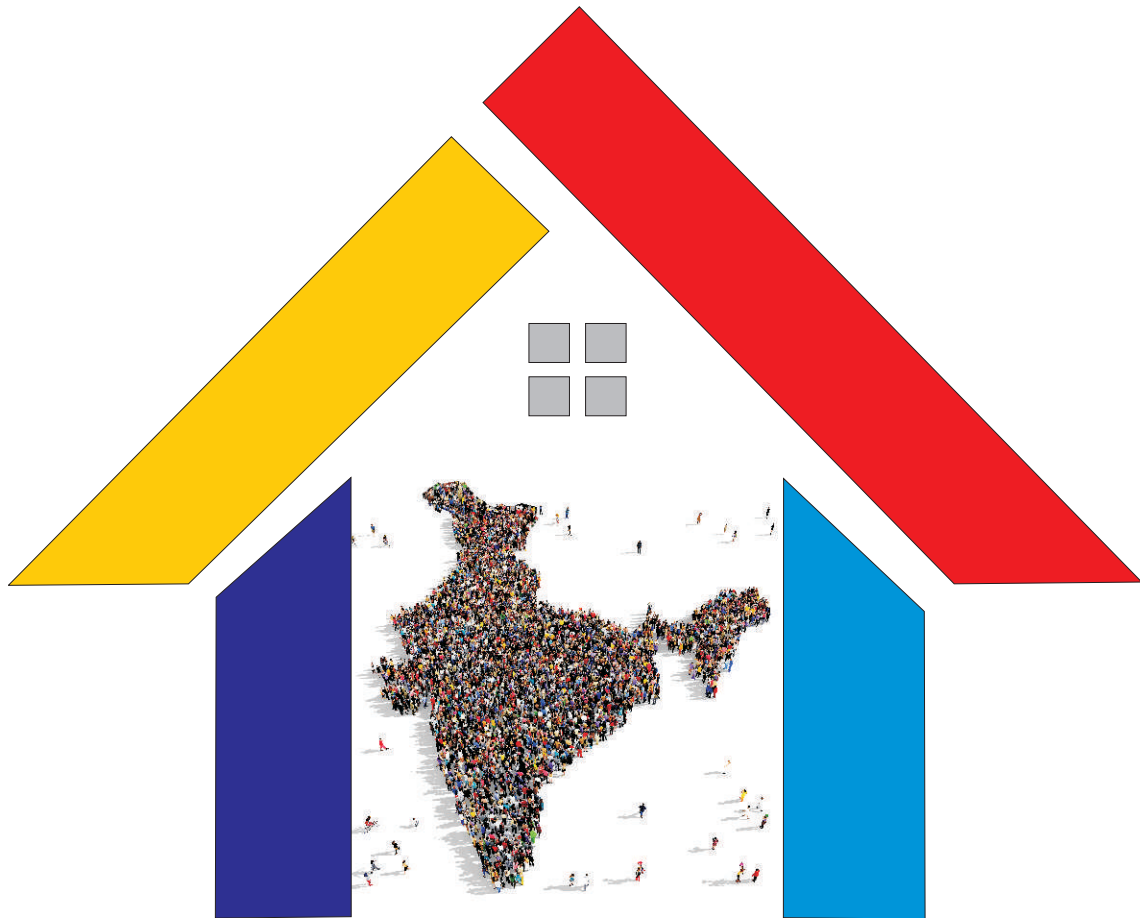




RDB Realty & Infrastructure Limited



HOUSING FOR ALL

Annual Report 2016-2017

CORPORATE INFORMATION

Board of Directors

Chairman & Managing Director

Mr. Sunder Lal Dugar

Whole-Time Director

Mr. Pradeep Kumar Pugalia

Non-Executive & Independent Directors

Mr. Ravi Prakash Pincha

Mr. Om Prakash Rathi

Mr. Mahendra Pratap Singh

Mr. Animesh Shiv Kumar Gupta (w.e.f. 08-07-16)

Non- Executive Director

Mrs. Kusum Devi Dugar

Chief Financial Officer

Mr. Anil Kumar Apat

Company Secretary & Compliance Officer

Mrs. Madhuri Gulgulia

Auditors

M/s. S.M. Daga & Co.

Chartered Accountants

11, Clive Row, Kolkata- 700 001

Registrar & Share Transfer Agent

M/s Niche Technologies Private Limited

D-511, Bagree Market, 71, B.R.B. Basu Road,

5th Floor, Kolkata – 700 001

Phone No. 033-2234-3576, 2235-7270, 2235-7271

Fax No. 033-2215-6823,

e-mail: nichetechpl@nichetechpl.com

Registered Office

8/1, Lalbazar Street, Bikaner Building,

1st Floor, Room No.10, Kolkata-700001

Ph No. 033 4450 0500

secretarial@rdbindia.com

www.rdbindia.com

CIN: L16003WB2006PLC110039

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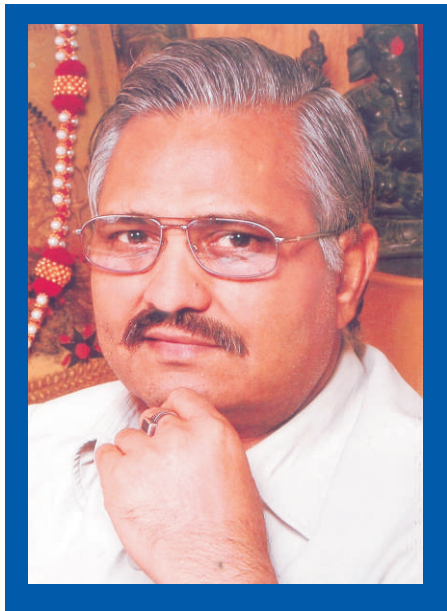
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CHAIRMAN MESSAGE



It is my pleasure to interact with all my shareholders to give an overview of the Company's performance for Financial Year 2016-17. It was another challenging year for your company, which has been moving ahead with its forward-looking vision, aims to achieve its various targets and focus on strengthening the Balance Sheet.

It is our diversified segmental presence which adds to our sustainable performance. We continue to venture into new projects targeting middle and low income audience. This ensures low inventory and increased revenue, resulting in efficient working capital base. Further, our continued presence in government projects provides the necessary shield against industry slow down and enhances our goodwill, which we expect to leverage in our projects.

The Company has posted a net profit of Rs. 76.54 Lakhs for the year ended 2016-17 in comparison to last year's net profit of Rs. 60.79 Lakhs. Further, towards its Corporate Social Responsibility,

the Company has made its contribution for development and promotion of education and animal welfare. We are expecting to come with more projects in near future.

Sunder Lal Dugar

Chairman & Managing Director

COMPANY OVERVIEW

RDB GROUP entered the real estate construction business in 1991, having experience of more than two decades, making it a trusted developer. The Company is promoted by Sri Sunder Lal Dugar, Chairman & Managing Director

Currently it's a name synonym with affordable residential and commercial construction projects. Headquartered in Kolkata, RDB Realty & Infrastructure Limited developed a profit-centre approach for its pan-India presence in New Delhi, Mumbai, Jaipur, Jodhpur, Bikaner, Surat, Chennai, Guwahati, Kharagpur, Haldia and Burdwan, allowing each project to be managed profitably. Apart from tangible revenues from Government contracts, the value-addition the Company receives is beyond measure. This significantly contributes to the Company's Goodwill.

The Company is one of the few real estate companies to be accredited with the ISO 9001:2008 certification and is a prominent member of CREDAI Bengal.

Showcase Projects



Regent Lake View, Andul, West Bengal



Regent Paradise, Guwahati



Regent Dewa Nawa, Andul, West Bengal



Valario, Jodhpur, Rajasthan



Regent Orchid, Jogeswari East, Mumbai, Maharashtra



Regent Heights, Jogeswari East, Mumbai, Maharashtra



Regent Sea View, Santacruz West, Mumbai, Maharashtra



Regent Jaya, Sodepur, West Bengal



Unique City, Jaipur, Rajasthan



Regent Crown, Burdwan, West Bengal



Regent Knowledge Centre Surat, Gujarat



Regent City Shopper, Howrah, West Bengal

Showcase Projects



Regent Heritage Mall, Jhapatapur, Kharagpur



Regent Textile Market, Surat, Gujarat



Regent Centre, Burdwan, West Bengal



Regent Kishori, Andul, Howrah



Regent Darshan View, Mumbai



Regent Hema Niwas, Mumbai



Regent Square, Surat, Gujarat



Regent Arcade, Surat, Gujarat



Regent Millenium Tower, Haldia, West Bengal



Regent Parkwood Estate, Mankundu, W.B.



Regent New Town Square, Kolkata West Bengal

Government Showcase Projects

Indian Institute of Chemical Biology (IICB)

at Salt Lake

Construction and Development
of New Campus



All India Institute of Medical Science (AIIMS)

at Patna

Construction of residential Complex

Director General Married Accommodation Project (DG-MAP)

Fort William, Kolkata

Construction of residential Complex



All India Institute of Medical Science (AIIMS)

at Patna

Construction of residential Complex

All India Institute of Medical Science (AIIMS)

at New Delhi

Construction of residential Complex





RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001

Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com

Website: www.rdbindia.com CIN: L16003WB2006PLC110039

NOTICE

Notice is hereby given that the 11th Annual General Meeting of the members of M/s RDB Realty & Infrastructure Limited will be held on Wednesday, the 6th day of September, 2017 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Annual Audited Financial Statements (including Annual Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sunder Lal Dugar (DIN: 00007638) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

RESOLVED THAT pursuant to provision of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as amended from time to time, and the recommendations of the Audit Committee and the Board of Directors the consent of the Company be and hereby accorded for ratification of the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Firm Registration No. 303119E) as the Statutory Auditors for the financial year 2017-18, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit."

By order of the Board
For **RDB REALTY & INFRASTRUCTURE LIMITED**

Place: Kolkata
Date: 27th May, 2017

Madhuri Gulgulia
Company Secretary & Compliance Officer

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. **The instrument of Proxy, in order to be effective must be duly completed and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy form is enclosed herewith.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The business set out in the Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
4. Corporate Members intending to send their authorized representatives to attend the meetings are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

NOTICE

5. Members seeking any information or clarification on accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management for keeping the required information available at the meeting.
6. The details of Directors seeking re-appointment in terms of Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 31st August 2017 to Wednesday 6th September, 2017 (both days inclusive).
9. The Company has transferred to the Investor Education & Protection Fund as per section 124 of the Companies Act, 2013 all unclaimed/unpaid dividends for more than seven years in respect of the Financial Year 2008-09. Members who have not yet encashed their dividend warrant(s) for the Financial Years ended 31 March, 2010 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unclaimed, are requested to write to the Company Secretary & Compliance Officer at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify change if any, in their present residential address or bank mandates under their signatures immediately to the Company / RTA, quoting their folio number.
11. Members/ Proxies/ authorized representatives should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Proxy/ Authorized Representative of a member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID no. for easy identification of attendance at the meeting.
12. Non-Resident Indian Members are requested to inform the RTA immediately of :
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, and address of the Bank with pin code number.
13. The Company has designated an exclusive e-mail ID investors@rdbindia.com which would enable the members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
14. Members who hold shares in the physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
15. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
16. No Compliment or gift of any nature will be distributed at the Annual General Meeting.
17. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including the Annual Report which can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavor towards paperless communication, the Company requests the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited at rdbrealty@nichetechpl.com mentioning their Name and Folio No. The members can also register their e-mail address with the Company by sending an email at investors@rdbindia.com mentioning their Name and Folio No.

NOTICE

- 18.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant for various securities market transactions. Members holding shares in electronic form are, therefore, requested to submit their 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 for registration of transmission/transposition, deletion of name etc.
- 19.** Electronic copy of the Annual Report for 2016-17 and Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 11th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 11th Annual General Meeting and Annual Report for 2016-17 will also be available on Company's website at www.rdbindia.com for their download.

20. Voting through Electronic means:

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 3rd September, 2017 (9:00 am) and ends on 5th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :
- (i) Open email and open PDF file viz; "RDBRIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of RDB Realty & Infrastructure Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

NOTICE

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (I) Initial password is provided as Annexure enclosed herewith with this AGM Notice:
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th August, 2017.
 - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rdbreality@nichetechpl.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - VIII. Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rdbindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.
22. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 21st July, 2017.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 30th August, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.

NOTICE

25. The Results of voting shall be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company and the same shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.

26. The scrutinizer's decision on the validity of e-voting will be final.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated herein below:

Details of Director Seeking Appointment/Re-Appointment at 11th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange

Name of Director	Sri Sunder Lal Dugar (DIN: 00007638)
Date of Birth	20 th September, 1954
Relationship with other Director inter se	Husband to Smt Kusum Devi Dugar
Date of Appointment	23rd June, 2006
Expertise in specific functional area	Managerial and Leadership Qualities
Brief Profile	He has a working experience of more than 35 years. During this period he had promoted several residential/ commercial real estate projects and established the Company as reputed builders/ developers in Eastern India.
No. of equity shares held in the company	687900 [including 67200 shares as a Karta of Moti Lal Dugar (HUF)]
List of other companies in which Directorships held	1. RDB Knit Fabb Private Limited 2. Kolkata Institute of Science And Technology 3. RDB Builders Private Limited 4. RDB Jaipur Infrastructure Private Limited 5. SD Infrastructure & Real Estate Private Limited 6. Sky Height Enclave Private Limited
Committee positions held in RDB Realty & Infrastructure Limited	Nil
Committee positions held in other Companies	Nil
Chairmanship held in other Companies	1. Nil



DIRECTORS' REPORT

DIRECTOR'S REPORT

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure to present their 11th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL SUMMARY

A summary of Consolidated and Standalone financial results of the Company and its subsidiaries for the year ended 31st March, 2017 is given below:

Rs. In Lacs

Particulars	Consolidated		Standalone	
	2016-17	2015-16	2016-17	2015-16
Total Income	4,019.75	4,968.45	2,793.52	3,254.71
Less: Expenses	3,169.21	4,510.79	2,686.44	2,826.48
Profit before interest and depreciation	1,424.65	457.66	585.29	428.23
Less: a) Interest	506.51	376.82	419.94	277.31
b) Depreciation & Amortisation	67.60	88.14	58.27	62.66
Profit before taxation	850.54	(7.30)	107.07	88.26
Less:- Provisions for current tax and deferred tax	210.02	163.32	30.53	27.47
Profit After Tax	640.52	(170.62)	76.54	60.79
Add: Share of Profit/(Loss) in Associates	21.25	34.68	---	---
Less:- Minority Adjustment	34.51	(197.53)	---	---
Profit After Tax after minority adjustments	627.26	61.59	76.54	60.79
Add: Balance brought forward from last year	4,294.72	4,235.16	3,044.68	2,983.89
Balance available for appropriations	4,921.98	4,296.75	3,121.22	3,044.68
Less: Appropriations				
a) Provision for proposed dividend on equity shares	---	---	---	---
b) Provision for dividend tax	---	---	---	---
c) Dividend distribution tax for earlier years	---	---	---	---
Balance carried to the Balance Sheet	4,921.98	4,296.75	3,121.22	3,044.68

PERFORMANCE REVIEW

During the year under review, your Company has executed and handed over possession of Residential/ Commercial projects covering an area of around 84,834 square feet. Presently your Company has 9 on-going projects at various stages of planning and development. These include housing projects, integrated townships, shopping malls and commercial complexes.

During the period under review, your Company focused on improving productivity, reducing costs and utilized its cash flows most effectively.

The Company has posted a net profit of Rs 76.54 Lakhs for the year ended March 31, 2017 against net profit of Rs. 60.79 Lakhs in the previous year. Total Revenue stands at Rs. 2793.52 Lakhs for the year ended March 31, 2017 and Rs. 3254.71 Lakhs for the year ended March 31, 2016.

The consolidated net profit of the Company is Rs. 627.26 Lakhs for the year ended March 31, 2017 against net profit of Rs. 61.59 Lakhs in the previous year. Consolidated Revenue stands at Rs. 4019.75 Lakhs for the year ended March 31, 2017 and Rs. 4968.45 Lakhs for the year ended March 31, 2016.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2017.

DIVIDEND & RESERVES

In order to conserve existing resources of the Company, your directors do not recommend any dividend for the financial year 2016-17 and the Company does not propose to transfer any amount to its Reserves.

DIRECTOR'S REPORT

MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

There were no Material changes and commitments affecting the financial position of the Company between the end of the financial year (March 31, 2017) and date of the Report (June 6th, 2017).

SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

We along with our Subsidiaries are involved in Construction Activities and providing rental services.

As on March 31, 2017, we have ten Subsidiaries and one Associate. The Company has framed a Policy on Material Subsidiaries pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the same is placed on the Company's website and the web link for the same is http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary_2015.pdf

In accordance with the provisions of Listing Regulation, RDB Legend Infrastructure Private Limited no longer continues to be a subsidiary of RDB Realty & Infrastructure Limited w.e.f. June 30, 2016 pursuant to disinvestment of shares in the said Company.

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a Consolidated Financial Statement of the Company and all its subsidiary and associate companies, which is forming part of the Annual Report.

Annual Accounts of the subsidiary companies and the related detailed information will be made available to the shareholders of the Company upon receipt of written request from them and the Annual Accounts of the subsidiary companies will also be kept open for inspection by any shareholder of the Company at the registered office of the Company and that of the subsidiary companies concerned between 10.30 a.m. and 1.30 p.m. on any working day. Further as per section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries are available at our website at www.rdbindia.com

A report on performance and financial position of each of the subsidiaries & associates companies included in the consolidated financial statement is presented in a separate section in this Annual Report. Please refer (AOC-1) annexed to the financial statements in the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134(3) (c) and section 134(5) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

1. in the preparation of the annual accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed and there are no material departures from the same.
2. the Directors had 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 of the Company for the period;
3. the Directors had 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;
4. the Directors had prepared the annual accounts on a going concern basis; and
5. the internal financial controls to be followed by the Company were laid down and such internal financial controls were adequate and were operating effectively;
6. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS, KEY MANAGERIAL PERSONNEL

(a) STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (7) OF SECTION 149

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 read with the Rules made there under and Regulation 16 (1) (b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

(b) FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTORS

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc in compliance with Regulation 25 (7) of the SEBI Listing Regulations, 2015. The familiarization programs imparted to the Independent Directors during the year with details required as per Regulation 46 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is available on the Company's website under the web link: http://www.rdbindia.com/pdf/codes%20and%20policies/FAMILIARIZATION_PROGRAMME.pdf

(c) APPOINTMENT AND REAPPOINTMENTS

In accordance with the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Sri Sunder Lal Dugar retires at the ensuing Annual General Meeting (AGM) and being eligible offers himself for reappointment. Your Directors recommend his re-appointment. Sri Sunder Lal Dugar (DIN: 00007638) continues as the Managing Director on the Company's Board. Brief resumes of the Director being reappointed forms part of the notice of the ensuing Annual General Meeting.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

DIRECTOR'S REPORT

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board met eight times during the year on 30th May, 2016; 08th July, 2016; 11th August, 2016, 07th September, 2016, 14th November, 2016, 19th December, 2016, 11th February, 2017 and 03rd March, 2017. For details of the meetings of the board, kindly refer to the corporate governance report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 as well as the SEBI (LODR) Regulation, 2015.

AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition and terms of reference of the Share transfer cum Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

REMUNERATION POLICY OF THE COMPANY

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **ANNEXURE – 1** and forms part of this Report.

FORMAL ANNUAL EVALUATION

One of the vital functions of the Board is monitoring and reviewing the Board Evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the directors, in accordance with provisions of Section 134, Section 149 read with the Code of Independent Directors (Schedule-IV) and Section 178 of the Companies Act read with the Rules made thereunder and Regulation 19(4) read with part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In compliance with the requirements of the provisions of section 134, 149 and section 178 of the Companies Act, 2013 read with Rules framed there under and provisions of Schedule IV of the Act as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has carried out performance evaluation of individual Directors including the Chairman of the Board, on parameters such as level of engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders, etc. The performance of the Non Independent Directors and Board as a whole was also reviewed by the Independent Directors.

The Board of Directors, in its Meeting held on 11th February, 2017 undertook the annual evaluation of its own performance, Board committees and individual directors. The Directors expressed their satisfaction over the evaluation process and results thereof.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in accordance with section 134(3)(a) of the Companies Act, 2013, read with the Rules made there under in Form No. MGT – 9 forms part of the Board's Report and is annexed herewith as **ANNEXURE - 2**.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Audit Committee of the Board of directors actively reviews the adequacy and effectiveness of the internal control system and suggests improvements to strengthen the same. In the opinion of the Board, the existing internal control framework is adequate and commensurate to the size and nature of the business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. The Audit Committee oversees the risk management and mitigation which is reviewed by the Board periodically at its meetings. During the year, no major risks were noticed, which may threaten the existence of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186(11) of the Companies Act, 2013 loans made, guarantees given or securities provided by a company engaged in providing infrastructural facilities, specified in Schedule VI of Companies Act 2013, are exempted from disclosure in the Annual Report. Details of investments made under section 186 of the Companies Act, 2013 forms part of the Financial Statements.

DIRECTOR'S REPORT

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions, i.e., transactions exceeding ten percent of the annual turnover as per the last audited financial statements, entered into during the year. Accordingly, the disclosure required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to your Company.

Further, there are no materially significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The Policy on materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link: http://rdbindia.com/pdf/codes%20and%20policies/policy_on_related_party_transactions.pdf

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in ANNEXURE - 3 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company at the Weblink: http://rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as ANNEXURE - 4.

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under for prevention and redressal of complaints of sexual harassment at workplace. The Committee reports to the Audit Committee of the Board of Directors of your Company on the complaints received and action taken by it during the financial year. During the year, no complaint was lodged with the Internal Complaints Committee.

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Practice & Procedure and fair disclosure as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to Regulate trading in equity shares of the Company by the Directors and designated employees of the Company. The said Code of Conduct is available on the website of the Company at <http://www.rdbindia.com/codeofconduct.php>

VIGIL MECHANISM

The Company has formulated a Vigilance Mechanism/Whistle Blower Policy as per the provisions of the Companies Act 2013 and Listing Regulation to provide a mechanism for employees of the Company to approach the Vigilance Officer/ Chairman of the Audit Committee of the Company for safeguards against victimization of persons who use such mechanism. The Vigilance Officer places the report/ status of complaints received and resolved, if any to the members of Audit Committee. Further the aggrieved person can have direct access to the Chairman of Audit Committee. The policy is readily available on company's website at the Weblink: http://rdbindia.com/pdf/codes%20and%20policies/vigilance_mechanism_or_whistle_blower_policy.pdf

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Regulation with the Stock Exchange, is presented in separate section and forms part of this report.

CORPORATE GOVERNANCE

Your company has complied with the Corporate Governance Code prescribed by regulation 34 of the SEBI (LODR) Regulations, 2015 read with Schedule V of the said Regulation. A detailed report on Corporate Governance together with a certificate of compliance from the Statutory Auditors, as required by Regulation 17(7) of the Listing Regulation, forms a part of this Annual Report.

Your Company has taken adequate steps for strict compliance with the Corporate Governance guidelines, as amended from time to time.



DIRECTOR'S REPORT

CEO and CFO CERTIFICATION

The CEO/ CFO certificate on the financial statements of the Company as required under Regulation 17(8) of the Listing Regulation forms part of this Annual Report.

HUMAN RESOURCES

Your Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year.

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Your Company is committed to protect the health and safety of everyone involved in its operation, and the sustainability of the environment in which it operates. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of natural resources.

