such transactions are negotiated at prevailing market prices, in the best interests of the Company. Details of related party transactions entered into by the company are disclosed in the "Notes to Accounts".

ii) Compliances:

There have been no penalties or strictures imposed on the company by Stock Exchanges, SEBI or other statutory authorities for non-compliance of any matter related to capital markets. All the returns have been filed within the stipulated time with the authorities concerned.

iii) Code of conduct for Board and Senior Management:

In pursuit of achieving good standards of Corporate Governance, the Company has framed a Code of Conduct for its directors and key managerial personnel in compliance with the Listing Agreement, which has been circulated and adhered to by all those concerned. Copy of the same is available on the Company's website www.manjeera.com.

iv) Policy on Prevention of Insider Trading:

In line with the commencement of the Companies Act 2013, the Company has adopted a policy for prevention of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 15th May 2015, applicable to all the directors and other designated employees who may have access to unpublished price-sensitive information,. Accordingly such officials are prohibited from trading in the securities of the Company during the notified "trading window" period. This policy is an amendment of the policy made under SEBI (Prohibition of Insider Trading) Regulations, 1992.

v) Information pursuant to Clause 49(VIII)(E) of the Listing Agreement

The Company has furnished information pursuant to Clause 49(VIII)(E) of the Listing Agreements with the Stock Exchanges, relating to the appointment of a new Director or re-appointment of a Director. Shareholders may kindly refer to the Notice convening the 28th Annual General Meeting of the Company and this Corporate Governance Report. The names of the Companies in which the person concerned holds Directorship and Membership of Committees of the Board are given separately.

vi) Communication To Shareholders

The Company regularly interacts with the shareholders from time to time and promptly and efficiently disseminates information through various channels of communication as well as the Annual report and the Company's website.

- Quarterly /Half-Yearly /Annual Results:

The Financial Results are generally published in The Financial Express, English daily newspaper circulating in substantially the whole of India and in Andhra Bhoomi, Telugu vernacular daily newspaper and are also posted on the Company's website www.manjeera.com

- News Releases:

The Quarterly, Half-Yearly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered and are circulated in one English, one Telugu newspaper.

- Website:

The Company has dedicated a section to the investors in its website www.manjeera.com wherein information as to financial results, shareholding pattern and Annual Reports are periodically updated.

- Designated email-id:

The Company has also designated the email-id investors@manjeera.com exclusively for investor servicing.

- Annual Report:

Annual Report containing Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditors' Report, Management's Discussion and Analysis and Corporate Governance reports, subsidiary's accounts and director's report and other important information is circulated to Members and others entitled thereto and updated in the Company's website.

- SEBI Complaints Redress System (SCORES):

The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints and uploading online action taken reports by the Company. Through SCORES, the investors can view online, the actions taken and current status of the complaints.

10. GENERAL SHAREHOLDERS' INFORMATION

Company Registration Details:

The Company is registered in the State of Andhra Pradesh (currently referred as Telangana), India. The Corporate Identity Number allotted to the company by the Ministry of Corporate Affairs (MCA) is L45200AP1987PLC007228.

The registered office of the Company is situated at #304, Aditya Trade Centre, Ameerpet, Hyderabad - 500038.

a) Details of 28th Annual General Meeting:

Date and Time : 30.09.2015 at 9.30 A.M.
Venue : Hotel Aditya Park, Ameerpet,
Hyderabad - 500038

b) Financial Year: April 1 to March 31

c) Financial Calendar (Tentative):

Results for the First Quarter ending 30.06.2015	2 nd week of August, 2015
Results for the Second Quarter ending 30.09.2015	2 nd week of November, 2015
Results for the Third Quarter ending 31.12.2015	2 nd week of February, 2016
Annual Results for year ending 31.03.2016	3 rd / 4 th week of May, 2016

e) Date of Book Closure : 25.09.2015 to 30.09.2015 (Both days inclusive)

f) Dividend Payment Date : No dividend declared during the year

g) Listing on Stock Exchanges :

The Company's Equity Shares of the face value of Rs. 10/- each are listed on the following Stock Exchanges in India:

- Bombay Stock Exchange Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
- Madras Stock Exchange Limited.**
P.O. Box no 183,
New No: 30, (old no: 11),
Second Line Beach,
Chennai – 600001

The Company's shares are also being traded on the National Stock Exchange through Madras Stock Exchange Limited.

The Company has paid the Annual Listing Fee for the year 2014-15 and the Annual Custodian Fee to National Securities Depository India Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL).

h) Stock Code

- Scrip Code on BSE : 533078
- Trading Symbol on BSE & NSE : MANJEERA
- Demat ISIN in NSDL & CDSL for Equity Shares : INE320D01018

i) Market Price Data:

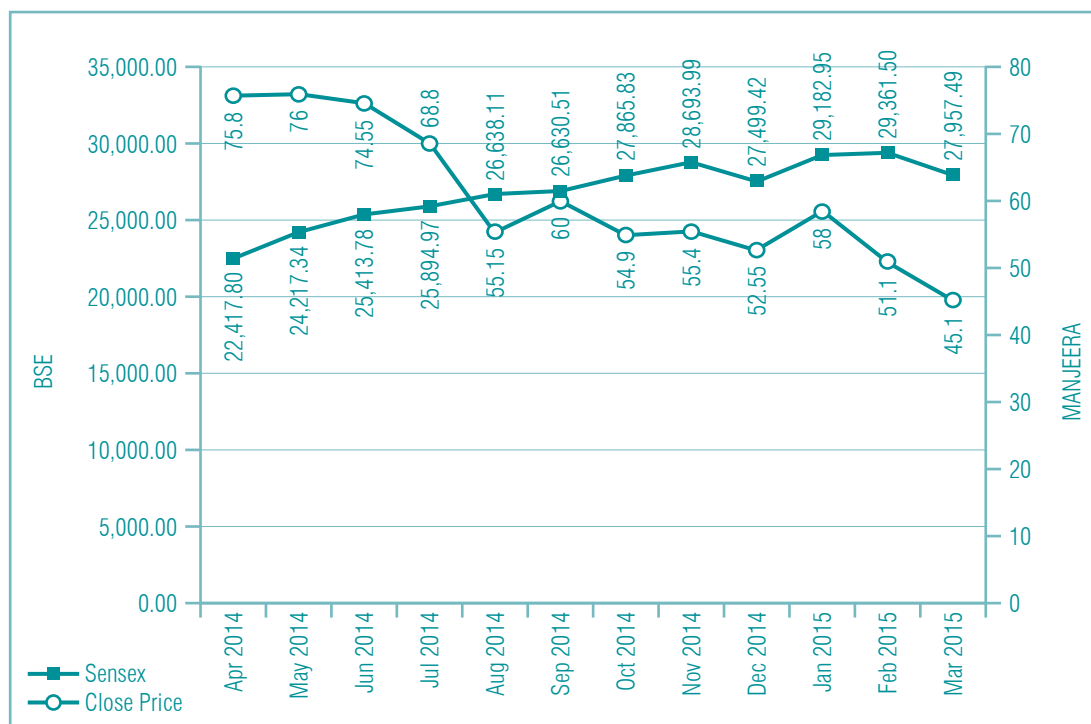
The Equity Shares of the Company are traded on National Stock Exchange and Bombay Stock Exchange.

The monthly high and low of stock quotations traded on BSE during the last financial year are given below:

Month	BSE		No. of Shares Traded
	High (Rs)	Low (Rs)	
April, 2014	79.75	69.50	185
May, 2014	79.45	69.35	644
June, 2014	76.00	66.50	1694
July, 2014	76.00	62.30	844
August, 2014	71.95	55.05	720
September, 2014	63.30	50.00	61893
October, 2014	67.95	53.05	1405
November, 2014	63.90	49.45	2377
December, 2014	56.75	49.30	24035
January, 2015	68.00	50.70	11591
February, 2015	67.90	47.60	13927
March, 2015	69.95	39.00	7767

j) Performance in comparison to broad-based indices with BSE Sensex:

MANJEERA VS. SENSEX



k) Details of Registrars and Share Transfer Agents:

M/s. XL Softech Systems Limited
 Plot No. 3, Sagar Society, Banjara Hills,
 Road No. 2, Hyderabad - 500 034
 Tel: +91-40- 23545913/ 14/ 15, Fax: +91-40- 23553214
 Email: xlfield@gmail.com
 Website: [http:// www.xlsoftech.com](http://www.xlsoftech.com)
 Contact Person: Mr. R. Ram Prasad

l) Share Transfer System:

The Company's shares are compulsorily traded in the dematerialized form in the Stock Exchanges where it is listed.

Dematerialized shares are transferable through depository system while the physical share transfers are processed by the Registrar and Share Transfer Agent, M/s. XL Softech Systems Ltd. The Share Transfer requests which are valid and complete in all respects are normally processed within 15 days of receipt of the documents. Dematerialisation requests are processed within 10 days.

The summary of the above information is placed before the Share Transfer and Investor Grievance Committee.

The company obtains a half-yearly audit certificate with regard to compliance of share transfer formalities as required under Clause 47 (c) of the Listing Agreement with Stock Exchanges and also the Reconciliation of Share Capital Audit Report from a Company Secretary in Whole-time Practice, and also files copies of the same with the Stock Exchanges.

m) Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2015 is detailed below:

Sl.No	Category		No. of Shareholders	Percentage(%) of Shareholders	Share Amount In Rs.	Share Amount %
	From	To				
1	Upto	- 5000	555	72.93	460760	0.37
2	5001	- 10000	56	7.36	401550	0.32
3	10001	- 20000	44	5.78	626350	0.50
4	20001	- 30000	12	1.58	296400	0.24
5	30001	- 40000	11	1.45	388680	0.31
6	40001	- 50000	5	0.66	237660	0.19
7	50001	- 100000	20	2.63	1640190	1.31
8	100001 & above		58	7.62	121032590	96.76
	Total		761	100.00	125084180	100

Details of Shareholding:

The details of shareholding pattern of the company as on 31st March, 2015 is as follows:

Category of Shareholder	No. of shares	%
Promoters and Promoter group	93,12,345	74.45
Public:		
Bodies Corporate	6,51,166	5.21
Individuals	25,25,085	20.18
Non-Resident Individuals	19,100	0.15
Clearing Members	722	0.01
Total	1,25,08,418	100

n) Dematerialization of Shares and Liquidity:

The Company's securities are being held in dematerialized form in both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). 1,21,75,835 equity shares aggregating to 97.34% of the total Equity Capital is held in dematerialized form as on 31st March, 2015.

o) There is no ADR and / or GDR holding in the Company.

p) Plant Locations: Project details as given in Management Discussion and Analysis Report.

q) Address for Communication

In the event of any queries / grievances, please contact:

Ms. A Yamini Krishna
Company Secretary & Compliance Officer

Manjeera Constructions Limited
304, Aditya Trade Centre,
Ameerpet, Hyderabad – 500 038
Tel: 040-2373 5194/ 2374 3017/ 2373 0231
Fax: 040-2373 3763
E-mail Id: yamini.a@manjeera.com, investors@manjeera.com

Details of dates of transfer to Investor Education and Protection Fund (IEPF):

Financial Year	Date of Declaration of Dividend	Due date to transfer to IEPF
2006-07	29.09.2007	November, 2014
2007-08 (Interim)	13.11.2007	December, 2014
2007-08	20.09.2008	October, 2015
2008-09	30.09.2009	November, 2016
2009-10	30.09.2010	November, 2017
2010-11	30.09.2011	November, 2018
2011-12	28.09.2012	November, 2019
2012-13	30.09.2014	November, 2020

11. SUBSIDIARY MONITORING FRAME WORK

The company's subsidiaries are managed with its own Board having the rights and obligations to manage such company in the best interest of its shareholders. The Company has nominated an Independent Director on the Board of the subsidiary and periodically reviews the operations and financial statements of the subsidiary at its Board Meetings.

12. COMPLIANCE CERTIFICATE OF AUDITORS

The Company has obtained a certificate from the Statutory Auditors confirming compliance with the conditions of Corporate Governance as stipulated in Clause-49 is attached to this report.

Details of the Directors seeking appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of Listing Agreement):

Name of the Director	Mr. G. Yoganand	Mr. G. Vivekanand
Date of Birth	02/08/1959	06/09/1987
Designation	Managing Director	Additional Director
Date of Appointment	02/03/1987	12/08/2015
Educational qualifications	B. Tech from Osmania University, PG in Structural engineering from Indian Institute of Science, Bangalore.	Graduate in Civil Engineering from Osmania University, Hyderabad. Holds Masters Degree in Construction from the prestigious Stevens Institute of Technology, New Jersey (USA).
Areas of experience	He promoted M/s Matrix Design Engineers, a structural engineering consultancy firm in 1985 for offering designs for various civil engineering projects including multi storied buildings. He promoted MCL in the year 1987 and after the successful stint in the real estate development, he promoted the other 2 companies in the group, namely, Manjeera Estates Private Limited and Manjeera Hotels & Resorts Limited engaged in the real estate development business and hospitality business respectively.	Participating in the business promotional & marketing activities in the US and creating and enhancing M/s. Manjeera Constructions Ltd (Company's) brand and built up a strong prospective customer base in the USA.
Other public Companies in which he/She holds Directorship	NIL	NIL
Membership / Chairmanship of Board Committees	Chairman of the Board of M/s. Manjeera Constructions Ltd.	Was a member of Audit committee and ceased to be a member effective from 14.08.2014.
Shareholding	68,50,946	NIL

Auditors' Certificate on Corporate Governance

To the Members,
Manjeera Constructions Limited

We have examined the compliance of conditions of Corporate Governance by Manjeera Constructions Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial 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 and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

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

For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No.051961

Hyderabad, May 30, 2015

CEO's Declaration

I, G Yoganand, Chairman and Managing Director do hereby declare that pursuant to the provisions of Clause 49 (II)(E) of the Listing Agreement, all the members of the Board and the Senior Management Personnel of the Company have furnished their affirmation of compliance with the Code of Conduct of the Company.

Place: Hyderabad
Date: 30.05.2015

G.Yoganand
Chairman and Managing Director

CEO/CFO Certification pursuant to Clause 49(V) of the Listing Agreement

In accordance with Clause 49 of the listing Agreement with the Stock Exchanges, we, G Yoganand, Managing Director & Chief Executive Officer and R. Venkata Rao, AGM (Finance & Accounts) and Chief Financial Officer of Manjeera Constructions Ltd. (the Company) hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- a) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- b) We are responsible for establishing and maintaining internal controls for financial Reporting in MCL and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that:
 - (i) There has not been any significant changes in internal control over financial reporting during the year;
 - (ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - (iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

G.Yoganand
Managing Director & Chief Executive Officer

R. Venkata Rao
AGM (Finance & Accounts) & CFO

Place: Hyderabad
Date: 30.05.2015

Independent Auditors' Report

TO THE MEMBERS OF MANJEERA CONSTRUCTIONS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **MANJEERA CONSTRUCTIONS LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2015, 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 standalone 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and

- f) 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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 25.3.b to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivate contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A.K. Sabat & Co.
Chartered Accountants
(Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No. 051961

Hyderabad, dated 30th May, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of Manjeera Constructions Limited on the standalone financial statements for the year ended March 31, 2015, we report that:

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b. The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (ii) a. The management has conducted physical verification of inventory at reasonable intervals.
b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
c. The Company has maintained proper records of inventory and no material discrepancies noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Thus, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause 3(v) of the Order are not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in large no of cases. Undisputed 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 are:

Service Tax	Rs.936,627
Tax deducted at source	Rs.2,526,070

- b. According to the information and explanations given to us, there are no material dues of income tax, wealth tax, service tax, duty of customs, duty of excise and cess which have not been deposited with the appropriate authorities on account of any dispute. However, the following dues of sales tax have not been deposited by the Company on account of dispute.

