



RDB REALTY & INFRASTRUCTURE LIMITED

BIKANER BUILDING, 8/1, LAL BAZAR STREET, 1ST FLOOR, KOLKATA - 700 001 • CIN No. : L16003WB2006PLC110039
PHONE : +91 33 4450 0500 • FAX : +91-33-2242 0588 • E-mail : secretarial@rdbindia.com • Website : www.rdbindia.com

Date: 28.09.2018

To,
Department of Corporate Services
BSE Limited
P.J.Towers, Dalal Street
Mumbai- 400 001

To,
The Secretary,
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata- 700 001

Dear Sir,

Sub: Submission of the Annual Report of the 12th Annual General Meeting of the Company

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the copy of Annual Report of the 12th Annual General Meeting of the Company held on 18th September, 2018.

This is for your information and record.

Thanking you

Yours faithfully

For RDB Realty & Infrastructure Limited


Prachi Todi
(Company Secretary & Compliance Officer)
ACS 53022



Encl: As above



RDB Realty & Infrastructure Limited



Annual Report 2017-2018



Inside the pages

Notice - 9

Directors' Report - 18

Report on Corporate Governance – 45

CEO / CFO Certification - 60

Management Discussion & Analysis 61

Independent Auditor's Report- 64

Financial Statements – 69

Consolidated Independent Auditor's Report - 99

Consolidated Financial Statements - 103

AOC-1 - 136

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 Rath,
Mr. Animesh Shiv Kumar Gupta
Mr. Mahendra Pratap Singh (*Ceased w.e.f 13-10-2017)

Non- Executive Director

Mrs. Kusum Devi Dugar

Chief Financial Officer

Mr. Anil Kumar Apat

Company Secretary & Compliance Officer

Ms. Prachi Todi (w.e.f. 06-07-2018),
Mrs. Madhuri Gulgulia (upto 20-05-2018)

Statutory Auditors

M/s. S.M. Daga & Co.
Chartered Accountants
11, Clive Row, Kolkata- 700 001

Internal Auditor

M/s Garg Narendra & Co.
Chartered Accountants
Martin Burn House, 3rd Floor, Room No. 305A,
1, R.N Mukherjee Road, Kolkata-700001

Secretarial Auditor

M/s MR & Associates,
Company Secretaries
46, B B Ganguly Street, Room No. 406,
4th Floor Kolkata-700012

Bankers

Axis Bank
Oriental Bank Of Commerce
State Bank Of India
Punjab National Bank
Kotak Mahindra Bank
Corporation Bank

Registrar & Share Transfer Agent

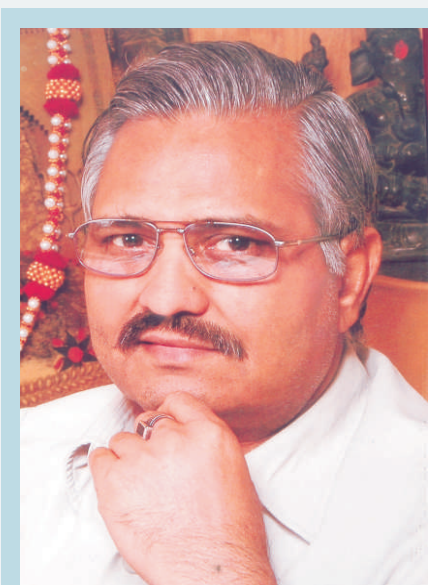
M/S Niche Technologies Private Limited
D-511, Bagree Market, 71, B.R.B. Basu Road,
5th Floor, Kolkata – 700 001
Phone No. 033-2234-3576,
2235-7270, 2235-7271
Fax No. 033-2215-6823,
E-Mail: nichetechpl@nichetechpl.com

Registered Office

8/1, Lalbazar Street, Bikaner Building,
1st Floor, Room No.10, Kolkata-700001
Ph No.- 033 4450 0500, Fax- 91-33-2242-0588
secretarial@rdbindia.Com, www.rdbindia.com

CIN: L16003WB2006PLC110039

CHAIRMAN MESSAGE



Dear Members,

It gives me immense pleasure to interact with all our esteemed Members and present an overview of your Company's performance for Financial Year 2017-18.

The Financial Year 2017-18 was another challenging year for your Company. The real estate sector faced many challenges and hurdles with the introduction of the Real Estate Regulatory Act ("RERA") and the Goods & Services Tax ("GST"). However, your Company has been strong footed and is moving ahead with its forward-looking vision and is aiming to achieve its various targets.

RDB Realty, visualizing the extremely good potential for residential complexes, office, malls etc., all over India, has come forward with an initiative and has emerged as one of the revolutionizing entities in the real estate industries. The Company has posted a net profit of Rs. 82.93 Lakhs for the year ended 31st March, 2018 in comparison to last year's net profit of Rs. 56.49 Lakhs.

As the quality of real estate projects in India has improved over the past decade, customer expectations have also evolved. Consumers want and expect more from leading developers, both in terms of design quality and service experience. At RDB Group our diversified segmental presence and our ability to drive customer value, in product and service, adds to our sustainable performance.

Among the middle class, a home of one's own is a dream that is fulfilled after elongated years of savings. Unlike most private developers who prefer to build for the affluent, RDB Group focuses on the needs of the middle and lower income groups. It first started with construction of individual buildings and then forayed into bigger housing estates thus emerging out as a winner. From projects in Kolkata and its neighboring districts, the Group has spread its wings to all major cities of India. 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.

We believe in RDB Group's mission and continuously strive to provide the best customer experience, by making their dream come true at the easily affordable price, outperforming our promises through continuous innovation and improvement in design, specifications and service standards. Above all, we want to be a responsible, progressive & sensitive corporate citizen. We want to render unstinting service to the society by looking beyond business horizons. We strive to put in sincere and continuous efforts to contribute to the economic, social and human development of our nation. As a part of its Corporate Social Responsibility, your Company has made its contribution for the development and promotion of education and animal welfare and we are expecting to come with more projects in near future.

Going forward, I would like to mention that our team at RDB is an exceptional group of talented individuals and I am grateful to them for their tremendous efforts and outstanding results. I also take this opportunity to express my gratitude to all our Customers and Associates for their support. At the end I would thank all of you ("the Members of the Company") for your continued support and belief in us.

With Best Wishes,

Sunder Lal Dugar
Chairman & Managing Director

COMPANY OVERVIEW

RDB Group is regarded as one of the premier realtors in India and is certainly among the most respected Realty Groups. The Group has earned a reputation for the quality of its construction and its ability to keep commitments and schedules. The real estate arm of the RDB Group was born in 1981, with the dream of providing a home to all classes of people. Starting from developing homes for the middle and lower income groups, the Company is today developing large townships, retail and office spaces.

RDB Realty & Infrastructure Limited, led by Mr. Sunder Lal Dugar, is the flagship Company of the RDB Group and went public in 2010 after acquiring the real estate arm of RDB Industries Limited. The Company has pan India presence with all the necessary infrastructure, manpower and finance.

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.

RDB Realty & Infrastructure Limited. has its corporate head office in Kolkata with projects spread all over Kolkata. The Company also has a strong foothold in all the rapidly growing cities of India including New Delhi, Mumbai, Hyderabad, Jaipur, Jodhpur, Bikaner, Surat, Chennai, Guwahati, Kharagpur, Haldia and Burdwan.

More than 5000 happy families are occupying the residential estates of the Company. With the existing land bank and the acumen to identify new opportunities, the Company is all set to grow exponentially and be a prominent player in the real estate growth story of India. The Company strongly believes in **"GOING TOGETHER, GROWING TOGETHER"** with its Customers, Shareholders, Associates and Team Members in order to create and accomplish the aspiration of being one of the largest real estate Company of India.



Showcase Projects



Regent Dewa Newa, Andul, West Bengal



Valario, Jodhpur, Rajasthan



Regent Sea View, Santacruz West, Mumbai, Maharashtra



Regent City Shopper, Howrah, West Bengal



Regent Knowledge Centre Surat, Gujarat

Showcase Projects



Regent Hema Niwas, Mumbai



Regent Heritage Mall, Jhapatapur, Kharagpur



Regent Darshan View, Mumbai



Regent Textile Market, Surat, Gujarat



Regent Centre, Burdwan, West Bengal

Showcase Projects



Unique City, Jaipur, Rajasthan



Regent Millenium Tower, Haldia, West Bengal



Regent Arcade, Surat, Gujarat



Regent Square, Surat, Gujarat



Regent Kishori, Andul, Howrah

Showcase Projects



Regent Centre, Uttarpada, West Bengal



Regent Heights, Mumbai, Maharashtra



Regent Paradise, Guwahati



Regent Lake View, Andul, West Bengal



Regent Crown, Burdwan, 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 Twelfth Annual General Meeting of the Members of M/s RDB Realty & Infrastructure Limited will be held on Tuesday, the 18th day of September, 2018 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 Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Auditors and the Directors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Pugalía (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Statutory Auditor:

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

“RESOLVED THAT subject to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), be and are hereby appointed as the Statutory Auditor of the Company, to fill the casual vacancy caused by the resignation of M/s. S.M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E), to hold the office from 27th July, 2018 until the conclusion of this (Twelfth) Annual General Meeting of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes as applicable and reimbursement of out of pocket expenses;

FURTHER RESOLVED THAT subject to the provisions of Section 139, 141 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and

other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. L B Jha & Co, Chartered Accountants (Firm Registration No. 301088E), be and are hereby appointed as the Statutory Auditor of the Company, to hold office for period of five years, from the conclusion of the twelfth Annual General Meeting of the Company till the conclusion of the seventeenth Annual General Meeting to be held in the year 2023 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes as applicable and reimbursement of out of pocket expenses.”

4. Re-appointment of Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof for the time being in force, Mr. Ravi Prakash Pincha (DIN: 00094695) who was appointed as an Independent Director of the Company by the Members for a term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this

Notice

regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company.”

5. Re-appointment of Mr. Om Prakash Rathi (DIN: 00278191) as an Independent Director

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with schedule IV to the Companies Act, 2013 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactments thereof for the time being in force, Mr. Om Prakash Rathi (DIN: 00278191) who was appointed as an Independent Director of the Company by the Members for the term of five (5) consecutive years with effect from 1st April, 2014 i.e. till 31st March 2019, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a further term of five (5) consecutive years with effect from 1st April, 2019 i.e. till 31st March 2024, whose period of office shall not be liable to determination by retirement of Directors by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to finalize, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty and doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or Key Managerial Personnel or any other Officer(s) of the Company.”

By order of the Board

For RDB Realty & Infrastructure Limited

Sd/-

Prachi Todi

Company Secretary & Compliance Officer

Place: Kolkata

Date: 27th July, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

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 Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting 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. Further, the proxy-holder should prove his identity at the time of attending the Meeting.

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.

The Proxy Form is attached to this notice for convening the Meeting.

3. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days notice in writing of the intention to inspect is given by the Member to the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.

5. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this Notice. The Director has furnished the requisite declaration for his re-appointment.
6. To support the “Green Initiative in the Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2017-18 and Notice of the twelfth 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 electronic form, 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 twelfth 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 twelfth Annual General Meeting and Annual Report for 2017-18 will also be available on Company's website at www.rdbindia.com for their download.

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@nichtechpl.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.

7. 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. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.

8. As per Section 124 of the Companies Act, 2013, all dividends remaining unpaid / unclaimed for more than seven years has to be transferred to the Investor Education & Protection Fund (“IEPF”). Thus the Company has to transfer the unpaid / unclaimed dividends for the Financial Year 2010-11 to the IEPF. Further as per Section 124 of the Companies Act, 2013 read with the rules made thereunder, all shares in respect of which dividend is unpaid / unclaimed for a period of seven consecutive years shall also be transferred to IEPF.

Thus Members who have not yet encashed their dividend warrant(s) for the financial years ended 31st March, 2011 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unpaid / unclaimed, are requested to write to the Company Secretary & Compliance Officer of the Company at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.

9. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. 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 / Registrar and Share Transfer Agent of the Company, quoting their folio number.
10. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent 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.

11. Members who hold shares in 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 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
12. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

13. 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.
14. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette notification dated 8th June, 2018, the Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities (except transmission and transposition)

would be carried out in dematerialized form only with effect from 5th December, 2018. Thus the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.

15. 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.

16. Voting through Electronic means

Procedure of Voting through Electronic Means:

- I. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide to the Members, the 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 set out in the Notice 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 the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- II. The facility for voting through Ballot Paper shall also be made available for the Members at the AGM and the Members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot Paper.
- III. 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.
- IV. The remote e-voting period commences on 15th September, 2018 (at 9.00 a.m. IST) and ends on 17th September, 2018 (at 5.00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th September, 2018, 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.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

- a) For Members who hold shares in demat account with NSDL.

Your User ID is:

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

- b) For Members who hold shares in demat account with CDSL

Your User ID is:

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12*****

- c) For Members holding shares in Physical Form.

Your User ID is:

EVEN Number followed by Folio Number registered with the Company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-voting will open.

Step 2 : Cast your vote electronically on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company for which you wish to cast your vote.
 4. Now you are ready for e-voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- VIII. 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 or send a request to evoting@nsdl.co.in
- IX. 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 11th September, 2018.
- X. 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.
- XI. 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.
- XII. Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470; CP No. 7596) of MKB & Associates has been appointed 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.
- XIII. 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.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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.
- XV. 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 within 48 hours from the conclusion of the AGM.
17. The notice of AGM will be sent to those Members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 3rd August, 2018.
18. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. 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.
20. The Scrutinizer's decision on the validity of e-voting will be final.
21. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
22. A Route Map showing directions to reach to the venue of the twelfth AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by The Institute of Company Secretaries of India. The prominent landmark near the Venue is Kala Mandir, Kolkata.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 **Item No. 4 & 5**

Item No. 3

The Members of the Company at its eighth Annual General Meeting held on Friday, 5th September, 2014 had appointed M/s. S.M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E), as the Statutory Auditor of the Company to hold office from the conclusion of eighth Annual General Meeting till the conclusion of thirteenth Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the appointment by the Members at every Annual General Meeting. M/s. S.M. Daga & Co, Statutory Auditors vide their letter dated 26th July, 2018 have resigned as the Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor. The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), w.e.f. 27th July, 2018 to fill the casual vacancy, subject to the approval of Members, who shall hold office as the Statutory Auditor of the Company till the conclusion of twelfth Annual General Meeting of the Company.

The Board of Directors based on the recommendation of the Audit Committee and pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, have also recommended the appointment of M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as Statutory Auditor of the Company to hold office for a period of five consecutive years, from the conclusion of the twelfth Annual General Meeting, till the conclusion of the seventeenth Annual General Meeting of the Company to be held in the year 2023 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes, as applicable and reimbursement of out-of-pocket expenses.

The Company has received consent letter and eligibility certificate from M/s. L B Jha & Co, Chartered Accountants (Firm Registration No. 301088E), to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Directors, therefore, recommends the Resolutions at item no. 3 to be passed as Ordinary Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Mr. Ravi Prakash Pincha (DIN: 00094695) and Mr. Om Prakash Rathi (DIN: 00278191) were appointed as Independent Directors of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, to hold office for a term of five (5) consecutive years w.e.f. 1st April, 2014 till 31st March, 2019.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Companies Act, 2013, the re-appointment shall be on the basis of report of performance evaluation. The performance evaluation shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of the Independent Director.

The Board of Directors of the Company on the basis of the report of performance evaluation done by the Board of Directors, and the recommendation of the Nomination and Remuneration Committee, approved and recommended to the Members the re-appointment of Mr. Ravi Prakash Pincha and Mr. Om Prakash Rathi as Independent Directors of the Company, for a further period of five consecutive years commencing from 1st April, 2019 and their office shall not be liable to determination by retirement of Directors by rotation.

Mr. Ravi Prakash Pincha and Mr. Om Prakash Rathi have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, Mr. Ravi Prakash Pincha and Mr. Om Prakash Rathi are not disqualified to be appointed as Directors under Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ravi Prakash Pincha and Mr. Om Prakash Rathi fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors.

A copy of the draft letter of appointment to be issued to Mr. Ravi Prakash Pincha and Mr. Om Prakash Rathi upon their re-appointment as Independent Directors of the Company setting out the terms and conditions of re-appointment would be available for inspection without any fee by the

Members at the Registered Office of the Company during business hours (i.e. 11:00 a.m. to 1:00 p.m.) on any working day (excluding Saturday).

The relevant details of the Directors seeking re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is also annexed to the Notice.

The Board considers that the continued association of the Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Directors. The Board of Directors, therefore, recommends the Resolutions as set out at item nos. 4 and 5 to be passed as Special Resolutions by the Members.

None of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT (OTHER THAN INDEPENDENT DIRECTORS) AT THE TWELFTH ANNUAL GENERAL MEETING

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

| | |
|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director | Mr. Pradeep Kumar Pugalia (DIN: 00501351) |
| Date of Birth | 18th July, 1975 |
| Relationship with other Director inter se | None |
| Date of Appointment | 24th June, 2010 |
| Expertise in specific functional area | Managerial and Leadership Qualities |
| Brief Profile | He has a rich experience of over 20 years in the field of Real Estate & Construction and has been supervising the operations of the Company as the Whole-time Director since the last 7 years. |
| No. of equity shares held in the Company | Nil |
| List of other Companies in which Directorships held | <ol style="list-style-type: none"> 1. S J S Nirman Private Limited 2. Swapno Vanijya Private Limited 3. Bhagwati Plastoworks Private Limited 4. Ankur Constructions Private Limited 5. Ritudhan Suppliers Private Limited 6. Sumangal Nirman Private Limited 7. Concast Infrastructure Private Limited 8. Loka Properties Private Limited |
| Committee positions held in RDB Realty & Infrastructure Limited | Audit Committee - Member Stakeholder Relationship Committee - Member Corporate Social Responsibility Committee - Member |
| Committee positions held in other Companies | Nil |

DETAILS OF INDEPENDENT DIRECTORS SEEKING RE-APPOINTMENT AT THE TWELFTH ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings)

| Particulars | Mr. Ravi Prakash Pincha (DIN: 00094695) | Mr. Om Prakash Rathi (DIN: 00278191) |
|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth | 12th August, 1978 | 25th September, 1959 |
| Date of Original Appointment as Directors in the Company | 23rd June, 2006 | 12th July, 2010 |
| Qualification | Under Graduate | Graduate |
| Expertise in Specific Functional Area | Real estate activity, Management skills, Leadership, etc. | Managerial and operational functionality, Leadership quality, Real Estate business, etc. |
| List of other Companies in which Directorships held | <ol style="list-style-type: none"> 1. Krypton Industries Limited 2. Bhagwati Plastoworks Private Limited 3. Johri Towers Private Limited 4. Mangalahat Construction & Builders Private Limited 5. Rimjhim Vanijya Private Limited 6. Regent Finance Corporation Private Limited 7. Regent Capital Private Limited 8. Bengal Regent Infrastructure Limited 9. Raj Construction Projects Private Limited 10. RD Devcon Private Limited 11. Regent Forex Private Limited 12. Samspa Expo Private Limited | <ol style="list-style-type: none"> 1. Rathi Textiles Private Limited |
| Brief Profile | He is a man with par excellence, high experience and is a great team leader. The Company is and will continue to benefit from his distinctive managerial qualities along with his rich and varied experience and exposures. | He is an experienced personality with experience over 35 years in Real Estate Industry. He has been one of the core members of several residential/ commercial real estate projects of the RDB Group. |
| Committee positions held in RDB Realty & Infrastructure Limited | <p>Audit Committee - Member;</p> <p>Nomination and Remuneration Committee – Member;</p> <p>Corporate Social Responsibility Committee – Member.</p> | <p>Audit Committee - Chairman;</p> <p>Stakeholder Relationship Committee –Chairman;</p> <p>Nomination and Remuneration Committee-Chairman;</p> <p>Corporate Social Responsibility Committee –Chairman.</p> |
| Committee positions held in other Companies | <p><u>Krypton Industries Limited</u></p> <p>Audit Committee – Member;</p> <p>Nomination and Remuneration Committee - Chairman</p> | NIL |
| Shareholding in the Company | 5600 shares | 1700 shares |
| Relationship with other Director inter se | None | None |
| No. of Board Meetings attended during the FY – 2017-18 | 7 | 7 |
| Terms and Conditions for Re-appointment | Office not liable to determination by retirement of Directors by rotation | Office not liable to determination by retirement of Directors by rotation |
| Details of remuneration sought to be paid and the Remuneration last drawn | NIL | NIL |

Directors' Report

Dear Members,

Your Directors have pleasure in presenting their twelfth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended 31st March, 2018.

FINANCIAL SUMMARY

A summary of Consolidated and Standalone financial results of your Company for the year ended 31st March, 2018 is given below:

(Rs. in Lakhs)

| Particulars | Consolidated | | Standalone | |
|-----------------------------------------------------|----------------|----------------|----------------|----------------|
| | 2017-18 | 2016-17 | 2017-18 | 2016-17 |
| Total Income | 3741.57 | 3207.97 | 2357.19 | 1981.73 |
| Less: Expenses | 2846.25 | 1820.08 | 2012.86 | 1434.04 |
| Profit before interest and depreciation | 895.32 | 1387.89 | 344.33 | 547.69 |
| Less: a) Interest | 333.23 | 515.44 | 206.97 | 419.99 |
| b) Depreciation & Amortisation | 68.22 | 67.60 | 58.23 | 58.27 |
| Profit before taxation | 493.87 | 804.85 | 79.12 | 69.43 |
| Less:- Provisions for current tax and deferred tax | 117.33 | 193.13 | (3.81) | 13.64 |
| Profit After Tax | 376.54 | 611.72 | 82.94 | 55.79 |
| Add: Share of Profit/(Loss) in Associates | 0.18 | 21.25 | — | — |
| Less:- Minority Adjustment | 32.18 | 34.52 | — | — |
| Profit After Tax after minority adjustments | 344.54 | 598.45 | 82.94 | 55.79 |
| Add: Balance brought forward from last year | 5246.67 | 4313.27 | 3036.46 | 2980.67 |
| Balance available for appropriations | 5591.21 | 4911.72 | 3119.40 | 3036.46 |
| 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 | 5591.21 | 4911.72 | 3119.40 | 3036.46 |

REVIEW OF OPERATION AND STATE OF COMPANY'S AFFAIRS

During the year under review, your Company has executed and handed over possession of Residential/ Commercial projects covering an area of around 55,274.95 square feet. Presently your Company has eleven on-going projects, of which there are six Government 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 82.94 Lakhs for the year ended 31st March, 2018 against a net profit of Rs. 55.79 Lakhs in the previous year. Total Revenue stands at Rs. 2357.19 Lakhs for the year ended 31st March, 2018 and Rs. 1981.73 Lakhs for the year ended 31st March, 2017.

The consolidated net profit of the Company is Rs. 376.72 Lakhs for the year ended 31st March, 2018 against a net profit of Rs. 633.67 Lakhs in the previous year. Consolidated Revenue stands at Rs. 3741.57 Lakhs for the year ended 31st March, 2018 and Rs. 3207.97 Lakhs for the year ended 31st March, 2017.

DIVIDEND & RESERVES

In order to conserve existing resources and to meet the investment needs of the Company, your Directors do not recommend any dividend for the financial year 2017-18.

The Company does not propose to transfer any amount to its Reserves.

SUBSIDIARIES / JOINT VENTURES / ASSOCIATES

Your Company together with its Subsidiaries and Associate Company are involved in Construction Activities and are also providing rental services. As on March 31, 2018, your Company has ten Subsidiaries and one Associate Company. During the financial year under review none of the Companies have become or ceased to be Subsidiaries or Associate Company. The details of the Subsidiaries and the Associate Company form a part of the extract of Annual Return which is annexed to this report as **Annexure- 1**.

Pursuant to Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**the Listing Regulations**") the Company has formulated a Policy on Material Subsidiary and the same is available on the website of the Company at the link:

http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidiary_2015.pdf.

In accordance with Section 129(3) of the Companies Act, 2013 (hereinafter referred to as "**the Act**"), read with the rules framed there under, the Listing Regulations and the Indian Accounting Standards, your Company has prepared Consolidated Financial Statements which includes financial information of all its Subsidiaries and Associate Company.

The statement in Form AOC – 1 containing the salient features of the performance and financial position of each of the Subsidiary & Associate Company is annexed to the financial statements of your Company which forms a part of this Annual Report. 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 the annual audited accounts of each of the subsidiaries are available at our website at www.rdbindia.com

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134(3)(c) and section 134(5) of the Act, 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, 2018, the applicable accounting standards have been followed and there are no material departures from the same;

2. The accounting policies have been selected and applied consistently and the judgments and estimates made 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 that period;
3. Proper and sufficient care had been taken 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 annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD OF DIRECTORS

The Board comprises of an optimum mix of Executive and Non-Executive Directors including Independent Directors. The Board's composition and size is in compliance with the provisions of the Act and the Listing Regulations. The details of the Directors of your Company and the remuneration drawn by the Directors are given in the Extract of Annual Return which is annexed to this report as **Annexure- 1**.

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.

(a) APPOINTMENT/RE-APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by Rotation:

In accordance with the Articles of Association of the Company and Section 152 of the Act, Mr. Pradeep Kumar Pugalia (DIN: 00501351) shall retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible offers himself for re-appointment. The Board of Directors recommend his re-appointment. At the ending Annual General Meeting

A brief resume of the Director being reappointed as required under Regulation 36(3) of the Listing Regulations forms a part of the Notice convening the ensuing AGM.

Directors' Report

Re-appointment of Independent Directors

Mr. Ravi Prakash Pincha (DIN: 00094695) and Mr. Om Prakash Rathi (DIN: 00278191) were appointed as Independent Directors of the Company for a term of five consecutive years w.e.f. 1st April, 2014 to hold office till 31st March, 2019.

In terms of Section 149(10) and all other applicable provisions of the Act and the Listing Regulations, the Board of Directors of your Company, pursuant to the recommendation of the Nomination and Remuneration Committee and based on the report of performance evaluation, at their meeting held on 27th July, 2018 decided to place the proposal for re-appointment of Independent Directors for a further term of five consecutive years w.e.f. 1st April, 2019 at the ensuing Annual General Meeting, whose period of office shall not be liable to determination by retirement of Directors by rotation.

The Independent Directors have given their consent to be re-appointed and have furnished necessary declarations to the Board of Directors that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Appointment and Resignation

During the year under review, Mr. Mahendra Pratap Singh (DIN: 02028933) has resigned from the post of Non-Executive Independent Director with effect from 13th October, 2017.

Mrs. Madhuri Gulgulia, Company Secretary & Compliance Officer of your Company has tendered her resignation w.e.f. 20th May, 2018. In order to fill up the vacancy created due to her resignation, the Board has appointed Ms. Prachi Todi, an Associate Member of the Institute of Company Secretaries of India, to hold office as the Company Secretary & Compliance Officer of the Company with effect from 6th July, 2018.

(b) STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (7) OF SECTION 149 OF THE ACT AND REGULATION 16 OF THE LISTING REGULATIONS

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 of the Listing Regulations.

(c) 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 Listing Regulations. The familiarization programs imparted to the Independent Directors during the year with details required as per Regulation 46 of the Listing Regulations is available on the Company's website at the link:

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

(d) MEETING OF THE BOARD OF DIRECTORS

The Board met seven times during the year under review on 27th May, 2017; 6th June, 2017; 14th August, 2017; 14th September, 2017; 3rd November, 2017; 14th December, 2017 and 14th February, 2018 in compliance with the Companies Act, 2013 and the Listing Regulations. The intervening gap between the meetings is well within the period prescribed under the Companies Act, 2013. The detailed information of the Meetings of the Board, are given in the Corporate Governance Report, which forms part of this Annual Report.

(e) APPOINTMENT AND 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 – 2** and forms part of this Report. The Nomination and Remuneration Policy of the Company is available on the Company's website at the link:

<http://www.rdbindia.com/pdf/codes%20and%20policies/nomination-remuneration-policy.pdf>

(f) FORMAL ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and the Listing Regulations, the Nomination and Remuneration Committee and the Board has carried out the performance evaluation of the Board as a whole, the Directors individually (including Independent Directors) and the working of the Committees of the Board. The evaluation was done on the basis of structured feedback forms which included parameters such as level of engagement and contribution, independence of judgments, maintenance of integrity, confidentiality, etc.

Further, in the separate meeting of Independent Directors held during the year under review, the performance of Non-Independent Directors, performance of the Board as a whole and the performance of the Chairperson was evaluated and the quality, quantity and timeliness of flow of information between the Company's Management and the Board was assessed.

The Directors expressed their satisfaction with the overall evaluation process.

COMMITTEES

Audit Committee

The composition and terms of reference of the Audit Committee is in accordance with the provisions of the Act and the Listing Regulations and has been furnished in the Corporate Governance Report which forms 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 is in accordance with the provisions of the Act and the Listing Regulations and has been furnished in the Corporate Governance Report which forms a part of this Annual Report.

Stakeholders' Relationship Committee

The composition and terms of reference of the Share transfer cum Stakeholders Relationship Committee is in accordance with the provisions of the Act and the Listing Regulations and has been furnished in the Corporate Governance Report which forms a part of this Annual Report.

Corporate Social Responsibility Committee

The composition and terms of reference of the Corporate Social Responsibility Committee is in accordance with the provisions of the Act and has been furnished in the Corporate Governance Report which forms a part of this Annual Report.

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 - 1**.

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.

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 link: http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf

POLICY ON PREVENTION OF INSIDER TRADING

Your Company has adopted a "Code of Practice & Procedure for 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 is available on the website of the Company at the link:

<http://www.rdbindia.com/pdf/codes%20and%20policies/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information.pdf>

VIGIL MECHANISM

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations your Company has formulated a Vigilance Mechanism/Whistle Blower Policy to provide a mechanism for Directors and Employees of the Company to report genuine concerns. The Whistle Blowers may approach the Vigilance Officer and 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 Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use such mechanism and is also available at the Company's website at the link:

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

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 framed thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Internal Complaints Committee, which has been constituted as per the aforesaid policy, 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. It may be noted that, during the year, no complaint was lodged with the Internal Complaints Committee.

Directors' Report

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

During the financial year 2017-18, the loans made, guarantees given or securities provided by your Company, being a company engaged in providing Infrastructural facilities, were exempted from the applicability of Section 186 of the Act. However, the investments / acquisitions made by your Company by way of subscription, purchase or otherwise in the securities of any other body corporate, which falls within the ambit of Section 186 of the Act were applicable to your Company and are detailed in the notes to Financial Statements which forms a part of this Annual Report. Further for future reference, it may be noted that the investments / acquisitions made of the company providing infrastructural facilities has also been exempted from the applicability of Section 186 of the Companies Act, vide MCA notification dated 7th May, 2018.

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 arm's length basis and in compliance with the applicable provisions of the Act and the Listing Regulations. 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 related party transactions, i.e., there were no 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 details of related party transactions are disclosed and set out in notes to the Standalone Financial Statements forming part of this Annual Report. The Company's policy on 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.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details

as required under Section 197(12) of the Act, read with Rules made thereunder, are annexed to this report as **Annexure - 4**. The **Annexure - 4** also includes the statement showing names of top ten employees in terms of remuneration drawn under Rule 5(2) & (3) of Appointment and Remuneration Rules.