Your Company has complied with all the applicable laws. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

AUDITORS

M/s. S. M. Daga & Co., Chartered Accountants (Firm Registration No. 303119E) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 13th Annual General Meeting, subject to ratification by the members annually in the Annual General Meeting of the Company held on 5th of September, 2014. Accordingly, a resolution seeking member's ratification for the appointment of M/s. S. M. Daga & Co., Chartered Accountant, as Statutory Auditors of the Company is included in the Notice convening the thirteenth Annual General Meeting. In this regard, the Company has received a certificate from the auditors, confirming their eligibility to be reappointed as Auditors of the Company in terms of provisions of Section 141 of the Companies Act, 2013. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDITORS' OBSERVATION

The Auditors have submitted their Independent Auditor report for the financial year ended 31st March, 2017 and there are no reservations, qualifications or adverse remarks in the said report.

SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act 2013 the company had appointed M/s. MR & Associates, Company Secretaries, to conduct the secretarial audit of the Company for the financial year 2016-17. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor for the financial year 2016-17 is annexed to this report as **ANNEXURE - 5**.

The Company is pleased to inform that there was no qualification/reservation/adverse remark made by the Secretarial Auditor in its report.

PUBLIC DEPOSIT

The Company has not accepted Deposits falling within the meaning of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 sub-section (3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in the **ANNEXURE - 6** and forms part of this Report.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere gratitude to the shareholders, bankers, business associates, retailers, suppliers, customers, government and other regulatory agencies for their continued support and faith in the Company. Your Directors are also happy to place on record their appreciation for the whole-hearted co-operation, commitment and contribution made by all the employees and look forward to their continued support.

For and on behalf of the Board

Place: Kolkata

Date: 06th day of June, 2017

Sunder Lal Dugar
Chairman & Managing Director
DIN No-00007638

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVES OF THE COMMITTEE:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Director and the Board
- Devising a policy on Board diversity.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

EFFECTIVE DATE:

The following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 27th May, 2017. This policy shall be operational with immediate effect.

Definitions:

"Board"	:- Board means Board of Directors of the Company.
"Director"	:- Directors means Directors of the Company.
"Committee"	:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
"Company"	:- Company means RDB Realty & Infrastructure Limited .
"Independent Director"	:- As provided under Regulation 16(1)(b) of Securities And Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and/or under the Companies Act, 2013, 'Independent director' shall mean a non-executive director, other than a nominee director of the company:

- who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower during the two immediately preceding financial years or during the current financial year;
- who, neither himself nor any of his relatives —
 - holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - holds together with his relatives two per cent or more of the total voting power of the company; or
 - is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - is a material supplier, service provider or customer or a lessor or lessee of the company;

DIRECTOR'S REPORT

f. who is not less than 21 years of age.

Key Managerial Personnel Key Managerial Personnel (KMP) means-

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the Company Secretary;
- (iii) the Whole-Time Director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed under the applicable statutory provisions / regulations

Senior Management The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

APPLICABILITY

The Policy is applicable to

- Directors (Executive and Non Executive)
- Key Managerial Personnel
- Senior Management Personnel

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE

The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Om Prakash Rathi (Independent Director)
- ii. Mr. Mahendra Pratap Singh (Independent Director)
- iii. Mr. Ravi Prakash Pincha (Independent Director)

GENERAL APPOINTMENT CRITERIA

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Regulation or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

ADDITIONAL CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Regulation 16(1)(b) of Securities And Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

TERM / TENURE

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTOR AND THE BOARD

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. Executive Directors

The Executive Directors shall be evaluated on the basis of targets / criteria given to Executive Directors by the board from time to time

DIRECTOR'S REPORT

2. Non Executive Director

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a) act objectively and constructively while exercising their duties;
- b) exercise their responsibilities in a bona fide manner in the interest of the company;
- c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e) refrain from any action that would lead to loss of his independence
- f) inform the Board immediately when they lose their independence,
- g) assist the company in implementing the best corporate governance practices.
- h) strive to attend all meetings of the Board of Directors and the Committees;
- i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- j) strive to attend the general meetings of the company;
- k) keep themselves well informed about the company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

COMPENSATION STRUCTURE

1. Remuneration to Non-Executive Directors:

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for MD/WTDs are approved by the Board of Directors and members at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V. As a policy, the Executive Directors are neither paid sitting fee nor any commission.

APPROVAL AND PUBLICATION

- i) This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.
- ii) This policy shall be hosted on the Company's website.
- iii) The policy shall form part of Director's report to be issued by the Board of Directors in terms of Companies Act, 2013

SUPPLEMENTARY PROVISIONS

- i) This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.
- ii) Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- iii) The right to interpret this Policy vests in the Board of Directors of the Company.

DIRECTOR'S REPORT

Annexure-2

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on 31st March, 2017
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

Sl. No.	CIN	L16003WB2006PLC110039
1	Registration Date	23-Jun-2006
2	Name of the Company	RDB Realty & Infrastructure Ltd
3	Category/Sub-category of the Company	Company limited by shares
4	Address of the Registered office & contact details	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-10, Kolkata - 700001
5	Whether listed company	Yes
6	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B. Basu Road, 5 th Floor, Kolkata – 700 001 Phone No. 033-2234-3576, 2235-7270, 2235-7271 Fax No. 033-2215-6823, e-mail: nicetechpl@nicetechpl.com

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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service (NIC 2008)	% to total turnover of the company
1	CONSTRUCTION ACTIVITIES	41001	84.13%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN.	Name of the Company	Address Of The Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares	Applicable Section
1	Bahubali Tie-Up Private Limited	8/1, Lalbazar Street 1st Floor Bikaner Building, Room No. 11, Kolkata - 700001	U51109WB2005P TC105032	Subsidiary	100	2(87)
2	Baron Suppliers Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001	U51109WB2005P TC105030	Subsidiary	100	2(87)
3	Bhagwati Builders & Developments Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No. 11, Kolkata - 700001	U70102WB1995P TC073792	Subsidiary	100	2(87)

DIRECTOR'S REPORT

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES cont...

SN.	Name of the Company	Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares	Applicable Section
4	Bhagwati Plastoworks Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11 Kolkata - 700001	U25209WB1998P TC088083	Subsidiary	51	2(87)
5	Headman Mercantile Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001	U51109WB2005P TC104940	Subsidiary	100	2(87)
6	Kasturi Tie-up Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001	U51109WB2005P TC105031	Subsidiary	100	2(87)
7	Triton Commercial Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001	U51109WB2005P TC104548	Subsidiary	100	2(87)
8	Raj Construction Projects Private Limited	8/1, Lalbazar Street 1st Floor Kolkata - 700001	U70109WB1987P TC041935	Subsidiary	100	2(87)
9	RDB Jaipur Infrastructure Private Limited (Formerly RDB Realty (P) Ltd.)	8/1, Lalbazar Street 1st Floor, Bikaner Building, Kolkata - 700001	U70101WB2005P TC106328	Subsidiary	53.63	2(87)
10	RDB Mumbai Infrastructures Private Limited (Formerly Maple Tieup Private Limited)	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-10, Kolkata - 700001	U51109WB2007P TC114242	Subsidiary	51	2(87)
11	Rimjhim Vanijya Private Limited	8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001	U51109WB2005P TC104207	Associate	50	Sec 2(6)

DIRECTOR'S REPORT

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	4450210	--	4450210	25.748	4450210	--	4450210	25.748	--
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	8337447	--	8337447	48.24	8337447	--	8337447	48.24	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	12787657	--	12787657	73.988	12787657	--	12787657	73.988	--
B. Public Shareholding									
1. Institutions	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	0	1900	1900	0.011	0	1900	1900	0.011	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	0	1900	1900	0.011	0	1900	1900	0.011	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	725405	46200	771605	4.464	1500034	46200	1546234	8.946	4.482
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1207948	230389	1438337	8.322	1071324	228985	1300309	7.523	-0.779
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1427535	19500	1447035	8.372	1453384	19500	1472884	8.522	0.150
c) Others (specify)									
Non Resident Indians	14568	0	14568	0.084	13038	0	13038	0.075	-0.009
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	822298	0	822298	4.758	161378	0	161378	0.934	-3.824
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	4197754	296089	4493843	26.001	4199158	294685	4493843	26.001	0.000
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4197754	297989	4495743	26.012	4199158	296585	4495743	26.012	0.000
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	16985411	297989	17283400	100	16986815	296585	17283400	100	0

DIRECTOR'S REPORT

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of th year			Shareholding at the end of the year			% change in shareholding 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	BFM Industries Limited	3248600	18.796	N.A	3248600	18.796	N.A	--
2	Khatod Investments and Finance Company Limited	2960625	17.13	N.A	2960625	17.13	N.A	--
3	Vinod Dugar	2068023	11.965	N.A	2068023	11.965	N.A	--
4	Sheetal Dugar	1639882	9.488	N.A	1639882	9.488	N.A	--
5	NTC Industries Limited	1260000	7.29	N.A	1260000	7.29	N.A	--
6	Sunder Lal Dugar	620700	3.591	N.A	620700	3.591	N.A	--
7	Loka Properties Pvt Limited	377100	2.182	N.A	377100	2.182	N.A	--
8	Ankur Constructions Pvt. Ltd	375000	2.17	N.A	375000	2.17	N.A	--
9	Pyramid Sales Pvt. Ltd.	116122	0.672	N.A	116122	0.672	N.A	--
10	Sunder Lal Dugar *	67200	0.389	N.A	67200	0.389	N.A	--
11	Vinod Dugar #	46400	0.268	N.A	46400	0.268	N.A	--
12	Rekha Jhabak	2950	0.017	N.A	2950	0.017	N.A	--
13	Kusum Devi Dugar	5000	0.029	N.A	5000	0.029	N.A	--
14	Yashashwi Dugar	55	0	N.A	55	0	N.A	--

*As a Karta of Moti Lal Dugar(Huf)

#As a trustee of Rekha Benefit Trust

C) Change in Promoters' Shareholding:

Particulars	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	12787657	73.988		
Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
At the end of the year			12787657	73.988

DIRECTOR'S REPORT

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	AUM CAPITAL MARKET PVT. LTD.				
	a) At the Beginning of the Year	687123	3.976		
	b) Changes during the year				
	Date Reason				
	15/04/2016 Transfer	6754	0.039	693877	4.015
	22/04/2016 Transfer	4060	0.023	697937	4.038
	29/04/2016 Transfer	6750	0.039	704687	4.077
	06/05/2016 Transfer	6000	0.035	710687	4.112
	13/05/2016 Transfer	5300	0.031	715987	4.143
	20/05/2016 Transfer	5100	0.030	721087	4.172
	27/05/2016 Transfer	(12,900)	0.075	708187	4.097
	03/06/2016 Transfer	(89,000)	0.515	619187	3.583
	10/06/2016 Transfer	(45,000)	0.260	574187	3.322
	24/06/2016 Transfer	9500	0.055	583687	3.377
	01/07/2016 Transfer	10050	0.058	593737	3.435
	08/07/2016 Transfer	9100	0.053	602837	3.488
	15/07/2016 Transfer	7050	0.041	609887	3.529
	22/07/2016 Transfer	5350	0.031	615237	3.560
	29/07/2016 Transfer	9640	0.056	624877	3.615
	05/08/2016 Transfer	8500	0.049	633377	3.665
	12/08/2016 Transfer	6900	0.040	640277	3.705
	19/08/2016 Transfer	8610	0.050	648887	3.754
	26/08/2016 Transfer	3560	0.021	652447	3.775
	02/09/2016 Transfer	(146,960)	0.850	505487	2.925
	09/09/2016 Transfer	(219,463)	1.270	286024	1.655
	16/09/2016 Transfer	(40,000)	0.231	246024	1.423
	23/09/2016 Transfer	(6,000)	0.035	240024	1.389
	07/10/2016 Transfer	8220	0.048	248244	1.436
	14/10/2016 Transfer	4000	0.023	252244	1.459
	21/10/2016 Transfer	4500	0.026	256744	1.485
	28/10/2016 Transfer	4050	0.023	260794	1.509
	04/11/2016 Transfer	10700	0.062	271494	1.571
	11/11/2016 Transfer	1000	0.006	272494	1.577
	31/03/2017 Transfer	22265	0.129	294759	1.705
	c) At the End of the Year			294759	1.705

DIRECTOR'S REPORT

D) Shareholding Pattern of top ten Shareholders: (contd..)

Sl. No.	For Each of the Top 10 Shareholders	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
2	DIANA COMMIDEAL PVT LTD				
	a) At the Beginning of the Year	75000	0.434		
	b) Changes during the year				
	Date Reason				
	08/07/2016 Transfer	(75,000)	0.434	---	0.000
	c) At the End of the Year			---	0.000
3	JAINAM SHARE CONSULTANTS PVT. LTD				
	a) At the Beginning of the Year	73210	0.424		
	b) Changes during the year				
	Date Reason				
	08/07/2016 Transfer	100	0.001	73310	0.424
	29/07/2016 Transfer	(660)	0.004	72650	0.420
	12/08/2016 Transfer	(2,150)	0.012	70500	0.408
	19/08/2016 Transfer	(50)	0.000	70450	0.408
	26/08/2016 Transfer	(100)	0.001	70350	0.407
	23/09/2016 Transfer	165	0.001	70515	0.408
	30/09/2016 Transfer	(800)	0.005	69715	0.403
	07/10/2016 Transfer	(660)	0.004	69055	0.400
	14/10/2016 Transfer	(512)	0.003	68543	0.397
	21/10/2016 Transfer	(156)	0.001	68387	0.396
	28/10/2016 Transfer	(300)	0.002	68087	0.394
	04/11/2016 Transfer	(1,250)	0.007	66837	0.387
	09/12/2016 Transfer	(100)	0.001	66737	0.386
	16/12/2016 Transfer	(251)	0.001	66486	0.385
	06/01/2017 Transfer	(70)	0.000	66416	0.384
	13/01/2017 Transfer	(10)	0.000	66406	0.384
	03/03/2017 Transfer	525	0.003	66931	0.387
	10/03/2017 Transfer	(400)	0.002	66531	0.385
	24/03/2017 Transfer	(100)	0.001	66431	0.384
	c) At the End of the Year			66431	0.384
4	KARAN K BANG				
	a) At the Beginning of the Year	115750	0.670		
	b) Changes during the year				
	Date Reason				
	24/02/2017 Transfer	(200)	0.001	115550	0.669
	c) At the End of the Year			115550	0.669

DIRECTOR'S REPORT

D) Shareholding Pattern of top ten Shareholders: (contd..)

Sl. No.	For Each of the Top 10 Shareholders	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
5	MAHESHWARI PLAZA RESORTS LIMITED				
	a) At the Beginning of the Year	101359	0.586		
	b) Changes during the year				
	Date Reason				
	08/07/2016 Transfer	(2,755)	0.016	98604	0.571
	15/07/2016 Transfer	(2,100)	0.012	96504	0.558
	29/07/2016 Transfer	(1,000)	0.006	95504	0.553
	c) At the End of the Year			95504	0.553
6	MANISHA PINCHA				
	a) At the Beginning of the Year	155725	0.901		
	b) Changes during the year				
	c) At the End of the Year			155725	0.901
7	RIGMADIRAPPA INVESTMENT PVT LTD				
	a) At the Beginning of the Year	---	0.000		
	b) Changes during the year				
	Date Reason				
	03/06/2016 Transfer	4600	0.027	4600	0.027
	10/06/2016 Transfer	50000	0.289	54600	0.316
	17/06/2016 Transfer	11206	0.065	65806	0.381
	02/09/2016 Transfer	109955	0.636	175761	1.017
	c) At the End of the Year			175761	1.017
8	SHALINI AGARWAL				
	a) At the Beginning of the Year	75920	0.439		
	b) Changes during the year				
	Date Reason				
	01/07/2016 Transfer	(600)	0.003	75320	0.436
	c) At the End of the Year			75320	0.436
9	SHRUTI KOTHARI				
	a) At the Beginning of the Year	80000	0.463		
	b) Changes during the year				
	c) At the End of the Year			80000	0.463

DIRECTOR'S REPORT

D) Shareholding Pattern of top ten Shareholders: (contd..)

Sl. No.	For Each of the Top 10 Shareholders	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
10	SUNIL KUMAR AGARWAL HUF .				
	a) At the Beginning of the Year	78233	0.453		
	b) Changes during the year				
	Date Reason				
	24/06/2016 Transfer	(500)	0.003	77733	0.450
	01/07/2016 Transfer	(600)	0.003	77133	0.446
	08/07/2016 Transfer	(500)	0.003	76633	0.443
	c) At the End of the Year			76633	0.443
11	TANTIA FINANCIAL SERVICES LTD				
	a) At the Beginning of the Year	124493	0.720		
	b) Changes during the year				
	c) At the End of the Year			124493	0.720
12	VEEPOINT COMMERCE PRIVATE LIMITED				
	a) At the Beginning of the Year	---	0.000		
	b) Changes during the year				
	Date Reason				
	10/03/2017 Transfer	461329	2.669	461329	2.669
	c) At the End of the Year			461329	2.669
	TOTAL	1566813	9.065	1721505	9.960

Note: Increase/decrease in shareholding as stated above is based on details of beneficial ownership furnished by the Depositories.

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Sunder Lal Dugar				
	At the beginning of the year	6,87,900*	3.98		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			6,87,900*	3.98
2	Mrs. Kusum Devi Dugar				
	At the beginning of the year	5,000	0.028		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			5,000	0.028
3	Mr. Ravi Prakash Pincha				
	At the beginning of the year	5,600	0.032		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			5,600	0.032

DIRECTOR'S REPORT

E) Shareholding of Directors and Key Managerial Personnel: (cond..)

SN	Shareholding of each Directors and each Key Managerial Personnel	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
4	Mr. Om Prakash Rathi				
	At the beginning of the year	1,700	0.01		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			1,700	0.01
5	Mr. Pradeep Kumar Pugalía				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			--	--
6	Mr. Mahendra Pratap Singh				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			--	--
7	Mr. Animesh Shiv Kumar Gupta				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			--	--
8	Mr. Anil Kumar Apat				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			--	--
9	Mrs. Madhuri Gulgulia				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]		[NO CHANGES DURING THE YEAR]	
	At the end of the year			--	--

*includes 67200 shares as a Karta of Moti Lal Dugar(H.U.F)

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	486.94	4,527.89	--	5,014.83
ii) Interest due but not paid	2.66	143.28	--	145.94
iii) Interest accrued but not due	-	-	--	--
Total (i+ii+iii)	489.60	4,671.17	--	5,160.77
Change in Indebtedness during the financial year				
* Addition	53.11	153.59	--	206.70
* Reduction	381.97	1,142.64	--	1,524.61
Net Change	-328.86	-989.05	--	-1,317.91
Indebtedness at the end of the financial year				
i) Principal Amount	160.73	3,183.79	--	3,344.52
ii) Interest due but not paid	1.24	245.11	--	246.35
iii) Interest accrued but not due	-	-	--	--
Total (i+ii+iii)	161.97	3,428.90	--	3,590.87

Note: Changes in indebtedness during the Financial Year includes Interest.

DIRECTOR'S REPORT

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(Amount in Rs.)

SN.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount
		Sunder Lal Dugar (MD)	Pradeep Kumar Pugalia(WTD)	
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,140,000	900,000	2,040,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,480	--	4,480
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify...	-- --	-- --	-- --
5	Others. Contribution towards Provident and/or other Funds	1,02,600	--	1,02,600
Total (A)		1,247,080	900,000	2,147,080
Ceiling as per the Act (10% of profits calculated under Section 198 of the Companies Act, 2013)			995,634	

Note: shareholders approval has been taken dated 3rd September, 2016

B. Remuneration to other directors

(Amount in Rs.)

Particulars of Remuneration	Name of Directors					Other Non-Executive Directors	Total Amount
	Mr. Ravi Prakash Pincha	Mr. Om Prakash Rathi	Mr. Mahendra Pratap Singh	Mr. Animesh Shivkumar Gupta		Smt. Kusum Devi Dugar	
Fee for attending board committee meetings	--	--	--	--	--	--	--
Commission	--	--	--	--	--	--	--
Others, please specify	--	--	--	--	--	--	--
Total	--	--	--	--	--	--	--
Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)				99,563.40			

DIRECTOR'S REPORT

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB

SN	Particulars of Remuneration	Key Managerial Personnel			
		Mr. Anil Kr. Apat (CFO)	Mrs. Madhuri Gulgulia (CS) *	Ms. Deepika Sethia (CS)**	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	789,664	40,498	272,300	1,102,462
	(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	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
5	Others	--	--	--	--
	Total	789,664	40,498	272,300	1,102,462

* Appointed w.e.f. 11.02.2017

** Resigned w.e.f. 16.01.2017

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties/ Punishment/ Compounding of Offences for the year ending March 31, 2017 under the said provisions

DIRECTOR'S REPORT

Annexure – 3

ANNUAL REPORT ON CSR INITIATIVES TO BE INCLUDED IN THE BOARD REPORT BY QUALIFYING COMPANIES

1. A brief outline of the company's CSR policy including overview of projects / programs undertaken:

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act 2013 read with rules & Schedules thereof. The Policy comprise of the Composition of the Committee together with their responsibilities. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility. CSR Committee has proposed to spend 2% of Company's average net profits made during the 3 immediately preceding financial years in S. L. Dugar Charitable Trust with an established track record of three years in undertaking educational activities. The trust owns The Aryan School and is eligible to channelize the entailed expenditure for CSR activities.

The CSR Policy of the Company as approved by the Board of Directors, is available on the Company's website at http://rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf

2. The composition of the CSR Committee is as under:

Shri Om Prakash Rathi	Chairman
Shri Ravi Prakash Pincha	Member
Shri Pradeep Kumar Pugalia	Member

3. Average Net Profit of the Company for last 3 financial years: Rs. 6,626,977.00

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 132,539.54

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the year: Rs. 151,000.00

(b) Amount unspent, if any: N.A

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

1	2	3	4	5	6	7	8
Sr No.	CSR project/ activity identified	Sector in which the Project/ activity is covered	Projects/ Programs 1. Local area or other 2. Specify the State and District where projects or program was undertaken	Amount outlay (budget) project/ programs wise	Amount spent on the project or programs Subheads: 1. Direct expenditure on project or programs 2. Overheads:	Cumulative expenditure upto to the reporting period.	Amount spent: Direct/ through implementing agency*
1	Promotion of Education and welfare of animal as specified in Company's CSR policy	Education & Animal Welfare	To maintain and/or run studentship, scholarship, and such other financial assistance to schools, Colleges, and institution of like nature for the development, advancement and promotion of Education and towards animal welfare, in Kolkata West-Bengal.	Rs. 151,000	Rs. 151,000 by way of contribution/ donation to Sri S.L. Dugar Charitable Trust	Rs. 151,000	Through Implementing Agency- Sri S.L.Dugar Charitable Trust came into existence in the year 2001, eligible as per the provisions of Companies Act 2013
TOTAL				Rs. 151,000		Rs. 151,000	

6. CSR Committee Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of CSR activities of the Company is in compliance with the CSR objectives and CSR Policy of the Company.

