



**ANNUAL
REPORT
2015-2016**

RDB Realty & Infrastructure Limited



CORPORATE INFORMATION

Board of Directors

Chairman & Managing Director

Mr. Sunder Lal Dugar

Whole-Time Director

Mr. Pradeep Kumar Pugalia

Non-Executive & Independent Directors

Mr. Ravi Prakash Pincha

Mr. Om Prakash Rathi

Mr. Mahendra Pratap Singh

Mr. Waseem Javed Khan (29-05-14 to 08-07-16)

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

Non- Executive Director

Mrs. Kusum Devi Dugar

Chief Financial Officer

Mr. Anil Kumar Apat

Company Secretary & Compliance Officer

Miss. Deepika Sethia

Auditors

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

Chartered Accountants

11, Clive Row, Kolkata- 700 001

Registrar & Share Transfer Agent

M/s Niche Technologies Private Limited

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

5th Floor, Kolkata – 700 001

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

Fax No. 033-2215-6823,

e-mail: nichetechpl@nichetechpl.com

Registered Office

8/1, Lalbazar Street, Bikaner Building,

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

Ph No. 033 4450 0500

secretarial@rdbindia.com

www.rdbindia.com

CIN: L16003WB2006PLC110039

Inside the pages

Notice - 5

Directors' Report - 17

Management Discussion and Analysis – 42

Report on Corporate Governance – 44

CEO / CFA Certification - 55

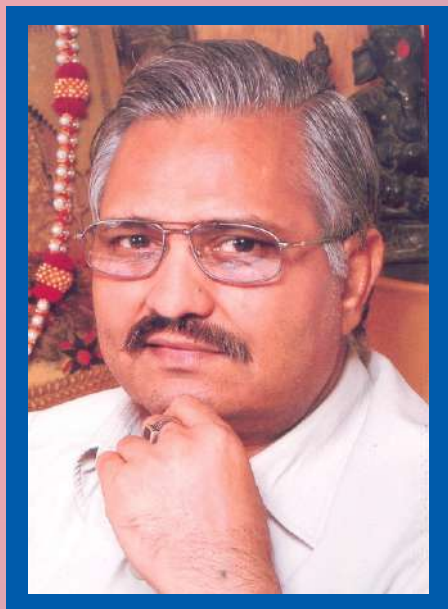
Certificate of Corporate Governance - 57

Financial Statement – 58

Consolidated Financial Statement - 80

AOC - 104

CHAIRMAN MESSAGE



It is my pleasure to interact with all my shareholders to give an overview of the Company's performance for Financial Year 2015-16. It was another challenging year for your company, which has been moving ahead with its forward-looking vision, aims to achieve its various targets and focus on strengthening the Balance Sheet.

It is our diversified segmental presence which adds to our sustainable performance. We continue to venture into new projects targeting middle and low income audience. This ensures low inventory and increased revenue, resulting in efficient working capital base. Further, our continued presence in government projects provides the necessary shield against industry slow down and enhances our goodwill, which we expect to leverage in our projects. The Company has posted a net profit of Rs. 60.79 Lakhs for the year ended 2015-16 in comparison to last year's net profit of Rs. 48.77 Lakhs. Further, towards its Corporate Social

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

Sunder Lal Dugar

Chairman & Managing Director

COMPANY OVERVIEW

RDB GROUP entered the real estate construction business in 1991, having experience of more than two decades, making it a trusted developer. The Company is promoted by Sri Sunder Lal Dugar, Chairman & Managing Director. Currently it's a name synonym with affordable residential and commercial construction projects. Headquartered in Kolkata, RDB Realty & Infrastructure Limited developed a profit-centre approach for its pan-India presence in New Dehli, Mumbai, Jaipur, Surat, Chennai, Guwahati, Kharagpur, Haldia and Burdwan, allowing each project to be managed profitably. Apart from tangible revenues from Government contracts, the value-addition the Company receives is beyond measure. This significantly contributes to the Company's Goodwill. The Company is one of the few real estate companies to be accredited with the ISO 9001:2008 certification and is a prominent member of CREDAI Bengal.

Showcase Projects



Regent Lake View, Andul, West Bengal



Regent Orchid, Jogeswari East, Mumbai, Maharashtra



Regent Jaya, Sodepur, West Bengal



Regent Paradise, Guwahati



Regent Heights, Jogeswari East, Mumbai, Maharashtra



Unique City, Jaipur, Rajasthan



Regent Dewa Nawa, Andul, West Bengal



Regent Crown, Burdwan, West Bengal



Regent Parkwood Estate, Mankundu West Bengal



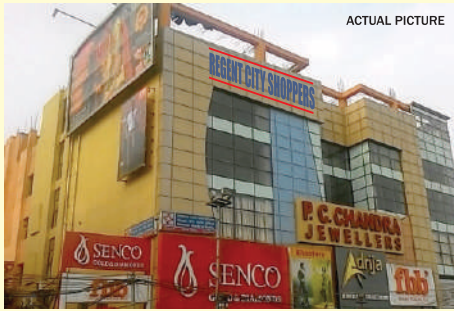
Regent Sea View, Santacruz West, Mumbai, Maharashtra



Regent Knowledge Centre Surat, Gujarat

Showcase Projects

REGENT



**Regent City Shopper, Howrah
West Bengal**



**Regent Darshan View, Jogeswari,
Mumbai, Maharashtra**



Regent Square, Surat, Gujarat



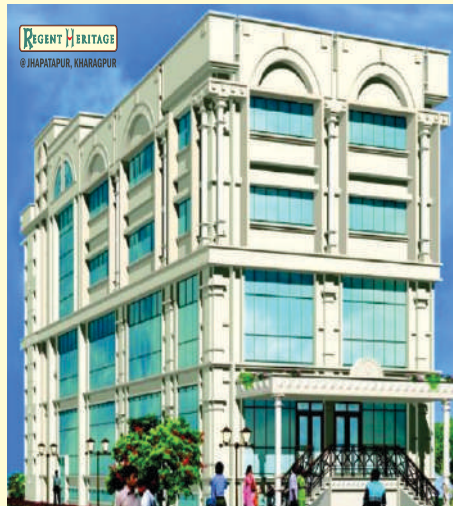
Regent Textile Market, Surat, Gujarat



Regent Arcade, Surat, Gujarat



Regent Centre, Burdwan, West Bengal



Regent Haritage Mall, Jhapatapur, Kharagpur



Regent Millenium Tower, Haldia, West Bengal



Regent New Town Square, Kolkata West Bengal



Regent Super Market, Amtala, Diamond Harbour Road

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 Tenth Annual General Meeting of the members of M/s RDB Realty & Infrastructure Limited will be held on Saturday, the 3rd day of September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Annual Audited Financial Statements (including Annual Consolidated Audited Financial Statements) of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Kusum Devi Dugar (DIN : 00559322) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

'RESOLVED THAT pursuant to provision of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company be and is hereby ratified at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.'

Special Business

4. **Appointment of Sri. Animesh Shivkumar Gupta as Independent Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

'RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Sri. Animesh Shivkumar Gupta (DIN : 02028933), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08th July, 2016 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri. Animesh Shivkumar Gupta as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 years upto 7th July, 2021 and whose office shall not, be liable to determination by retirement of Directors by rotation.'

5. **Re-appointment of Sri Sunder Lal Dugar as Managing Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Special Resolution**:

"RESOLVED pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (including any statutory modification or re-enactment thereof) and Article No. 86 of the Articles of Association of the Company and the recommendations of the Nomination and Remuneration Committee (NRC), subject to such consents, approvals or permissions as may be necessary, consent of the Board be and is hereby accorded for the re-appointment of Sri Sunder Lal Dugar as Managing Director of the Company for a period of three years with effect from 1st July 2016, upon the terms and conditions

Notice

including remuneration and other amenities as set in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 30th May, 2016 entered into between the Company and Sri Sunder Lal Dugar, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Sri Sunder Lal Dugar subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. **Reappointment of Sri Pradeep Kumar Pugalia, Whole-Time Director**

To consider and if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V (including any statutory modification or re-enactment thereof) and Article No. 86 of the Articles of Association of the Company and the recommendations of the NRC and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Sri Pradeep Kumar Pugalia as Whole Time Director of the Company for a period of three years from 1st July, 2016 on the terms and conditions including remuneration and other amenities as set in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 30th May, 2016 entered into between the Company and Sri Pradeep Kumar Pugalia, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Sri Pradeep Kumar Pugalia subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

By order of the Board

For **RDB REALTY & INFRASTRUCTURE LIMITED**

Place: Kolkata

Date: 8th July, 2016

Deepika Sethia

Company Secretary & Compliance Officer

Notice

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
- 3.** Corporate Members intending to send their authorized representatives to attend the meetings are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 4.** Members seeking any information or clarification on accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management for keeping the required information available at the meeting.
- 5.** The details of Directors seeking re-appointment in terms of Clause 36 of the Listing Agreement are annexed hereto and forms part of this Notice.
- 6.** 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.
- 7.** Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 28th August, 2016 to Saturday, 3rd September, 2016 (both days inclusive).
- 8.** Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agent, M/s. Niche Technologies Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- 9.** Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify change if any, in their present residential address or bank mandates under their signatures immediately to the Company / RTA, quoting their folio number.
- 10.** Members are requested to bring the attendance slip along with copies of Annual Report at the Meeting.
- 11.** Non-Resident Indian Members are requested to inform the RTA immediately of :
 - Change in their residential status on return to India for permanent settlement.
 - 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.
- 12.** 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.

Notice

- 13.** Members who hold shares in the physical form and wish to make/ change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
- 14.** As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report to the Meeting.
- 15.** No Compliment or gift of any nature will be distributed at the Annual General Meeting.
- 16.** The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including the Annual Report which can be sent by e-mail to its members. To support this green initiative, the Company requested its valued shareholders to register their e-mail addresses with the Registrar & Share Transfer Agent or with the Company. In order to continue its endeavor towards paperless communication, the Company requests the members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited at rdbrealty@nichetechpl.com mentioning their Name and Folio No. The members can also register their e-mail address with the Company by sending an email at investors@rdbindia.com mentioning their Name and Folio No.
- 17.** 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.
- 18.** Electronic copy of the Annual Report for 2015-16 and Notice of the 10th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 10th 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 10th Annual General Meeting and Annual Report for 2015-16 will also be available on Company's website at www.rdbindia.com for their download.
- 19. 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 Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - 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 31st August, 2016 (9:00 am) and ends on 2nd September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2016, 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:

Notice

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "RDBRIL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of RDB Realty & Infrastructure Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as Annexure enclosed herewith with this AGM Notice:
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. 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.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 27th August, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rdbrealty@nichetechpl.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. Mr. Manoj Kumar Bantia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Notice

- XIV. 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.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. 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.
20. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / beneficial owners positions list provided by depositories as at closing hours of business, on Friday, 15th July, 2016. a person who is not a member / beneficial owners as on cut off date 27th August, 2016 should treat this notice for information purpose only.
21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 27th August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. 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.
23. The Results of voting shall be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company and the same shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
24. The scrutinizer's decision on the validity of e-voting will be final.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th July, 2016 approved the appointment of Sri. Animesh Shivkumar Gupta (DIN : 02028933) as Additional Director on the Board of the Company in Independent category with effect from 8th July, 2016 for a term of 5 years upto 7th July, 2021, subject to regularization/ approval of the shareholders of the Company at the ensuing Annual General Meeting.

In terms of Section 161(1) of the Companies Act, 2013, Sri. Animesh Shivkumar Gupta holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director, not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received a declaration from Sri. Animesh Shivkumar Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under the Listing Regulations. Requisite consent, pursuant to Section 152 of the Act has also been submitted by him to act as Director, if appointed. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from the shareholders signifying their intention to propose the appointment of Sri. Animesh Shivkumar Gupta as Director of the Company.

In the opinion of the Board, Sri. Animesh Shivkumar Gupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and he is independent of the management. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.rdbindia.com.

Accordingly, the Board recommends the resolution in relation to appointment of Sri. Animesh Shivkumar Gupta as Independent Director, for the approval by the shareholders of the Company. A brief profile of proposed Independent Director is provided as Annexure to the Notice.

Except Sri. Animesh Shivkumar Gupta and his relative, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Notice

Item no. 5

Sri Sunder Lal Dugar is a co-promoter and Managing Director of the Company. His current term of appointment as a Managing Director has expired on 30th June 2016.

In view of his excellent grasp and thorough knowledge of various laws relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Company at its meeting held on 30th May, 2016 re-appointed Sri Sunder Lal Dugar as the Managing Director of the Company w.e.f 1st July, 2016, vide an agreement dated 30th May, 2016, for a period of three years subject to approval of shareholders on the following terms, conditions and remuneration

Terms:

Salary: Rs.100,000/- per month

Perquisites:

- a. Medical reimbursement: Expenditure incurred for self and dependent family members subject to one month salary per annum.
- b. Leave Travel concession: For self and family once in a year in accordance with any rules specified by the Company.
- c. Club fees: Fees of Clubs subject to maximum of two clubs, admission and life membership fees not being allowed.
- d. Personal Accident Insurance: For an amount the annual premium of which does not exceed Rs. 15000/-

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

The salary being subject to variation to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with any provision under the Companies Act, 2013 or Schedules appended thereto, for time being in force or any statutory modification or re-enactment thereof and/or any rules or regulations there under.

Minimum Remuneration:- The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees:- The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Sunder Lal Dugar, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ Chairmanships of Board Committees, are provided in this Notice.

In terms of Section 196, 197, 203 & Schedule V of the Act, and the rules made thereunder the appointment of Sri Sunder Lal Dugar as the Whole Time Director of the Company requires approval of the Shareholders in General Meeting.

Your Directors recommend the resolution to be passed as a Special Resolution.

Except Sri Sunder Lal Dugar being the Appointee, and Smt. Kusum Devi Dugar being spouse of Sri Sunder Lal Dugar none of any other Directors of the Company are deemed to be interested or concerned, financially or otherwise, in the said resolution.

A copy of the aforesaid Agreement dated 30.05.2016 is available for inspection at the Registered office of the Company up to 03rd September, 2016 during business hours.

Item no. 6

Sri Pradeep Kumar Pugalia has been appointed as the Whole Time Director of the Company w.e.f. 01.07.2010 and thereafter reappointed in same capacity w.e.f. 01.07.2013 for a period of three years. The current term of appointment of Sri Pradeep Kumar Pugalia as the Whole-Time Director has expired on 30th June 2016.

In view of his excellent grasp and thorough knowledge of various laws relating to the Company's affairs and long business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, Company at its meeting held on 30th May, 2016 re-appointed Sri Sunder Lal Dugar as the Managing Director of the Company w.e.f 1st July, 2016, vide an agreement dated 30th May, 2016, for a period of three years subject to approval of shareholders on the following terms, conditions and remuneration

Salary: - At the rate of Rs. 75,000 per month for a period of 3 years.

For Company's business use of car with chauffeur, telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

Notice

Minimum Remuneration:- The above salary will be payable to the Whole Time Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting Fees:- The Whole Time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Pradeep Kumar Pugalia, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ Chairmanships of Board Committees, are provided in this Notice.

In terms of Section 196, 197, 203 & Schedule V of the Companies Act, 2013, the appointment and remuneration of Sri Pradeep Kumar Pugalia as the Whole-Time Director of the Company require approval of the shareholders in General Meeting

Your directors recommend the resolution be passed as Special Resolution.

The Notice and Explanatory Statement may also be treated as abstract of the terms of appointment and payment of remuneration to the above named Whole-Time Director, as required in terms of applicable provisions of the Companies Act, 2013.