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
APVAT Act, 2005	Sales tax	127,493,962	April, 2008 to March, 2011	High Court of Andhra Pradesh

- c. According to the information and explanations given to us the amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

- (ix) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding year.

- (x) There are no dues payable to debenture holders and banks during the year except for dues payable to financial institutions. The Company has defaulted in repayment of dues to the following financial institutions.

Name of the Financial Institutions/Banks	Amount (Rs.)	Due Date	Range of delays
IFCI Factors Limited	14,000,000	90 days	19-62 days

- (xii) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

- (xiii) In our opinion, the Company has applied term loan for the purpose for which these term loan were obtained by the Company.

- (xiv) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For A.K. Sabat & Co.
Chartered Accountants
(Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No. 051961

Hyderabad, dated 30th May, 2015

Balance Sheet as at March 31, 2015

In Rupees

	Note	As at 31-03-2015	As at 31-03-2014
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	125,084,180	125,084,180
Reserves and surplus	2	649,710,075	623,703,032
		774,794,255	748,787,212
Non-current liabilities			
Long-term borrowings	3	120,537,672	432,048
Deferred tax liabilities (net)	4	4,616,804	5,500,956
Long-term provisions	5	1,210,456	1,372,374
		126,364,932	7,305,378
Current liabilities			
Short-term borrowings	6	214,061,436	305,370,203
Trade payables	7	67,297,858	112,844,608
Other current liabilities	8	323,302,026	379,405,085
Short-term provisions	9	20,640,329	18,441,479
		625,301,649	816,061,375
TOTAL		1,526,460,836	1,572,153,965
ASSETS			
Non-current assets			
Fixed assets			
10			
- Tangible assets		33,137,050	37,847,108
- Intangible assets		75,463	544,082
- Capital work-in-progress		1,133,981	-
Non-current investments	11	526,542,400	523,900,000
Long-term loans and advances	12	20,145,067	10,145,067
		581,033,961	572,436,257
Current assets			
Inventories	13	331,797,625	291,171,075
Trade receivables	14	303,145,247	250,390,110
Cash and bank balances	15	36,191,194	21,441,147
Short-term loan and advances	16	274,271,390	435,493,298
Other current assets	17	21,419	1,222,078
		945,426,875	999,717,708
TOTAL		1,526,460,836	1,572,153,965

Significant accounting policies and Additional Notes to the Financial Statements 25
The accompanying Notes 1 to 25 are an integral part of the Financial Statements

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No.051961

Hyderabad, Dated: 30-05-2015

For and on behalf of the Board of directors

G. Yoganand
Managing Director

R. Venkata Rao
Chief Financial Officer

K. Krishna Murthy
Director

A. Yamini Krishna
Company Secretary

Statement of Profit and Loss for the Year Ended March 31, 2015

In Rupees

	Note	For the year ended 31-03-2015	For the year ended 31-03-2014
Revenue			
Revenue from operations	18	113,477,986	517,326,333
Other operating revenue	19	767,660	767,658
Other income	20	99,934,026	111,344,396
Total Revenue		214,179,672	629,438,387
Expenses			
Cost of sales and contract expenses	21	92,389,264	469,249,103
Employee benefits expense	22	11,409,315	23,255,171
Finance costs	23	31,616,398	58,835,279
Depreciation and amortisation expense	10	3,694,358	6,032,242
Other expenses	24	35,503,145	18,858,899
Total Expenses		174,612,480	576,230,694
Profit before tax		39,567,192	53,207,693
Tax expense			
Current tax		9,466,864	19,793,211
Tax for previous years		3,950,322	(4,574,129)
Deferred tax credit		(884,152)	(501,029)
		12,533,035	14,718,053
Profit for the year		27,034,157	38,489,640
Earning per equity share (Face value of Rs.10 each)			
	25B		
Basic (in Rs.)		2.16	3.08
Diluted (in Rs.)		2.16	3.08
Number of shares used in computing earnings per share			
Basic (in Rs.)		12,508,418	12,508,418
Diluted (in Rs.)		12,508,418	12,508,418

Significant accounting policies and Additional Notes to the Financial Statements 25
The accompanying Notes 1 to 25 are an integral part of the Financial Statements

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

For and on behalf of the Board of directors

D. Vijaya Kumar
Partner
Membership No.051961

G. Yoganand
Managing Director

K. Krishna Murthy
Director

R. Venkata Rao
Chief Financial Officer

A. Yamini Krishna
Company Secretary

Hyderabad, Dated: 30-05-2015

Cash Flow Statement for the Year Ended March 31, 2015

	Year ended 31-03-2015	Year ended 31-03-2014
A. Cash flow from operating activities		
Net Profit before tax	39,567,192	53,207,693
Adjustments for:		
Depreciation and amortisation	3,694,358	6,032,242
Loss on sale of assets	4,139	75,032
Interest expenses	31,616,398	58,835,279
Interest income	(47,037,592)	(98,465,142)
Rental income from operating leases	(767,660)	(767,658)
	(12,490,357)	(34,290,247)
Operating profit before working capital changes	27,076,835	18,917,446
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(40,626,550)	34,243,247
Trade receivables	(52,755,137)	(43,148,004)
Short-term loans and advances	33,199,805	(5,796,465)
Long-term loans and advances	(10,000,000)	-
Other current assets	1,200,659	(740,235)
	(68,981,223)	(15,441,457)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(45,546,750)	(10,899,517)
Other current liabilities	(53,994,280)	(47,534,518)
Short-term provisions	(245,623)	727,615
Long-term provisions	(161,918)	112,601
	(99,948,570)	(57,593,820)
Cash generated from operations	(141,852,957)	(54,117,831)
Income tax paid (Net)	(10,972,713)	(28,271,792)
Net cash flow from operating activities (A)	(152,825,670)	(82,389,623)
B. Cash flow from investing activities		
Investment in companies	(2,642,400)	(100,000)
Capital expenditure on fixed assets	(686,416)	(1,856,446)
Proceeds from sale of fixed assets	5,500	304,245
Loans given		
- Subsidiaries	127,081,240	257,536,433
- Associates	940,863	
Interest received		
- Subsidiaries	44,446,392	98,465,142
- Others	2,591,200	
Rental income from operating leases	767,660	767,658
Net cash flow used in investing activities (B)	172,504,038	355,117,032
C. Cash flow from financing activities		
Proceeds from long-term borrowings		
Proceeds/(Repayment) of long-term borrowings	120,105,624	(7,064,796)
Repayment of short-term borrowings	(91,308,767)	(170,043,289)
Interest expenses	(33,725,177)	(59,272,025)
Dividends paid	-	(15,010,102)
Tax on dividend		(8,029,748)
Net cash flow used in financing activities (C)	(4,928,321)	(259,419,960)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	14,750,047	13,307,449
Cash and cash equivalents at the beginning of the year	21,441,147	8,133,698
Cash and cash equivalents at the end of the year	36,191,194	21,441,147

Notes:

1. The Cash flows from operating activities has been prepared under indirect method as per AS-3 issued by the Institute of Chartered Accountants of India.
2. Cash and cash equivalents represent cash and bank balances(net)
3. Figures under brackets represents cash outflows.

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

For and on behalf of the Board of directors

D. Vijaya Kumar
Partner
Membership No.051961

G. Yoganand
Managing Director

R. Venkata Rao
Chief Financial Officer

K. Krishna Murthy
Director

A. Yamini Krishna
Company Secretary

Hyderabad, Dated: 30-05-2015

Notes to the Financial Statements

1 Share capital

	As at 31-03-2015	As at 31-03-2014
Authorised:		
Equity shares 25,000,000 (Previous year 25,000,000), Rs.10 par value	250,000,000	250,000,000
Issued, subscribed and fully paid up:		
Equity shares 12,508,418 (Previous year 12,508,418), Rs.10 par value fully paid up	125,084,180	125,084,180
a) Reconciliation of number of equity shares and amount outstanding		
	As at 31-03-2015	As at 31-03-2014
At the beginning of the year	Nos. 12,508,418	12,508,418
Add: Shares issued during the year	-	-
At the end of the year	Nos. 12,508,418	12,508,418
b) The rights attached to equity shares and restrictions on the distribution of dividends:		
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share held. The dividend in case proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
c) Shareholder holding more than 5% equity shares:		
Name of shareholder	Nos. %	Nos. %
G. Yoganand	6,850,946 54.77	6,850,946 54.77
G. Padmaja	854,750 6.83	854,750 6.83
Gajjala Investments and Holdings Private Limited	824,979 6.60	824,979 6.60
d) Equity shares allotted as fully paid Bonus shares for the period of five years immediately preceeding March 31		
Bonus shares issued in 2010-11 (Nos.)	Nos.	Nos.
	1,000,675	1,000,675

2 Reserves and surplus

	As at 31-03-2015	As at 31-03-2014
a) Securities premium account	150,100,860	150,100,860
b) General reserve		
As at beginning and at end of the year	27,000,000	27,000,000
c) Surplus balance in Statement of Profit and Loss		
At the beginning of the year	446,602,172	408,112,533
Add: Profit for the year	27,034,157	38,489,640
Less: carrying amount of assets whose remaining useful life is nil	1,027,115	-
At the end of the year	472,609,215	446,602,172
Total	649,710,075	623,703,032

3 Long-term borrowings

	As at 31-03-2015	As at 31-03-2014
a) Secured - Term loan - HDFC Bank Limited (Secured by hypothecation of vehicle purchased)	236,101	432,048
b) Secured - Term Loan - Oriental Bank of commerce (Secured by exclusive hypothecation charge on construction materials and work in progress. Equitable mortgage of total land area of Ac 5.01 Gts with proposed construction of 23 Villas with total build up area of 78335.71 sq. feet belonging to G. Yoganad and Manjeera Estates Private Limited including land measuring 6998.37 sq. yards covering above villas out of total land area of Ac. 5.01 Gts besides assignment of developmental right over the entire project. Present interest at 12.75%. Margin on Term Loan 44%. Term Loan repayable in five quarterly equal installments after a moratorium of 12 months from the date of first disbursement. Personal guarantee of Managing Director)	117,492,493	-

	As at 31-03-2015	As at 31-03-2014
c) Secured - Term Loan - Oriental Bank of commerce (Secured by hypothecation of 2 Nos. of 250 KVA DG sets with its cabling and erected at Residential Project "Manjeera Trinity Homes", Kukatpally valuing Rs.40.5 lacks. Repayable in 36 Nos. of equal monthly installments with nil moratorium period. Personal guarantee of Managing director and corporate guarantee of Manjeera Estates Private Limited. Interest presently 12.75%)	2,809,078	-
Total	120,537,672	432,048

4 Deferred tax liabilities (net)

	As at 31-03-2015	As at 31-03-2014
a) Deferred tax liability		
- Difference between book and tax balance of fixed assets	5,289,109	6,003,162
b) Deferred tax asset		
- Employee benefits provision	672,305	502,206
Deferred tax liabilities (net): (a) - (b)	4,616,804	5,500,956

The Company has been recognising in the financial statements the Deferred tax assets/liabilities, in accordance with Accounting Standard (AS) 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. During the period the Company has credited to the Statement of Profit and Loss with deferred tax liability (Net) of Rs.884,152 (Previous year Rs.501,029).

5 Long-term provisions

	As at 31-03-2015	As at 31-03-2014
Provision for employee benefits		
- Gratuity (Non-funded)	918,248	1,095,245
- Compensated absence	292,208	277,129
Total	1,210,456	1,372,374

6 Short-term borrowings

	As at 31-03-2015	As at 31-03-2014
a) Secured - Cash Credit (Hypothecation of Book Debts) - Oriental Bank of Commerce (Secured by hypothecation of current assets of construction contract business division (excluding assets of real estate division). Present rate of interest 12.75%. Includes Ad-Hoc cash credit sanction secured on hypothecation of stock of raw materials, stock-in-process, finished goods, stocks and spares and receivables and recoverable in three months from date of disbursement with phased reduction of Rs. 75 lacks every week after 60 days from the date of disbursement. Guarantee by Managing Director and corporate guarantee of Manjeera Estates Private Limited and Gajjala Investments and Holdings Private Limited)	181,928,899	171,769,134
b) Domestic Purchase bill factoring - IFCI Factors Limited (Secured by collateral security with minimum asset cover of 2.5 times of the entire facility of Rs. 7.5 crore by pledge of shares of promoters of Company and partly by equitable mortgage of Commercial property owned by Manjeera Estates Private Limited. Personal Guarantee of Managing director and corporate guarantee of Gajjala Investment and Holdings Private Limited and Manjeera Estates Private Limited)	32,132,537	35,000,000
c) Unsecured - Inter-corporate deposits from related parties* (refer Note 25.B)	-	66,101,069
d) Unsecured - Other Inter-corporate deposits	-	32,500,000
Total	214,061,436	305,370,203

*(Relates to Inter corporate deposit Rs.Nil (previous year Rs.66,101,069) from a private limited company in which Managing director is a director)

7 Trade payables

	As at 31-03-2015	As at 31-03-2014
Retention monies retained - contractors	16,104,783	32,151,377
Sub-contracted works payable	20,072,789	13,044,359
Contracted works payable	7,479,358	33,619,708
Trade payable - goods purchased	6,664,668	13,324,533
Trade payable - services rendered	-	392,117
Employee benefits payable	1,693,676	4,423,951
Stale cheques	-	592,978
Other payables	15,282,583	15,295,585
Total	67,297,858	112,844,608
Includes amounts due to related parties	313,874	1,235,994

Based on the information available with the Company, the balance due to Micro and Small Enterprises as defined under the Micro, Small and Medium enterprises Development (MSMED) Act, 2006 is Rs. Nil (Previous year Rs. Nil) and no interest during the year has been paid or payable under the terms of the MSMED Act, 2006. Dues to Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

8 Other current liabilities

	As at 31-03-2015	As at 31-03-2014
Current maturities of long-term debt:		
i. Secured - Term loan - Tata capital Limited (Secured by hypothecation of all machinery and equipments-standard and non-standard. Equitable mortgage of Wind Mill plant's land. Standard equipment loan 150 repayable in 35 equal monthly installments, Non-standard equipment loan 285 repayable in 23 equal monthly installments and generator loan 315 repayable in 24 quarterly installments. Amount outstanding guaranteed by Managing Director)	204,059	3,430,960
ii. Secured - Term Loan - Andhra Pradesh State Financial Corporation (Secured by collateral security amounting 625 by way of urban immovable properties. Repayable in monthly installments expiring on 07.05.2014. Amount outstanding guaranteed by Managing Director)	-	3,972,740
iii. Secured - Term loan - vehicle loans (Secured by hypothecation of vehicles purchased)	-	93,144
Interest accrued but not due on borrowings	1,546	665,078
Interest accrued and due on borrowings	-	1,445,247
Statutory dues		
Employee State Insurance Corporation	15,058	22,038
Provident Fund	167,824	522,043
Professional Tax	6,100	9,400
Service Tax	13,366,096	57,567,366
Tax deducted at source	4,993,027	2,748,634
Value Added Tax	-	353,851
Advances from customers	63,411,342	92,073,057
Corpus fund collections	5,705,000	5,630,000
Advances from others	139,363,773	139,239,967
Revenue Share - Manjeera Trinity Homes Project	88,044,821	63,608,181
Security deposit	8,023,380	8,023,380
Total	323,302,026	379,405,085