None of the employees of the Company is in receipt of remuneration exceeding the limits prescribed under the Act read with the rules framed thereunder and the schedules appended thereto.

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 **Annexure - 5** and forms part of this Report.

AUDIT AND AUDITORS

Statutory Audit

M/s. S.M. Daga & Co., Chartered Accountants (Firm Registration No. 303119E), the Statutory Auditor of your Company have conducted the Statutory audit of the Company for the financial year 2017-18. The Independent Auditors Report for the financial year ended 31st March, 2018 forms a part of this Annual Report.

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

No frauds were reported by auditors under Sub-Section (12) of Section 143 of the Act.

Statutory Auditors

Your Company at its eighth Annual General Meeting held on 5th September, 2014 had appointed M/s. S.M. Daga & Co, Chartered Accountants (Firm Registration No. 303119E), as the Statutory Auditor of your Company to hold office from the conclusion of eighth Annual General Meeting till the conclusion of thirteenth Annual General Meeting of the Company to be held in the year 2019, subject to ratification of the appointment by the Members at every Annual General Meeting. M/s. S.M. Daga & Co, Statutory Auditors vide their letter dated 26th July, 2018 have resigned as the Statutory Auditor of your Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company. The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Act, have appointed M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), w.e.f 27th July, 2018 to fill the casual vacancy who shall hold office as the Statutory Auditor of the Company till the conclusion of Twelfth Annual General Meeting subject to approval by the Members at the ensuing Annual General Meeting.

Further, the Board of Directors based on the recommendation of the Audit Committee and pursuant to

Directors' Report

Sections 139, 141, 142 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014, have also recommended the appointment of M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as Statutory Auditor of your Company to hold office for a period of five consecutive years, from the conclusion of the twelfth Annual General Meeting, till the conclusion of the seventeenth Annual General Meeting of the Company to be held in the year 2023 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes, as applicable and reimbursement of out-of-pocket expenses.

It may be noted that your Company has received consent letter and eligibility certificate from M/s. L B Jha & Co. to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

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 2017-18. 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 2017-18 is annexed to this report as **Annexure - 6**.

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

Internal Auditors

Pursuant to Section 138(1) of the Act, M/s Garg Narender & Co., Chartered Accountants has been appointed as the Internal Auditor of your Company for the financial year 2017-18 to conduct the internal audit of your Company. The Internal Auditor reports to the Audit Committee of the Board of your Company and the report of internal audit is also placed at the meetings of the Audit Committee for review.

CORPORATE GOVERNANCE

A detailed report on Corporate Governance together with a certificate of compliance from the Statutory Auditors, as required by Regulations 17(7) of the Listing Regulations, is presented in separate section and is annexed to this report as **Annexure – 7**.

CEO AND CFO CERTIFICATION

The CEO/ CFO certificate on the financial statements of the Company as required under Regulation 17(8) of the Listing Regulations is annexed to the Corporate Governance Report which is annexed to this Report as **Annexure – 7**.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Regulations, is presented in separate section and is annexed to this report as **Annexure - 8**.

STATEMENT ON COMPLIANCES OF THE APPLICABLE SECRETARIAL STANDARDS

The Directors of your Company have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

HUMAN RESOURCES

Your Company believes in adopting the best human resource practices by providing its employees a congenial and harmonious working environment with all the necessary infrastructure and by giving them equal opportunities to rise and grow. Your Company continues to implement the best of human resource 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 under review.

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 the conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of misuse of natural resources. Your Company has been complying with relevant and applicable environmental laws and has been taking all necessary measures to protect the environment and maximize workers' protection and safety.

OTHER DISCLOSURES

Change in 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, 2018.

Material Changes and Commitments after the balance Sheet Date between the end of the Financial Year 2017-18 and the date of this Report

There were no Material changes and commitments affecting the financial position of the Company between the end of the financial year i.e. 31st March, 2018 and date of this Report i.e. 27th July, 2018.

Public Deposits

During the year under review your 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.

Directors' Report

Cost Audit

Cost Audit is not applicable to your Company as per the provisions of Section 148 of the Companies Act, 2013

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: 27th July, 2018

Sd/-

Sunder Lal Dugar

Chairman & Managing Director

| Annexures | Particulars |
|--------------|------------------------------------------------------------------------------------------|
| Annexure – 1 | Extract of Annual Return- MGT-9 |
| Annexure – 2 | Nomination and Remuneration Policy |
| Annexure – 3 | Annual Report on Corporate Social Responsibility |
| Annexure – 4 | Remuneration and related Disclosures |
| Annexure – 5 | Conservation of Energy, Technological Absorption, Foreign Exchange Earning and the Outgo |
| Annexure – 6 | Secretarial Audit Report |
| Annexure – 7 | Corporate Governance Report |
| Annexure – 8 | Management Discussion and Analysis Report |

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN for the Financial Year ended on 31st March, 2018

[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 | |
|---------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Registration Date | 23/06/2006 |
| 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, 5th Floor, Kolkata – 700 001 Phone No. 033-2234-3576, 2235-7270, 2235-7271 Fax No. 033-2215-6823, e mail: nichetechpl@nichetechpl.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 | 86.01% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sl No | Name of the Company | Address Of The Company | CIN / GLN | Holding/ Subsidiary/ Associate | % of Shares | Applicable Section |
|--------------------|--------------------------------------------------|---------------------------------------------------------------------------------|-----------------------|--------------------------------|-------------|--------------------|
| Subsidiary: | | | | | | |
| 1 | Bahubali Tie-Up Private Limited | 8/1, Lalbazar Street 1st Floor Bikaner Building, Room No - 11, Kolkata - 700001 | U51109WB2005PTC105032 | Subsidiary | 100 | 2(87) |
| 2 | Baron Suppliers Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U51109WB2005PTC105030 | Subsidiary | 100 | 2(87) |
| 3 | Bhagwati Builders & Developments Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U70102WB1995PTC073792 | Subsidiary | 100 | 2(87) |
| 4 | Bhagwati Plastoworks Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U25209WB1998PTC088083 | Subsidiary | 51 | 2(87) |
| 5 | Headman Mercantile Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11 Kolkata - 700001 | U51109WB2005PTC104940 | Subsidiary | 100 | 2(87) |

Directors' Report

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: (Contd...)

| SI No | Name of the Company | Address Of The Company | CIN/GLN | Holding/ Subsidiar/ Associate | % of Shares | Applicable Section |
|--------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----------------------|-------------------------------|-------------|--------------------|
| Subsidiary: | | | | | | |
| 6 | Kasturi Tie-up Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U51109WB2005PTC105031 | Subsidiary | 100 | 2(87) |
| 7 | Triton Commercial Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U51109WB2005PTC104548 | Subsidiary | 100 | 2(87) |
| 8 | Raj Construction Projects Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U70109WB1987PTC041935 | Subsidiary | 100 | 2(87) |
| 9 | RDB Jaipur Infrastructure Private Limited (Formerly RDB Realty Private Limited) | 8/1, Lalbazar Street 1st Floor Bikaner Building, Room No - 11 Kolkata - 700001 | U70101WB2005PTC106328 | Subsidiary | 53.63 | 2(87) |
| 10 | RDB Mumbai Infrastructures Private Limited (Formerly Maple Tie-up Private Limited) | 8/1, Lalbazar Street, 1st Floor, Bikaner Building, Room No -10, Kolkata - 700001 | U51109WB2007PTC114242 | Subsidiary | 51 | 2(87) |
| Associate: | | | | | | |
| 11 | Rimjhim Vanijiya Private Limited | 8/1, Lalbazar Street, 1st Floor, Bikaner Building, Room No -11 Kolkata - 700001 | U51109WB2005PTC104207 | Associate | 50 | Sec 2(6) |

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

A) Category-wise Share Holding:

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2017] | | | | No. of Shares held at the end of the year [As on 31-March-2018] | | | | % Change during the year |
|------------------------------------------------------|--------------------------------------------------------------------------|----------|----------|--------|--------------------------------------------------------------------|----------|----------|--------|--------------------------|
| | Demat | Physical | Total | % | Demat | Physical | Total | % | |
| 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 | 48.240 | 8337447 | -- | 8337447 | 48.240 | -- |
| e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Any other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub Total (A)(1) | 12787657 | -- | 12787657 | 73.988 | 12787657 | -- | 12787657 | 73.988 | -- |
| (2). Foreign | | | | | | | | | |
| a) NRIs - Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Other - Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) Bodies Corporate | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) Banks / Financial Institutions | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Any Other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (A)(2) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Total Shareholding of Promoter (A) = (A)(1) + (A)(2) | 12787657 | -- | 12787657 | 73.988 | 12787657 | -- | 12787657 | 73.988 | -- |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Banks / FI | -- | 1900 | 1900 | 0.011 | -- | 1900 | 1900 | 0.011 | -- |
| c) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |

Contd...

SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) [Contd..]

A) Category-wise Share Holding:

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2017] | | | | No. of Shares held at the end of the year [As on 31-March-2018] | | | | % Change during the year |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------|----------|----------|--------|--------------------------------------------------------------------|----------|----------|--------|--------------------------|
| | Demat | Physical | Total | % | Demat | Physical | Total | % | |
| B. Public Shareholding (Contd...) | | | | | | | | | |
| 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):- | -- | 1900 | 1900 | 0.011 | -- | 1900 | 1900 | 0.011 | -- |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Indian | 1500034 | 46200 | 1546234 | 8.946 | 1477919 | 46200 | 1524119 | 8.818 | (0.128) |
| ii) Overseas | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Individuals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 1071324 | 228985 | 1300309 | 7.523 | 1093963 | 225875 | 1319838 | 7.636 | 0.113 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1453384 | 19500 | 1472884 | 8.522 | 1444077 | 19500 | 1463577 | 8.468 | (0.054) |
| c) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Non Resident Indians | 13038 | 0 | 13038 | 0.075 | 15478 | 0 | 15478 | 0.090 | 0.015 |
| Overseas Corporate Bodies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Nationals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Clearing Members | 161378 | 0 | 161378 | 0.934 | 170831 | 0 | 170831 | 0.988 | 0.054 |
| Trusts | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Bodies - D R | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(2):- | 4199158 | 294685 | 4493843 | 26.001 | 4202268 | 291575 | 4493843 | 26.001 | -- |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 4199158 | 296585 | 4495743 | 26.012 | 4202268 | 293475 | 4495743 | 26.012 | -- |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Grand Total (A+B+C) | 16986815 | 296585 | 17283400 | 100 | 16989925 | 293475 | 17283400 | 100.00 | -- |

B) Shareholding of Promoter:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------------|------------------------------------------------|-------------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------|----------------------------------|--------------------------------------------------|-------------------------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | BFM Industries Limited | 3248600 | 18.796 | N.A | 3248600 | 18.796 | N.A | -- |
| 2 | Khatod Investments and Finance Company Limited | 2960625 | 17.130 | N.A | 2960625 | 17.130 | 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 | 7.290 | N.A | 1260000 | 7.290 | 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 | 2.170 | N.A | 375000 | 2.170 | N.A | -- |
| 9 | YMS Finance 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 | Kusum Devi Dugar | 5000 | 0.029 | N.A | 5000 | 0.029 | N.A | -- |
| 13 | Rekha Jhabak | 2950 | 0.017 | N.A | 2950 | 0.017 | N.A | -- |
| 14 | Yashashwi Dugar | 55 | 0.000 | N.A | 55 | 0.000 | N.A | -- |
| Total | | 12787657 | 73.988 | -- | 12787657 | 73.988 | -- | -- |

*Previously known as Pyramid sales Pvt Ltd.

**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] | | | |
| At the end of the year | | | 12787657 | 73.988 |

Directors' 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 | 294759 | 1.705 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 07/04/2017 Transfer | (2050) | 0.012 | 292709 | 1.694 |
| | 14/04/2017 Transfer | 700 | 0.004 | 293409 | 1.698 |
| | 21/04/2017 Transfer | 850 | 0.005 | 294259 | 1.703 |
| | 28/04/2017 Transfer | 1320 | 0.008 | 295579 | 1.710 |
| | 05/05/2017 Transfer | 580 | 0.003 | 296159 | 1.714 |
| | 12/05/2017 Transfer | 2110 | 0.012 | 298269 | 1.726 |
| | 19/05/2017 Transfer | 1900 | 0.011 | 300169 | 1.737 |
| | 26/05/2017 Transfer | 1520 | 0.009 | 301689 | 1.746 |
| | 02/06/2017 Transfer | 920 | 0.005 | 302609 | 1.751 |
| | 09/06/2017 Transfer | 350 | 0.002 | 302959 | 1.753 |
| | 16/06/2017 Transfer | 960 | 0.006 | 303919 | 1.758 |
| | 23/06/2017 Transfer | 2164 | 0.013 | 306083 | 1.771 |
| | 30/06/2017 Transfer | 1850 | 0.011 | 307933 | 1.782 |
| | 07/07/2017 Transfer | 72400 | 0.419 | 380333 | 2.201 |
| | 14/07/2017 Transfer | 1300 | 0.008 | 381633 | 2.208 |
| | 21/07/2017 Transfer | 1800 | 0.010 | 383433 | 2.219 |
| | 28/07/2017 Transfer | 14860 | 0.086 | 398293 | 2.304 |
| | 04/08/2017 Transfer | (200) | 0.001 | 398093 | 2.303 |
| | 11/08/2017 Transfer | (8750) | 0.051 | 389343 | 2.253 |
| | 18/08/2017 Transfer | (2700) | 0.016 | 386643 | 2.237 |
| | 25/08/2017 Transfer | (1350) | 0.008 | 385293 | 2.229 |
| | 08/09/2017 Transfer | 800 | 0.005 | 386093 | 2.234 |
| | 15/09/2017 Transfer | 600 | 0.003 | 386693 | 2.237 |
| | 22/09/2017 Transfer | 279 | 0.002 | 386972 | 2.239 |
| | 30/09/2017 Transfer | 930 | 0.005 | 387902 | 2.244 |
| | 06/10/2017 Transfer | 560 | 0.003 | 388462 | 2.248 |
| | 13/10/2017 Transfer | 650 | 0.004 | 389112 | 2.251 |
| | 20/10/2017 Transfer | 700 | 0.004 | 389812 | 2.255 |
| | 27/10/2017 Transfer | 939 | 0.005 | 390751 | 2.261 |
| | 03/11/2017 Transfer | 250746 | 1.451 | 641497 | 3.712 |
| | 10/11/2017 Transfer | (237000) | 1.371 | 404497 | 2.340 |
| | 17/11/2017 Transfer | (10010) | 0.058 | 394487 | 2.282 |
| | 24/11/2017 Transfer | 145784 | 0.843 | 540271 | 3.126 |
| | 01/12/2017 Transfer | (10200) | 0.059 | 530071 | 3.067 |

Contd...

Directors' Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs) [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 |
| 1 | AUM CAPITAL MARKET PVT. LTD (Contd...) | | | | |
| | 08/12/2017 Transfer | (1400) | 0.008 | 528671 | 3.059 |
| | 22/12/2017 Transfer | 1298 | 0.008 | 529969 | 3.066 |
| | 29/12/2017 Transfer | 250 | 0.001 | 530219 | 3.068 |
| | 05/01/2018 Transfer | 2400 | 0.014 | 532619 | 3.082 |
| | 12/01/2018 Transfer | 825 | 0.005 | 533444 | 3.086 |
| | 19/01/2018 Transfer | 1200 | 0.007 | 534644 | 3.093 |
| | 26/01/2018 Transfer | 2000 | 0.012 | 536644 | 3.105 |
| | 02/02/2018 Transfer | (8000) | 0.046 | 528644 | 3.059 |
| | 09/02/2018 Transfer | 1 | 0.000 | 528645 | 3.059 |
| | 16/02/2018 Transfer | (1) | 0.000 | 528644 | 3.059 |
| | c) At the End of the Year | | | 528644 | 3.059 |
| 2 | DIANA COMMODEAL PVT LTD | | | | |
| | a) At the Beginning of the Year | 0 | 0.000 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 16/06/2017 Transfer | 75000 | 0.434 | 75000 | 0.434 |
| | c) At the End of the Year | | | 75000 | 0.434 |
| 3 | JHILIK PROMOTERS AND FINCON PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 0 | 0.000 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 10/11/2017 Transfer | 250000 | 1.446 | 250000 | 1.446 |
| | 17/11/2017 Transfer | 12000 | 0.069 | 262000 | 1.516 |
| | c) At the End of the Year | | | 262000 | 1.516 |
| 4 | KARAN K BANG | | | | |
| | a) At the Beginning of the Year | 115550 | 0.669 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 28/07/2017 Transfer | (2296) | 0.013 | 113254 | 0.655 |
| | 04/08/2017 Transfer | (2683) | 0.016 | 110571 | 0.640 |
| | 01/09/2017 Transfer | (450) | 0.003 | 110121 | 0.637 |
| | 08/09/2017 Transfer | (1100) | 0.006 | 109021 | 0.631 |
| | 24/11/2017 Transfer | (14021) | 0.081 | 95000 | 0.550 |

Contd...

Directors' Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs) [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 |
| 4 | KARAN K BANG {Contd...} | | | | |
| | 01/12/2017 Transfer | (95000) | 0.550 | 0 | 0.000 |
| | 22/12/2017 Transfer | 84393 | 0.488 | 84393 | 0.488 |
| | 29/12/2017 Transfer | (2501) | 0.014 | 81892 | 0.474 |
| | 30/12/2017 Transfer | (1740) | 0.010 | 80152 | 0.464 |
| | 12/01/2018 Transfer | (1304) | 0.008 | 78848 | 0.456 |
| | 02/02/2018 Transfer | (3500) | 0.020 | 75348 | 0.436 |
| | 16/02/2018 Transfer | (4000) | 0.023 | 71348 | 0.413 |
| | 02/03/2018 Transfer | (5436) | 0.031 | 65912 | 0.381 |
| | 23/03/2018 Transfer | 4324 | 0.025 | 70236 | 0.406 |
| | c) At the End of the Year | | | 70236 | 0.406 |
| 5 | MAHESHWARI PLAZA RESORTS LIMITED | | | | |
| | a) At the Beginning of the Year | 95504 | 0.553 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 26/05/2017 Transfer | (4962) | 0.029 | 90542 | 0.524 |
| | 02/06/2017 Transfer | (14550) | 0.084 | 75992 | 0.440 |
| | 09/06/2017 Transfer | (1450) | 0.008 | 74542 | 0.431 |
| | 16/06/2017 Transfer | (1850) | 0.011 | 72692 | 0.421 |
| | 04/08/2017 Transfer | (2000) | 0.012 | 70692 | 0.409 |
| | 11/08/2017 Transfer | (1000) | 0.006 | 69692 | 0.403 |
| | 18/08/2017 Transfer | (500) | 0.003 | 69192 | 0.400 |
| | 01/09/2017 Transfer | (69192) | 0.400 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| 6 | MANISHA PINCHA | | | | |
| | a) At the Beginning of the Year | 155725 | 0.901 | | |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | |
| | c) At the End of the Year | | | 155725 | 0.901 |
| 7 | RIGMADIRAPPA INVESTMENT PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 175761 | 1.017 | | |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | |
| | c) At the End of the Year | | | 175761 | 1.017 |

Contd...

Directors' Report

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs) [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 |
| 8 | SHALINI AGARWAL | | | | |
| | a) At the Beginning of the Year | 75320 | 0.436 | | |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | |
| | 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 | | [NO CHANGES DURING THE YEAR] | | |
| | c) At the End of the Year | | | 80000 | 0.463 |
| 10 | SUNIL KUMAR AGARWAL (HUF) | | | | |
| | a) At the Beginning of the Year | 76633 | 0.443 | | |
| | b) Changes during the year | | [NO CHANGES DURING THE YEAR] | | |
| | c) At the End of the Year | | | 76633 | 0.443 |
| 11 | TANTIA FINANCIAL SERVICES LIMITED | | | | |
| | a) At the Beginning of the Year | 124493 | 0.720 | | |
| | b) Changes during the year | | [NO 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 | 461329 | 2.669 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 03/11/2017 Transfer | (250000) | 1.446 | 211329 | 1.223 |
| | 10/11/2017 Transfer | (12000) | 0.069 | 199329 | 1.153 |
| | 24/11/2017 Transfer | (199329) | 1.153 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| TOTAL | | 1655074 | 9.576 | 1623812 | 9.395 |

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

Directors' Report

E) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | 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* | 3.980 | | |
| | Date wise Increase / Decrease | | [NO CHANGES DURING THE YEAR] | | |
| | At the end of the year | | | 6,87,900* | 3.980 |
| 2 | Mrs. Kusum Devi Dugar | | | | |
| | At the beginning of the year | 5000 | 0.029 | | |
| | Date wise Increase / Decrease | | [NO CHANGES DURING THE YEAR] | | |
| | At the end of the year | | | 5000 | 0.029 |
| 3 | Mr. Ravi Prakash Pincha | | | | |
| | At the beginning of the year | 5600 | 0.032 | | |
| | Date wise Increase / Decrease | | [NO CHANGES DURING THE YEAR] | | |
| | At the end of the year | | | 5600 | 0.032 |
| 4 | Mr. Om Prakash Rathi | | | | |
| | At the beginning of the year | 1700 | 0.010 | | |
| | Date wise Increase / Decrease | | [NO CHANGES DURING THE YEAR] | | |
| | At the end of the year | | | 1700 | 0.010 |
| 5 | Mr. Pradeep Kumar Pugalía | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | | [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] | | |
| | 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] | | |
| | 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] | | |
| | 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] | | |
| | At the end of the year | | | -- | -- |

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

Directors' Report

V) INDEBTEDNESS

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

(Rs.in Lakhs)

| Indebtedness at the beginning of the financial year | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---------------------------------------------------------|----------------------------------|-----------------|------------|--------------------|
| i) Principal Amount | 400.73 | 3,147.08 | --- | 3,547.81 |
| ii) Interest due but not paid | 1.25 | --- | --- | 1.25 |
| iii) Interest accrued but not due | --- | --- | --- | --- |
| Total (i+ii+iii) | 401.98 | 3,147.08 | --- | 3,549.06 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 40.09 | 3,633.73 | --- | 3,673.82 |
| * Reduction | 207.78 | 4,515.67 | --- | 4,723.45 |
| Net Change | (167.69) | (881.94) | --- | (1,049.63) |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 233.41 | 2,383.49 | --- | 2,616.90 |
| ii) Interest due but not paid | 0.88 | 138.03 | --- | 138.91 |
| iii) Interest accrued but not due | --- | --- | --- | --- |
| Total (i+ii+iii) | 234.29 | 2,521.52 | --- | 2,755.81 |

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

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs).

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------|----------------------------|----------------|
| | | Sunder Lal Dugar (MD) | Pradeep Kumar Pugalia(WTD) | |
| 1 | Gross salary | | | |
| | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1200000 | 900000 | 2100000 |
| | b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | 6302 | 102779 | 109081 |
| | c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961 | -- | -- | -- |
| 2 | Stock Option | -- | -- | -- |
| 3 | Sweat Equity | -- | -- | -- |
| 4 | Commission | -- | -- | -- |
| | - as % of profit | | | |
| | - others, specify | | | |
| 5 | Others. | -- | -- | -- |
| | Contribution towards Provident and/or | 108000 | -- | 108000 |
| | other Funds | | | |
| Total (A) | | 1314302 | 1002779 | 2317081 |
| Ceiling as per the Act (10% of profits calculated under Section 198 of the Companies Act, 2013) | | | 1174321 | |

Note: Shareholders approval has been taken on 3rd September, 2016 under section 197 of the Act

Directors' Report

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

B) Remuneration to other Directors

(Amount in Rs.)

| Sl. No. | Particulars of Remuneration | Non Executive Independent Directors | | | | Other Non-Executive Directors | Total Amount |
|---------|--------------------------------------------------------------------------------------------------|-------------------------------------|----------------------|----------------------------|-----------------------------|-------------------------------|--------------|
| | | Mr. Ravi Prakash Pincha | Mr. Om Prakash Rathi | Mr. Mahendra Pratap Singh* | Mr. Animesh Shivkumar Gupta | Mrs. Kusum Devi Dugar | |
| 1 | Fee for attending board committee meetings | -- | -- | -- | -- | -- | -- |
| 2 | Commission | -- | -- | -- | -- | -- | -- |
| 3 | Others, please specify | -- | -- | -- | -- | -- | -- |
| | Total | -- | -- | -- | -- | -- | -- |
| | Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013) | | | 11743.21 | | | |

* Ceased to be a Director w.e.f. 13-10-2017

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

(Amount in Rs.)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|---------|------------------------------------------------------------------------------------|---------------------------|----------------------------|--------------|
| | | Mr. Anil Kumar Apat (CFO) | Mrs. Madhuri Gulgulia (CS) | |
| 1 | Gross salary | | | |
| | a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 786498 | 272120 | 1058618 |
| | b) Value of perquisites u/s 17(2), of the Income-tax Act, 1961 | 5500 | -- | -- |
| | c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961 | -- | -- | -- |
| 2 | Stock Option | -- | -- | -- |
| 3 | Sweat Equity | -- | -- | -- |
| 4 | Commission | -- | -- | -- |
| | - as % of profit | | | |
| 5 | Others. | -- | -- | -- |
| | Total | 791998 | 272120 | 1064118 |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: There were no Penalties / Punishment / Compounding of Offences for the year ending March 31, 2018 under the said provisions.

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:

- i. 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.
- ii. Formulation of criteria for evaluation of Independent Director and the Board
- iii. Devising a policy on Board diversity.
- iv. 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.
- v. 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 16th April, 2014. 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:

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

- c. 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;
- d. 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;
- e. who, neither himself nor any of his relatives —

(i) 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;

(ii) 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) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- B) 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;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) 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;

(v) is a material supplier, service provider or customer or a lessor or lessee of the company;

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

Directors' Report

“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. Animesh Shivkumar Gupta (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 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.

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;

Directors' Report

- 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.

1. A brief outline of the Company's Corporate Social Responsibility policy including overview of projects / programs undertaken is as hereunder:

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 comprises 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 three immediately preceding financial years in S. L. Dugar Charitable Trust, which has 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 the link: http://rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf

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

| | |
|---------------------------|----------|
| Mr. Om Prakash Rath | Chairman |
| Mr. Ravi Prakash Pincha | Member |
| Mr. Pradeep Kumar Pugalia | Member |

3. Average Net Profit of the Company for last 3 financial years: Rs. 86,09,195.33

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 1,72,183.91

5. Details of CSR spent during the financial year:

a) Total amount to be spent for the year: Rs. 2,51,000.00

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.2,51,000 | Rs. 2,51,000 by way of contribution / donation to Sri S.L. Dugar Charitable Trust | Rs.2,51,000 | 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.2,51,000 | | Rs.2,51,000 | |

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 Rath (Chairman of the CSR Committee) |
|----------------------------------------------------------------------|---------------------------------------------------------------------------------|

A. 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 FOR THE FINANCIAL YEAR 2017-18

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company as on financial year ended March 31st, 2018:

| Sl. No. | Name of the directors/KMPs and designation | Remuneration of Directors/KMPs for the financial year 2017-18 (Rs. in Lakhs) | % increase in Remuneration in the financial year 2017-18 | Ratio of Remuneration of each directors to the median remuneration of the employees |
|---------|------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------|
| 1 | Sunder Lal Dugar Chairman & Managing Director | 13.14 | 5.39% | 3.98 |
| 2 | Pradeep Kumar Pugalía Whole-time director | 10.03 | 0.16% | 3.04 |
| 3 | Anil Kumar Apat Chief Financial Officer | 7.92 | 0.30% | 2.40 |
| 4 | Madhuri Gulgulia Company Secretary & Compliance Officer | 2.72 | (13.56%) | 0.82 |

- 2) The percentage increase in the median remuneration of the employees* as on financial year ended March 31st, 2018 - There was an increase of 32.48% in the median remuneration of the employees* as on financial year ended March 31st, 2018.

- 3) The number of permanent employees* on the rolls of the Company as on financial year ended March 31st, 2018- There were 3 (Three) permanent employees* on the rolls of company as on 31st March, 2018.

- 4) Average percentile increase already made in the salaries of employees other than managerial personnel in the financial year 2017-18 and its comparison with the percentile increase in the managerial remuneration and justification thereof and the detail of exceptional circumstances for increase in the managerial remuneration –

| Particulars | Percentage Increase (%) |
|----------------------------------------------------------------------------------------------------------------------|-------------------------|
| Average increase made in the salaries of employees* other than managerial person | 32.48% |
| Average increase in the remuneration of managerial personnel | 0.91% |
| Justification thereof and point out if there is any exceptional circumstance for increase in managerial remuneration | Not Applicable |

- 5) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company 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 2016-17 & 2017-18 respectively (excluding the Directors and Key Managerial Personnel).

Notes:

- Remuneration as shown above includes all Perquisites and the Contribution to Provident Fund, as per the Company's rules;
- Remuneration is calculated on the basis of actual payout during the year.

Directors' Report

B. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2017-18

During the year under review there were no employees who were in receipt of remuneration aggregating 1,02,00,000 or more for the year or 8,50,000 or more per month for the part of the year.

Further the details of top ten employees of the Company as on financial year ended March 31st, 2018 are tabled hereunder:

| Sl. No. | Name | Designation | Age (Years) | Remuneration | Qualifications | Experience in years | Date of Commencement of Employment | Previous Employment |
|---------|------------------|------------------|-------------|--------------|----------------|---------------------|------------------------------------|--------------------------|
| 1 | Bhaskar Talukdar | Project Manager | 53 | 4,20,000/- | B.A (Hons) | 10 | 01.06.2014 | Assistant Manager in SBI |
| 2 | Bidyut Dey | Chief Accountant | 44 | 3,30,000/- | B.COM | 21 | 01.04.2009 | RDB Industries Ltd |
| 3 | Aditi Sen | Manager Legal | 39 | 2,70,994/- | LLB(C.U) | 16 | 01.11.2014 | RN Ghosh & Associates |

Notes:

1. Remuneration as shown above includes all Perquisites and the Contribution to Provident Fund, as per the Company's rules;
2. None of the employees are related to each other;
3. Employees named above are Wholetime/ contractual employees of the Company;
4. Other terms and conditions are as per the Company's rules.

Directors' Report

Annexure-5

DISCLOSURE OF PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.

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

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

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------|---|-----|
| Efforts made towards technology absorption. | } | Nil |
| Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution, etc | | |
| In case of imported technology (imported during the last 3 years reckoned from the beginning of the Financial year) – | | |
| a) Technology imported. | | |
| b) Year of import. | | |
| c) Has technology been fully absorbed? | | |
| d) If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action. | | |
| Expenditure incurred in Research & Development Benefit | | |

C – FOREIGN EXCHANGE EARNINGS AND OUTGO

| Total Foreign Exchange earned and used | (Rs) | |
|----------------------------------------|---------|---------|
| | 2017-18 | 2016-17 |
| Foreign Exchange earned | Nil | Nil |
| Foreign exchange used | Nil | Nil |

MR & Associates

Company Secretaries
46, B. B. Ganguly Street,
Kolkata-700012
Moblie No: 9831074332
Email : goenkamohan@gmail.com

Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[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

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, 2018 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, 2018 according to the provisions of:
 - i) The Companies Act, 2013 (the Act), amendments 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'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) 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;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e) 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.