Except Sri Pradeep Kumar Pugalia, no Director of the Company is, in any way, concerned or interested in this resolution. The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are stated hereinbelow:

General information:

| | | | | | |
|---|---|---|-------------|-------------|-------------|
| 1 | Nature of Industry | The Company is engaged in Real Estate business. | | | |
| 2 | Date or expected date of commencement of commercial production | Jan, 2007 | | | |
| 3 | In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4 | The financial performance of the Company during the preceding three financial years is as under: | | | | |
| | Particulars | | 2015-16 | 2014-15 | 2013-14 |
| | Total Income | | 325,470,859 | 402,379,587 | 626,429,289 |
| | Total Expense | | 316,644,714 | 395,884,495 | 621,862,131 |
| | Profit/(Loss) Before tax | | 8,826,145 | 6,495,092 | 4,567,159 |
| | Less: Tax Expense | | 2,746,984 | 1,621,050 | 2,361,366 |
| | Profit/(Loss) After Tax | | 6,079,161 | 4,874,042 | 2,205,793 |
| 5 | Foreign investments or collaborators, if any | Nil | | | |

Information about the appointee

| SI No | Particulars | Sri Sunder Lal Dugar | Sri Pradeep Kumar Pugalia |
|-------|-----------------------|---|--|
| 1 | Background details | Sri Sunder Lal Dugar has working experience of more than 35 years. During this period he had promoted several residential/ commercial real estate projects and established the Company as reputed builders/ developers in Eastern India | He has a wide experience of over 20 years in the field of Real Estate & Construction. He has been supervising as a Marketing head of the Company since 5 years |
| 2 | Past remuneration | Sri Sunder Lal Dugar was paid Rs. 10,51,052 during the financial year 2015-16. | Sri Pradeep Kumar Pugalia was paid Rs. 900,000 during financial year 2015-16. |
| 3 | Recognition or awards | Various Recognition and rewards for charity purpose | None |

Notice

Information about the appointee cont..

| Sl No | Particulars | Sri Sunder Lal Dugar | Sri Pradeep Kumar Pugalia |
|-------|--|---|---|
| 4 | Job profile and his suitability | Sri Sunder Lal Dugar is actively involved in the day to day working of the Company. Keeping in view his working with the Company and his prior experience, he is suitable for the present position. The Company derives a lot of benefit from his diverse expertise and experience at Board Level and as well as in Operations of the Company. | Sri Pradeep Kumar Pugalia is actively involved in the day to day working of the Company. He looks after projects implementations and Marketing. Keeping in view his experience and working with the Company, he is suitable for the present position. |
| 5 | Remuneration proposed | As set out in the Explanatory Statement under section 102 of Companies Act 2013 | As set out in the Explanatory Statement under section 102 of Companies Act 2013 |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) | The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business. | Sri Pradeep Kumar Pugalia continues with existing remuneration as mutually agreed upon. The said remuneration commensurate with the size and nature of business of the Company and function and responsibility of the appointee. |
| 7 | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Sri Sunder Lal Dugar is Promoter Director holding 687900 [including 67200 shares as a Karta of Moti Lal Dugar (HUF)] shares consisting 3.90% of the paid-up capital of the Company. Apart from receiving remuneration as stated above, he does not receive any other emoluments from the Company. Except Smt Kusum Devi Dugar (spouse), none of the other Directors of the Company are related to Sri Sunder Lal Dugar. | Sri Pradeep Kumar Pugalia is an Executive Whole Time Director of the Company, not holding any shares of the Company. Apart from above remuneration he does not receive any other emoluments from the Company. None of the Directors are related to Sri Pradeep Kumar Pugalia. |
| 8 | Directorship held in other listed entities | Nil | Nil |
| 9 | Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee) | Nil | Nil |

Notice

Other Information:

| SI No | Particulars | Information about the appointee |
|-------|---|--|
| 1 | Reasons of loss or inadequate profits | The approval for minimum remuneration is being taken as a precautionary measure and as on today, the profits of the company are sufficient to pay the approved remuneration to the Managing Director and Whole Time Director |
| 2 | Steps taken or proposed to be taken for improvement | |
| 3 | Expected increase in productivity and profits in measurable terms | |

Disclosures:

| SI No | Particulars | Information about the appointee |
|-------|---|--|
| 1 | Remuneration package of the managerial personnel | As set out in the Explanatory Statement |
| 2 | Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any attached to the annual report | The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of the Company. |

Details of Director Seeking Appointment/Re-Appointment at 10th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange

| Name of Director | Mr. Pradeep Kumar Pugalia (DIN: 00501351) | Mr. Sunder Lal Dugar (DIN: 00007638) | Mrs. Kusum Devi Dugar (DIN: 00559322) | Mr. Animesh Shivkumar Gupta (DIN: 02028933) |
|---|---|---|---|--|
| Date of Birth | 18 th July, 1975 | 20 th September, 1954 | 9 th July, 1956 | 19 th September, 1979 |
| Relationship with other Director inter se | None | Husband to Smt Kusum Devi Dugar | Wife of Mr. Sunder Lal Dugar, Chairman & Managing Director | None |
| Date of Appointment | 24 th June, 2010 | 23 rd June, 2006 | 01 st June, 2014 | 8 th July, 2016 |
| Expertise in Specific Functional Area | Managerial and Leadership Qualities | Managerial and Leadership Qualities | Managerial and Motivational Qualities | Managerial Qualities |
| Brief Profile | He has a wide experience of over 20 years in the field of Real Estate & Construction. He has been supervising as a Marketing head of the Company since 5 years. | He has a working experience of more than 35 years. During this period he had promoted several residential / commercial real estate projects and established the Company as reputed builders / developers in Eastern India | Her presence acts as a strong mental and motivational support | He is an MBA in Global Marketing. He is proprietor of Fitness Centre and present in the Board of Pinnacle High International School. |

Notice

Details of Director Seeking Appointment/Re-Appointment at 10th Annual General Meeting pursuant to Regulation 36 of Listing Regulation with Stock Exchange cont...

| Name of Director | Mr. Pradeep Kumar Pugalia (DIN:00501351) | Mr. Sunder Lal Dugar (DIN: 00007638) | Mrs. Kusum Devi Dugar (DIN: 00559322) | Mr. Animesh Shivkumar Gupta (DIN: 02028933) |
|---|---|---|---|--|
| List of other companies in which Directorships held | 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 | 1. RDB Knit Fabb Private Limited 2. Kolkata Institute of Science And Technology 3. R D B Builders Private Limited 4. RDB Realty Private Limited 5. S.D. Infrastructure & Real Estate Private Limited 6. Sky Height Enclave Private Limited | Vitol Commercial Private Limited | 1. Sushanku Builders Limited 2. Shivam Realtors And Developers Private Limited |
| Committee positions held in RDB Realty & Infrastructure Limited | Member of Audit Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee | Nil | Nil | Nil |
| Committee positions held in other Companies | Nil | Nil | Nil | Nil |
| Chairmanship held in other Companies | Nil | Nil | Nil | Nil |

DIRECTORS' REPORT

Director's Report

DIRECTORS' REPORT

Dear Shareholders,
The Directors have pleasure to present their 10th Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2016.

FINANCIAL SUMMARY

(Rupees in Lacs)

| Particulars | Consolidated | | Standalone | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Total Income | 4,968.45 | 6,483.14 | 3,254.71 | 4,023.80 |
| Less: Expenses | 4,510.79 | 5,528.47 | 2,826.48 | 3,646.25 |
| Profit before interest and depreciation | 457.66 | 954.67 | 428.23 | 377.55 |
| Less: a) Interest | 376.82 | 377.85 | 277.31 | 275.06 |
| b) Depreciation & Amortisation | 88.14 | 41.25 | 62.66 | 37.51 |
| Profit before taxation | (7.30) | 535.57 | 88.26 | 64.98 |
| Less:- Provisions for current tax and deferred tax | 163.32 | 196.73 | 27.47 | 16.21 |
| | (170.62) | 338.84 | 60.79 | 48.77 |
| Add: Share of Profit/(Loss) in Associates | 34.68 | 1.72 | -- | -- |
| Less:- Minority Adjustment | (197.53) | (0.46) | -- | -- |
| Profit After Tax after minority adjustments | 61.59 | 340.10 | 60.79 | 48.77 |
| Add: Balance brought forward from last year | 4,235.16 | 4,047.01 | 2,983.89 | 3,147.40 |
| Balance available for appropriations | 4,296.75 | 4,387.11 | 3,044.68 | 3,196.17 |
| Less: Appropriations | | | | |
| a) Provision for proposed dividend on equity shares | -- | 172.83 | -- | 172.83 |
| b) Provision for dividend tax | -- | 35.18 | -- | 35.18 |
| c) Dividend distribution tax for earlier years | -- | -- | -- | -- |
| Balance carried to the Balance Sheet | 4,296.75 | 4,179.09 | 3,044.68 | 2,988.16 |

PERFORMANCE REVIEW

During the year under review, your Company has executed and handed over possession of Residential/ Commercial projects covering an area of around 60,385 square feet. Presently your Company has 8 on-going projects at various stages of planning and development. This includes 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 60.79 Lakhs for the year ended March 31, 2016 against net profit of Rs. 48.77 Lakhs in the previous year. Total Revenue stands at Rs. 3255 Lakhs for the year ended March 31, 2016 and Rs. 4023.80 Lakhs for the year ended March 31, 2015. The consolidated net profit of the Company is Rs. 61.59 Lakhs for the year ended March 31, 2016 against net profit of Rs. 340.10 Lakhs in the previous year. Total Revenue stands at Rs. 4968.45 Lakhs for the year ended March 31, 2016 and Rs. 6483.14 Lakhs for the year ended March 31, 2015.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the Company during the financial year ended 31st March, 2016

DIVIDEND & RESERVES

In order to conserve existing resources of the Company, your directors do not recommend any dividend for the financial year 2015-16 and the Company has not proposed any transfer to its Reserves

MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

There were no Material changes and commitments affecting the financial position of the Company between the end of the financial year (March 31, 2016) and date of the Report (May 30, 2016)

Director's Report

SUBSIDIARIES/JOINT VENTURES/ASSOCIATES

We along with our Subsidiaries are involved in Construction Activities and providing rental services. As on March 31, 2016, we have eleven Subsidiaries and one Associate. The Company has framed a Policy on Material Subsidiary and the same is placed on the Company's website and the web link for the same is

http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary_2015.pdf. In accordance with the provisions of Listing Regulation, RDB Mumbai Private Limited (Formerly known as Maple Tieup Private Limited) is our material subsidiary

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement, setting out compliance with the accounting and financial reporting requirements specified under Section 134(3)(c) of the Companies Act, 2013, in respect of the financial statements, is furnished below and on behalf of the Board of Directors, it is hereby confirmed:-

1. that in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed [along with proper explanation relating to material departures;] and there are no material departures from the same.
2. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for that period;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis; and
5. that the internal financial controls to be followed by the Company were laid down and such internal financial controls were adequate and were operating effectively;
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS, KEY MANAGERIAL PERSONNEL

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

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

(b) FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTORS

The Independent Directors are familiarised 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. The familiarization program with details required as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is available on the Company's website under the weblink: http://www.rdbindia.com/pdf/codes%20and%20policies/FAMILIARIZATION_PROGRAMME.pdf

(c) APPOINTMENT AND REAPPOINTMENTS

In accordance with the Articles of Association of the Company and Section 152 of the Companies Act, 2013, Smt. Kusum Devi Dugar retires at the ensuing Annual General Meeting (AGM) and being eligible offers herself for reappointment. Your Directors recommend her re-appointment. Smt. Kusum Devi Dugar (DIN: 00559322) continues as the Woman Director on the Company's Board in conformity with the requirements of Section 149(1) of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

Director's Report

The Board of Directors re-appointed Sri Sunder Lal Dugar as the Managing Director and Sri Pradeep Kumar Pugalia as the whole time Director of the Company for a further period of 3 years from 1st July 2016 to 30th June 2019, subject to the approval of shareholders in the ensuing Annual General Meeting. Brief resumes of the Directors being reappointed forms part of the notice of the ensuing Annual General Meeting.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board met four times during the year on 28th May, 2015; 14th August, 2015; 14th November, 2015 and 12th February, 2016. For details of the meetings of the board, kindly refer to the corporate governance report, which forms part of this report.

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

REMUNERATION POLICY OF THE COMPANY

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

FORMAL ANNUAL EVALUATION

One of the vital functions of the Board is monitoring and reviewing the Board Evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the directors, in accordance with provisions of the Act and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance of the Non Independent Directors and Board as a whole was also reviewed by the Independent Directors.

The Board of Directors, in its Meeting held on 12th February, 2016 undertook the annual evaluation of its own performance, Board committees and individual directors. The Directors expressed their satisfaction over the evaluation process and results thereof.

EXTRACT OF THE ANNUAL RETURN

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

INTERNAL FINANCIAL CONTROL SYSTEMS

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

RISK MANAGEMENT POLICY

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

Director's Report

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link: http://rdbindia.com/pdf/codes%20and%20policies/policy_on_related_party_transactions.pdf

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

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

CORPORATE SOCIAL RESPONSIBILITY

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

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

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

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

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

VIGIL MECHANISM

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

Your company has complied with the Corporate Governance Code prescribed by SEBI and a detailed report on Corporate Governance together with a certificate of compliance from the Statutory Auditors, as required by Regulation 34(3) of the Listing Regulation, forms a part of this Annual Report.



Director's Report

CEO and CFO CERTIFICATION

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

HUMAN RESOURCES

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

HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

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

AUDITORS

At the Annual General Meeting held on 5th September 2014, M/s. S M Daga & Co., Chartered Accountants (Firm Registration No. 303119E) were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 13th Annual General Meeting, subject to ratification by the members annually. Accordingly, appointment of M/s. S. M. Daga & Co., Chartered Accountant, as Statutory Auditors of the Company is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS' OBSERVATION

There are no reservations, qualifications or adverse remarks contained in Auditors' Report attached to the Balance Sheet as at 31st March, 2016.

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 2015-16. 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 2015-16 is annexed to this report as ANNEXURE - 5.

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

PUBLIC DEPOSIT

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

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

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

ACKNOWLEDGEMENTS

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

Place: Kolkata

Date: 30th day of May, 2016

For and on behalf of the Board

Sunder Lal Dugar

Chairman & Managing Director

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

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

OBJECTIVES OF THE COMMITTEE:

The Committee shall:

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

EFFECTIVE DATE:

The following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 13th August, 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 clause 49 of the Listing Agreement and/or under the Companies Act, 2013, 'Independent director' shall mean a non-executive director, other than a nominee director of the company:

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

Director's Report

(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.

"Key Managerial Personnel":- Key Managerial Personnel (KMP) means-

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

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

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

APPLICABILITY:-

The Policy is applicable to
Directors (Executive and Non Executive)
Key Managerial Personnel
Senior Management Personnel

CONSTITUTION OF THE NOMINATION AND REMUNERATION COMMITTEE:

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

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

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

GENERAL APPOINTMENT CRITERIA:

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

ADDITIONAL CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of clause 49 of the Listing Agreement (as amended from time to time) 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.