9 Short-term provisions

	As at 31-03-2015	As at 31-03-2014
Current portion of employee benefits		
Gratuity	512,138	452,624
Compensated absence	349,544	654,681
Provision for Income tax (net of taxes paid)	19,778,647	17,334,174
Total	20,640,329	18,441,479

10 Fixed assets (Annexed)

Asset	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK		
	As at 01.04.2014	Additions	Deductions/ Adjustments	As at 31.03.2015	Up to 31.03.2014	Adjusted in Retained earnings	For the Year	Deductions/ Adjustments	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS											
Land	168,006	-	-	168,006	-	-	-	-	-	168,006	168,006
Building	16,273,913	-	-	16,273,913	5,996,207	-	201,344	-	6,197,551	10,076,362	10,277,706
Plant and equipment	59,955,627	-	-	59,955,627	37,300,624	179,538	1,833,767	-	39,313,929	20,641,698	22,655,003
Furniture and fixtures	2,171,705	-	-	2,171,705	1,550,236	4	161,600	-	1,711,840	459,865	621,469
Vehicles	6,931,059	-	-	6,931,059	4,711,265	436,474	729,681	-	5,877,420	1,053,639	2,219,794
Office equipment	1,741,905	18,114	-	1,760,019	954,213	315,829	265,853	-	1,535,895	224,124	787,692
Computers	2,684,591	35,300	227,750	2,492,141	2,145,936	82,261	283,936	218,111	2,294,022	198,119	538,655
Electrical equipment	1,642,425	-	-	1,642,425	1,063,642	13,009	250,537	-	1,327,188	315,237	578,783
	91,569,231	53,414	227,750	91,394,895	53,722,123	1,027,115	3,726,720	218,111	58,257,845	33,137,050	37,847,108
Previous year	91,797,693	1,355,465	1,583,927	91,569,231	49,061,435	-	5,865,338	1,204,650	53,722,123	37,847,108	42,736,258
INTANGIBLE ASSETS											
Computer software	1,671,835	-	500,981	1,170,854	1,127,753	-	(32,362)	-	1,095,391	75,463	544,082
Previous year	1,170,854	500,981	-	1,671,835	960,849	-	166,904	-	1,127,753	544,082	210,005
	93,241,066	53,414	728,731	92,565,749	54,849,876	1,027,115	3,694,358	218,111	59,353,236	33,212,513	38,391,190

11 Non-current investments (Unquoted and at cost)

	As at 31-03-2015	As at 31-03-2014
Other Investments		
45,000,000 equity shares of Rs.10 each fully paid up in subsidiary company - Manjeera Retail Holdings Private Limited	450,000,000	450,000,000
1,368,000 (1,012,320) equity shares of Rs.10 each fully paid up [includes 745,920 (745,920)) acquired at a Premium of Rs.40 and 266,400 (266,400) acquired at par and 355,680 equity share of Rs.10 each fully paid up acquired during the year at Rs.55 per share] in Associate company - GM Infra Ventures Private Limited	59,522,400	39,960,000
169,200 (Previous year 338,400) Optionally Fully Convertible Debentures (III Series) of Rs.100 each in Associate company - GM Infra Ventures Private Limited	16,920,000	33,840,000
9,999 equity shares of Rs.10 each fully paid up in subsidiary company - MTM Estates and Properties Private Limited	100,000	100,000
Total	526,542,400	523,900,000

12 Long-term loans and advances (unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Advance for land	9,653,865	9,653,865
Advance for Development of Property	10,000,000	-
Electricity and other deposits	491,202	491,202
Total	20,145,067	10,145,067

13 Inventories (As certified by Management and valued as per Accounting Policy Note 25A)

	As at 31-03-2015	As at 31-03-2014
Apartment held for sale (Projects)		
Manjeera Heights - Phase I	2,242,743	2,242,743
Property development-in-progress (Projects)		
Smarthome Villas	5,944,828	5,087,629
Manjeera Trinity Homes	141,246,623	125,274,059
Manjeera Diamond Villas	154,624,704	143,832,551
Development - Vijayawada Project	2,885,542	-
Infrastructure Works	20,138,861	11,181,274
Hydro power project (In Progress)	4,714,323	3,552,819
Total	331,797,625	291,171,075
Borrowing costs capitalised during the period as inventory	16,027,833	21,875,371

14 Trade receivables (unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Outstanding for a period exceeding six months from the date they are due for payment	53,127,386	55,364,751
Others	250,017,861	195,025,359
Total	303,145,247	250,390,110

15 Cash and Bank balances

	As at 31-03-2015	As at 31-03-2014
Cash on hand	280,193	748,806
Balance with banks		
In Current Accounts	1,910,211	1,213,571
Other deposits-Margin money	34,000,791	19,478,770
Total	36,191,194	21,441,147

16 Short-term loan and advances(unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Loan to related parties* (refer Note 25.B)	215,395,867	342,477,106
Advance to related parties** (refer Note 25.B)	-	940,863
Advance for contracted works	12,243,588	38,595,368
Advance for goods	562,347	3,213,339
Advance for expenses	55,000	339,923
Sales Tax deposits	1,344,146	1,344,146
Mobilisation advance paid	1,749,667	1,749,667
Maintenance works	13,823,392	7,135,961
Other receivables	12,858,145	17,049,806
Security deposits	-	86,520
Balance with statutory authorities	-	21,298,409
Prepaid expenses	14,504,634	829,173
Staff advance	1,734,605	433,017
Total	274,271,390	435,493,298

*Relates to Inter-corporate deposits 215,395,867(previous year 342,477,106) to private limited companies in which Managing director is a director.

17 Other current assets

	As at 31-03-2015	As at 31-03-2014
Earnest money deposits	-	82,500
Other advances	21,419	927,117
Sub-contracted works	-	212,461
Total	21,419	1,222,078

18 Revenue from operations

	For the year ended 31-03-2015	For the year ended 31-03-2014
Revenue from sale of residential spaces (projects)	35,857,618	142,925,303
Contract receipts (projects)* (Refer note 25.B)	51,439,388	322,702,621
Sub-contracted contract receipts (projects)	21,364,237	45,732,507
Wind-mill energy sales	4,816,743	5,965,902
Total	113,477,986	517,326,333

*Relates to Contract receipts Rs.17,625,967 (previous year Rs.303,234,254) from partnership firm in which managing director is a partner

19 Other operating revenue

	For the year ended 31-03-2015	For the year ended 31-03-2014
Rent receipts	767,660	767,658
Total	767,660	767,658

20 Other income

	For the year ended 31-03-2015	For the year ended 31-03-2014
Interest income		
On margin monies deposits	2,591,200	1,132,724
On inter-corporate deposits	44,446,392	97,332,418
	47,037,592	98,465,142
Upfront fees	-	6,674,974
Property management services	-	81,880
Reimbursements of expenses	6,442,400	6,122,400
Premium on Debenture redeemed	32,400,000	-
Credit balance Written back	13,749,534	-
Scrap Sales	304,500	-
Total	99,934,026	111,344,396

21 Cost of sales and contract expenses

	For the year ended 31-03-2015	For the year ended 31-03-2014
Cost of sale of residential spaces (Projects)	30,071,108	124,824,255
Contract expenses (Projects)	41,241,999	300,469,512
Sub-contracted contract expenses (Projects)	20,156,649	43,080,462
Wind-mill energy expenses	919,508	874,875
Total	92,389,264	469,249,103

22 Employee benefits expense

	For the year ended 31-03-2015	For the year ended 31-03-2014
Salaries and wages	7,791,585	16,418,358
Contribution to group Medisclaim	3,641	255,721
Employee gratuity	(12,483)	101,587
Employee Leave Encashment	(256,638)	931,810
Contribution to provident fund and other funds	1,398,008	1,837,416
Staff welfare expenses	42,602	10,470
Staff training and recruitment	-	99,809
Directors remuneration	2,442,600	3,600,000
Total	11,409,315	23,255,171

23 Finance cost

	For the year ended 31-03-2015	For the year ended 31-03-2014
Interest expense		
On vehicle term loan	39,755	88,086
On cash credit	20,659,844	21,433,598
On Non demand Loans	-	1,721,114
On term loans	10,916,799	12,730,276
On Inter-corporate deposits	-	22,862,205
Total	31,616,398	58,835,279

24 Other expenses

	For the year ended 31-03-2015	For the year ended 31-03-2014
Filing fees	131,118	3,510
Travel and conveyance	991,485	1,475,530
Vehicle maintenance	174,084	562,864
Repairs and maintenance - others	117,696	101,265
Printing and stationery	427,862	669,021
Communication	93,565	422,860
Power and fuel	1,307,795	1,766,453
Office maintenance	1,557,118	1,668,639
Professional charges	1,888,488	1,831,727
Subscriptions and fees	328,291	497,637
Sitting fees	50,000	55,000
Security services	214,142	350,387
Legal charges	7,200	13,840
Insurance	765,663	288,603
Audit fee	426,068	390,000
Advertisement	1,228,695	981,678
General expenses	527,591	699,718
Interest - Dividend Tax	-	913,131
Interest - TDS delayed payment	25,437	2,986,544
Interest - APHB delayed payment	24,121,040	1,560,400
Interest - Service Tax delayed payment	-	674,265
Bank charges and Commission	507,793	306,898
Tender exp	366,021	-
Loss on sale of fixed assets	4,139	75,032
Property Tax	241,855	563,897
Total	35,503,145	18,858,899

Note 25: Significant Accounting Policies and Additional Notes

1. Corporate Information:

Manjeera Constructions Limited is mainly engaged in property development, civil construction contracts and infrastructure projects development.

2. Significant Accounting Policies

a. Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (Accounting Standards) Rules, 2006 (as amended) ("the 1956 Act") (which continue to be applicable in respect of Section 133 of Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/ 2013 Companies Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialise.

c. Fixed assets

Tangible Assets

- Tangible Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for its intended use.
- Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- Projects under which are assets are not ready for their intended use are shown as Capital work-in-progress.

Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use

d. Depreciation and amortization

Tangible assets

- Depreciation is provided considering the useful lives of respective fixed assets as provided and prescribed under Schedule II of the Companies Act, 2013.
- Assets costing Rupees five thousand or less are fully depreciated in the year of purchase.

Intangibles

Intangibles which were acquired under an agreement are amortised on written down value basis over the years at fixed percentage from the date of the agreement.

e. Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

f. Inventories

Properties under development represent costs incurred in respect of unsold area of properties under development and costs incurred on projects/ portion of projects when revenue is yet to be recognised. Such costs include cost of land, development rights, direct materials, labour, borrowing costs and an appropriate portion of construction overheads based on normal operating capacity. Borrowing costs directly attributable to properties under development which necessarily take a substantial period of time to get ready for sale are considered. Any expected loss on real estate projects is recognised as an expense when it is certain that the total cost will exceed the total revenue.

Building materials and consumables are valued at cost. Cost of building materials and consumables comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

g. Foreign currency transactions

- Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

- ii. Monetary items denominated in foreign currencies at the year-end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year-end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- iii. Non-monetary foreign currency items are carried at cost.
- iv. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

h. Revenue recognition

- i. On property and infrastructure development projects
 - a. Recognized on the 'Percentage of Completion Method' of accounting. Revenue Comprises the aggregate amounts of sale price in terms of the agreements entered into and is recognized on the basis of percentage of actual costs incurred thereon, including proportionate land cost and total estimated cost of the projects under execution, subject to such actual costs being thirty percent or more of the total estimated cost.
 - b. Where aggregate of the payment received provide insufficient evidence of buyers commitment to make the complete payment, revenue is recognized only to the extent of realization.
 - c. The estimates of the saleable areas and costs are reviewed periodically by the management and any effect of changes in estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.
- ii. On construction contracts (undertaken as contractors)
The Company follows percentage completion method for accounting of Construction contracts undertaken.
- iii. Price escalation is carried out in the year of settlement of claims/bills.
- iv. Rent Receipts are recognized on accrual basis.
- v. Interest on deployment of funds is recognized using the time-proportion method, based on interest rates implicit in the transaction.
- vi. Property management services are recognized on rendering services and billing thereof.
- vii. Dividend income is accounted when the right to receive dividend is established.

i. Retirement and other Employee benefits

- i. Regular monthly contribution to Employees's Provident Fund Scheme which is in the nature of defined contribution plan is charged against revenue when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the fund.
- ii. The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering eligible employees. In accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of employment.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognizes each year of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation is based on the market yield on government securities as at the balance sheet date. Actuarial gains/losses are recognized immediately in the statement of profit and loss.

The liability with respect to the Gratuity Plan is determined based on actuarial valuation done by an independent actuary at the year end and any differential between the fund amount as per the insurer and actuarial valuation is charged to the statement of profit and loss.
- iii. Earned Leave encashment liability and sick Leave liability which are in the nature of defined benefit obligation are provided for on actuarial basis, based on independent actuarial valuation on Projected Unit Credit Method on the date of the financial statements as per the requirements of Accounting Standard-15 on "Employee Benefits".

Actuarial gains/losses are recognized immediately in the Statement of Profit and Loss.

j. Taxes on income

Tax expense comprises 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. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised 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 realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses the unrecognized deferred tax assets. It recognizes the unrecognized deferred tax assets to the extent that it is reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized.

k. Provisions

A provision is recognised when the Company has a present obligation as a result of past event, and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

l. Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

m. Earnings per share

'Basic' earnings per share is calculated by dividing the net profit or loss for the period attributable to the shareholders by the weighted average number of the equity shares outstanding at the year end.

'Diluted' earnings per share using the weighted average numbers of equity shares and dilutive potential equity shares outstanding at the year end, except when the result would be anti-dilutive.

n. Cash and cash equivalents (for purposes of Cash flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

o. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

p. Barter transactions:

Barter transactions are recognised at the fair value of consideration receivable or payable. When the fair value of the transactions cannot be measured reliably, the revenue/expense is measured at the fair value of the goods/services provided/received adjusted by the amount of cash or cash equivalent transferred.