Sd/- Sunder Lal Dugar (Managing Director)	Sd/- Om Prakash Rathi (Chairman of CSR Committee)
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DIRECTOR'S REPORT

ANNEXURE 4

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17

SI No	Name of the directors/KMPs and designation	Remuneration of Directors/KMPs for the financial year 2016-17 (Rs. in Lakhs)	% increase in Remuneration in the financial year 2016-17	Ratio of Remuneration of each directors to the median remuneration of the employees
1	Sunder Lal Dugar Chairman & Managing Director	11.40	Increase of 8.46%	4.33
2	Pradeep Kumar Pugalia Whole-time director	9.00	Nil	3.42
3	Anil Kumar Apat Chief Financial Officer	7.90	Increase of 9.68%	3.00
4	Madhuri Gulgulia Company Secretary cum Compliance Officer	0.40	N.A#	Nil

- 2) There was a decrease of 8.02% in the median remuneration of the employees* during the financial year March 31st, 2017.
- 3) There were 5 (Five) permanent employees* on the rolls of company as on 31st March, 2017.
- 4) Relationship between average increase/decrease in remuneration and company performance: - the total remuneration of employees decreased by 20.13% whereas the Profit before Tax decreased by 21.31%
- 5) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-

(Rs. in lakhs)

KMP	Remuneration	Company Performance (PBT)
Mr. Sunder Lal Dugar	11.40	107.07
Mr. Pradeep Kumar Pugalia	9.00	107.07
Mr. Anil Kumar Apat	7.90	107.07
Mrs. Madhuri Gulgulia#	0.40	107.07

- 6) 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:

Particulars	31-Mar-16	31-Mar-17	% Change
Market Capitalisation	493,441,070	621,338,230	26.00
Price Earnings Ratio	81.57	81.70	0.16

Present increase over decrease in the market quotations of the shares of the Company as compared to the rate at which the Company came out with the last public offer in the year: Not Applicable, since the shares of the Company was listed on BSE Limited pursuant to direct listing.

- 7) Average percentage decrease made in the salaries of employees* other than managerial person was 20.13% in the last financial year i.e. 2016-17, whereas average increase in remuneration of managerial personnel is 5.94%.
- 8) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees and also based on Financial and operating performance of the Company.
- 9) 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 – Not Applicable; and
- 10) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

* The calculation is made considering only those permanent employees associated with the Company at the end of financial year 2015-16 & 2016-17 respectively
Appointed w.e.f. 11th Day of February, 2017

DIRECTOR'S REPORT

Annexure-5

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
RDB REALTY & INFRASTRUCTURE LIMITED
Bikaner Building.
8/1, Lalbazar Street, 1st Floor Room No.10
Kolkata 700001
West Bengal

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RDB REALTY & INFRASTRUCTURE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 1. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 3. 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;
 4. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 5. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.
 6. I further report that, there were no actions/ events in pursuance of,
 - (a) 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;
 - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, we further report that the Company has complied with the following laws applicable specifically to the Company:

DIRECTOR'S REPORT

- (a) The Transfer of Property Act, 1882 as applicable;
- (b) Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996;
- (c) Indian Contract Act, 1872;
- (d) Indian Registration Act, 1908, etc.

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

- (i) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited & Calcutta Stock Exchange Limited.

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

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including a woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

We further report that during the audit period, the Company had

- i. RDB Legends & Infrastructure Pvt. Ltd., no longer continues to be a subsidiary of the company with effect from 30th May, 2016 pursuant to disinvestment of shares.

This Report is to be read with our letter of even date which is annexed as “**Annexure A**” and forms an integral part of this Report.

For **MR & Associates**
Company Secretaries

Sd/-

[M. R. Goenka]
Partner
FCS No.:4515
C P No.:2551

Place : Kolkata
Date : 25.05.2017



DIRECTOR'S REPORT

“Annexure A”

(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017)

To,
The Members,
RDB REALTY & INFRASTRUCTURE LIMITED
Bikaner Building.
8/1, Lalbazar Street, 1st Floor Room No.10
Kolkata 700001
West Bengal

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

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

For **M R & Associates**
Company Secretaries

[M R Goenka]
Partner
FCS No.:4515
C P No.:2551

Place : Kolkata
Date : 25.05.2017

DIRECTOR'S REPORT

ANNEXURE - 6

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

Annexure to the Directors' Report

The particulars of energy, technology absorption, foreign exchange earnings and outgo, in manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014

A - CONSERVATION OF ENERGY (POWER AND FUEL CONSUMPTION)

a) Energy conservation measures taken	Nil
b) Impact on conservation of energy	
c) Steps in utilisation of alternate sources of energy	
d) Capital investment on energy conservation equipments	

B- TECHNOLOGY ABSORPTION

<p>Efforts made towards technology absorption.</p> <p>Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution etc</p> <p>In case of imported technology (imported during the last 3 years reckoned from the beginning of the Financial year), following information may be furnished:</p> <p>(a) Technology imported.</p> <p>(b) Year of import.</p> <p>(c) Has technology been fully absorbedfi</p> <p>(d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action.</p> <p>Expenditure incurred in Research & Development Benefit</p>	Nil
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C – FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange earned and used	(Rs)	
	2016-17	2015-16
a) Foreign Exchange earned	Nil	Nil
b) Foreign exchange used	Nil	Nil

Management Discussion & Analysis Report

INDIAN ECONOMY

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The Indian real estate market is expected to touch US\$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP).

In the period FY2008-2020, the market size of this sector is expected to increase at a Compound Annual Growth Rate (CAGR) of 11.2 per cent. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.28 billion in the period April 2000-December 2016.

INDIA'S INFRASTRUCTURE SECTOR

India's real estate is back on the radar of global investors and institutions with the country emerging as the other significant investment option in the wake of China slowing down.

India is ranked fourth in developing Asia for FDI inflows as per the World Investment Report 2016 by the United Nations Conference for Trade and Development. That is endorsement at the highest levels - and real estate saw equity investment on a very visible return journey to India last year. Indian real estate has attracted \$32 billion in private equity so far. The global capital flow into Indian real estate in 2016 stood at \$5.7 billion.

Throughout 2016, the number of new residential project launches was lower than units sold. With all states staring at the approaching deadline to implement their versions of the Real Estate Regulation & Development Act (RERA), most of them will definitely fall in line. And it's not only RERA that the Indian real estate sector anticipates with bated breath.

The Goods and Services Tax (GST) and the Benami Property Act will also have a major impact on how many developers run their businesses. Market watchers who had despaired of the Indian real estate market ever shedding its tainted image have every reason to perk up now.

Currently, the residential property market is dominated by end-users - speculative investors are making a beeline out of real estate as an investment category. Residential demand is expected to pick up only towards the end of 2017 - but the recovery will be sustainable and based on much sounder market fundamentals than transient sentiment.

The Indian real estate sector is one of the most globally recognized sectors. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces.

OPPORTUNITIES

The Indian real estate market size is expected to touch US\$ 180 billion by 2020. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

It is largely seen that year 2017 would be a year of better opportunities for commercial development as we've finally taken a major step to get rid of the state of policy paralysis that our country has been struggling with for a long time. The Real Estate sector is showing remarkable growth as compared to last year. By introducing policies namely, RERA, Benami Transaction Prohibition, REITS, GST there is a long-term industrial growth and it also impacts on ease of business by transparency at work. Consequently, we believe that the Indian real estate sector will emerge stronger, healthier and capable of long periods of sustained growth, provided adequate policy/regulatory support.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces.

CHALLENGES

Despite plenty of opportunities and sector being important to growth of the country, it is plagued with challenges plenty. The major problem consumer facing is delay of projects which may happen due to various reasons like court intervention in land issues, finance, approval etc. The consumer had to suffer because customer is paying rent where resides and paying EMI for home loan at same time due to delay of projects. Further there is little or no provision for necessary compensation from side of government. Fraudulent advertisement to sell product is quite popular and frequent in real estate. The main reason for flourishing fraudulent methods is absence of any regulator and standard guidelines. Further builders pays only 2 to 3% interest in case of default from their side but when customers default (like refuses to buy) then they have to pay around 16 to 18% which is unfair.

STRENGTHS

The major strength of the Indian real estate industry is rising population. It creates domestic demand and scarcity of housing. The huge domestic demand will continue to drive demand and keep pushing developers/builders and the industry to build more mid-income and affordable housing.

Your Companies continues to capitalize on the market opportunities by leveraging its key strengths. These include:

- a) Valuation of the different capacities.
- b) Individual abilities reflected in a group.
- c) Higher level of available resources.
- d) Good levels of proactivity, assertiveness and resilience.
- e) Well-defined individual competences.
- f) Well-defined action conventions.
- g) An effective and productive [real estate team](#).
- h) Smart City drive
- i) Unveiling of 'Make in India' concept
- j) Incentives for Infrastructure financing by RBI
- k) Lowering of Interest rates
- l) Framework for REITs (Real Estate Investment Trusts)
- m) Real Estate Regulatory Bill 2011

RISK AND CONCERNS

In the course of its business, your company is exposed to a wide variety of risks like non availability of, or exorbitant increase in the cost of land, cement, steel, labour force, short terms and long term funds etc being inherent to industry. "The real estate sector has felt the tightening conditions in credit markets perhaps more than any other sector due to its heavy reliance on capital "Financial conditions for real estate projects are undoubtedly worsening and the current financial markets landscape is expected to persist for the next couple of years." Those risks, in order, are:

1. Continued uncertainty and impact of the credit crunch -- tighter credit is just one threat to real estate from the crunch; the economic downturn is affecting commercial vacancy rates as well as property valuations.
2. Global economic and market fluctuations -- due to capital flows and business expansion, the real estate industry has become a truly global industry and, as such, is increasingly susceptible to global market fluctuations.
3. Changing demographics -- aging and urbanizing populations are changing competitive dynamics and creating new markets in real estate.
4. Inability to find and exploit non-traditional global opportunities -- with competition increasing worldwide from sovereign wealth funds and others, many global investors face a tough time sourcing new deals that will meet return expectations.
5. Pricing uncertainty -- with few transactions taking place in the real estate market, valuations are a problem for existing owners, as well as buyers and sellers.
6. Green revolution, sustainability and climate change -- real estate is at the forefront of the green movement with pressures intensifying to build and operate in sustainable ways and minimize the carbon footprint throughout all types of real estate.
7. Economic vulnerability and regulatory risks in developing markets -- developing markets are a key focus for global real estate firms but regulatory risk in these markets is constantly changing as authorities seek to jump start economies.

Management Discussion & Analysis Report

INTERNAL CONTROLS

The Company has in place adequate internal control system covering all its operations in order to provide reasonable assurance with regard to information and maintenance of proper accounting records, the economy and efficiency of operations, safeguarding of assets against unauthorised use or losses, and the reliability of financial and operational information. The Internal Control mechanism comprises a well-defined organization structure, pre-determined authority levels and clearly defined policy guidelines for appropriate delegation of authority.

Internal control is an integral part of the company's corporate governance. Management ensures that the Company business operations are conducted appropriately, ethically and in accordance with legislation and other regulations.

Company's Board of Directors, operative management, other personnel and internal audit take part. The objective of internal control is to give reasonable assurance about the effectiveness and appropriateness of operations, about the financial information, about the reliability of reporting, and of compliance with legislation and other regulations.

HUMAN RESOURCE

Your Company firmly believes that "People" and "People driven Strategies" are the pivotal force behind success of its growth. The HR philosophy follows shared vision and is communicated to the employees through various group interactions with the Top Management. In order to ensure that its HR philosophy is translated into demonstrated action, the Company has sound, pro-active and progressive HR strategy and practices.

OUTLOOK

Your Company expects to continue to identify prudent land acquisition opportunities even as it intends to focus on the timely completion of its projects, despite of number of risks. Your company will be facing them with full zeal and gist and will be able to overcome and withstand the risks enumerated envisaging future outlook.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

Report on Corporate Governance

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company firmly believes that Corporate Governance is about commitment to values and ethical business conduct. Your Company has a strong legacy of fair, transparent and ethical governance practices and endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches. The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. It has been enduring in its philosophy to enhance stakeholders' value and customers' satisfaction by consistently endeavoring to follow the best Corporate Governance practices. The Board plays a critical role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. The Board updates expects to realize its Vision by taking such actions as may be necessary in order to achieve its goal of value creation, safety, environment and people in which it operates.

2. BOARD OF DIRECTORS

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in creating shareholder value. The Board of directors ('the Board') is entrusted with the ultimate responsibility of the management, general affairs, direction, management policies and their effectiveness. The Board's actions and decisions are aligned with the Company's best interests.

The composition of the Board of Directors of the Company is in conformity with the Code of Corporate Governance as per Clause 17 of the Listing Regulation. The Company has an optimum combination of Executive and Non-Executive Directors.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with the statutory as well as business requirements. At the time of appointment, every Independent Director signs a Declaration to confirm that he/she fulfills all the conditions for being an Independent Director as laid down under the law.

As on 31st March, 2017 the Company had seven directors on the Board. Two Directors are Executive Directors. Five Directors are Non-Executive Directors. Four of the Non-Executive Directors are Independent Directors. The Company has One Woman Director in its Board and as such the company has complied with the provisions of Section 149 of the Companies Act, 2013.

Details of attendance of directors at board meetings during the financial year and at the Company's 10th Annual General Meeting together with the number of other directorships and committee memberships held by them are as follows:

Name of the Director	Designation	Category	Attendance		No. of other Directorship (s)*	Membership(s)/ Chairmanship(s) of Board Committees of other companies**
			Board Meetings	Last AGM		
Mr. Sunder Lal Dugar	Chairman & Managing Director	Executive & Promoter	8	Yes	-	-
Mr. Pradeep Kumar Pugalia	Whole-Time Director	Executive	8	Yes	-	-
Mr. Ravi Prakash Pincha	Director	Non-executive & Independent	8	Yes	4	3 (2 as Chairman)
Mr. Om Prakash Rathi	Director	Non-executive & Independent	8	Yes	-	-
Mr. Mahendra Pratap Singh	Director	Non-executive & Independent	4	Yes	1	-
Mr. Animesh Shivkumar Gupta	Director	Non-executive & Independent	2	No	-	-
Mrs. Kusum Devi Dugar	Director	Non-executive	8	Yes	-	-

* Excludes Directorships in private limited, foreign companies and government companies and section 8 of the Companies Act, 2013.

** Only memberships/chairmanships of the Audit Committee and Stakeholders' Relationship Committee in various public limited companies considered in terms of Regulation 26(1) b of the LODR Regulations.

Report on Corporate Governance

Notes:

1. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31st March, 2017.
2. None of the Directors hold Directorships in more than 20 companies pursuant to Section 165 (1) of the Companies Act, 2013.
3. None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Clause 26(1) of the Listing Agreement.

Sri Sunder Lal Dugar retires by rotation at the forthcoming Eleventh Annual General Meeting. He is eligible for re-appointment. As required under Regulation 36(3) of the Listing Regulation, the brief resume of Director retiring by rotation is appended in the Notice for convening Annual General Meeting.

Smt. Kusum Devi Dugar, Woman Director is spouse of Sri. Sunder Lal Dugar, Managing Director and no other director has any inter-se relationship with other Directors.

All Directors and Members of Senior Management have, as on 31st March, 2017, affirmed their compliance with Company's Code of Conduct.

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings are pre scheduled and a tentative date of Board and Committee meetings is circulated to the Directors well in advance to facilitate them to plan their schedules. The agenda of board and committee meetings, notes and explanatory statements are distributed well in advance to the Directors to ensure meaningful participation in the meetings. Every Board member is free to suggest items for inclusion on the agenda. The Board meets at least once in a quarter to review the quarterly results and other agendas.

Meeting of Independent Director

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, a separate meeting of Independent Directors was held on 11th February, 2017. The meeting was attended by Shri Om Prakash Rathi; Shri Ravi Prakash Pincha; Shri Mahendra Pratap Singh and Shri Animesh Shivkumar Gupta. Shri Om Prakash Rathi was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further assessed the quality, quantity and the timeliness of flow of information between the Management and the Board. The Directors discussed the evaluation form for the Evaluation of Directors.

Familiarisation programme imparted to Independent Directors- Mention the details of familiarisation programmes imparted during the year 2016-17 and provide the web link www.rdbindia.com

Board Meetings

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings are pre-scheduled and tentative dates of Board and Committee meetings are circulated to the Directors well in advance to facilitate them to plan their schedules. The Board meets at least once in a quarter to review the quarterly results and other agendas. Every Board member is free to suggest items for inclusion on the agenda. Agenda and Notes on the agenda are circulated among the Directors, well in advance, in a structured format. All material information is incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting.

Number of Board Meetings

The Board met eight times during the financial year on 30th May, 2016, 08th July, 2016, 11th August, 2016, 7th September, 2016, 14th November, 2016, 19th December, 2016, 11th February, 2017 and 3rd March, 2017. The maximum time gap between any two consecutive meetings did not exceed one hundred twenty days.

The meetings of the Board held during the year 2016-17 are as follows:

Sl. No.	Date of Meeting	Board Strength	No. of Director's Present
1	30-05-2016	7	7
2	08-07-2016	7	5
3	11-08-2016	7	6
4	07-09-2016	7	5
5	14-11-2016	7	7
6	19-12-2016	7	6
7	11-02-2017	7	6
8	03-03-2017	7	5

Report on Corporate Governance

3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review.

The Board has established the following Committees:

A. Audit Committee

As on March 31, 2017, the Committee consists of 3 Directors, who bring with them vast experience in the field of operations, finance and accounts. All the members of the Audit committee are financially literate and have good knowledge of finance accounts as well as company law. Minutes of each Audit Committee are placed and discussed in the next meeting of the Board.

The Committee comprises of:

Sl No	Name	Category	Designation
1	Mr. Om Prakash Rathi	Non-executive Independent	Chairman
2	Mr. Ravi Prakash Pincha	Non-executive Independent	Member
3	Mr. Pradeep Kumar Pugalia	Whole Time Director	Member

The Company Secretary acts as the Secretary to the Committee. During the financial year ended 31st March 2017, Audit Committee met 4 times on 30th May, 2016, 11th August, 2016, 14th November, 2016, & 11th February, 2017. The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Regulations.

The details of the number of meetings held and attendance of the directors thereat is given herein below:

Name of Directors	No. of Meetings held	No. of Meetings Attended
Mr. Om Prakash Rathi	4	4
Mr. Ravi Prakash Pincha	4	4
Mr. Pradeep Kumar Pugalia	4	4

The Audit Committee is empowered, pursuant to its terms of reference, inter alia, to:

- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Companies Act, 2013 or referred to it by the Board.
- To seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.
- Have full access to information contained in the records of the Company.
- The terms of reference are in line with the guidelines set out in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013.

The role of the Committee includes the following:

- To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditors, and to review the manner of rotation of Statutory Auditors;
- To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- To approve transactions of the Company with related parties, including modifications thereto;
- To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- To evaluate the Company's internal financial controls and risk management systems;
- To review with the management the following:
 1. Annual financial statements and Auditor's Report thereon before submission to the Board for approval;
 2. Quarterly financial statements before submission to the Board for approval;

Report on Corporate Governance

(h) To review the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Adequacy of internal control systems and the Company's statement on the same prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
3. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
4. System / manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in the electronic form;
5. Functioning of Whistle blower Mechanism.

B. Stakeholders Relationship Committee

As on March 31, 2017, the Committee comprises of:

Sl No	Name	Category	Designation
1	Mr. Om Prakash Rathi	Non-executive Independent	Chairman
2	Mr. Mahendra Pratap Singh	Non-executive Independent	Member
3	Mr. Pradeep Kumar Pugalia	Whole Time Director	Member

The Committee met 3 times during the financial year on 30th May, 2016; 14th November, 2016 & 11th February, 2017. Mr. Mahendra Pratap Singh, Mr. Om Prakash Rathi & Mr. Pradeep Kumar Pugalia attended all the meetings.

Terms of Reference

The committee monitors the Company's response to investor complaints like non receipt of dividend, annual reports, notice etc. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed. The composition and the terms of reference of the Committee meet with the requirements of Regulation 20 of SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and provisions of Section 178 of the Companies Act, 2013. The Company Secretary of the Company is the Secretary of the Committee.

In accordance with the provisions of listing Regulation, the power to approve transfers, transmissions, etc. of shares in the physical form has been delegated to the Share Transfer Agents (STA).

Details of Shareholder's Complaints

(a)	Number of Shareholder's complaints received during the year	1
(b)	Number of Shareholder's complaints resolved during the year	1
(c)	Number of complaints not solved to the satisfaction of Shareholders	Nil
(d)	Number of complaints pending	Nil

The name, designation and address of the Compliance Officer are as under:

Name and Designation	Mrs. Madhuri Gulgulia, Company Secretary & Compliance Officer
Address	Bikaner Building, 8/1, Lal Bazar Street, Kolkata- 700 001
Contacts	033-4450 0500/510
Email	madhurigulgulia@rdbindia.com

C. Nomination & Remuneration Committee

The primary function of the Nomination and Remuneration Committee is to assist the Board of Directors in fulfilling its governance and supervisory responsibilities relating to human resource management and compensation. The Committee reviews and where required, approves the human resource policies, remuneration proposals, succession planning, evaluation of performances and development plans of Key Managerial Personnel, Senior Management and other employees of the Company. It also provides support in handling the nomination and remuneration proposals for the Board members including Independent Directors.

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the LODR Regulations, 2015 and shall be responsible for:-

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every director's performance.

Report on Corporate Governance

As on March 31, 2017, the Committee comprises of:

SI No	Name	Category	Designation
1	Mr. Om Prakash Rath	Non-executive Independent	Chairman
2	Mr. Ravi Prakash Pincha	Non-executive Independent	Member
3	Mr. Mahendra Pratap Singh	Non-executive Independent	Member

The Committee met three times during the financial year on 30th May, 2016, 08th July, 2016 and 11th February, 2017. Mr. Om Prakash Rath & Mr. Ravi Prakash Pincha attended all the meetings and Mr. Mahendra Pratap Singh has attended 2 meetings.

The composition and the terms of reference of the Committee meet with the requirements of SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and provisions of section 178 of the Companies Act, 2013 including rules framed thereunder. The Company Secretary of the Company is the Secretary of the Committee.

Nomination & Remuneration Policy

The company has framed a Remuneration Policy and the same is attached as 'Annexure 1' to the Board Report.

Details of Remuneration of the Directors for the financial year ended 31st March, 2017

(Amount in Rs.)

Director	Consolidated Salary	Perquisites and other Benefits	Contribution towards Provident and / or other Funds	Performance bonus/ Commission	Sitting Fees	Total
Sri Sunder Lal Dugar	1,140,000/-	4,480/-	102,600/-	Nil	Nil	1,247,080/-
Sri Pradeep Kumar Pugal	900,000/-	Nil	Nil	Nil	Nil	900,000/-

Nomination and Remuneration Committee recommends the remuneration for the Executive Directors and Key Managerial Personnel and the same is then approved by the Board and Shareholders, where required. The remuneration paid to Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance. No remuneration (including sitting fee) has been paid to the Non-Executive Directors in the financial year 2016-17.

Except Sri Ravi Prakash Pincha, Smt. Kusum Devi Dugar and Sri Om Prakash Rath, no other Non-Executive Director holds any shares and/or convertible instruments in the Company.

No remuneration other than the sitting fees for attending Board & Committee Meetings was paid to the Non-Executive Directors.

There is no other pecuniary relationship or transactions with the Non-Executive Directors vis-à-vis the Company.

The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director.

Performance Evaluation of Directors

In compliance with the provisions of the Listing regulations 2015, the Nomination and Remuneration committee on the basis of the Board Evaluation policy and framework adopted by the Board carries out the evaluation process of the Independent Directors. The Committee formulates evaluation criteria for the Independent Directors which is broadly based on personal integrity; ethical standards; confidentiality; knowledge of the institution's key activities; deliberations or committee work; understands governance, etc.

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has been constituted by the Board of Directors of the Company as per the provisions of Section 135 of the Companies Act, 2013 read with the rules made there under. As on March 31, 2017, the Committee comprises of:

SI No	Name	Category	Designation
1	Mr. Om Prakash Rath	Non-executive Independent	Chairman
2	Mr. Ravi Prakash Pincha	Non-executive Independent	Member
3	Mr. Mahendra Pratap Singh	Non-executive Independent	Member

The Committee met once on 11th, August, 2017 during the financial year 2016-17. All the members of the Committee attended the said meeting. The Company Secretary of the Company is the Secretary of the Committee.