Director's Report

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

COMPENSATION STRUCTURE:

1. Remuneration to Non-Executive Directors:

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

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

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

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

APPROVAL AND PUBLICATION

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

SUPPLEMENTARY PROVISIONS

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

Director's Report

Annexure-2

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the Financial Year ended on 31st March, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

| | | |
|---------|--|--|
| Sl. No. | CIN | L16003WB2006PLC110039 |
| 1 | Registration Date | 23-Jun-2006 |
| 2 | Name of the Company | RDB Realty & Infrastructure Ltd |
| 3 | Category/Sub-category of the Company | Company limited by shares |
| 4 | Address of the Registered office & contact details | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-10, Kolkata - 700001 |
| 5 | Whether listed company | Yes |
| 6 | Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s Niche Technologies Private Limited D-511, Bagree Market, 71, B.R.B. Basu Road, 5 th Floor, Kolkata – 700 001 Phone No. 033-2234-3576, 2235-7270, 2235-7271 Fax No. 033-2215-6823, e-mail: 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 | 92.04% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| SN. | Name of the Company | Address Of The Company | CIN/GLN | Holding / Subsidiary / Associate | % of Shares | Applicable Section |
|-----|--|--|------------------------|----------------------------------|-------------|--------------------|
| 1 | Bahubali Tie-Up Private Limited | 8/1, Lalbazar Street 1st Floor Bikaner Building, Room No. 11, Kolkata - 700001 | U51109WB2005P TC105032 | Subsidiary | 100 | 2(87) |
| 2 | Baron Suppliers Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001 | U51109WB2005P TC105030 | Subsidiary | 100 | 2(87) |
| 3 | Bhagwati Builders & Developments Private Limited | 2B Grant Lane, 2nd Floor, Room No 201. Kolkata - 700012 | U70102WB1995P TC073792 | Subsidiary | 100 | 2(87) |

Director's Report

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

| SN. | Name of the Company | Address Of The Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of Shares | Applicable Section |
|-----|---|--|---------------------------|--------------------------------------|----------------|-----------------------|
| 4 | Bhagwati Plastoworks Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11 Kolkata - 700001 | U25209WB1998P TC088083 | Subsidiary | 51 | 2(87) |
| 5 | Headman Mercantile Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001 | U51109WB2005P TC104940 | Subsidiary | 100 | 2(87) |
| 6 | Kasturi Tie-up Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001 | U51109WB2005P TC105031 | Subsidiary | 100 | 2(87) |
| 7 | Triton Commercial Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001 | U51109WB2005P TC104548 | Subsidiary | 100 | 2(87) |
| 8 | Raj Construction Projects Private Limited | 8/1, Lalbazar Street 1st Floor Kolkata - 700001 | U70109WB1987P TC041935 | Subsidiary | 100 | 2(87) |
| 9 | RDB Realty Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Kolkata - 700001 | U70101WB2005P TC106328 | Subsidiary | 53.63 | 2(87) |
| 10 | RDB Mumbai Private Limited (Formerly Maple Tieup Private Limited) | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-10, Kolkata - 700001 | U51109WB2007P TC114242 | Subsidiary | 70 | 2(87) |
| 11 | RDB Legend Infrastructure Private Limited | 6-3-1238 Sixth Floor Legend Apartment, Renuka Enclave, Raj Bhavan Road, Somajiguda, Hyderabad - 500082 | U45400TG2010PT C069601 | Subsidiary | 51 | 2(87) |
| 12 | Rimjhim Vanijya Private Limited | 8/1, Lalbazar Street 1st Floor, Bikaner Building, Room No-11, Kolkata - 700001 | U51109WB2005P TC104207 | Associate | 50 | Sec 2(6) |

Director's Report

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

Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year[As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % Change during the year |
|--|--|---------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 4450210 | -- | 4450210 | 25.748 | 4450210 | -- | 4450210 | 25.748 | -- |
| b) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| c) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) Bodies Corp. | 8337447 | -- | 8337447 | 48.24 | 8337447 | -- | 8337447 | 48.24 | -- |
| e) Banks / FI | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Any other | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Total shareholding of Promoter (A) | 12787657 | -- | 12787657 | 73.988 | 12787657 | -- | 12787657 | 73.988 | -- |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| a) Mutual Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Banks / FI | 600 | 1900 | 2500 | 0.014 | 0 | 1900 | 1900 | 0.011 | -0.003 |
| c) Central Govt | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| d) State Govt(s) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| e) Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| f) Insurance Companies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| g) FIs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| h) Foreign Venture Capital Funds | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| i) Others (specify) | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(1):- | 600 | 1900 | 2500 | 0.014 | 0 | 1900 | 1900 | 0.011 | -0.003 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 1192600 | 46900 | 1239500 | 7.172 | 725405 | 46200 | 771605 | 4.464 | -2.708 |
| ii) Overseas | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 1332671 | 233409 | 1566080 | 9.061 | 1207948 | 230389 | 1438337 | 8.322 | -0.739 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1480798 | 19500 | 1500298 | 8.681 | 1427535 | 19500 | 1447035 | 8.372 | -0.309 |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | 16240 | 0 | 16240 | 0.094 | 14568 | 0 | 14568 | 0.084 | -0.01 |
| Overseas Corporate Bodies | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Nationals | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Clearing Members | 171125 | 0 | 171125 | 0.99 | 822298 | 0 | 822298 | 4.758 | 3.768 |
| Trusts | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Foreign Bodies - D R | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Sub-total (B)(2):- | 4193434 | 299809 | 4493243 | 25.997 | 4197754 | 296089 | 4493843 | 26.001 | 0.004 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 4194034 | 301709 | 4495743 | 26.012 | 4197754 | 297989 | 4495743 | 26.012 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| Grand Total (A+B+C) | 16981691 | 301709 | 17283400 | 100 | 16985411 | 297989 | 17283400 | 100 | 0 |

Director's Report

B) Shareholding of Promoter-

| SN | Shareholder's Name | Shareholding at the beginning of th year | | | Shareholding at the end of the year | | | % change in shareholding during the year |
|----|--|--|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | BFM Industries Limited | 3248600 | 18.796 | N.A | 3248600 | 18.796 | N.A | -- |
| 2 | Khatod Investments and Finance Company Limited | 2960625 | 17.13 | N.A | 2960625 | 17.13 | N.A | -- |
| 3 | Vinod Dugar | 2068023 | 11.965 | N.A | 2068023 | 11.965 | N.A | -- |
| 4 | Sheetal Dugar | 1639882 | 9.488 | N.A | 1639882 | 9.488 | N.A | -- |
| 5 | NTC Industries Limited | 1260000 | 7.29 | N.A | 1260000 | 7.29 | N.A | -- |
| 6 | Sunder Lal Dugar | 620700 | 3.591 | N.A | 620700 | 3.591 | N.A | -- |
| 7 | Loka Properties Pvt Limited | 377100 | 2.182 | N.A | 377100 | 2.182 | N.A | -- |
| 8 | Ankur Constructions Pvt. Ltd | 375000 | 2.17 | N.A | 375000 | 2.17 | N.A | -- |
| 9 | Pyramid Sales Pvt. Ltd. | 116122 | 0.672 | N.A | 116122 | 0.672 | N.A | -- |
| 10 | Sunder Lal Dugar * | 67200 | 0.389 | N.A | 67200 | 0.389 | N.A | -- |
| 11 | Vinod Dugar # | 46400 | 0.268 | N.A | 46400 | 0.268 | N.A | -- |
| 12 | Rekha Jhabak | 2950 | 0.017 | N.A | 2950 | 0.017 | N.A | -- |
| 13 | Kusum Devi Dugar | 5000 | 0.029 | N.A | 5000 | 0.029 | N.A | -- |
| 14 | Yashashwi Dugar | 55 | 0 | N.A | 55 | 0 | N.A | -- |

*As a Karta of Moti Lal Dugar(Huf)

#As a trustee of Rekha Benefit Trust

C) Change in Promoters' Shareholding:

| Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-------------------------------|---|----------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| At the beginning of the year | 12787657 | 73.988 | | |
| Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| At the end of the year | | | 12787657 | 73.988 |

Director's Report

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs)

| SN | For Each of the Top 10 | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|----|---------------------------------|---|----------------------------------|---|----------------------------------|
| | Shareholders | No, Shares | % of total shares of the company | No, Shares | % of total shares of the company |
| 1 | AUM CAPITAL MARKET PVT. LTD. | | | | |
| | a) At the Beginning of the Year | 0 | 0 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 19/06/2015 Transfer | 493336 | 2.854 | 493336 | 2.854 |
| | 03/07/2015 Transfer | 30185 | 0.175 | 523521 | 3.029 |
| | 10/07/2015 Transfer | 2801 | 0.016 | 526322 | 3.045 |
| | 17/07/2015 Transfer | 2250 | 0.013 | 528572 | 3.058 |
| | 24/07/2015 Transfer | 2099 | 0.012 | 530671 | 3.070 |
| | 31/07/2015 Transfer | 3150 | 0.018 | 533821 | 3.089 |
| | 07/08/2015 Transfer | 4450 | 0.026 | 538271 | 3.114 |
| | 14/08/2015 Transfer | 2278 | 0.013 | 540549 | 3.128 |
| | 21/08/2015 Transfer | 9449 | 0.055 | 549998 | 3.182 |
| | 28/08/2015 Transfer | 5975 | 0.035 | 555973 | 3.217 |
| | 04/09/2015 Transfer | 7350 | 0.043 | 563323 | 3.259 |
| | 11/09/2015 Transfer | 6331 | 0.037 | 569654 | 3.296 |
| | 18/09/2015 Transfer | 5000 | 0.029 | 574654 | 3.325 |
| | 25/09/2015 Transfer | 4500 | 0.026 | 579154 | 3.351 |
| | 30/09/2015 Transfer | 3000 | 0.017 | 582154 | 3.368 |
| | 02/10/2015 Transfer | 500 | 0.003 | 582654 | 3.371 |
| | 09/10/2015 Transfer | 4610 | 0.027 | 587264 | 3.398 |
| | 16/10/2015 Transfer | 5050 | 0.029 | 592314 | 3.427 |
| | 23/10/2015 Transfer | 3600 | 0.021 | 595914 | 3.448 |
| | 30/10/2015 Transfer | 3200 | 0.019 | 599114 | 3.466 |
| | 06/11/2015 Transfer | 5750 | 0.033 | 604864 | 3.500 |
| | 13/11/2015 Transfer | 4137 | 0.024 | 609001 | 3.524 |
| | 20/11/2015 Transfer | 7300 | 0.042 | 616301 | 3.566 |
| | 27/11/2015 Transfer | 5500 | 0.032 | 621801 | 3.598 |
| | 04/12/2015 Transfer | 6980 | 0.04 | 628781 | 3.638 |
| | 11/12/2015 Transfer | 3050 | 0.018 | 631831 | 3.656 |
| | 18/12/2015 Transfer | 5506 | 0.032 | 637337 | 3.688 |
| | 25/12/2015 Transfer | 2110 | 0.012 | 639447 | 3.700 |
| | 31/12/2015 Transfer | 5400 | 0.031 | 644847 | 3.731 |
| | 08/01/2016 Transfer | 5400 | 0.031 | 650247 | 3.762 |
| | 15/01/2016 Transfer | 5800 | 0.034 | 656047 | 3.796 |
| | 22/01/2016 Transfer | 4900 | 0.028 | 660947 | 3.824 |
| | 29/01/2016 Transfer | 2256 | 0.013 | 663203 | 3.837 |
| | 05/02/2016 Transfer | 2470 | 0.014 | 665673 | 3.852 |

Director's Report

D) Shareholding Pattern of top ten Shareholder Cont..

| SN | For Each of the Top 10 | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|----|-----------------------------------|---|----------------------------------|---|----------------------------------|
| | Shareholders | No, Shares | % of total shares of the company | No, Shares | % of total shares of the company |
| 1 | AUM CAPITAL MARKET PVT. LTD. | | | | |
| | 12/02/2016 Transfer | 2150 | 0.012 | 667823 | 3.864 |
| | 19/02/2016 Transfer | 2050 | 0.012 | 669873 | 3.876 |
| | 26/02/2016 Transfer | 3950 | 0.023 | 673823 | 3.899 |
| | 04/03/2016 Transfer | 2800 | 0.016 | 676623 | 3.915 |
| | 11/03/2016 Transfer | 1900 | 0.011 | 678523 | 3.926 |
| | 18/03/2016 Transfer | 3950 | 0.023 | 682473 | 3.949 |
| | 25/03/2016 Transfer | 1650 | 0.01 | 684123 | 3.958 |
| | 31/03/2016 Transfer | 3000 | 0.017 | 687123 | 3.976 |
| | c) At the End of the Year | | | 687123 | 3.976 |
| 2 | DIANA COMMODEAL PVT LTD | | | | |
| | a) At the Begining of the Year | 0 | 0 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 14/08/2015 Transfer | 75000 | 0.434 | 75000 | 0.434 |
| | c) At the End of the Year | | | 75000 | 0.434 |
| 3 | HEMANYA VANIJYA PRIVATE LIMITED | | | | |
| | a) At the Begining of the Year | 325578 | 1.884 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 10/04/2015 Transfer | -100100 | 0.579 | 225478 | 1.305 |
| | 17/04/2015 Transfer | -225478 | 1.305 | 0 | 0.000 |
| | c) At the End of the Year | | | 0 | 0.000 |
| 4 | JAINAM SHARE CONSULTANTS PVT. LTD | | | | |
| | a) At the Begining of the Year | 97561 | 0.564 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 10/04/2015 Transfer | -500 | 0.003 | 97061 | 0.562 |
| | 17/04/2015 Transfer | -10000 | 0.058 | 87061 | 0.504 |
| | 08/05/2015 Transfer | -100 | 0.001 | 86961 | 0.503 |
| | 15/05/2015 Transfer | -4050 | 0.023 | 82911 | 0.48 |
| | 19/06/2015 Transfer | -2000 | 0.012 | 80911 | 0.468 |
| | 26/06/2015 Transfer | -1210 | 0.007 | 79701 | 0.461 |
| | 30/06/2015 Transfer | -100 | 0.001 | 79601 | 0.461 |
| | 03/07/2015 Transfer | -935 | 0.005 | 78666 | 0.455 |
| | 10/07/2015 Transfer | -100 | 0.001 | 78566 | 0.455 |
| | 17/07/2015 Transfer | 165 | 0.001 | 78731 | 0.456 |
| | 28/08/2015 Transfer | -2968 | 0.017 | 75763 | 0.438 |
| | 04/09/2015 Transfer | -1570 | 0.009 | 74193 | 0.429 |

Director's Report

D) Shareholding Pattern of top ten Shareholder Cont..

| SN | For Each of the Top 10 | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|----|---|---|----------------------------------|---|----------------------------------|
| | Shareholders | No, Shares | % of total shares of the company | No, Shares | % of total shares of the company |
| 4 | JAINAM SHARE CONSULTANTS PVT. LTD | | | | |
| | 11/09/2015 Transfer | -5591 | 0.032 | 68602 | 0.397 |
| | 18/09/2015 Transfer | -1250 | 0.007 | 67352 | 0.390 |
| | 25/09/2015 Transfer | -975 | 0.006 | 66377 | 0.384 |
| | 02/10/2015 Transfer | -50 | 0 | 66327 | 0.384 |
| | 09/10/2015 Transfer | -2860 | 0.017 | 63467 | 0.367 |
| | 16/10/2015 Transfer | -145 | 0.001 | 63322 | 0.366 |
| | 30/10/2015 Transfer | 50 | 0 | 63372 | 0.367 |
| | 13/11/2015 Transfer | -1195 | 0.007 | 62177 | 0.360 |
| | 11/12/2015 Transfer | -791 | 0.005 | 61386 | 0.355 |
| | 18/12/2015 Transfer | -4605 | 0.027 | 56781 | 0.329 |
| | 25/12/2015 Transfer | -646 | 0.004 | 56135 | 0.325 |
| | 31/12/2015 Transfer | -290 | 0.002 | 55845 | 0.323 |
| | 15/01/2016 Transfer | -2145 | 0.012 | 53700 | 0.311 |
| | 22/01/2016 Transfer | -3850 | 0.022 | 49850 | 0.288 |
| | 12/02/2016 Transfer | -551 | 0.003 | 49299 | 0.285 |
| | 19/02/2016 Transfer | 24061 | 0.139 | 73360 | 0.424 |
| | 26/02/2016 Transfer | -50 | 0 | 73310 | 0.424 |
| | 31/03/2016 Transfer | -100 | 0.001 | 73210 | 0.424 |
| | c) At the End of the Year | | | | |
| 5 | JHILIK PROMOTERS AND FINCON PRIVATE LIMITED | | | | |
| | a) At the Beginning of the Year | 111639 | 0.646 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 10/04/2015 Transfer | 2203 | 0.013 | 113842 | 0.659 |
| | 24/04/2015 Transfer | 100707 | 0.583 | 214549 | 1.241 |
| | 01/05/2015 Transfer | 800 | 0.005 | 215349 | 1.246 |
| | 08/05/2015 Transfer | 800 | 0.005 | 216149 | 1.251 |
| | 15/05/2015 Transfer | 126848 | 0.734 | 342997 | 1.985 |
| | 19/06/2015 Transfer | -342997 | 1.985 | 0 | 0.000 |
| | c) At the End of the Year | | | | |
| 6 | KARAN K BANG | | | | |
| | a) At the Beginning of the Year | 117600 | 0.68 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 29/01/2016 Transfer | -1850 | 0.011 | 115750 | 0.670 |
| | c) At the End of the Year | | | 115750 | 0.670 |

Director's Report

D) Shareholding Pattern of top ten Shareholder Cont..