3. Additional Notes to the Financial Statements**a. Depreciation:**

Depreciation for the year is provided as per Schedule II of the Companies Act, 2013 (the Act). Accordingly Rs.1,027,115 being the remaining carrying amount of the assets whose remaining life in NIL are recognized in the opening balance of retained earnings and Rs.3,694,358 is charged to revenue as depreciation for the year. Hence, depreciation for the year is not directly comparable with previous year.

b. Capital commitment and contingent liabilities**Contingent liabilities**

- (i) Claims against the Company not acknowledged as debts include demands raised by Commercial Taxes Department towards VAT for the years 2008-09, 2009-10 and 2010-11 aggregating to Rs.127,493,962 (Previous year Rs.127,493,962). No provision has been made in the accounts for these demands as the Company expects a favorable decision in High Court.
- (ii) Bank Guarantees on account of contractors not provided for Rs.210,981,600 (previous year Rs.165,795,000).

c. Micro, Small and Medium enterprises

The identification of Micro, Small and Medium Enterprises suppliers as defined under the provisions of "The Micro, Small and Medium Enterprises Development Act, 2006" is based on Management's knowledge of their status.

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year and the previous year is Nil.

d. Details of contract revenue and costs

	For the year	
	2014-15	2013-14
i. Contract revenue recognized during the year	72,803,625	368,435,128
ii. Aggregate of contract costs incurred	61,398,648	343,549,974
iii. Advances received for contract in progress	9,789,615	7,035,054
iv. Retention money from customers for contract work	13,682,037	14,422,151
v. Gross amount due from customers for contract work	140,364	1,680,256
vi. Gross amount due to customers for contract work	Nil	Nil

e. Employee benefits:

Defined Benefit Plan

The employees' gratuity is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Compensated Absences is recognised in the same manner as gratuity.

i) Change in defined Benefit Obligation

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Defined Benefit obligation at beginning of the year	1,547,869	1,639,463	347,654	-
Current Service Cost	311,177	361,878	332,302	409,806
Interest Cost	134,583	124,356	29,785	-
Actuarial (gain) / loss	(458,243)	(384,647)	(303,493)	(50,192)
Benefits paid	(105,000)	(193,181)	(33,420)	(11,960)
Defined Benefit obligation at year end	1430,386	1,547,869	372,828	347,654

ii) Fair value of Plan Assets

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Fair value of Plan assets at beginning of the year	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Employer contribution	105,000	193,181	33,420	11,960
Benefits paid	(105,000)	(193,181)	(33,420)	(11,960)
Fair value of Plan assets at year end	-	-	-	-
Actual Return on plan assets	-	-	-	-

iii) Amount recognized in the Balance Sheet

	Gratuity (Unfunded)		Compensate Absences (Unfunded)	
	As at 31st March		As at 31st March	
	2015	2014	2015	2014
Fair value of Plan assets	-	-	-	-
Present value of obligation	1,430,386	1,547,869	641,752	931,810
Amount recognised in Balance Sheet	(1,430,386)	(1,547,869)	641,752	931,810

iv) Expenses recognised in statement of profit and loss account

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2015	2014	2015	2014
Current Service Cost	311,177	361,878	332,302	409,806
Interest Cost	134,583	124,356	29,785	-
Expected return on Plan assets	-	-	-	-
Actuarial (gain) / loss	(458,243)	(384,647)	(303,493)	(50,192)
Other Transfer	-	-	-	-
Net Cost	(12,483)	101,587	58,594	359,614

v) Principal Actuarial assumptions

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Mortality Table	2006-08	2006-08	2006-08	2006-08
	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)
Discount rate (per annum)	7.77%	9%	7.77%	9%
Expected rate of return on plan assets (per annum)	5%	5%	5%	5%
Rate of escalation in salary (per annum)	5%	5%	5%	5%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary

vi) Amounts recognised in current year and previous four years

Particular	As at 31st March			
Gratuity	2015	2014	2013	2012
Defined benefit obligation	1,430,386	1,547,869	1,639,463	1,317,000
Fair value of plan assets	-	-	-	-
Surplus / Deficit in the plan	1,430,386	1,547,869	1,639,463	1,317,000
Actuarial (gain) / loss on plan obligation	(458,243)	(384,647)	(239,169)	(15,089)

viii) The expected contributions for Defined Benefit Plan for the next financial year will be in line with the current year.

Notes:

1. The discount rate is based on the prevailing market yield of Indian Government Securities as at the balance sheet date for the estimated term of obligations.
2. The expected return is based on the expectation of the average long term rate of return on investments of the fund during the estimated term of the obligations.
3. The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Defined Contribution plan

The Company makes Provident Fund and Employee State Insurance contributions which are defined contribution plans for qualifying employees. The Company has recognised Rs.1,123,694 (Previous year Rs.1,452,692 for Provident Fund contributions and Rs.174,701 (Previous year Rs.214,721) for Employee State Insurance in the Statement of Profit and Loss.

f. Related party Disclosures

i) Related parties and their relationships

	Name of the entity	Nature of relationship
1	Manjeera Retail Holdings Private Limited	Subsidiary
2	MTM Estate Properities Private Limited.	Subsidiary
3	GM Infra Ventures Private Limited	Associate
4	G.Yoganand – Managing Director	Key Management Person
5	K.Krishna Murty – Director	Key Management Person
6	DLS Sreshti – Independent Director	Key Management Person
7	G.Vivekanand – Director	Key Management Person (upto14.08.2014)
8	G.PADMAJA	Key Management Person(w.e.f 14.08.2014)
9	Manjeera Estates Private Limited	Entity under significant influence of KMP
10	Manjeera Hotels & Resorts Private limited	Entity under significant influence of KMP
11	Gajjala Investments & Holdings Private Limited	Entity under significant influence of KMP
12	Aashraya Hotels And Estates Private Limited	Entity under significant influence of KMP
13	MTM Estates And Properties Private Limited	Entity under significant influence of KMP
14	Manjeera Projects	Entity under significant influence of KMP

Note: Related parties have been identified by the management of the Company.

ii) Details of balances and transactions during the year with related parties

Transactions	Subsidiary	Associate Company	Entity Under Significant Influence
(A) Transaction during the year			
a) Revenue from operations	-	-	1,229,385
Contract Receipt-Manjeera Projects	-	-	(21,086,430)
b) Other Income			
Interest-Manjeera Retail Holdings Private Limited	45,214,050 (103,097,749)	- -	- -
Interest-GM Infra Ventures Private Limited	- -	- (1,031,516)	- -
Interest-Manjeera Hotels & Resorts Private limited			- (645,785)
c) Other Expenses			
Remuneration-G.Yoganand	- -	- -	1,800,000 (1,800,000)
Remuneration-G.Vivek	- -	- -	642,600 (1,800,000)
d) Reimbursement of Expenses (Received)			
Manjeera Retail Holdings Private Limited	5,482,400 (5,482,400)	- -	- -
GM Infra Ventures Private Limited	- -	960,000 (640,000)	- -
e) Loan repaid			
Manjeera Retail Holdings Private Limited	81,867,190 (141,894,301)	- -	- -
f) Loan given			
GM Infra Ventures Private Limited	- -	61,271,345 (50,000,000)	- -
(ii) Balances for the period ended			
a) Loan and Advance			
Manjeera Estates Private Limited	- -	- -	21,649,760 -
GM Infra Ventures Private Limited	- -	4,829,724 (66,101,069)	- -
b) Trade payable			
G.Yoganand	- -	- -	313,874 (1,235,994)
c) Trade Receivable			
Manjeera Projects	- -	- -	231,890,264 (189,115,979)
Manjeera Retail Holdings Private Limited	10,710,834 (1,252,485)	- -	- -
d) Other Current Liabilities			
Aashraya Hotels And Estates Private Limited	- -	- -	170,643 (164,081)
e) Short-Term Loans & Advances			
Manjeera Hotels & Resorts Private limited	- -	- -	1,088,851 (1,638,167)

Figures in brackets represent previous year figures

g. Disclosures as per clause 32 of the Listing agreement with stock exchange

Loans and advances in the nature of loan given

Manjeera Retail Holdings Private Limited – Subsidiary company

GM Infra ventures private Limited – Associate

Manjeera Hotels & Resorts Private Limited – Associates

h. Earnings Per Share (EPS)

	For the year ended 31-03-2015	For the year ended 31-03-2014
Profit after Tax (in Rupees)	27,034,157	38,489,640
No. of shares	125,084,180	125,084,180
Weighted Average Number of Shares considered for EPS calculation.	125,084,180	125,084,180
Basic EPS -Face Value Rs.10 per Share (Rs.)	2.16	3.08
No. of shares on potential conversion of Debentures	-	-
Total No. of shares (Dilutive)	-	-
Diluted EPS Face Value Rs.10 per Share (Rs.)	2.16	3.08

i. Auditor's remuneration

	For the year ended 31-03-2015 (Rs.)	For the year ended 31-03-2014 (Rs)
Statutory Audit Fee	200,000	200,000
Tax Audit Fee	50,000	50,000
Fees for other services-Limited Review Fee etc	30,000	30,000
Total	280,000	280,000

j. Segment reporting

The Company's operations fall within a single business segment "Production of program and broadcasting satellite television" and single geographical segment and therefore segment information as required under AS – 17 is not applicable.

k. Previous year comparatives

Previous year's figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosure.

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

For and on behalf of the Board of directors

D. Vijaya Kumar
Partner
Membership No.051961

G. Yoganand
Managing Director

K. Krishna Murthy
Director

R. Venkata Rao
Chief Financial Officer

A. Yamini Krishna
Company Secretary

Hyderabad, Dated: 30-05-2015

PART - A: SUBSIDIARIES INFORMATION

in Rs.

S.No.	Particulars	Details	
1	Name of Subsidiary	Manjeera Retail Holdings Private Limited	MTM Estates And Properties Private Limited.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2014-2015	2014-2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
4	Share capital	882,352,940	100,000
5	Reserves & Surplus	99,553,729	(97,095)
6	Total Assets	5,770,137,148	132,681
7	Total Liabilities	4,788,230,479	129,776
8	Investments	-	-
9	Turnover	492,922,155	-
10	Profit/(loss) before taxation	1,478,589	(59,886)
11	Provision for taxation	5,493,221	-
12	Loss after taxation	(4,014,632)	(59,886)
13	Proposed Dividend	Nil	Nil
14	% of shareholding	51%	100%

PART - B: ASSOCIATES

S.No.	Name of Associates	GM Infra Ventures Private Limited
1	Latest Audited Balance Sheet Date	31-03-2015
2	Shares of Associate held by the Company on the year end	
	No.	1,368,000
	Amount of Investment in Associates/Joint Venture	13,680,000
	Extent of Holding %	36%
3	Description of how there is significant influence	Kye persons are director in Associate company
4	Reason why the associate is not consolidated	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	212,762,317
6	Profit for the year	21,247,604
	i. Considered in Consolidation	7,649,137
	ii. Not Considered in Consolidation	13,598,467

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered in to during the year ended March, 31, 2015, which were not on Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount paid as advances, if any
1	Manjeera Retail Holdings Private Limited(Subsidiary Company)	Loan given by Company	Not applicable	Not applicable	21,53,95,867
2	GM Infra ventures Private Limited	ICD received by Company	Not applicable	Not applicable	48,29,724

For and on behalf of the Board

G Yoganand

Chairman & Managing Director
(DIN 00850735)

Place: Hyderabad

Date:

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st March, 2015

Annexure - IV

[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,
Manjeera Constructions Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manjeera Constructions Limited. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Manjeera Constructions Limited 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, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 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:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by Manjeera Constructions Limited for the financial year ended on 31st March, 2015 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, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Sd/-

Place: Hyderabad
Date: 12.08.2015
Membership No. 6092

Naresh Kumar Chanda
Practicing Company Secretary
Certificate of Practice No. 8153

TO THE MEMBERS OF MANJEERA CONSTRUCTIONS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of MANJEERA CONSTRUCTIONS LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. 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 obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our 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, and based on the consideration of the reports of other auditors on the financial statements of its subsidiary and associate noted below, 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 Group and its associate as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of a subsidiary whose financial statements reflect total assets of Rs.5,770,137,148 as at 31st March, 2015, total revenues of Rs.492,922,155 and net cash out flows amounting to Rs.19,011,856 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs.7,649,137 for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of associate, whose financial statements have not been audited by us. 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 statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not qualified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies and associate company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, 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 and the reports of the other auditors.
 - (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 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and associate company incorporated in India, none of the other directors of the Group's companies, its associate company is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate - Refer Note 26.B.1 to the consolidated financial statements.
 - ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

For A.K. Sabat & Co.
Chartered Accountants
(Firm's Registration No.321012E)

(D. Vijaya Kumar)
(Partner)
(Membership No. 051961)

Hyderabad, Dated 30-05-2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of Manjeera Constructions Limited on the consolidated financial statements based on the comments in the auditors' reports of the Holding Company, subsidiary companies and associate company for the year ended March 31, 2015, we report that:

- (i) a. The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b. The fixed assets have been physically verified by the respective managements at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (ii) a. The respective managements have conducted physical verification of inventory at reasonable intervals.
b. The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Group and the nature of its business.
c. The Group has maintained proper records of inventory and no material discrepancies noticed on physical verification.
- (iii) The Group has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Thus, paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Group and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. We have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) The Group has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause 3(v) of the Order are not applicable.
- (vi) On broad review the books of account maintained by the Group pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of Section 148 of the Act in respect of Group's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, a detailed examination of the cost records have not been made with a view to determine whether they are accurate or complete.

- (vii) a. Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited by the Group with the appropriate authorities and there have been significant delays in large number of cases. Undisputed 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 are:

Service Tax	Rs.936,627
Tax deducted at source	Rs.2,526,070

- b. According to the information and explanations given to us, there are no material dues of income tax, wealth tax, service tax, duty of customs, duty of excise and cess which have not been deposited with the appropriate authorities on account of any dispute. However, the following dues of sales tax have not been deposited by the Group on account of dispute.

Name of the statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where dispute is pending
APVAT Act, 2005	Sales tax	127,493,962	April, 2008 to March, 2011	High Court of Andhra Pradesh

- c. According to the information and explanations given to us the amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.

- (viii) The Group does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding year.

- (ix) There are no dues payable to debenture holders during the year except for dues payable to schedule banks and financial institutions. The Group has defaulted in repayment of dues to the following financial institutions and schedule banks:

Name of the Financial Institutions/Banks	Amount (Rs.)	Due Date	Range of delays
IFCI Factors Limited	14,000,000	90 days	19-62 days
Indian Overseas Bank	100,308,284	28 th day of the month	3-87 days
Bank of Maharashtra	102,744,663	Last day of the month	3-86 days
State Bank of Hyderabad	108,953,788	Last day of the month	9-11 days
Syndicate Bank	31,135,669	Last day of the month	11-31 days
Dena Bank	29,250,005	Last day of the month	6-74 days
Canara Bank	27,937,231	Last day of the month	2-84 days

- (x) In our opinion and according to the information and explanations given to us, the Group has not given any guarantee for loans taken by others from Banks or Financial Institutions during the year.
- (xi) The term loans were applied for the purpose for which the loans were obtained by the Group.
- (xii) In our opinion and according to the information and explanations given to us, no fraud on or by the Group has been noticed or reported during the year.