Report on Corporate Governance

The terms of reference of the Corporate Social Responsibility Committee of the Company are as under:

- to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013,
- to recommend the amount of expenditure to be incurred on the activities referred to in Clause(a) in a financial year,
- to monitor the Corporate Social Responsibility Policy of the Company from time to time,
- any other matter /thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.

CSR Contribution

In terms of Section 135 of Companies Act 2013, at least 2% of average net profits of past three years should be expended on CSR activities. The Company has contributed 2% of its average net profits amounting to **Rs.132,539.54/- (approx)**, to Sri S.L.Dugar Charitable Trust for activities related to promotion and improvement of education and animal welfare.

Corporate Social Responsibility Report

The CSR Report for the year ended 31 March, 2017 is attached as '**Annexure - 3**' to the Board Report.

4. SUBSIDIARY COMPANY:

The Company has formulated a Policy on Material Subsidiaries and uploaded on the website of the Company.

web link: http://rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary.pdf

As on 31.03.2017, RDB Legend Infrastructure Private Limited, no longer continues to be a subsidiary of RDB Realty & Infrastructure Limited pursuant to disinvestment of shares in the said Company. The Company has complied with the corporate governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations.

DETAILS OF GENERAL BODY MEETINGS

a. Details of Annual General Meetings

The date, time, venue and the special resolutions passed in the last three Annual General Meetings are as under:-

Financial Year ended	Meeting	Day & Date	Time	Venue	Special Resolutions, if any, passed
2015-16	10 th A.G.M.	Saturday 03.09.2016	1.00 P.M.	Aryans School, 149 B.T. Road, Kolkata-700058	1. Appointment of Sri Animesh Shiv kumar Gupta as an Independent Director of the Company, 2. Re-appointment of Sri Sunder Lal Dugar as a Managing Director and 3. Re-appointment of Sri Pradeep Kumar Pugalia.
2014-15	9 th A.G.M	Friday 04.09.2015	1.00P.M	Aryans School, 149 B.T. Road, Kolkata-700058	Nil
2013-14	8 th A.G.M	Friday 05.09.2014	11.30 A.M	Aryans School, 149 B.T. Road, Kolkata-700058	1. Approval for increase In Borrowing Limits Of The Company upto Rs. 200 Crores

a. **EOGM:** No Extraordinary General Meeting held during the year.

b. **Postal Ballot:** No Special Resolution was passed through Postal Ballot during the Financial Year 2016-17. At present, there is no proposal for passing any Special Resolution through Postal Ballot.

5. CODE OF CONDUCT

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved. The Board of Directors have adopted the Code of Conduct for the Directors and Senior Management ("the Code"). A copy of the Code has been put on the Company's website www.rdbindia.com. The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Chairman & Managing Director is given below.

Report on Corporate Governance

Compliance with Code of Conduct for Directors and Senior Management

DECLARATION

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2016-17."

Sunder Lal Dugar
Chairman & Managing Director

Code of Insider Trading :The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the Code has been put on the Company's website www.rdbindia.com

6. DISCLOSURES

a) Disclosures on materially significant related party transactions

All contracts with our affiliates entered into during the said period have no potential conflict of interests of the Company at large and are being carried out at an arm's length at fair market value. There is no materially significant related party transactions entered i.e. any transaction of material nature, with its promoters, directors, Key Managerial Personnel or the management or relatives etc. that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties, in compliance with the Accounting Standard (AS-18), forms part of this annual report.

The policy on material related party transactions and on dealing with related parties and a statement on such policy has been uploaded on the Company's website www.rdbindia.com

Weblink: http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_related_party_transactions.pdf

b) Statutory Compliances

The Company is regular in complying with the requirements of the Listing Regulation as well as the regulatory authorities on the matters relating to the capital market and no penalties / strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, during the last three years.

c) Adoption of Mandatory and Non Mandatory Requirements as per Listing Regulation

The Company duly complied with all the mandatory requirements of the Listing Regulation with the stock exchanges.

The status of compliance with discretionary requirements specified in Para E of Schedule II of listing Regulation is provided below:

- Non-executive chairman's office;
- Shareholder's rights
- Modified opinion on auditor's report
- Separate posts of chairman and CEO
- Reporting of Internal Auditor.

d) Disclosure of Accounting Treatment

In preparation of Financial Statements, the Company has followed the Accounting Standards issued by The Institute of Chartered Accountants of India. The significant Accounting Standards have been set out in the notes to Accounts of the Standalone Audited Accounts.

e) Subsidiary Monitoring Framework

All the subsidiaries of the Company are managed by their respective Boards having rights and obligations to manage such companies in the best interest of their stakeholders. As the Company holds the majority stake in most of its subsidiaries, the Company notes the workings of its subsidiaries by following means:

- i. Minutes of the Board Meetings of the Subsidiary Companies are placed before the Board Meeting of the Company.
- ii. The Audit Committee of the Company reviews the Financial Statements, in particular the investments made by the Subsidiary Companies.

f) Whistle Blower Policy

The Company has framed a Vigil Mechanism / Whistle Blower Policy which is being reviewed by Audit Committee timely and has affirmed that no personnel has been denied access to the audit Committee. The said policy may be referred to, at the Company's website at the weblink: http://rdbindia.com/pdf/codes%20and%20policies/vigilance_mechanism_or_whistle_blower_policy.pdf

None of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2017.

g) Compliance Certificate of the auditors

The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17, Schedule V of SEBI (LODR) Regulation and the same is annexed.

The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

Report on Corporate Governance

h) Risk Management Policy

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

- l) The company has complied with the Corporate Governance Requirements specified in Regulations 17 to 27 and Regulation 46(2) (b) to (l) of the LODR Regulations, 2015

1. MEANS OF COMMUNICATION

The Company interacts with the Shareholders through the multiple channels of communication such as publication of results, Annual Report and the Company's website. The Company also informs the Stock Exchange in a prompt manner, all price sensitive and all other matters which in its opinion, are material and relevant for the Shareholders.

- The quarterly financial results and annual audited financial results are sent to the Stock Exchange generally published in, The Financial Express; Business Standard in English and Kalantar; Dainik Lipi in Bengali.
- The quarterly financial results and annual audited financial results of the Company are sent to The BSE Limited and The Calcutta Stock Exchange Limited.
- The Company's financial results are also displayed in its website, www.rdbindia.com.
- The Company has designated an e-mail id as investors@rdbindia.com especially for its investors.
- Official news releases, if any, are displayed on Company's website.
- No presentation was made to the institutional investors or to the analysts during the year under review.
- Annual Report containing, inter alia, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to members and others entitled thereto.
- Management Discussion and Analysis Report (MDA) forms part of the Directors' Report and the same is attached separately in this Annual Report.

2. RECONCILIATION OF SHARE CAPITAL

As per SEBI (Depositories & Participants) Regulation, 2003, certificate of Reconciliation of Share Capital Audit issued by a Practicing Company Secretary, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the stock exchanges.

3. GENERAL SHAREHOLDERS INFORMATION

Details of Annual General Meeting for Financial Year 2016-17

Date	:	Wednesday, 6th day of September, 2017
Venue	:	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017
Time	:	10.00 a.m.
Book closure date	:	From , 30th August 2017 to 5th September, 2017 (both days inclusive)

Tentative Financial Calendar

Financial year: 1st April, 2017 to 31st March, 2018

Financial Reporting for the year 2017-18

- on or before 14th August 2017: First quarter (Un-audited)
- on or before 14th November 2017: Second quarter (Un-audited)
- on or before 14th February 2018: Third quarter (Un-audited)
- on or before 30th May 2018: Annual (Audited)

Listing on Stock Exchanges

The shares of the Company are listed in the following Stock Exchanges, namely

Name of the Stock Exchange	Address of the Stock Exchange	Stock Code
The Calcutta Stock Exchange Limited	7, Lyons Range, Kolkata – 700 001 Website: www.cse-india.com	28393
Bombay Stock Exchange Limited	Phiroz Jeejabhoy Towers, Dalal Street, Mumbai – 400 001 Website: www.bseindia.com	533285

Report on Corporate Governance

The listing fees for the financial year 2016-17 have been paid to the above Stock Exchanges

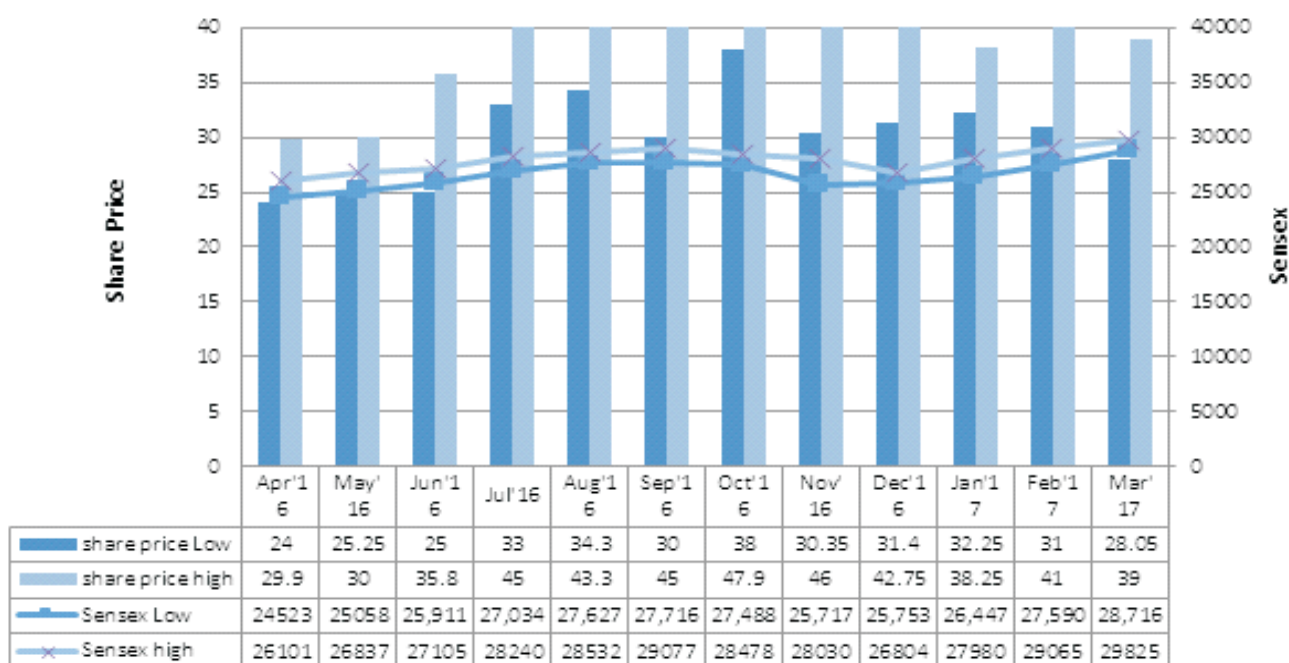
Depositories

Name of the Depository	Address of the Depository	Website
National Securities Depository Limited	Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400 013	www.nsdl.co.in
Central Depository Services (India) Limited	P J Towers, 17 th Floor, Dalal Street, Fort, Mumbai – 400 001	www.cdslindia.com

The International Securities Identification Number (ISIN) allotted to Company's securities under the Depository system is INE245L01010. Depositories annual custodian fees have been paid.

Market Price of the Company's share versus Sensex (in Rupees)

The Company's monthly share price pattern during the financial year 2016-17 in comparison to Sensex



Registrar & Share Transfer Agents

M/s Niche Technologies Private Limited
D-511, Bagree Market, 71, B.R.B. Basu Road,
5th Floor, Kolkata – 700 001
Phone No. 033-2234-3576, 2235-7270/71
Fax No. 033-2215-6823
e-mail: nichetechpl@nichetechpl.com

Contact Person :-

Sri S. Abbas (Sr. Manager – Systems)

Share Transfer System

The shares received in physical mode by the Company / RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to respective depositories – National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) within stipulated period.

Report on Corporate Governance

Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to section 124 of the Companies Act, 2013, dividends that are unpaid/unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government.

Distribution of Shareholding

Distribution of shareholding by size as on 31st March, 2017:-

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 500	4160	87.84	5,25,045	3.04
501 – 1000	269	5.68	2,25,792	1.31
1001 – 5000	206	4.35	4,80,661	2.78
5001 – 10000	35	0.74	2,56,588	1.48
10001 – 50000	37	0.78	8,34,167	4.82
50001 – 100000	14	0.29	9,67,478	5.6
100001 and above	15	0.32	1,39,93,669	80.97
Total	4736	100	17,283,400	100

Pattern of share holding by category as on 31st March, 2017:-

Category	Number of Shares	% to Total
A. Promoters Holding	1,27,87,657	73.99
B. Non- Promoter Holding		
Institutional Investors		
a. Mutual Funds	---	---
b. Banks, Financial Institutions and Insurance Companies	1,900.00	0.010
c. FII	---	---
Sub Total	1,900.00	0.010
Others		
a. Private Corporate Bodies	2,773,193.00	16.045
b. Indian Public	1,546,234.00	8.946
c. NRIs/ OCBs	13,038.00	0.760
d. Clearing Members	161,378.00	0.934
Sub Total	44,93,843	26.000
Total Non-Promoter Holding	44,95,743	26.010
Total	1,72,83,400	100.000

Details of shares held by Directors as on 31st March, 2017:-

Name of Director	No. of Equity Shares	% of Total holding
Sri Sunder Lal Dugar	6,87,900*	3.980
Sri Ravi Prakash Pincha	5,600	0.032
Sri Om Prakash Rath	1,700	0.010
Smt. Kusum Devi Dugar	5,000	0.028
Sri Animesh Shivkumar Gupta	Nil	Nil
Sri Pradeep Kumar Pugal	Nil	Nil
Sri Mahendra Pratap Singh	Nil	Nil
Total	7,00,200	4.050

* includes 67200 shares held as Karta of Moti Lal Dugar (HUF)

Report on Corporate Governance

Dematerialization of shares and Liquidity

Shares held in dematerialised and physical form as on 31st March, 2017

Status of Dematerialisation	No. of Shares	% of Total Share
Share held in NSDL	7190322	41.60%
Share held in CDSL	9796493	56.68%
Shares held in physical form	296585	1.72%

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

The Company has not issued any ADRs/GDRs/Warrants/Stock Options or any other convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities

Not applicable

Plant Location

The Company does not have any Manufacturing or Processing plant.

Address for correspondence

RDB Realty & Infrastructure Limited

"Bikaner Building", 8/1, Lal Bazar Street,
1st Floor, Room No. 10, Kolkata - 700001

Website: www.rdbindia.com

For and on behalf of the Board

For RDB Realty & Infrastructure Limited

Sunder Lal Dugar

Chairman & Managing Director

CEO / CFO Certification

CEO/CFO CERTIFICATION

To,

The Board of Directors,
RDB Realty & Infrastructure Limited

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
- 1) No significant changes in internal control over financial reporting during the year;
 - 2) No significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For RDB Realty & Infrastructure Limited

Sunder Lal Dugar	Anil Kumar Apat
Chairman & Managing Director	Chief Financial Officer

Date: 27.05.2017

Place: Kolkata

Report on Corporate Governance

CERTIFICATE OF CORPORATE GOVERNANCE

To

The Members

RDB REALTY & INFRASTRUCTURE LIMITED

We have examined the compliance of conditions of Corporate Governance by RDB REALTY & INFRASTRUCTURE LIMITED (the Company) for the year ended 31st March, 2017 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the stock Exchanges

On the basis of records maintained by the Company, we state that, as on 31st March, 2017, there were no investor grievances remaining pending for a period exceeding one month against the Company.

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

For S. M. DAGA & CO.

CHARTERED ACCOUNTANTS

Firm Registration No 303119E

Sd/-

Deepak Kumar Daga

(Partner)

Membership No. 059205

11, Clive Row, Kolkata – 700001.

Date: 27th May, 2017

Report on Corporate Governance

INDEPENDENT AUDITORS' COMPLIANCE CERTIFICATE

To

The Members

RDB REALTY & INFRASTRUCTURE LIMITED

1. We have examined the compliance of conditions of Corporate Governance by RDB REALTY & INFRASTRUCTURE LIMITED ("the Company"), for the year ended on March 31, 2017, as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges.

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated Regulations 17-27, clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with Stock exchanges.

Restriction on use

5. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S. M. DAGA & CO.

CHARTERED ACCOUNTANTS

Firm Registration No 303119E

Sd/-

Deepak Kumar Daga

(Partner)

Membership No. 059205

11, Clive Row, Kolkata – 700001

Date: 27th May, 2017



FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying standalone financial statements of RDB REALTY & INFRASTRUCTURE LIMITED, which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and also 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 there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the 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 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, 2017, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matter in the Notes to the following financial statements:

- Note 34 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter.
- Note 34 (c) & (d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.
- Note 35 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.

Financial Statement

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us, we set out a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

- 1) a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
b) As explained to us Fixed Assets of the company are physically verified by the management according to a phased programme designed to cover all the items which considering the size and nature of operations of the company appears to be reasonable. Pursuant to such program, no material discrepancies between book records and physical inventory have been noticed on physical verification.
c) The title deeds of immovable properties are held in the name of the company.
- 2) a) The inventory has been physically verified by the management at regular intervals. In respect of inventory lying with third parties, these have substantially been confirmed by them.
b) In our opinion and according to the information's and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
c) On the basis of our examinations of records of the inventory, in our opinion, the company is maintaining proper records of inventory except in respect of work-in-progress. As in earlier years, work-in-progress has been determined by the management on the basis of physical verification. The discrepancies ascertained on physical verification between the physical stock and the book records of inventory were not material in relation to the operations of the Company.
- 3) The company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clause is not applicable.
- 4) According to the records of the company examined by us and according to the information and explanations given to us, in our opinion the company has neither given any guarantees or security nor has made any investments nor given a loan covered under the provisions of section 185 and 186 of the Companies Act, 2013.
- 5) The company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable.
- 6) The rules regarding maintenance of cost records which have been specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.
- 7) a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and there is no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
b) According to the records of the company examined by us and according to information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute except as stated below:

<i>Nature of Statute</i>	<i>Nature of Dues</i>	<i>Amount (Rs in Lacs)</i>	<i>Period</i>	<i>Forum where pending</i>
<i>Income Tax Act, 1961</i>	<i>Income Tax</i>	<i>174.28</i>	<i>2010-11</i>	<i>Appellate Tribunal (Income Tax)</i>
<i>Income Tax Act, 1961</i>	<i>Income Tax</i>	<i>103.66</i>	<i>2011-12</i>	<i>Commissioner Appeal (Income Tax)</i>
<i>Income Tax Act, 1961</i>	<i>Income Tax</i>	<i>102.36</i>	<i>2012-13</i>	<i>Commissioner Appeal (Income Tax)</i>

Financial Statement

- 8) According to the records of the Company examined by us and the information and explanations given to us, the Company has neither defaulted in repayment of loans or borrowing to any financial institution, bank and government nor has it any outstanding debenture; hence the clause is not applicable.
- 9) In our opinion, and according to the information's and explanations given to us, there was no money raised by way of initial public offer or further public offer (including debt instruments) and the term loan has been applied, on an overall basis, for the purpose for which they were obtained.
- 10) According to the information and explanations given to us, we report that neither any fraud by the company nor on the company by its officers / employees has been noticed or reported during the year.
- 11) As examined by us, the company has paid remuneration to managerial personnel during the period in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- 12) The company is not a nidhi company. Hence clause is not applicable.
- 13) According to the information and explanations given to us, we are of the opinion that all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, we report that the company has neither made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review. Hence clause is not applicable.
- 15) According to the information and explanations given to us, we report that the company has not entered into any non-cash transactions with directors or persons connected with them. Hence clause is not applicable.
- 16) According to the information and explanations given to us, we report that company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

1. 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.
2. 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.
3. 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 account.
4. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financials reporting of the company and the operating effectiveness of such controls, refer to our separate report in [Annexure A](#).

Financial Statement

7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) (i) Note 34 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter.
 - (ii) Note 34 (c)&(d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.
 - (iii) Note 35 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.
 - b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d) The company has provided requisite disclosures in its Financial Statements as to holdings as well as dealings in Specified Bank Notes (SBN) during the period 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer notes on the financial statements.

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: 11, Clive Row, Kolkata – 700 001.

Date : The 06th day of June 2017

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

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

We have audited the internal financial controls over financial reporting of **RDB REALTY & INFRASTRUCTURE LIMITED** as on 31 Marc, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- I) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- II) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- III) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Financial Statement

Opinion

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

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: 11, Clive Row, Kolkata – 700 001.

Date: The 06th day of June 2017

Financial Statement

Balance Sheet as at 31st March 2017

(Amount in Rs.)

Particulars	Notes No.	As at 31st March, 2017		As at 31st March, 2016	
I EQUITY AND LIABILITIES					
1. Shareholders' Funds					
Share Capital	1	172,834,000		172,834,000	
Reserves & Surplus	2	781,031,480	953,865,480	773,377,538	946,211,538
2. Non Current Liabilities					
Long Term Borrowings	3	23,341,169		40,073,418	
Deferred Tax Liabilities (Net)	4	3,719,075		3,021,601	
Other Long Term Liabilities	5	8,636,298		2,453,409	
Long Term Provisions	6	539,687	36,236,229	589,172	46,137,600
3. Current Liabilities					
Short Term Borrowings	7	340,346,685		469,004,168	
Trade Payables	8	205,141,360		263,106,004	
Other Current Liabilities	9	293,003,279		314,246,909	
Short Term Provisions	10	3,396,640	841,887,964	2,495,127	1,048,852,208
Total			1,831,989,673		2,041,201,346
II ASSETS					
1. Non Current assets					
Fixed Assets	11				
Tangible Assets		63,842,447		68,899,762	
Intangible Assets		69,667		116,111	
Capital Work in Progress		---		---	
		63,912,114		69,015,873	
Non Current Investments	12	439,529,996		309,278,885	
Long Term Loans & Advances	13	162,131,018	665,573,128	468,608,079	846,902,837
2. Current Assets					
Inventories	14	695,585,256		679,035,384	
Trade Receivables	15	308,218,482		299,989,196	
Cash and Bank Balances	16	42,512,707		43,588,690	
Short Term Loans & Advances	17	55,612,016		99,118,579	
Other Current Assets	18	64,488,084	1,166,416,545	72,566,660	1,194,298,509
Total			1,831,989,673		2,041,201,346
Significant accounting policies and other notes to Financial Statements	27 to 36				
Notes referred to above forms an integral part of the Financial Statements					

This is the Balance Sheet referred to in our report of even date.

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No.303119E

For and on behalf of the Board

DEEPAK KUMAR DAGA

Partner
Membership No. 059205

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Kolkata

The 06th day of June 2017

Anil Kumar Apat

Chief Financial Officer

Madhuri Gulgulia

Company Secretary & Compliance Officer

Financial Statement

Statement of Profit and Loss for the Year ended 31st March 2017 (Amount in Rs.)