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,

- a) The Transfer of Property Act, 1882 as applicable;

Directors' Report

- 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 as issued and mandated 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.

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 M R & Associates
Company Secretaries

Partner
C P No.:5603
Place : Kolkata
Date : 30.05.2018

"ANNEXURE – A"

**(TO THE SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH,
2018)**

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

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

Partner
C P No.:5603
Place : Kolkata
Date : 30.05.2018

[Pursuant to Regulation 34(3) read with Schedule – V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance implies optimum utilisation of resources and ethical behaviour of the enterprise so as to promote the investors' trust in the Company and maximize stakeholders' value. Your Company firmly believes that Corporate Governance is guided by the core principles of transparency, accountability, compliances and ethical values. Your Company is strongly committed towards fair, transparent and ethical governance practices and endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches to continuously benchmark itself against the best practices in the industry.

2. BOARD OF DIRECTORS

The Company's Board of Directors ("Board") comprises of six Directors as on 31-03-2018. The Board represents an optimum combination of Executive and Non-Executive Directors with one Women Director and is in conformity with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as the "Listing Regulations").

The designation, category of Directorship, number of Board Meetings attended, attendance at the last Annual General Meeting (AGM), Directorships in other companies, number of Committees in which such Director is a Chairperson or Member, are mentioned below :-

| Name of the Director | DIN | 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 | 00007638 | Chairman & Managing Director | Executive & Promoter | 7 | Yes | - | - |
| Mr. Pradeep Kumar Pugalía | 00501351 | Whole-Time Director | Executive | 6 | Yes | - | - |
| Mr. Ravi Prakash Pincha | 00094695 | Director | Non-executive & Independent | 7 | Yes | 2 | 2 (1 as Chairman) |
| Mr. Om Prakash Rathi | 00278191 | Director | Non-executive & Independent | 7 | Yes | - | - |
| Mr. Mahendra Pratap Singh # | 01839950 | Director | Non-executive & Independent | 1 | Yes | Not Applicable | Not Applicable |
| Mr. Animesh Shivkumar Gupta | 02028933 | Director | Non-executive & Independent | 2 | No | - | - |
| Mrs. Kusum Devi Dugar | 00559322 | Director | Non-executive & Promoter | 7 | Yes | - | - |

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

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

ceased to be a Director with effect from 13-10-2017

Notes:

- The Directorship / Committee membership is based on the Disclosures received from the Directors as on 31st March, 2018.
- None of the Directors hold Directorships in more than 20 companies pursuant to Section 165(1) of the Companies Act, 2013.
- None of the Directors hold Membership and / or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Regulation 26(1) of the Listing Regulations.
- All Independent Directors have confirmed their Independence to the Company in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

Mr. Pradeep Kumar Pugalia retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. As required under Regulation 36(3) of the Listing Regulations a brief resume of the Director retiring by rotation is appended to the Notice for convening Annual General Meeting.

Mrs. Kusum Devi Dugar, Woman Director of the Company is the spouse of Mr. Sunder Lal Dugar, Managing Director of the Company. Other than this there is no relationship between other Directors inter-se.

Board Meetings and Directors attendance record:

The Board of Directors of the Company meets at regular intervals to discuss and decide on Company / business policy and strategy. The Board meets at least once in every quarter to review the Company's operations and to consider amongst other business, the quarterly performance and financial results of the Company. The meetings of Board are scheduled in a manner so as to comply with the provisions of the Listing Regulations as well as the Companies Act, 2013. The Agenda together with Notes thereon, containing all material information, are circulated to all the Directors, well in advance, thereby facilitating meaningful and focused discussions at the meeting. Necessary information as specified in Part A of Schedule II of the Listing Regulations are also placed before the Board for their review and consideration.

During the financial year 2017-18, the Board met seven times and the details of meetings together with the attendance of Directors are tabled hereunder:

| Sl. No. | Date of Meeting | Board Strength | No. of Director's Present |
|---------|-----------------|----------------|---------------------------|
| 1 | 27.05.2017 | 7 | 5 |
| 2 | 06.06.2017 | 7 | 5 |
| 3 | 14.08.2017 | 7 | 6 |
| 4 | 14.09.2017 | 7 | 5 |
| 5 | 03.11.2017 | 6 | 5 |
| 6 | 14.12.2017 | 6 | 5 |
| 7 | 14.02.2018 | 6 | 6 |

3. INDEPENDENT DIRECTOR

Meetings of Independent Directors

Pursuant to Schedule IV of the Companies Act 2013 and the Rules made thereunder, a separate meeting of Independent Directors was held on 14th February, 2018. The meeting was attended by all the Independent Directors of the Company. Mr. Om Prakash Rathi was elected as the Lead Independent Director. The matters discussed at the Meeting of Independent Directors, inter-alia, included a review of the performance of Non-Independent Directors and the Board as a whole and the assessment of the quality, quantity and the timeliness of flow of information between the Management and the Board.

Familiarisation Programmes

In terms of Regulation 25 of the Listing Regulations, the Company organizes familiarization programmes for its Independent Directors to provide insights into the Company's operations, the Company periodically conducts presentations / programs to familiarize the Independent Directors with the strategy, operations and functions of the Company inclusive of important developments in various business divisions, and new initiatives undertaken by the Company. The details of programmes for familiarisation of Independent Directors with the Company, including their duties in the Company and related matters are put up on the website of the Company at:

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

4. COMMITTEES OF THE BOARD

As on 31st March, 2018, the Company had four Board level Committees constituted under the formal approval of the Board for better governance and accountability and to deal with the areas/concerns within the terms of reference of the respective Committees that need a closer view. The Terms of Reference of the Committees have been framed in a way, such that it covers the roles specified for the given Committee under the Listing Regulations as well as the Companies Act, 2013. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval.

The details of the Committees as on 31st March, 2018 are as hereunder-

A. Audit Committee

Terms of Reference

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 role of the Committee includes the following:

- a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditor, and to review the manner of rotation of Statutory Auditor;
- c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;
- d) To approve transactions of the Company with related parties, including modifications thereto;
- e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- f) To evaluate the Company's internal financial controls and risk management systems;
- g) Scrutiny of inter-corporate loans and investments;
- h) Valuation of undertakings or assets of the Company, wherever it is necessary;
- i) To review with the management the Annual and Quarterly financial statements and Auditor's Report thereon before submission to the Board for approval;
- j) 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.

Composition & Meetings

As on March 31, 2018 the Committee comprised of 3 Directors out of which two including the Chairman were Independent Directors. During the financial year ended 31st March, 2018, Audit Committee met 6 times on 27th May, 2017; 06th June, 2017; 14th August, 2017; 14th September, 2017; 14th December, 2017 and on 14th February, 2018.

The details of Composition together with the attendance of Members in the Audit Committee Meetings are tabled hereunder:











| Sl.No. | Name | Category | Designation | No. of Meetings Attended |
|--------|---------------------------|---------------------------|-------------|--------------------------|
| 1. | Mr. Om Prakash Rathi | Non-executive Independent | Chairman | 6 |
| 2. | Mr. Ravi Prakash Pincha | Non-executive Independent | Member | 6 |
| 3. | Mr. Pradeep Kumar Pugalia | Whole Time Director | Member | 5 |

B. Stakeholders Relationship Committee

Terms of Reference

The Committee monitors the Company's response to investor complaints like non receipt of dividend, annual reports, notices 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 the Listing Regulations and the provisions of Section 178 of the Companies Act, 2013. The Committee shall consider and resolve the grievances of the security holders of the Company.

Functions and Powers:

-  To review statutory compliance regarding share and debenture holders (Investors).
-  To review various reports related to Investors;
-  To review grievances of Investors;
-  To review transfer of shares;
-  To review transmission of shares;
-  To review deletion of names from share certificates;
-  To review change of name of Member on share certificates;
-  To review issue of duplicate share certificates;
-  To review dematerialization of shares and
-  Any other matter relating to the above mentioned functions incidental to the shareholders/investors of the Company.

In accordance with the provisions of the Listing Regulations, the power to execute transfers, transmissions, etc. of shares in the physical form has been delegated to the Registrar & Share Transfer Agents.

Details of Shareholder's Complaints

| | | |
|-----|---------------------------------------------------------------------|-----|
| (a) | Number of Shareholder's complaints received during the year | Nil |
| (b) | Number of Shareholder's complaints resolved during the year | Nil |
| (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 | Ms. Prachi Todi |
| Address | Bikaner Building, 8/1, Lal Bazar Street, Room No. 10, Kolkata- 700 001 |
| Designation | Company Secretary & Compliance Officer |
| Contacts | 033-4450 0500/10 |
| Email | prachitodi@rdbindia.com |

Composition & Meetings

As on 31st March 2018, the Committee comprised of three Directors and was headed by a Non-executive Chairman. During the financial year ended 31st March, 2018, the Committee met nine times on 27th May, 2017; 14th August, 2017; 22nd August, 2017; 16th October, 2017; 22nd November, 2017; 7th December, 2017; 18th December, 2017; 24th January, 2018 and 27th February, 2018.

The detail of Composition together with the attendance of Members in the Stakeholders Relationship Committee Meetings is tabled hereunder:

| Sl.No. | Name | Category | Designation | No. of Meetings Attended |
|--------|------------------------------|---------------------------|-------------|--------------------------|
| 1. | Mr. Om Prakash Rathi | Non-executive Independent | Chairman | 9 |
| 2. | Mr. Mahendra Pratap Singh* | Non-executive Independent | Member | 1 |
| 3. | Mr. Pradeep Kumar Pugalia | Whole - Time Director | Member | 9 |
| 4. | Mr. Animesh Shivkumar Gupta# | Non-executive Independent | Member | NIL |

*Ceased to be a Member w.e.f. 13-10-2017

Appointed as a Member w.e.f. 03-11-2017

C. Nomination & Remuneration Committee

Terms of Reference

- a) To determine the compensation packages of Executive Directors and Senior Managers of the Company. The committee will review recommendations made to it by the Company and others.

- b) To act as the duly authorised committee of the Board.
- c) To determine the parameters and supervise the operation of the bonus schemes of the Company.
- d) To investigate any activity within its terms of reference.
- e) To seek any information from any employee of the Company. Employees are directed to cooperate with any relevant request made.
- f) To obtain outside legal or independent professional advice. Such advisors may attend meetings as necessary.
- g) To incur such reasonable expenditure, as it deems necessary.
- h) 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.
- i) Formulation of criteria for evaluation of Independent Directors and the Board.
- j) Devising a policy on Board diversity.
- k) 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.

Composition & Meetings

As on 31st March 2018, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. The Committee met three times during the financial year on 27th May, 2017; 14th September, 2017 and 14th December, 2017.

The detail of Composition together with the attendance of Members in the Nomination & Remuneration Committee Meetings is tabled hereunder:

| Sl. No. | Name | Category | Designation | No. of Meetings Attended |
|---------|------------------------------|---------------------------|-------------|--------------------------|
| 1. | Mr. Om Prakash Rathi | Non-executive Independent | Chairman | 3 |
| 2. | Mr. Mahendra Pratap Singh* | Non-executive Independent | Member | NIL |
| 3. | Mr. Ravi Prakash Pincha | Non-executive Independent | Member | 3 |
| 4. | Mr. Animesh Shivkumar Gupta# | Non-executive Independent | Member | NIL |

*Ceased to be a Member w.e.f. 13-10-2017

#Appointed as a Member w.e.f. 03-11-2017

Nomination & Remuneration Policy

Your Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management. The policy is annexed to the Boards Report as **Annexure – 1** and is also placed on the website of the Company at the link - <http://www.rdbindia.com/pdf/codes%20and%20policies/nomination-remuneration-policy.pdf>

Details of Remuneration of the Directors for the financial year ended 31st March, 2018

(Amount in Rs.)

| Director | Salary | Perquisites and other Benefits | Contribution towards Provident and/or other Funds | Performance bonus/ Commission | Sitting Fees | Total |
|---------------------------|-----------|--------------------------------|---------------------------------------------------|-------------------------------|--------------|-----------|
| Mr. Sunder Lal Dugar | 1200000/- | 6302/- | 108000/- | -- | -- | 1314302/- |
| Mr. Pradeep Kumar Pugalia | 900000/- | 102779/- | -- | -- | -- | 1002779/- |

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 2017-18.

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

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

Details of Fixed Components and Performance Linked Incentives

As per the remuneration approved by the shareholders, apart from the salary, no performance linked incentive is paid to any of the Directors.

Service Contract, Notice Period and Severance Fees

There are no service contracts, notice period and severance fees paid during the financial year under review.

Performance Evaluation of Directors

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 17(10) of the Listing Regulations, the Nomination and Remuneration Committee and the Board has carried out the performance evaluation of the Board, the Directors individually (including Independent Directors), the Chairperson of the Company and the working of the Committees of the Board.

The criteria used for evaluation of the performance of the Independent Directors includes inter alia personal integrity, ethical standards, confidentiality, knowledge of the institution's key activities, deliberations or committee work, understanding of governance, etc.

D. Corporate Social Responsibility Committee

Terms of Reference

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

1. To formulate and recommend to the Board a Policy on Corporate Social Responsibility ("CSR") which shall include the activities to be undertaken by the Company to discharge its CSR.
2. Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company to discharge its CSR.
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. 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.

Composition & Meetings

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. The Committee met once on 14th August, 2017 during the financial year 2017-18.

The detail of Composition together with the attendance of Members in the Corporate Social Responsibility Committee Meetings is tabled hereunder:

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

CSR Contribution

In terms of Section 135 of Companies Act 2013, at least 2% of average net profits of last three financial years should be expended on CSR activities. The Company has contributed an amount of Rs. 2,51,000/-which is exceeding 2% of its average net profits, to 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 31st March, 2018 is attached as 'Annexure - 3' to the Board Report.

5. SUBSIDIARY COMPANY:

As on 31.03.2018, the Company has 10 Subsidiaries. The Company has complied with the corporate governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations. The Company has formulated a Policy on Material Subsidiaries and the same is available on the website of the Company at http://rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary.pdf

6. DETAILS OF GENERAL BODY MEETINGS

A. Details of Annual General Meetings

The details of Annual General Meetings and the Extra Ordinary General Meetings held in the last three years are as hereunder:

| Financial Year | Meeting | Day & Date | Time | Venue | Special Resolutions, if any, passed |
|----------------|-------------|-------------------------|-----------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| 2016-17 | 11th A.G.M. | Wednesday 06.09.2017 | 10.00 A.M | Bharatiya Bhasha Parishad At 36A, Shakespeare Sarani, Kolkata-700017 | Nil |
| 2015-16 | 10th A.G.M. | Saturday 03.09.2016 | 1.00 P.M. | Aryans School, 149 B.T. Road, Kolkata - 700058 | 1. Re-appointment of Mr. Sunder Lal Dugar as a Managing Director; and 2. Re-appointment of Mr. Pradeep Kumar Pugalia as Whole-time Director |
| 2014-15 | 9th A.G.M | Friday 04.09.2015 | 1.00P.M | Aryans School, 149 B.T. Road, Kolkata - 700058 | Nil |

B. Extra Ordinary General Meeting: No Extraordinary General Meeting was held during the financial year 2017-18.

C. Postal Ballot: No Special Resolution was passed through Postal Ballot during the financial year 2017-18. At present, there is no proposal for passing any Special Resolution through Postal Ballot. Therefore, the disclosures relating to postal ballot are not applicable.

7. CODE OF CONDUCT

Code of Conduct for Directors and Senior Management

The Company is consistently endeavouring to conduct its business in accordance with the highest standards of business ethics and to comply 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 to 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 at <http://www.rdbindia.com/pdf/codes%20and%20policies/code-of-conduct.pdf>.

All Directors and Senior Management Personnel have affirmed compliance with the Code and a declaration to this effect, signed by the Chairman & Managing Director, is attached to this report as **Annexure -A**.

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 at <http://www.rdbindia.com/pdf/codes%20and%20policies/Code%20of%20Practices%20and%20Procedures%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information.pdf>

8. CEO - CFO CERTIFICATION

The CEO and the CFO of the Company have given a certificate on financial reporting and internal controls to the Board in terms of the Listing Regulations which is attached to this Report as **Annexure - B**.

9. 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 arm's length at fair market value. There is no materially significant related party transactions entered i.e. there are no transactions of material nature with its Promoters, Directors, Key Managerial Personnel or the management or their 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 Indian Accounting Standard (Ind AS), forms part of this Annual Report.

The Company has formulated a policy to govern the Related Party Transactions of the Company and the same has been uploaded on the website at the link:

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 Regulations 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 Regulations

The Company duly complied with all the mandatory requirements of the Listing Regulations and the requirements of the Stock Exchanges. The Company has also complied with the discretionary requirements as specified in part E of Schedule II of the Listing Regulation as far as they are applicable to the Company.

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

- i) **The Board:** The Company is headed by the Executive Chairperson.
 - ii) **Shareholder Rights:** The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.
 - iii) **Audit Qualifications:** There are no audit qualifications on the Company's Financial Statements for the year ended 31st March 2018.
 - iv) **Reporting of Internal Auditor:** The Internal Auditor may report directly to the Audit Committee as and when required.
- d) The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.
- e) **Disclosure of Accounting Treatment**
In preparation of Financial Statements, the Company has followed the Indian Accounting Standards issued by The Institute of Chartered Accountants of India. The significant Indian Accounting Standards have been set out in the notes to Accounts of the Standalone Audited Accounts.
- f) **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.
- iii. The Company has framed a policy for determining the 'material' subsidiaries of the Company and is available on the Company's website at
http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary_2015.pdf.

g) Whistle Blower Policy/Vigil Mechanism

The Company believes in promoting ethical behaviour and accordingly there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against the Company's Code of Conduct. The Company has formulated a Whistle Blower Policy, the main objective of which is to provide adequate safeguard measures against victimization of employees.

The Policy is also placed on the website of the Company at the link:

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

It is noted that 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, 2018.

h) Compliance Certificate of the Auditors

The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance 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 Listing Regulations and the same is annexed to this report as **Annexure - C**.

i) 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.

j) Dividend Payment Date

The Company has not declared any dividend for the relevant Financial Year 2017 - 18.

10. 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 information and all other matters which in its opinion, are material and relevant for the Shareholders.

The following means and channels of communication are used routinely to maintain transparency and to keep the shareholders well informed.

- The quarterly unaudited financial results and annual audited financial results are disseminated to the Stock Exchanges where the Company is listed, immediately after the conclusion of the Board Meetings in which the Financial Results are approved. These results are also displayed on the website of the Company, www.rdbindia.com and are published in widely circulated newspapers viz, The Financial Express in English and Kalantar in Bengali.
- The Company has designated an e-mail id as investors@rdbindia.com especially for its investors to report any grievances.
- Official news releases, if any, are displayed on Company's website.
- 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 (MDAR) forms part of the Directors' Report and the same forms a part of this Annual Report.

11. 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.

12. GENERAL SHAREHOLDERS INFORMATION

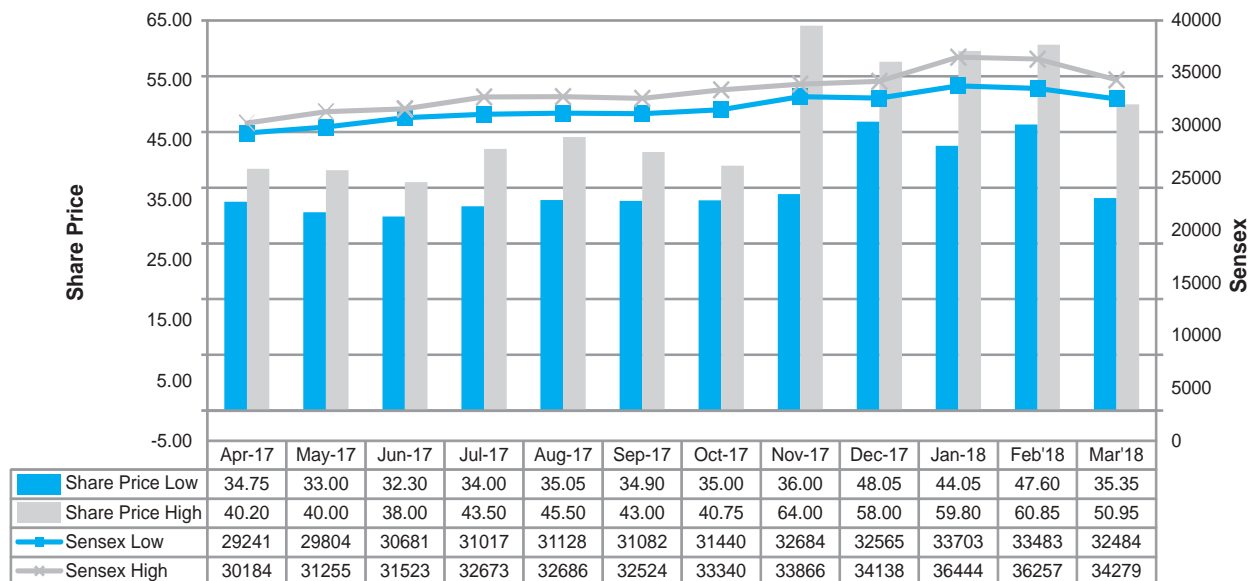
| | |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| AGM: Date, Time & Venue | Tuesday, 18th Day of September, 2018 at 10.00 AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017 |
| Financial Year | 1st April, 2018 to 31st March, 2019 |
| Tentative Financial Calendar | Results for the Quarter ended 30th June, 2018 - on or before 14th August 2018. Results for the Quarter ended 30th September, 2018 - on or before 14th November 2018. Results for the Quarter ended 31st December, 2018 - on or before 14th February 2019. Results for the Quarter ended 31st March, 2018 - on or before 30th May 2019. |
| Listing on Stock Exchanges | 1. The Calcutta Stock Exchange Limited, 7, Lyons Range, Dalhousie, Kolkata - 700 001 2. BSE Limited, Phiroze Jeejabhoy Towers, Dalal Street, Mumbai – 400 001 The listing fees for the financial year 2017-18 have been paid to the above Stock Exchanges. |
| Depositories | 1. National Securities Depository Limited, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 2. Central Depository Services (India) Limited, Marathon Futurex, A-wing, 25th Floor, NM Joshi Marg Lower Parel, Mumbai-400013 |
| Stock Code | The Calcutta Stock Exchange Limited - 28393 BSE Limited – 533285 |
| CIN of the Company | L16003WB2006PLC110039 |
| ISIN No. for CDSL/NSDL | INE245L01010 |

Market Price of the Company's share and its Comparison to BSE Sensex (in Rupees)

The Company's monthly high-low share price pattern during the financial year 2017-18 in comparison to BSE Sensex is depicted here under:

| Period | Share Price in Rs.(High) | Share Price in Rs. (Low) | BSE Sensex (High) | BSE Sensex (Low) |
|-----------------|--------------------------|--------------------------|-------------------|------------------|
| Apr - 17 | 40.20 | 34.75 | 30184.22 | 29241.48 |
| May - 17 | 40.00 | 33.00 | 31255.28 | 29804.12 |
| Jun - 17 | 38.00 | 32.30 | 31522.87 | 30680.66 |
| Jul - 17 | 43.50 | 34.00 | 32672.66 | 31017.11 |
| Aug - 17 | 45.50 | 35.05 | 32686.48 | 31128.02 |
| Sep -17 | 43.00 | 34.90 | 32524.11 | 31081.83 |
| Oct - 17 | 40.75 | 35.00 | 33340.17 | 31440.48 |
| Nov - 17 | 64.00 | 36.00 | 33865.95 | 32683.59 |
| Dec - 17 | 58.00 | 48.05 | 34137.97 | 32565.16 |
| Jan - 18 | 59.80 | 44.05 | 36443.98 | 33703.37 |
| Feb - 18 | 60.85 | 47.60 | 36256.83 | 33482.81 |
| Mar - 18 | 50.95 | 35.35 | 34278.63 | 32483.84 |

Report on Corporate Governance



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 – Mr. S. Abbas (Sr. Manager – Systems)

Share Transfer System

Request for transfer of Equity Shares held in physical form may be lodged with M/s Niche Technologies Private Limited, Registrar & Share Transfer Agent or may be sent to the Company Secretary & Compliance Officer at the Registered Office of the Company. The shares transfer requests received by the Company/Registrar & Share Transfer Agent are processed 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.

Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to section 124 of the Companies Act, 2013, all dividends remaining unpaid / unclaimed for more than seven years has to be transferred to the Investor Education & Protection Fund ("IEPF"). Thus the Company proposes to transfer the unpaid / unclaimed dividends for the Financial Year 2010-11 to the IEPF. The Shareholders are regularly advised to claim the un-claimed dividends lying in the unpaid dividend accounts of the Company before the due dates for crediting the same to the IEPF. Further, the details of dividend unclaimed by the Members for the past years which have not yet been transferred to the aforesaid Fund are readily available for view by the Members on the website of the Company www.rdbindia.com. The due dates of claiming unpaid dividend together with date of transfer to IEPF is tabled hereunder:

| Financial year | Date of declaration of Dividend | Last date for claiming Unpaid Dividend | Last date for transfer to IEPF |
|----------------|---------------------------------|----------------------------------------|--------------------------------|
| 2014-15 | 4th September, 2015 | 9th October, 2022 | 8th November, 2022 |
| 2013-14 | 5th September, 2014 | 10th October, 2021 | 9th November, 2021 |
| 2012-13 | 8th August, 2013 | 13th September, 2020 | 13th October, 2020 |
| 2011-12 | 8th August, 2012 | 13th September, 2019 | 13th October, 2019 |
| 2010-11 | 19th September, 2011 | 25th October, 2018 | 24th November, 2018 |

Distribution of Shareholding

Distribution of shareholding by size as on 31st March, 2018:-

| Range of Shares | Number of Shareholders | % of Shareholders | No. of Shares | % of Shares |
|------------------|------------------------|-------------------|-------------------|---------------|
| 1 – 500 | 4038 | 87.44 | 5,21,075 | 3.01 |
| 501 – 1000 | 262 | 5.67 | 2,19,810 | 1.27 |
| 1001 – 5000 | 215 | 4.66 | 5,18,312 | 3.00 |
| 5001 – 10000 | 35 | 0.76 | 2,62,430 | 1.52 |
| 10001 – 50000 | 38 | 0.82 | 8,25,492 | 4.78 |
| 50001 – 100000 | 16 | 0.35 | 10,23,606 | 5.92 |
| 100001 and above | 14 | 0.30 | 1,39,12,675 | 80.50 |
| Total | 4618 | 100.00 | 17,283,400 | 100.00 |

Pattern of shareholding by category as on 31st March, 2018:-

| 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 | 0.01 |
| c. FII | - | - |
| Sub Total | 1900 | 0.01 |
| Others | | |
| a. Private Corporate Bodies | 1524119 | 8.82 |
| b. Indian Public | 2783415 | 16.10 |
| c. NRIs/ OCBs | 15478 | 0.09 |
| d. Clearing Members | 170831 | 0.99 |
| Sub Total | 44,93,843 | 26.00 |
| Total Non-Promoter Holding | 44,95,743 | 26.01 |
| Total | 1,72,83,400 | 100.00 |

Report on Corporate Governance

Details of shares held by Directors as on 31st March, 2018:-

| Name of Director | No. of Equity Shares | % of Total holding |
|----------------------------|----------------------|--------------------|
| Mr. Sunder Lal Dugar | 6,87,900* | 3.980 |
| Mr. Ravi Prakash Pincha | 5,600 | 0.032 |
| Mr.Om Prakash Rathi | 1,700 | 0.010 |
| Mrs. Kusum Devi Dugar | 5,000 | 0.028 |
| Mr.Animesh Shivkumar Gupta | Nil | Nil |
| Mr. Pradeep Kumar Pugalia | Nil | Nil |
| Mr.MahendraPratap Singh** | Nil | Nil |
| Total | 7,00,200 | 4.05 |

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

**Ceased to be Director w.e.f. 13-10-2017

Dematerialization of shares and Liquidity

The Company has entered into an Agreement with NSDL and CDSL for the dematerialization of its shares. The details of shares held in dematerialised and physical form as on 31st March, 2018 are as hereunder:

| Status of Dematerialisation | No. of Shares | Percentage of Total Share |
|------------------------------|---------------|---------------------------|
| Shares held in NSDL | 7459465 | 43.16% |
| Shares held in CDSL | 9530460 | 55.14% |
| Shares held in physical form | 293475 | 1.70% |

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

Place: Kolkata

Date: 27th July, 2018

For and on behalf of the Board

Sd/-
Sunder Lal Dugar
Chairman & Managing Director



Report on Corporate Governance

Annexure-A

Compliance with Code of Conduct for Directors and Senior Management Personnel

DECLARATION

"Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Sunder Lal Dugar, Chairman & Managing Director of RDB Realty and Infrastructure Limited, on the basis of confirmations / declarations received, hereby confirm that all the Members of the Board and Senior Management of the Company have complied with the Company's Code of Conduct for the Board of Directors and Senior Management Personnel for the financial year 2017-18."

Sunder Lal Dugar
Chairman & Managing Director

Date: 27th July, 2018
Place: Kolkata

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 we 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 that have been taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee that there are-
- 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
Chairman & Managing Director

Anil Kumar Apat
Chief Financial Officer

Date: 30th May, 2018
Place: Kolkata



Certificate of Corporate Governance

Annexure-C

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, 2018 as stipulated in Chapter IV of the 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 the 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, 2018, 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

Date: 30th May, 2018
Place: Kolkata

Deepak Kumar Daga
(Partner)
Membership No. 059205
11, Clive Row, Kolkata – 700001.

INDUSTRY STRUCTURE & DEVELOPMENTS

In India, real estate is the second largest employer after agriculture. The Indian real estate market is expected to touch US\$ 180 billion by 2020. Housing sector is expected to contribute around 11 per cent to India's GDP by 2020 which is almost double from the estimated 5 - 6%. Retail, hospitality and commercial real estate are also growing significantly, providing the much-needed infrastructure for India's growing needs.

New housing launches across top seven cities in India increased 27% in January-March 2018. India is expected to witness an upward rise in the number of real estate deals in 2018, on the back of policy changes that have made the market more transparent.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private equity investments in real estate are estimated to grow to US\$ 100 billion by 2026 with tier 1 and 2 cities being the prime beneficiaries. Private equity investments in Indian real estate increased 15 % i.e. Rs. 16,530 Crore (US\$ 2.56 billion) in January - March 2018. According to the data released by the 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\$ 24.67 billion in the period April 2000-December 2017.