For A.K. Sabat & Co.
Chartered Accountants
(Firm's Registration No.321012E)

(D. Vijaya Kumar)
(Partner)
(Membership No. 051961)

Hyderabad, Dated 30-05-2015

Consolidated Balance Sheet as at March 31, 2015

	Note	As at 31-03-15	As at 31-03-14
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	125,084,180	125,084,180
Reserves and surplus	2	716,229,901	687,566,440
		841,314,081	812,650,620
Minority Interest			
		481,134,267	483,101,436
Non-current liabilities			
Long-term borrowings	3	2,607,069,603	1,607,828,491
Deferred tax liabilities (net)	4	10,685,025	6,086,763
Other-long term liabilities	5	99,122,911	110,363,223
Long-term provisions	6	2,783,325	2,297,594
		2,719,660,864	1,726,576,071
Current liabilities			
Short-term borrowings	7	677,090,686	990,029,650
Trade payables	8	286,512,933	309,537,035
Other current liabilities	9	1,609,153,794	1,985,929,446
Short-term provisions	10	21,501,857	19,532,635
		2,594,259,270	3,305,028,766
TOTAL		6,636,368,482	6,327,356,893
ASSETS			
Non-current assets			
Fixed assets			
- Tangible assets	11	1,930,614,467	1,302,210,879
- Intangible assets		75,463	544,082
- Intangible assets under development		3,560,481	731,758,042
Non-current investments	12	95,172,457	84,880,920
Long-term loans and advances	13	95,933,495	82,579,204
		2,125,356,363	2,201,973,127
Current assets			
Inventories	14	3,946,986,644	3,466,604,468
Trade receivables	15	410,616,557	326,918,208
Cash and bank balances	16	72,861,233	95,425,024
Short-term loan and advances	17	72,823,653	169,393,536
Other current assets	18	7,724,032	67,042,530
		4,511,012,119	4,125,383,766
TOTAL		6,636,368,482	6,327,356,893

Significant accounting policies and Additional Notes to the Financial Statements 25
The accompanying Notes 1 to 26 are an integral part of the Consolidated Financial Statements

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No.051961

For and on behalf of the Board of directors

G. Yoganand
Managing Director

R. Venkata Rao
Chief Financial Officer

K. Krishna Murthy
Director

A. Yamini Krishna
Company Secretary

Hyderabad, Dated: 30-05-2015

Consolidated Statement of Profit and Loss for the Year Ended March 31, 2015

	Note	For the year ended 31-03-2015	For the year ended 31-03-2014
Revenue			
Revenue from operations	19	603,242,994	1,103,013,899
Other operating revenue	20	1,431,807	529,444
Other income	21	82,211,370	115,774,985
Total Revenue		686,886,171	1,219,318,328
Expenses			
Cost of sales and contract expenses	22	305,359,146	878,650,340
Employee benefits expense	23	31,432,990	35,838,002
Finance costs	24	224,385,400	97,052,498
Depreciation and amortisation expense	11	24,082,091	29,550,167
Other expenses	25	257,290,767	114,672,802
Prior period items		(193,764,748)	-
Total Expenses		648,785,646	1,155,763,809
Profit before tax		38,100,525	63,554,519
Profit from continuing operations before tax		36,836,882	63,554,519
Tax expense (ordinary activity)			
Current tax including MAT		9,509,894	23,635,211
Less: Credit for MAT		(43,030)	(3,842,000)
Tax of earlier years		3,950,322	(5,699,894)
Deferred tax (credit)/charge		(884,152)	677,996
Profit from continuing operations after tax		24,303,847	48,783,206
Profit from discontinuing operations before tax		1,263,643	-
Tax expense (discontinuing operations)			
Current tax - Minimum Alternate Tax (MAT)		252,970	-
Less: Credit for MAT		(252,970)	-
Deferred tax charge		5,493,221	-
Loss from discontinuing operation after tax		(4,229,578)	-
Profit for the year after tax (before adjustment for Minority Interest)		20,074,269	48,783,206
Share of Profit of Associate		7,649,137	4,170,859
Minority Interest		(1,967,170)	5,092,421
Profit for the year after taxes and Minority interest		29,690,576	47,861,643
Earning per equity share of Rs.10 each	26 B		
Basic & Diluted (in Rs.)		2.37	3.83

Significant accounting policies and Additional Notes to the Financial Statements 25
The accompanying Notes 1 to 26 are an integral part of the Consolidated Financial Statements

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

For and on behalf of the Board of directors

D. Vijaya Kumar
Partner
Membership No.051961

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Company Secretary

Hyderabad, Dated: 30-05-2015

Cash Flow Statement for the Year Ended March 31, 2015

	Year ended 31-03-2015	Year ended 31-03-2014
A. Cash flow from operating activities		
Net Profit before tax	41,045,781	63,580,008
Adjustments for:		
Depreciation and amortisation	24,082,091	29,550,167
Prior period items	(193,764,748)	-
Loss on sale of asset	4,139	75,032
(Profit) on sale of assets	-	-
Interest expenses	238,350,996	87,441,122
Advances written-off	1,123,600	-
Interest expense included in cost of inventory sold	42,377,618	157,885,808
Interest income	(48,999,452)	(101,503,140)
Rental income from operating leases	(767,660)	(767,658)
	62,406,584	172,681,331
Operating profit before working capital changes	103,452,365	236,261,339
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(514,120,932)	(31,833,733)
Trade receivables	(93,131,491)	(14,582,937)
Short-term loans and advances	177,026,260	(46,888,784)
Long-term loans and advances	(10,000,000)	-
Other current assets	1,200,659	(740,235)
	(439,025,504)	(94,045,689)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(48,275,138)	(84,604,511)
Other current liabilities	95,820,058	14,341,124
Short-term provisions	(245,623)	727,615
Long-term provisions	(161,918)	112,601
	47,137,379	(69,423,171)
Cash generated from operations	(288,435,760)	72,792,479
Net income tax	(30,605,438)	(62,607,109)
Net cash flow from operating activities (A)	(319,041,198)	10,185,370
B. Cash flow from investing activities		
Investment in companies	(2,642,400)	(100,000)
Capital expenditure on fixed assets	(13,654,239)	(256,124,592)
Proceeds from sale of fixed assets	5,500	458,431
Redemption/(investment) in fixed deposit	18,300,000	(25,812,396)
Loans given		
- Associates	940,863	-
Interest received	4,549,836	3,221,588
Rental income from operating leases	767,660	767,658
Net cash flow used in investing activities (B)	8,267,220	(277,589,311)
C. Cash flow from financing activities		
Proceeds of long-term borrowings	1,183,485,321	1,246,811,891
Repayment of short-term borrowings	(440,020,203)	(551,593,135)
Interest expenses	(436,952,949)	(369,746,452)
Dividends paid	-	(15,010,102)
Tax on dividend	-	(8,029,748)
Net cash flow used in financing activities (C)	306,512,169	302,432,454
Net increase / (decrease) in Cash and cash equivalents (A + B + C)	(4,261,809)	35,028,513
Cash and cash equivalents at the beginning of the year	43,292,998	8,264,485
Cash and cash equivalents at the end of the year	39,031,189	43,292,998

Notes:

1. The Cash flows from operating activities has been prepared under indirect method as per AS-3 issued by the Institute of Chartered Accountants of India
2. Cash and cash equivalents represent cash and bank balances(net)
3. Figures under brackets represents cash outflows

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No.051961

For and on behalf of the Board of directors

G. Yoganand
Managing Director

R. Venkata Rao
Chief Financial Officer

K. Krishna Murthy
Director

A. Yamini Krishna
Company Secretary

Hyderabad, Dated: 30-05-2015

Notes to the Consolidated Financial Statements

1 Share capital

	As at 31-03-2015		As at 31-03-2014	
Authorised:				
Equity shares 25,000,000 (Previous year 25,000,000), Rs.10 par value	250,000,000		250,000,000	
Issued,subscribed and fully paid up:				
Equity shares 12,508,418 (Previous year 12,508,418), Rs.10 par value fully paid up	125,084,180		125,084,180	
a) Reconciliation of number of equity shares and amount outstanding				
	As at 31-03-2015	As at 31-03-2014		
At the beginning of the year	Nos.12,508,418	12,508,418	125,084,180	125,084,180
Add: Shares issued during the year	-	-	-	-
At the end of the year	Nos.12,508,418	12,508,418	125,084,180	125,084,180
b) The rights attached to equity shares and restrictions on the distribution of dividends:				
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share held. The dividend in case proposed by the Board of Directors will be subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.				
c) Shareholder holding more than 5% equity shares:				
Name of shareholder	Nos. % Held		Nos. % Held	
G.Yoganand	68,50,946	54.77	68,50,946	54.77
G.Padmaja	8,54,750	6.83	8,54,750	6.83
Gajjala Investments And Holdings Private Limited	8,24,979	6.60	8,24,979	6.60
d) Equity shares allotted as fully paid Bonus shares for the period of five years immediately preceding March 31				
Bonus shares issued in 2010-11 (Nos.)	1,000,675		1,000,675	

2 Reserves and surplus

	As at 31-03-2015		As at 31-03-2014	
Securities premium account	150,100,860		150,100,860	
General reserve	-		-	
As at beginning and at end of the year	27,000,000		27,000,000	
Surplus balance in Statement of Profit and Loss	-		-	
Opening balance	510,465,580		462,603,936	
Add: Profit for the period	29,690,576		47,861,643	
Less: Carrying amount of assets whose remaining useful life is nil	1,027,115		-	
Closing balance	539,129,041		510,465,580	
Total	716,229,901		687,566,440	

3 Long-term borrowings

	As at 31-03-2015	As at 31-03-2014
a) Secured - Term Loan from banks	2,595,690,470	1,659,105,857
(i. Term loan outstanding to the tune of Rs.1,476,124,387 (31 March 2014: Rs.946,412,661) is secured by way of equitable mortgage of Manjeera Trinity Corporate building ("MTC"), Hyderabad and construction thereon, hypothecation of machinery/equipment, corporate guarantee of MCL and personal guarantee of Mr. G.Yoganand, Managing Director. The loan carries interest linked to the lender's lending rate which is currently 14.25% per annum (31 March 2014: 14.25% per annum) payable on a monthly basis. The loan is repayable in 24 equal monthly installments commencing from 1 October 2015.		
ii. Term loan outstanding to the tune of Rs.995,200,000 (31 March 2014: Rs.Nil) is secured by way of equitable mortgage of Manjeera Trinity Mall ("MTM"), Hyderabad, assignment of future rental income of 12 years from MTM, corporate guarantee of MCL and personal guarantee of Mr. G.Yoganand, Managing Director. The loan carries interest linked to the lender's lending rate which is currently 11.25% per annum (31 March 2014: Nil) payable on a monthly basis. The loan is repayable in 138 monthly structured installments as per the agreement beginning 31 December 2014.		
iii. Term loan outstanding to the tune of Rs.Nil (31 March 2014: Rs.648,900,269) was secured by way equitable mortgage of Manjeera Trinity Mall ("MTM"), Hyderabad, assignment of future rental income from MTM, corporate guarantee of MCL and personal guarantee of Mr. G.Yoganand, Managing Director. The loan carried interest linked to the lender's lending rate which was currently 14% per annum payable on a monthly basis. The loan has been repaid during the year.		
iv. Term loan outstanding to the tune of Rs.90,660,574 (31 March 2014: Rs.Nil) is secured by exclusive equitable mortgage of immovable property of 52,565 square feet of office space and undivided share of land located in Manjeera Majestic Commercial ("MMC"), Hyderabad, corporate guarantee of MCL and personal guarantee of Mr. G.Yoganand, Managing Director. The loan carries interest linked to the lender's lending rate which is currently 15% per annum (31 March 2014: 15% per annum) payable on a monthly basis and is repayable in 10 quarterly installments.		
v. Term loan outstanding to the tune of Rs.33,705,509 (31 March 2014: Rs.63,792,927) is secured by way of mortgage of unsold space of 20,084 square feet in MMC, corporate guarantee of MCL and personal guarantee of Mr. G.Yoganand, Managing Director. The loan carries interest linked to the lender's lending rate which is currently 16.95% per annum (31 March 2014: 16.95% per annum) payable on a monthly basis and is repayable in 30 monthly installments.)		
b) Secured - Term Loan - Oriental Bank of commerce (Secured by exclusive hypothecation charge on construction materials and work in progress. Equitable mortgage of total land area of Ac 5.01 Gts with proposed construction of 23 Villas with total build up area of 78335.71 sq. feet belonging to G.Yoganand and Manjeera Estates Private Limited including land measuring 6998.37 sq. yards covering above villas out of total land area of Ac. 5.01 Gts besides assignment of developmental right over the entire project. Present interest at 12.75%. Margin on Term Loan 44%. Term Loan repayable in five quarterly equal installments after a moratorium of 12 months from the date of first disbursement. Personal guarantee of Managing Director)	117,492,493	-
c) secured - Term Loan - Oriental Bank of commerce (Secured by hypothecation of 2 Nos. of 250 KVA DG sets with its cabling and erected at Residential Project "Manjeera Trinity Homes", Kukatpally valuing Rs.40.5 lacks. Repayable in 36 Nos. of equal monthly installments with nil moratorium period. Personal guarantee of Managing director and corporate guarantee of Manjeera Estates Private Limited. Interest presently 12.75%)	2,809,078	-
d) Secured - Term loan - vehicle loans (Vehicle loan outstanding to the tune of Rs.204,880 (31 March 2014: Rs.491,036) is secured by way of hypothecation of the respective vehicles. The loan is repayable in 32 equated monthly installments beginning in the month subsequent to the loan availed and carries interest rate of 10.25% per annum (31 March 2014: 10.25% per annum.)	440,981	923,084

	As at 31-03-2015	As at 31-03-2014
e) Unsecured - 367,647 (31 March 2014: 367,647) 14% Cumulative Mandatorily Convertible Debentures ("CCDs") of Rs.1,000 each (The Company has allotted 367,647 CCDs of face value Rs.1,000 each fully paid up at par to Trinity Capital (Six) Limited. The CCDs were allotted as follows: 245,098 on 22 March 2007 and 122,549 on 29 November 2007. Pursuant to the terms of the debenture subscription agreements (as amended), the CCDs carry a coupon rate of 14% per annum, which shall accrue on achieving the positive cash flows for all the projects undertaken by the Company since its inception. Pursuant to the terms of allotment, CCDs shall be mandatorily convertible into equity shares of Rs.10 each fully paid-up, post expiry of 36 months from the closing date as per the then lowest certifiable value based on the valuation guidelines. Pursuant to the terms of the Debenture Sale Agreement dated 17 December 2013 entered between MCL, TC6L, MTM Estates and Properties Private Limited and the Company, the outstanding debentures held by TC6L in the Company shall be acquired by MCL.)	367,647,000	367,647,000
Total	3,084,080,022	2,027,675,941
Less: Current maturities of long term borrowings	477,010,419	419,847,450
Total	2,607,069,603	1,607,828,491

4 Deferred tax liabilities (net)

	As at 31-03-2015	As at 31-03-2014
a) Deferred tax liability		
- Difference between book and tax balance of fixed assets	11,357,330	5,533,928
b) Deferred tax asset		
- Employee benefits provision	672,305	(552,835)
Deferred tax liabilities (net): (a) - (b)	10,685,025	6,086,763

The Group has been recognising in the financial statements the Deferred tax assets/liabilities, in accordance with Accounting Standard (AS) 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. During the year the Company has credited to the Statement of Profit and Loss with deferred tax liability (Net) of 4,609,069 (Previous year Rs.677,996).