| SN | For Each of the Top 10 | Shareholding at the beginning of the year | | Cumulative Shareholding during the Year | |
|----|----------------------------------|---|----------------------------------|---|----------------------------------|
| | Shareholders | No, Shares | % of total shares of the company | No, Shares | % of total shares of the company |
| 7 | MAHESHWARI PLAZA RESORTS LIMITED | | | | |
| | a) At the Beginning of the Year | 85622 | 0.495 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 17/04/2015 Transfer | 11041 | 0.064 | 96663 | 0.559 |
| | 01/05/2015 Transfer | 3096 | 0.018 | 99759 | 0.577 |
| | 22/05/2015 Transfer | 1600 | 0.009 | 101359 | 0.586 |
| | c) At the End of the Year | | | 101359 | 0.586 |
| 8 | MANISHA PINCHA | | | | |
| | a) At the Beginning of the Year | 108552 | 0.628 | | |
| | b) Changes during the year | | | | |
| | Date Reason | | | | |
| | 18/09/2015 Transfer | 3206 | 0.019 | 111758 | 0.647 |
| | 25/09/2015 Transfer | 794 | 0.005 | 112552 | 0.651 |
| | 30/09/2015 Transfer | 1500 | 0.009 | 114052 | 0.660 |
| | 23/10/2015 Transfer | 500 | 0.003 | 114552 | 0.663 |
| | 13/11/2015 Transfer | 13173 | 0.076 | 127725 | 0.739 |
| | 20/11/2015 Transfer | 13000 | 0.075 | 140725 | 0.814 |
| | 31/12/2015 Transfer | 5000 | 0.029 | 145725 | 0.843 |
| | 15/01/2016 Transfer | 1500 | 0.009 | 147225 | 0.852 |
| | 29/01/2016 Transfer | 8500 | 0.049 | 155725 | 0.901 |
| | c) At the End of the Year | | | 155725 | 0.901 |
| 9 | SHALINI AGARWAL | | | | |
| | a) At the Beginning of the Year | 75920 | 0.439 | | |
| | b) Changes during the year | NO CHANGES DURING THE YEAR | | NO CHANGES DURING THE YEAR | |
| | c) At the End of the Year | | | 75920 | 0.439 |
| 10 | SHRUTI KOTHARI | | | | |
| | a) At the Beginning of the Year | 80000 | 0.463 | | |
| | b) Changes during the year | NO CHANGES DURING THE YEAR | | NO CHANGES DURING THE YEAR | |
| | c) At the End of the Year | | | 80000 | 0.463 |
| 11 | SUNIL KUMAR AGARWAL HUF . | | | | |
| | a) At the Beginning of the Year | 78233 | 0.453 | | |
| | b) Changes during the year | NO CHANGES DURING THE YEAR | | NO CHANGES DURING THE YEAR | |
| | c) At the End of the Year | | | 78233 | 0.453 |
| 12 | TANTIA FINANCIAL SERVICES LTD | | | | |
| | a) At the Beginning of the Year | 124493 | 0.72 | | |
| | b) Changes during the year | NO CHANGES DURING THE YEAR | | NO CHANGES DURING THE YEAR | |
| | c) At the End of the Year | | | 124493 | 0.720 |

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

Director's Report

E) Shareholding of Directors and Key Managerial Personnel:

| SN | Shareholding of each Directors and each Key Managerial Personnel | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|----|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Mr. Sunder Lal Dugar | | | | |
| | At the beginning of the year | 6,87,900* | 3.98 | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | 6,87,900* | 3.98 |
| 2 | Mrs. Kusum Devi Dugar | | | | |
| | At the beginning of the year | 5,000 | 0.028 | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | 5,000 | 0.028 |
| 3 | Mr. Ravi Prakash Pincha | | | | |
| | At the beginning of the year | 5,600 | 0.032 | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | 5,600 | 0.032 |
| 4 | Mr. Om Prakash Rathi | | | | |
| | At the beginning of the year | 1,700 | 0.01 | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | 1,700 | 0.01 |
| 5 | Mr. Pradeep Kumar Pugalia | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | -- | -- |
| 6 | Mr. Mahendra Pratap Singh | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | -- | -- |
| 7 | Mr. Waseem Javed Khan | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | -- | -- |
| 8 | Mr. Anil Kumar Apat | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | -- | -- |
| 9 | Ms. Deepika Sethia | | | | |
| | At the beginning of the year | -- | -- | | |
| | Date wise Increase / Decrease | [NO CHANGES DURING THE YEAR] | | [NO CHANGES DURING THE YEAR] | |
| | At the end of the year | | | -- | -- |

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

Director's Report

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

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|-----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 1312.66 | 545.64 | -- | 1858.3 |
| ii) Interest due but not paid | 9.85 | - | -- | 9.85 |
| iii) Interest accrued but not due | - | - | -- | -- |
| Total (i+ii+iii) | 1322.51 | 545.64 | -- | 1868.15 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 105.46 | 9052.43 | -- | 9157.89 |
| * Reduction | 567.88 | 5090.56 | -- | 5658.44 |
| Net Change | -462.42 | 3961.87 | -- | 3499.45 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 853.25 | 4507.51 | -- | 5360.76 |
| ii) Interest due but not paid | 6.84 | - | -- | 6.84 |
| iii) Interest accrued but not due | - | - | -- | -- |
| Total (i+ii+iii) | 860.09 | 4507.51 | -- | 5367.6 |

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:

| SN. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|---|---|-------------------------|----------------------------|------------------|
| | | Sunder Lal Dugar (MD) | Pradeep Kumar Pugalia(WTD) | |
| | Gross salary | | | |
| 1 | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 960,000 | 900,000 | 1,860,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 4,652 | -- | 44,652 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | -- | -- | -- |
| 2 | Stock Option | -- | -- | -- |
| 3 | Sweat Equity | -- | -- | -- |
| 4 | Commission - as % of profit - others, specify... | -- -- | -- -- | -- -- |
| 5 | Others. Contribution towards Provident and/or other Funds | 86,400 | -- | 86,400 |
| Total (A) | | 1,051,052 | 900,000 | 1,951,052 |
| Ceiling as per the Act (10% of profits calculated under Section 198 of the Companies Act, 2013) | | Rs.662,697.70 | | |

Note: shareholders approval has been taken dated 8th August, 2013

Director's Report

B. Remuneration to other directors

| Particulars of Remuneration | Name of Directors | | | | Non-Executive Directors | Total Amount |
|--|-------------------------|----------------------|---------------------------|-----------------------|-------------------------|--------------|
| | Mr. Ravi Prakash Pincha | Mr. Om Prakash Rathi | Mr. Mahendra Pratap Singh | Mr. Waseem Javed Khan | Smt. Kusum Devi Dugar | |
| Fee for attending board committee meetings | -- | -- | -- | -- | -- | -- |
| Commission | -- | -- | -- | -- | -- | -- |
| Others, please specify | -- | -- | -- | -- | -- | -- |
| Total | -- | -- | -- | -- | -- | -- |
| Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013) | Rs.66,269.77 | | | | | |

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

| SN | Particulars of Remuneration | Key Managerial Personnel | | |
|----|---|--------------------------|-------------------------|------------------|
| | | Mr. Anil Kr. Apat (CFO) | Ms. Deepika Sethia (CS) | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 717,479 | 308,360 | 1,025,839 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | -- | -- | -- |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | -- | -- | -- |
| 2 | Stock Option | -- | -- | -- |
| 3 | Sweat Equity | -- | -- | -- |
| 4 | Commission | -- | -- | -- |
| | - as % of profit | -- | -- | -- |
| 5 | Others | -- | -- | -- |
| | Total | 717,479 | 308,360 | 1,025,839 |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no Penalties/ Punishment/ Compounding of Offences for the year ending March 31, 2016 under the said provisions

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

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

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act 2013 read with rules & Schedules thereof. The Policy comprise of the Composition of the Committee together with their responsibilities. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility. CSR Committee has proposed to spend 2% of Company's average net profits made during the 3 immediately preceding financial years in S. L. Dugar Charitable Trust with an established track record of three years in undertaking educational activities. The trust owns The Aryan School and is eligible to channelize the entailed expenditure for CSR activities. The CSR Policy of the Company as approved by the Board of Directors, is available on the Company's website at http://rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf

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

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

3. Average Net Profit of the Company for last 3 financial years: Rs. 40,927,127.00

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 818,542.54

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the year: Rs. 821,000.00

(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. 8,21,000 | Rs. 821,000 by way of contribution/ donation to Sri S.L. Dugar Charitable Trust | Rs. 8,21,000 | 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. 8,21,000 | | Rs. 8,21,000 | |

6. CSR Committee Responsibility Statement

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

| | |
|---|---|
| Sd/- Sunder Lal Dugar (Managing Director) | Sd/- Om Prakash Rathi (Chairman of CSR Committee) |
|---|---|

Director's Report

ANNEXURE 4

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

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16.

| Sl No | Name of the directors/KMPs and designation | Remuneration of Directors/KMPs for the financial year 2015-16 (Rs. in Lakhs) | % increase in Remuneration in the financial year 2015-16 | Ratio of Remuneration of each directors to the median remuneration of the employees |
|-------|--|--|--|---|
| 1 | Sunder Lal Dugar Chairman & Managing Director | 10.51 | Increase of 0.01% | 3.67 |
| 2 | Pradeep Kumar Pugalia Whole-time director | 9.00 | Nil | 3.15 |
| 3 | Anil Kumar Apat Chief Financial Officer | 7.20 | Nil | N.A |
| 4 | Deepika Sethia Company Secretary cum Compliance Officer | 3.11 | Increase of 3.66% | N.A |

- 2) There was a increase of 42.64% in the median remuneration of the employees* during the financial year March 31st, 2016.3) There were 9 (Nine) permanent employees* on the rolls of company as on 31st March, 2016.
- 3) Relationship between average increase in remuneration and company performance: - the total remuneration of employees increased by 47.56% whereas the Profit before Tax increased by 35.83%.
- 4) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-

| KMP | Remuneration | Company Performance (PBT) |
|---------------------------|--------------|---------------------------|
| Mr. Sunder Lal Dugar | 10.51 | 88.26 |
| Mr. Pradeep Kumar Pugalia | 9.00 | 88.26 |
| Mr. Anil Kumar Apat | 7.20 | 88.26 |
| Miss Deepika Sethia | 3.11 | 88.26 |

- 6) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

| Particulars | 31-Mar-15 | 31-Mar-16 | % Change |
|-----------------------|-------------|-------------|----------|
| Market Capitalisation | 471,836,820 | 493,441,070 | 4.58 |
| Price Earnings Ratio | 97.5 | 81.57 | -16.34 |

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

- 7) Average percentage increase made in the salaries of employees* other than managerial person was 47.56% in the last financial year i.e 2015-16, whereas average increase in remuneration of managerial personnel is 0.01%
- 8) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees and also based on Financial and operating performance of the Company.
- 9) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- 10) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

*The calculation is made considering only those permanent employees associated with the Company at the end of financial year 2014-15 & 2015-16 respectively

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RDB REALTY & INFRASTRUCTURE LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 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, 2016 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company during the Audit Period);
 - (I) 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.

We further report that having regard to the compliance system prevailing in the Company and as per the representation made by the Management, the Company has complied with the following laws applicable specifically to the Company:

Director's Report

- a. The Transfer of Property Act, 1882;
- b. Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996 etc.
We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India, effective from 1st July' 2015.
 - ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange Ltd. and 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

We further report that during the audit period, there are no specific events, actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.

This Report is to be read with our letter of even date which is annexed "Annexure A" and forms an Integral Part of this Report.

For **MR & Associates**
Company Secretaries

Sd/-

[M. R. Goenka]
Partner
FCS No.:4515
C P No.:2551
Place : Kolkata
Date : 25.05.2016

Director's Report

“Annexure A”

(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016)

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

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

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

For **M R & Associates**
Company Secretaries

[M R Goenka]
Partner
FCS No.:4515
C P No.:2551
Place : Kolkata
Date : 25.05.2016

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

Annexure to the Directors' Report

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

A - CONSERVATION OF ENERGY (POWER AND FUEL CONSUMPTION)

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

B- TECHNOLOGY ABSORPTION

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

C – FOREIGN EXCHANGE EARNINGS AND OUTGO

| Total Foreign Exchange earned and used | (Rs) | |
|--|---------|---------|
| | 2015-16 | 2014-15 |
| a) Foreign Exchange earned | Nil | Nil |
| b) Foreign exchange used | Nil | Nil |

INDIAN ECONOMY

India's real estate market is expected to reach new heights by 2020. Emergence of nuclear families, rapid urbanization and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial and retail.

The Government of India has been supportive to the real estate sector. In August 2015, the Union Cabinet approved 100 Smart City Projects in India. The Government has also raised FDI limits for townships and settlements development projects to 100 per cent. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

India needs Rs 31 trillion (US\$ 454.83 billion) to be spent on infrastructure development over the next five years, with 70 per cent of funds needed for power, roads and urban infrastructure segments. The Indian construction equipment industry is reviving after a gap of four years and is expected to grow to US\$ 5 billion by FY2019-20 from current size of US\$ 2.8 billion, according to a report released by the Indian Construction Equipment Manufacturers' Association (ICEMA).

INDIA'S INFRASTRUCTURE SECTOR

The Indian real estate sector is one of the most globally recognized sectors. In the country, it is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. It comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces.

Total infrastructure spending is expected to be about 10 per cent of Gross Domestic Product (GDP) during the 12th Five-Year Plan (2012–17), up from 7.6 per cent during the previous plan (2007–12). Increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports.

OPPORTUNITIES

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

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.156 billion in the period April 2000-September 2015.

CHALLENGES

Despite plenty of opportunities and sector being important to growth of the country, it is plagued with challenges plenty. For instance Lack of clear land titles; Non-availability of low cost of working capital; Delay in approvals before a project launch; approvals and procedural difficulties; Shortage of skilled manpower; Rising input cost and various others.

STRENGTHS

The major strength of the Indian real estate industry is raising population. It creates domestic demand and scarcity of housing. As per industry estimates, India requires 18.78 million housing. Of this huge shortage more than 90 per cent of the housing is required by those who belong to either the economically weaker sections (EWS) or lower income groups (LIG). The huge domestic demand will continue to drive demand and keep pushing developers/builders and the industry to build more mid-income and affordable housing. The foreign direct investors are interested to invest in real estate industry such as, constructions and infrastructure. Thus, there is a requirement for more skilled professionals, more manpower and labour to build. In addition to this, an infrastructure is also required to support the upcoming housing and real estate developments. This would need more investments and external support. Due to this essential demand and opportunities, India's built environment and especially real estate continues to be a search area for investments.

RISK AND CONCERNS

In the course of its business, your company is exposed to a wide variety of risks like non availability of, or exorbitant increase in the cost of land, cement, steel, labour force, short terms and long term funds etc being inherent to industry. Demand for real estate industry is sensitive to interest rate fluctuations. Interest rate has been rising in the recent past owing to Reserve Bank of India credit tightening policy. This could adversely affect Company's business plan considering that residential segment constitutes significant portion of company's business. Real estate business in India being highly regulated by Governments at various level, several regulatory approvals, permits, licenses etc. are required to be obtained from the Government/Authorities from time to time for projects. Any delay in obtaining such approvals can affect the timely execution of projects.

INTERNAL CONTROLS

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

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

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

HUMAN RESOURCE

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

OUTLOOK

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

CAUTIONARY STATEMENT

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

2. BOARD OF DIRECTORS

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

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

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

As on 31st March, 2016 the Company had seven directors on the Board. Two Directors are Executive Directors. Five Directors are Non-Executive Directors. Four of the Non-Executive Directors are Independent Directors. The Company has One Woman Director in its Board and as such the company has complied with the provisions of Section 149 of the Companies Act, 2013.

Details of attendance of directors at board meetings during the financial year and at the Company's 9th Annual General Meeting together with the number of other directorships and committee memberships held by them are as follows:

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

*Excludes Directorships in private limited, foreign companies and government companies

**Only memberships/chairmanships of the Audit Committee and Stakeholders' Relationship Committee in various public limited companies considered

Notes:

1. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31st March, 2016.
2. None of the Directors hold Directorships in more than 20 companies pursuant to Section 165 (1) of the Companies Act, 2013.
3. None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Clause 26(1) of the Listing Agreement.

Smt Kusum Devi Dugar retires by rotation at the forthcoming Tenth Annual General Meeting. She is eligible for re-appointment. Board of Directors in its meeting dated 30th May, 2016 reappointed Sri Sunder Lal Dugar, at a revised remuneration, and Sri Pradeep Kumar Pugalia as Managing Director and Whole Time Director respectively, for a period of three years commencing from 1st July, 2016 to 30th June, 2019, subject to approval of shareholders in ensuing Annual General Meeting. As required under Regulation 36(3) of the Listing Regulation, the brief resume of Director retiring by rotation and seeking reappointment is appended in the Notice for convening Annual General Meeting.

Sri. Sunder Lal Dugar, Managing Director is spouse to Smt. Kusum Devi Dugar, Women Director and no other director has any inter-se relation to other Director.

All Directors and Members of Senior Management have, as on 31st March, 2016, affirmed their compliance with Company's Code of Conduct.

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

Information Placed before Board of Directors

The Company has complied with Part A of Schedule II of SEBI (LODR) Regulation 2015 read with regulation 17(7) of the said regulations with regard to information being placed before the Board of Directors.

Meeting of Independent Director

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, a separate meeting of Independent Directors was held on 12th February, 2016. The meeting was attended by Shri Om Prakash Rath; Shri Ravi Prakash Pincha; Shri Mahendra Pratap Singh; Shri Waseem Javed Khan. Shri Om Prakash Rath was elected as the Lead Independent Director. In the meeting, the Directors reviewed the performance of Non-Independent Directors and the Board as a whole and further assessed the quality, quantity and the timeliness of flow of information between the Management and the Board. The Directors discussed the evaluation form for the Evaluation of Directors.