INDIA'S INFRASTRUCTURE SECTOR

The year 2017 as we all know has set a new benchmark for the Indian real estate sector. The implementation of demonetization in November 2016 had the entire economy reeling until the first quarter of 2017 and the realty segment was not pardoned either. Due to more involvement of cash transactions, the sale of land reached stagnation. However, this eventually helped in reducing the land prices thereby making the end products more affordable to the consumers. By April 2017, when the markets were looking to stabilize, The Real Estate (Regulation and Development) Act, 2016 ("RERA") and the Goods & Services Tax ("GST") were announced in succession which again caused some inertia due to confusion among buyers and developers alike, with both awaiting the final set of RERA notifications / legislation from their respective state regulatory bodies.

Infrastructure as a sector is also crucial for employment generation. Infrastructure spending was 7% of GDP during 2008-12, which fell to 5.8% of GDP during 2013-17 (as estimated by Niti Aayog). Decline in infrastructure spending can be attributed to high cost of capital, high level of stressed assets leading to slowdown in funding from financial institutions, land acquisition issues and slowdown in the economy. However, we are observing signs of

recovery as the triple effects of demonetization, RERA and GST have begun to shape up the sector with new standards of delivery, accountability and transparency.

In the year 2018 it is expected that more joint ventures / joint developments will be the order of the day with financially distressed developers being taken over by larger players and presenting the industry with a fresh line up of competitors. Completion of existing projects will be prioritised over launching new ones, hence, 2018 looks promising for a good supply of houses across major Indian markets. In order to achieve this, developers will be re-modelling their business processes to streamline delivery and allied services, without stretching themselves too much in terms of debt or scope of work.

OPPORTUNITIES

The Government of India along with the Governments of the respective States has taken several initiatives to encourage the development in the real estate sector. 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.

The Securities and Exchange Board of India ("SEBI") has given its approval for the Real Estate Investment Trust ("REITs") platform which helped in allowing all kinds of investors to invest in the Indian real estate market

The real estate sector got its own regulator, from 1st May, 2017, when the RERA became effective in the entire country. Each State and Union Territory will have its own Regulatory Authority, which will frame regulations and rules according to the Act. The new rules call for a much stricter compliance and transparency, which may push the real estate prices up especially for the new launches, the large amount of inventory overhang in the system, will probably keep the price rise at bay until the supply gets depleted. Responding to an increasingly well-informed consumer base and bearing in mind the aspect of globalization, Indian real estate developers have shifted gears and accepted fresh challenges.

The growing flow of Foreign Direct Investment into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards. Your Company is also set to capitalize on these opportunities and emerge as a strong competition for the others in this sector.

CHALLENGES/THREATS






Despite the positive outlook for the sector in the coming years, it is battling challenges. These challenges restrain

the sector from yielding full benefits of the potential growth. Moreover, it is facing situational extremities such as increasing need for housing but diminishing project launches in semi-urban and rural areas and increase in inventory pile-up but shortfall of demand in urban areas. These trends point towards some major issues through which Indian real estate is passing at present. Small and mid-sized property firms are struggling to raise funding for projects under RERA.

Some of the major Indian cities have faced a sharp decline in property prices as well as lending rates. The pile up has been caused due to a number of reasons like fall in demand, litigation issues, failure to deliver projects on time, poor planning, etc. Rental yield is the key determining factor of purchase and the value of a property and the rental yields in India is among the lowest in the world at 2%-3% (approx). This makes the buyers looking for property only as investment, somewhat skeptical leading to a fall in demand.

STRENGTHS

Your Companies continues to capitalize on the market opportunities by leveraging its key strengths. As we travelled through our accomplishments, we grew stronger by acquiring experience and knowledge. Some of our major strengths are:













-  Years of high-end technical experience and achievements blended with effective management are the core strengths in real estate development. Complete transparency in dealing and management is what we respect and always follow;
-  Highly knowledgeable and skilled promoters and team members; long term intensive and extensive experience and a passion for constant up-gradation has made us find cost-effective techniques and measures for construction. The cost-effectiveness and timeliness has been passed on to the customers for their optimum benefit;
-  One of our greatest strength is the years' of goodwill and a proven track record. Most of our customers prefer us for their subsequent purchases and for any of their real estate requirements;
-  We have close ties with suppliers, contractors and sub-contractors which help us in project implementation at the desired pace and price;
-  Our goodwill among the banks and financial institutions benefits the customers in smooth flow of work and in fulfilling other formalities.

Additionally, your Company has sound project management tools, techniques and procedures to reach the goal at the promised cost and time. Our strengths gained during the course of time are all at the service of our customers who can yield value for money by being associated with us.

RISK AND CONCERNS

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing, illiquidity, etc. The Company has a proper mechanism in place for identifying, assessing, monitoring and mitigating various business related risks. The Board of Directors of the Company are regularly informed and updated about the risk assessments and minimization procedures.

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 and, cement, steel and labour force;
-  Credit Crunch leading to restricted availability of short term and long term funds in the industry;
-  Rising cost of inputs;
-  Longer working capital cycles;
-  Challenges in obtaining environmental clearances, land acquisition and rehabilitation;
-  Shortage of skilled manpower;
-  Stagnant and low construction margin;
-  Changing Demographics;
-  Economic Vulnerability and Regulatory Risks;
-  Price Uncertainty;
-  Increase in competition;
-  Inability to find and exploit non-traditional global opportunities.

INTERNAL CONTROLS SYSTEM AND ADEQUACY

Growing business activities call for a constant review of the efficacy of the Company's internal control mechanism. To facilitate this, the Company has laid down risk assessment and minimization procedures and the same are periodically reviewed by the Board. The Company has an internal process to facilitate formulation and revision of the existing policies and guidelines in order to align them with the changing needs. Internal audit is also conducted on a regular basis and reports are reviewed by the Audit Committee of the Board. The shortcomings in the internal control systems, if any, are communicated to the respective departments and measures are taken to overcome the same. During the year under review, no reportable material weakness or significant deficiency was observed in the design or operations.

Management Discussion & Analysis Report

Your company is ISO 9001:2008 certified and 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 unauthorized 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. 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.

HEALTH AND SAFETY

Your Company gives high priority to the health and safety of its employees. An effective way of ensuring this is building a safety culture, where safety is the responsibility of each and every employee. Your Company takes all the necessary measures to ensure that its employees are working in a safe working environment free from all hazards that may occur during the course of work.

ENVIRONMENT

Your Company complies with all the applicable environmental laws, rules and regulations and makes voluntary efforts to practice effective use and saving of resources and energy, in the recognition that global environmental conservation is an essential facet of corporate and individual pursuits. As a part of the Corporate Social responsibility initiative, your Company also contributes for the welfare of animals. Your Company recognizes that maintaining an eco-system where diverse living organisms coexist brings about a rich environment in which both corporations and individuals can operate and live.

FINANCIAL PERFORMANCE OF YOUR COMPANY

The financial highlight including the performance of your Company is stated hereunder, in brief:

| Particulars | 2017-18 | 2016-17 |
|-------------------------------|---------|---------|
| Total Revenue from Operations | 2357.19 | 1981.73 |
| EBIDTA | 344.33 | 547.69 |
| PAT | 82.94 | 55.79 |
| Basic EPS | 0.48 | 0.32 |

The Company's revenue from operations (net) increased from 2016-17 to 2017-18 due to sustained infrastructure sector slowdown.

DEVELOPMENTS IN HUMAN RESOURCE

Your Company firmly believes that "People" and "People driven Strategies" are the pivotal force behind success of its growth. The Human Resource ("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 actions, the Company has sound, pro-active and progressive HR strategy and practices.

OUTLOOK

With growing transparency and improving policies, the country's real estate sector is expected to become more institutionalized and we expect 2018 to be a year of consolidation and recovery for the real estate sector. Your Company expects to continue to identify prudent land acquisition opportunities and intends to focus on the timely completion of its projects despite of the number of risks. We strongly believe in building our presence in high return markets and focus on execution of projects in a manner so as to build a strong position to improve market share in the years ahead.

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, 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.

Independent Auditor's Report

TO THE MEMBERS

RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying standalone Ind AS financial statements (herein referred to as financial statement in this report) of **RDB REALTY & INFRASTRUCTURE LIMITED**, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss, Cash Flow Statement and the Statement of Changes in Equity for the year then ended, for the year ended, and also a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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; the selection and application of appropriate accounting policies; making judgments and the 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 Ind AS 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 Ind AS 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31st March, 2018, and its profit, its cash flows and its statements of changes in equity for the year ended on that date.

Emphasis of Matter

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

- a) Note 36 (a) to the Ind AS financial statements which describes the uncertainty regarding corporate guarantee given by company to other company, for securing a term loan for subsidiary company. Our opinion is not qualified on this matter
- b) Note 36 (c) to the Ind AS 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.
- c) Note 36 (d) & (e) to the Ind AS 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.

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

Independent Auditor's Report

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 neither given to us, in our opinion the company has 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, goods and service 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:

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

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.

Independent Auditor's Report

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 Ind AS 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, the Cash Flow Statement and the statement of charges in

equity dealt with by this Report are in agreement with the books of account.

4. In our opinion, the aforesaid financial statements comply with the Ind AS 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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:
 - a) i) Note 36 (c) to the Ind AS 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 (d)&(e) to the Ind AS 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.
 - 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: 30th May, 2018

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 of 31st March, 2018 in conjunction with our audit of the Ind AS 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

Independent Auditor's Report

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial

reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, 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: 30th May, 2018

Financial Statements

Balance Sheet as at 31st March 2018

(Amount in Rs.)

| Particulars | Note No. | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|---------------------------------------------------|----------|----------------------|----------------------|----------------------|
| ASSETS | | | | |
| A) Non-Current Assets | | | | |
| (a) Property, Plants and Equipments | 2 | 22,057,437 | 63,842,445 | 68,899,760 |
| (b) Intangibles | 2A | 41,815 | 69,667 | 116,111 |
| (c) Financial Assets | | | | |
| i) Investments | 3 | 318,758,013 | 439,529,996 | 309,278,885 |
| ii) Other Financial Assets | 4 | 17,579,929 | 45,057,311 | 86,305,743 |
| (d) Deferred Tax Assets (Net) | 5 | 1,999,592 | --- | --- |
| (e) Other Non-Current Assets | 6 | 110,764,456 | 110,764,456 | 375,991,606 |
| Total Non - Current Assets | | 471,201,243 | 659,263,875 | 840,592,105 |
| B) Current Assets | | | | |
| (a) Inventories | 7 | 834,349,251 | 773,157,256 | 679,035,384 |
| (b) Financial Assets | | | | |
| i) Trade Receivables | 8 | 288,186,021 | 308,218,482 | 299,989,196 |
| ii) Cash and Cash Equivalents | 9 | 48,075,358 | 42,512,707 | 43,588,690 |
| iii) Other Financial Assets | 10 | 105,084,192 | 55,612,016 | 99,118,579 |
| (c) Current Tax Assets | 11 | 29,261,115 | 26,694,640 | 24,609,625 |
| (d) Other Current Assets | 12 | 17,913,864 | 37,793,446 | 47,957,037 |
| Total Current Assets | | 1,322,869,801 | 1,243,988,547 | 1,194,298,511 |
| Total Assets (A + B) | | 1,794,071,044 | 1,903,252,422 | 2,034,890,616 |
| EQUITY AND LIABILITIES | | | | |
| A) Equity | | | | |
| (a) Equity Share Capital | 13 | 172,834,000 | 172,834,000 | 172,834,000 |
| (b) Other Equity | 14 | 780,919,361 | 772,625,623 | 766,976,195 |
| Total equity | | 953,753,361 | 945,459,623 | 939,810,195 |
| B) Liabilities | | | | |
| Non-Current Liabilities | | | | |
| (a) Financial Liabilities | | | | |
| i) Borrowings | 15 | 6,008,750 | 23,341,169 | 40,073,418 |
| ii) Other Financial Liabilities | 16 | 8,398,088 | 8,361,880 | 2,091,644 |
| (b) Provisions | 17 | 587,265 | 539,687 | 589,172 |
| (c) Other Non-Current Liabilities | 18 | 81,180,000 | 81,180,000 | --- |
| (d) Deferred Tax Liabilities | 5 | --- | 2,482,098 | 3,473,979 |
| Total Non-Current Liabilities | | 96,174,103 | 115,904,834 | 46,228,213 |
| C) Current Liabilities | | | | |
| (a) Financial Liabilities | | | | |
| i) Borrowings | 19 | 270,237,142 | 340,346,685 | 469,004,168 |
| ii) Trade and Other Payables | 20 | 94,636,151 | 205,141,360 | 263,106,004 |
| iii) Other Financial Liabilities | 21 | 116,410,837 | 59,666,259 | 86,217,553 |
| (b) Other Current Liabilities | 22 | 255,334,164 | 233,337,020 | 228,029,356 |
| (c) Provisions | 23 | 7,525,283 | 3,396,640 | 2,495,127 |
| Total Current Liabilities | | 744,143,579 | 841,887,964 | 1,048,852,208 |
| Total liabilities (B + C) | | 840,317,682 | 957,792,798 | 1,095,080,421 |
| Total Equity & Liabilities (A + B + C) | | 1,794,071,044 | 1,903,252,422 | 2,034,890,616 |

Summary Significant accounting policies 31 to 39

The accompanying notes are an integral part of the Ind AS 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 30th day of May 2018

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Financial Statements

Statement of Profit and Loss for the Year ended 31st March 2018

(Amount in Rs.)

| Particulars | Notes | For the Year Ended 31 March 2018 | For the Year Ended 31 March 2017 |
|-------------------------------------------------------------------------------|----------|-------------------------------------|-------------------------------------|
| REVENUE | | | |
| Revenue From Operations | 24 | 233,602,709 | 195,894,687 |
| Other Income | 25 | 2,116,646 | 2,278,345 |
| Total Income | | 235,719,355 | 198,173,032 |
| EXPENSES | | | |
| Construction Activity Expenses | 26 | 186,292,181 | 206,760,960 |
| Changes In Inventories Of Work-In-Progress, Stock-In-Trade and Finished Goods | 27 | (42,421,290) | (105,064,753) |
| Employee Benefit Expense | 28 | 4,454,435 | 4,715,076 |
| Depreciation and Amortisation Expense | 2 | 5,823,343 | 5,827,338 |
| Finance Costs | 29 | 20,925,669 | 42,081,570 |
| Other Expenses | 30 | 52,732,970 | 36,909,607 |
| Total Expenses | | 227,807,308 | 191,229,798 |
| PROFIT BEFORE TAX | | 7,912,047 | 6,943,234 |
| Income Tax Expenses | | | |
| - Current Tax | | 4,100,000 | 2,275,000 |
| - Tax Adjustment For Earlier Years | | --- | 80,700 |
| - Deferred Tax | | (4,481,690) | (991,881) |
| Total tax expense | | (381,690) | 1,363,819 |
| PROFIT AFTER TAX | | 8,293,737 | 5,579,415 |
| Items That May Be Reclassified To Profit Or Loss | | --- | --- |
| Items That Will Not Be Reclassified To Profit Or Loss | | | |
| i) Equity Instruments Through Other Comprehensive Income | | --- | --- |
| ii) Remeasurements of The Defined Benefit Plans | | --- | 70,014 |
| Other Comprehensive Income for the Year, Net of Tax | | --- | 70,014 |
| Total Comprehensive Income for the Year | | 8,293,737 | 5,649,429 |
| Earnings Per Equity Share | | | |
| Basic Earnings Per Share | | 0.48 | 0.32 |
| Diluted Earnings Per Share | | 0.48 | 0.32 |
| Summary Significant accounting policies | 31 to 39 | | |

The accompanying notes are an integral part of the Ind AS 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

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Kolkata

The 30th day of May 2018

Anil Kumar Apat

Chief Financial Officer

Financial Statements

Cash Flow Statement for the Year ended 31st March 2018

(Amount in Rs.)

| Cash Flow Statement | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|-------------------------------------------------------------|----------------------------------------|----------------------------------------|
| A. Cash Flow from Operating Activities : | | |
| Net profit before tax as per Statement of Profit and Loss | 7,912,048 | 6,943,234 |
| Adjustments for | | |
| Depreciation & Amortisation | 5,823,343 | 5,827,338 |
| Interest Paid | 20,596,203 | 41,911,553 |
| (Profit) / Loss on Sale of Investment | --- | (140,000) |
| (Profit) / Loss on Sale of Fixed Assets | 1,514,077 | (53,302) |
| Liabilities no longer payable written back | --- | (452) |
| Bad Debts | 28,227,785 | 28,364,270 |
| Sundry Balances written back | 15,669,193 | --- |
| Provision for Employee Benefits | 76,221 | 152,028 |
| Reimbursement of the defined benefit plans | --- | 70,015 |
| Interest on Loan Given | (6,739,162) | (6,403,337) |
| Operating Profit Before Working Capital Changes | 73,079,708 | 76,367,348 |
| (Increase) / Decrease in Inventories | (29,186,145) | (94,121,872) |
| (Increase) / Decrease in Trade receivables | (8,195,324) | (36,593,556) |
| (Increase) / Decrease of Short-Term Advances | (60,301,545) | 13,436,296 |
| (Increase) / Decrease of Other Current Assets | 19,879,582 | 10,163,591 |
| (Increase) / Decrease of Long-Term Advances | 27,479,046 | 306,477,061 |
| Increase / (Decrease) of Other Long-Term Liabilities | (65,000) | 6,182,889 |
| Increase / (Decrease) in Trade Payables | (110,505,209) | (57,964,192) |
| Increase / (Decrease) of Other Current Liabilities | 78,281,462 | 89,101,094 |
| Cash Generated from Operations | (9,533,425) | 313,352,658 |
| Less: Direct taxes paid/ (Refunds) including Interest (Net) | 2,566,478 | 3,740,712 |
| Cash Flow before Exceptional Items | (12,099,903) | 309,611,946 |
| Net cash Generated/(used) from operating activities | (12,099,903) | 309,611,946 |
| B. Cash Flow from Investing Activities : | | |
| Sale / (Purchase) of fixed assets | 2,469,592 | (670,277) |
| Interest Received | 6,739,162 | 6,403,337 |
| Investment with Subsidiaries and Firms | 120,771,982 | (130,111,111) |
| Loans Refund / (Given) | (4,841,487) | 30,068,788 |
| Fixed Deposits | (5,078,757) | 6,932,096 |
| Net cash from investing activities | 120,060,492 | (87,377,167) |

Financial Statements

Cash Flow Statement for the Year ended 31st March 2018 (Cont.)

(Amount in Rs.)

| Cash Flow Statement | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---------------------------------------------------------------------|----------------------------------------|----------------------------------------|
| C. Cash Flow from Financing Activities : | | |
| Proceeds / (Repayment) of Long Term Borrowings | (17,577,361) | (45,251,681) |
| Proceeds / (Repayment) of Short Term Borrowings | (70,109,541) | (128,657,483) |
| Interest Paid | (19,787,728) | (42,471,198) |
| Net cash generated/(used) in financing activities | (107,474,630) | (216,380,362) |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | 485,959 | 5,854,416 |
| Cash and cash equivalents -Opening balance | 13,424,211 | 7,569,796 |
| Cash and cash equivalents -Closing balance | 13,910,169 | 13,424,211 |
| CASH AND CASH EQUIVALENTS : | | |
| Balances with Banks | 12,092,695 | 11,432,043 |
| Cash on hand (As certified by the management) | 1,817,475 | 1,992,168 |
| | 13,910,169 | 13,424,211 |

This is the Cash Flow Statement 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 30th day of May 2018

Anil Kumar Apat

Chief Financial Officer

Financial Statements

STATEMENT OF CHANGES IN EQUITY

A. Share Capital

| Particulars | Balance as on 01.04.2016 | Issued during the year | Balance as on 31.03.2017 | Issued during the year | Balance as on 31.03.2018 |
|----------------------|-----------------------------|---------------------------|-----------------------------|---------------------------|-----------------------------|
| Equity Share Capital | 172,834,000 | --- | 172,834,000 | --- | 172,834,000 |

B. Other Equity

Attributable to Equity Share holders of the Company

| Particulars | Reserves and surplus | | | Other Comprehensive Income | | Total |
|------------------------------------------------|----------------------------------|--------------------|----------------------|-------------------------------------------------------------------|----------------------------------------------------|--------------------|
| | Securities Premium Reserve | General Reserve | Retained Earnings | Equity Instruments Through Other Comprehensive income | Other Items of Other Comprehensive Income | |
| Balance at 1 April 2016 | 270,000,000 | 198,909,337 | 298,066,858 | --- | --- | 766,976,195 |
| Transfers | --- | --- | --- | --- | --- | --- |
| Profit for the Year | --- | --- | 5,579,415 | --- | --- | 5,579,415 |
| Other Comprehensive Income | --- | --- | --- | --- | 70,014 | 70,014 |
| Total Comprehensive Income for the Year | 270,000,000 | 198,909,337 | 5,579,415 | --- | 70,014 | 5,649,429 |
| Balance at 31 March 2017 | 270,000,000 | 198,909,337 | 303,646,273 | --- | 70,014 | 772,625,624 |
| Transfers | --- | --- | --- | --- | --- | --- |
| Profit for the Year | --- | --- | 8,293,737 | --- | --- | 8,293,737 |
| Other Comprehensive Income | --- | --- | --- | --- | --- | --- |
| Total Comprehensive Income for the Year | --- | --- | 8,293,737 | --- | --- | 8,293,737 |
| Balance at 31 March 2018 | 270,000,000 | 198,909,337 | 311,940,010 | --- | 70,014 | 780,919,361 |

1) NOTES TO THE FINANCIAL STATEMENTS

A. CORPORATE INFORMATION

RDB Realty & Infrastructure Ltd (The Company) is a public limited company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE) and The Calcutta Stock Exchange (CSE). It is an ISO 9001:2008 certified company, and is one of the leading real estate companies in Eastern India. The Company has pan India presence with all the necessary infrastructure, manpower, and finance. The registered office of the Company is situated at 8/1, Lalbazar Street, Bikaner Building, 1 Floor, Room No.10, Kolkata-700001.

The principle business activity of the company is Real Estate Development. The Company has a strong foothold in all the rapidly growing cities of West Bengal like Asansol, Burdwan, Haldia, Kharagpur, Midnapur and other upcoming cities of India including Agra, Bikaner, Guwahati, Hyderabad and Surat.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements (Separate financial statements) have been prepared on accrual basis in accordance with Indian Accounting Standards(Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013. For all periods up to and including the year ended 31 March 2017, the company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP).

These financial statements for the year ended 31 March 2018 are the Company's first financial statement has prepared in accordance with Ind AS. Refer to Note No. 37. for an explanation of how the transition from previous GAAP to Ind AS has effected presentation of company's financial position, financial performance and cash flows.

The financial statements have been prepared on historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

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 and Management Judgments :

The preparation of financial statement in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Key Estimates and Assumptions :

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Revenue Recognition, Contract Costs and Valuation of Unbilled Revenue

The Company uses the percentage of completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its real estate and contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred, the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

For revenue recognition for projects executed through joint development arrangements, refer clause (ii) below as regards estimates and assumptions involved.

ii) Estimation of net realisable value for inventory property (including land advance)

Inventory property is stated at the lower of cost and net realisable value (NRV).

NRV for completed inventory property is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified by the Company for properties in the same geographical market serving the same real estate segment.

NRV in respect of inventory property under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and an estimate of the time value of money to the date of completion.

With respect to Land advance given, the net recoverable value is based on the present value of future cash flows, which depends on the estimate of, among other things, the likelihood that a project will be completed, the expected date of completion, the discount rate used and the estimation of sale prices and construction costs.

c) Property, Plant and Equipment

The cost of an item of property, plant and equipment comprises of its purchase price, any costs directly attributable to its acquisition and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs when the item is acquired. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is derecognised.

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

d) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment loss.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period

On transition to Ind AS, the company has elected to continue with the carrying value of all its intangible assets recognized as at 1 April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

e) Revenue Recognition-

Revenue is recognized as follows:

- i. Revenue from own construction projects are recognised on Percentage Completion Method. Revenue recognition starts when 25 % of estimated project cost excluding land and marketing cost is incurred, atleast 25% of the saleable project area is secured by contracts or agreements with buyers and Atleast 10 % of the total revenue as per the agreements of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.
- ii. 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.
- iii. Real Estate: Sales is exclusive of service tax, GST if any, net of sales return.

- iv. Revenue from services are recognised on rendering of services to customers except otherwise stated
- v. Rental income from assets is recognised for an accrual basis except in case where ultimate collection is considered doubtful. Rental income is exclusive of service tax
- vi. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

f) Borrowing Costs

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

g) Depreciation and Amortization

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives estimated for the major classes of property, plant and equipment are as follows:

Depreciation on tangible assets is provided on straight Line method over the useful lives of assets estimated by the management and as given in schedule II of The Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate

h) Impairment of Non-Financial Assets

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

I) Inventories

- i. Constructed properties, shown as work in progress, includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development costs, construction costs, overheads, borrowing costs, construction materials including material lying at respective sites, finance and administrative expenses which contribute to bring the inventory to their present location and condition and is valued at lower of cost or NRV cost and net realizable value.
- ii. On completion of projects, unsold stocks are transferred to project finished stock under the head "Inventory" and the same is carried at cost or net realizable value, whichever is less.
- iii. Finished Goods: Flats: Valued at cost and net realizable value.
- iv) Land Inventory: Valued at lower of cost and net realizable value.

Provision for obsolescence in inventories is made, wherever required.

j) Retirement Benefits

a. Short Term employee benefit

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.

b. Long Term and Post-employment benefits

- i. **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.
- ii. **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".

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined

benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

k) Provisions, Contingent Liabilities and Contingent Assets

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

l) Taxes on Income

- i. Tax expense comprises both current and deferred tax. Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.
- ii. Deferred tax Asset/liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.
- iii. Minimum Alternative Tax (MAT) may become payable when the taxable profit is lower than the book profit. Taxes paid under MAT are available as a set off against regular corporate tax payable in subsequent years, as per the provisions of Income Tax Act. MAT paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income

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

m) Foreign Currency Transactions

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

n) Segment Reporting

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

o) Earnings Per Share

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

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

p) Cash & Cash Equivalents

Cash and cash equivalents comprise cash & cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management and that are readily convertible to known amounts of cash to be cash equivalents.

q) Financial Instruments

Financial Instruments - Initial recognition & measurement

Financial assets and financial liabilities are recognized in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets –Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

Financial assets measured at amortized cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- i. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- i. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- ii. The asset's contractual cash flows represent SPPI. Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Financial assets at fair value through OCI

All equity investments, except investments in subsidiaries, joint ventures and associates, falling within the scope of Ind AS 109, are measured at fair value through Other Comprehensive Income (OCI). The company makes an irrevocable election on an instrument by instrument basis to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable. If the company decides to designate an equity instrument at fair value through OCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

Financial assets –Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the assets expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Upon derecognition of equity instruments designated at fair value through OCI, the associated fair value changes of that equity instrument is transferred from OCI to Retained Earnings.

Investment in subsidiaries, joint ventures and associates

Investments made by the company in subsidiaries, joint ventures and associates are measured at Cost. Impairment recognized, if any is reduced from the carrying value.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognised when:

- ☞ The rights to receive cash flows from the asset have expired, or
- ☞ The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities – Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as payables, as appropriate. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The Subsequent measurement of financial liabilities depends on their classification which is as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, if any, and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities measured at amortized cost

Interest bearing loans and borrowings including debentures issued by the company are subsequently measured at amortized cost using the effective interest rate method (EIR). Amortized cost is calculated by taking into account any discount or premium on

acquisition and fee or costs that are integral part of the EIR. The EIR amortized is included in finance costs in the statement of profit and loss.

Financial liabilities –Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or expires.

r) Fair Value measurement

The company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the assets or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The company uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ☞ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- ☞ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or
- ☞ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

s) Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Financial Statements

NOTES TO THE FINANCIAL STATEMENTS AS ON 31ST MARCH, 2018

(Amount in Rs.)

Note 2

Properties, Plants and Equipments

| Particulars | Buildings | Plants and Equipments | Furniture and Fixtures | Vehicles | Computers | Total |
|-------------------------------------------------------------|-------------------|-----------------------|------------------------|-------------------|------------------|--------------------|
| Gross carrying amount | | | | | | |
| Deemed cost as at 1 April 2016 | 42,822,605 | 11,445,488 | 521,758 | 47,084,285 | 2,976,678 | 104,850,814 |
| Additions | --- | --- | --- | 824,772 | 27,825 | 852,597 |
| Disposals | --- | --- | --- | 798,843 | --- | 798,843 |
| Closing gross carrying amount as on 31.03.2017 | 42,822,605 | 11,445,488 | 521,758 | 47,110,214 | 3,004,503 | 104,904,568 |
| Additions | --- | 82,176 | 252,117 | --- | 196,115 | 530,408 |
| Disposals | 42,822,605 | --- | --- | 11,661,398 | --- | 54,484,003 |
| Closing gross carrying amount as on 31.03.2018 | --- | 11,527,664 | 773,875 | 35,448,816 | 3,200,618 | 50,950,973 |
| Accumulated depreciation on as at 1 April 2016 | 9,834,632 | 7,257,148 | 394,843 | 15,823,168 | 2,641,261 | 35,951,052 |
| Depreciation charge during the year | 577,254 | 754,694 | 22,516 | 4,355,016 | 71,414 | 5,780,894 |
| Disposals | --- | --- | --- | 669,825 | --- | 669,825 |
| Closing accumulated depreciation as on 31.03.2017 | 10,411,886 | 8,011,842 | 417,359 | 19,508,359 | 2,712,675 | 41,062,121 |
| Depreciation charge during the year | 404,869 | 710,726 | 26,308 | 4,556,858 | 96,730 | 5,795,491 |
| Disposals | 10,816,755 | --- | --- | 7,147,321 | --- | 17,964,076 |
| Closing accumulated depreciation as on 31.03.2018 | --- | 8,722,568 | 443,667 | 16,917,896 | 2,809,405 | 28,893,536 |
| Net carrying amount as at 1 April 2016 as per IND AS | 32,987,973 | 4,188,340 | 126,915 | 31,261,117 | 335,417 | 68,899,760 |
| Net carrying amount as at 31 March 2017 | 32,410,719 | 3,433,646 | 104,399 | 27,601,855 | 291,828 | 63,842,445 |
| Net carrying amount as at 31 March 2018 | --- | 2,805,096 | 330,208 | 18,530,920 | 391,213 | 22,057,437 |

During the year, the Company has transferred a Building with a carrying value of Rs. 3.24 Crore from Property, Plant & Equipment to Inventory.

Note 2A Intangible

Gross carrying amount

| | |
|-------------------------------------------------------|------------------|
| Deemed cost as at 1 April 2016 | 1,568,816 |
| Additions | --- |
| Disposals | --- |
| Closing gross carrying amount as on 31.03.2017 | 1,568,816 |
| Additions | --- |
| Disposals | --- |
| Closing gross carrying amount as on 31.03.2018 | 1,568,816 |
| Accumulated depreciation as at 1 April 2016 | 1,452,705 |

Note 2A Intangible(Cont...)