5 Other-long term liabilities

	As at 31-03-2015	As at 31-03-2014
Security deposits from customers	99,122,911	110,363,223

6 Long-term provisions

	As at 31-03-2015	As at 31-03-2014
Provision for employee benefits		
Gratuity (Non-funded)	1,840,057	1,793,492
Compensated absence	943,268	504,102
Total	2,783,325	2,297,594

7 Short-term borrowings

	As at 31-03-2015	As at 31-03-2014
a) Secured - Working capital demand loans		
i. Cash credit - Oriental Bank of Commerce (Secured by hypothecation of current assets of construction contract business division (excluding assets of real estate division). Present rate of interest 12.75%. Includes Ad-Hoc cash credit sanction secured on hypothecation of stock of raw materials, stock-in-process, finished goods, stocks and spares and receivables and recoverable in three months from date of disbursement with phased reduction of Rs. 75 lacks every week after 60 days from the date of disbursement. Guarantee by Managing Director and corporate guarantee of Manjeera Estates Private Limited and Gajjala Investments and Holdings Private Limited)	181,928,899	171,769,134
b) Purchase bill factoring - IFCI Factors Limited (Secured by collateral security with minimum asset cover of 2.5 times of the entire facility of Rs. 7.5 crore by pledge of shares of promoters of Company and partly by equitable mortgage of Commercial property owned by Manjeera Estates Private Limited. Personal Guarantee of Managing director and corporate guarantee of Gajjala Investment and Holdings Private Limited and Manjeera Estates Private Limited)	32,132,537	35,000,000
c) Secured - Inter Corporate Deposit	-	30,000,000
d) Unsecured - Inter-corporate deposits from related parties* (refer Note 26.B)	40,036,114	66,101,069
e) Unsecured - loan repayable on demand from related party (refer Note 26.B)	422,993,136	654,659,447
h) Unsecured - Other Inter-corporate deposits	-	32,500,000
Total	677,090,686	990,029,650

*(Relates to Inter corporate deposit from a private limited company in which Managing director is a director)

8 Trade payables

	As at 31-03-2015	As at 31-03-2014
Retention monies retained - contractors	73,222,710	32,151,377
Sub-contracted works payable	20,072,789	13,044,359
Contracted works payable	39,989,855	33,619,708
Trade payable - goods purchased	121,838,598	209,944,489
Trade payable - services rendered	11,278,508	414,589
Employee benefits payable	1,693,676	4,423,951
Stale cheques	-	592,978
Other payables	18,416,797	15,345,585
Total	286,512,933	309,537,035

9 Other current liabilities

	As at 31-03-2015	As at 31-03-2014
Current maturities of long-term debt:		
i. Secured - Term loan - Tata capital Limited (Secured by hypothecation of all machinery and equipments-standard and non-standard. Equitable mortgage of Wind Mill plant's land. Standard equipment loan 150 repayable in 35 equal monthly installments, Non-standard equipment loan 285 repayable in 23 equal monthly installments and generator loan 315 repayable in 24 quarterly installments. Amount outstanding guaranteed by Managing Director)	204,059	3,430,960
ii. Secured - Loan from financial institution and Four Banks	477,010,419	419,847,450
iii. Secured - Term Loan - Andhra Pradesh State Financial Corporation (Secured by collateral security amounting 625 by way of urban immovable properties. Repayable in monthly installments expiring on 07.05.2014. Amount outstanding guaranteed by Managing Director)	-	3,972,740
iv. Secured - Term loan - vehicle loans (Secured by hypothecation of vehicles purchased)	-	93,144
Creditors for capital goods	35,648,222	
Interest accrued but not due on borrowings	375,321	604,980,069
Interest accrued and due on borrowings	81,917,674	27,047,828
Accrued expenses	2,709,765	
Statutory dues	26,924,954	81,097,626
Advances from customers	422,040,172	443,979,557
Corpus fund collections	5,705,000	5,630,000
Unearned rental income	2,878,997	-
Advances from others	143,849,037	323,362,827
Revenue Share payable	387,914,166	63,608,181
Security deposit	17,599,461	8,023,380
Book overdraft	4,376,547	855,684
Total	1,609,153,794	1,985,929,446

10 Short-term provisions

	As at 31-03-2015	As at 31-03-2014
Current portion of employee benefits		
Gratuity	786,717	587,383
Compensated absence	936,493	1,074,257
Provision for Income tax (net of taxes paid)	19,778,647	17,870,995
Total	21,501,857	19,532,635

11 Fixed assets (Annexed)

Asset	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK			
	As at 01.04.2014	Additions	Disposals/ Adjustments	As at 31.03.2015	Up to 01.04.2014	Adjusted in Retained earnings	For the Year	On Disposals/ Adjustments	Up to 31.03.2015	As at 31.03.2015	As at 31.03.2014
TANGIBLE ASSETS											
Land	344,793,006	100,000,000		444,793,006	-	-	-		-	444,793,006	344,793,006
Building	715,965,855	489,243,586	93,090,427	1,112,119,014	17,306,296	-	12,429,527	7,572,009	22,163,814	1,089,955,200	698,659,559
Plant and equipment	230,279,154	144,397,677	22,369,561	352,307,270	45,192,041	179,538	14,204,132	4,075,825	55,499,886	296,807,384	185,087,113
Furniture and fixtures	26,369,817	15,806,651	2,992,351	39,184,117	5,241,355	4	3,322,638	768,201	7,795,796	31,388,321	21,128,462
Vehicles	10,789,840	-	-	10,789,840	6,747,127	436,474	1,212,029	678,558	7,717,072	3,072,768	4,042,713
Office equipment	3,990,058	18,114	-	4,008,172	1,526,913	315,829	645,090	(465,639)	2,953,471	1,054,701	2,463,145
Computers	5,376,916	55,300	259,686	5,172,530	2,453,962	82,261	336,914	(59,705)	2,932,842	2,239,688	2,922,954
Electrical equipment	47,078,357	28,470,786	5,953,046	69,596,097	3,964,430	13,009	4,941,043	625,784	8,292,698	61,303,399	43,113,927
	1,384,643,003	777,992,114	124,665,071	2,037,970,046	82,432,124	1,027,115	37,091,373	13,195,033	107,355,579	1,930,614,467	1,302,210,879
Previous year	101,023,699	2,580,984	2,302,547	1,384,643,003	53,545,027		7,164,564	1,204,650	82,432,124	1,302,210,879	
INTANGIBLE ASSETS											
Computer software	1,671,835	-	500,981	1,170,854	1,127,753		(32,362)	-	1,095,391	75,463	544,082
Previous year	1,170,854	500,981	-	1,170,854	960,849		166,904	-	1,127,753	544,082	
	1,386,314,838	777,992,114	125,166,052	2,039,140,900	83,559,877	1,027,115	37,059,011	13,195,033	108,450,970	1,930,689,930	1,302,754,961

12 Non-current investments (Unquoted and at cost)

	As at 31-03-2015	As at 31-03-2014
Other Investments		
1,368,000 (1,012,320) equity shares of Rs.10 each fully paid up [includes 745,920 (745,920)) acquired at a Premium of Rs.40 and 266,400 (266,400) acquired at par and 355,680 equity share of Rs.10 each fully paid up acquired during the year at Rs.55 per share] in Associate company - GM Infra Ventures Private Limited	78,252,457	51,040,920
169,200 Optionally Fully Convertible Debentures (III Series) of Rs.100 each in Associate company - GM Infra Ventures Private Limited	16,920,000	33,840,000
Total	95,172,457	84,880,920

13 Long-term loans and advances (unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Advance for land	9,653,865	9,653,865
Advance for Development of Property	10,000,000	-
Electricity and other deposits	491,202	491,202
Security deposits	8,193,569	4,190,607
Prepaid expenses	9,754,425	6,608,028
Advance tax	20,674,344	1,621,470
Deposits with Government authorities	4,548,305	-
Balances with Government authorities	28,732,755	-
Cenvat receivable	-	56,172,032
MAT credit entitlement	3,885,030	3,842,000
Total	95,933,495	82,579,204

14 Inventories

	As at 31-03-2015	As at 31-03-2014
(As certified by Management and valued as per Accounting Policy Note 26A)		
Apartment held for sale (Projects)		
Manjeera Heights - Phase I	2,242,743	2,242,743
Property development-in-progress (Projects)		
Smarthome Villas	5,944,828	5,087,629
Manjeera Trinity Homes	141,246,623	125,274,059
Manjeera Diamond Villas	154,624,704	143,832,551
Infrastructure Works	20,138,861	11,181,274
Manjeera Majestic Residential & Commercial	3,611,928,530	3,170,864,452
Hydro power project (In Progress)	4,714,323	3,552,819
Building materials and consumables	6,146,030	4,568,941
Total	3,946,986,644	3,466,604,468

15 Trade receivables (unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Outstanding for a period exceeding six months from the date they are due for payment	118,023,555	101,030,480
Others	292,593,002	225,887,728
Total	410,616,557	326,918,208

16 Cash and Bank balances

	As at 31-03-2015	As at 31-03-2014
Cash on hand	312,853	1,225,093
Balance with banks		-
In Current Accounts	4,806,089	17,541,223
Other deposits-Margin money	67,742,291	76,658,708
Total	72,861,233	95,425,024

17 Short-term loan and advances (unsecured, considered good)

	As at 31-03-2015	As at 31-03-2014
Advance to related parties* (refer Note 26.B)	-	940,863
Advance for contracted works	12,243,588	38,595,368
Advance for goods	12,307,990	68,146,693
Advance for expenses	55,000	339,923
Sales Tax deposits	1,344,146	1,344,146
Mobilisation advance paid	1,749,667	1,749,667
Maintenance works	13,823,392	7,135,961
Other receivables	15,060,631	18,106,025
Security deposits	-	86,520
Balance with statutory authorities	-	21,298,409
Prepaid expenses	14,504,634	11,216,944
Staff advance	1,734,605	433,017
Total	72,823,653	169,393,536

*Relates to advance to the subsidiary company.

18 Other current assets

	As at 31-03-2015	As at 31-03-2014
Earnest money deposits	-	82,500
Other advances	22,336	928,034
Unamortised expenses	6,712,892	64,240,814
Interest accrued but not due	945,584	942,360
Deferred revenue receivables	-	593,141
Sub-contracted works	-	212,461
Preliminary expenses	43,220	43,220
Total	7,724,032	67,042,530

19 Revenue from operations

	For the year ended 31-03-2015	For the year ended 31-03-2014
Revenue from sale of residential spaces (projects)	209,271,859	646,024,171
Contract receipts (projects)* (Refer note 26.B)	51,439,388	322,702,621
Sub-contracted contract receipts (projects)	21,364,237	45,732,507
Wind-mill energy sales	4,816,743	5,965,902
Sale of services	316,350,767	82,588,698
Total	603,242,994	1,103,013,899

*Relates to Contract receipts Rs.17,625,967 (previous year Rs.303,234,254) from partnership firm in which managing director is a partner

20 Other operating revenue

	For the year ended 31-03-2015	For the year ended 31-03-2014
Sale of scrap	1,431,807	529,444

21 Other income

	For the year ended 31-03-2015	For the year ended 31-03-2014
Interest income		
On margin monies deposits	4,553,060	4,170,722
On inter-corporate deposits	30,480,796	97,332,418
Upfront fees	-	6,674,974
Property management Services	-	81,880
Reimbursements of expenses	960,000	6,122,400
Profit on sale of fixed assets	-	26,308
Credit balance Written back	13,749,534	-
Premium on Debenture redeemed	32,400,000	-
Miscellaneous income	67,980	1,366,283
Total	82,211,370	115,774,985

22 Cost of sales and contract expenses

	For the year ended 31-03-2015	For the year ended 31-03-2014
Cost of sale of residential spaces (Projects)	219,654,936	534,225,492
Contract expenses (Projects)	64,628,053	300,469,512
Sub-contracted contract expenses (Projects)	20,156,649	43,080,462
Wind-mill energy expenses	919,508	874,875
Total	305,359,146	878,650,340

23 Employee benefits expense

	For the year ended 31-03-2015	For the year ended 31-03-2014
Salaries and wages	26,585,606	26,800,751
Contribution to group Medclaim	3,641	255,721
Employee gratuity	418,191	255,705
Employee Leave Encashment	454,374	1,627,629
Contribution to provident fund and other funds	1,398,008	2,355,152
Staff welfare expenses	130,570	343,235
Staff training and recruitment	-	99,809
Directors remuneration	2,442,600	4,100,000
Total	31,432,990	35,838,002

24 Finance cost

	For the year ended 31-03-2015	For the year ended 31-03-2014
Interest expense		
On vehicle term loan	39,755	88,086
On cash credit	20,659,844	21,433,598
On Non demand Loans	-	1,721,114
On term loans	203,685,801	50,947,495
On Inter-corporate deposits	-	22,862,205
Total	224,385,400	97,052,498

25 Other expenses

	For the year ended 31-03-2015	For the year ended 31-03-2014
Filing fees	134,813	4,110
Travel and conveyance	4,201,378	3,996,927
Vehicle maintenance	174,084	562,864
Repairs and maintenance - others	3,329,557	333,128
Rent	25,992,741	-
Rates and taxes	16,807,220	-
Printing and stationery	782,037	1,154,563
Communication	626,934	907,913
Power and fuel	58,392,722	1,766,453
Office maintenance	1,557,118	7,059,250
Legal and Professional charges	18,188,071	11,879,327
Subscriptions and fees	328,291	497,637
Sitting fees	50,000	55,000
Security services	11,411,119	6,695,888
Insurance	765,663	1,391,573
Audit fee	482,248	414,720
Advertisement	39,975,266	20,726,754
General expenses	3,734,000	3,716,180
Interest - Delayed	24,146,477	6,134,340
Bank charges and Commission	3,109,108	307,067
Loss on sale of fixed assets	4,139	75,032
Tender expenses	366,021	-
Advances written-off	1,123,600	-
Donations	1,373,182	1,350,000
Property Tax	241,856	563,897
Claim and compensation	20,181,121	30,529,123
Manjeera mall electricity charges	-	7,465,574
Manjeera mall amenity charges	19,812,002	7,085,482
Total	257,290,767	114,672,802

Note 26: Significant Accounting Policies and Additional Notes to the Consolidated Financial Statements for the year Ended March 31, 2015

1. Corporate information

- 1.1 Manjeera Constructions Limited ("the Company"), its subsidiaries and Associate (collectively referred to as the "Group") operate in the business of development and construction of real estate, civil construction contracts and infrastructure projects development. These consolidated financial statements comprise a consolidation of the accounts of Manjeera Constructions Limited (the Company), its subsidiaries and associate as listed below:

Company	Relation	Country of Incorporation	Percentage of holding by the Company as at	
			31-03-2015	31-03-2014
Manjeera Retail Holdings Private Limited	Subsidiary	India	51	51
MTM Estates and Properties Private Limited	Subsidiary	India	100	100
GM Infra Ventures Private Limited	Associate	India	36	26.64

- 1.2 The financial statements of the parent and its subsidiary MTM Estates and Properties Private Limited have been audited by the statutory auditors of the Company. The financials statements of the other subsidiary Manjeera Retail Holdings Private Limited and the associate have been audited by the other auditors whose reports have been furnished to us by the Management of the Company.