Particulars	Notes No.	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
REVENUE					
Revenue From Operations	19		235,005,876		299,713,058
Other Income	20		44,345,677		25,757,801
			279,351,553		325,470,859
EXPENSES					
Construction Activity Expenses	21		206,760,960		207,685,450
Changes in Inventories of Finished Goods and Work in Progress	22		(27,492,752)		49,908,873
Employee Benefits Expense	23		4,645,062		6,091,653
Finance Costs	24		41,994,222		27,730,910
Depreciation & Amortisation	25		5,827,338		6,265,824
Other Expenses	26		36,909,607		18,962,005
			268,644,437		316,644,715
PROFIT BEFORE TAX			10,707,116		8,826,145
Less: Provision For Tax					
- Current Tax		2,275,000		1,575,000	
- Tax Adjustment For Earlier Years		80,700		(435,319)	
- Deferred Tax		697,474		1,607,303	
			3,053,174		2,746,984
PROFIT AFTER TAX			7,653,942		6,079,161
EARNINGS PER SHARE (FV Rs.10/-)					
- Basic			0.44		0.35
- Diluted			0.44		0.35
Significant accounting policies and other notes to Financial Statements					
Notes referred to above forms an integral part of the Financial Statements	27 to 36				

This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Kolkata

The 06th day of June 2017

Anil Kumar Apat

Chief Financial Officer

Madhuri Gulgulia

Company Secretary & Compliance Officer

Financial Statement

Cash Flow Statement for the Year ended 31st March 2017

(Amount in Rs.)

Cash Flow Statement	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
A. Cash flow from operating activities :				
Net profit before tax as per Statement of Profit and Loss		10,707,116		8,826,145
Adjustments for				
Depreciation & Amortisation	5,827,338		6,265,824	
Interest Paid	41,911,554		27,417,450	
(Profit) / Loss on Sale of Investment	(140,000)		---	
(Profit) / Loss on Sale of Fixed Assets	(53,302)		83,875	
Liabilities no longer payable written back	(452)		(5,039,664)	
Bad Debts	28,364,270		---	
Provision for Employee Benefits	152,028		441,891	
Interest Received	(40,062,304)	35,999,132	(15,278,719)	13,890,658
Operating Profit Before Working Capital Changes		46,706,248		22,716,803
(Increase) / Decrease in Inventories	(16,549,872)		61,403,955	
(Increase) / Decrease in Trade receivables	(36,593,554)		(117,712,980)	
(Increase) / Decrease of Short-Term Advances	13,363,092		30,014,852	
(Increase) / Decrease of Long-Term Advances	306,477,061		(242,489,621)	
Increase / (Decrease) of Provision for Employee Benefits	---		(80,770)	
Increase / (Decrease) of Other Long-Term Liabilities	6,182,889		(404,571)	
Increase / (Decrease) in Trade Payables	(57,964,192)		(27,409,083)	
Increase / (Decrease) of Other Current Liabilities	(21,245,330)	193,670,093	15,265,251	(281,412,969)
Cash generated from operations		240,376,342		(258,696,166)
Less: Direct taxes paid/ (Refunds) including Interest (Net)		(6,497,559)		4,624,547
Cash Flow before Exceptional Items		246,873,900		(263,320,713)
Net cash Generated/(used) from operating activities		246,873,900		(263,320,713)
B. Cash Flow from Investing Activities :				
Purchase of fixed assets	(770,277)		(25,856,868)	
Sale of Fixed Assets	100,000		100,000	
Interest Received	40,062,304		15,278,719	
Investment with Subsidiaries and Firms	(130,111,111)		(15,411,925)	
Loans Refund / (Given)	30,068,788		20,196	
Fixed Deposits	6,932,096	(53,718,199)	(6,933,453)	(31,903,331)
Net cash from investing activities		(53,718,199)		(31,903,331)

Financial Statement

Cash Flow Statement for the Year ended 31st March 2017 (Cont.)

(Amount in Rs.)

Cash Flow Statement	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
C. Cash flow from financing activities :				
Proceeds / (Repayment) of Long Term Borrowings	(16,732,249)		(45,941,796)	
Proceeds / (Repayment) of Short Term Borrowings	(128,657,483)		395,847,685	
Interest Paid	(41,911,554)		(39,094,637)	
Dividend paid	---		(17,283,400)	
Dividend Tax paid	---	(187,301,286)	(3,518,494)	290,009,358
Net cash generated/(used) in financing activities		(187,301,286)		290,009,358
Net increase/(decrease) in cash and cash equivalents (A+B+C)		5,854,415		(5,214,686)
Cash and cash equivalents -Opening balance		7,569,796		12,784,483
		13,424,211		7,569,796
Cash and cash equivalents -Closing balance		13,424,211		7,569,796
CASH AND CASH EQUIVALENTS :				
Balances with Banks		11,432,043		4,014,953
Cash on hand (As certified by the management)		1,992,168		3,554,843
		13,424,211		7,569,796

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No. **303119E**

DEEPAK KUMAR DAGA

Partner
Membership No. 059205

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Kolkata

The 06th day of June 2017

Anil Kumar Apat

Chief Financial Officer Company Secretary & Compliance Officer

Madhuri Gulgulia

Financial Statement

Notes to Financial Statement

(Amount in Rs.)

Particulars		As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 1					
SHARE CAPITAL					
a. Authorised Share Capital					
Number of Equity shares					
2,00,00,000 (Previous year 2,00,00,000)			200,000,000		200,000,000
			200,000,000		200,000,000
b. Issued, subscribed and paid-up share capital :					
Number of Equity shares fully paid up					
1,72,83,400 (Previous year 1,72,83,400)			172,834,000		172,834,000
			172,834,000		172,834,000
c. Par value per share					
Equity shares			10		10
			10		10
d. Reconciliation of number of equity shares outstanding					
Particulars		As at 31st March, 2017		As at 31st March, 2016	
As at the beginning of the year		172,834,000		172,834,000	
As at the end of the year		172,834,000		172,834,000	
e. The rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend and repayment of capital The Company has only one class of equity shares having par value of Rs. 10 per share. Each Shareholder is eligible for one vote. dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.					
f. Details of shareholders holding more than 5% shares, with voting rights.					
Sl. No	Name of Equity shareholder	As at 31st March, 2017		As at 31st March, 2016	
		Number	% holding	Number	% holding
1	BFM Industries Limited	3,248,500	18.80%	3,248,500	18.80%
2	Khatod Investments & Finance Company Limited	2,960,625	17.13%	2,960,625	17.13%
3	Vinod Dugar	2,068,023	11.97%	2,068,023	11.97%
4	Sheetal Dugar	1,639,882	9.49%	1,639,882	9.49%
5	NTC Industries Limited	1,260,000	7.29%	1,260,000	7.29%
g) None of the Shares are reserved for issue under options or contracts.					
h) Shares issued for consideration other than cash or bonus to shareholders or bought back from shareholders within the period of 5 years					
Particulars		Period (FY)		Number of Shares	
Pursuant to Scheme of Amalgamation (I) *		2012 - 13		64,83,400	

- i) As per the scheme of amalgamation in the FY 12-13 of Pincha Home Builders Private Limited (The Transferor Company) and RDB Realty & Infrastructure Limited (The Transferee Company) as approved by Honourable High Court at Calcutta, company issue has 64,83,400 Nos. of Shares to the shareholders of the Pincha Home Builders Private Limited. in the ratio 1:2:2.

Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 2				
RESERVES & SURPLUS				
a) <u>Securities Premium</u>		270,000,000		270,000,000
As per last Financial Statement				
b) <u>General Reserve</u>		198,909,337		198,909,337
As per last Financial Statement				
c) <u>Surplus i.e. Balance in Statement of Profit and Loss</u>				
As at the beginning of the Period	304,468,201		298,389,040	
Add : Profit for the Period	7,653,942		6,079,161	
	312,122,143		304,468,201	
As at the end of the Period		312,122,143		304,468,201
		781,031,480		773,377,538
Notes No. - 3				
LONG TERM BORROWINGS				
<u>Secured Loans*</u>				
From Bank				
Term Loan	23,341,169		40,073,419	
Vehicle Loan	---	23,341,169	---	40,073,419
From Others				
Term Loan		---		---
<u>Unsecured Advance</u>				
From Real Estate Investor (non interest bearing)		---		---
		23,341,169		40,073,419

(Amount in Rs.)

*Nature of Loans including Security and/or Gaurantee	Payment details	Other Remarks	2016-17	2015-16
Secured - Term Loan from Bank				
For repayment of unsecured loan other than of directors and shareholders. Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director.	Principle is repayable in 20 equal quarterly installments of Rs 30 lacs (excluding interest) starting from 1st quarter of 14-15 and falling due on last day of every quarter. Interest to be served as and when accrued.	The applicable rate of interest is MCLR plus 3.95 % p.a.	12,000,000	24,000,000
Secured - Term Loan from Bank				
Loan for acquisition of Vehicle, hypothecated against Vehicle	The Loans are Repayable in 60 Monthly Intstallments of Rs. 5.34 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020.	The applicable rate of interest is 12.0%	11,341,169	16,073,418

Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 4				
DEFERRED TAX LIABILITIES (NET)				
<u>Deferred Tax Liabilities on</u>				
Depreciation Allowance on Fixed Assets		4,274,499		3,676,853
<u>Deferred Tax Assets on</u>				
Amalgamation Expenses	42,074		42,074	
Provision for Gratuity	513,350		613,178	
Sub Total (B)		555,424		655,252
Deferred Tax (Assets) / Liabilities (Net) (A-B)		3,719,075		3,021,601
Notes No. - 5				
OTHER LONG TERM LIABILITIES				
Sundry Deposits (Unsecured)		8,636,298		2,453,409
		8,636,298		2,453,409
Notes No. - 6				
LONG TERM PROVISIONS				
Provision for Employee Benefits		539,687		589,172
		539,687		589,172
Notes No. - 7				
SHORT TERM BORROWINGS				
<u>Repayable on Demand</u>				
<u>From Banks : Over Draft (Secured)</u>		---		18,252,465
For General Business Purpose Rate of Interest is MCLR plus 4.05% P.a.Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director.				
<u>From Other Than Bank (Unsecured)</u>				
a) Related Parties		2,710,008		32,138,747
b) Others		337,636,677		418,612,956
		340,346,685		469,004,168
Notes No. - 8				
TRADE PAYABLES				
To other than Micro, Small and Medium Enterprises		205,141,360		263,106,004
The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As on the date of this Balance Sheet the Company has not received any communications from any of its suppliers regarding the applicability of the Act to them.				
		205,141,360		263,106,004
Notes No. - 9				
OTHER CURRENT LIABILITIES				
Current Maturities of Long Term Debt (Refer Note No. 3)		16,732,249		45,251,681
Interest Accrued but not Due on Long Term Debt		124,440		684,085
Advances from Customers		233,337,020		228,029,356
Advances from Others		34,517,250		34,517,250
Retention Money		1,807,543		1,807,543
Other Liabilities		5,484,208		2,958,125
Unclaimed Dividend*		1,000,569		998,869
* There is no amount due and outstanding as on 31st March, 2017 to be credited to Investor Education and Protection Fund.				
		293,003,279		314,246,909

Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Notes No. - 10		
SHORT TERM PROVISIONS		
Income Tax	2,275,000	1,575,000
Proposed Equity Dividend*		
Dividend Distribution Tax*	1,121,640	920,127
Provision for Employee Benefits	3,396,640	2,495,127

Notes No. - 11 FIXED ASSETS

(Amount in Rs.)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2016	Additions During the Year	Deductions During the Year	As at 31st March 2017	Upto 1st April 2016	For the Year	Deductions During the Year	Upto 31st March 2017	As at 31st March 2017	As at 31st March 2016
i) Tangible Assets										
Buildings	42,822,605	---	---	42,822,605	9,834,632	577,254	---	10,411,886	32,410,719	32,987,973
Plant & Machineries	11,445,488	---	---	11,445,488	7,257,148	754,694	---	8,011,842	3,433,646	4,188,340
Furniture & Fixtures	521,758	---	---	521,758	394,843	22,516	---	417,359	104,399	126,915
Vehicles	47,084,285	824,772	798,843	47,110,214	15,823,168	4,355,016	669,825	19,508,359	27,601,855	31,261,117
Computers	2,976,678	27,825	---	3,004,503	2,641,261	71,414	---	2,712,675	291,828	335,417
Sub Total	104,850,814	852,597	798,843	104,904,568	35,951,052	5,780,894	669,825	41,062,121	63,842,447	68,899,762
ii) Intangible Assets										
Computer Softwares	1,568,816	---	---	1,568,816	1,452,705	46,444	---	1,499,149	69,667	116,111
Sub Total	1,568,816	---	---	1,568,816	1,452,705	46,444	---	1,499,149	69,667	116,111
Grand Total	106,419,630	852,597	798,843	106,473,384	37,403,757	5,827,338	669,825	42,561,270	63,912,114	69,015,873
Previous Year	82,185,690	24,956,868	722,928	106,419,630	31,558,360	6,384,450	539,053	37,403,757	69,015,873	

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Nos. of Shares	Amount in (Rs.)	Nos. of Shares	Amount in (Rs.)
Notes No. - 12				
NON CURRENT INVESTMENTS				
Trade Investments (at cost)				
A) Investment in Equity Instruments				
(I) In Subsidiary Companies				
Unquoted				
Bahubali Tie-up Pvt. Ltd.	Rs. 10	10,000	100,000	10,000
Baron Suppliers Pvt. Ltd.	Rs. 10	10,000	100,000	10,000
Bhagwati Builders & Development Pvt. Ltd.	Rs. 10	27,200	12,920,000	27,200
Bhagwati Plasto Works Pvt. Ltd.	Rs. 10	562,870	11,257,400	562,870
Headman Mercantile Pvt. Ltd.	Rs. 10	10,010	100,100	10,010
RDB HYD Infrastructure Pvt. Ltd.	Rs. 10	---	---	3,065,100
* (Formerly RDB Legend Infrastructure Pvt Ltd)	Rs. 10	10,000	100,000	10,000
Kasturi Tie-up Pvt. Ltd.	Rs. 10	10,000	100,000	10,000
RDB Jaipur Infrastructure Pvt. Ltd. *	Rs. 10	5,363,046	53,655,480	5,363,046
(Formerly RDB Realty Pvt. Ltd.)	Rs. 10	1,854,450	21,011,413	1,854,450
Raj Construction Projects Pvt. Ltd.	Rs. 10	510,000	5,100,000	7,000
RDB Mumbai Infrastructures Pvt Ltd.	Rs. 10	10,000	100,000	10,000
(Formerly Maple Tie-up Pvt Ltd)				
Triton Commercial Pvt. Ltd.	Rs. 10	10,000	100,000	10,000
		104,444,393		252,465,393

Financial Statement

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Nos. of Shares	Amount in (Rs.)	Nos. of Shares	Amount in (Rs.)
Contd... Notes 12				
(II) In Associates				
Unquoted				
Rimjihim Vanijya Private Limited Rs. 10	5,000	50,000	5,000	50,000
		50,000		50,000
(III) Others				
Unquoted				
RDB HYD Infrastructure Pvt. Ltd. * (Formerly RDB Legend Infrastructure Pvt Ltd) Rs. 10	961,600	48,016,000	---	---
It was a subsidiary co in F/Y 2015-16, ceased w.e.f 30.06.2017		48,016,000		---
Sub Total (I + II + III) = A		152,510,393		252,515,393
	(Amount in Rs.)		(Amount in Rs.)	
B) Investments in Partnership Firms				
Bindi Developers	(2,376,397)		(185,041)	
Mas Construction	36,123,385		24,454,485	
		33,746,988		24,269,444
C) Investments in Limited Liability Partnership (LLP)				
Aristo Infra Developers LLP		500,000		32,494,048
Nirvana Devcon LLP		252,772,615		---
Total (A+B+C)		439,529,996		309,278,885
Disclosers of Firm / LLP in which Company is Partner	2016-17		2015-16	
	Total Capital (Rs.)	Profit Sharing Ratio	Total Capital (Rs.)	Profit Sharing Ratio
Bindi Developers				
1 RDB Realty & Infrastructure Limited	(2,376,397)	75.00%	(185,041)	75.00%
2 Nilesh Dayabhai Patel	2,122,743	25.00%	1,291,719	25.00%
Total	(253,654)	100.00%	1,106,678	100.00%
Mas Construction				
1 Mr. Raja Basu	67,088	4.50%	59,898	4.50%
2 Mr. Bharat Chakraborty	366,143	4.35%	326,905	4.35%
3 Mrs. Moon Chakraborty	67,088	24.48%	94,587	24.48%
4 M/s. RDB Realty & Infrasrtucture Ltd.	36,123,385	66.67%	24,454,485	66.67%
Total	36,623,704	100.00%	24,935,875	100.00%
Aristo Developers LLP	Capital	Current	Capital	Current
1 RDB Realty & Infrastructure Limited	500,000	-	500,000	31,994,048
2 Avyay Commercial Industries Pvt. Ltd.	250,000	15,972,830	250,000	15,972,830
3 Patcrop Construction Pvt. Ltd.	250,000	4,008,428	250,000	4,008,428
Total	1,000,000	19,981,258	1,000,000	51,975,306
Nirvana Devcon LLP (w.e.f. 15-Oct-15)	Capital	Current	Capital	Current
1 RDB Realty & Infrastructure Limited	80,000	252,692,614	---	---
2 Belani Housing Development Limited	20,000	371,634,050	---	---
Total	100,000	624,326,664	---	---

Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 13				
LONG TERM LOANS & ADVANCES				
(Unsecured, Considered Good)				
Capital Advances		110,764,456		375,991,606
Other Advances		14,529,770		55,774,727
Sundry Deposits		36,836,792		36,841,746
		162,131,018		468,608,079
Notes No. - 14				
INVENTORIES				
For valuation refer note 27(H)				
Work in Progress		627,682,575		604,594,321
Finished Goods		67,902,681		74,441,063
(As taken, valued and certified by management)		695,585,256		679,035,384
Notes No. - 15				
TRADE RECEIVABLE				
(Unsecured, considered good)				
Debts outstanding for a period exceeding six months		74,796,035		68,077,685
Other Debts		233,422,447		231,911,511
		308,218,482		299,989,196
Notes No. - 16				
CASH AND BANK BALANCES				
<u>a. Cash and Cash Equivalents :</u>				
Balances with Banks	11,432,043		4,014,953	
Cash on hand (As certified by the management)	1,992,168		3,554,843	
		13,424,211		7,569,796
<u>b. Other Bank Balances :</u>				
Unpaid Dividend	1,000,569		998,871	
Fixed Deposits*	28,087,927		35,020,023	
(*Pledged with Banks against credit facilities availed by the Company)		29,088,496		36,018,894
		42,512,707		43,588,690
Notes No. - 17				
SHORT TERM LOANS & ADVANCES				
(Unsecured, considered good)				
Loans to Related Parties		---		448,178
Loans to Others		43,057,633		72,678,243
Other Advances		12,554,383		25,992,158
		55,612,016		99,118,579
Notes No. - 18				
OTHER CURRENT ASSETS				
(Unsecured, considered good)				
Balance with Revenue Authorities		63,877,332		72,030,591
Prepaid Expenses		610,752		536,069
		64,488,084		72,566,660

Financial Statement

(Amount in Rs.)

Particulars	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
Notes No. - 19				
REVENUE FROM OPERATIONS				
a) Sales				
Construction Activities		232,755,191		283,938,320
Services		222,630		15,637,655
		232,977,821		299,575,975
b) Profit / (Loss) from Partnership Firms *		2,028,055		137,083
Total		235,005,876		299,713,058
Notes No. - 20				
a) Other Operating Income				
Rental Income		4,089,619		5,399,738
Interest Received				
- On Capital with Partnership Firm*	33,658,967		5,596,766	
- Others	6,403,337	40,062,304	9,681,953	15,278,719
(*Non current, Trade Investment)				
Sub Total (a)		44,151,923		20,678,457
b) Other Income				
Profit on Sale of Fixed Assets		53,302		---
Liabilities/ advances no longer payable written back		452		5,039,664
Profit on Sale of Investment *		140,000		---
Miscellaneous Income		---		39,680
(*Non current, Trade Investment, Subsidiary)				
Sub Total (b)		193,754		5,079,344
Total		44,345,677		25,757,801
Notes No. - 21				
CONSTRUCTION ACTIVITY EXPENSES				
Direct Purchase Cost for the Project		100,058,497		94,990,174
Cost of Land and Development Charges		1,629,838		597,601
Construction and other Materials		47,417,659		85,475,358
Contract Labour Charges		9,784,372		10,264,023
Other Construction Expenses		47,870,594		16,358,294
		206,760,960		207,685,450
Notes No. - 22				
CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS				
Opening stock				
Work in Progress		604,594,322		642,652,134
Finished Goods		74,441,063		86,292,121
Stock in Transit		(10,942,882)		
Sub Total (A)		668,092,502		728,944,255
Closing stock				
Work in Progress		627,682,575		604,594,321
Finished Goods		67,902,681		74,441,063
Sub Total (B)		695,585,255		679,035,384
Total (A - B)		(27,492,752)		49,908,873

Financial Statement

(Amount in Rs.)

Particulars	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
Notes No. - 23				
EMPLOYEE BENEFITS EXPENSE				
Salaries, Wages, Bonus, Exgratia etc.		4,006,926		5,116,500
Staff Welfare Expenses		358,904		405,596
Contribution to Providend Fund		127,204		127,666
Gratuity		152,028		441,891
		4,645,062		6,091,653
Notes No. - 24				
FINANCE COSTS				
Interest		41,911,554		27,417,450
Finance Charges		82,669		313,460
		41,994,222		27,730,910
Notes No. - 25				
DEPRECIATION AND AMORTISATION				
Amortisations		---		110,342
Depreciation		5,827,338	6,274,108	
Less : Depreciation transferred to Work in Progress		---	(118,626)	6,155,482
		5,827,338		6,265,824
Notes No. - 26				
OTHER EXPENSES				
A) ADMINISTRATIVE AND GENERAL EXPENSES				
Professional Charges		993,578		760,057
Postage, Telegraph & Telephones		470,072		332,760
Motor Vehicle Expenses		670,121		491,645
Rates & Taxes		217,642		1,403,153
Rent		90,000		90,000
Travelling & Conveyance Expenses		251,367		233,548
Insurance		301,305		304,142
Electricity Expenses		538,817		606,984
Repair & Maintanance		1,537,056		1,247,353
Loss on Sale of Fixed Assets		---		83,875
Printing & Stationary		305,838		288,694
Contribution to CSR Activities		151,000		821,000
Miscellaneous Expenses		2,001,257		734,402
Bad Debts		28,364,270		---
Auditors Remuneration :				
- Statutory Audit Fee	115,000		100,000	
- Tax Audit Fee	28,750	143,750	25,000	125,000
Sub Total (A)		36,036,073		7,522,613
SELLING AND DISTRIBUTION EXPENSES				
Advertisement & Publicity Expenses		156,216		621,861
Commission to Selling Agents		239,150		196,600
VAT & TAXES		23,031		9,111,261
Sales Promotion Expenses		455,137		1,509,670
Sub Total (B)		873,534		11,439,392
Total		36,909,607		18,962,005

Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

A. FINANCIAL STATEMENTS

The financial statements have been prepared to comply in all the material aspects with Accounting Standards notified by Central Government under Section 129 of the Companies Act, 2013 rules made there under and the relevant provisions of the Companies Act, 2013. The financial statement has been prepared under historical cost convention on an accrual basis in accordance with Generally Accepted Accounting Principles (GAAP). The accounting policies have been consistently applied by the company except otherwise stated and are consistent with those used in previous year.

All the assets and liabilities have been classified as current and non current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. The normal operating cycle of the company has been considered as 12 months.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and amounts of income and expenses during the year. Examples of such estimates include contract costs expected to be incurred to complete construction contracts, provision for doubtful debts, income taxes and future obligations under employee retirement benefit plans. Actual results could differ from those estimates. The effects of adjustment arising from revisions made to the estimates are included in the Statement of Profit and Loss in the year in which such revisions are made.