Board Meetings

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

Number of Board Meetings

The Board met four times during the financial year on 28th May, 2015, 14th August, 2015, 14th November, 2015, & 12th February, 2016. The maximum time gap between any two consecutive meetings did not exceed four months.

The meetings of the Board held during the year 2015-16 are as follows:

| Sl. No. | Date of Meeting | Board Strength | No. of Director's Present |
|---------|-----------------|----------------|---------------------------|
| 1 | 28-05-2015 | 7 | 6 |
| 2 | 14-08-2015 | 7 | 3 |
| 3 | 14-11-2015 | 7 | 5 |
| 4 | 12-02-2016 | 7 | 7 |

3. COMMITTEES OF THE BOARD

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

The Board has established the following Committees:

A. Audit Committee

As on March 31, 2016, the Committee consists of 3 Directors, who bring with them vast experience in the field of operations, finance and accounts. The Committee comprises of:

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

The Company Secretary acts as the Secretary to the Committee. During the financial year ended 31st March 2016, Audit Committee met 4 times on 28th May, 2015, 14th August, 2015, 14th November, 2015, & 12th February, 2016. The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Regulations.

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

| Name of Directors | No. of Meetings held | No. of Meetings Attended |
|---------------------------|----------------------|--------------------------|
| Mr. Om Prakash Rathi | 4 | 4 |
| Mr. Ravi Prakash Pincha | 4 | 4 |
| Mr. Pradeep Kumar Pugalia | 4 | 2 |

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:

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

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

B. Stakeholders Relationship Committee

As on March 31, 2016, the Committee comprises of:

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

The Committee met 4 times during the financial year on 27th May, 2015; 29th July, 2015; 14th November, 2015; & 12th February, 2015. Mr. MahendraPratap Singh attended all the meetings and Mr. Om Prakash Rathi & Mr. Pradeep Kumar Pugalia attended 3 meetings.

Terms of Reference

The committee monitors the Company's response to investor complaints. 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 SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and provisions of the Companies Act, 2013. The Company Secretary of the Company is the Secretary of the Committee.

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

Details of Shareholder's Complaints

| | | |
|-----|---|-----|
| (a) | Number of Shareholder's complaints received during the year | 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 |

C. Nomination & Remuneration Committee

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

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

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

Report on Corporate Governance

As on March 31, 2016, the Committee comprises of:

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

The Committee met two times during the financial year on 29th July, 2015 and 13th November, 2015. Mr. Om Prakash Rath & Mr. Ravi Prakash Pincha attended all the meetings and Mr. Mahendra Pratap Singh has attended 1 meeting.

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

Nomination & Remuneration Policy

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

Details of Remuneration of the Directors for the financial year ended 31st March, 2016

(Amount in Rs.)

| Director | Consolidated Salary | Perquisites and other Benefits | Contribution towards Provident and / or other Funds | Performance bonus/ Commission | Sitting Fees | Total |
|---------------------------|---------------------|--------------------------------|---|-------------------------------|--------------|-------------|
| Sri Sunder Lal Dugar | 9,60,000/- | 4,652/- | 86,400/- | Nil | Nil | 10,51,052/- |
| Sri Pradeep Kumar Pugalia | 9,00,000/- | Nil | Nil | Nil | Nil | 9,00,000/- |

Nomination and Remuneration Committee recommends the remuneration for the Executive Directors and Key Managerial Personnel and the same is then approved by the Board and Shareholders, where required. The remuneration paid to Executive Directors is determined keeping in view the industry benchmark, the relative performance of the Company to the industry performance. No remuneration (including sitting fee) has been paid to the Non-Executive Directors in the financial year 2015-16.

Except Sri Ravi Prakash Pincha, Smt. Kusum Devi Dugar and Sri Om Prakash Rath, no other Non-Executive Director holds any shares and/or convertible instruments in the Company and also they do not have any pecuniary relationship or transaction with the Company. The Company has not granted any stock options to its Directors.

Performance Evaluation of Directors

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

D. Corporate Social Responsibility Committee

As on March 31, 2016, the Committee comprises of:

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

The Committee has met on 9th October, 2015 during the financial year 2015-16. All the members of the Committee attended the said meeting held on 9th October 2015.

CSR Contribution

Effective from 2015-16, at least 2% of average net profits of past three years should be expended on CSR activities in terms of Section 135 of Companies Act 2013. The Company has contributed 2% of its average net profits amounting to Rs. 818,855/- (approx), to Sri S.L.Dugar Charitable Trust for activities related to promotion and improvement of education and animal welfare.

Corporate Social Responsibility Committee Report

The CSR Report for the year ended 31 March, 2016 is attached as 'Annexure - 3' to the Board Report.

4. SUBSIDIARY COMPANY:

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

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

As on 31.03.2016, no other subsidiary other than RDB Mumbai Private Limited (formerly known as Maple Tieup Private Limited) qualifies to be a material subsidiary of RDB Realty & Infrastructure Limited. The Company has complied with the corporate governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations.

DETAILS OF GENERAL BODY MEETINGS

a. Details of Annual General Meetings

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

| Financial Year ended | Meeting | Day & Date | Time | Venue | Special Resolutions, if any, passed |
|----------------------|-----------|------------------------|-----------|---|---|
| 2014-15 | 9th A.G.M | Friday 04.09.2015 | 1.00 P.M | Aryans School, 149 B.T. Road, Kolkata- 700058 | Nil |
| 2013-14 | 8th A.G.M | Friday 05.09.2014 | 11.30 A.M | Aryans School, 149 B.T. Road, Kolkata- 700058 | Approval for increase In Borrowing Limits Of The Company upto Rs. 200 Crores |
| 2012-13 | 7th A.G.M | Thursday 08.08.2013 | 11.00 A.M | Aryans School, 149 B.T. Road, Kolkata- 700058 | Nil |

a. Postal Ballot

- No Special Resolution was passed through postal ballot during the financial year 2015-16.
- None of the business proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through postal ballot.
- There were no Extraordinary General Meeting held in preceding 3 years, i.e. 2013-14, 2014-15 & 2015-16

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

| | |
|----------------------|--|
| Name and Designation | Ms.Deepika Sethia, Company Secretary & Compliance Officer |
| Address | 8/1, Lal Bazar Street, Kolkata- 700 001 |
| Contacts | 033-4450 0500/510 |
| Email | deepikasethia@rdbindia.com |

5. CODE OF CONDUCT

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

Compliance with Code of Conduct for Directors and Senior Management

DECLARATION

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2015-16."

Sunder Lal Dugar

Chairman & Managing Director

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

6. DISCLOSURES

a) Disclosures on materially significant related party transactions

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

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

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

b) Statutory Compliances

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

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

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

d) Disclosure of Accounting Treatment

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

e) Subsidiary Monitoring Framework

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

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

f) Whistle Blower Policy

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

None of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2016.

g) Compliance Certificate of the auditors

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

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

7. MEANS OF COMMUNICATION

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

- The quarterly financial results and annual audited financial results are sent to the Stock Exchange generally published in, The Financial Express; Business Standard in English and Kalantar; Dainik Lipi in Bengali.
- The quarterly financial results and annual audited financial results of the Company are sent to The BSE Limited and the Calcutta Stock Exchange Limited.
- The Company's financial results are also displayed in its website, www.rdbindia.com.
- The Company has designated an e-mail id asinvestors@rdbindia.com especially for its investors.
- The Company's website does not display any official news releases.
- No presentation was made to the institutional investors or to the analysts during the year under review.
- Annual Report containing, inter alia, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to members and others entitled thereto.
- Management Discussion and Analysis Report (MDA) forms part of the Directors' Report and the same is attached separately in this Annual Report.

8. 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 dematerialised shares held with NSDL and CDSL, is placed before the Board on a quarterly basis and also submitted to the stock exchanges.

9. GENERAL SHAREHOLDERS INFORMATION

Details of Annual General Meeting for Financial Year 2015-16

| | | |
|--------------------------|---|---|
| Date | : | Saturday, 3 rd September, 2016 |
| Venue | : | The Aryans School, 149 B.T. Road, Kolkata-700058 |
| Time | : | 1.00 p.m. |
| Book closure date | : | From Monday, 29 th August, 2016 to Saturday 3 rd September, 2016 (both days inclusive) |

Tentative Financial Calendar

Financial year: 1st April to 31st March

Financial Reporting for the year 2016-17

on or before 14th August 2016: First quarter (Un-audited)
on or before 14th November 2016: Second quarter (Un-audited)
on or before 14th February 2017: Third quarter (Un-audited)
on or before 30th May 2017 : Annual (Audited)

Listing on Stock Exchanges

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

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

Report on Corporate Governance

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

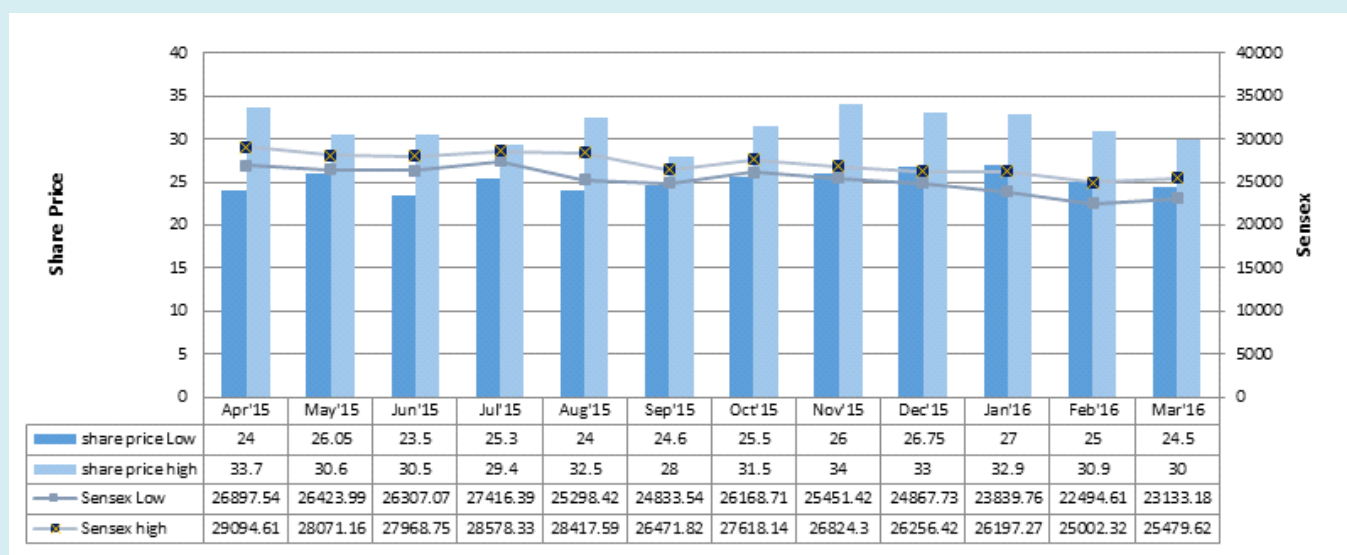
Depositories

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

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

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

The Company's monthly share price pattern during the financial year 2015-16 in comparison to Sensex



Registrar & Share Transfer Agents

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

Share Transfer System

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

Transfer of Unclaimed amounts to Investor Education and Protection Fund

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

Report on Corporate Governance

Distribution of Shareholding

Distribution of shareholding by size as on 31st March, 2016:-

| Range of Shares | Number of Shareholders | % of Shareholders | No. of Shares | % of Shares |
|------------------|------------------------|-------------------|--------------------|-------------|
| 1 – 500 | 4434 | 87.45 | 5,73,460 | 3.32 |
| 501 – 1000 | 288 | 5.68 | 2,43,465 | 1.41 |
| 1001 – 5000 | 248 | 4.89 | 5,72,829 | 3.31 |
| 5001 – 10000 | 34 | 0.67 | 2,46,957 | 1.43 |
| 10001 – 50000 | 38 | 0.75 | 8,53,048 | 4.93 |
| 50001 – 100000 | 14 | 0.28 | 9,43,139 | 5.46 |
| 100001 and above | 14 | 0.28 | 1,38,50,502 | 80.14 |
| Total | 5,070 | 100 | 1,72,83,400 | 100 |

Pattern of share holding by category as on 31st March, 2016:-

| Category | Number of Shares | % to Total |
|--|--------------------|---------------|
| A. Promoters Holding | 1,27,87,657 | 73.99 |
| B. Non- Promoter Holding | | |
| Institutional Investors | | |
| a. Mutual Funds | - | 0.00 |
| b. Banks, Financial Institutions and Insurance Companies | 1,900 | 0.01 |
| c. FII | - | 0.00 |
| Sub Total | 1,900 | 0.01 |
| Others | | |
| a. Private Corporate Bodies | 7,71,605 | 4.46 |
| b. Indian Public | 28,85,372 | 16.70 |
| c. NRIs/ OCBs | 14,568 | 0.08 |
| d. Clearing Members | 8,22,298 | 4.76 |
| Sub Total | 44,93,243 | 26.00 |
| Total Non-Promoter Holding | 44,95,743 | 26.01 |
| Total | 1,72,83,400 | 100.00 |

Details of shares held by Directors as on 31st March, 2016:-

| Name of Director | No. of Equity Shares | % of Total holding |
|---------------------------|----------------------|--------------------|
| Sri Sunder LalDugar | 6,87,900* | 3.98 |
| Sri Ravi Prakash Pincha | 5,600 | 0.03 |
| Sri Om Prakash Rathi | 1,700 | 0.01 |
| Smt. Kusum Devi Dugar | 5,000 | 0.03 |
| Sri WaseemJaved Khan | Nil | Nil |
| Sri Pradeep Kumar Pugalia | Nil | Nil |
| Sri MahendraPratap Singh | Nil | Nil |
| Total | 7,00,200 | 4.05 |

* includes 67200 shares held as Karta of MotiLalDugar (HUF)

Dematerialization of shares and Liquidity

Shares held in dematerialised and physical form as on 31st March, 2016:

| Status of Dematerialisation | No. of Shares | % of Total Share |
|------------------------------|---------------|------------------|
| Share held in NSDL | 7344148 | 42.49% |
| Share held in CDSL | 9641263 | 55.78% |
| Shares held in physical form | 297989 | 1.73% |

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

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

Commodity price risk or foreign exchange risk and hedging activities

Not applicable

Plant Location

The Company does not have any Manufacturing or Processing plant.

Address for correspondence

RDB Realty & Infrastructure Limited

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

Website: www.rdbindia.com

For and on behalf of the Board
For **RDB Realty & Infrastructure Limited**

Sunder LalDugar
Chairman & Managing Director

To,
The Board of Directors,
RDB Realty & Infrastructure Limited

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

For **RDB Realty & Infrastructure Limited**

Anil Kumar Apat

Sunder Lal Dugar

Chief Financial Officer

Chairman & Managing Director

Date: 30.05.2016

Place: Kolkata

CERTIFICATE OF CORPORATE GOVERNANCE

To

The Members

RDB REALTY & INFRASTRUCTURE LIMITED

We have examined the compliance of conditions of Corporate Governance by RDB REALTY & INFRASTRUCTURE LIMITED (the Company) for the year ended 31st March, 2016 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the stock Exchanges.

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

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

On the basis of records maintained by the Company, we state that, as on 31st March, 2015, there were no investor grievances remaining pending for a period exceeding one month against the Company.

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

For **S. M. DAGA & CO.**

CHARTERED ACCOUNTANTS

Firm Registration No 303119E

Sd/-

Deepak Kumar Daga

(Partner)

Membership No. 059205

11, Clive Row, Kolkata – 700001.

Date: 30th May, 2016

FINANCIAL STATEMENTS

Financial Statement

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying standalone financial statements of **RDB REALTY & INFRASTRUCTURE LIMITED**, which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended, and also a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its **profit** and its cash flows for the year ended on that date.

Emphasis of Matter

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

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

Report on Other Legal and Regulatory Requirements

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

Financial Statement

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

| 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.
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.

Financial Statement

- 12.) The company is not a nidhi company. Hence clause is not applicable.
- 13.) According to the information and explanations given to us, we are of the opinion that all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- 14.) According to the information and explanations given to us, we report that the company has neither made any preferential allotment or private placement of shares nor fully or partly convertible debentures during the year under review. Hence clause is not applicable.
- 15.) According to the information and explanations given to us, we report that the company has not entered into any non-cash transactions with directors or persons connected with them. Hence clause is not applicable.
- 16.) According to the information and explanations given to us, we report that company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

Report on Other Legal and Regulatory Requirements

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

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) Note 34 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter
 - (ii) Note 34 (c)&(d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.
 - (iii) Note 35 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.
- (b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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, 2016.