(Amount in Rs.)

| | |
|-------------------------------------------------------------|------------------|
| Depreciation charge during the year | 46,444 |
| Disposals | --- |
| Closing accumulated depreciation as on 31.03.2017 | 1,499,149 |
| Depreciation charge during the year | 27,852 |
| Disposals | --- |
| Closing accumulated depreciation as on 31.03.2018 | 1,527,001 |
| Net carrying amount as at 1 April 2016 as per IND AS | 116,111 |
| Net carrying amount as at 31 March 2017 | 69,667 |
| Net carrying amount as at 31 March 2018 | 41,815 |

Financial Statements

Note 3 Investments

(Amount in Rs.)

| Particulars | | Nos. of Shares | As at March 31, 2018 | Nos. of Shares | As at March 31, 2017 | Nos. of Shares | As at April 01, 2016 |
|------------------------------------------------------------------------------------|------------------|-----------------|----------------------|-----------------|----------------------|-----------------|----------------------|
| A) Investment in Equity Investments | | | | | | | |
| Unquoted | Face Value @ Rs. | | | | | | |
| (I) In Subsidiary Companies | | | | | | | |
| Bahubali Tie-up Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 | 10,000 | 100,000 |
| Baron Suppliers Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 | 10,000 | 100,000 |
| Bhagwati Builders & Development Pvt. Ltd. | Rs. 10 | 27,200 | 12,920,000 | 27,200 | 12,920,000 | 27,200 | 12,920,000 |
| Bhagwati Plasto Works Pvt. Ltd. | Rs. 10 | 562,870 | 11,257,400 | 562,870 | 11,257,400 | 562,870 | 11,257,400 |
| Headman Mercantile Pvt. Ltd. | Rs. 10 | 10,010 | 100,100 | 10,010 | 100,100 | 10,010 | 100,100 |
| Kasturi Tie-up Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 | 10,000 | 100,000 |
| RDB Jaipur Infrastructure Pvt. Ltd. * (Formerly RDB Realty Pvt. Ltd.) | Rs. 10 | 5,363,046 | 53,655,480 | 5,363,046 | 53,655,480 | 5,363,046 | 53,655,480 |
| Raj Construction Projects Pvt. Ltd. | Rs. 10 | 1,854,450 | 21,011,413 | 1,854,450 | 21,011,413 | 1,854,450 | 21,011,413 |
| RDB HYD Infrastructure Pvt. Ltd. * (Formerly RDB Legend Infrastructure Pvt Ltd) | Rs. 10 | --- | --- | --- | --- | 3,065,100 | 153,051,000 |
| RDB Mumbai Infrastructures Pvt Ltd. (Formerly Maple Tie-up Pvt Ltd) | Rs. 10 | 510,000 | 5,100,000 | 510,000 | 5,100,000 | 7,000 | 70,000 |
| Triton Commercial Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 | 10,000 | 100,000 |
| | | | 104,444,393 | | 104,444,393 | | 252,465,393 |
| (ii) In Associates | | | | | | | |
| Rimjhim Vanijya Private Limited | Rs. 10 | 5,000 | 50,000 | 5,000 | 50,000 | 5,000 | 50,000 |
| | | | 50,000 | | 50,000 | | 50,000 |
| (iii) Others | | | | | | | |
| RDB HYD Infrastructure Pvt. Ltd. * (Formerly RDB Legend Infrastructure Pvt Ltd) | Rs. 10 | 961,600 | 48,016,000 | 961,600 | 48,016,000 | --- | --- |
| Surat National Co-Operative Bank Ltd | Rs. 10 | 21,500 | 215,000 | --- | --- | --- | --- |
| | | | 48,231,000 | | 48,016,000 | | --- |
| Sub Total (I + II + III) = A | | | 152,725,393 | | 152,510,393 | | 252,515,393 |
| Particulars | | (Amount in Rs.) | | (Amount in Rs.) | | (Amount in Rs.) | |
| B) Investments in Partnership Firms | | | | | | | |
| Bindi Developers | | (809,550) | | (2,376,397) | | (185,041) | |
| Mas Construction | | 46,111,902 | | 36,123,385 | | 24,454,485 | |
| | | 45,302,352 | | 33,746,988 | | 24,269,444 | |
| C) Investments in Limited Liability Partnership (LLP) | | | | | | | |
| Aristo Infra Developers LLP | | 500,000 | | 500,000 | | 32,494,048 | |
| Nirvana Devcon LLP | | 120,230,269 | | 252,772,615 | | --- | |
| Total (A+B+C) | | 318,758,013 | | 439,529,996 | | 309,278,885 | |

Financial Statements

Note 3 Investments (Cont..)

| Disclosures of firms/LLP in which company is Partner Name of Partnership Firm | As at 31st March, 2018 | | As at 31st March, 2017 | | As at 01st April, 2016 | |
|----------------------------------------------------------------------------------|---------------------------|----------------------------|---------------------------|----------------------------|---------------------------|----------------------------|
| | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio |
| Bindi Developers | | | | | | |
| 1 RDB Realty & Infrastructure Limited | (809,550) | 75.00% | (2,376,397) | 75.00% | (185,041) | 75.00% |
| 2 Nilesh Dayabhai Patel | 2,531,947 | 25.00% | 2,122,743 | 25.00% | 1,291,719 | 25.00% |
| Total | 1,722,397 | 100.00% | (253,654) | 100.00% | 1,106,678 | 100.00% |
| Mas Construction | | | | | | |
| 1 Mr. Raja Basu | 75,139 | 4.50% | 67,088 | 4.50% | 59,898 | 4.50% |
| 2 Mr. Bharat Chakraborty | 410,080 | 4.35% | 366,143 | 4.35% | 326,905 | 4.35% |
| 3 Mrs. Moon Chakraborty | 118,653 | 24.48% | 67,088 | 24.48% | 94,587 | 24.48% |
| 4 M/s. RDB Realty & Infrastructure Ltd. | 4,611,902 | 66.67% | 36,123,385 | 66.67% | 50,000 | 66.67% |
| Total | 1,722,397 | 100.00% | (253,654) | 100.00% | 1,106,678 | 100.00% |
| Aristo Developers LLP | Capital | Current | Capital | Current | Capital | Current |
| 1 RDB Realty & Infrastructure Limited | 500,000 | --- | 500,000 | --- | 500,000 | 31,994,048 |
| 2 Ayyay Commercial Industries Pvt. Ltd. | 250,000 | --- | 250,000 | 15,972,830 | 250,000 | 15,972,830 |
| 3 Patcrop Construction Pvt. Ltd. | 250,000 | --- | 250,000 | 4,008,428 | 250,000 | 4,008,428 |
| Total | 1,000,000 | --- | 1,000,000 | 19,981,258 | 1,000,000 | 51,975,306 |
| Nirvana Devcon LLP | | | | | | |
| 1 RDB Realty & Infrastructure Limited | 80,000 | 120,150,269 | 80,000 | 252,692,614 | --- | --- |
| 2 Belani Housing Development Limited | 20,000 | 371,634,055 | 20,000 | 371,634,050 | --- | --- |
| Total | 100,000 | 491,784,324 | 100,000 | 624,326,664 | --- | --- |

Note 4 Other Financial Assets

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|-----------------------------|-------------------------|-------------------------|-------------------------|
| Other Advances | | | |
| Unsecured, considered goods | 15,239,972 | 14,542,980 | 55,786,458 |
| Security Deposits | | | |
| Unsecured, considered goods | 2,339,957 | 30,514,331 | 30,519,285 |
| TOTAL | 17,579,929 | 45,057,311 | 86,305,743 |

Note 5 Deferred Tax Liability (net)

| | | | |
|------------------------------------------------|------------------|--------------------|--------------------|
| Deferred Tax Assets | | | |
| - Provision for Gratuity | 151,221 | 138,969 | 182,054 |
| - Loss Due to Revenue Recognition | 929,060 | 929,060 | --- |
| - Written Down Value | 919,311 | --- | --- |
| Sub Total (A) | 1,999,592 | 1,068,029 | 182,054 |
| Deferred Tax Liability | | | |
| - Written Down Value | --- | (3,550,128) | (3,656,033) |
| Sub Total (B) | --- | (3,550,128) | (3,656,033) |
| Deferred Tax (Assets)/Liabilities (A-B) | 1,999,592 | (2,482,098) | (3,473,979) |

Note 6 Other Non-Current Assets

| | | | |
|-----------------------------|--------------------|--------------------|--------------------|
| Capital Advances | | | |
| Unsecured, considered goods | 110,764,456 | 110,764,456 | 375,991,606 |
| TOTAL | 110,764,456 | 110,764,456 | 375,991,606 |

Note 7 Inventories

(At lower of cost or Net Realisable value)

| | | | |
|--------------------------|--------------------|--------------------|--------------------|
| Work in process | 769,136,393 | 705,254,575 | 604,594,321 |
| Finished Goods | 65,212,858 | 67,902,681 | 74,441,063 |
| Total Inventories | 834,349,251 | 773,157,256 | 679,035,384 |

Financial Statements

(Amount in Rs.)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|-----------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Note 8 Trade Receivables | | | |
| Trade receivables | 288,186,021 | 308,218,482 | 299,989,196 |
| Receivables from related parties | --- | --- | --- |
| Less: Allowance for doubtful debts | --- | --- | --- |
| Total Receivables | 288,186,021 | 308,218,482 | 299,989,196 |
| Break up of security details: | | | |
| Trade receivables | | | |
| (a) Secured, considered good | --- | --- | --- |
| (b) Unsecured, considered good | 288,186,021 | 308,218,482 | 299,989,196 |
| (c) Doubtful | --- | --- | --- |
| Less: Allowance for doubtful debts | --- | --- | --- |
| Total | 288,186,021 | 308,218,482 | 299,989,196 |
| Note 9 Cash and Cash Equivalents | | | |
| (a) Balances with banks | | | |
| (1) Unrestricted Balance with banks | | | |
| (i) In Current Account | 12,092,695 | 11,432,043 | 4,014,953 |
| (ii) In Deposit Account | --- | --- | --- |
| (b) Cheques, drafts on hand | --- | --- | --- |
| (c) Cash in hand | 1,817,475 | 1,992,168 | 3,554,843 |
| (d) Others | | | |
| -For Unclaimed Dividends on Current Accounts | 998,504 | 1,000,569 | 998,871 |
| -Term Deposits* | 33,166,684 | 28,087,927 | 35,020,023 |
| (* Pledge with Bank against credit facilities availed by the Company) | | | |
| Cash and cash equivalents as per balance sheet | 48,075,358 | 42,512,707 | 43,588,690 |
| (a) Earmarked Balances with banks | | | |
| (1) Earmarked Balance with banks | | | |
| (i) In Current Account | 998,504 | 1,000,569 | 998,871 |
| (ii) In Deposit Account | 33,166,684 | 28,087,927 | 35,020,023 |
| Total | 34,165,188 | 29,088,496 | 36,018,894 |
| Total Cash and Cash Equivalents | 48,075,358 | 42,512,707 | 43,588,690 |
| Note 10 Other financial assets | | | |
| Unsecured, considered good | 45,925,533 | --- | 448,178 |
| Loans to Other | | | |
| Unsecured, considered good | 8,621,179 | 43,057,633 | 72,678,243 |
| Other Advances | | | |
| Unsecured, considered good | 50,537,480 | 12,554,383 | 25,992,158 |
| TOTAL | 105,084,192 | 55,612,016 | 99,118,579 |
| Note 11 Current tax assets and liabilities | | | |
| Current tax assets | | | |
| Advance Income Tax and TDS | 29,261,115 | 26,694,640 | 24,609,625 |
| TOTAL (A) | 29,261,115 | 26,694,640 | 24,609,625 |
| Current Tax Liabilities | | | |
| Income Tax payable | --- | --- | --- |
| TOTAL (B) | --- | --- | --- |
| TOTAL (A + B) | 29,261,115 | 26,694,640 | 24,609,625 |

Financial Statements

(Amount in Rs.)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 01st April, 2016 |
|-------------------------------------|------------------------|------------------------|------------------------|
| Note 12 Other Current Assets | | | |
| Prepaid Expenses | 520,482 | 610,752 | 536,069 |
| Balances with Statutory Authorities | 17,393,382 | 37,182,694 | 47,420,968 |
| TOTAL | 17,913,864 | 37,793,446 | 47,957,037 |

Note13 Equity 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 | 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 | 172,834,000 | 172,834,000 |

c. Par value per share

| | | | |
|---------------|-----------|-----------|-----------|
| Equity shares | 10 | 10 | 10 |
| | 10 | 10 | 10 |

d. Reconciliation of number of equity shares outstanding

| | | | |
|---------------------------------|-------------|-------------|-------------|
| As at the beginning of the year | 172,834,000 | 172,834,000 | 172,834,000 |
| As at the end of the year | 172,834,000 | 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, 2018 | | As at 31st March, 2017 | | As at 01st April, 2016 | |
|--------|----------------------------------------------|------------------------|-----------|------------------------|-----------|------------------------|-----------|
| | | Number | % holding | Number | % holding | Number | % holding |
| 1 | BFM Industries Limited | 3,248,600 | 18.80% | 3,248,600 | 18.80% | 3,248,600 | 18.80% |
| 2 | Khatod Investments & Finance Company Limited | 2,960,625 | 17.13% | 2,960,625 | 17.13% | 2,960,625 | 17.13% |
| 3 | Vinod Dugar | 2,068,023 | 11.97% | 2,068,023 | 11.97% | 2,068,023 | 11.97% |
| 4 | Sheetal Dugar | 1,639,882 | 9.49% | 1,639,882 | 9.49% | 1,639,882 | 9.49% |
| 5 | NTC Industries Limited | 1,260,000 | 7.29% | 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 Statements

Note 14 Other Equity

(Amount in Rs.)

| Particulars | Attributable to Equity Share holders of the Company | | | | | |
|--------------------------------------------------|-----------------------------------------------------|--------------------|-------------------|-------------------------------------------------------|-------------------------------------------|------------------|
| | Reserves and surplus | | | Other Comprehensive Income | | Total |
| | Securities Premium Reserve | General Reserve | Retained earnings | Equity Instruments Through Other comprehensive Income | Other items of Other Comprehensive Income | |
| Balance at 1 April 2016 | 270,000,000 | 198,909,337 | 298,066,858 | --- | --- | 766,976,195 |
| Transfers | --- | --- | --- | --- | --- | --- |
| Profit for the year | --- | --- | 5,579,415 | --- | --- | 5,579,415 |
| Other comprehensive income | --- | --- | --- | --- | 70,014 | 70,014 |
| Total comprehensive income for the year | 270,000,000 | 198,909,337 | 5,579,415 | --- | 70,014 | 5,649,429 |
| Balance at 31 March 2017 | 270,000,000 | 198,909,337 | 303,646,273 | --- | 70,014 | 772,625,624 |
| Transfers | --- | --- | --- | --- | --- | --- |
| Profit for the Year | --- | --- | 8,293,737 | --- | --- | 8,293,737 |
| Other comprehensive income | --- | --- | --- | --- | --- | --- |
| Total comprehensive income for the period | --- | --- | 8,293,737 | --- | --- | 8,293,737 |
| Balance at 31 March 2018 | 270,000,000 | 198,909,337 | 311,940,010 | --- | 70,014 | 780,919,361 |

Note 15 Borrowings

(Amount in Rs.)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|-------------------------------------|----------------------|----------------------|----------------------|
| Secured - at amortised cost | | | |
| (i) Term Loans | | | |
| from Bank | 6,008,750 | 23,341,169 | 40,073,418 |
| Total non-current borrowings | 6,008,750 | 23,341,169 | 40,073,418 |

| *Nature of Loans including Security and/or Gaurantee | Payment details | Other Remarks | 2017-18 | 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% | 6,008,750 | 11,341,169 | 16,073,418 |

Financial Statements

(Amount in Rs.)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at April 01, 2016 |
|----------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|
| Note 16 Other Financial Liabilities | | | |
| Non-Current | | | |
| Security Deposits (Unsecured) | 8,398,088 | 8,361,880 | 2,091,644 |
| Total | 8,398,088 | 8,361,880 | 2,091,644 |
| Note 17 Provisions | | | |
| Employee Benefits | 587,265 | 539,687 | 589,172 |
| Total | 587,265 | 539,687 | 589,172 |
| Note 18 Other Non Current Liabilities | | | |
| Non-Current | | | |
| Advance from Customers | 81,180,000 | 81,180,000 | --- |
| Total | 81,180,000 | 81,180,000 | --- |
| Note 19 Borrowings | | | |
| Secured - at Amortised Cost (*) | | | |
| Secured (CC) | | | |
| Bank Overdraft | 18,084,020 | --- | 18,252,465 |
| Unsecured | | | |
| Related Parties | 1,495,449 | 2,710,008 | 32,138,747 |
| Others | 250,657,673 | 337,636,677 | 418,612,956 |
| Total Borrowings | 270,237,142 | 340,346,685 | 469,004,168 |
| Note 20 Trade Payables | | | |
| Total Outstanding Dues of Micro Entreprises and Small Entreprises | --- | --- | --- |
| Total Outstanding Dues of Creditors Other Than Micro Entreprises and Small Entreprises | 94,636,151 | 205,141,360 | 263,106,004 |
| Total | 94,636,151 | 205,141,360 | 263,106,004 |
| Note 21 Other Financial Liabilities | | | |
| Current | | | |
| Interest accrued but not due on borrowings | 932,915 | 124,440 | 684,085 |
| Advances from other | 89,686,991 | 34,517,250 | 34,517,250 |
| Unclaimed dividend | 998,504 | 1,000,569 | 998,869 |
| Retention Money | 2,211,891 | 1,807,543 | 1,807,543 |
| Other payable | 6,093,230 | 5,484,208 | 2,958,125 |
| Current maturity of long term debt | 16,487,306 | 16,732,249 | 45,251,681 |
| Total | 116,410,837 | 59,666,259 | 86,217,553 |
| Note 22 Other Current Liabilities | | | |
| Advances from customers | 255,334,164 | 233,337,020 | 228,029,356 |
| Other payable | | | |
| Total | 255,334,164 | 233,337,020 | 228,029,356 |
| Note 23 Provisions | | | |
| Provision for Employee Benefits | 1,150,283 | 1,121,640 | 920,127 |
| Provision for Income Tax | 6,375,000 | 2,275,000 | 1,575,000 |
| Total | 7,525,283 | 3,396,640 | 2,495,127 |

Financial Statements

(Amount in Rs.)

| Particulars | For the year ended 31st March 2018 | For the year ended 31st March 2017 |
|---------------------------------------------------|---------------------------------------|---------------------------------------|
| Note 24 Revenue from Operations | | |
| a) Sales | | |
| Construction Activities | 197,837,250 | 151,575,191 |
| Sale of services | 466,912 | 222,630 |
| b) Profit/(Loss) from Partnership Firms | 463,423 | 2,028,055 |
| c) Other Operating Income | | |
| Rental Income | 4,450,742 | 4,089,619 |
| Interest Received | | |
| - On capital with partnership firms | 25,704,952 | 33,658,967 |
| - Others | 4,679,430 | 4,320,225 |
| (Non current, Trade Investment) | | |
| Total Revenue from Continuing Operations | 233,602,709 | 195,894,687 |
| Note 25 Other Income | | |
| Interest on Fixed Deposit | 2,059,732 | 2,083,112 |
| Other Non-Operating Income: | | |
| Liability no Longer Required Written Off | --- | 452 |
| Notional Interest on Advance | 1,664 | 1,479 |
| Other gains and losses: | | |
| Net Gain on Sale of Fixed Assets | --- | 53,302 |
| Net Gain on Sale of Investment | --- | 140,000 |
| Miscellaneous Income | 55,250 | --- |
| Total | 2,116,646 | 2,278,345 |
| Note 26 Construction Activity Expenses | | |
| Direct Purchase Cost for the Project | 81,442,638 | 100,058,497 |
| Cost of Land and Development Charges | 17,847,851 | 1,629,838 |
| Construction and other Materials | 38,751,435 | 47,417,659 |
| Contract Labour Charges | 21,349,101 | 9,784,372 |
| Other Construction Expenses | 26,901,157 | 47,870,594 |
| Consumption | 186,292,181 | 206,760,960 |
| Note 27 Changes in Inventories | | |
| (A) Opening Inventory | | |
| Work in Progress | 705,254,575 | 604,594,322 |
| Finished Goods | 67,902,681 | 74,441,063 |
| Stock in Transit | --- | (10,942,882) |
| Sub Total (A) | 773,157,256 | 668,092,503 |
| (B) Closing Inventory | | |
| Work in Progress | 750,365,688 | 705,254,575 |
| Finished Goods | 65,212,858 | 67,902,681 |
| Stock in Transit | --- | --- |
| Sub Total (B) | 815,578,546 | 773,157,256 |
| (Increase) / Decrease in Inventories (A-B) | (42,421,290) | (105,064,753) |

Financial Statements

(Amount in Rs.)

| Particulars | For the year ended 31st March 2018 | For the year ended 31st March 2017 |
|-------------------------------------------------|---------------------------------------|---------------------------------------|
| Note 28 Employee Benefits Expense | | |
| (a) Salaries, Wages and incentives | 3,915,878 | 4,006,926 |
| (b) Contributions to Statutory funds | 198,087 | 349,246 |
| (c) Staff welfare expenses | 340,470 | 358,904 |
| Total | 4,454,435 | 4,715,076 |
| Note 29 Finance Cost | | |
| (a) Interest Expense | 20,596,203 | 41,911,554 |
| (b) Other Borrowing Cost | | |
| Notional Interest on Security Deposits | 101,208 | 87,347 |
| Finance Charges | 228,258 | 82,669 |
| Total | 20,925,669 | 42,081,570 |
| Note 30 Others Expenses | | |
| A) Administration & General Expenses | | |
| Professional Charges | 756,200 | 993,578 |
| Postage, Telegraph & Telephones | 385,420 | 470,072 |
| Motor Vehicle Expenses | 366,370 | 670,121 |
| Rates & Taxes | 1,162,332 | 217,642 |
| Rent | 90,000 | 90,000 |
| Travelling & Conveyance Expenses | 161,875 | 251,367 |
| Insurance | 389,056 | 301,305 |
| Electricity Expenses | 461,178 | 538,817 |
| Repairs & Maintenance | 1,074,819 | 1,537,056 |
| Loss on Sale of Fixed Assets | 1,514,077 | --- |
| Printing & Stationary | 373,237 | 305,838 |
| Contribution to CSR Activities | 291,000 | 151,000 |
| Miscellaneous Expenses | 382,009 | 2,001,257 |
| Listing fees | 437,066 | --- |
| Bad Debts | 43,896,978 | 28,364,270 |
| Auditors Remuneration : | --- | --- |
| Statutory Audit Fee | 100,000 | 115,000 |
| Tax Audit Fee | 25,000 | 28,750 |
| Sub Total A | 51,866,617 | 36,036,073 |
| B) Selling & Distribution Expenses | | |
| Advertisement & Publicity Expenses | 142,426 | 156,216 |
| Commission to Selling Agents | --- | 239,150 |
| VAT & Taxes | --- | 23,031 |
| Sales Promotion expenses | 723,927 | 455,137 |
| Sub Total B | 866,353 | 873,534 |
| Total (A+B) | 52,732,970 | 36,909,607 |

Financial Statements

(Amount in Rs.)

| 31. <u>Earnings per share is computed as under:-</u> | | 31st Mar, 18 | 31st Mar, 17 |
|----------------------------------------------------------------|-------------|--------------|--------------|
| Profit available for Equity Shareholders | (A) (Rs.) | 8,293,737 | 5,579,415 |
| Weighted average number of Equity Shares outstanding | (B) (Nos.) | 17,283,400 | 17,283,400 |
| <u>Earnings per equity share (Face value of Rs. 10/- each)</u> | | | |
| Basic & Diluted | (A/B) (Rs.) | 0.48 | 0.32 |

| 32. <u>Construction Contracts accordance with Ind AS-11</u> | | 31st Mar, 18 | 31st Mar, 17 |
|----------------------------------------------------------------------|--|--------------|--------------|
| Contract revenue recognised during the year | | 58,439,450 | 66,579,991 |
| Contract Cost incurred and recognised profits for all the contracts. | | 66,082,784 | 59,766,088 |
| Due from customer for contract work (Including Retention) | | 127,770,779 | 156,037,920 |
| Due to suppliers for contract work | | 28,293,635 | 120,738,607 |

33. Reconciliation of Tax Expenses And The Accounting Profit Multiplied By Indis'A Tax Rate

(Amount in Rs.)

| <u>Particulars</u> | <u>For The Year Ended 31st March, 2018</u> | <u>For The Year Ended 31st March, 2017</u> |
|---------------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| Profit before tax | 7,912,048 | 6,943,234 |
| Tax at the Indian tax rate of 27.55% (previous year - 33.06%) | 2,179,769 | 2,295,433 |
| Tax effect of amounts which are not deductible (taxable) in calculating taxable income | | |
| - Corporate social responsibility expenditure | 80,171 | 49,921 |
| - Disallowance of estimated expenditure to earn tax exempt income /43 B Disallowance | 1,016,311 | 55,097 |
| - Companies Act Depreciation | 1,604,331 | 1,926,518 |
| - Expense from fair valuation of Advances and Security | 27,424 | 28,388 |
| - Others | 438,127 | 1,192,805 |
| Tax effect of amounts which are deductible (non-taxable) in calculating taxable income | | |
| - Income Tax Act Depreciation | (1,253,489) | (2,582,460) |
| - Others | (128,600) | (688,097) |
| Tax effect of other adjustment | | |
| Interest Provision | 47,772 | 18,116 |
| Others | 88,184 | (20,721) |
| Income Tax Recognise in Profit & Loss account | 4,100,000 | 2,275,000 |

The tax rate used for the year 2016-17 and 2017-18 reconciliations above is the corporate tax payable on taxable profits under the Income Tax Act, 1961.

34. Employee Defined Benefits:-

| a) Defined Contribution Plans: The Company has recognised an expense of Rs. 0.76 Lacs (Previous Year Rs. 1.52 Lakhs) towards the defined contribution plans | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|--|
| b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2018 and recognised in the financial statements in respect of Employee Benefit Schemes: | | | |
| | | Rs. in Lacks | |
| PARTICULARS | 2017-18 Gratuity | 2016-17 Gratuity | |
| I Components of Employer Expense | | | |
| 1 Current Service Cost | 101,477 | 103,144 | |
| 2 Interest Cost | 128,753 | 118,898 | |
| 3 Expected Return on Plan Assets | --- | --- | |
| 4 Curtailment Cost/ (Credit) | --- | --- | |
| 5 Settlement Cost/ (Credit) | --- | --- | |
| 6 Past Service Cost | --- | --- | |
| 7 Actuarial Losses/ (Gains) | (154,009) | (70,014) | |
| 8 Total employer expense recognised in the Statement of Profit & Loss | 76,221 | 152,028 | |
| Gratuity expense is recognised in "Gratuity" under Note No. 23 | | | |
| II Net Asset/ (Liability) recognised in Balance Sheet | | | |
| 1 Present Value of Defined Benefit Obligation | 1,737,548 | 1,661,327 | |
| 2 Fair Value of Plan Assets | --- | --- | |
| 3 Funded Status [Surplus/ (Deficit)] | (1,737,548) | (1,661,327) | |
| 4 Unrecognised Past Service Costs | --- | --- | |
| 5 Net Asset/ (Liability) recognised in Balance Sheet | (1,737,548) | (1,661,327) | |
| III Change in Defined Benefit Obligation (PBO) | | | |
| 1 Present Value of PBO at the Beginning of Period | (1,661,327) | (1,509,299) | |
| 2 Current Service Cost | 101,477 | 103,144 | |
| 3 Interest Cost | 128,753 | 118,898 | |
| 4 Curtailment Cost/ (Credit) | --- | --- | |
| 5 Settlement Cost/ (Credit) | --- | --- | |
| 6 Plan Amendments | --- | --- | |
| 7 Acquisitions | --- | --- | |
| 8 Actuarial Losses/ (Gains) | (154,009) | (70,014) | |
| 9 Benefit Payments | --- | --- | |
| 10 Present Value of PBO at the End of Period | (1,737,548) | (1,661,327) | |
| IV Change in Fair Value of Assets | | | |
| 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 Actuarial Assumptions | | | |
| 1 Discount Rate | 7.75% | 7.50% | |
| 2 Expected Return on Assets | N.A | N.A | |
| 3 Salary Escalations | 6.00% | 6.00% | |
| 4 Mortality | IALM (2006-08) Ultimate | IALM (2006-08) Ultimate | |

Notes

- 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.
- 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.

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, Salary escalation rate and withdrawal rate. The sensitivity analysis below has determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The change in the present value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below.

| Particulars | As at 31-Mar-2018 | |
|----------------------------------------------|-------------------|-----------|
| Defined Benefit Obligation (Base) | 1737548 | |
| Particulars | As at 31-Mar-2018 | |
| | Decrease | Increase |
| Discount Rate (- / + 1%) | 1,814,612 | 1,668,091 |
| % change compared to base due to sensitivity | 4.44% | (4.00%) |
| Salary Growth Rate (- / + 1%) | 1,680,474 | 1,801,516 |
| % change compared to base due to sensitivity | (3.28%) | 3.68% |
| Withdrawal Rates (- / + 50%) | 1,731,311 | 1,743,182 |
| % change compared to base due to sensitivity | (0.36%) | 0.32% |

35. 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.

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 Pugalia | 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. |

Financial Statements

(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) (Amount in Rs.)

| Nature of Transactions | Subsidiaries | Partnership Firms & LLP | Associates | Key Management Personnel & their Relatives | Enterprises over which KMP & their relatives have significant influence |
|------------------------------------------------------------|---------------|-------------------------|------------|--------------------------------------------|-------------------------------------------------------------------------|
| Interest Income | --- | 30,177,960 | --- | --- | --- |
| | (---) | (37,883,594) | (---) | (---) | (---) |
| Share of Profit Earned | --- | 463,423 | --- | --- | --- |
| | (---) | (2,028,055) | (---) | (---) | (---) |
| Rent Paid | 90,000 | --- | --- | --- | --- |
| | (90,000) | (---) | (---) | (---) | (---) |
| Interest Paid | --- | 219,079 | --- | --- | 167,475 |
| | (---) | (385,341) | (---) | (---) | (1,428,859) |
| Interest Paid capitalised to construction work in progress | --- | --- | --- | --- | --- |
| | (---) | (---) | (---) | (---) | (---) |
| Directors' Remuneration | --- | --- | --- | 2,100,000 | --- |
| | (---) | (---) | (---) | (2,040,000) | (---) |
| Unsecured Loan Received | --- | --- | --- | --- | 36,200,000 |
| | (---) | (---) | (---) | (---) | (71,350,000) |
| Unsecured Loan Repaid | --- | --- | --- | --- | 38,466,747 |
| | (---) | (---) | (---) | (---) | (101,284,749) |
| Capital Introduced in Partnership Firm | --- | 259,177,775 | --- | --- | --- |
| | (---) | (38,845,178) | (---) | (---) | (---) |
| Refund of Capital by Partnership Firm | --- | 109,377,414 | --- | --- | --- |
| | --- | (551,844,616) | --- | --- | --- |
| Refund of Share Application Money | --- | --- | --- | --- | --- |
| | (---) | (---) | (---) | (---) | (---) |
| Loan Given | --- | --- | --- | --- | --- |
| | --- | (31,994,048) | (---) | (---) | (---) |
| Refund of Loan Given | --- | --- | --- | --- | --- |
| | (---) | (---) | (---) | (---) | (---) |
| Closing Balance | --- | --- | --- | --- | --- |
| Payable | (---) | (---) | (---) | (---) | (---) |
| | (119,360) | (---) | (---) | (---) | (---) |
| Loan Given | --- | 39,277,941 | --- | --- | --- |
| | (---) | (35,449,405) | (---) | (---) | (---) |
| | (448,178) | (---) | (---) | (---) | (---) |
| Unsecured Loan Taken | --- | --- | --- | --- | 1,495,449 |
| | (---) | (---) | (---) | (---) | (3,594,721) |
| | (---) | (---) | (---) | (---) | (32,138,747) |
| Investment | 104,444,393 | 166,032,621 | 50,000 | --- | --- |
| | (104,444,393) | (286,939,600) | (50,000) | (---) | (---) |
| | (252,465,393) | (56,763,492) | (50,000) | (---) | (---) |

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.