C. REVENUE RECOGNITION

- a) Revenue from own construction projects are recognised on Percentage of completion method. Units for which agreement for sale is executed till reporting date are considered for it. Revenue recognition starts when 20% of estimated project cost excluding land and marketing cost is incurred and 30% of consideration is received from party. Further, units for which Deed of Conveyance is executed or possession is given, revenue is recognised to full extent.
- b) Revenue from Joint Venture Development Agreement under work sharing arrangements are recognised on the same basis as similar to own construction projects independently executed by the company to the extent of the company's share in joint venture.
- c) Revenue from Construction Contracts are recognised on "Percentage of Completion Method" measured by reference to the survey of works done up to the reporting date and certified by the client before finalisation of projects accounts.
- d) Real Estate: Sales is exclusive of service tax, if any, net of sales return.
- e) Revenue from services are recognised on rendering of services to customers except otherwise stated.
- f) Rental income from assets is recognised for an accrual basis except in case where ultimate collection is considered doubtful.
- g) Rental Income: Rental income is exclusive of service tax.
- h) Interest income is recognised on time proportion basis. Interest on delayed payment from customers is recognised when realised

D. FIXED ASSETS

Fixed Assets, including those given on lease, are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Software is capitalised, where it is expected to provide future enduring economic benefits.

Leasehold land under perpetual lease is not amortised. Lease hold land other than on perpetual lease is being amortised on time proportion basis over their respective lease periods.

E. DEPRECIATION AND AMORTISATION

Depreciation is provided on depreciable value (cost minus residual value) using straight line method in the manner that the assets is depreciated over the useful life stated in "Schedule - II" of companies Act, 2013.

F. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Impairment 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 the recoverable amount.

Financial Statement

G. INVESTMENTS

All investments are bifurcated into Non Current Investments and Current Investments. Investments that are readily realisable and intended to be held for not more than a year from the date of Balance Sheet are classified as Current Investments. All other investments are classified as Non Current Investments. Current Investments are carried at lower of cost or fair market value, determined on an individual investment basis. Non Current Investments are carried at cost. Provision for Diminution in the value of Non Current Investments is made, only if such a diminution is other than temporary.

H. INVENTORIES

- a) Finished Goods: At cost value.
- b) Work-in-Progress: At cost value.
Cost comprises of cost of land and development, material cost including material lying at respective sites, construction expenses, finance and administrative expenses which contribute to bring the inventory to their present location and condition.
Provision for obsolescence in inventories is made, wherever required.
- c) Work-in-progress- Real Estate projects (including land inventory): represents cost incurred in respect of unsold area of the real estate development projects or costs incurred on projects where revenue is to be recognised.
Work-in-progress- Contractual: represents cost of work done yet to be certified / billed.

I. 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.

J. FOREIGN CURRENCY TRANSACTION

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

Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss for the period.

Transactions which remain unsettled at the reporting date and reported at rates prevailing as at reporting date and any exchange gain / loss is recognised in Statement of Profit and Loss.

K. EMPLOYEE BENEFITS

- i) Short term employee benefits:
Short term employee benefits such as salaries, wages, bonus, expected cost of ex-gratia etc. are recognised in the period in which the employee renders the related service.
- ii) Post-employment benefits
 - a) Defined Contribution Plan: Employee benefits in the form of Employees State Insurance Corporation and Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the period when the contributions to the respective funds are due.
 - b) Defined Benefit Plan: Employee benefits in the form of Gratuity is considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".
- iii) Actuarial gains/losses, if any, are immediately recognised in the Statement of Profit and Loss.

L. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale. Other borrowing costs are recognised as an expense in the year in which they are incurred.

M. TAXATION

- a) Current Tax: Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax credit available under section 115JB of the Income Tax Act, 1961 will be accounted in the year in which the benefits are claimed.
- b) Deferred Tax: Deferred tax is recognised subject to consideration of prudence on the basis of timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realised in future.

Financial Statement

N. PROVISIONS/CONTINGENCIES

A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation as at the Balance Sheet date. Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent liability and are disclosed by way of note.

28. Earnings per share is computed as under:- (AS - 20)		31st Mar, 17	31st Mar, 16
Profit available for Equity Shareholders	(A) (Rs.)	7,653,942	6,079,161
Weighted average number of Equity Shares outstanding	(B) (Nos.)	17,283,400	17,283,400
Earnings per equity share (Face value of Rs. 10/- each)	(A/B) (Rs.)	0.44	0.35
Basic & Diluted			

29. Construction Contracts accordance with AS-7		31st Mar, 17	31st Mar, 16
Contract revenue recognised during the year		66,579,991	228,967,052
Contract Cost incurred and recognised profits for all the contracts.		59,766,088	155,261,317
Due from customer for contract work (Including Retention)		156,037,920	166,565,000
Due to suppliers for contract work		120,738,607	168,218,507

30. Employee Defined Benefits:-

- Defined Contribution Plans: The Company has recognised an expense of Rs. 1.52 Lacs (Previous Year Rs. 1.28 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on March 31, 2017 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS		2016-17 Gratuity	2015-16 Gratuity
I	<u>Components of Employer Expense</u>		
	1 Current Service Cost	103,144	135,715
	2 Interest Cost	118,898	106,590
	3 Expected Return on Plan Assets	---	---
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Past Service Cost	---	---
	7 Actuarial Losses/ (Gains)	(70,014)	199,586
	8 Total employer expense recognised in the Statement of Profit & Loss	152,028	441,891
	Gratuity expense is recognised in "Gratuity" under Note No. 23		
II	<u>Net Asset/ (Liability) recognised in Balance Sheet</u>		
	1 Present Value of Defined Benefit Obligation	1,661,327	1,509,299
	2 Fair Value of Plan Assets	---	---
	3 Funded Status [Surplus/ (Deficit)]	(1,661,327)	(1,509,299)
	4 Unrecognised Past Service Costs	---	---
	5 Net Asset/ (Liability) recognised in Balance Sheet	(1,661,327)	(1,509,299)

Financial Statement

PARTICULARS		2016-17 Gratuity	2015-16 Gratuity
III	<u>Change in Defined Benefit Obligation (PBO)</u>		
	1 Present Value of PBO at the Beginning of Period	(1,509,299)	(1,148,178)
	2 Current Service Cost	103,144	135,715
	3 Interest Cost	118,898	106,590
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Plan Amendments	---	---
	7 Acquisitions	---	---
	8 Actuarial Losses/ (Gains)	(70,014)	199,586
	9 Benefit Payments	---	(80,770)
	10 Present Value of PBO at the End of Period	(1,661,327)	(1,509,299)
IV	<u>Change in Fair Value of Assets</u>		
	1 Plan Assets at the Beginning of Period	---	---
	2 Acquisition Adjustment	---	---
	3 Expected Return on Plan Assets	---	---
	4 Actual Company Contributions	---	---
	5 Actuarial Gain/ (Loss)	---	---
	6 Benefit Payments	---	---
	7 Plan Assets at the End of Period	---	---
V	<u>Actuarial Assumptions</u>		
	1 Discount Rate	7.50%	8.00%
	2 Expected Return on Assets	N.A	N.A
	3 Salary Escalations	6.00%	6.00%
	4 Mortality	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
	5 The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.		
	6 Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.		

31. Related Party Disclosures in accordance with AS - 18:-

(i) Enterprises where control exists

A) Subsidiaries:-

Sl. No.	Name of Company	Sl.No.	Name of Company
1	Bahubali Tie-Up Private Limited	6	Triton Commercial Private Limited
2	Baron Suppliers Private Limited	7	Raj Construction Projects Private Limited
3	Bhagwati Builders & Development Private Limited	8	Kasturi Tie-Up Private Limited
4	Bhagwati Plasto Works Private Limited	9	RDB Jaipur Infrastructure Private Limited
5	Headman Mercantile Private Limited	10	RDB Mumbai infrastructures Private Limited **

* RDB Legend Infrastructure Pvt. Ltd. is no more Subsidiary of RDB Realty & Infrastructure Ltd w.e.f. 30.06.2016

** Holding got reduced from 70% to 51%, due to further allotment of shares.

Financial Statement

B) Partnership Firm/LLP:-

Sl. No.	Name of the Firm	Sl.No.	Name of the Firm
1	Bindi Developers	3	Aristo Infra Developers LLP
2	Mas Construction	4	Nirvana Devcon LLP (w.e.f. 15.10.15)

C) Associate:-

Sl. No.	Name of Enterprise
1	Rimjhim Vanijya Private Limited

(ii) Other related parties with whom the company had transactions:-

(A) Key Management Personnel & their relatives:-

Sl. No.	Name	Designation /Relationship
1	Sunder Lal Dugar	Chairman and Managing Director
2	Pradeep Kumar Pugalía	Whole Time Director

(B) Enterprises over which Key Management Personnel/Major Shareholders/Their Relatives have Significant Influence: -

Sl. No.	Name of Enterprise	Sl.No.	Name of Enterprise
1	Basudev Builders Pvt. Ltd.	2	Belani Housing Development Ltd.

(iii) Disclosure of transactions between the Company and related parties and balances as at the end of the reporting and corresponding previous period (Previous year figures have been given in brackets)

Nature of Transactions	Subsidiaries	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Interest Income	---	37,883,594	---	---	---
	(358,272)	(5,646,154)	---	---	---
Share of Profit Earned	---	2,028,055	---	---	---
	(---)	137,083	(---)	(---)	(---)
Rent Paid	90,000	---	---	---	---
	(90,000)	(---)	(---)	(---)	(---)
Interest Paid	---	385,341	---	---	1,428,859
	(---)	(49,388)	(---)	(---)	(385,853)
Interest Paid capitalised to construction work in progress	---	---	---	---	---
	(---)	(---)	(---)	(---)	(601,643)
Directors' Remuneration	---	---	---	2,040,000	---
	(---)	(---)	(---)	(1,860,000)	(---)
Unsecured Loan Received	---	---	---	---	72,397,489
	(---)	(---)	(---)	(---)	(27,250,000)
Unsecured Loan Repaid	---	---	---	---	101,284,749
	(---)	(---)	(---)	(---)	(3,580,364)
Capital Introduced in Partnership Firm	---	38,845,178	---	---	---
	---	(14,878,076)	---	---	---

Financial Statement

Nature of Transactions	Subsidiaries	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Refund of Capital by Partnership Firm	---	551,844,616	---	---	---
	---	(5,200,000)	---	---	---
Refund of Share Application Money	---	---	---	---	---
	(---)	(---)	(---)	(---)	(---)
Loan Given	---	31,994,048	---	---	---
	(64,303)	(---)	(---)	(---)	(---)
Refund of Loan Given	---	---	---	---	---
	(4,000,000)	(---)	(---)	(---)	(---)
Closing Balance					
Payable	---	---	---	---	---
	(119,360)	(---)	(---)	(---)	(---)
Loan Given	---	35,449,405	---	---	---
	(448,178)	(---)	(---)	(---)	(---)
Unsecured Loan Taken	---	---	---	---	3,594,721
	(---)	(---)	(---)	(---)	32,138,747
Investment	104,444,393	286,939,600	50,000	---	---
	(252,465,393)	(56,763,492)	(50,000)	(---)	(---)

32. In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realised in ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary. There is no contingent liability except stated and informed by the Management.

33. Contingent Liabilities:-

- On account of Guarantee Rs. 1516.50 lacs (Previous Year Rs. 1832.41 lacs) issued by the company's bankers to the Contractee for projects under EPC Division.
- Appeal filed by the company against the order of Assessing officer determining demand of Rs.174.28 Lacs has been decided in the favour of the company. The disallowance/ addition made by the Assessing officer has been deleted by the Honourable Commissioner (Appeals). Income Tax Department has preferred/ filed an appeal with the Appellate Tribunal. The management is to get judgement in it's favour, and hence have not made any provision in the financial statement.
- Demand has been raised by Income Tax Department for Rs.103.66 Lacs against company for the Asst Year 12 - 13 against which appeal have been filed with Commissioner (Appeal) of Income Tax.
- Demand has been raised by Income Tax Department for Rs.102.36 Lacs against company for the Asst Year 13 - 14 against which appeal has been filed with Commissioner (Appeal) of Income Tax.

34. During the F/Y : 2014-15 under review, HSCC Limited (contractor) a government of India undertaking has revoked contract for construction of hostel and O.P.D under the control of Regional Institute of Medical Science at Imphal consequent to such revocation the contractor has revoked the Bank Guarantee issued in favour of contractor amounting to Rs. 557.75 lacs. The contract was executed by a sub-contractor, as per the terms of contract with RDBRIL, the sub-contractor is liable to bear any damages/loss/expenses suffered by RDBRIL. Hence, no provision has been made for the same, so, in F/Y2016-17 amount has been debited to Subcontractor.

35. Disclosure in accordance with requirements under Sch III regarding cash statement during 08.11.16 to 30.12.16

Particulars	Closing cash in hand as on 08.11.16	Add: Permitted receipts	Less: Permitted payments	Closing cash in hand as on 30.12.16
SBN	---	---	---	---
Other Notes	3,235,857	997,982	2,250,609	6,484,448
Total	3,235,857	997,982	2,250,609	6,484,448

36. The figures of Previous Year have been recast, regrouped wherever considered necessary.

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No. 303119E

For and on behalf of the Board

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Kolkata

The 06th day of June 2017

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Madhuri Gulgulia

Company Secretary & Compliance Officer

Financial Statement

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying consolidated financial statements of RDB REALTY & INFRASTRUCTURE LIMITED (herein referred to as the "holding company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates, which comprise the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit & Loss and consolidated Cash Flow Statement for the year ended on that date, and also a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Standalone 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 Associates and Jointly controlled entities 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 and of its associates and jointly controlled entities 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 subparagraph (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, 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 associates as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Financial Statement

Other Matters

We did not audit the financial statements of 10 subsidiaries whose financial statements reflect total assets of Rs. 25052.12 Lacs as at 31.03.17, the total revenue of Rs. 1229.79 Lacs as at 31.03.17. The consolidated financial statements also includes the group's share of net profit of Rs. 21.25 Lacs for the year ended in that date as considered in the consolidated financial statements, in respect of one (1) associate, whose financial statements have not been audited by us. These financial information have been audited by other auditors whose report(s) has (have) been furnished to us by the management, and our opinion on consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associate, is bases solely on report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to the reliance on the work done and the reports of the others auditors and the financial statements certified by the Management.

Management's Responsibility for the Standalone 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 Associates and Jointly controlled entities 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 and of its associates and jointly controlled entities 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.

Emphasis of Matter

We draw attention to the following matter in the Notes to the following financial statements:

- a) Note 36 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter.
- b) Note 36 (c) & (d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.
- c) Note 37 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, we report that:

1. 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.
2. 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.
3. The Consolidated Balance Sheet, Consolidated the Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. 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.
5. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the adequacy of the internal financial controls over financials reporting of the company and the operating effectiveness of such controls, refer to our separate report in **Annexure A**.
7. 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:

Financial Statement

- a) (i) Note 36 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter
- (ii) Note 36 (c)&(d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.
- (iii) Note 37 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.
- b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: 11, Clive Row, Kolkata – 700 001.

Date : The 06th day of June 2017

Financial Statement

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

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

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of the Holding Company. Based on the comments made by the Independent Auditors of the Subsidiaries and Associates (covered entities) with respect to the internal financial controls over financial reporting as required in terms of sub-section (3) (i) of section 143 of the Act, we report as under:

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- I) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- II) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that Receipts and Expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- III) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Financial Statement

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- I) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.
- II) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that Receipts and Expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- III) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

Deepak Kumar Daga

(Partner)

Membership No. 059205

Place: 11, Clive Row, Kolkata – 700 001.

Date: 6th June, 2017.

Consolidated Financial Statement

Consolidated Balance Sheet as at 31st March 2017

(Amount in Rs.)

Particulars	Notes No.	As at 31st March, 2017		As at 31st March, 2016	
I EQUITY AND LIABILITIES					
1. Shareholders' Funds					
a) Share Capital	1	172,834,000		172,834,000	
b) Reserves & Surplus	2	1,139,249,189	1,312,083,189	1,043,099,160	1,215,933,160
2. Minority Interest			80,490,718		188,084,148
3. Non Current Liabilities					
a) Long Term Borrowings	3	285,936,966		297,265,935	
b) Deferred Tax Liabilities (Net)	4	1,359,242		810,272	
c) Other Long Term Liabilities	5	167,139,083		159,756,069	
d) Long Term Provisions	6	539,687	454,974,978	589,172	458,421,448
4. Current Liabilities					
a) Short Term Borrowings	7	507,483,302		925,496,056	
b) Trade Payables	8	264,176,988		474,542,894	
c) Other Current Liabilities	9	1,605,397,917		3,515,867,852	
d) Short Term Provisions	10	20,056,570	2,397,114,778	11,014,832	4,926,921,633
Total			4,244,663,662		6,789,360,388
II ASSETS					
1. Non Current assets					
a) Fixed Assets	11				
i) Tangible Assets		70,704,206		91,441,976	
ii) Intangible Assets		69,667		116,111	
iii) Capital Work in Progress		---		---	
		70,773,873		91,558,087	
b) Non Current Investments	12	395,393,101		98,039,745	
c) Long Term Loans & Advances	13	183,201,514	649,368,488	957,737,516	1,147,335,347
3. Current Assets					
a) Inventories	14	2,711,042,507		4,476,254,061	
b) Trade Receivable	15	357,456,211		594,359,532	
c) Cash and Bank Balances	16	54,921,135		77,976,282	
d) Short Term Loans & Advances	17	398,444,729		389,318,522	
e) Other Current Assets	18	73,430,592	3,595,295,174	104,116,645	5,642,025,041
Total			4,244,663,662		6,789,360,388
Significant accounting policies and other notes to Financial Statements	27 to 39				
Notes referred to above forms an integral part of the Financial Statements					

This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner
Membership No. 059205

Kolkata

The 06th day of June 2017

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Madhuri Gulgulia

Company Secretary & Compliance Officer

Consolidated Financial Statement

Consolidated Statement of Profit and Loss for the Year ended 31st March 2017

(Amount in Rs.)

Particulars	Notes No.	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
REVENUE					
Revenue From Operations	19		306,503,732		420,990,276
Other Income	20		95,471,937		75,825,907
			401,975,669		496,816,183
EXPENSES					
Construction Activity Expenses	21		330,615,798		687,647,278
Changes in Inventories of Finished Goods and Work in Progress	22		(121,742,975)		(284,024,136)
Employee Benefits Expense	23		8,123,440		14,084,691
Finance Costs	24		50,651,012		38,491,646
Depreciation & Amortisation	25		6,759,843		8,813,787
Other Expenses	26		42,514,197		32,532,477
			316,921,316		497,545,743
PROFIT BEFORE TAX			85,054,354		(729,560)
Less: Provision For Tax					
- Current Tax		18,934,930		9,914,705	
- Tax Adjustment For Earlier Years		1,518,285		5,110,277	
- Deferred Tax		548,970	21,002,185	1,307,384	16,332,366
PROFIT AFTER TAX			64,052,169		(17,061,926)
(Before Share of Results of Associates and Minority Interests)					
Share of Profit/(Loss) in Associates			2,125,411		3,467,689
Minority's Interest			(3,451,726)		19,753,016
PROFIT AFTER TAX			62,725,854		6,158,778
EARNINGS PER SHARE (FV Rs.10/-)					
- Basic			3.63		0.36
- Diluted			3.63		0.36
Significant accounting policies and other notes to Financial Statements	27 to 39				
Notes referred to above forms an integral part of the Financial Statements					

This is the Statement of Profit and Loss referred to in our report of even date.

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner
Membership No. 059205

Kolkata
The 06th day of June 2017

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Madhuri Gulgulia

Company Secretary & Compliance Officer

Consolidated Financial Statement

Consolidated Cash Flow Statement for the Year ended 31st March 2017

(Amount in Rs.)

Cash Flow Statement	For the year ended 31st March, 2017		For the year ended 31st March, 2016	
A. Cash flow from operating activities :				
Net profit before tax as per Statement of Profit and Loss		85,054,354		(729,560)
Adjustments for				
Depreciation & Amortisation	6,759,843		8,813,787	
Interest Paid	50,500,816		112,099,210	
(Profit) / Loss on Sale of Investment	(198,932)		---	
(Profit) / Loss on Sale of Fixed Assets	(53,302)		83,875	
Fixed Assets written off	---		76,862	
Bad Debts	28,540,070		---	
Liabilities no longer payable written back	(194,518)		(5,039,664)	
Provision for Employee Benefits	152,028		441,891	
Interest Received	(54,581,660)	30,924,344	(25,098,273)	91,377,688
Operating Profit Before Working Capital Changes		115,978,698		90,648,128
(Increase) / Decrease in Inventories	1,765,211,554		(284,243,163)	
Increase / (Decrease) of Provision for Employee Benefits	---		(320,627)	
(Increase) / Decrease in Trade receivables	208,363,251		(108,224,906)	
(Increase) / Decrease of Short-Term Advances	15,046,019		38,812,216	
(Increase) / Decrease of Long-Term Advances	774,536,003		(253,930,597)	
Increase / (Decrease) of Other Long-Term Liabilities	7,383,014		11,389,322	
Increase / (Decrease) in Trade Payables	(210,171,388)		66,095,961	
Increase / (Decrease) of Other Current Liabilities	(1,910,651,636)	649,716,816	345,698,445	(184,723,349)
Cash generated from operations		765,695,514		(94,075,221)
Less: Direct taxes paid/ (Refunds) including Interest (Net)		2,153,468		23,927,077
Cash Flow before Exceptional Items		763,542,045		(118,002,298)
Net cash Generated/(used) from operating activities		763,542,045		(118,002,298)
B. Cash Flow from Investing Activities :				
Purchase of fixed assets	13,977,673		(25,233,827)	
Sale of fixed assets	100,000		100,000	
Interest Received	54,581,660		25,098,273	
Investment with Subsidiaries, Associates and Firms	(295,625,810)		(2,551,458)	
Minority' Interest Loss / (Gain)	(77,024,184)		(5,473,041)	
Loans Refund / (Given)	(2,765,695)		(42,416,283)	
Withdraw Fixed Deposits / (Fixed Deposits Earned)	6,732,988	(300,023,368)	(7,774,252)	(58,250,588)
Net cash from investing activities		(300,023,368)		(58,250,588)

Consolidated Financial Statement

Consolidated Cash Flow Statement for the Year ended 31st March 2017 (Cond.)

(Amount in Rs.)

Cash Flow Statement	For the year ended 31st March,2017		For the year ended 31st March,2016	
C. Cash flow from financing activities :				
Proceeds / (Repayment) of Long Term Borrowings	(11,328,969)		(5,295,892)	
Proceeds / (Repayment) of Short Term Borrowings	(418,012,754)		314,323,472	
Interest Paid	(60,632,351)		(112,099,210)	
Dividend paid	---		(17,283,400)	
Dividend Tax paid	---	(479,842,542)	(3,518,494)	176,126,477
Net cash generated/(used) in financing activities		(479,842,542)		176,126,477
Net increase/(decrease) in cash and cash equivalents (A+B+C)		(16,323,859)		(126,409)
Cash and cash equivalents -Opening balance		39,740,680		39,867,089
		23,416,821		(39,740,680)
Cash and cash equivalents -Closing balance		23,416,821		39,740,680
CASH AND CASH EQUIVALENTS :				
Balances with Banks		19,144,465		33,305,090
Cash on hand (As certified by the management)		4,272,355		6,435,590
		23,416,821		39,740,680

This is the Cash Flow Statement referred to in our report of even date.