Financial Statement

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

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

We have audited the internal financial controls over financial reporting of **RDB REALTY & INFRASTRUCTURE LIMITED** as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, 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, 2016.

Financial Statement

Balance Sheet as at 31st March 2016

(Amount in Rs.)

| Particulars | Notes No. | As at 31st March 2016 | | As at 31st March 2015 | |
|--|-----------|--------------------------|-----------------------|--------------------------|-----------------------|
| I EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' Funds | | | | | |
| Share Capital | 1 | 17,28,34,000 | | 17,28,34,000 | |
| Reserves & Surplus | 2 | 77,33,77,538 | 94,62,11,538 | 76,72,98,377 | 94,01,32,377 |
| 2. Non Current Liabilities | | | | | |
| Long Term Borrowings | 3 | 4,00,73,418 | | 8,53,25,086 | |
| Deferred Tax Liabilities (Net) | 4 | 30,21,601 | | 14,14,298 | |
| Other Long Term Liabilities | 5 | 24,53,409 | | 28,57,980 | |
| Long Term Provisions | 6 | 5,89,172 | 4,61,37,600 | 2,95,315 | 8,98,92,679 |
| 3. Current Liabilities | | | | | |
| Short Term Borrowings | 7 | 46,90,04,168 | | 7,31,56,483 | |
| Trade Payables | 8 | 26,31,06,004 | | 29,55,54,751 | |
| Other Current Liabilities | 9 | 31,42,46,909 | | 29,97,30,283 | |
| Short Term Provisions | 10 | 24,95,127 | 1,04,88,52,208 | 2,32,04,757 | 69,16,46,274 |
| Total | | | 2,04,12,01,346 | | 1,72,16,71,330 |
| II ASSETS | | | | | |
| 1. Non Current assets | | | | | |
| Fixed Assets | 11 | | | | |
| Tangible Assets | | 6,88,99,762 | | 5,04,00,877 | |
| Intangible Assets | | 1,16,111 | | 2,26,453 | |
| | | 6,90,15,873 | | 5,06,27,330 | |
| Non Current Investments | 12 | 30,92,78,885 | | 29,38,66,960 | |
| Long Term Loans & Advances | 13 | 46,86,08,079 | 84,69,02,837 | 22,61,18,458 | 57,06,12,748 |
| 2. Current Assets | | | | | |
| Inventories | 14 | 67,90,35,384 | | 72,89,44,255 | |
| Trade Receivables | 15 | 29,99,89,196 | | 18,22,76,216 | |
| Cash and Bank Balances | 16 | 4,35,88,688 | | 4,16,27,690 | |
| Short Term Loans & Advances | 17 | 9,91,18,579 | | 13,06,53,283 | |
| Other Current Assets | 18 | 7,25,66,660 | 1,19,42,98,509 | 6,75,57,138 | 1,15,10,58,582 |
| Total | | | 2,04,12,01,346 | | 1,72,16,71,330 |
| Significant accounting policies and other notes to Financial Statements | 27 to 36 | | | | |
| Notes referred to above forms an integral part of the Financial Statements | | | | | |

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

For 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 2016

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Financial Statement

Statements of Profit and Loss for the Year ended 31st March 2016

(Amount in Rs.)

| Particulars | Notes No. | For the Year ended 31st March 2016 | | For the year ended 31st March 2015 | |
|--|-----------|------------------------------------|---------------------|------------------------------------|---------------------|
| REVENUE | | | | | |
| Revenue From Operations | 19 | | 32,03,91,515 | | 37,19,53,180 |
| Other Income | 20 | | 50,79,344 | | 3,04,26,408 |
| | | | 32,54,70,859 | | 40,23,79,588 |
| EXPENSES | | | | | |
| Construction Activity Expenses | 21 | | 20,76,85,450 | | 23,24,34,805 |
| Changes in Inventories of Finished Goods and Work in Progress | 22 | | 4,99,08,872 | | 9,97,45,006 |
| Employee Benefits Expense | 23 | | 60,91,653 | | 53,92,195 |
| Finance Costs | 24 | | 2,77,30,909 | | 2,75,05,605 |
| Depreciation & Amortisation | 25 | | 62,65,824 | | 37,51,086 |
| Other Expenses | 26 | | 1,89,62,005 | | 2,70,55,800 |
| | | | 31,66,44,714 | | 39,58,84,497 |
| PROFIT BEFORE TAX | | | 88,26,145 | | 64,95,092 |
| Less: Provision For Tax | | | | | |
| - Current Tax | | 15,75,000 | | 15,50,000 | |
| - Tax Adjustment For Earlier Years | | (4,35,319) | | 1,44,361 | |
| - Deferred Tax | | 16,07,303 | | (73,311) | |
| | | | 27,46,984 | | 16,21,050 |
| PROFIT AFTER TAX | | | 60,79,161 | | 48,74,042 |
| EARNINGS PER SHARE (FV Rs.10/-) | | | | | |
| - Basic | | | 0.35 | | 0.28 |
| - Diluted | | | 0.35 | | 0.28 |
| Notes referred to above forms an integral part of the Financial Statements | 27 to 36 | | | | |

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

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No.303119E

Sunder Lal Dugar
Chairman and Managing Director

Pradeep Kumar Pugalia
Whole Time Director

DEEPAK KUMAR DAGA

Partner
Membership No. 059205

Kolkata
The 30th day of May 2016

Anil Kumar Apat
Chief Financial Officer

Deepika Sethia
Company Secretary & Compliance Officer

Financial Statement

Cash Flow Statement for the year ended 31st March, 2016

(Amount in Rs.)

| Cash Flow Statement | For the year ended 31st March, 2016 | | For the year ended 31st March, 2015 | |
|---|--|----------------------|--|----------------------|
| A. Cash flow from operating activities : | | | | |
| Net profit before tax as per Statement of Profit and Loss | | 8,826,145 | | 6,495,092 |
| Adjustments for | | | | |
| Depreciation & Amortisation | 6,265,824 | | 3,751,086 | |
| Interest Paid | 27,417,450 | | 25,477,884 | |
| (Profit) / Loss on Sale of Investment | --- | | (26,849,630) | |
| (Profit) / Loss on Sale of Fixed Assets | 83,875 | | (91,340) | |
| Liabilities no longer payable written back | (5,039,664) | | (261,228) | |
| Bad Debt | --- | | 41,184 | |
| Provision for Employee Benefits | 441,891 | | 206,761 | |
| Interest Received | (15,278,719) | 13,890,658 | (21,200,209) | (18,925,491) |
| Operating Profit Before Working Capital Changes | | 22,716,803 | | (12,430,399) |
| (Increase) / Decrease in Inventories | 61,403,955 | | 99,745,004 | |
| (Increase) / Decrease in Trade receivables | (117,712,980) | | 11,281,047 | |
| (Increase) / Decrease of Short-Term Advances | 30,014,852 | | (17,236,633) | |
| (Increase) / Decrease of Long-Term Advances | (242,489,621) | | (22,144,741) | |
| Increase / (Decrease) of Provision for Employee Benefits | (80,770) | | (394,327) | |
| Increase / (Decrease) of Other Long-Term Liabilities | (404,571) | | 947,632 | |
| Increase / (Decrease) in Trade Payables | (27,409,083) | | (16,767,243) | |
| Increase / (Decrease) of Other Current Liabilities | 15,265,251 | (281,412,969) | (138,382,877) | (82,952,137) |
| Cash generated from operations | | (258,696,166) | | (95,382,536) |
| Less: Direct taxes paid/ (Refunds) including Interest (Net) | | 4,624,547 | | 8,676,964 |
| Cash Flow before Exceptional Items | | (263,320,713) | | (104,059,500) |
| Net cash Generated/(used) from operating activities | | (263,320,713) | | (104,059,500) |
| B. Cash Flow from Investing Activities : | | | | |
| Purchase of fixed assets | (24,956,868) | | (3,083,390) | |
| Sale of fixed assets | 100,000 | | 200,000 | |
| Interest Received | 15,278,719 | | 57,604,544 | |
| Investment with Subsidiaries and Firms | (15,411,925) | | (2,898,622) | |
| Loans Refund / (Given) | 20,196 | | 180,201,440 | |
| Fixed Deposits | (6,933,453) | (31,903,331) | 24,777,580 | 256,801,552 |
| Net cash from investing activities | | (31,903,331) | | 256,801,552 |
| C. Cash flow from financing activities : | | | | |
| Proceeds / (Repayment) of Long Term Borrowings | (45,941,796) | | (66,057,273) | |
| Proceeds / (Repayment) of Short Term Borrowings | 395,847,685 | | (82,826,699) | |
| Interest Paid | (39,094,637) | | (43,708,557) | |
| Dividend paid | (17,283,400) | | (17,283,400) | |
| Dividend Tax paid | (3,518,494) | 290,009,358 | (2,937,314) | (212,813,243) |
| Net cash generated/(used) in financing activities | | 290,009,358 | | (212,813,243) |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | | (5,214,686) | | (60,071,190) |
| Cash and cash equivalents -Opening balance | | 12,784,483 | | 72,855,673 |
| Cash and cash equivalents -Closing balance | | 7,569,796 | | 12,784,483 |
| CASH AND CASH EQUIVALENTS : | | | | |
| Balances with Banks | | 4,014,953 | | 10,817,430 |
| Cash on hand (As certified by the management) | | 3,554,843 | | 1,967,053 |
| | | 7,569,796 | | 12,784,483 |

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

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Kolkata

The 30th day of May 2016

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalía

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Financial Statement

Notes to Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--------------------------|---------------------|--------------------------|---------------------|
| Notes No. - 1 | | | | |
| SHARE CAPITAL | | | | |
| a. Authorised Share Capital | | | | |
| Number of Equity shares | | | | |
| 2,00,00,000 (Previous year 2,00,00,000) | | 20,00,00,000 | | 20,00,00,000 |
| | | 20,00,00,000 | | 20,00,00,000 |
| 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) | | 17,28,34,000 | | 17,28,34,000 |
| | | 17,28,34,000 | | 17,28,34,000 |
| c. Par value per share | | | | |
| Equity shares | | 10 | | 10 |
| | | 10 | | 10 |

d. Reconciliation of number of equity shares outstanding

| Particulars | As at 31 March, 2016 | As at 31 March, 2015 |
|---------------------------------|----------------------|----------------------|
| As at the beginning of the year | 17,28,34,000 | 17,28,34,000 |
| As at the end of the year | 17,28,34,000 | 17,28,34,000 |

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. The 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 31 March, 2016 | | As at 31 March, 2015 | |
|--------|--|----------------------|-----------|----------------------|-----------|
| | | Number | % holding | Number | % holding |
| 1 | BFM Industries Limited | 32,48,500 | 18.80% | 32,48,500 | 18.80% |
| 2 | Khatod Investments & Finance Company Limited | 29,60,625 | 17.13% | 29,60,625 | 17.13% |
| 3 | Vinod Dugar | 20,68,023 | 11.97% | 20,68,023 | 11.97% |
| 4 | Sheetal Dugar | 16,39,882 | 9.49% | 16,39,882 | 9.49% |
| 5 | NTC Industries Limited (Formerly Known as RDB Industries Limited) | 12,60,000 | 7.29% | 12,60,000 | 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 Demerger (i) | 2010 - 11 | 1,07,50,000 |
| Pursuant to Scheme of Amalgamation (ii) * | 2012 - 13 | 64,83,400 |

i) 1,07,50,000 Shares were issued in the FY 10-11 to the Shareholders of NTC Industries Ltd. (Formerly RDB Industries Ltd.) in pursuance of scheme of arrangement for demerger of Real Estate Division of RDB Industries Ltd. (Now known as NTC Industries Ltd.)

ii) 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 has issued 64,83,400 Nos. of Shares to the shareholders of the Pincha Home Builders Private Limited. in the ratio 1:2.2 (Refer Note No. 35)

Financial Statement

Notes to Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--|--|--------------------------|---------------------|
| Notes No. - 2 | | | | |
| RESERVES & SURPLUS | | | | |
| a) Securities Premium Account As per last Financial Statement | | 27,00,00,000 | | 27,00,00,000 |
| b) General Reserve As per last Financial Statement | | 19,89,09,337 | | 19,89,09,337 |
| c) Surplus i.e. Balance in Statement of Profit and Loss As at the beginning of the Period | 29,83,89,040 | | 31,47,39,365 | |
| Add : Profit for the Period | 60,79,161 | | 48,74,042 | |
| | 30,44,68,201 | | 31,96,13,407 | |
| Less : Appropriations | | | | |
| Fixed Assets written off pursuant to transistional | --- | | 4,22,473 | |
| Proposed Equity Dividend | --- | | 1,72,83,400 | |
| Dividend Distribution Tax | --- | | 35,18,494 | |
| | --- | | 2,12,24,367 | |
| As at the end of the Period | | 30,44,68,201 | | 29,83,89,040 |
| | | 77,33,77,538 | | 76,72,98,377 |
| Notes No. - 3 | | | | |
| LONG TERM BORROWINGS | | | | |
| Secured Loans* | | | | |
| From Bank | | | | |
| Term Loan | 4,00,73,418 | | 5,62,73,047 | |
| Vehicle Loan | --- | 4,00,73,418 | 6,33,123 | 5,69,06,170 |
| From Others | | | | |
| Term Loan | | --- | | 2,84,18,916 |
| | | 4,00,73,418 | | 8,53,25,086 |
| *Nature of Loans including Security and/or Gaurantee | Payment details | Other Remarks | 2015-16 | 2014-15 |
| <u>Secured - Term Loan from Bank</u> | | | | |
| 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 Base rate plus 3% | 24,000,000 | 36,000,000 |
| <u>Secured - Vehicle Loan from Bank</u> | | | | |
| Loan for acquisition of Vehicle, hypothecated against Vehicle | The Loans are Repayable in 60 Monthly Intstallments of Rs. 5.34 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020. | The applicable rate of interest is 12% | 16,073,418 | 20,273,046 |
| Secured by way of hypothecation on Vehicle | The Loan is repayable in 36 equal monthly installments of Rs.3.20 lacs (including Interest) starting from 05.06.13 and last installment falling due on 05.05.16. | The applicable rate of interest is @ 9.5% | --- | 633,123 |
| <u>Secured - Term Loan from Others</u> | | | | |
| Secured against equipment and collateral security of property | The Loan is repayable in 34 equal monthly installments of Rs.18.64 Lacs & 9.32 (including interest) Lacs each starting from 22.05.14 and last installment falling due on 22.02.17 | The applicable rate of interest is Benchmark Rate | --- | 28,418,916 |

Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--------------------------|---------------------|--------------------------|---------------------|
| Notes No. - 4 | | | | |
| DEFERRED TAX LIABILITIES (NET) | | | | |
| Deferred Tax Liabilities on | | | | |
| Depreciation Allowance on Fixed Assets | | 36,76,853 | | 19,75,084 |
| Deferred Tax Assets on | | | | |
| Amalgamation Expenses [Refer note No.35] | 42,074 | | 84,152 | |
| Provision for Gratuity | 6,13,178 | | 4,76,634 | |
| Sub Total (B) | | 6,55,252 | | 5,60,786 |
| Deferred Tax (Assets) / Liabilities (Net) (A-B) | | 30,21,601 | | 14,14,298 |
| Notes No. - 5 | | | | |
| OTHER LONG TERM LIABILITIES | | | | |
| Sundry Deposits (Unsecured) | | 24,53,409 | | 28,57,980 |
| | | 24,53,409 | | 28,57,980 |
| Notes No. - 6 | | | | |
| LONG TERM PROVISIONS | | | | |
| Provision for Employee Benefits | | 5,89,172 | | 2,95,315 |
| | | 5,89,172 | | 2,95,315 |
| Notes No. - 7 | | | | |
| SHORT TERM BORROWINGS | | | | |
| Repayable on Demand | | | | |
| From Banks : Over Draft (Secured) | | 1,82,52,465 | | 1,85,92,198 |
| For General Business Purpose Rate of Interest is Base Rate plus 3% Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director. | | | | |
| From Other Than Bank (Unsecured) | | | | |
| a) Related Parties | | 3,21,38,747 | | 72,95,718 |
| b) Others | | 41,86,12,956 | | 4,72,68,567 |
| Notes No. - 8 | | 46,90,04,168 | | 7,31,56,483 |
| TRADE PAYABLES | | | | |
| To other than Micro, Small and Medium Enterprises 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. | | 26,31,06,004 | | 29,55,54,751 |
| Notes No. - 9 | | 26,31,06,004 | | 29,55,54,751 |
| OTHER CURRENT LIABILITIES | | | | |
| Current Maturities of Long Term Debt (Refer Note No. 3) | | 4,52,51,681 | | 4,59,41,809 |
| Interest Accrued but not Due on Long Term Debt | | 6,84,085 | | 9,84,814 |
| Advances from Customers | | 22,80,29,356 | | 19,77,88,975 |
| Advances from Others | | 3,45,17,250 | | 4,84,17,250 |
| Retention Money | | 18,07,543 | | 27,77,670 |
| Other Liabilities | | 29,58,125 | | 30,63,128 |
| Unclaimed Dividend* | | 9,98,869 | | 7,56,637 |
| * There is no amount due and outstanding as on 31st March 2016 to be credited to Investor Education and Protection Fund. | | 31,42,46,909 | | 29,97,30,283 |

Financial Statement

Amount in(Rs.)

| Particulars | As at 31st March 2016 | As at 31st March 2015 |
|---|--------------------------|--------------------------|
| Notes No. - 10 | | |
| SHORT TERM PROVISIONS | | |
| Income Tax | 1,575,000 | 1,550,000 |
| Proposed Equity Dividend* | --- | 17,283,400 |
| Dividend Distribution Tax* | --- | 3,518,494 |
| Provision for Employee Benefits | 920,127 | 852,863 |
| * The Board of Directors have not recommended any dividend for the reporting year. (P.Y. Rs. 1.00 per share, aggregating Rs. 208.02 Lakhs) including dividend distribution tax | | |
| | 2,495,127 | 23,204,757 |

Notes No. - 11

FIXED ASSETS

(Amount in Rs.)