36 Contingent Liabilities:-

- (a) On account of corporate Guarantee of Rs.13500.00 Lacs (Previous Year Rs.13500.00 lacs) given by company to M/s. Xander Finance Private Limited (Lender) for securing a term loan of M/s. Concast Infrastructure Pvt.Ltd and HPSPD Enclave LLP.
- (b) On account of Guarantee Rs. 1199.94 lacs (Previous Year Rs.1516.50 lacs) issued by the company's bankers to the Contractee for projects under EPC Division.
- (c) 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/ filled an appeal with the Appellate Tribunal.
- (d) 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.
- (e) 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.

37 First Time Adoption of Ind AS

The Company has prepared the opening balance sheet as per Ind AS as of 1st April, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Company has prepared the opening Balance Sheet as per Ind AS as of 1st April, 2016 (the transition date) by:

- (a) recognising all assets and liabilities whose recognition is required by Ind AS,
- (b) not recognising items of assets or liabilities which are not permitted by Ind AS,
- (c) reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

37.1 Ind AS Optional Exemptions

Deemed Cost of Property, Plant and Equipment

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for property, plant and equipment and use that as its deemed cost at the date of transition.

Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

Deemed Cost of Investment in Subsidiaries, Associates and Joint Ventures

Ind AS 27 requires investments in subsidiaries to be recorded at cost or value it in accordance with Ind AS 109 in its separate financial statements. However Ind AS 101 provides an option to the Company to measure such investment at cost (determined in accordance with Ind AS 27) or deemed cost (fair value or previous GAAP carrying amount) at the date of transition. Accordingly, the Company has availed the above exemption and recognized the investments in subsidiaries at the previous GAAP carrying amount at the date of transition to Ind AS

37.2 Ind AS Mandatory Exemptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP.

Ind AS estimates at 1st April, 2016 are consistent with the estimates as at the same date made with conformity with previous GAAP.

(b) De-recognition of Financial Assets and Liabilities

Ind AS 101 requires a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition retrospectively from a date of entity's choosing.

The entity has elected to apply the de-recognition provisions prospectively from the date of transition.

(c) Classification and Measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of assets on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The entity has applied this exception.

(d) Fair Valuation of Investments

Under the previous GAAP, investments were classified as long term investments or current investments based on the intended holding period and realisability. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition.

37.3 Transition to Ind AS – Reconciliations

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from Previous GAAP to Ind AS:

a) Reconciliation of Other Equity

(Amount in Rs.)

| Particulars | Notes | As on 31.03.2017 | As on 01.04.2017 |
|---------------------------------------------------|-------|---------------------|---------------------|
| Reserves and Surplus as per IGAAP | | 781,031,480 | 773,377,538 |
| Add: Fair valuation of Security Deposits Received | (i) | 274,418 | 361,765 |
| Less: Due to Fair Valuation of Advances given | | (6,309,251) | (6,310,730) |
| Less: Due to Deferred Tax | (ii) | 1,236,977 | (452,378) |
| Less: Effect of change of Revenue Recognition | (iii) | (3,608,000) | — |
| Other Equity as per Ind AS | | 772,625,624 | 766,976,195 |

b) Reconciliation of Total Comprehensive Income

| Particulars | Notes | For the year ended 31.03.2017 |
|-------------------------------------------------------|-------|----------------------------------|
| Profit after Tax as per IGAAP | | 7,653,942 |
| Add: Increase in value of Advances given | (i) | 1,479 |
| Less: Increase in value of Security Deposits Received | | (87,347) |
| Less: Due to Deferred Tax | (ii) | 1,689,355 |
| Less: Effect of change of Revenue Recognition | (iii) | (3,608,000) |
| Total Comprehensive Income as per Ind AS | | 5,649,429 |

Notes:

- Under Indian GAAP, there are certain security deposits received and refundable advances given which are carried at nominal value. Ind AS requires the measurement of these assets at fair value at inception and subsequently these assets are measured at amortized cost. At inception date, Company recognises difference between deposit fair value and nominal value as income/expenses and the Company recognises notional interest income/expenses on these deposits over the lease term.
- Indian GAAP required deferred tax accounting using the income statement approach, which focusses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences, which was not required under Indian GAAP. In addition, the various transitional adjustments lead to different temporary differences. According to the accounting policies, the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.
- The Company has undertaken a detailed exercise to determine the manner of allocation of expenses to inventory in context of Ind AS and accordingly realigned allocation of expenses and income to comply with Ind AS requirements.

c) Impact of Ind AS adoption on the Cash Flow Statement for the year ended 31st March, 2017

There are no significant differences between the Cash Flow Statement presented under Ind AS and the Previous GAAP.

Financial Statements

38. Financial Instruments and Related Disclosures

31st March, 2018

(Amount in Rs.)

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|------------------------------------|--------------------|--------------------|------------|
| (a) Financial Assets | | | |
| (i) Trade receivables | 288,186,021 | 288,186,021 | --- |
| (ii) Cash and cash equivalents | 48,075,358 | 48,075,358 | --- |
| (iii) Other financial assets | 122,664,121 | 122,664,121 | --- |
| Total Financial Assets | 458,925,500 | 458,925,500 | --- |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 276,245,894 | 276,245,894 | --- |
| (ii) Trade and other payables | 94,636,151 | 94,636,151 | --- |
| (iii) Other financial liabilities | 124,808,925 | 124,808,925 | --- |
| Total Financial Liabilities | 495,690,970 | 495,690,970 | --- |

31st March, 2017

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|------------------------------------|--------------------|--------------------|------------|
| (a) Financial Assets | | | |
| (i) Trade receivables | 308,218,482 | 308,218,482 | --- |
| (ii) Cash and cash equivalents | 42,512,707 | 42,512,707 | --- |
| (iii) Other financial assets | 100,669,327 | 100,669,327 | --- |
| Total Financial Assets | 451,400,516 | 451,400,516 | --- |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 363,687,854 | 363,687,854 | --- |
| (ii) Trade and other payables | 205,141,360 | 205,141,360 | --- |
| (iii) Other financial liabilities | 68,028,139 | 68,028,139 | --- |
| Total Financial Liabilities | 636,857,353 | 636,857,353 | --- |

31st March, 2016

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|------------------------------------|--------------------|--------------------|------------|
| (a) Financial Assets | | | |
| (i) Trade receivables | 43,588,690 | 43,588,690 | --- |
| (ii) Cash and cash equivalents | --- | --- | --- |
| (iii) Other financial assets | 185,424,322 | 185,424,322 | --- |
| Total Financial Assets | 529,002,208 | 529,002,208 | --- |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 509,077,586 | 509,077,586 | --- |
| (ii) Trade and other payables | 263,106,004 | 263,106,004 | --- |
| (iii) Other financial liabilities | 88,309,197 | 88,309,197 | --- |
| Total Financial Liabilities | 860,492,787 | 860,492,787 | --- |

38A. Capital Requirements

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables less cash and cash equivalents

(Amount in Rs.)

| Particulars | 31-Mar-18 | 31-Mar-17 | 01-Apr-16 |
|------------------------------------------------------------------------------------------------|--------------------|--------------------|--------------------|
| Borrowings (long-term and short-term, including current maturities of long term borrowings) | 292,733,200 | 380,419,803 | 554,329,267 |
| Trade payables | 94,636,151 | 205,141,360 | 263,106,004 |
| Other payables (current and non-current, excluding current maturities of long term borrowings) | 12,48,08,925 | 6,80,28,139 | 8,83,09,197 |
| Less: Cash and cash equivalents | (48,075,358) | (42,512,707) | (43,588,690) |
| Net debt | 464,102,918 | 611,076,595 | 862,155,778 |
| Equity share capital | 172,834,000 | 172,834,000 | 172,834,000 |
| Other equity | 780,919,361 | 772,625,624 | 766,976,195 |
| Total Capital | 953,753,361 | 945,459,624 | 939,810,195 |
| Gearing ratio | 0.49 | 0.65 | 0.92 |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016.

Disclosure of Financial Instruments

Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include trade and other receivables, cash and cash equivalents and loans and advances and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. The Company has not entered into any foreign exchange or commodity derivative contracts. Accordingly, there is no significant exposure to the market risk other than interest risk.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Most of the borrowings of the Company are unsecured and at fixed rates. The Company has only one cash credit account which is linked to the Prime Bank Lending Rate. The Company does not enter into any interest rate swaps.

ii) Price Risk

The Company has not made any investments for trading purposes. The surpluses have been deployed in bank deposits as explained above.

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade Receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company's credit period generally ranges from 30-60 days.

The Ageing of Trade Receivables are as Follows

(Amount in Rs.)

| Particulars | As on 31.03.2018 | As on 31.03.2017 | As on 01.04.2016 |
|--------------------|------------------|------------------|------------------|
| More than 6 months | 61,135,113 | 74,796,035 | 68,077,685 |
| Others | 227,050,908 | 233,422,447 | 231,911,511 |

Deposits with banks and financial institutions

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Board. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2017 and 2016 is the carrying amounts.

Financial Statements

(c) Liquidity Risk

The Company's investment decisions relating to deployment of surplus liquidity are guided by the tenets of safety, liquidity and return. The Company manages its liquidity risk by ensuring that it will always have sufficient liquidity to meet its liabilities when due. In case of short term requirements, it obtains short-term loans from its Bankers.

39 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 30th day of May 2018

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer



Consolidated Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying consolidated Ind AS 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 31st March, 2018, the consolidated Statement of Profit & Loss, consolidated Cash Flow Statement and consolidated statement changes of equity 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 Ind AS financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS 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, consolidated cash flows and the statement of changes in equity 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 Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS 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 Ind AS 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 Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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, 2018, and their consolidated profit, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Other Matters

We did not audit the Ind AS financial statements of 10 subsidiaries whose Ind AS financial statements reflect total assets of Rs. 24,809.23 Lacs as at 31st March, 2018, the total revenue of Rs. 1384.37 Lacs as at 31st March, 2018. The consolidated Ind AS financial statements also includes the group's share of net profit of Rs. 293.79 Lacs for the year ended in that date as considered in the consolidated Ind AS financial statements, in respect of one (1) associate, whose

Ind AS 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 Ind AS financial statements in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associate, is based solely on report of the other auditors.

Our opinion on the consolidated Ind AS 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 Ind AS financial statements certified by the Management.

Emphasis of Matter

We draw attention to the following matter in the Notes to the following Ind AS 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, the Consolidated Cash Flow Statement and the Consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account.

For S. M. Daga & Co.

Chartered Accountants
Firm Registration No. 303119E

Place: 11, Clive Row, Kolkata – 700 001.
Date: 30th May, 2018.

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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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:
 - a) i) Note 34 (b) to the consolidated Ind AS 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 consolidated Ind AS 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 consolidated Ind AS 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.

Deepak Kumar Daga

(Partner)

Membership No. 059205

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 Ind AS financial statements of the company as of and for the year ended 31st March, 2018, 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 stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 consolidated Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS 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 consolidated Ind AS 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 consolidated Ind AS 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

Consolidated Independent Auditor's Report

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.

For S. M. Daga & Co.

Chartered Accountants
Firm Registration No. 303119E

Place: 11, Clive Row, Kolkata – 700 001.
Date: 30th May, 2018.

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 31st March, 2018, 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.

Deepak Kumar Daga

(Partner)

Membership No. 059205

Consolidated Financial Statements

CONSOLIDATED BALANCE SHEET AS AT 31st March 2018

Amount (Rs.)

| SI No | Particulars | Note No. | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|-------------------------------------|-------------------------------|----------|----------------------|----------------------|----------------------|
| ASSETS : | | | | | |
| (1) Non-current Assets | | | | | |
| (a) | Property, Plant & Equipment | 1.01 | 28,229,005 | 70,704,206 | 91,558,086 |
| (b) | Other Intangible Assets | 1.02 | 41,815 | 69,667 | --- |
| (c) | Financial Assets | | | | |
| (i) | Investments | 1.03 | 264,324,847 | 395,393,101 | 98,039,745 |
| (ii) | Other Financial Assets | 1.04 | 19,165,565 | 46,646,807 | 552,154,180 |
| (f) | Deferred Tax Assets (Net) | 1.05 | 3,330,765 | --- | --- |
| (g) | Other Non Current Assets | 1.06 | 135,045,456 | 130,245,456 | 399,272,606 |
| | | | 450,137,452 | 643,059,237 | 1,141,024,616 |
| (2) Current Assets | | | | | |
| (a) | Inventories | 1.07 | 2,879,787,437 | 2,788,614,507 | 4,476,254,061 |
| (b) | Financial Assets | | | | |
| (i) | Trade Receivables | 1.08 | 350,390,635 | 357,456,211 | 594,359,532 |
| (ii) | Cash & Cash Equivalents | 1.09 | 69,079,669 | 54,921,135 | 77,976,282 |
| (iii) | Other Financial Assets | 1.10 | 467,020,450 | 398,444,729 | 389,318,522 |
| (c) | Current Tax Assets (Net) | 1.11 | 36,023,051 | 31,700,763 | 32,265,857 |
| (d) | Other Current Assets | 1.12 | 22,555,702 | 41,729,830 | 71,850,788 |
| | | | 3,824,856,944 | 3,672,867,175 | 5,642,025,042 |
| TOTAL ASSETS | | | 4,274,994,397 | 4,315,926,411 | 6,783,049,658 |
| EQUITY AND LIABILITIES: | | | | | |
| 1 Equity | | | | | |
| (a) | Equity Share Capital | 1.13 | 172,834,000 | 172,834,000 | 172,834,000 |
| (b) | Other Equity | 1.14 | 1,172,749,188 | 1,138,294,365 | 1,044,954,883 |
| | | | 1,345,583,188 | 1,311,128,365 | 1,217,788,883 |
| 2 Non-Controlling Interest | | | 83,976,579 | 80,490,715 | 188,082,798 |
| 3 Non-current Liabilities : | | | | | |
| (a) | Financial Liabilities | | | | |
| I) | Borrowings | 1.15 | 280,979,791 | 285,936,966 | 297,265,935 |
| II) | Other Financial Liabilities | 1.16 | 163,499,002 | 159,413,633 | 151,137,238 |
| (b) | Provisions | 1.17 | 587,265 | 539,687 | 589,172 |
| (c) | Other Non-Current Liabilities | 1.18 | 81,180,000 | 81,180,000 | --- |
| (d) | Deferred Tax Liabilities | 1.05 | --- | 122,265 | 1,262,650 |
| | | | 526,246,058 | 527,192,551 | 450,254,996 |
| 4 Current Liabilities | | | | | |
| (a) | Financial Liabilities | | | | |
| I) | Borrowings | 1.19 | 418,796,988 | 507,483,302 | 925,496,056 |
| II) | Trade Payables | 1.20 | 153,278,934 | 264,176,988 | 474,542,894 |
| III) | Other Financial Liabilities | 1.21 | 138,341,605 | 80,572,369 | 820,203,459 |
| (b) | Other current liabilities | 1.22 | 1,592,985,229 | 1,524,825,550 | 2,695,665,740 |
| (c) | Provisions | 1.23 | 15,785,817 | 20,056,570 | 11,014,832 |
| | | | 2,319,188,572 | 2,397,114,780 | 4,926,922,981 |
| TOTAL EQUITY AND LIABILITIES | | | 4,274,994,397 | 4,315,926,411 | 6,783,049,658 |

Summary of significant accounting Policies & Notes 1 & 2

Notes referred to above form an integral part of the Balance Sheet
In terms of our Report of even date attached herewith.

For and on behalf of the Board

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: 30th May, 2018.

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Consolidated Financial Statements

Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2018

Amount (Rs.)

| SI No | Particulars | Note | For the Year Ended 31.03.2018 | For the Year Ended 31.03.2017 |
|-------|-----------------------------------------------------------------------------------|-------|----------------------------------|----------------------------------|
| I | Revenue From operations | 1.24 | 373,869,862 | 319,987,998 |
| II | Other Income | 1.25 | 287,214 | 809,150 |
| III | Total Income (I +II) | | 374,157,076 | 320,797,148 |
| IV | EXPENSES | | | |
| | Construction Activity Expenses | 1.26 | 287,293,130 | 330,615,798 |
| | Changes in inventories of finished goods, Stock-in -Trade and work-in-progress | 1.27 | (72,402,227) | (199,314,975) |
| | Employee benefit expense | 1.28 | 7,744,529 | 8,193,454 |
| | Finance costs | 1.29 | 33,323,194 | 51,544,404 |
| | Depreciation and amortization expense | 1.30 | 6,822,114 | 6,759,843 |
| | Other expenses | 1.31 | 61,989,176 | 42,514,197 |
| | Total expenses (IV) | | 324,769,917 | 240,312,722 |
| V | Profit(loss) before tax (III-IV) | | 49,387,159 | 80,484,427 |
| VI | Tax Expenses | | | |
| | 1) Current Tax | | 12,360,534 | 18,934,930 |
| | 2) MAT Credit Entitlement | | --- | --- |
| | 3) Deferred Tax | | (3,453,030) | (1,140,385) |
| | 4) Income Tax Paid Related to Earlier Years | | 2,825,505 | 1,518,285 |
| VII | Profit (Loss) for the period from continuing operations (V-VI) | | 37,654,150 | 61,171,597 |
| VIII | Profit/(loss) for the period from JV/Associates | | 18,417 | 2,125,411 |
| IX | Profit/(loss) for the period | | 37,672,567 | 63,297,007 |
| X | Other comprehensive income | | --- | 70,014 |
| | I) Items that will not be reclassified to profit or loss | | --- | --- |
| | II) Items that will be reclassified to profit or loss | | --- | --- |
| XI | Total Comprehensive Income for the period | | 37,672,567 | 63,367,021 |
| XII | Total Comprehensive Income Attributable to: | | | |
| | Owners of the Parent | | 34,454,823 | 59,915,296 |
| | Non-Controlling Interest | | 3,217,744 | 3,451,726 |
| X | Earnings per equity share (for continuing operations) | | | |
| | 1) Basic | | 2.18 | 3.66 |
| | 2) Diluted | | 2.18 | 3.66 |
| | Summary of significant accounting Policies & Notes | 1 & 2 | | |

The accompanying notes are an integral part of the Ind AS financial statements.

In terms of our Report of even date attached herewith.

For S. M. Daga & Co.

Chartered Accountants

Firm Registration No. 303119E

For and on behalf of the Board

Deepak Kumar Daga

(Partner)

Membership No. 059205

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

Date: 30th May, 2018.

Sunder Lal Dugar
Chairman and Managing Director

Pradeep Kumar Pugalia
Whole Time Director

Anil Kumar Apat
Chief Financial Officer

Consolidated Financial Statements

Cash Flow Statement for the Year ended 31st March 2018

(Amount in Rs.)

| Cash Flow Statement | For the year ended 31st March, 2018 | For the year ended 31st March, 2017 |
|---------------------------------------------------------------|----------------------------------------|----------------------------------------|
| A. Cash Flow from Operating Activities : | | |
| Net profit before tax as per Statement of Profit and Loss | 49,387,159 | 80,484,427 |
| Adjustments for | | |
| Interest Paid | 31,850,593 | 50,500,819 |
| Depreciation & Amortisation | 6,822,114 | 6,759,843 |
| (Profit) / Loss on Sale of Fixed Assets | 1,514,077 | (53,302) |
| (Profit) / Loss on Sale of Investments | --- | 198,932 |
| Bad Debts | 28,739,998 | 28,540,070 |
| Sundry Balances written back | 15,669,193 | (194,518) |
| Provision for Employee Benefits | 76,221 | 152,028 |
| Remeasurements of the defined benefit plans | --- | 70,015 |
| Interest Received | (48,557,643) | (54,581,660) |
| | <u>36,114,553</u> | <u>31,392,226</u> |
| Operating Profit Before Working Capital Changes | 85,501,712 | 111,876,653 |
| Increase / (Decrease) of Other Long-Term Liabilities | 3,076,567 | 7,383,014 |
| Increase / (Decrease) in Trade Payables | (110,898,055) | (210,171,388) |
| Increase / (Decrease) of Other Current Liabilities | 124,000,995 | (1,799,058,438) |
| (Increase) / Decrease of Long-Term Advances | 22,682,906 | 774,536,002 |
| (Increase) / Decrease in Inventories | (52,488,996) | 1,687,639,554 |
| (Increase) / Decrease in Trade receivables | (21,674,421) | 208,363,251 |
| (Increase) / Decrease of Short-Term Advances | (157,820,834) | (6,361,991) |
| (Increase) / Decrease of Other Current Assets | 19,174,128 | 30,120,958 |
| | <u>(173,947,711)</u> | <u>692,450,962</u> |
| Cash Generated from Operations | (88,445,999) | 804,327,614 |
| Less: Direct taxes paid/ (Refunds) including Interest (Net) | 23,807,723 | 10,867,890 |
| Cash Flow before Exceptional Items | (112,253,723) | 793,459,725 |
| B. Net Cash Generated/(Used) from Operating Activities | | |
| Cash Flow from Investing Activities : | | |
| Purchase of Fixed Assets | 2,161,012 | 14,077,673 |
| Interest Received | 48,557,643 | 54,581,660 |
| Investment with Subsidiaries, Associates and Firms | 131,139,876 | (295,426,878) |
| Minority' Interest Loss / (Gain) | 214,911 | (77,620,982) |
| Loans Refund / (Given) | 73,574,257 | (2,765,695) |
| Withdraw Fixed Deposits / (Fixed Deposits Earned) | (7,468,584) | 6,732,988 |
| | <u>248,179,115</u> | <u>(300,421,233)</u> |
| Net cash from investing activities | 248,179,115 | (300,421,233) |

Consolidated Financial Statements

Cash Flow Statement for the Year ended 31st March 2018 (Cont.)

(Amount in Rs.)

| <u>Cash Flow Statement</u> | <u>For the year ended 31st March, 2018</u> | <u>For the year ended 31st March, 2017</u> |
|-------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| C. Cash Flow from Financing Activities : | | |
| Proceeds / (Repayment) of Long Term Borrowings | (2,657,583) | (40,215,177) |
| Proceeds / (Repayment) of Short Term Borrowings | (88,686,315) | (418,012,754) |
| Interest Paid | (37,889,480) | (51,134,419) |
| Net Cash Generated/(Used) in Financing Activities | (129,233,378) | (509,362,351) |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C) | 6,692,015 | (16,323,859) |
| Cash and cash equivalents -Opening balance | 23,416,821 | 39,740,680 |
| Cash and cash equivalents -Closing balance | 30,108,836 | 23,416,821 |
| CASH AND CASH EQUIVALENTS : | | |
| Balances with Banks | 27,589,037 | 19,144,465 |
| Cash on hand (As certified by the management) | 2,519,799 | 4,272,355 |
| | 30,108,836 | 23,416,821 |

This is the Cash Flow Statement 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 30th day of May 2018

Anil Kumar Apat

Chief Financial Officer

Consolidated Financial Statements

STATEMENT OF CHANGES IN EQUITY

A. Share Capital

| Particulars | Balance as on 01.04.2016 | Issued during the year | Balance as on 31.03.2017 | Issued during the year | Balance as on 31.03.2018 |
|----------------------|-----------------------------|---------------------------|-----------------------------|---------------------------|-----------------------------|
| Equity Share Capital | 172,834,000 | --- | 172,834,000 | --- | 172,834,000 |

B. Other Equity

| Attributable to Equity Share holders of the Company | | | | | | | |
|-----------------------------------------------------|----------------------------------|--------------------|----------------------|----------------------------|-------------------------------------------------------------------|-------------------------------------------------|--------------------------------|
| Particulars | Reserves and surplus | | | Other Comprehensive Income | | Total Attributable to Owners of Parent | Non Controlling Interest |
| | Securities Premium Reserve | General Reserve | Retained Earnings | Capital Reserve | Equity Instruments Through Other Comprehensive Income | | |
| <u>Balance at 1 April 2016</u> | <u>474,526,180</u> | <u>198,909,337</u> | <u>431,327,234</u> | <u>(59,807,868)</u> | <u>---</u> | <u>---</u> | <u>188,082,798</u> |
| Transfers | (122,400,000) | --- | 33,424,187 | 122,400,000 | --- | --- | (111,043,809) |
| Profit for the Year | --- | --- | 59,845,281 | --- | --- | --- | 3,451,726 |
| Other Comprehensive Income | --- | --- | --- | --- | --- | 70,014 | --- |
| <u>Total Comprehensive Income for the Year</u> | <u>---</u> | <u>---</u> | <u>59,845,281</u> | <u>---</u> | <u>---</u> | <u>70,014</u> | <u>3,451,726</u> |
| <u>Balance at 31 March 2017</u> | <u>352,126,180</u> | <u>198,909,337</u> | <u>524,596,702</u> | <u>62,592,132</u> | <u>---</u> | <u>70,014</u> | <u>80,490,715</u> |
| Transfers | --- | --- | --- | --- | --- | --- | 268,120 |
| Profit for the Year | --- | --- | 34,454,823 | --- | --- | --- | 3,217,744 |
| Other Comprehensive Income | --- | --- | --- | --- | --- | --- | --- |
| <u>Total Comprehensive Income for the Year</u> | <u>---</u> | <u>---</u> | <u>34,454,823</u> | <u>---</u> | <u>---</u> | <u>---</u> | <u>3,217,744</u> |
| Balance at 31 March 2018 | 352,126,180 | 198,909,337 | 559,051,525 | 62,592,132 | --- | 70,014 | 83,976,579 |

1. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

A) Notes to the Consolidated Financial Statements

RDB Realty & Infrastructure Ltd (The Company) and its subsidiaries, associates, partnership firm & LLP (collectively referred to as "Group") are engaged primarily in the business of real estate construction, development and other related activities. The Company a public limited company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE) and The Calcutta Stock Exchange (CSE). The registered office of the Company is situated at 8/1, Lalbazar Street, Bikaner Building, 1st Floor, Room No.10, Kolkata-700001.

These consolidated financial statements ('financial statements') of the Group have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified (by Ministry of Corporate Affairs ('MCA')) under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Group has uniformly applied the accounting policies during the periods presented.

For all periods up to and including the year ended 31 March 2017, the Group had prepared its consolidated financial statements in accordance with accounting standards notified under section 133 of the Act read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP). These consolidated financial statements for the year ended 31 March 2018 are the first consolidated financial statements which the Group has prepared in accordance with Ind AS (see note 62 for explanation for transition to Ind AS). For the purpose of comparatives, consolidated financial statements for the year ended 31 March 2017 and opening consolidated balance sheet as at 1 April 2016 are also prepared as per Ind AS.

The consolidated financial statements for the year ended 31 March 2018 were authorized and approved by the Board of Directors on 30 May 2018.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.

B. Summary of Significant Accounting Policies

a) Overall consideration

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS, as summarised in [Note No. 2.6](#)

Basis of preparation

The consolidated financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the consolidated financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values/ amortised cost as explained in relevant accounting policies.

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.

Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. The Group can have power over the investee even if it owns less than majority voting rights i.e. rights arising from other contractual arrangements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

They are deconsolidated from the date that control ceases. Statement of profit and loss (including other comprehensive income ('OCI')) of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses.

Inter company transactions, balances and unrealised gains on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss balance (including other comprehensive income ('OCI')) is attributed to the equity holders of the Holding Company and to the non-controlling interests basis the respective ownership

interests and such balance is attributed even if this results in controlling interests having a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduces the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any

excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale.

b) Use of estimates and management judgments :

The preparation of financial statement in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the reported balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

1. Key estimates and assumptions :

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and

liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i) Revenue recognition, contract costs and valuation of unbilled revenue

The Company uses the percentage of-completion method for recognition of revenue, accounting for unbilled revenue and contract cost thereon for its real estate and contractual projects. The percentage of completion is measured by reference to the stage of the projects and contracts determined based on the proportion of contract costs incurred for work performed to date bear to the estimated total contract costs. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Significant assumptions are required in determining the stage of completion, the extent of the contract cost incurred the estimated total contract revenue and contract cost and the recoverability of the contracts. These estimates are based on events existing at the end of each reporting date.

For revenue recognition for projects executed through joint development arrangements, refer clause (ii) below as regards estimates and assumptions involved.

ii) Estimation of net realisable value for inventory property (including land advance)

Inventory property is stated at the lower of cost and net realisable value (NRV).

NRV for completed inventory property is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified by the Company for properties in the same geographical market serving the same real estate segment.

NRV in respect of inventory property under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and an estimate of the time value of money to the date of completion.

With respect to Land advance given, the net recoverable value is based on the present value of future cash flows, which depends on the estimate of, among other things, the likelihood that a project will be completed, the expected date of completion, the discount rate used and the estimation of sale prices and construction costs.

c) Property, Plant and Equipment

The cost of an item of property, plant and equipment comprises of its purchase price, any costs directly attributable to its acquisition and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs when the item is acquired. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is derecognised.

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

d) Intangible Assets

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

intangible assets are carried at cost less any accumulated amortization and accumulated impairment loss.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period

On transition to Ind AS, the company has elected to continue with the carrying value of all its intangible assets recognized as at 1 April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

e) Revenue Recognition-

Revenue is recognized as follows:

- i. Revenue from own construction projects are recognised on Percentage Completion Method. Revenue recognition starts when 25 % of estimated project cost excluding land and marketing cost is incurred, atleast 25% of the saleable project area is secured by contracts or agreements with buyers and Atleast 10 % of the total revenue as per the agreements of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.
- ii. 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.
- iii. Real Estate: Sales is exclusive of service tax, if any, net of sales return.
- iv. Revenue from services are recognised on rendering of services to customers except otherwise stated
- v. Rental income from assets is recognised for an accrual basis except in case where ultimate collection is considered doubtful. Rental income is exclusive of service tax
- vi. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

f) Borrowing Costs

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

g) Depreciation and amortization

Depreciation on property, plant and equipment is

calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives.