2. Brief description of significant subsidiaries and associate

a) Subsidiaries

- Manjeera Retail Holdings Private Limited ("MRHPL") is in the business of construction of property being developed for residential, retail and commercial purposes. Manjeera Constructions Limited and Trinity Capital (Six) Limited have entered into debenture cum subscription and shareholders agreement with the Company and hold 51% and 49% respectively in the equity share capital of the Company as at the balance sheet date. Further, Manjeera Constructions Limited also continues to financially support the Company on a need basis.
- MTM Estates and Properties Private Limited is in the business of construction of property for mixed use.

b) Associate

GM Infra Ventures Private Limited is in the business of construction of property being developed for residential, retail and commercial purposes.

A. Significant Accounting Policies

1. Basis of accounting and preparation of financial statements

- The consolidated financial statements includes the financial statements of parent company Manjeera Construction Limited ('the Company') and its subsidiary companies, Manjeera Retail Holdings Private Limited and MTM Estates and Properties Private Limited (collectively referred to as 'the Group').
- The consolidated financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/ 2013 Companies Act, as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year on the following basis.
- The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of like items of assets and liabilities, income and expenses after fully eliminating inter-group balance and inter-group transactions resulting in unrealized profit/losses as per Accounting Standard 21- "Consolidated Financial Statements".
- Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- Investment in Associate company has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".
- The Company accounts for its share in change in net assets of the associate, post acquisition, after eliminating unrealised profits and losses resulting from transactions between the Company and its associate to the extent of its share, through its Statement of Profit and Loss to the extent such change is attributable to the associates' Profit or Loss through its reserves for the balance, based on available information.
- The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associate is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- 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.

- j) Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and guide to better understanding of the consolidated position of the Group. Recognizing this purpose the Company has disclosed only such notes from the individual statements, which fairly present the needed disclosures.
- k) All income and expenditures having a material bearing on the Financial Statements are recognized on accrual basis and provision is made for all known losses and liabilities.

2. Use of estimates

The Preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

3. Fixed assets

3.1 Tangible Assets

- a. Tangible Assets are stated at cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The cost comprises purchase price, freight, non refundable taxes and duties, borrowing costs and any cost directly attributable to bringing the asset to its working condition for its intended use.
- b. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.
- c. Projects under which are assets are not ready for their intended use are shown as Capital work-in-progress.

3.2 Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use

4. Depreciation and amortization

4.1 Tangible assets

Depreciation is provided considering the useful lives of respective fixed assets as provided and prescribed under Schedule II of the Companies Act, 2013. Assets costing Rupees five thousand or less are fully depreciated in the year of purchase. Depreciation on fixed assets is provided using the straight-line method based on useful lives of the assets as assessed by the management. Until 31 March 2014, the assets were depreciated using the written-down value method based on the useful lives of the assets as estimated by management which coincided with the rates prescribed under Schedule XIV to the erstwhile Companies Act, 1956. During the year, pursuant to the provisions of the Act, applicable from 1 April 2014, management has reassessed the estimated useful lives of its fixed assets as per the requirements of the Schedule II to the Act, which is as follows:

Asset category	Estimated useful life (in years)
Buildings	60
Plant and machinery	15
Electrical equipment	10
Vehicles	8
Furniture and fixtures	8
Office equipment	5
Computer equipment	3

4.2 Intangibles

Intangibles which were acquired under an agreement are amortised on written down value basis over the years at fixed percentage from the date of the agreement.

5. Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use are capitalized as part of the cost of such assets. Interest income earned on the temporary investment of specific borrowings pending its expenditure on qualifying assets is deducted from the costs of qualifying assets. Other borrowing costs are recognised as an expense, in the period in which they are incurred.

6. Impairment of Assets

The carrying value of assets, other than inventory, is reviewed at each balance sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized whenever the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

7. Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

8. Inventories

Properties under development represent costs incurred in respect of unsold area of properties under development and costs incurred on projects/ portion of projects when revenue is yet to be recognized. Such costs include cost of land, development rights, direct materials, labour, borrowing costs and an appropriate portion of construction overheads based on normal operating capacity. Borrowing costs directly attributable to properties under development which necessarily take a substantial period of time to get ready sale. Any expected loss on real estate projects is recognized as an expense when it is certain that the total cost will exceed the total revenue.

Building materials and consumables are valued at cost. Cost of building materials and consumables comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

9. Unbilled receivables

Unbilled receivables represents revenue recognized based on Percentage of completion method, over and above the amount due as per the payment plans agreed with the method, over and above the amount due as per the payment plans agreed with the customers. Advances received in excess of revenue recognized are shown as advances.

10. Foreign currency transactions

10.1 Initial recognition

Foreign currency transactions 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.

10.2 Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

10.3 Exchange differences

Exchange differences arising on the settlement of monetary items or on the reporting of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expense in the year in which they arise.

11. Revenue recognition

- i On property and infrastructure development projects
 - a) Recognized on the 'Percentage of Completion Method' of accounting. Revenue Comprises the aggregate amount of sale price in terms of the agreements entered into and is recognized on the basis of percentage of actual costs incurred thereon, including proportionate land cost and total estimated cost of the projects under execution, subject to such actual costs being 30 percent or more of the total estimated cost.
 - b) Where aggregate of the payment received provide insufficient evidence of buyers commitment to make the complete payment, revenue is recognized only to the extent of realization.
 - c) The estimates of the saleable areas and costs are reviewed periodically by the management and any effect of changes in estimates is recognized in the period such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.
- ii On construction contracts (undertaken as contractors)
The Company follows percentage completion method for accounting of construction contracts undertaken
- iii Price escalation is carried out in the year of settlement of claims/bills.
- iv Interest on deployment of funds is recognized using the time-proportion method, based on interest rates implicit in the transaction.
- vi Property management services are recognized on rendering services and billing thereof.
- vii Dividend income is accounted when the right to receive dividend is established.
- viii Revenue from lease rentals and related income:
Rental income from leases with scheduled rent increases, incentives, and other rent adjustments is recognized on a straight-line basis over the respective lease term. Amounts recognized as income in the current year and expected to be received in later years is disclosed as "Accrued rental income". Amounts received in the current year but recognized as income in future years, are disclosed as "Unearned rental income". Recognition of rental income is commenced from the date determined based on terms of lease agreements
Tenant recoveries related to maintenance and other charges are recognized on an accrual basis in accordance with the terms of the lease agreement with the tenant and those related to reimbursement of utilities, repairs and maintenance, and other operating expenses are recognized as revenue in the period the applicable expenses are incurred.

12. Revenue receipts on joint venture contracts

In work sharing joint venture agreements revenues, expenses, assets and liabilities are accounted in the Company's books to the extent work is executed by the Company.

13. Income tax

- i. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax act, 1961.
- ii. Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.
- iii. Deferred tax is recognized on timing differences being the differences between Taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

14. Employee benefits

Defined contribution plans

The Group makes specified monthly contribution towards employee provident fund to Government administered provident fund scheme, which is a defined contribution scheme. The Company's contribution is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefits plan

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. Gratuity is a non-funded liability. The liability recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognized in the statement of profit and loss.

The Group provides for Compensated absences, Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected 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 and losses are immediately taken to the Statement of Profit and Loss

15. Earnings Per Share (EPS)

In arriving at the EPS, the Group's net profit after tax, computed in terms of the GAAP, is divided by the weighted average number of equity shares outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity shares that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The date/s of issue of such potential shares determine the amount of the weighted average number potential equity shares.

16. Prior period items

Prior period items are included in the respective heads of account and material items are disclosed by way of notes to accounts.

17. Provisions and contingent liabilities

The Group creates a provision when there is a present obligation as a result of past event that probably requires an out flow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingency liability as made when there is a possible obligation or a present obligation that may, but probability will not, require an out flow of resources. Where there is possible obligation or a present obligation in respect of which the likely hood of outflow of resources is remote, no provision or disclosure is made.

Provision for onerous contracts, i.e., contracts where the expected unavoidable costs of meeting the obligation under the contract exceeds the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on reliable estimate of such obligation.

18. Operating leases

Operating lease payments are recognized as an expense in the profit and loss account on the basis of lease agreement.

19. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

20. Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information. Cash and cash equivalents in the cash flow statement comprise cash in hand and balance in bank in current accounts, deposit accounts and in margin money deposits.

21. Segment reporting

Identification of segments: The Company's operating businesses are organized and managed separately according to the nature of services provided with each segment representing a strategic business unit that offers different products and services. The analysis of geographical segments is based on the areas in which the Company operates.

Inter segment transfers: The Company generally accounts for inter-segment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs: Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items: Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment policies: The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

22. Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilizing the credits.

23. Barter transitions

Barter transactions are recognised at the fair value of consideration receivable or payable. When the fair value of the transactions cannot be measured reliably, the revenue/expense is measured at the fair value of the goods/services provided/received adjusted by the amount of cash or cash equivalent transferred.

B. Additional Notes

1. Contingent liabilities and Commitments

Contingent Liabilities:

- (i) Claims against the Company not acknowledged as debts include demands raised by Commercial Taxes Department towards VAT for the years 2008-09, 2009-10 and 2010-11 aggregating to Rs.127,493,962 (Previous year Rs.127,493,962). No provision has been made in the accounts for these demands as the Company expects a favorable decision in High Court.
- (ii) Bank Guarantees on account of contractors not provided for Rs.210,981,600 (previous year Rs.1,657,95,000).
- (iii) As stipulated in the development agreement entered with the APHB, the scheduled completion date of all the projects undertaken by the Company was 30 July 2009. However, on account of delays in receipt of approvals from statutory authorities, the Company made an application for extension of project completion date. The APHB has agreed to extend the time of completion of the projects, subject to a condition that the Company enters into a supplementary development agreement, which includes a condition of recalculating the fair value of the land consideration and charging interest on revenue sharing with the APHB due to delays in execution of the project. During the year ended 31 March 2015, the APHB vide its letter date 25 October 2014, rejected the Company's request for waiver and other concessions. The management referred the matter once again to the APHB and is confident of obtaining necessary approvals. Accordingly, pending final outcome of the matter, no adjustments have been considered necessary in the accompanying financial statements.
- (iv) Payment of interest on CCDs is contingent upon achieving the positive cash flows for all the projects undertaken by the Company since its inception.

Commitments:

- (i) The Company enters into construction contracts with its service providers. The final amounts payable under such contracts will be based on actual measurements and negotiated rates, which are determinable as and when the work under the said contracts are completed. Estimated amount of contracts (net of advances) remaining to be executed on account of balance construction work not provided for Rs.322,774,034 (31 March 2014: Rs.64,249,798).
- (ii) Estimated amount of contracts (net of advances) remaining to be executed on capital account not provided for Rs.16,910,476 (31 March 2014: Rs.Nil).
- (iii) Refer note 2 below for commitments under lease contracts

2. Operating leases as a lessee

a) As a lessee

The Company has entered into non-cancellable operating lease agreements with lessors for lease of premises, with remaining lease terms of 1 to 4 years. Further, the Company may have an option for renewal and rent escalation.

Future minimum rentals payable under non-cancellable operating leases are as follows:

	As at 31 March	
	2015	2014
Not later than one year	31,794,293	39,214,018
Later than one year and not later than five years	18,586,319	50,380,612
Later than five years	-	-

b) As a lessor: The Company gives premises along with plant and machinery, furniture and fixtures to tenants on operating lease. The non-cancellable leases have remaining terms of 1 to 4 years. Further, the lessee may have an option for renewal and rent escalation.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

	As at 31 March	
	2015	2014
Not later than one year	144,997,313	138,280,616
Later than one year and not later than five years	197,776,485	342,773,799
Later than five years	-	-

c) Disclosures in respect of assets leased by the Company

	As at 31 March	
	2015	2014
Gross carrying amount:		
Land	444,625,000	344,625,000
Buildings	1,095,845,101	699,691,942
Plant and machinery	289,572,634	168,135,459
Electrical equipment	67,262,386	44,744,646
Furniture and fixtures	35,214,690	22,491,290
Accumulated depreciation:		
Land	-	-
Buildings	15,966,263	3,738,080
Plant and machinery	15,784,774	3,593,032
Electrical equipment	6,055,658	1,434,280
Furniture and fixtures	3,848,877	901,192

3. Payments to Auditors

	As at 31 March	
	2015	2014
As Auditor	10,20,000	12,00,000
For taxation matters	50,000	50,000
For other services	30,000	30,000
Out pocket expenses	1,39,815	25,550
	12,39,815	13,05,550

4. Micro, small and medium enterprises

The identification of Micro, Small and Medium Enterprise suppliers as defined under the Provisions of "The Micro, Small and Medium Enterprises Development Act, 2006" is based on Management's knowledge of their status.

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year and previous year is nil.

5. Emphasis of matter

In the case of subsidiary, Manjeera Retail Holdings Private Limited, as stipulated in the development agreement entered with Andhra Pradesh Housing Board ("the APHB"), the original completion date of the projects was 30 July 2009. However, on account of delay in receipt of approvals from statutory authorities the company made an application for extension of project completion

date. The APHB agreed to extend the time of completion of the two projects to 23 November 2013 and 23 November 2014 respectively on a condition that the company enters into a supplementary development agreement, which includes a condition of charging interest on revenue sharing with APHB due to delays in execution of the project. The company is in process of negotiating the terms of the supplementary development agreement with APHB. The Management believes that these delays are temporary in nature and the necessary approvals will be obtained from the APHB in near future. Pending the final outcome, the possible consequential adjustment / proceedings, if any, arising out of the pending matter cannot be presently determined.