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|------------------------------|----------------------------|---------------------------------|----------------------------------|-----------------------------|----------------------------|------------------|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | As at 1st April 2015 | Additions During the Year | Deductions During the Year | As at 31st March 2016 | Up to 1st April 2015 | For the Year | Deductions During the Year | Up to 31st March 2016 | As at 31st March 2016 | As at 31st March 2015 |
| i) Tangible Assets | | | | | | | | | | |
| Buildings | 42,822,605 | --- | --- | 42,822,605 | 9,255,796 | 578,836 | --- | 9,834,632 | 32,987,973 | 33,566,809 |
| Plant & Machineries | 11,363,438 | 82,050 | --- | 11,445,488 | 6,468,792 | 788,356 | --- | 7,257,148 | 4,188,340 | 4,894,646 |
| Furniture & Fixtures | 521,758 | --- | --- | 521,758 | 372,319 | 22,524 | --- | 394,843 | 126,915 | 149,439 |
| Vehicles | 23,156,995 | 24,650,218 | 722,928 | 47,084,285 | 11,561,650 | 4,800,571 | 539,053 | 15,823,168 | 31,261,117 | 11,595,345 |
| Computers | 2,752,078 | 224,600 | --- | 2,976,678 | 2,557,440 | 83,821 | --- | 2,641,261 | 335,417 | 194,638 |
| Sub Total | 80,616,874 | 24,956,868 | 722,928 | 104,850,814 | 30,215,997 | 6,274,108 | 539,053 | 35,951,052 | 68,899,762 | 50,400,877 |
| ii) Intangible Assets | | | | | | | | | | |
| Computer Softwares | 1,568,816 | --- | --- | 1,568,816 | 1,342,363 | 110,342 | --- | 1,452,705 | 116,111 | 226,453 |
| Sub Total | 1,568,816 | --- | --- | 1,568,816 | 1,342,363 | 110,342 | --- | 1,452,705 | 116,111 | 226,453 |
| Grand Total | 82,185,690 | 24,956,868 | 722,928 | 106,419,630 | 31,558,360 | 6,384,450 | 539,053 | 37,403,757 | 69,015,873 | 50,627,330 |
| Previous Year | 79,504,614 | 5,733,296 | 3,052,220 | 82,185,690 | 27,678,456 | 4,172,559 | 293,655 | 31,558,360 | 50,627,330 | |

| Particulars | | As at 31st March 2016 | | As at 31st March 2015 | |
|--|-------------------|--------------------------|--------------------|--------------------------|--------------------|
| | | Nos. of Shares | Amount in(Rs.) | Nos. of Shares | Amount in(Rs.) |
| Notes No. - 12 | | | | | |
| NON CURRENT INVESTMENTS | | | | | |
| Trade Investments (at cost) | | | | | |
| A) Investment in Equity Instruments | | | | | |
| (I) In Subsidiary Companies | | | | | |
| Unquoted | Face Value | | | | |
| Bahubali Tie-up Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 |
| Baron Suppliers Pvt. Ltd. | Rs. 10 | 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 |
| Bhagwati Plasto Works Pvt. Ltd. | Rs. 10 | 562,870 | 11,257,400 | 562,870 | 11,257,400 |
| Headman Mercantile Pvt. Ltd. | Rs. 10 | 10,010 | 100,100 | 10,010 | 100,100 |
| Kasturi Tie-up Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 |
| RDB Realty Pvt. Ltd. * | Rs. 10 | 5,363,046 | 53,655,480 | 5,363,046 | 53,655,480 |
| RDB Legend Infrastructure Pvt. Ltd. | Rs. 10 | 3,065,100 | 153,051,000 | 3,065,100 | 153,051,000 |
| Raj Construction Projects Pvt. Ltd. | Rs. 10 | 1,854,450 | 21,011,413 | 1,854,450 | 21,011,413 |
| Maple Tie - Up Pvt. Ltd. (w.e.f. 01.07.14) | Rs. 10 | 7,000 | 70,000 | 7,000 | 70,000 |
| Triton Commercial Pvt. Ltd. | Rs. 10 | 10,000 | 100,000 | 10,000 | 100,000 |
| * During the preceeding reporting year, Investment of Rs. 86,01,540/- (860154 Shares) representing 8.60 % holding was disposed, consequently the holding is reduced to 53.63%. | | | 252,465,393 | | 252,465,393 |

Financial Statement

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|----------------------------------|-----------------------------|----------------------------------|-----------------------------|
| | Nos. of Shares | Amount in(Rs.) | Nos. of Shares | Amount in(Rs.) |
| Notes No. - 12 (Cont...) | | | | |
| <u>NON CURRENT INVESTMENTS</u> | | | | |
| <u>Trade Investments (at cost)</u> | | | | |
| | Face Value | | | |
| (II) In Associates | | | | |
| Unquoted | | | | |
| Rimjhim Vanijiya Private Limited | Rs. 10 | 5,000 | 5,000 | 50,000 |
| | | 50,000 | | 50,000 |
| | | | | |
| Sub Total (I + II) = A | | 252,515,393 | | 252,515,393 |
| | | | | |
| Particulars | (Amount in Rs.) | | (Amount in Rs.) | |
| B) Investments in Partnership Firms | | | | |
| Bindi Developers | (185,041) | | (22,526) | |
| Mas Construction | 24,454,485 | | 10,974,694 | |
| | | 24,269,444 | | 10,952,168 |
| C) Investments in Limited Liability Partnership (LLP) | | | | |
| Aristo Infra Developers LLP | | 32,494,048 | | 30,399,399 |
| Total (A+B+C) | | 309,278,885 | | 293,866,960 |
| | | | | |
| | | | | |
| Disclosures of firms/LLP in which company is Partner | Total Capital (Rs.) | Profit Sharing Ratio | Total Capital (Rs.) | Profit Sharing Ratio |
| Name of Partnership Firm | | | | |
| <u>Bindi Developers</u> | | | | |
| 1 RDB Realty & Infrastructure Limited | (185,041) | 75.00% | (22,526) | 75.00% |
| 2 Nilesh Dayabhai Patel | 1,291,719 | 25.00% | 1,112,522 | 25.00% |
| Total | 1,106,678 | 100.00% | 1,089,996 | 100.00% |
| <u>Mas Construction (w.e.f. 01-Apr-14)</u> | | | | |
| 1 Mr. Raja Basu | 59,898 | 4.50% | 190,152 | 4.50% |
| 2 Mr. Bharat Chakraborty | 326,905 | 4.35% | 593,501 | 4.35% |
| 3 Mrs. Moon Chakraborty | 94,587 | 24.48% | 191,123 | 24.48% |
| 4 M/s. RDB Realty & Infrasrtucture Ltd. | 24,454,485 | 66.67% | 10,974,694 | 66.67% |
| Total | 24,935,875 | 100.00% | 11,949,470 | 100.00% |
| <u>Aristo Developers LLP (w.e.f. 01-Dec-14)</u> | Capital | Current | Capital | Current |
| 1 RDB Realty & Infrastructure Limited | 500,000 | 31,994,048 | 500,000 | 29,899,399 |
| 2 Avyay Commercial Industries Pvt. Ltd. | 250,000 | 15,972,830 | 250,000 | 13,927,805 |
| 3 Patcrop Construction Pvt. Ltd. | 250,000 | 4,008,428 | 250,000 | 5,970,245 |
| Total | 1,000,000 | 51,975,306 | 1,000,000 | 49,797,449 |
| | | | | |
| | | | | (Amount in Rs.) |
| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
| Notes No. - 13 | | | | |
| <u>LONG TERM LOANS & ADVANCES</u> | | | | |
| (Unsecured, Considered Good) | | | | |
| Capital Advances | | 375,991,606 | | 116,431,956 |
| Other Advances | | 55,774,727 | | 55,774,727 |
| Sundry Deposits | | 36,841,746 | | 53,911,775 |
| | | 468,608,079 | | 226,118,458 |
| | | | | |

Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|---|--------------------------|--------------------|--------------------------|--------------------|
| Notes No. - 14 | | | | |
| <u>INVENTORIES</u> | | | | |
| For valuation refer note 27(H) | | | | |
| Work in Progress | | 604,594,321 | | 642,652,134 |
| Finished Goods | | 74,441,063 | | 86,292,121 |
| (As taken, valued and certified by management) | | | | |
| | | 679,035,384 | | 728,944,255 |
| Notes No. - 15 | | | | |
| <u>TRADE RECEIVABLE</u> | | | | |
| (Unsecured, considered good) | | | | |
| Debts outstanding for a period exceeding six months | | 68,077,685 | | 2,464,640 |
| Other Debts | | 231,911,511 | | 179,811,576 |
| | | 299,989,196 | | 182,276,216 |
| Notes No. - 16 | | | | |
| <u>CASH AND BANK BALANCES</u> | | | | |
| a. Cash and Cash Equivalents : | | | | |
| Balances with Banks | 4,014,953 | | 10,817,430 | |
| Cash on hand (As certified by the management) | 3,554,843 | | 1,967,053 | |
| | | 7,569,796 | | 12,784,483 |
| b. Other Bank Balances : | | | | |
| Unpaid Dividend | 998,869 | | 756,637 | |
| Fixed Deposits* | 35,020,023 | | 28,086,570 | |
| | | 36,018,892 | | 28,843,207 |
| (*Pledged with Banks against credit facilities availed by the Company) | | | | |
| | | 43,588,688 | | 41,627,690 |
| Notes No. - 17 | | | | |
| <u>SHORT TERM LOANS & ADVANCES</u> | | | | |
| (Unsecured, considered good) | | | | |
| Loans to Related Parties (Subsidiaries) | | 448,178 | | 4,061,430 |
| Loans to Others | | 72,678,243 | | 69,085,187 |
| Other Advances | | 25,992,158 | | 57,506,666 |
| | | 99,118,579 | | 130,653,283 |
| Notes No. - 18 | | | | |
| <u>OTHER CURRENT ASSETS</u> | | | | |
| (Unsecured, considered good) | | | | |
| Balance with Revenue Authorities | | 72,030,591 | | 67,442,785 |
| Prepaid Expenses | | 536,069 | | 114,353 |
| | | 72,566,660 | | 67,557,138 |

Financial Statement

(Amount in Rs.)

| Particulars | For the Year ended 31st March 2016 | | For the year ended 31st March 2015 | |
|--|---------------------------------------|--------------------|---------------------------------------|--------------------|
| Notes No. - 19 | | | | |
| REVENUE FROM OPERATIONS | | | | |
| a) Sales | | | | |
| Construction Activities | | 283,938,320 | | 344,132,612 |
| Services | | 15,637,655 | | 796,854 |
| | | 299,575,975 | | 344,929,466 |
| b) Profit / (Loss) from Partnership Firms * | | 137,083 | | 645,281 |
| Sub Total (A) | | 299,713,058 | | 345,574,747 |
| c) Other Operating Income | | | | |
| Rental Income | | 5,399,738 | | 5,178,224 |
| Interest Received | | | | |
| - On Capital with Partnership Firm* | 5,596,766 | | 1,661,397 | |
| - Others | 9,681,953 | 15,278,719 | 19,538,812 | 21,200,209 |
| (*Non current, Trade Investment) | | | | |
| Sub Total (B) | | 20,678,457 | | 26,378,433 |
| Total (A + B) | | 320,391,515 | | 371,953,180 |
| Notes No. - 20 | | | | |
| OTHER INCOME | | | | |
| Profit on Sale of Fixed Assets | | --- | | 91,340 |
| Liabilities/ advances no longer payable written back | | 5,039,664 | | 261,228 |
| Profit on Sale of Investment * | | --- | | 26,849,630 |
| Miscellaneous Income | | 39,680 | | 3,224,210 |
| (*Non current, Trade Investment, Subsidiary) | | | | |
| | | 5,079,344 | | 30,426,408 |
| Notes No. - 21 | | | | |
| CONSTRUCTION ACTIVITY EXPENSES | | | | |
| Direct Purchase Cost for the Project | | 94,990,174 | | 155,261,317 |
| Cost of Land and Development Charges | | 597,601 | | 672,385 |
| Construction and other Materials | | 85,475,358 | | 45,375,577 |
| Contract Labour Charges | | 10,264,023 | | 11,319,863 |
| Other Construction Expenses | | 4,981,836 | | 19,805,663 |
| Interest on Project Loan | | 11,376,458 | | --- |
| (Refer Note no. 33) | | | | |
| | | 207,685,450 | | 232,434,805 |
| Notes No. - 22 | | | | |
| CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS | | | | |
| Opening stock | | | | |
| Work in Progress | | 642,652,134 | | 755,436,692 |
| Finished Goods | | 86,292,121 | | 73,252,567 |
| Sub Total (A) | | 728,944,255 | | 828,689,259 |
| Closing stock | | | | |
| Work in Progress | | 604,594,321 | | 642,652,134 |
| Finished Goods | | 74,441,063 | | 86,292,121 |
| Sub Total (B) | | 679,035,384 | | 728,944,255 |
| Total (A - B) | | 49,908,872 | | 99,745,006 |

Financial Statement

(Amount in Rs.)

| Particulars | For the Year ended 31st March 2016 | | For the year ended 31st March 2015 | |
|---|---------------------------------------|-------------------|---------------------------------------|-------------------|
| Notes No. - 23 | | | | |
| EMPLOYEE BENEFITS EXPENSE | | | | |
| Salaries, Wages, Bonus, Exgratia etc. | | 5,116,500 | | 4,872,612 |
| Staff Welfare Expenses | | 405,596 | | 195,578 |
| Contribution to Provident Fund | | 127,666 | | 117,244 |
| Gratuity | | 441,891 | | 206,761 |
| | | 6,091,653 | | 5,392,195 |
| Notes No. - 24 | | | | |
| FINANCE COSTS | | | | |
| Interest | | 27,417,450 | | 25,477,884 |
| Finance Charges | | 313,460 | | 2,027,721 |
| | | 27,730,909 | | 27,505,605 |
| Notes No. - 25 | | | | |
| DEPRECIATION AND AMORTISATION | | | | |
| Amortisations | | 110,342 | | 150,966 |
| Depreciation | 6,274,108 | | 4,022,593 | |
| Less : Depreciation transferred to Work in Progress | (118,626) | | --- | |
| Less : Fixed Assets written off pursuant to transitional provision of Schedule - II of Companies Act, 2013. | | | | |
| | --- | 6,155,482 | (422,473) | 3,600,120 |
| | | 6,265,824 | | 3,751,086 |
| Notes No. - 26 | | | | |
| OTHER EXPENSES | | | | |
| A) ADMINISTRATIVE AND GENERAL EXPENSES | | | | |
| Professional Charges | | 760,057 | | 980,198 |
| Postage, Telegraph & Telephones | | 332,760 | | 540,230 |
| Motor Vehicle Expenses | | 491,645 | | 531,771 |
| Rates & Taxes | | 1,403,153 | | 2,694,403 |
| Rent | | 90,000 | | 90,000 |
| Travelling & Conveyance Expenses | | 233,548 | | 162,266 |
| Insurance | | 304,142 | | 300,118 |
| Electricity Expenses | | 606,984 | | 651,472 |
| Repair & Maintenance | | 1,247,353 | | 979,003 |
| Loss on Sale of Fixed Assets | | 83,875 | | --- |
| Printing & Stationary | | 288,694 | | 365,855 |
| Contribution to CSR Activities | | 821,000 | | 1,551,000 |
| Miscellaneous Expenses | | 734,402 | | 1,423,132 |
| Bad Debts | | --- | | 41,184 |
| Auditors Remuneration : | | | | |
| - Statutory Audit Fee | 100,000 | | 100,000 | |
| - Tax Audit Fee | 25,000 | 125,000 | 25,000 | 125,000 |
| Sub Total (A) | | 7,522,613 | | 10,435,632 |
| SELLING AND DISTRIBUTION EXPENSES | | | | |
| Advertisement & Publicity Expenses | | 621,861 | | 3,452,453 |
| Commission to Selling Agents | | 196,600 | | 1,446,971 |
| VAT & TAXES | | 9,111,261 | | 10,909,653 |
| Sales Promotion Expenses | | 1,509,673 | | 811,091 |
| Sub Total (B) | | 11,439,392 | | 16,620,168 |
| Total | | 18,962,005 | | 27,055,800 |

Financial Statement

The Notes forming part of the Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

A. FINANCIAL STATEMENTS

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

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

B. USE OF ESTIMATES

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

C. REVENUE RECOGNITION

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

D. FIXED ASSETS

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

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

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

E. DEPRECIATION AND AMORTISATION

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

F. IMPAIRMENT OF ASSETS

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

Financial Statement

G. INVESTMENTS

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

H. INVENTORIES

a) Finished Goods: At lower of cost or net realisable value.