The useful lives estimated for the major classes of property, plant and equipment are as follows:

Depreciation on tangible assets is provided on written down value method over the useful lives of assets estimated by the management and as given in schedule II of The Companies Act, 2013. Depreciation for assets purchased / sold during a period is proportionately charged.

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate

h) Impairment of Non-Financial Assets

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

e) Inventories

- i. Constructed properties, shown as work in progress, includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development costs, construction costs, overheads, borrowing costs, construction materials including material lying at respective sites, finance and administrative expenses which contribute to bring the inventory to their present location and condition and is valued at lower of cost/ estimated cost and net realizable value.
- ii. On completion of projects, unsold stocks are transferred to project finished stock under the head "Inventory" and the same is carried at cost or net realizable value, whichever is less.
- iii. Finished Goods – Flats: Valued at cost and net realizable value.
- iv. Land Inventory: Valued at lower of cost and net realizable value.

Provision for obsolescence in inventories is made, wherever required.

j) Retirement Benefits

a. Short Term employee benefit

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.

b. Long Term and Post-employment benefits

i. 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.

ii. 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".

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

k) Provisions, Contingent Liabilities and Contingent Assets

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

l) Taxes on Income

i. Tax expense comprises both current and deferred tax. Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.

ii) Deferred tax Asset/liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

iii) Minimum Alternative Tax (MAT) may become payable when the taxable profit is lower than the book profit. Taxes paid under MAT are available as a set off against regular corporate tax payable in subsequent years, as per the provisions of Income Tax Act. MAT paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

m) Foreign Currency Transactions

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

n) Segment Reporting

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

o) Earnings Per Share

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

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

p) Cash & Cash Equivalents

Cash and cash equivalents comprise cash & cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management and that are readily convertible to known amounts of cash to be cash equivalents.

q) Financial Instruments

Financial Instruments - Initial recognition & measurement

Financial assets and financial liabilities are recognized in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets –Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

Financial assets measured at amortized cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

Debt instruments at amortised cost:

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI. Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included

within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Financial assets at fair value through OCI

All equity investments, except investments in subsidiaries, joint ventures and associates, falling within the scope of Ind AS 109, are measured at fair value through Other Comprehensive Income (OCI). The company makes an irrevocable election on an instrument by instrument basis to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable. If the company decides to designate an equity instrument at fair value through OCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

Financial assets –Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the assets expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Upon derecognition of equity instruments designated at fair value through OCI, the associated fair value changes of that equity instrument is transferred from OCI to Retained Earnings.

Investment in subsidiaries, joint ventures and associates

Investments made by the company in subsidiaries, joint ventures and associates are measured at Cost. Impairment recognized, if any is reduced from the carrying value.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognised when:

- ☞ The rights to receive cash flows from the asset have expired, or
- ☞ The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Financial liabilities –

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as payables, as appropriate.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Subsequent measurement

The Subsequent measurement of financial liabilities depends on their classification which is as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, if any, and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities measured at amortized cost

Interest bearing loans and borrowings including debentures issued by the company are subsequently measured at amortized cost using the effective interest rate method (EIR). Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are integral part of the EIR. The EIR amortized is included in finance costs in the statement of profit and loss.

Financial liabilities –Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or expires.

r) Fair Value measurement

The company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market

participants at the measurement date. The fair value measurement is based on presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the assets or liability or In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The company uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

- All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

☞ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

☞ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable, or

☞ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

s) Impairment of financial assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Consolidated Financial Statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS ON 31ST MARCH, 2018 (Amount in Rs.)

Note 1.01

Property, Plants and Equipments

| Particulars | Lands | Buildings | Plants and Equipments | Furniture and Fixtures | Vehicles | Computers | Total |
|-------------------------------------------------------------|----------------|-------------------|-----------------------|------------------------|-------------------|------------------|--------------------|
| Gross carrying amount | | | | | | | |
| Deemed cost as at 1 April 2016 | 475,086 | 42,822,605 | 32,285,726 | 3,472,538 | 55,185,002 | 4,787,014 | 139,027,971 |
| Additions | --- | --- | 270,650 | 31,000 | 824,772 | 60,342 | 1,186,764 |
| Disposals | --- | --- | 17,693,362 | 1,450,184 | 1,335,354 | 1,395,456 | 21,874,356 |
| Closing gross carrying amount as on 31.03.2017 | 475,086 | 42,822,605 | 14,863,014 | 2,053,354 | 54,674,420 | 3,451,900 | 118,340,379 |
| Additions | --- | --- | 475,520 | 292,717 | --- | 229,432 | 997,669 |
| Disposals | --- | 42,822,605 | --- | --- | 11,661,398 | --- | 54,484,003 |
| Closing gross carrying amount as on 31.03.2018 | 475,086 | --- | 15,338,534 | 2,346,071 | 43,013,022 | 3,681,332 | 64,854,045 |
| Accumulated depreciation as at 1 April 2016 | --- | 9,834,632 | 12,966,186 | 2,123,136 | 18,265,894 | 4,696,148 | 47,585,995 |
| Depreciation charge during the year | --- | 577,254 | 1,012,855 | 78,409 | 5,145,397 | 94,431 | 6,908,346 |
| Disposals | --- | --- | 4,259,195 | 460,307 | 888,954 | 1,249,72 | 6,858,168 |
| Closing accumulated depreciation as on 31.03.2017 | --- | 10,411,886 | 9,719,845 | 1,741,238 | 22,522,337 | 3,240,867 | 47,636,173 |
| Depreciation charge during the year | --- | 404,869 | 1,061,971 | 48,459 | 5,315,102 | 122,542 | 6,952,943 |
| Disposals | --- | 10,816,755 | --- | --- | 7,147,321 | --- | 17,964,076 |
| Closing accumulated depreciation as on 31.03.2018 | --- | --- | 10,781,816 | 1,789,697 | 20,690,118 | 3,363,409 | 36,625,040 |
| Net carrying amount as at 1 April 2016 as per IND AS | 475,086 | 32,987,973 | 19,319,541 | 1,349,402 | 36,919,108 | 390,866 | 91,441,976 |
| Net carrying amount as at 31 March 2017 | 475,086 | 32,410,719 | 5,143,169 | 312,116 | 32,152,083 | 211,033 | 70,704,206 |
| Net carrying amount as at 31 March 2018 | 475,086 | --- | 4,556,718 | 556,374 | 22,322,904 | 317,923 | 28,229,005 |

During the year, the Company has transferred a Building with a carrying value of Rs. 3.24 Crore from Property, Plant & Equipment to Inventory.

Note 1.02

Other Intangible Assets

| | |
|-------------------------------------------------------|------------------|
| Gross carrying amount | |
| Deemed cost as at 1 April 2016 | 1,597,916 |
| Additions | --- |
| Disposals | --- |
| Closing gross carrying amount as on 31.03.2017 | 1,597,916 |
| Additions | --- |
| Disposals | --- |
| Closing gross carrying amount as on 31.03.2018 | 1,597,916 |
| Accumulated depreciation as at 1 April 2016 | 1,481,805 |

Note 1.02 Intangible(Cont...)

(Amount in Rs.)

| | |
|-------------------------------------------------------------|------------------|
| Depreciation charge during the year | 46,444 |
| Disposals | --- |
| Closing accumulated depreciation as on 31.03.2017 | 1,528,249 |
| Depreciation charge during the year | 27,852 |
| Disposals | --- |
| Closing accumulated depreciation as on 31.03.2018 | 1,556,101 |
| Net carrying amount as at 1 April 2016 as per IND AS | 116,111 |
| Net carrying amount as at 31 March 2017 | 69,667 |
| Net carrying amount as at 31 March 2018 | 41,815 |

Consolidated Financial Statements

Note 1.03 Investments

(Amount in Rs.)

| <u>Particulars</u> | | <u>Nos. of Shares</u> | <u>As at March 31, 2018</u> | <u>Nos. of Shares</u> | <u>As at March 31, 2017</u> | <u>Nos. of Shares</u> | <u>As at April 01, 2016</u> |
|--------------------------------------------------------------------|--------|-------------------------------|-----------------------------|-------------------------------|-----------------------------|-------------------------------|-----------------------------|
| I) Investment in Equity Instruments | | | | | | | |
| Unquoted | | | | | | | |
| <u>a) Associates</u> | | <u>Face Value @</u> | | | | | |
| Rimjhim Vanijya Private Limited | Rs. 10 | 5,000 | 2,247,033 | 5,000 | 2,175,411 | 5,000 | 3,517,689 |
| b) Others | | | | | | | |
| RDB Legend Infrastructure Pvt. Ltd. | Rs. 10 | 4,801,600 | 48,016,000 | 4,801,600 | 48,016,000 | --- | --- |
| Dalton Kunj Private Limited | Rs. 10 | 40,000 | 80,000 | 40,000 | 80,000 | 40,000 | 80,000 |
| Manavata Vyapaar Private Limited | Rs. 10 | 50,000 | 100,000 | 50,000 | 100,000 | 50,000 | 100,000 |
| Persi Fashion Private Limited | Rs. 10 | 90,000 | 180,000 | 90,000 | 180,000 | 90,000 | 180,000 |
| Surat National Co-Operative Bank Ltd. | Rs. 10 | 21,500 | 215,000 | --- | --- | --- | --- |
| Total (a + b) = I | | 4,988,750 | 50,551,411 | 4,986,600 | 50,551,411 | 185,000 | 3,877,689 |
| Aggregate book cost of unquoted investments | | | 50,838,033 | 50,551,411 | | 3,877,689 | |
| <u>Particulars</u> | | <u>As at 31st March, 2018</u> | | <u>As at 31st March, 2017</u> | | <u>As at 31st March, 2016</u> | |
| II) Investments in the Capital of Partnership Firms/LLP/AOP | | | | | | | |
| Regent Associates | | 61,681,545 | | 61,469,076 | | 61,668,008 | |
| Nirvana Devcon LLP | | 120,230,269 | | 252,772,615 | | --- | |
| HPSD Enclave LLP | | 50,000 | | 50,000 | | --- | |
| Rituraj Construction LLP | | 50,000 | | 50,000 | | --- | |
| Aristo Infra Developers LLP | | 500,000 | | 500,000 | | 32,494,048 | |
| HPVD Commotrade | | 30,975,000 | | 30,000,000 | | --- | |
| | | 213,486,814 | | 344,841,691 | | 94,162,056 | |
| Total (I + II) | | 264,324,847 | | 395,393,101 | | 98,039,745 | |

| Name of Partnership Firm/LLP/AOP | 2016-17 | | 2016-17 | | 2015-16 | |
|---------------------------------------|---------------------|----------------------|---------------------|----------------------|---------------------|----------------------|
| | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio |
| Regent Associates | | | | | | |
| 1 RDB Mumbai Infrastructure (P) Ltd. | 61,618,486 | 51.00% | 61,469,076 | 51.00% | 61,668,008 | 51.00% |
| 2 Dharmendra Lalchand Jain | 15,903,692 | 11.00% | 15,914,374 | 11.00% | 15,914,374 | 11.00% |
| 3 Lalchand Pannalal Jain | 5,097,692 | 11.00% | 5,108,374 | 11.00% | 5,108,374 | 11.00% |
| 4 Leela Lachand Jain | 4,904,692 | 11.00% | 4,915,374 | 11.00% | 4,915,374 | 11.00% |
| 5 Mahendra Lalchand Jain | 8,040,498 | 8.00% | 8,048,266 | 8.00% | 8,048,266 | 8.00% |
| 6 Pravin Lalchand Jain | 11,863,959 | 8.00% | 11,871,727 | 8.00% | 11,871,727 | 8.00% |
| | 107,492,078 | 100.00% | 107,327,191 | 100.00% | 107,526,123 | 100.00% |
| Rituraj Construction LLP | | | | | | |
| 1 Raj Construction Projects Pvt. Ltd. | 50,000 | 50.00% | 50,000 | 50.00% | --- | --- |
| 2 Raj Vardhan Patodia | 50,000 | 50.00% | 50,000 | 50.00% | --- | --- |
| | 100,000 | 100.00% | 100,000 | 100.00% | --- | --- |
| Name of Partnership Firm/LLP/AOP | 2017-18 | | 2016-17 | | 2015-16 | |
| | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio |
| Nirvana Devcon LLP | | | | | | |
| 1 RDB Realty & Infrastructure Limited | 80,000 | 120,150,269 | 80,000 | 252,692,614 | --- | --- |
| 2 Belani Housing Development Limited | 20,000 | 491,784,319 | 20,000 | 372,559,858 | --- | --- |
| | 100,000 | 611,934,588 | 100,000 | 625,252,472 | --- | --- |

Consolidated Financial Statements

Note 1.03 Investments (Cont.)

| Name of Partnership Firm/LLP/AOP | Profit Ratio | 2017-18 | | 2016-17 | | 2015-16 | |
|-----------------------------------------|--------------|---------------------|----------------------|---------------------|----------------------|---------------------|----------------------|
| | | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio |
| Aristo Developers LLP | | Capital | Current | Capital | Current | Capital | Current |
| 1 RDB Realty & Infrastructure Limited | 50% | 500,000 | --- | 500,000 | --- | 500,000 | 31,994,048 |
| 2 Avyay Commercial Industries Pvt. Ltd. | 25% | 250,000 | 15,972,830 | 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 | 250,000 | 4,008,428 |
| | | 1,000,000 | 19,981,258 | 1,000,000 | 19,981,258 | 1,000,000 | 51,975,306 |
| HPSD Enclave LLP | | | | | | | |
| 1 Regent Hirise Private Limited | 50% | 50,000 | (45,000) | 50,000 | (45,000) | --- | --- |
| 2 Raj Construction Projects Pvt. Ltd. | 50% | 50,000 | --- | 50,000 | --- | --- | --- |
| | | 100,000 | (45,000) | 100,000 | (45,000) | --- | --- |
| HPVD Commotrade LLP | | | | | | | |
| 1 Raj Construction Projects Pvt. Ltd. | 50% | 250,000 | 30,725,000 | 250,000 | 29,750,000 | --- | --- |
| 2 Regent Hirise Private Limited | 50% | 250,000 | 30,490,000 | 250,000 | 31,480,000 | --- | --- |
| | | 500,000 | 61,215,000 | 500,000 | 61,230,000 | --- | --- |

Note 1.04 Financial Assets - Loans

| | As at 31st March, 2018 | As at 31st March, 2017 | (Amount in Rs.) As at 31st March, 2016 |
|---------------------------------------------|------------------------|------------------------|-------------------------------------------|
| (a) Security Deposits | (2,554,934) | 31,941,237 | 502,338,583 |
| (b) Other loans (specify nature). | | | |
| Other loans and advances | 21,720,499 | 14,529,770 | 49,463,997 |
| Misc. Exp. Not W/Off (Preliminary Expenses) | --- | 175,800 | 351,600 |
| | 19,165,565 | 46,646,807 | 552,154,180 |

| Nature of Security | Payment Details | Others Remarks | 2017-18 | 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 Installments 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% | 6,008,750 | 11,341,169 | 16,073,418 |
| Loan for acquisition of Vehicle, hypothecated against Vehicle | The Loans are Repayable in 36 Monthly Installments 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% | 31,378,876 | 46,582,036 | 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 repayble 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 Statements

| (Amount in Rs.) | | | |
|-----------------------------------------------------------------------|------------------------|------------------------|------------------------|
| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 31st March, 2016 |
| Note 1.05 Deferred Tax Assets (net) | 3,330,765 | (122,265) | (1,262,650) |
| | 3,330,765 | (122,265) | (1,262,650) |
| Note 1.06 Other Non-Current Asset | | | |
| (a) Capital Advances | 135,045,456 | 130,245,456 | 399,272,606 |
| | 135,045,456 | 130,245,456 | 399,272,606 |
| Note 1.07 Inventories | | | |
| (a) Work in Progress | 2,656,231,919 | 2,562,013,122 | 4,211,893,769 |
| (b) Finished Goods | 223,555,518 | 226,601,386 | 264,360,292 |
| | 2,879,787,437 | 2,788,614,507 | 4,476,254,061 |
| Note 1.08 Financial Assets - Trade Receivables | | | |
| Trade receivables | 350,390,635 | 357,456,211 | 594,359,532 |
| Receivables from related parties | | | |
| Less: Allowance for doubtful debts | | | |
| Total receivables | 350,390,635 | 357,456,211 | 594,359,532 |
| Break up of security details: | | | |
| Trade receivables | | | |
| (a) Secured, considered good | --- | --- | --- |
| (b) Unsecured, considered good | 350,390,635 | 357,456,211 | 594,359,532 |
| (c) Doubtful | --- | --- | --- |
| Less: Allowance for doubtful debts | --- | --- | --- |
| Total | 350,390,635 | 357,456,211 | 594,359,532 |
| Note 1.09 Financial Assets - Cash and Cash Equivalents | | | |
| (a) Balances with banks | | | |
| (1) Unrestricted Balance with banks | | | |
| (i) In Current Account | 27,589,037 | 19,144,465 | 33,305,090 |
| (ii) In Deposit Account | --- | --- | --- |
| (b) Cheques, drafts on hand | | | |
| (c) Cash in hand | 2,519,799 | 4,272,355 | 6,435,590 |
| (d) Others | | | |
| -For Unclaimed Dividends on Current Accounts | 998,504 | 1,000,569 | 998,869 |
| -Term Deposits* | 37,972,329 | 30,503,745 | 37,236,733 |
| (* Pledge with Bank against credit facilities availed by the Company) | | | |
| Cash and cash equivalents as per balance sheet | 69,079,669 | 54,921,135 | 77,976,282 |
| (a) Earmarked Balances with banks | | | |
| (1) Earmarked Balance with banks | | | |
| (i) In Current Account | 998,504 | 1,000,569 | 998,869 |
| (ii) In Deposit Account | 37,972,329 | 30,503,745 | 37,236,733 |
| Total | 38,970,833 | 31,504,314 | 38,235,602 |
| Total Cash and Cash Equivalents | 69,079,669 | 54,921,135 | 77,976,282 |

Consolidated Financial Statements

(Amount in Rs.)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 31st March, 2016 |
|-----------------------------------------------------------------|------------------------|------------------------|------------------------|
| Note 1.10 Other Financial Assets | | | |
| Loans to Related Parties | | | |
| Unsecured, considered good | 39,277,941 | 35,449,405 | 65,415,639 |
| Loans to Other | | | |
| Unsecured, considered good | 160,881,598 | 238,284,391 | 205,552,462 |
| Other Advances | | | |
| Unsecured, considered good | 266,860,911 | 124,710,933 | 118,350,421 |
| | <u>467,020,450</u> | <u>398,444,729</u> | <u>389,318,522</u> |
| Note 1.11 Current Tax Assets (Net) | | | |
| Current tax assets | | | |
| Advance Income Tax and TDS | 36,023,051 | 31,700,763 | 32,265,857 |
| | <u>36,023,051</u> | <u>31,700,763</u> | <u>32,265,857</u> |
| Note 1.12 Other Current Assets | | | |
| Prepaid Expenses | 3,500,439 | 4,107,509 | 536,069 |
| Balances with Statutory Authorities | 19,055,263 | 37,446,521 | 71,138,919 |
| Preliminary Expenses | --- | 175,800 | 175,800 |
| | <u>22,555,702</u> | <u>41,729,830</u> | <u>71,850,788</u> |
| Note 1.13 Equity Share Capital | | | |
| a. Authorised Share Capital | | | |
| 2,00,00,000 Equity shares at par value of Re. 10/- each | 200,000,000 | 200,000,000 | 200,000,000 |
| | <u>200,000,000</u> | <u>200,000,000</u> | <u>200,000,000</u> |
| b. Issued, Subscribed and paid up capital | | | |
| 1,72,83,400 Equity shares at par value of Re. 10/- each | 172,834,000 | 172,834,000 | 172,834,000 |
| | <u>172,834,000</u> | <u>172,834,000</u> | <u>172,834,000</u> |
| c. Reconciliation of number of equity shares outstanding | | | |
| As at the beginning of the year | 172,834,000 | 172,834,000 | 172,834,000 |
| As at the end of the year | 172,834,000 | 172,834,000 | 172,834,000 |

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. 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.

| Sl. No | Name of Equity shareholder | As at 31st March, 2018 | | As at 31st March, 2017 | | As at 01st April, 2016 | |
|--------|----------------------------------------------|------------------------|-----------|------------------------|-----------|------------------------|-----------|
| | | Number | % holding | Number | % holding | Number | % holding |
| 1 | BFM Industries Limited | 3,248,600 | 18.80% | 3,248,600 | 18.80% | 3,248,600 | 18.80% |
| 2 | Khatod Investments & Finance Company Limited | 2,960,625 | 17.13% | 2,960,625 | 17.13% | 2,960,625 | 17.13% |
| 3 | Vinod Dugar | 2,068,023 | 11.97% | 2,068,023 | 11.97% | 2,068,023 | 11.97% |
| 4 | Sheetal Dugar | 1,639,882 | 9.49% | 1,639,882 | 9.49% | 1,639,882 | 9.49% |
| 5 | NTC Industries Limited | 1,260,000 | 7.29% | 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

| Particulars | Period (FY) | Number of Shares |
|------------------------------------------|-------------|------------------|
| Pursuant to Scheme of Amalgamation (I) * | 2012 - 13 | 64,83,400 |

h) 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.

Consolidated Financial Statements

(Amount in Rs.)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 31st March, 2016 |
|-------------------------------------------------------|---------------------------|---------------------------|---------------------------|
| Note 1.14 Other Equity | | | |
| (i) Other Reserves | | | |
| (i) Capital Reserve | | | |
| Balance as per last Account | 62,592,132 | (59,807,868) | (59,807,868) |
| Add/(Less) - Adjustments | --- | 122,400,000 | --- |
| Closing balance | 62,592,132 | 62,592,132 | (59,807,868) |
| (ii) Securities Premium | | | |
| Balance as per last Account | 352,126,180 | 474,526,180 | 474,526,180 |
| Add/(Less) - Adjustments | --- | 122,400,000 | --- |
| Closing balance | 352,126,180 | 352,126,180 | 474,526,180 |
| (iii) General reserve | | | |
| Balance as at the beginning of the year | 198,909,337 | 198,909,337 | 198,909,337 |
| Add/(Less) - Adjustments | --- | --- | --- |
| Closing balance | 198,909,337 | 198,909,337 | 198,909,337 |
| (ii) Retained Earnings | | | |
| Surplus at the beginning of the year | 524,666,716 | 431,327,234 | 423,312,733 |
| Less- Deduction of end of holding subsidiary relation | --- | (33,424,175) | --- |
| Add : Profit for the year | 34,454,823 | 59,915,307 | 6,158,779 |
| Add: Ind AS Adjustments | --- | --- | 1,855,723 |
| Closing balance | 559,121,539 | 524,666,716 | 431,327,234 |
| (iii) Other Comprehensive income | | | |
| Equity Instruments through other comprehensive income | --- | --- | --- |
| Other items of Other Comprehensive Income | --- | --- | --- |
| Total other equity | 1,172,749,188 | 1,138,294,365 | 1,044,954,883 |
| Note 1.15 Financial Liabilities - Borrowings | | | |
| Secured - at amortised cost | 37,387,626 | 69,923,205 | 97,256,399 |
| Unsecured - at amortised cost | | | |
| (i) from related parties | 243,592,165 | 216,013,761 | 200,009,536 |
| | 280,979,791 | 285,936,966 | 297,265,935 |
| Note 1.16 Other Financial Liability | | | |
| Non-Current | | | |
| Advance | 146,090,193 | 142,948,626 | 139,501,001 |
| Security Deposits (Unsecured) | 17,408,809 | 16,465,007 | 11,636,237 |
| | 163,499,002 | 159,413,633 | 151,137,238 |
| Note 1.17 Provisions | | | |
| Employee Benefits | 587,265 | 539,687 | 589,172 |
| | 587,265 | 539,687 | 589,172 |
| Note 1.18 Other non current liabilities | | | |
| Non-Current | | | |
| Advance from Customers | 81,180,000 | 81,180,000 | --- |
| | 81,180,000 | 81,180,000 | --- |

Consolidated Financial Statements

(Amount in Rs.)

| Particulars | As at 31st March, 2018 | As at 31st March, 2017 | As at 31st March, 2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|---------------------------|
| Note 1.19 | | | |
| Financial Liabilities - Borrowings | | | |
| Secured - at amortised cost (*) | | | |
| Secured (CC) | | | |
| Bank Overdraft | 42,062,389 | 17,509,000 | 18,252,465 |
| Unsecured | | | |
| Related Parties | 767,973 | 150,766 | 80,849,167 |
| Others | 375,966,626 | 489,823,536 | 826,394,424 |
| | 418,796,988 | 507,483,302 | 925,496,056 |
| Note 1.20 | | | |
| Financial Liabilities - Trade Payables | | | |
| Dues to Micro and Small Enterprises | --- | --- | --- |
| Others | 153,278,934 | 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. | | | |
| | 153,278,934 | 264,176,988 | 474,542,894 |
| Note 1.21 | | | |
| Financial Liabilities - Other Financial Liabilities | | | |
| Current | | | |
| Interest accrued but not due on borrowings | 1,257,575 | 618,380 | 1,251,980 |
| Advances from other | 94,547,412 | 39,218,776 | 734,167,011 |
| Retention Money | 2,211,891 | 1,993,272 | 8,553,647 |
| Other payable | 11,306,999 | 11,123,936 | 16,608,886 |
| Current maturity of long term debt | 28,563,656 | 26,264,064 | 55,150,272 |
| Book Debt From Bank | 454,072 | 1,353,942 | 4,471,664 |
| | 138,341,605 | 80,572,369 | 820,203,459 |
| Note 1.22 Other Current Liabilities | | | |
| Advances from customers | 1,592,985,229 | 1,524,825,550 | 2,695,665,740 |
| Other payable | --- | --- | --- |
| | 1,592,985,229 | 1,524,825,550 | 2,695,665,740 |
| Note 1.23 Provisions | | | |
| Provision for Employee Benefits | 1,150,283 | 1,121,640 | 920,127 |
| Provision for Income Tax | 14,635,534 | 18,934,930 | 9,914,705 |
| Provision for others | --- | --- | 180,000 |
| | 15,785,817 | 20,056,570 | 11,014,832 |

Consolidated Financial Statements

(Amount in Rs.)

| Particulars | | For the Year Ended 31 March 2018 | For the Year Ended 31 March 2017 |
|--------------------|--------------------------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| Note 1.24 | Revenue From operations | | |
| (a) | Sales | | |
| | Construction Activities | 279,726,846 | 224,821,354 |
| | Sale of services | 7,235,666 | 701,310 |
| (b) | Profit/(Loss) from Partnership Firms | | |
| | - Bindi Developers (75% Shares) | --- | --- |
| | - Regent Associates (51% Shares) | --- | (198,932) |
| (c) | Other operating revenues | | |
| | Rental Income | | |
| | - From RDB Realty | 750 | --- |
| | - From Others | 38,348,957 | 40,082,606 |
| | Interest from Partnership Firm | | |
| | - Nirvana Devcon LLP ((80% Shares) | 21,366,086 | 30,527,329 |
| | Interest Received FD/NSC | 2,059,732 | 2,301,377 |
| | Interest Received from Other Party Loan | 20,159,533 | 13,597,840 |
| | - From Others | 4,972,292 | 8,155,114 |
| | | 373,869,862 | 319,987,998 |
| Note 1.25 | Other Income | | |
| | Liabilities/ advances no longer payable w/back (net) | --- | 194,518 |
| | Profit on Sale of Investment | --- | 105,085 |
| | Profit on Sale of Fixed Assets | --- | 53,302 |
| | Miscellaneous Income | 285,550 | 341,252 |
| | Interest Received on IT Refund | --- | 113,514 |
| | Notional Interest on Advance | 1,664 | 1,479 |
| | | 287,214 | 809,150 |
| Note 1.26 | Construction Activity Expenses | | |
| | Direct purchase cost for the Project | 81,442,638 | 100,058,497 |
| | Cost of Land and Development Charges | 33,775,294 | 1,629,838 |
| | Construction and Other Materials | 56,364,238 | 52,172,764 |
| | Labour Charges | 31,586,938 | 10,058,269 |
| | Professional Charges | 8,526,165 | 434,390 |
| | Other Construction Expenses | 48,867,825 | 166,262,040 |
| | Interest paid to Others | 26,730,032 | --- |
| | | 287,293,130 | 330,615,798 |
| Note 1.27 | Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress | | |
| | Opening Stock | | |
| | Work-in-Progress | 2,484,441,122 | 2,372,126,446 |
| | Finished Goods | 226,601,385 | 228,115,969 |
| | Stock in Transit | 18,770,705 | (10,942,882) |
| | Less : Closing Stock | | |
| | Work-in-Progress | 2,578,659,921 | 2,562,013,122 |
| | Finished Goods | 223,555,518 | 226,601,386 |
| | Stock in Transit | --- | --- |
| | Increase / (Decrease) in Stock | (72,402,227) | (199,314,975) |

Consolidated Financial Statements

(Amount in Rs.)

| Particulars | For the Year Ended 31 March 2018 | For the Year Ended 31 March 2017 |
|--------------------------------------------------------|-------------------------------------|-------------------------------------|
| Note 1.28 Employee benefit expenses | | |
| a) Salaries ,Wages and Bonus | 7,205,972 | 7,485,304 |
| b) Contribution to provident and other funds | 198,087 | 349,246 |
| d) Staff Welfare Expenses | 340,470 | 358,904 |
| | 7,744,529 | 8,193,454 |
| Note 1.29 Finance Costs | | |
| (a) interest Cost | 31,850,593 | 50,500,819 |
| (b) other borrowing costs | | |
| Notional Interest on Security Deposits | 1,008,802 | 893,391 |
| Finance Charges | 463,799 | 150,194 |
| | 33,323,194 | 51,544,404 |
| Note 1.30 Depreciation and Amortization Expense | | |
| For the Year | 6,822,114 | 6,759,843 |
| | 6,822,114 | 6,759,843 |
| Note 1.31 Others Expenses | | |
| A) Administrative and General Expenses | | |
| Rates & Taxes | 2,144,756 | 679,857 |
| Rent, | 944,218 | 95,834 |
| Legal and Consultancy Charges | 1,243,254 | 1,696,021 |
| Interest Penalty Demarage | 16,913 | 1,038 |
| Insurance | 469,749 | 108,763 |
| Electricity Expenses | 548,998 | 617,377 |
| Motor Vehicle Expenses | 773,193 | 1,292,374 |
| Other Repairs | 3,886,555 | 3,932,314 |
| Travelling & Conveyance Expn | 341,101 | 312,115 |
| Postage, Telegraph & Telephones | 429,014 | 488,798 |
| Printing & Stationary | 579,346 | 505,186 |
| Listing Fees & Filing Fees | 466,405 | 397,658 |
| Miscellaneous Expenses | 1,408,060 | 2,153,344 |
| Donation Paid(80G) | 791,000 | 151,000 |
| Loss on Sale of Fixed Assets | 1,514,077 | --- |
| Fixed Assets Written Off | 15,669,193 | --- |
| Bad Debts/ Advances Written Off | 28,739,998 | 28,540,070 |
| Auditors Remuneration : | | |
| Statutory Audit Fee | 162,500 | 177,500 |
| Tax Audit Fee | 53,500 | 57,250 |
| Total A | 60,181,830 | 41,206,499 |
| B) Selling and Distribution Expenses | | |
| Advertisement & Publicity Expenses | 174,971 | 193,871 |
| Sales Tax | --- | 23,031 |
| Commission to Selling Agents | 57,500 | 339,150 |
| Other Sales Expenses | 1,574,875 | 751,646 |
| Total B | 1,807,346 | 1,307,698 |
| Total (A + B) | 61,989,176 | 42,514,197 |