For and on behalf of the Board

For S. M. DAGA & CO.
Chartered Accountants
Firm Regd. No.303119E

DEEPAK KUMAR DAGA
Partner
Membership No. 059205

Sunder Lal Dugar
Chairman and Managing Director

Pradeep Kumar Pugalia
Whole Time Director

Kolkata
The 06th day of June 2017

Anil Kumar Apat **Madhuri Gulgulia**
Chief Financial Officer Company Secretary & Compliance Officer

Consolidated Financial Statement

Note to Consolidated Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 1				
SHARE CAPITAL (Equity Share of Rs.10/- each)				
a. Authorised Share Capital				
Number of Equity shares				
2,00,00,000 (Previous year 2,00,00,000)		200,000,000		200,000,000
		200,000,000		200,000,000
b. Issued, subscribed and paid-up share capital :				
Number of Equity shares fully paid up				
1,72,83,400 (Previous year 1,72,83,400)		172,834,000		172,834,000
		172,834,000		172,834,000
c. Reconciliation of number of equity shares outstanding				
Particulars	As at 31st March, 2017		As at 31st March, 2016	
As at the beginning of the year	17,283,400		17,283,400	
As at the end of the year	17,283,400		17,283,400	
d. The rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend and repayment of capital The Company has only one class of equity shares having par value of Rs.10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.				
e. Details of shareholders holding more than 5% shares, with voting rights.				
Name of Equity shareholders	As at 31 March, 2017		As at 31 March, 2016	
	Shares held (No.)	% holding	Shares held (No.)	% holding
BFM Industries Limited	3,248,500	18.80	3,248,500	18.80
Khatod Investments & Finance Company Limited	2,960,625	17.13	2,960,625	17.13
Vinod Dugar	2,068,023	11.97	2,068,023	11.97
Sheetal Dugar	1,639,882	9.49	1,639,882	9.49
NTC Industries Limited	1,260,000	7.29	1,260,000	7.29
f) None of the Shares are reserved for issue under options or contracts.				
g) shares issued for consideration other than cash or bonus to shareholders or bought back from shareholders within the period of 5 years				
Issued Pursuant to	Period (FY)		Number of Shares	
Scheme of Amalgamation (I)	2012 - 13		64,83,400	
i) As per the scheme of amalgamation in the FY 12-13 of Pincha Home Builders Private Limited (The Transferor RDB Realty & Infrastructure Limited (The Transferee Company) as approved by Honourable High Court at Calcutta, 64,83,400 Nos. of Shares to the shareholders of the Pincha Home Builders Private Limited. in the ratio 1:2.2 (Refer				

Consolidated Financial Statement

(Amount in Rs.)

Particulars	As at 31st March 2017		As at 31st March 2016	
Notes No. - 2				
RESERVES & SURPLUS				
a) Capital Reserve				
As per last Consolidated Financial Statements	(59,807,868)		(59,807,868)	
Less: Deduction of end of holding-subsidiary relation				
Add: during the year*	122,400,000		---	
(*Refer note no. 31 of notes to the Consolidated Financial Statements)		62,592,132		(59,807,868)
b) Securities Premium Account				
As per last Consolidated Financial Statements	474,526,180			474,526,180
Less: Deduction of end of holding-subsidiary relation	122,400,000	352,126,180		
c) General Reserve				
As per last Consolidated Financial Statements		198,909,337		198,909,337
d) Surplus i.e. Balance in Statement of Profit and Loss				
As per last Consolidated Financial Statements	429,471,511		423,312,733	
Less: Deduction of end of holding-subsidiary relation	(33,424,175)			
Add : Profit during the year	62,725,854		6,158,778	
	525,621,540		429,471,511	
Less : Appropriations				
Fixed Assets w/off pursuant to transitional provision of Sch - II of Companies Act, 2013.	---		---	
Proposed Equity Dividend	---		---	
Dividend Distribution Tax	---		---	
	---		---	
Surplus as at the end of the period		525,621,540		429,471,511
		1,139,249,189		1,043,099,160
Notes No. - 3				
LONG TERM BORROWINGS				
Secured Loans				
From Bank				
Term Loan	69,923,205		96,548,634	
Equipment Loan	---		707,765	
		69,923,205		97,256,399
Unsecured Loans				
From Directors	107,131,000		83,711,000	
From Others	108,882,761	216,013,761	116,298,536	200,009,536
		285,936,966		297,265,935

Consolidated Financial Statement

(Amount in Rs.)

Nature of Security	Payment Details	Others Remarks	2016-17	2015-16
<u>Secured - Term Loan from Bank</u>				
Loan for acquisition of Vehicle, hypothecated against Vehicle	The Loans are Repayable in 60 Monthly Intstallments of Rs. 5.34 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020.	The applicable rate of interest is 12.00%	11,341,169	16,073,418
Loan for acquisition of Vehicle, hypothecated against Vehicle	The Loans are Repayable in 36 Monthly Intstallments of Rs. 1.47 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020.	The applicable rate of interest is 12.00%	---	1,652,346
Secured by way of Assignment of Lease Rentals and corporate and personal guarantee of holding company and promoters respectively.	Loan is repayable in 96 equal monthly install. of Rs.13.26 lacs (Rs.2.65 lacs in 5 subsidiaries each) starting from 05.11.13 & last installment fall due on 05.10.2021	The applicable rate of interest is Base Rate plus 1.65%	44,929,690	54,822,870
For repayment of unsecured loan other than of directors and shareholders. Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director.	Principle is repayable in 20 equal quarterly installments of Rs 30 lacs (excluding interest) starting from 1st quarter of 14-15 and falling due on last day of every quarter. Interest to be served as and when accrued.	The applicable rate of interest is MCLR plus 3.95%	12,000,000	24,000,000
<u>Secured - Others Loan from Bank</u>				
For acquisition of Civil Constuction Assets agnaist hypothecation of assets purchased	The loan is repaybale in 35 equal monthly installments of Rs. 1.81 Lacs (incl. Interest) starting from 30.09.13 and ending on 20.07.2016	The applicable rate of interest is base rate plus 5.75%	---	707,765

Consolidated Financial Statement

(Amount in Rs.)

Particulars	31st March, 2017		31st March, 2016	
Notes No. - 4				
DEFERRED TAX LIABILITIES (NET)				
<u>Deferred Tax Liabilities on</u>				
Depreciation Allowance on Fixed Assets	1,914,666		1,465,524	
Sub Total (A)		1,914,666		1,465,524
<u>Deferred Tax Assets on</u>				
Amalgamation Expenses	42,074		42,074	
Provision for Gratuity	513,350		613,178	
Sub Total (B)		555,424		655,252
Deferred Tax (Assets) / Liabilities (Net) (A-B)		1,359,242		810,272
Notes No. - 5				
OTHER LONG TERM LIABILITIES				
<u>Unsecured</u>				
Advance Against Properties				
- Related Party		9,230,313		10,515,313
- Others		133,718,313		128,985,688
Sundry Deposits		24,190,457		20,255,068
		167,139,083		159,756,069
Notes No. - 6				
LONG TERM PROVISIONS				
Provision for Employee Benefits		539,687		589,172
		539,687		589,172
Notes No. - 7				
SHORT TERM BORROWINGS				
Repayable on Demand				
<u>From Banks : Over Draft (Secured)</u>				
For General Business Purpose				
Rate of Interest is Base Rate plus 3%				
Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director of the parent company.		17,509,000		18,252,465
<u>From Other Than Bank (Unsecured)</u>				
a) Directors		---		31,497,088
b) Related Parties		150,766		49,352,079
c) Others		489,823,536		826,394,424
		507,483,302		925,496,056

Consolidated Financial Statement

(Amount in Rs.)

Particulars	As at 31st March 2017		As at 31st March 2016	
Notes No. - 8				
TRADE PAYABLES				
Trade Payables *		264,176,988		474,542,894
* The Company is in communication with its suppliers to ascertain the applicability of "The Micro, Small and Medium Enterprises Development Act, 2006". As on the date of this Balance Sheet the Company has not received any communications from any of its suppliers regarding the applicability of the Act to them.				
		264,176,988		474,542,894
Notes No. - 9				
OTHER CURRENT LIABILITIES				
Current Maturities of Long Term Debt		26,264,064		55,150,272
Interest Accrued but not Due on long Term Debt		618,380		1,251,980
Advances from Customers		1,524,825,550		2,695,665,740
Advances from Others		39,218,776		734,167,011
Retention Money		1,993,272		8,553,647
Outstanding Statutory Payment		9,726,860		14,191,577
Unclaimed Dividend*		1,000,569		998,869
Other Liabilities		1,750,446		5,888,757
* There is no amount due and outstanding as on 31st March, 2017 to be credited to Investor Education and Protection Fund.				
		1,605,397,917		3,515,867,852
Particulars	31st March, 2017		31st March, 2016	
	Nos. of Equity Shares Fully Paid	Cost of Share Amount in (Rs.)	Nos. of Equity Shares Fully Paid	Cost of Share Amount in (Rs.)
Notes No. - 10				
SHORT TERM PROVISIONS				
Income Tax		18,934,930		9,914,705
Proposed Equity Dividend*		---		---
Dividend Distribution Tax on Proposed Equity Dividend*		---		---
Other Short Term Provisions		---		180,000
Provision for Employee Benefits		1,121,640		920,127
		20,056,570		11,014,832

Consolidated Financial Statement

Notes No. - 11

FIXED ASSETS

(Amount in Rs.)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 2016	Additions During the Year	Deductions During the Year	As at 31st March 2017	Upto 31st March 2016	For the Year	Deductions During the Year	Upto 31st March 2017	As at 31st March 2017	As at 31st March 2016
Tangible Assets										
Lands	475,086	---	---	475,086	---	---	---	---	475,086	475,086
Buildings	42,822,605	---	---	42,822,605	9,834,632	577,254	---	10,411,886	32,410,719	32,987,973
Plant & Machineries	32,285,726	270,650	17,693,362	14,863,014	12,966,185	1,012,855	4,259,195	9,719,845	5,143,169	19,319,541
Furniture & Fixtures	3,472,538	31,000	1,450,184	2,053,354	2,123,136	78,409	460,307	1,741,238	312,116	1,349,402
Vehicles	55,185,002	824,772	1,335,354	54,674,420	18,265,894	5,145,397	888,954	22,522,337	32,152,083	36,919,108
Computers	4,787,014	60,342	1,395,456	3,451,900	4,396,148	94,431	1,249,712	3,240,867	211,033	390,866
Sub Total	139,027,971	1,186,764	21,874,356	118,340,379	47,585,995	6,908,346	6,858,168	47,636,173	70,704,206	91,441,976
Intangible Assets										
Computer Softwares	1,597,916	---	---	1,597,916	1,481,805	46,444	---	1,528,249	69,667	116,111
Sub Total	1,597,916	---	---	1,597,916	1,481,805	46,444	---	1,528,249	69,667	116,111
Grand Total	140,625,887	1,186,764	21,874,356	119,938,295	49,067,800	6,954,790	6,858,168	49,164,422	70,773,873	91,558,087
Previous Year	116,114,988	25,233,827	722,928	140,625,887	40,133,035	9,473,818	539,053	49,067,800	91,558,087	

Particulars		31st March 2017		31st March 2016	
		Nos. of Equity Shares Fully Paid	Cost of Share Amount in (Rs.)	Nos. of Equity Shares Fully Paid	Cost of Share Amount in (Rs.)
Notes No. - 12					
<u>NON CURRENT INVESTMENTS</u>					
<u>Trade Investments (at cost)</u>					
<u>I) Investment in Equity Instruments</u>					
Unquoted	Face Value @				
<u>a) Associates</u>					
Rimjhim Vanijya Private Limited	Rs. 10	5,000	2,175,411	5,000	3,517,689
<u>b) Others</u>					
RDB Legend Infrastructure Pvt. Ltd.	Rs. 10	4,801,600	48,016,000	---	---
Dalton Kunj Private Limited	Rs. 10	40,000	80,000	40,000	80,000
Manavata Vyapaar Private Limited	Rs. 10	50,000	100,000	50,000	100,000
Persi Fashion Private Limited	Rs. 10	90,000	180,000	90,000	180,000
Total (A + B) = I		4,986,600	50,551,411	185,000	3,877,689
Aggregate book cost of unquoted investments			50,551,411		3,877,689

Consolidated Financial Statement

(Amount in Rs.)

Particulars	31st March, 2017		31st March, 2016	
(II) Investments in the Capital of Partnership Firms/LLP/AOP				
Regent Associates	61,469,076		61,668,008	
Nirvana Devcon LLP	252,772,615		---	
HPSD Enclave LLP	50,000		---	
Rituraj Construction LLP	50,000		---	
Aristo Infra Developers LLP	500,000		32,494,048	
HPVD Commotrade	30,000,000		---	
		344,841,691		94,162,056
Total (I + II)		395,393,101		98,039,745
Name of Partnership Firm/LLP/AOP	2016-17		2015-16	
	Total Capital (Rs.)	Profit Sharing Ratio	Total Capital (Rs.)	Profit Sharing Ratio
Regent Associates				
1 RDB Mumbai Infrastructure (P) Ltd.	61,469,076	51.00%	61,668,008	51.00%
2 Dharmendra Lalchand Jain	15,914,374	11.00%	15,914,374	11.00%
3 Lalchand Pannalal Jain	5,108,374	11.00%	5,108,374	11.00%
4 Leela Lachand Jain	4,915,374	11.00%	4,915,374	11.00%
5 Mahendra Lalchand Jain	8,048,266	8.00%	8,048,266	8.00%
6 Pravin Lalchand Jain	11,871,727	8.00%	11,871,727	8.00%
Total	107,327,191	100.00%	107,526,123	
Nirvana Devcon LLP	Capital	Current	Capital	Current
1 RDB Realty & Infrastructure Limited 80%	80,000	252,692,614	---	---
2 Belani Housing Development Limited 20%	20,000	372,559,858	---	---
	100,000	625,252,472	---	---
Rituraj Construction LLP (w.e.f. 16/08/2016)				
1 Raj Construction Projects Pvt. Ltd.	50,000	50.00%	---	---
2 Raj Vardhan Patodia	50,000	50.00%	---	---
	100,000	100.00%	---	---
Aristo Developers LLP	Capital	Current	Capital	Current
1 RDB Realty & Infrastructure Limited 50%	500,000	---	500,000	31,994,048
2 Avyay Commercial Industries Pvt. Ltd. 25%	250,000	15,972,830	250,000	15,972,830
3 Patcrop Construction Pvt. Ltd. 25%	250,000	4,008,428	250,000	4,008,428
Total	1,000,000	19,981,258	1,000,000	51,975,306

Consolidated Financial Statement

(Amount in Rs.)

Particulars		As at 31st March, 2017		As at 31st March, 2016	
HPSD Enclave LLP (w.e.f. 09/03/2017)	Profit Ratio	Capital	Current	Capital	Current
1 Regent Hirise Private Limited	50%	50,000	(45,000)	---	---
2 Raj Construction Projects Pvt. Ltd.	50%	50,000	-		
		100,000	(45,000)		
HPSD Enclave LLP (w.e.f. 02/01/2017)	Profit Ratio	Capital	Current	Capital	Current
1 Raj Construction Projects Pvt. Ltd.	50%	250,000	29,750,000	---	---
2 Regent Hirise Private Limited	50%	250,000	31,480,000		
		500,000	61,230,000		
Notes No. - 13					
<u>LONG TERM LOANS & ADVANCES</u>					
(Unsecured, Considered Good)					
Capital Advances			130,245,456		399,272,606
Other Advances (Refer Note No. 37)			14,529,770		55,774,727
Sundry Deposits			38,250,488		502,338,583
Preliminary Expenses			175,800		351,600
			183,201,514		957,737,516
Notes No. - 14					
<u>INVENTORIES</u>					
For valuation refer note 27(III)(H)					
Work in Progress			2,484,441,122		4,211,893,769
Finished Goods			226,601,386		264,360,292
(As taken, valued and certified by the management)					
			2,711,042,507		4,476,254,061
Notes No. - 15					
<u>TRADE RECEIVABLE</u>					
(Unsecured, considered good)					
Debts outstanding for a period exceeding six months			163,864,091		72,344,018
Other Debts			193,592,120		522,015,514
			357,456,211		594,359,532

Consolidated Financial Statement

(Amount in Rs.)

Particulars	As at 31st March, 2017		As at 31st March, 2016	
Notes No. - 16				
<u>CASH AND BANK BALANCES</u>				
<u>a. Cash and Cash Equivalents :</u>				
Balances with Banks	19,144,465		33,305,090	
Cash on hand (As certified by the management)	4,272,355	23,416,821	6,435,590	39,740,680
<u>b. Other Bank Balances :</u>				
Unpaid Dividend	1,000,569		998,869	
Fixed Deposit Account	30,503,745	31,504,314	37,236,733	38,235,602
(Pledged with respective Bank against credit facilities availed by the Company)				
		54,921,135		77,976,282
Notes No. - 17				
<u>SHORT TERM LOANS & ADVANCES</u>				
(Unsecured, considered good)				
Loans to Related Parties		35,449,405		65,415,639
Loans to Others		238,284,391		205,552,462
Other Advances		124,710,933		118,350,421
		398,444,729		389,318,522
Notes No. - 18				
<u>OTHER CURRENT ASSETS</u>				
(Unsecured, considered good)				
Income Tax advance and Tax Deduct at Source		31,700,763		32,265,857
Balance with Revenue Authorities		37,446,521		71,138,919
Prepaid Expenses		4,107,509		536,069
Other Current Assets		175,800		175,800
		73,430,592		104,116,645

Consolidated Financial Statement

(Amount in Rs.)

Particulars	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
Notes No. - 19				
REVENUE FROM OPERATIONS				
a) Sales				
Construction Activities		306,001,354		400,654,947
Services		701,310		18,998,322
		306,702,664		419,653,269
b) Profit / (Loss) from Partnership Firms		(198,932)		1,337,008
Total		306,503,732		420,990,276
Notes No. - 20				
OTHER INCOME				
<u>a) Other Operating Income</u>				
Rental Income		40,082,606		43,723,436
b) Interest Received				
- On Capital with Partnership Firm*	30,527,329		3,594,649	
- From Related Parties	---		5,458,270	
- Others	24,054,331	54,581,660	16,045,354	25,098,273
(*Non current, Trade Investment)				
Sub Total (a+b)		94,664,266		68,821,709
<u>c) Other Income</u>				
Profit on Sale of Fixed Assets		53,302		---
Liabilities/ advances no longer payable written back		194,518		5,039,664
Miscellaneous Income		559,851		1,964,534
		807,671		7,004,198
Total (a+b+c)		95,471,937		75,825,907
Notes No. - 21				
CONSTRUCTION ACTIVITY EXPENSES				
Direct Purchase Cost for the Project		100,058,497		94,990,174
Cost of Land and Development Charges		1,629,838		85,279,865
Construction and Other Materials		52,172,764		227,969,996
Contract Labour Charges		10,058,269		101,876,106
Interest on Project Loan		434,390		74,417,234
Professional Charges		434,390		4,112,401
Other Construction Expenses		166,262,040		99,001,502
		330,615,798		687,647,278

Consolidated Financial Statement

(Amount in Rs.)

Particulars	For the Year ended 31st March, 2017		For the year ended 31st March, 2016	
Notes No. - 22				
<u>CHANGES IN INVENTORIES OF FINISHED GOODS AND CONSTRUCTION WORK IN PROGRESS</u>				
Opening stock				
Construction Work in Progress		2,372,126,446		3,950,245,113
Finished Goods		228,115,969		241,984,811
Stock in Transit		(10,942,882)		---
Sub Total (A)		2,589,299,532		4,192,229,924
Closing stock				
Construction Work in Progress		2,484,441,122		4,211,893,769
Finished Goods		226,601,386		264,360,292
Sub Total (B)		2,711,042,507		4,476,254,061
Total (A - B)		(121,742,975)		(284,024,136)
Notes No. - 23				
<u>EMPLOYEE BENEFITS EXPENSE</u>				
Salaries, Wages, Bonus, Exgratia etc.		7,485,304		13,109,538
Staff Welfare Expenses		358,904		405,596
Contribution to Provided Fund		127,204		127,666
Gratuity		152,028		441,891
		8,123,440		14,084,691
Notes No. - 24				
<u>FINANCE COSTS</u>				
Interest		50,500,819		37,681,975
Finance Charges		150,194		809,671
		50,651,012		38,491,646
Notes No. - 25				
<u>DEPRECIATION AND AMORTISATION</u>				
Amortisations		---	110,342	
Depreciation	6,954,790		9,363,476	
Less : Depreciation transferred to Work in Progress	(194,947)		(583,169)	
Less : Fixed Assets written off	---		(76,862)	
Less : Fixed Assets written off pursuant to transitional provision of Schedule - II of Companies Act, 2013.	---		---	
		6,759,843	---	8,813,787
		6,759,843		8,813,787

Consolidated Financial Statement

(Amount in Rs.)

Particulars	For the Year ended 31st March 2017		For the year ended 31st March 2016	
Notes No. - 26				
<u>OTHER EXPENSES</u>				
Rates & Taxes		679,857		3,407,901
Rent		95,834		1,047,261
Professional Charges		1,696,021		1,907,084
Insurance		108,763		369,146
Electricity Expenses		617,377		745,482
Motor Vehicle Expenses		1,292,374		713,554
Repair & Maintenance		3,932,314		6,168,359
Travelling & Conveyance Expenses		312,115		447,967
Postage, Telegraph & Telephones		488,798		556,584
Printing & Stationary		505,186		467,345
Contribution to CSR Activities		151,000		1,821,000
Miscellaneous Expenses		2,552,040		1,895,014
Loss on Sale of Fixed Assets		---		83,875
Fixed Assets Written off		---		76,862
Bad Debts / Advance Written Off		28,540,070		---
Auditors Remuneration :				
- Statutory Audit Fee	177,500		317,500	
- Tax Audit Fee	57,250	234,750	48,500	366,000
Selling, Distribution and Other Expenses		1,307,698		12,459,043
		42,514,197		32,532,477

27. SIGNIFICANT ACCOUNTING POLICIES

I) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements include the financial statements of RDB Realty & Infrastructure Limited, the parent company, and its subsidiaries, associates, partnership firm & LLP (Refer Note No. 27 (II) A) (collectively referred to as "Group" on the following basis:

- The Consolidated Financial Statements have been prepared in accordance with Accounting Standard - 21 on "Consolidated Financial Statements", and Accounting Standard - 23 on "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government as Companies (Accounting Standards), Rules 2006, in exercise of powers conferred u/s 129 of Companies Act, 2013.
- The financial statement of the parent company and its subsidiaries as on 31st March, 2017 are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after adjustments / elimination of inter-company transactions, balances including unrealized profit etc.
- The surplus/deficit of cost of investment in the subsidiary over the proportionate share in equity of subsidiary as at the date of investment is recognised as goodwill/ capital reserve.
- Capital Reserve (net of goodwill) arising out of consolidation is stated at cost.

Consolidated Financial Statement

E. Minority interest in the net assets of consolidated subsidiaries consists of:

- The amount of equity attributable to minorities at the date on which the control in a subsidiary is transferred; and
- Minorities share of movement in equity since the date the parent-subsidiary relationship came into existence.

F. 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 parent company's standalone financial statements. However, no effect in respect of different method of charging depreciation by various subsidiaries, other than the method adopted by parent company, has been considered.