6. Scheme of Arrangement:

The Board of Directors of the Company at their meeting held on 12 June 2013 have approved a Scheme of Arrangement under Section 391 to 394 of the erstwhile Companies Act, 1956, pursuant to which the Manjeera Trinity Mall, one of the projects of the Company is proposed to be vested into MTM Estates and Properties Private Limited, a fellow subsidiary of the Company with the Appointed date as 1 April 2013. Pursuant to the Scheme of Arrangement, the paid-up share capital of the Company will be restructured from 88,235,294 equity shares of Rs.10 each fully paid-up to 51,469,880 equity shares of Rs.10 each fully paid-up. Remaining share capital will be treated as cancelled and the resultant reduction for each shareholder shall be in proportion to the existing shareholding pattern. The Scheme of Arrangement has been filed with the Honorable High Court of Andhra Pradesh and the Court has waived-off convening meetings of Shareholders and unsecured creditors vide its letter dated 3 January 2014. The Company is in the process of obtaining the approvals from its secured creditors. The disclosures required under Accounting Standard AS-24 'Discontinuing Operations' are as follows:

- a. Carrying amounts, as of the balance sheet date, of the total assets to be disposed of and the total liabilities to be settled:

	As at 31 March	
	2015	2014
Total assets	2,071,425,484	2,147,270,488
Total liabilities	1,304,536,727	1,503,667,348
Net assets	766,888,757	643,603,140

- b. The amounts of revenue and expenses in respect of the ordinary activities attributable to the discontinuing operation during the year ended 31 March 2015 are as follows:

	For the year ended 31 March	
	2015	2014
Revenues		
Revenue from operations	352,997,854	250,555,551
Other income	-	34,270
Total revenues	352,997,854	250,589,821
Expenses		
Cost of inventories sold	23,386,054	122,525,039
Operating expenses	39,592,042	23,723,143
Employee benefits expense	7,907,037	3,367,740
Finance costs	160,964,535	29,923,143
Depreciation expense	19,276,932	22,395,083
Other expenses	12,652,524	8,899,555
Prior period items	(12,044,913)	-
Total expenses	351,734,211	210,833,703
Profit before tax	1,263,643	39,756,118

7. Prior period items, net

	For the year ended 31 March	
	2015	2014
Interest expense (refer note below)	193,764,748	-
	193,764,748	-

8. Value of imports calculated on CIF basis

	For the year ended 31 March	
	2015	2014
Capital goods	7,477,480	80,336,675

9. Employee benefit

A. Defined Benefit Plan

The employees' gratuity is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for Compensated Absences is recognised in the same manner as gratuity.

i) Change in defined Benefit Obligation

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Defined Benefit obligation at beginning of the year	2,380,875	2,318,351	623,464	-
Current Service Cost	907,656	815,992	982,623	768,019
Interest Cost	206,525	179,074	49,228	-
Actuarial (gain) / loss	(695,990)	(739,361)	(366,710)	(83,325)
Benefits paid	(172,292)	(193,181)	(152,972)	(61,230)
Defined Benefit obligation at year end	2,626,774	2,380,875	1,135,633	623,464

ii) Fair value of Plan Assets

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Fair value of Plan assets at beginning of the year	-	-	-	-
Expected return on plan assets	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Employer contribution	172,292	193,181	152,972	61,230
Benefits paid	(172,292)	(193,181)	(152,972)	(61,230)
Fair value of Plan assets at year end	-	-	-	-
Actual Return on plan assets	-	-	-	-

iii) Amount recognized in the Balance Sheet

	Gratuity (Unfunded) As at 31st March		Compensate Absences (Unfunded) As at 31st March	
	2015	2014	2015	2014
Fair value of Plan assets	-	-	-	-
Present value of obligation	2,626,774	2,380,875	1,135,633	1,207,620
Amount recognised in Balance Sheet	2,626,774	2,380,875	1,135,633	1,207,620

iv) Expenses recognised in statement of profit and loss account

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2015	2014	2015	2014
Current Service Cost	907,656	815,992	982,623	768,019
Interest Cost	206,525	179,074	49,228	-
Expected return on Plan assets	-	-	-	-
Actuarial (gain) / loss	(695,990)	(739,361)	(366,710)	(83,325)
Other Transfer	-	-	-	-
Net Cost	418,191	255,705	665,141	684,694

v) Principal Actuarial assumptions

	Gratuity (Unfunded)		Compensated Absences (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Mortality Table	2006-08	2006-08	2006-08	2006-08
	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)
Discount rate (per annum)	7.77%	9%	7.77%	9%
Expected rate of return on plan assets (per annum)	5%	5%	5%	5%
Rate of escalation in salary (per annum)	5%	5%	5%	5%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

vi) Amounts recognised in current year and previous four years

Particular	As at 31st March			
	2015	2014	2013	2012
Gratuity	2,626,774	2,380,875	1,639,463	1,317,000
Defined benefit obligation	2,626,774	2,380,875	1,639,463	1,317,000
Fair value of plan assets	-	-	-	-
Surplus / Deficit in the plan	2,626,774	2,380,875	1,639,463	1,317,000
Actuarial (gain) / loss on plan obligation	(695,990)	(739,361)	(239,169)	(15,089)

viii) The expected contributions for Defined Benefit Plan for the next financial year will be in line with the current year.

Notes:

1. The discount rate is based on the prevailing market yield of Indian Government Securities as at the balance sheet date for the estimated term of obligations.
2. The expected return is based on the expectation of the average long term rate of return on investments of the fund during the estimated term of the obligations.

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

B. Deferred contribution plan:

The Company makes Provident Fund and Employee State Insurance contributions which are defined contribution plans for qualifying employees. The Company has recognised Rs.1,123,694 (Previous year Rs.1,958,282 for Provident Fund contributions and Rs.265,824 (Previous year Rs.226,867) for Employee State Insurance in the Statement of Profit and Loss.

10. Segment reporting

A. In respect of parent Company, Manjeera Construction Limited.

The Company's operations fall within a single business segment construction and related activities and single geographical segment and therefore segment information as required under AS – 17 is not applicable

B. In respect of subsidiary, Manjeera Retail Holdings Private Limited.

Business segments:

The Company has disclosed business segment as the primary segment for reporting. Segments have been identified taking into account the nature of activities of the Company, the differing risks and returns, the organization structure and internal reporting system.

The Company's operations predominantly relate to "Development and sale of residential, retail and commercial space" and "Leasing and maintenance of commercial space".

Business segment disclosures for the year ended 31 March 2015

Particulars	Development and sale of residential, retail and commercial space	Leasing and maintenance of commercial space	Eliminations	Total
External sales	173,414,241	316,350,767	-	489,765,008
Internal sales	-	-	-	-
Segment revenue	173,414,241	316,350,767	-	489,765,008
Segment result	(56,928,406)	149,574,756	-	92,646,350
Other income				3,157,147
Interest expense				(206,734,598)
Un-allocable expenditure				(81,355,058)
Prior period items, net				193,764,748
Profit before tax				1,478,589
Tax benefit				(5,493,221)
Profit after tax				(4,014,632)
Other information				
Segment assets	3,707,023,824	1,927,703,523	-	5,634,727,347
Un-allocable assets				135,409,801
Total assets				5,770,137,148
Segment liabilities	757,390,917	289,216,217	-	1,046,607,134
Un-allocable liabilities				3,741,623,345
Total liabilities				4,788,230,479
Capital expenditure	-	777,938,700	-	777,938,700
Depreciation expense	1,110,801	19,276,932	-	20,387,733
Non-cash expenses other than depreciation	-	1,123,000	-	1,123,600

11. Related party disclosures

	Name of the entity	Nature of Relationship
1	Manjeera Retail Holdings Private Limited	Subsidiary
2	MTM Estate Properities Private Limited.	Subsidiary
3	GM Infra Ventures Private Limited	Associate
4	G.Yoganand – Managing Director	KMP and Relatives of such personnel
5	K.Krishna Murty – Director	KMP and Relatives of such personnel
6	DLS Sreshti – Independent Director	KMP and Relatives of such personnel
7	G.Vivekanand - Director	KMP and Relatives of such personnel
8	G.Padmaja - Director	KMP and Relatives of such personnel
9	Mark S.Leonand – Director	KMP and Relatives of such personnel
10	D Kiran Kumar – Whole time Director	KMP and Relatives of such personnel
11	Manjeera Estates Private Limited	Entity under significant influence of KMP
12	Manjeera Hotels & Resorts Private limited	Entity under significant influence of KMP
13	Gajjala Investments & Holdings Private Limited	Entity under significant influence of KMP
14	Aashraya Hotels And Estates Private Limited	Entity under significant influence of KMP
15	MTM Estates And Properties Private Limited	Entity under significant influence of KMP
16	Manjeera Projects	Entity under significant influence of KMP

Transactions	Fellow Subsidiary	Associate Company	Entity Under Significant Influence
(A) Transaction during the year			
a) Revenue from operations			
Manjeera Projects	-	-	1,229,385
	-	-	(21,086,430)
b) Other Income			
GM Infra Ventures Private Limited	-	-	-
	-	(1,031,516)	-
Manjeera Hotels & Resorts Private limited			-
			(645,785)
c) Other Expenses			
G.Yoganand (Remuneration)	-	-	1,800,000
	-	-	(1,800,000)
G.Vivek (Remuneration)	-	-	642,600
	-	-	(1,800,000)
D.Kiran Kumar (Remuneration)	-	-	3,075,000
	-	-	(500,000)
Manjeera Hotels & Resorts Private limited	-	-	96,161,923
	-	-	(132,345,220)
TC6L	-	-	-
	-	-	(51,470,580)
d) Reimbursement of Expenses (Received)			
GM Infra Ventures Private Limited	-	960,000	-
	-	(640,000)	-
e) Loan received			
Manjeera Hotels & Resorts Private limited	-	-	28,031,850
	-	-	(120,546,505)
f) Loan given			
GM Infra Ventures Private Limited	-	61,271,345	-
	-	(50,000,000)	-
(ii) Balances for the period ended			
a) Loan and Advance			
Manjeera Estates Private Limited	-	-	21,649,760
	-	-	-
GM Infra Ventures Private Limited	-	4,829,724	-
	-	(66,101,069)	-

Transactions	Fellow Subsidiary	Associate Company	Entity Under Significant Influence
b) Trade payable			
G.Yoganand	-	-	313,874
	-	-	(1,235,994)
c) Trade Receivable			
Manjeera Projects	-	-	231,890,264
	-	-	(189,115,979)
D.Kiran Kumar	-	-	-
	-	-	2,800,000
d) Other Current Liabilities			
Aashraya Hotels And Estates Private Limited	-	-	170,643
	-	-	(164,081)
TC6L	-	-	367,647,000
	-	-	(971,588,216)
Manjeera Hotels & Resorts Private limited	-	-	419,983,295
	-	-	(654,659,447)
e) Short-Term Loans & Advances			
Manjeera Hotels & Resorts Private limited	-	-	1,088,851
	-	-	(1,638,167)

12. Disclosure as per Clause 32 of the Listing Agreement with the stock exchange

Loans and advances in the nature of loan given		
GM Infra ventures private Limited – Associate	4,829,724	66,101,069
Manjeera Hotels & Resorts Private Limited – Associates	419,983,295	654,659,447

13. Earnings per share (Equity share)

Earnings per share computed as under	For the year ended March 31, 2014	For the year ended March 31, 2013
Profit for the year (in Rupees)	437.27	628.80
Weighted average number of shares outstanding for basic earnings per share (No's)	12508418	12508418
Weighted average number of shares considered for diluted earnings per share (No's)	12508418	12508418
Earnings per share on Profit of the year (Face Value Rs.10 per Share)		
- Basic (in Rs.)	3.50	5.03
- Diluted (in Rs.)	3.50	5.03

14. Details of contract revenue and costs

	For the year	
	2014-15	2013-14
i. Contract revenue recognized during the year	72,803,625	368,435,128
ii. Aggregate of contract costs incurred	61,398,648	343,549,974
iii. Advances received for contract in progress	9,789,615	7,035,054
iv. Retention money from customers for contract work	13,682,037	14,422,151
v. Gross amount due from customers for contract work	140,364	1,680,256
vi. Gross amount due to customers for contract work	Nil	Nil

15. Depreciation for the year is provided as per Schedule II of the Companies Act, 2013 (the Act). Accordingly Rs.1,027,115 being the remaining carrying amount of the assets whose remaining life in NIL are recognized in the opening balance of retained earnings and Rs.3,694,358 is charged to revenue as depreciation for the year. Hence, depreciation for the year is not directly comparable with previous year.

16. Change in accounting policy and estimate

During the year ended 31 March 2015, the Company has revised its accounting policy of providing depreciation on fixed assets from written down value method to straight line method. Had the Company continued to use the earlier policy of providing depreciation, the charge to the Statement of Profit and Loss for the year ended 31 March 2015 would have been higher by Rs.2,847,204 and the net block of fixed assets as at 31 March 2015 would correspondingly have been lower by Rs.2,847,204. Further, in accordance with the requirements of Schedule II to the Companies Act, 2013, the Company has re-assessed the useful lives and residual value of the fixed assets. Had the Company continued to use the earlier estimate of useful lives, the charge to the Statement of Profit and Loss for the current year would have been higher by Rs.43,332,317 and the net block of fixed assets would correspondingly have been lower by Rs.43,332,317

17. Expenditure during construction period pending capitalization

	As at 31 March	
	2015	2014
Opening balance	386,365,042	-
Addition during the year		
Salaries and wages	5,609,665	24,379,823
Interest expense	(107,403,000)	617,006,883
Legal and professional charges	1,899,354	72,341,392
Rates and taxes	2,369,811	47,259,420
Insurance	336,960	2,446,092
Revenue share	-	8,407,068
Manpower charges	319,408	8,521,892
Miscellaneous expenditure	-	10,800
	289,497,240	780,373,370
Less: Capitalization during the year	289,497,240	394,008,328
Closing balance	-	386,365,042

18. Previous Year Comparatives

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

Cost of inventories sold transferred to statement of profit and loss based on area sold by the subsidiary company. Cost of inventories sold includes:

In terms of our report attached
For A.K.Sabat & Co.
Chartered Accountants
(Firm Registration No.321012E)

D. Vijaya Kumar
Partner
Membership No.051961

Hyderabad, Dated: 30-05-2015

For and on behalf of the Board of directors

G. Yoganand
Managing Director

R. Venkata Rao
Chief Financial Officer

K. Krishna Murthy
Director

A. Yamini Krishna
Company Secretary

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**MANJEERA**
Life Elevated

CIN : L45200AP1987PLC007228
 Name of the company : Manjeera Constructions Limited
 Registered office : #304, Aditya Trade Centre, Ameerpet, Hyderabad – 500038, Telangana, India.

Name of the member(s): _____
 Registered Address: _____
 E-mail Id: _____
 Folio No./Client Id: _____ DP ID: _____

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
 Address: _____
 Email Id: _____
 Signature: _____ or failing him/her

1. Name: _____
 Address: _____
 Email Id: _____
 Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Wednesday 30th day of September, 2015 at 9:30 P.M. at Hotel Aditya Park, Ameerpet, Hyderabad- 500038 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Approval of financial statements for the year ended 31.03.2015.	4. Borrowing powers of the Board
2. Appointment of Statutory Auditors and fixation of their remuneration.	5. Creation of charge on the assets of the Company
3. Re-appointment of Director, Mr. G Yoganand who retires by rotation.	6. Appointment of Mr. G. Vivekanand as additional director of the Company

Signed this _____ day of _____ 2015

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note: 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.

**MANJEERA**
Life Elevated**Manjeera Constructions Limited**

L45200AP1987PLC007228

Registered Office: #304, Aditya Trade Centre, Ameerpet, Hyderabad – 500038

ATTENDANCE SLIP

Please complete the attendance slip and hand it over at the entrance of the meeting hall.

Folio No: _____ DP ID*: _____
 No. of shares held: _____ Client ID*: _____

Full Name & Address of Shareholders/Proxy (in block letter):

Address: _____

I hereby record my presence at the 28th Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2015 at 9.30 a.m. at Hotel Aditya Park, Ameerpet, Hyderabad- 500038

Signature of Shareholders/Proxy: _____

Note: * Applicable for investors holding shares in electronic form. # Please read the instructions printed in the Notice dated 12.08.2015 of the Annual General Meeting of the Company.





MANJEERA

Life Elevated

BOOK-POST



MANJEERA
Life Elevated

Manjeera Constructions Ltd.

An ISO 9001:2000 Company

CIN : L45200AP1987PLC007228

304, Aditya Trade Centre

Aditya Enclave Road, Ameerpet

Hyderabad – 500038, AP India.

Ph: +91-40-66176617, 44174417

Fax: +91-40-23733763

www.manjeera.com