2.1 The Companies considered in the consolidated financial statements are:

The Consolidated Financial Statements for the year comprise the financial statements of the Parent Company, its subsidiaries, associates, Partnerships and LLP as detailed below :

a) Subsidiaries are :

| Name of the Company | Type | Country of Incorporation | Proportion of Ownership as at | | | Reporting Date |
|------------------------------------------------------------------------------------------------|---------|--------------------------|-------------------------------|-----------------|----------------|----------------|
| | | | 31st March 2018 | 31st March 2017 | 1st April 2016 | |
| Bahubali Tie-Up Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Baron Suppliers Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Bhagwati Builders & Development Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Bhagwati Plasto Works Private Limited | Company | India | 51.00 | 51.00 | 51.00 | 31st March |
| Headman Mercantile Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Kasturi Tie-Up Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Triton Commercial Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| Raj Construction Projects Private Limited | | | 100.00 | 100.00 | 100.00 | 31st March |
| RDB Jaipur Infrastructure Private Limited (Formerly RDB Realty Private Limited) | | | 53.63 | 53.63 | 53.63 | 31st March |
| RDB Mumbai Infrastructures Private Limited (Formerly Known as Maple Tie Up Private Limited) ** | | | 51.00 | 51.00 | 51.00 | 31st March |

RDB Legend Infrastructure Pvt. Ltd. is no more Subsidiary of RDB Realty & Infrastructure Ltd w.e.f. 30.06.2016
503000 Shares allotted to holding co on 15/07/2016 due to which holding got reduced to 51%.

b) The Group Associates are:

| Name of the Company | Type | Country of Incorporation | Proportion of Ownership as at | | | Reporting Date |
|----------------------------------|---------|--------------------------|-------------------------------|-----------------|----------------|----------------|
| | | | 31st March 2018 | 31st March 2017 | 1st April 2016 | |
| Rimjhim Vanijiya Private Limited | Company | India | 50.00 | 50.00 | 50.00 | 31st March |

c) The Group Investment in Partnership / LLP & AOP are:

| Name of the Company | Type | Country of Incorporation | Proportion of Ownership as at | | | Reporting Date |
|-------------------------|-----------------------|--------------------------|-------------------------------|-----------------|----------------|----------------|
| | | | 31st March 2018 | 31st March 2017 | 1st April 2016 | |
| Bindi Developers | Partnership Firm | India | 75.00 | 75.00 | 75.00 | 31st March |
| Mas Construction | Partnership Firm | India | 66.67 | 66.67 | 66.67 | 31st March |
| Regent Associates | Partnership Firm | India | 51.00 | 51.00 | 51.00 | 31st March |
| Aristo Infra Developers | LLP | India | 50.00 | 50.00 | 50.00 | 31st March |
| Nirvana Devcon | LLP (w.e.f. 15.10.15) | India | 80.00 | 80.00 | 80.00 | 31st March |
| Rituraj Construction | LLP (w.e.f. 16.08.16) | India | 50.00 | NA | NA | 31st March |
| HPSD Enclave | LLP (w.e.f. 09.03.17) | India | 50.00 | NA | NA | 31st March |
| HPVD Commotrade | AOP (w.e.f. 15.10.15) | India | 50.00 | NA | NA | 31st March |

Consolidated Financial Statements

(Amount in Rs.)

| 2.2. Earnings per share is computed as under:- | | 31st Mar, 18 | 31st Mar, 17 |
|---------------------------------------------------------|-------------|--------------|--------------|
| Profit available for Equity Shareholders | (A) (Rs.) | 37,672,567 | 63,297,007 |
| 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) | | | |
| Basic & Diluted | (A/B) (Rs.) | 2.18 | 3.66 |

| 2.3. Construction Contracts accordance with Ind AS-11 | | 31st Mar, 18 | 31st Mar, 17 |
|----------------------------------------------------------------------|--|--------------|--------------|
| Contract revenue recognised during the year | | 58,439,450 | 66,579,991 |
| Contract Cost incurred and recognised profits for all the contracts. | | 66,082,784 | 59,766,088 |
| Due from customer for contract work (Including Retention) | | 127,770,779 | 156,037,920 |
| Due to suppliers for contract work | | 28,293,635 | 120,738,607 |

2.4. Employee Defined Benefits:-

| a) Defined Contribution Plans: The Company has recognised an expense of Rs. 0.76 Lacs (Previous Year Rs. 1.52 Lacs) towards the defined contribution plans | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2018 and recognised in the financial statements in respect of Employee Benefit Schemes: | | |
| | Rs. in Lacks | |
| PARTICULARS | 2017-18 Gratuity | 2016-17 Gratuity |
| I Components of Employer Expense | | |
| 1 Current Service Cost | 101,477 | 103,144 |
| 2 Interest Cost | 128,753 | 118,898 |
| 3 Expected Return on Plan Assets | --- | --- |
| 4 Curtailment Cost/ (Credit) | --- | --- |
| 5 Settlement Cost/ (Credit) | --- | --- |
| 6 Past Service Cost | --- | --- |
| 7 Actuarial Losses/ (Gains) | (154,009) | (70,014) |
| 8 Total employer expense recognised in the Statement of Profit & Loss | 76,221 | 152,028 |
| Gratuity expense is recognised in "Gratuity" under Note No. 23 | | |
| II Net Asset/ (Liability) recognised in Balance Sheet | | |
| 1 Present Value of Defined Benefit Obligation | 1,737,548 | 1,661,327 |
| 2 Fair Value of Plan Assets | --- | --- |
| 3 Funded Status [Surplus/ (Deficit)] | (1,737,548) | (1,661,327) |
| 4 Unrecognised Past Service Costs | --- | --- |
| 5 Net Asset/ (Liability) recognised in Balance Sheet | (1,737,548) | (1,661,327) |
| III Change in Defined Benefit Obligation (PBO) | | |
| 1 Present Value of PBO at the Beginning of Period | (1,661,327) | (1,509,299) |
| 2 Current Service Cost | 101,477 | 103,144 |
| 3 Interest Cost | 128,753 | 118,898 |
| 4 Curtailment Cost/ (Credit) | --- | --- |
| 5 Settlement Cost/ (Credit) | --- | --- |
| 6 Plan Amendments | --- | --- |
| 7 Acquisitions | --- | --- |
| 8 Actuarial Losses/ (Gains) | (154,009) | (70,014) |
| 9 Benefit Payments | --- | --- |
| 10 Present Value of PBO at the End of Period | (1,737,548) | (1,661,327) |

2.4. Employee Defined Benefits (Cont.) :-

Rs. in Lacks

| | PARTICULARS | 2017-18 Gratuity | 2016-17 Gratuity |
|----|------------------------------------------|----------------------------|----------------------------|
| 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 | 7.75% | 7.50% |
| | 2 Expected Return on Assets | N.A | N.A |
| | 3 Salary Escalations | 6.00% | 6.00% |
| | 4 Mortality | IALM (2006-08) Ultimate | IALM (2006-08) Ultimate |

Notes

- 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.
- 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.

Sensitivity Analysis

Significant actuarial assumptions for the determination of the define benefit obligation are discount rate, Salary escalation rate and withdrawal rate. The sensitivity analysis below has determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The change in the present value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below.

| Particulars | As at 31-Mar-2018 | |
|----------------------------------------------|-------------------|-----------|
| Defined Benefit Obligation (Base) | 1737548 | |
| Particulars | As at 31-Mar-2018 | |
| | Decrease | Increase |
| Discount Rate (- / + 1%) | 1,814,612 | 1,668,091 |
| % change compared to base due to sensitivity | 4.44% | (4.00%) |
| Salary Growth Rate (- / + 1%) | 1,680,474 | 1,801,516 |
| % change compared to base due to sensitivity | (3.28%) | 3.68% |
| Withdrawal Rates (- / + 50%) | 1,731,311 | 1,743,182 |
| % change compared to base due to sensitivity | (0.36%) | 0.32% |

2.5. Related Party Disclosures

(i) Related parties other than Group Companies

A) Partnership / LLP/ Associates:-

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

Consolidated Financial Statements

2.5. Related Party Disclosure (Cont..)s

B) Partnership Firm/LLP:-

| Sl. No. | Name of the Firm | Sl.No. | Name of the Firm |
|---------|--------------------|--------|-----------------------------|
| 1 | Nirvana Devcon LLP | 2 | Aristo Infra Developers LLP |

(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 |
| 6 | Waseem Javed Khan | 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 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) (Amount in Rs.)

| Nature of Transactions | Partnership Firms & LLP | Associates | Key Management Personnel & their Relatives | Enterprises over which KMP & their relatives have significant influence |
|----------------------------------------|------------------------------|------------|--------------------------------------------|-------------------------------------------------------------------------|
| Interest Income | 25,620,015 (34,366,615) | --- | --- | --- |
| Interest Paid | --- | --- | --- | 167,475 (1,428,859) |
| Directors' Remuneration | --- | --- | 2,100,000 (2,040,000) | --- |
| Unsecured Loan Received | --- | --- | 21,309,150 (26,000,000) | 36,200,000 (71,350,000) |
| Unsecured Loan Repaid | --- | --- | 25,909,150 (2,580,000) | 38,466,747 (101,180,000) |
| Capital Introduced in Partnership Firm | 252,524,410 (804,109,901) | --- | --- | --- |
| Refund of Capital by Partnership Firm | 97,491,569 (551,844,616) | --- | --- | --- |
| Refund of Share Application Money | --- | --- | --- | --- |

Consolidated Financial Statements

(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) (Amount in Rs.)

| Nature of Transactions | Partnership Firms & LLP | Associates | Key Management Personnel & their Relatives | Enterprises over which KMP & their relatives have significant influence |
|------------------------|-------------------------|-------------|--------------------------------------------|-------------------------------------------------------------------------|
| Closing Balance | 39,277,941 | --- | --- | --- |
| Loan Given | (35,449,405) | (---) | (---) | (---) |
| | (---) | (---) | (---) | (---) |
| | --- | --- | 102,531,000 | 1,495,449 |
| Unsecured Loan Taken | (---) | (---) | (107,131,000) | (3,594,721) |
| | (---) | (---) | (107,131,000) | (32,138,747) |
| | 213,423,755 | 2,247,033 | --- | --- |
| Investment | (344,841,691) | (2,228,617) | (---) | (---) |
| | (94,162,056) | (2,175,411) | (---) | (---) |

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.

Minority Interest includes Rs. Nil/- (Previous Year Rs. 49.41 Lacs) Received as Share Application Money. The Application Money has been received by a Subsidiary from the Minority against which Allotment is pending.

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.

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.

Contingent Liabilities:-

- On account of corporate Guarantee of Rs.13500.00 Lacs (Previous Year Rs.13500.00 lacs) given by parent to M/s. Xander Finance Private Limited (Lender) for securing a term loan of M/s. Concast Infrastructure Pvt.Ltd and HPSPD Enclave LLP.
- On account of Guarantee Rs. 1199.94 lacs (Previous Year Rs.1516.50 lacs) issued by the parent's bankers to the Contractee for projects under EPC Division.
- Appeal filed by the parent against the order of Assessing officer determining demand of Rs.174.28 Lacs has been decided in the favour of the parent. The disallowance/ addition made by the Assessing officer have been deleted by the Honourable Commissioner (Appeals). Income Tax Department has preferred/ filed an appeal with the Appellate Tribunal.
- Demand has been raised by Income Tax Department for Rs.103.66 Lacs against parent 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 parent for the Asst Year 13 - 14 against which appeal has been filed with Commissioner (Appeal) of Income Tax.
- Demand has raised by Income Tax Department for Rs.2.49 Lacs against Company for the Asst Year 14 - 15 against appeal have been filed with Commissioner (Appeal) of Income Tax.

2.6. First Time Adoption of Ind AS

The Group has prepared the opening balance sheet as per Ind AS as of 1st April, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

Ind AS 101 (First-time Adoption of Indian Accounting Standards) provides a suitable starting point for accounting in accordance with Ind AS and is required to be mandatorily followed by first-time adopters. The Group has prepared the opening Balance Sheet as per Ind AS as of 1st April, 2016 (the transition date) by:

- (a) recognising all assets and liabilities whose recognition is required by Ind AS,
- (b) not recognising items of assets or liabilities which are not permitted by Ind AS,
- (c) reclassifying items from previous Generally Accepted Accounting Principles (GAAP) to Ind AS as required under Ind AS, and
- (d) applying Ind AS in measurement of recognised assets and liabilities.

2.6(I) Ind AS optional exemptions

Deemed Cost of Property, Plant and Equipment

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for property, plant and equipment and use that as its deemed cost at the date of transition.

Accordingly, the Company has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

Deemed Cost of Investment in Subsidiaries, Associates and Joint Ventures

Ind AS 27 requires investments in subsidiaries to be recorded at cost or value it in accordance with Ind AS 109 in its separate financial statements. However Ind AS 101 provides an option to the Group to measure such investment at cost (determined in accordance with Ind AS 27) or deemed cost (fair value or previous GAAP carrying amount) at the date of transition. Accordingly Group has availed the above exemption and recognized the investments in subsidiaries at the previous GAAP carrying amount at the date of transition to Ind AS

2.6(II) Ind AS mandatory exemptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP.

Ind AS estimates at 1st April, 2016 are consistent with the estimates as at the same date made with conformity with previous GAAP.

(b) De-recognition of Financial Assets and Liabilities

Ind AS 101 requires a first time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first time adopter to apply the de-recognition retrospectively from a date of entity's choosing.

The Group has elected to apply the de-recognition provisions prospectively from the date of transition.

(c) Classification and Measurement of Financial Assets

Ind AS 101 requires an entity to assess classification and measurement of assets on the basis of facts and circumstances that exist at the date of transition to Ind AS.

The Group has applied this exception.

(d) Fair Valuation of Investments

Under the previous GAAP, investments were classified as long term investments or current investments based on the intended holding period and realisability. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition.

2.6(III) Transition to Ind AS – Reconciliations

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from Previous GAAP to Ind AS:

a) Reconciliation of Other Equity

(Amount in Rs.)

| Particulars | Notes | As on 31.03.2017 | As on 01.04.2016 |
|---------------------------------------------------------------------------------------------|-------|----------------------|----------------------|
| Reserves and Surplus as per IGAAP | | 1,139,249,192 | 1,043,099,160 |
| Add: Fair valuation of Security Deposits Received | (i) | 274,415 | 361,765 |
| Add: Fair valuation of Security Deposits Received of Subsidiary, Associates , Joint Venture | | 7,451,032 | 8,257,066 |
| Less: Due to Fair Valuation of Advances Given | (ii) | (6,309,251) | (6,310,730) |
| Less: Due to Deferred Tax | (iii) | 1,236,977 | (452,378) |
| Less: Effect of change of Revenue Recognition | (iv) | (3,608,000) | --- |
| Other Equity as per Ind AS | | 1,138,294,365 | 1,044,954,883 |

b) Reconciliation of Total Comprehensive Income

| Particulars | Notes | For the year ended 31.03.2017 |
|-------------------------------------------------------|-------|----------------------------------|
| Profit after Tax as per IGAAP | | 66,177,579 |
| Add: Increase in value of Advances given | (i) | 1,479 |
| Less: Increase in value of Security Deposits Received | | (893,393) |
| Less: Due to Deferred Tax | (ii) | 1,689,355 |
| Less: Effect of change of Revenue Recognition | (iii) | (3,608,000) |
| Total Comprehensive Income as per Ind AS | | 63,367,021 |

Notes:

- Under Indian GAAP, there are certain security deposits received and refundable advances given which are carried at nominal value. Ind AS requires the measurement of these assets at fair value at inception and subsequently these assets are measured at amortized cost. At inception date, Group recognises difference between deposit fair value and nominal value as income/expenses and the Group recognises notional interest income/expenses on these deposits over the lease term.
- Indian GAAP required deferred tax accounting using the income statement approach, which focusses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences, which was not required under Indian GAAP. In addition, the various transitional adjustments lead to different temporary differences. According to the accounting policies, the Group has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction either in retained earnings or a separate component of equity.
- The Group has undertaken a detailed exercise to determine the manner of allocation of expenses to inventory in context of Ind AS and accordingly realigned allocation of expenses and income to comply with Ind AS requirements.

c) Impact of Ind AS adoption on the Cash Flow Statement for the year ended 31st March, 2017

There are no significant differences between the Cash Flow Statement presented under Ind AS and the Previous GAAP.

Consolidated Financial Statements

2.7 Financial Instruments and Related Disclosures

31st March, 2018

(Amount in Rs.)

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|-----------------------------------|----------------------|----------------------|------------|
| Financial Assets | | | |
| (i) Investments | 264,324,847 | 264,324,847 | --- |
| (ii) Trade Receivables | 350,390,635 | 350,390,635 | --- |
| (iii) Cash & cash equivalents | 69,079,669 | 69,079,669 | --- |
| (iv) Other Financial Assets | 486,186,015 | 486,186,015 | --- |
| | 1,169,981,166 | 1,169,981,166 | --- |
| Financial Liabilities | | | |
| (i) Borrowings | 699,776,778 | 699,776,778 | --- |
| (ii) Trade Payables | 153,278,934 | 153,278,934 | --- |
| (iii) Other financial liabilities | 302,013,817 | 302,013,817 | --- |
| | 1,155,069,529 | 1,155,069,529 | --- |

31st March, 2017

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|-----------------------------------|----------------------|----------------------|------------|
| Financial Assets | | | |
| (i) Investments | 395,393,101 | 395,393,101 | --- |
| (ii) Trade Receivables | 357,456,211 | 357,456,211 | --- |
| (iii) Cash & cash equivalents | 54,921,135 | 54,921,135 | --- |
| (iv) Other Financial Assets | 445,091,536 | 445,091,536 | --- |
| | 1,252,861,983 | 1,252,861,983 | --- |
| Financial Liabilities | | | |
| (i) Borrowings | 793,420,268 | 793,420,268 | --- |
| (ii) Trade Payables | 264,176,988 | 264,176,988 | --- |
| (iii) Other financial liabilities | 239,986,002 | 239,986,002 | --- |
| | 1,297,583,259 | 1,297,583,259 | --- |

31st March, 2016

| Particulars | Carrying Value | Amortised Cost | Fair Value |
|-----------------------------------|----------------------|----------------------|------------|
| Financial Assets | | | |
| (i) Investments | 98,039,745 | 98,039,745 | --- |
| (ii) Trade Receivables | 594,359,532 | 594,359,532 | --- |
| (iii) Cash & cash equivalents | 77,976,282 | 77,976,282 | --- |
| (iv) Other Financial Assets | 941,472,702 | 941,472,702 | --- |
| | 1,711,848,260 | 1,711,848,260 | --- |
| Financial Liabilities | | | |
| (i) Borrowings | 1,222,761,991 | 1,222,761,991 | --- |
| (ii) Trade Payables | 474,542,894 | 474,542,894 | --- |
| (iii) Other financial liabilities | 971,340,697 | 971,340,697 | --- |
| | 2,668,645,583 | 2,668,645,583 | --- |

A Capital Requirements

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables less cash and cash equivalents

(Amount in Rs.)

| Particulars | 31-Mar-18 | 31-Mar-17 | 01-Apr-16 |
|------------------------------------------------------------------------------------------------|----------------------|----------------------|----------------------|
| Borrowings (long-term and short-term, including current maturities of long term borrowings) | 699,776,778 | 793,420,268 | 1,222,761,991 |
| Trade payables | 153,278,934 | 264,176,988 | 474,542,894 |
| Other payables (current and non-current, excluding current maturities of long term borrowings) | 302,013,817 | 239,986,002 | 971,340,697 |
| Less: Cash and cash equivalents | (69,079,669) | (54,921,135) | (77,976,282) |
| Net debt | 1,085,989,859 | 1,242,662,124 | 2,590,669,301 |
| Equity share capital | 172,834,000 | 172,834,000 | 172,834,000 |
| Other equity | 1,256,725,767 | 1,218,785,081 | 1,233,037,682 |
| Total Capital | 1,429,559,767 | 1,391,619,081 | 1,405,871,682 |
| Gearing ratio | 0.76 | 0.89 | 1.84 |

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2017 and March 31, 2016.

Disclosure of Financial Instruments

Financial risk management objectives and policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Group's operations. The Group's principal financial assets include trade and other receivables, cash and cash equivalents and loans and advances and refundable deposits that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management of the respective Company oversees the management of these risks. The Group's senior management of the Company is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

(a) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ real estate risk. The Group has not entered into any foreign exchange or commodity derivative contracts. Accordingly, there is no significant exposure to the market risk other than interest risk.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Most of the borrowings of the Group are unsecured and at fixed rates. The Company has only one cash credit account which is linked to the Prime Bank Lending Rate. The Group does not enter into any interest rate swaps.

ii) Price Risk

The Group has not made any investments for trading purposes. The surpluses have been deployed in bank deposits as explained above.

(b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

Trade Receivables

- Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Group's credit risk in this respect.
- Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Group does not hold collateral as security. The Group's credit period generally ranges from 30-60 days.

The Ageing of Trade Receivables are as Follows

(Amount in Rs.)

| Particulars | As at 31.03.2018 | As at 31.03.2017 | As at 01.04.2016 |
|--------------------|------------------|------------------|------------------|
| More than 6 months | 67,417,850 | 163,864,091 | 72,344,018 |
| Others | 282,972,785 | 193,592,120 | 522,015,514 |

Deposits with banks and financial institutions

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Board. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2017 and 2016 is the carrying amounts.

(c) Liquidity Risk

The Group's investment decisions relating to deployment of surplus liquidity are guided by the tenets of safety, liquidity and return. The Group manages its liquidity risk by ensuring that it will always have sufficient liquidity to meet its liabilities when due. In case of short term requirements, it obtains short-term loans from its Bankers.

2.8 Figure relating Subsidiary, Joint Venture and Associates have been regrouped / reclassified wherever considered necessary to bring them in line with Parent Company's financial statements

2.9 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 30th day of May 2018

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Consolidated Financial Statements

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 Private Limited | Baron Suppliers Private Limited | Bhagwati Builders & Developments Private Limited | Bhagwati Plasto Works Private Limited | Headman Mercantile Private Limited | Kasturi Tie-up Private Limited | Triton Commercial Private Limited | Raj Construction Projects Private Limited | RDB Jaipur Infrastructure Private Limited | RDB Mumbai Infrastructure Private Limited |
|------------------------|---------------------------------|---------------------------------|--------------------------------------------------|---------------------------------------|------------------------------------|--------------------------------|-----------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|
|------------------------|---------------------------------|---------------------------------|--------------------------------------------------|---------------------------------------|------------------------------------|--------------------------------|-----------------------------------|-------------------------------------------|-------------------------------------------|-------------------------------------------|

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 | 10,000,000 |
| Reserves & surplus | 15,159,113 | 13,942,504 | 110,797,580 | 69,605,509 | 12,130,763 | 13,901,245 | 15,060,105 | 202,157,099 | (11,859,622) | (5,382,445) |
| Total assets (including Investment) | 42,336,827 | 40,892,923 | 159,083,390 | 148,148,887 | 36,350,927 | 39,047,377 | 36,406,408 | 229,402,589 | 1,414,454,548 | 423,800,150 |
| Total Liabilities | 27,077,713 | 26,850,419 | 48,013,810 | 67,507,378 | 24,120,064 | 25,046,132 | 21,246,304 | 8,700,990 | 1,323,314,170 | 419,182,595 |
| Investments | --- | --- | --- | 360,000 | --- | --- | --- | --- | --- | 61,681,546 |
| Turnover | 4,397,016 | 4,397,016 | 7,972,072 | 9,299,586 | 3,602,376 | 4,397,016 | 4,397,016 | 19,552,154 | 5,132,839 | 78,911,008 |
| Profit before taxation | 3,068,534 | 2,971,620 | 6,175,991 | 7,806,363 | 2,294,430 | 2,963,826 | 3,101,274 | 11,628,444 | 70,921 | 691,579 |
| Provision for taxation | 649,442 | 646,497 | 2,710,272 | 1,524,647 | 515,496 | 655,223 | 649,126 | 3,255,243 | 14,341 | --- |
| Profit after taxation | 2,419,092 | 2,325,123 | 3,465,719 | 6,281,716 | 1,778,934 | 2,308,603 | 2,452,148 | 8,373,201 | 56,580 | 691,579 |
| Proposed Dividend | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| % of shareholding | 100% | 100% | 100% | 51% | 100% | 100% | 100% | 100% | 53.63% | 51% |

Part "B": Associates and Joint Ventures

| Name of associates/Joint Ventures | Latest Audited Balance Sheet Date | Shares of Associate/Joint Ventures held by the company on | | | Description of how there is significant influence | Reason why the associate / joint venture is not consolidated | Net worth attributable to shareholding as per latest audited Balance Sheet | Profit/Loss for the year | |
|-----------------------------------|-----------------------------------|-----------------------------------------------------------|---------------------------------------------------|--------------------|---------------------------------------------------|--------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------|---------------------------------|
| | | No. | Amount of Investment in Associates/ Joint Venture | Extend of Holding% | | | | Considered in Consolidation | Not Considered in Consolidation |

Rimjhim Vaniya Private Limited

31.03.2018

5,000

50,000

50%

N/A

N/A

2,247,033

2,147,033

Consolidated Financial Statements

Additional information as required by Paragraph 2 of General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

| 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 | 59.03% | 9537.53 | 19.90% | 82.94 |
| Subsidiaries | | | | |
| Indian | | | | |
| 1 Bahubali Tie-Up Private Limited | 0.94% | 152.59 | 5.80% | 24.19 |
| 2 Baron Suppliers Private Limited | 0.87% | 140.43 | 5.58% | 23.25 |
| 3 Bhagwati Builders & Developments Private Limited | 6.87% | 1,110.70 | 8.31% | 34.66 |
| 4 Bhagwati Plasto Works Private Limited | 4.99% | 806.42 | 15.07% | 62.82 |
| 5 Headman Mercantile Private Limited | 0.76% | 122.31 | 4.27% | 17.79 |
| 6 Kasturi Tie-up Private Limited | 0.87% | 140.01 | 5.54% | 23.09 |
| 7 Triton Commercial Private Limited | 0.94% | 151.60 | 5.88% | 24.52 |
| 8 Raj Construction Projects Private Limited | 13.66% | 2,207.02 | 20.09% | 83.73 |
| 9 RDB Jaipur Infrastructure Private Limited | 5.45% | 881.40 | 0.14% | 0.57 |
| 10 RDB Mumbai Infrastructures Private Limited | 0.29% | 46.18 | 1.66% | 6.92 |
| Associates | | | | |
| Indian | | | | |
| 1 Rimjhim Vanijya Private Limited | 0.14% | 22.47 | 0.04% | 0.18 |
| Minority Interest in all Subsidiaries | 5.20% | 839.77 | 7.72% | 32.18 |
| | 100% | 16158.41 | 100% | 416.83 |

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 30th day of May 2018

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer



Consolidated Financial Statements

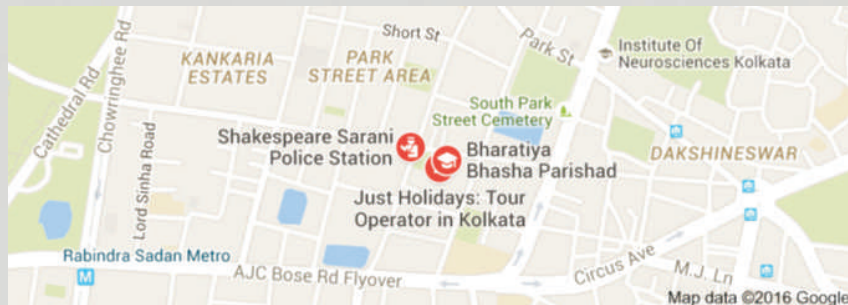
Notes

Disclaimer

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements written and oral that we periodically make may contain 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 with any discussion of future performance.

We cannot guarantee that this forward-looking statements will be realised, 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 materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

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



ROUTE MAP FOR AGM





RDB REALTY & INFRASTRUCTURE LIMITED

8/1, Lal Bazar Street , Bikaner Building
(1st floor) Kolkata - 700 001
Phone : +91 33 4450 0500
Fax : +91 33 2242 0588
e-mail : info@rdbindia.com
Website : www.rdbindia.com

**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

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP ID & Client ID..... No. of shares held.....

I/We hereby record my/our presence at the twelfth Annual General Meeting of RDB Realty & Infrastructure Limited being held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017.

.....
Name of Member/Proxy (In BLOCK LETTERS).....
Signature of Member/Proxy**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

FORM MGT-11**PROXY FORM**

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

CIN : L16003WB2006PLC110039
 Name of the Company : RDB REALTY & INFRASTRUCTURE LIMITED
 Regd Office : Bikaner Building, 8/1 Lal Bazar Street, 1st floor, Room No. 10 Kolkata-700001.
 Name of the Members :
 Registered Address :
 E-mail id :
 Folio No./DP ID & Client ID:

I/We, being the member(s) of, holding shares of RDB Realty & Infrastructure Limited, hereby appoint

1. Name..... Address.....
 E-mail id..... Signature..... or failing him

2. Name..... Address.....
 E-mail id..... Signature..... or failing him

3. Name..... Address.....
 E-mail id..... Signature.....

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the twelfth Annual General Meeting of the Company, to be held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

| Resolution No. | Resolution | Optional(✓)* | | |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|---------|---------|
| | | For | Against | Abstain |
| Ordinary Business | | | | |
| 1. | Ordinary Resolution to receive, consider and adopt the Annual Audited Financial Statements including annual Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Directors and the Auditors thereon. | | | |
| 2. | Ordinary Resolution to appoint a Director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment | | | |
| Special Business | | | | |
| 3. | Ordinary Resolution to appoint M/s. L B Jha & Co., Chartered Accountants, (Firm Registration No. 301088E) as the Statutory Auditor of the Company. | | | |
| 4. | Special Resolution to re-appoint Mr. Ravi Prakash Pincha (DIN: 00094695) as an Independent Director of the Company, for a further term of five consecutive years. | | | |
| 5. | Special Resolution to re-appoint Mr. Om Prakash Rathi (DIN: 00278191) as an Independent Director of the Company, for a further term of five consecutive years. | | | |

Signed this.....day of2018

Affix revenue
Stamp.....
Signature of the Member.....
Signature of Proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.