G. The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company i.e. 31st March, 2017.

II) BASIS OF PRESENTATION

A. The subsidiaries (which alongwith RDB Realty & Infrastructure Limited, the parent company, constitute the Group) considered in preparation of these consolidated financial statements are:

Sl. No.	Name	Country of Incorporation	Percentage of ownership interest as at 31st March, 2017	Percentage of ownership interest as at 31st March, 2016
1	Bahubali Tie-Up Private Limited (Company)	India	100.00	100.00
2	Baron Suppliers Private Limited (Company)	India	100.00	100.00
3	Bhagwati Builders & Development Private Limited (Company)	India	100.00	100.00
4	Bhagwati Plasto Works Private Limited (Company)	India	51.00	51.00
5	Headman Mercantile Private Limited (Company)	India	100.00	100.00
6	Kasturi Tie-Up Private Limited (Company)	India	100.00	100.00
7	Triton Commercial Private Limited	India	100.00	100.00
8	Raj Construction Projects Private Limited (Company)	India	100.00	100.00
9	RDB Jaipur Infrastructure Private Limited (Company) (Formerly RDB Realty Private Limited)	India	53.63	53.63
10	RDB Mumbai Infrastructures Private Limited (Company) (Formerly Known as Maple Tie Up Private Limited)	India	51.00	70.00

* RDB Legend Infrastructure Pvt. Ltd. is no more Subsidiary of RDB Realty & Infrastructure Ltd w.e.f. 30.06.2016

B. The Group Associates are:

Sl. No.	Name of Associates	Country of Incorporation	Percentage of ownership interest as at 31st March, 2017	Percentage of ownership interest as at 31st March, 2016
1	Rimjhim Vanijya Private Limited	India	50.00	50.00

Consolidated Financial Statement

C. The Group Investment in Partnership / LLP & AOP are:

(Amount in Rs.)

Sl. No.	Name of Associates	Country of Incorporation	Percentage of ownership interest as at 31st March, 2017	Percentage of ownership interest as at 31st March, 2016
1	Bindi Developers (Partnership Firm)	India	75.00	75.00
2	Mas Construction (Partnership Firm)	India	66.67	66.67
3	Regent Associates (Partnership Firm)	India	51.00	51.00
4	Aristo Infra Developers LLP	India	50.00	50.00
5	Nirvana Devcon LLP (w.e.f. 15.10.15)	India	80.00	80.00
6	Rituraj Construction LLP (w.e.f. 16/08/2016)	India	50.00	NA
7	HPSD Enclave LLP (w.e.f. 09/03/2017)	India	50.00	NA
8	HPVD Commotrade (AOP) (w.e.f. 15.10.15)	India	50.00	NA

D. 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. Recognising, this purpose, only such notes from the individual financial statements are disclosed which fairly present the required disclosures.

E. The subsidiaries of the parent Company are those entities in which the parent company directly or indirectly owns more than one half of the voting power or otherwise has power to exercise control over the composition of the Board of Directors/ Governing Body of such entities.

F. The financial statements of subsidiaries are consolidated from the date on which the control is transferred to the Parent Company.

III) OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under "Significant Accounting Policies" as given in the notes to the financial statements in the standalone financial statements of parent company and its subsidiaries.

A. FINANCIAL STATEMENTS

The financial statements have been prepared to comply in all the material aspects with Accounting Standards notified by Central Government under Section 129 of the Companies Act, 2013 rules made there under and the relevant provisions of the Companies Act, 2013. The financial statement has been prepared under historical cost convention on an accrual basis in accordance with Generally Accepted Accounting Principles (GAAP). The accounting policies have been consistently applied by the company except otherwise stated and are consistent with those used in previous year.

All the assets and liabilities have been classified as current and non current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. The normal operating cycle of the company has been considered as 12 months.

B. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affects the balances of assets and liabilities and disclosures relating to contingent liabilities as at the Balance Sheet date and amounts of income and expenses during the year. Examples of such estimates include contract costs expected to be incurred to complete construction contracts, provision for doubtful debts, income taxes and future obligations under employee retirement benefit plans. Actual results could differ from those estimates. The effects of adjustment arising from revisions made to the estimates are included in the Statement of Profit and Loss in the year in which such revisions are materialised.

Consolidated Financial Statement

C. REVENUE RECOGNITION

- a) Revenue from own construction projects are recognised on Percentage of completion method. Units for which agreement for sale is executed till reporting date are considered for it. Revenue recognition starts when 20% of estimated project cost excluding land and marketing cost is incurred and 30% of consideration is received from party. Further, units for which Deed of Conveyance is executed or possession is given, revenue is recognised to full extent.
- b) Revenue from Joint Venture Development Agreement under work sharing arrangements are recognized on the same basis as similar to own construction projects independently executed by the company to the extent of the company's share in joint venture.
- c) Revenue from Construction Contracts are recognised on "Percentage of Completion Method" measured by reference to the survey of works done up to the reporting date and certified by the client before finalisation of projects accounts.
- d) Revenue from services are recognised on rendering of services to customers except otherwise stated.
- e) Rental income from assets is recognized for an accrual basis except in case where ultimate collection is considered doubtful.
- f) Interest income is recognised on time proportion basis. Interest on delayed payment from customers is recognised when realised
- g) Real Estate: Sales is exclusive of service tax and value added tax, if any, net of sales return.
- h) Rental Income: Rental income is exclusive of service tax.

D. FIXED ASSETS

Fixed Assets, including those given on lease, are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Software is capitalized, where it is expected to provide future enduring economic benefits.

Leasehold land under perpetual lease is not amortized. Lease hold land other than on perpetual lease is being amortized on time proportion basis over their respective lease periods.

E. DEPRECIATION AND AMORTISATION

Parent and subsidiaries expect stated

Depreciation is provided on depreciable value (cost minus residual value) using straight line method in the manner that the assets is depreciated over the useful life stated in "Schedule - II" of companies Act, 2013.

RDB Mumbai Infrastructure Private Limited

Depreciation on Fixed Assets is provided using written down value method at the rates prescribed under Schedule II of Companies Act, 2013.

F. IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. Impairment 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 the recoverable amount.

G. INVESTMENTS

All investments are bifurcated into Non Current Investments and Current Investments. Investments that are readily realisable and intended to be held for not more than a year from the date of Balance Sheet are classified as Current Investments. All other investments are classified as Non Current Investments. Current Investments are carried at lower of cost or fair market value, determined on an individual investment basis. Non Current Investments are carried at cost. Provision for Diminution in the value of Non Current Investments is made, only if such a diminution is other than temporary.

Consolidated Financial Statement

H. INVENTORIES

- a) Finished Goods: At lower of cost or net realisable value.
- b) Work-in-Progress: At lower of cost or net realisable value.

Cost comprises of cost of land and development, material cost including material lying at respective sites, construction expenses, finance and administrative expenses which contribute to bring the inventory to their present location and condition.

Provision for obsolescence in inventories is made, wherever required.

Work-in-progress- Real Estate projects (including land inventory): represents cost incurred in respect of unsold area of the real estate development projects or costs incurred on projects where revenue is to be recognized.

Work-in-progress- Contractual: represents cost of work done yet to be certified / billed.

I. 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.

J. FOREIGN CURRENCY TRANSACTION

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

Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss for the period.

Transactions which remain unsettled at the reporting date and reported at rates prevailing as at reporting date and any exchange gain / loss is recognized in the Statement of Profit and Loss.

K. EMPLOYEE BENEFITS

- i) Short term employee benefits:
Short term employee benefits such as salaries, wages, bonus, expected cost of ex-gratia etc. are recognized in the period in which the employee renders the related service.
- ii) Post-employment benefits
 - a) Defined Contribution Plan: Employee benefits in the form of Employees State Insurance Corporation and Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the period when the contributions to the respective funds are due.
 - b) Defined Benefit Plan: Employee benefits in the form of Gratuity is considered as defined benefit plan and are provided for on the basis of independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".
- iii) Actuarial gains/losses, if any, are immediately recognized in the Statement of Profit and Loss.

L. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use or sale. Other borrowing costs are recognised as an expense in the year in which they are incurred.

M. TAXATION

- a) Current Tax: Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax credit available under section 115JB of the Income Tax Act, 1961 will be accounted in the year in which the benefits are claimed.
- b) Deferred Tax: Deferred tax is recognised subject to consideration of prudence on the basis of timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realised in future.

Consolidated Financial Statement

N. PROVISIONS/CONTINGENCIES

A provision is recognised for a present obligation as a result of past events if it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are determined based on best estimate of the amount required to settle the obligation as at the Balance Sheet date. Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent liability and are disclosed by way of note.

28. Earnings per share in accordance with AS-20

Earnings per share is computed as under:-		As at 31.03.17	As at 31.03.16
Profit available for Equity Shareholders	(A) (Rs.)	62,725,854	6,158,778
Weighted average number of Equity Shares outstanding	(B) (Nos.)	17,283,400	17,283,400
<u>Earnings per share (Face value of Rs. 10/- per Equity Share)</u> Basic & Diluted	(A/B) (Rs.)	3.63	0.36

29. Construction Contracts accordance with AS-7

	31st Mar, 17	31st Mar, 16
Contract revenue recognised during the year	66,579,991	228,967,052
Contract Cost incurred and recognised profits for all the contracts.	59,766,088	155,261,317
Due from customer for contract work (Including Retention)	156,037,920	166,565,000
Due to suppliers for contract work	120,738,607	168,218,507

30. In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realised in ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary. There are no contingent liabilities except stated and informed by the Management.

31. Capital Reserve (net of goodwill) amounting to Rs. (598.08 Lacs) [Previous year Rs. (598.08 Lacs)] arising on account of consolidation has been shown under the head capital reserves on consolidation.

32. The share application money have been received by a subsidiary from the minority in previous year and the share has been allotted during the year

33. Reserves shown in the consolidated financial statements represent the Group's share in the respective reserves of subsidiary companies. Retained earnings comprise general reserve and the Statement of Profit and Loss.

34. Employee Defined Benefits:-

- Defined Contribution Plans: The Company has recognised an expense of Rs. 1.52 Lacs (Previous Year Rs. 1.28 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on March 31, 2017 and recognised in the financial statements in respect of Employee Benefit Schemes:

Consolidated Financial Statement

PARTICULARS		2016-17 Gratuity	2015-16 Gratuity
I	<u>Components of Employer Expense</u>		
	1 Current Service Cost	103,144	135,715
	2 Interest Cost	118,898	106,590
	3 Expected Return on Plan Assets	---	---
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Past Service Cost	---	---
	7 Actuarial Losses/ (Gains)	(70,014)	199,586
	8 Total employer expense recognised in the Statement of Profit & Loss	152,028	441,891
	Gratuity expense is recognised in "Gratuity" under Note No. 23		
II	<u>Net Asset/ (Liability) recognised in Balance Sheet</u>		
	1 Present Value of Defined Benefit Obligation	1,661,327	1,509,299
	2 Fair Value of Plan Assets	---	---
	3 Funded Status [Surplus/ (Deficit)]	(1,661,327)	(1,509,299)
	4 Unrecognised Past Service Costs	---	---
	5 Net Asset/ (Liability) recognised in Balance Sheet	(1,661,327)	(1,509,299)
III	<u>Change in Defined Benefit Obligation (PBO)</u>		
	1 Present Value of PBO at the Beginning of Period	(1,509,299)	(1,148,178)
	2 Current Service Cost	103,144	135,715
	3 Interest Cost	118,898	106,590
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Plan Amendments	---	---
	7 Acquisitions	---	---
	8 Actuarial Losses/ (Gains)	(70,014)	199,586
	9 Benefit Payments	---	(80,770)
	10 Present Value of PBO at the End of Period	(1,661,327)	(1,509,299)
IV	<u>Change in Fair Value of Assets</u>		
	1 Plan Assets at the Beginning of Period	---	---
	2 Acquisition Adjustment	---	---
	3 Expected Return on Plan Assets	---	---
	4 Actual Company Contributions	---	---
	5 Actuarial Gain/ (Loss)	---	---
	6 Benefit Payments	---	---
	7 Plan Assets at the End of Period	---	---
V	<u>Actuarial Assumptions</u>		
	1 Discount Rate	8.00%	8.00%
	2 Expected Return on Assets	N.A	N.A
	3 Salary Escalations	6.00%	5.00%
	4 Mortality	LIC (2006-08) Ultimate	LIC (2006-08) Ultimate
	5 The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.		
	6 Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.		

Consolidated Financial Statement

35. Related Party Disclosures in accordance with AS - 18:-

(i) Enterprises where control exists

(A) Partnership Firm / LLP / AOP :-

Sl. No.	Name of the Firm	Sl.No.	Name of the Firm
1	Aristo Infra Developers LLP	2	Regent Associates
3	Nirvana Devcon LLP	4	Rituraj Construction LLP
5	HPSD Enclave LLP	6	HPSD Commotrade

(ii) Other related parties with whom the company had transactions:-

(A) Key Management Personnel & their relatives:-

Sl. No.	Name	Designation /Relationship
1	Sunder Lal Dugar	Chairman and Managing Director
2	Pradeep Kumar Pugalia	Whole Time Director
3	Pradeep Kumar Hirawat	Director of Subsidiary Company
4	Kiran Poonamchand Mali	Director of Subsidiary Company
5	Vikash Mohan Jhanwar	Director of Subsidiary Company

(B) Enterprises over which Key Management Personnel/Major Shareholders/Their Relatives have Significant Influence: -

Sl. No.	Name of Enterprise	Sl.No.	Name of Enterprise
1	Basudev Builders Pvt. Ltd.	2	Belani Housing Development Ltd.

(iii) Disclosure of transactions between the Group and related parties and the outstanding balances.

(Previous year figures have been given in brackets)

Nature of Transactions	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Interest Income	34,366,615	---	---	---
	(3,594,649)	(---)	(---)	(---)
Interest Paid	---	---	---	1,428,859
	(---)	(---)	(2,769,999)	(385,853)
Interest Paid capitalised to construction work in progress	---	---	---	---
	(---)	(---)	(---)	(601,643)
Directors' Remuneration	---	---	2,040,000	---
	(---)	(---)	(2,070,000)	(---)
Unsecured Loan Received	---	---	26,000,000	71,350,000
	(---)	(---)	(25,200,000)	(28,750,000)
Unsecured Loan Repaid	---	---	2,580,000	101,180,000
	(---)	(---)	(21,600,000)	(---)

Consolidated Financial Statement

Nature of Transactions	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Fresh Capital Introduced in Firm	804,109,901	---	---	---
	(4,538,008)	(---)	(---)	(---)
Refund of Capital by Partnership Firm	551,844,616	---	---	---
	(4,500,000)	(---)	(---)	(---)
Loan Given	---	---	---	---
	(---)	(---)	(---)	(---)
Refund of Loan Given	---	---	---	---
	(---)	(---)	(---)	(---)
Closing Balance				
Loan Given	---	---	---	
	(---)	(---)	(35,449,405)	
Unsecured Loan Taken - Long Term	---	---	107,131,000	---
	(---)	(---)	(107,131,000)	(---)
Unsecured Loan Taken - Short Term	---	---	---	3,594,721
	(---)	(---)	(---)	(150,766)
Investment	344,841,691	5,643,099	---	---
	(94,162,056)	(2,175,411)	(---)	(---)

36. Contingent Liabilities:-

- On account of Guarantee Rs. 1516.50 lacs (Previous Year Rs. 1832.41 lacs) issued by the parent company's bankers to the Contractee for projects under EPC Division.
- Appeal filed by the company against the order of Assessing officer determining demand of Rs.174.28 Lacs has been decided in the favour of the parent company. The disallowance/ addition made by the Assessing officer has been deleted by the Honourable Commissioner (Appeals). Income Tax Department has preferred/ filled an appeal with the Appellate Tribunal. The management is to the opinion that the outcome of the case will be in favour, and hence have not made any provision in the financial statement.
- Demand has been raised by Income Tax Department for Rs.103.66 Lacs against parent company for the Asst Year 12-13 against which appeal have been filed with Commissioner (Appeal) of Income Tax.
- Demand has been raised by Income Tax Department for Rs.249.48 Lacs against parent company for the Asst Year 14-15 against which appeal has been filed with Commissioner (Appeal) of Income Tax.
- Demand has been raised by Income Tax Department for Rs.102.36 Lacs against parent company for the Asst Year 13 - 14 against which appeal is yet to be filed with Commissioner (Appeal) of Income Tax.



Consolidated Financial Statement

37. During the F/Y : 2014-15 under review, HSCC Limited (contractor) a government of India undertaking has revoked contract for construction of hostel and O.P.D under the control of Regional Institute of Medical Science at Imphal consequent to such revocation the contractor has revoked the Bank Guarantee issued in favour of contractor amounting to Rs. 557.75 lacs. The contract was executed by a sub-contractor, as per the terms of contract with RDBRIL, the sub-contractor is liable to bear any damages/loss/expenses suffered by RDBRIL. Hence, no provision has been made for the same, so, in F/Y 2016-17 amount has been debited to Subcontractor.
38. Figures relating to subsidiaries, Joint Ventures and associates have been regrouped / reclassified wherever considered necessary to bring them in line with parent company's financial statements.
39. Notes referred to in the financial statements, forms and are an intergral part of the financial statements.

For and on behalf of the Board

For S. M. DAGA & CO.
Chartered Accountants
Firm Regd. No. **303119E**

DEEPAK KUMAR DAGA
Partner
Membership No. 059205

Sunder Lal Dugar
Chairman and Managing Director

Pradeep Kumar Pugalia
Whole Time Director

Kolkata
The 06th day of June 2017

Anil Kumar Apat
Chief Financial Officer

Madhuri Gulgalia
Company Secretary & Compliance Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Name of the subsidiary	Bahubali Tie-Up Pvt Ltd	Baron suppliers Pvt Ltd.	Bhagwati Builders & Developments Pvt Ltd.	Bhagwati Plastoworks Pvt Ltd.	Headman Mercantile Pvt Ltd.	Kasturi Tie-up Pvt Ltd.	Triton Commercial Pvt Ltd.	Raj Construction Projects Pvt Ltd.	RDB Jaipur Infrastructure Pvt. Ltd.	RDB Mumbai Infrastructures Private Ltd.
Reporting period for the subsidiary concerned, if different from the holding company's reporting period										
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries										
Share capital	100,000	100,000	272,000	11,036,000	100,100	100,000	100,000	18,544,500	100,000,000	100,000
Reserves & surplus	11,189,035	11,106,217	107,331,861	60,520,621	99,33,043	11,081,477	11,056,970	193,783,898	(11,916,202)	(60,74,024)
Total assets (including Investment)	39,080,812	39,359,144	155,563,669	143,843,151	34,921,675	37,797,149	35,452,050	251,357,716	1,369,339,065	398,497,108
Total Liabilities	27,791,777	28,152,927	47,959,808	72,286,530	24,888,532	26,615,672	24,295,080	39,029,318	1,281,255,266	394,571,132
Investments	--	--	--	360,000	--	--	--	--	--	61,469,076
Turnover	4,414,058	4,414,058	55,838,729	10,904,400	3,616,339	4,414,058	4,414,058	16,662,929	764,350	17,536,030
Profit before taxation	2,747,667	2,753,122	40,059,380	9,427,305	1,968,546	2,746,647	2,730,436	11,929,968	(402,822)	(1,531,934)
Provision for taxation	542,676	636,006	86,21,439	1,998,759	442,890	628,566	662,626	3,321,649	14,720	(163,224)
Profit after taxation	2,204,991	2,117,116	31,437,941	7,428,546	1,525,656	2,118,081	2,067,810	86,08,319	(417,543)	(1,368,710)
Proposed Dividend	--	--	--	--	--	--	--	--	--	--

Consolidated Financial Statement

Name of the Entity		Net Assets		Share in Profit or (Loss)	
		As % of Consolidated Net Assets	Amount (Rs. in Lacs)	As % of Consolidated Profit or (Loss)	Amount (Rs. in Lacs)
Parent	RDB Realty & Infrastructure Limited	60.09%	8,178.00	8.77%	56.26
Subsidiaries	Indian				
1	Bahubali Tie-Up Private Limited	0.83%	112.89	3.44%	22.05
2	Baron Suppliers Private Limited	0.82%	112.06	3.30%	21.17
3	Bhagwati Builders & Development Private Limited	7.91%	1,076.04	49.01%	314.38
4	Bhagwati Plasto Works Private Limited	2.68%	364.96	5.91%	37.89
5	Headman Mercantile Private Limited	0.74%	100.33	2.38%	15.26
6	Kasturi Tie-Up Private Limited	0.82%	111.81	3.30%	21.18
7	Triton Commercial Private Limited	0.82%	111.57	3.22%	20.68
8	Raj Construction Projects Private Limited	15.60%	2,123.28	13.42%	86.08
9	RDB Legend Infrastructure Private Limited	0.00%		0.00%	
10	RDB Realty Private Limited	3.47%	472.40	-0.35%	(2.24)
11	Maple Tie Up Private Limited	0.15%	20.02	-1.09%	(6.98)
Associates	Indian				
1	Rimjhim Vanijya Private Limited	0.16%	21.75	3.31%	21.25
	Minority Interest in all Subsidiaries	5.91%	804.91	5.38%	34.52
	TOTAL	100.00%	13,610.02	100.00%	641.50

For and on behalf of the Board

For S. M. DAGA & CO.
Chartered Accountants
Firm Regd. No. **303119E**

DEEPAK KUMAR DAGA
Partner
Membership No. 059205

Sunder Lal Dugar
Chairman and Managing Director

Pradeep Kumar Pugalia
Whole Time Director

Kolkata
The 06 th day of June 2017

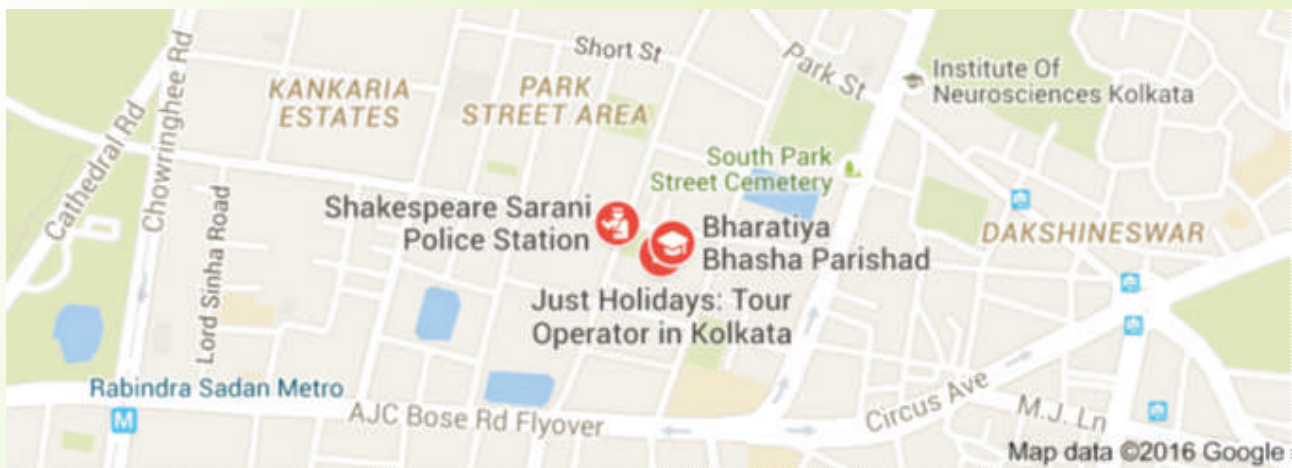
Anil Kumar Apat **Madhuri Gulgulia**
Chief Financial Officer Company Secretary & Compliance Officer

Disclaimer

In this annual report we have disclosed forward-looking information to enable investors and comprehend our prospects and take informed investment decisions. This report and other statements ...written and oral....that we periodically make content forward-looking statements that set out anticipated results based on management's plans and assumptions. We have tried wherever possible to identify such statements using words such as "anticipate", "estimate", "expects", "projects", "intends", "plans", "believes", and words of similar substance in connection of future performance.

We cannot guarantee that this forward-looking statements will do realise, although we believe we have been prudent in assumptions. The achievement of results is subject to risk, uncertainties and even inaccurate assumptions. Should known or unknown risk or uncertainties met-realise or should underline assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicity update. Any forward-looking statement wether as a result of new information, future events otherwise.



ROUTE MAP FOR AGM



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