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

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

Provision for obsolescence in inventories is made, wherever required.

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

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

I. CASH AND CASH EQUIVALENTS

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

J. FOREIGN CURRENCY TRANSACTION

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

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

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

K. EMPLOYEE BENEFITS

i) Short term employee benefits:

Short term employee benefits such as salaries, wages, bonus, expected cost of ex-gratia etc. are recognised in the period in which the employee renders the related service.

ii) Post-employment benefits

a) Defined Contribution Plan: Employee benefits in the form of Employees State Insurance Corporation and Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the period when the contributions to the respective funds are due.

b) Defined Benefit Plan: Employee benefits in the form of Gratuity is considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

iii) Actuarial gains/losses, if any, are immediately recognised in the Statement of Profit and Loss.

L. BORROWING COSTS

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

M. TAXATION

a) Current Tax: Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternative Tax credit available under section 115JB of the Income Tax Act, 1961 will be accounted in the year in which the benefits are claimed.

b) Deferred Tax: Deferred tax is recognised subject to consideration of prudence on the basis of timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realised in future.

Financial Statement

N. PROVISIONS/CONTINGENCIES

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

(Amount in Rs.)

| 28. Earnings per share is computed as under:- (AS - 20) | | 31st Mar, 2016 | 31st Mar, 2015 |
|---|-------------|----------------|----------------|
| Profit available for Equity Shareholders | (A) (Rs.) | 60,79,161 | 44,51,569 |
| Weighted average number of Equity Shares outstanding | (B) (Nos.) | 1,72,83,400 | 1,72,83,400 |
| Earnings per equity share (Face value of Rs. 10/- each) | (A/B) (Rs.) | 0.35 | 0.26 |
| Basic & Diluted | | | |

| 29. Construction Contracts accordance with AS-7 | | 31st Mar, 2016 | 31st Mar, 2015 |
|--|--|----------------|----------------|
| Contract revenue recognised during the year | | 10,47,70,086 | 22,89,67,052 |
| Contract Cost incurred and recognised profits for all the contracts. | | 9,49,90,174 | 15,52,61,317 |
| Due from customer for contract work (Including Retention) | | 15,56,57,004 | 16,65,65,000 |
| Due to suppliers for contract work | | 15,32,70,684 | 16,82,18,507 |

30. Employee Defined Benefits:-

- Defined Contribution Plans: The Company has recognised an expense of Rs. 1.28 Lacs (Previous Year Rs. 1.17 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on March 31, 2016 and recognised in the financial statements in respect of Employee Benefit Schemes:

| PARTICULARS | | 2015-16 Gratuity | 2014-15 Gratuity |
|--|---|---------------------|---------------------|
| I | <u>Components of Employer Expense</u> | | |
| 1 | Current Service Cost | 1,35,715 | 1,16,778 |
| 2 | Interest Cost | 1,06,590 | 99,357 |
| 3 | Expected Return on Plan Assets | --- | --- |
| 4 | Curtailment Cost/ (Credit) | --- | --- |
| 5 | Settlement Cost/ (Credit) | --- | --- |
| 6 | Past Service Cost | --- | --- |
| 7 | Actuarial Losses/ (Gains) | 1,99,586 | (9,374) |
| 8 | Total employer expense recognised in the Statement of Profit & Loss | 4,41,891 | 2,06,761 |
| Gratuity expense is recognised in "Gratuity" under Note No. 23 | | | |
| II | <u>Net Asset/ (Liability) recognised in Balance Sheet</u> | | |
| 1 | Present Value of Defined Benefit Obligation | 15,09,299 | 11,48,178 |
| 2 | Fair Value of Plan Assets | --- | --- |
| 3 | Funded Status [Surplus/ (Deficit)] | (15,09,299) | (11,48,178) |
| 4 | Unrecognised Past Service Costs | --- | --- |
| 5 | Net Asset/ (Liability) recognised in Balance Sheet | (15,09,299) | (11,48,178) |
| III | <u>Change in Defined Benefit Obligation (PBO)</u> | | |
| 1 | Present Value of PBO at the Beginning of Period | (11,48,178) | (13,35,744) |
| 2 | Current Service Cost | 1,35,715 | 1,16,778 |
| 3 | Interest Cost | 1,06,590 | 99,357 |
| 4 | Curtailment Cost/ (Credit) | --- | --- |
| 5 | Settlement Cost/ (Credit) | --- | --- |
| 6 | Plan Amendments | --- | --- |
| 7 | Acquisitions | --- | --- |
| 8 | Actuarial Losses/ (Gains) | 1,99,586 | (9,374) |
| 9 | Benefit Payments | (80,770) | (3,94,327) |
| 10 | Present Value of PBO at the End of Period | (15,09,299) | (11,48,178) |

Financial Statement

| PARTICULARS | | 2015-16 Gratuity | 2014-15 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 | 8.00% | 8.00% |
| 2 | Expected Return on Assets | N.A | N.A |
| 3 | Salary Escalations | 6.00% | 5.00% |
| 4 | Mortality | LIC (2006-08) Ultimate | LIC (2006-08) Ultimate |
| 5 | The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market. | | |
| 6 | Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities. | | |

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

(i) Enterprises where control exists

(A) Subsidiaries:-

| Sl. No. | Name of Company | Sl.No. | Name of Company |
|---------|---|--------|--|
| 1 | Bahubali Tie-Up Private Limited | 7 | Triton Commercial Private Limited |
| 2 | Baron Suppliers Private Limited | 8 | Rathi Ess En Finance Co. Private Limited * |
| 3 | Bhagwati Builders & Development Private Limited | 9 | Raj Construction Projects Private Limited |
| 4 | Bhagwati Plasto Works Private Limited | 10 | RDB Legend Infrastructure Private Limited |
| 5 | Headman Mercantile Private Limited | 11 | RDB Realty Private Limited ** |
| 6 | Kasturi Tie-Up Private Limited | 12 | Maple Tie-up Private Limited *** |

* Entire holding of the company was disposed off as on 20.03.2015.

** 860154 Shares representing 8.60% holding were disposed on 28.07.14, resulting in reduction in holding to 53.63%.

*** 7000 shares representing 70% the holding of the company were acquired by Parent company as on 01.07.14.

(B) Partnership Firm/LLP:-

| Sl. No. | Name of Company | Sl.No. | Name of Company |
|---------|------------------------------------|--------|--|
| 1 | Bindi Developers | 3 | Aristo Infra Developers LLP (w.e.f 01.12.14) |
| 2 | Mas Construction (w.e.f. 01.04.14) | 4 | Nirvana Devcon LLP (w.e.f. 15.10.15) |

(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 Statement

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

| Nature of Transactions | Subsidiaries | Partnership Firms & LLP | Associates | Key Management Personnel & their Relatives | Enterprises over which KMP & their relatives have significant influence |
|--|--------------------------------|------------------------------|--------------------|--|---|
| Interest Income | 3,58,272 (1,24,86,917) | 56,46,154 (16,61,397) | --- | --- | --- |
| Share of Profit Earned | --- | 1,37,083 (6,45,281) | --- | --- | --- |
| Rent Paid | 90,000 (90,000) | --- | --- | --- | --- |
| Interest Paid | --- | 49,388 (--- | --- | --- | 3,85,853 (1,12,130) |
| Interest Paid capitalised to construction work in progress | --- | --- | --- | --- | 6,01,643 (--- |
| Directors' Remuneration | --- | --- | --- | 18,60,000 (18,60,000) | --- |
| Unsecured Loan Received | --- | --- | --- | --- | 2,72,50,000 (1,08,50,364) |
| Unsecured Loan Repaid | --- | --- | --- | --- | --- |
| Capital Introduced in Partnership Firm | --- | 1,48,78,076 (4,24,23,484) | --- | --- | --- |
| Refund of Capital by Partnership Firm | --- | 52,00,000 (45,00,000) | --- | --- | --- |
| Refund of Share Application Money | --- | --- | --- | --- | --- |
| Loan Given | 64,303 (10,19,97,973) | --- | --- | --- | --- |
| Refund of Loan Given | 40,00,000 (32,44,89,975) | --- | --- | --- | --- |
| Closing Balance | | | | | |
| Payable | 1,19,360 (16,854) | --- | --- | --- | --- |
| Loan Given | 4,48,178 (40,61,430) | --- | --- | --- | --- |
| Unsecured Loan Taken | --- | --- | --- | --- | 3,21,38,747 (72,95,718) |
| Investment | 25,24,65,393 (25,24,65,393) | 5,67,63,492 (4,13,51,567) | 50,000 (50,000) | --- | --- |

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

Financial Statement

33. Rs.1,13,76,458/- (P.Y. - Nil) interest provided on loan taken for real estate projects or loan fund deployed on real estate projects has been capitalised to construction work in progress in accordance with AS - 16 "Borrowing Cost"

34. Contingent Liabilities:-

- a) On account of Guarantee Rs. 1832.41 lacs (Previous Year Rs. 1475.59 lacs) issued by the company's bankers to the Contractee for projects under EPC Division.
- b) 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. The management is to get judgement in it's favour, and hence have not made any provision in the financial statement.
- c) 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.
- d) Demand has been raised by Income Tax Department for Rs.102.36 Lacs against company for the Asst Year 13 - 14 against which appeal is yet to be filed with Commissioner (Appeal) of Income Tax.

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

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

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No.303119E

For and on behalf of the Board

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Kolkata

The 30th day of May 2016

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

We have audited the accompanying consolidated financial statements of **RDB REALTY & INFRASTRUCTURE LIMITED** (herein referred to as the "holding company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates, which comprise the consolidated Balance Sheet as at 31st March, 2016, the consolidated Statement of Profit & Loss and consolidated Cash Flow Statement for the year ended on that date, and also a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of 11 subsidiaries whose financial statements reflect total assets of Rs. 47481.59 Lacs as at 31.03.16, the total revenue of Rs. 1713.45 Lacs as at 31.03.16. The consolidated financial statements also includes the group's share of net profit of Rs. 34.68 Lacs for the year ended in that date as considered in the consolidated financial statements, in respect of one (1) associate, whose financial statements have not been audited by us. These financial information have been audited by other auditors whose report(s) has (have) been furnished to us by the management, and our opinion on consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and associate, is based solely on report of the other auditors.

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

Consolidated Financial Statement

Emphasis of Matter

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

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

Report on Other Legal and Regulatory Requirements

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

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Consolidated Balance Sheet, Consolidated the Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 (b) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Appellate tribunal of Income Tax. Our opinion is not qualified on this matter*
 - (ii) *Note 36 (c)&(d) to the standalone financial statements which, describes the uncertainty related to the outcome of pending dispute in the matter of Income Tax against Commissioner (Appeal) of Income Tax. Our opinion is not qualified on this matter.*
 - (iii) *Note 37 to the standalone financial statements which, describes the uncertainty related to the recovery of amount of sub-contractor in the matter of revocation of bank guarantee by contractor. Our opinion is not qualified on this matter.*
 - (b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S. M. Daga & Co.
Chartered Accountants
Firm Registration No. 303119E

Deepak Kumar Daga
(Partner)
Membership No. 059205
Place: 11, Clive Row, Kolkata – 700 001.
Date: 30th May, 2016.

TO THE MEMBERS OF RDB REALTY & INFRASTRUCTURE LIMITED

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

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended March 31, 2016, 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 financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

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, 2016, 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, 2016.

Consolidated Financial Statement

Consolidated Balance Sheet as at 31st March 2016

(Amount in Rs.)

| Particulars | Notes No. | As at 31st March 2016 | | As at 31st March 2015 | |
|--|-----------|--------------------------|----------------------|--------------------------|----------------------|
| I EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' Funds | | | | | |
| a) Share Capital | 1 | 172,834,000 | | 172,834,000 | |
| b) Reserves & Surplus | 2 | 1,043,099,160 | 1,215,933,160 | 1,037,143,475 | 1,209,977,475 |
| 2. Minority Interest (Refer Note No. 32) | | | 188,084,148 | | 213,107,110 |
| 3. Non Current Liabilities | | | | | |
| a) Long Term Borrowings | 3 | 297,265,935 | | 302,561,827 | |
| b) Deferred Tax Liabilities (Net) | 4 | 810,272 | | --- | |
| c) Other Long Term Liabilities | 5 | 159,756,069 | | 148,366,747 | |
| d) Long Term Provisions | 6 | 589,172 | 458,421,448 | 295,315 | 451,223,889 |
| 4. Current Liabilities | | | | | |
| a) Short Term Borrowings | 7 | 925,496,056 | | 611,172,583 | |
| b) Trade Payables | 8 | 474,542,894 | | 413,486,596 | |
| c) Other Current Liabilities | 9 | 3,515,867,852 | | 3,169,927,174 | |
| d) Short Term Provisions | 10 | 11,014,832 | 4,926,921,633 | 41,730,845 | 4,236,317,199 |
| Total | | | 6,789,360,388 | | 6,110,625,673 |
| II ASSETS | | | | | |
| 1. Non Current assets | | | | | |
| a) Fixed Assets | 11 | | | | |
| i) Tangible Assets | | 91,441,976 | | 75,755,498 | |
| ii) Intangible Assets | | 116,111 | | 226,453 | |
| iii) Capital Work in Progress | | --- | | --- | |
| | | 91,558,087 | | 75,981,951 | |
| b) Non Current Investments | 12 | 98,039,745 | | 91,143,572 | |
| c) Deferred Tax Assets (Net) | 4 | --- | | 497,112 | |
| d) Long Term Loans & Advances | 13 | 957,737,516 | 1,147,335,347 | 703,806,918 | 871,429,553 |
| 3. Current Assets | | | | | |
| a) Inventories | 14 | 4,476,254,061 | | 4,192,010,898 | |
| b) Trade Receivable | 15 | 594,359,532 | | 486,134,626 | |
| c) Cash and Bank Balances | 16 | 77,976,282 | | 70,086,207 | |
| d) Short Term Loans & Advances | 17 | 389,318,522 | | 385,619,291 | |
| e) Other Current Assets | 18 | 104,116,645 | 5,642,025,041 | 105,345,097 | 5,239,196,119 |
| Total | | | 6,789,360,388 | | 6,110,625,672 |
| Significant accounting policies and other notes to Financial Statements | 27-39 | | | | |
| Notes referred to above forms an integral part of the Financial Statements | | | | | |

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

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No.303119E

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Kolkata

The 30th day of May 2016

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Consolidated Financial Statement

Consolidated Statements of Profit and Loss for the Year ended 31st March 2016

(Amount in Rs.)

| Particulars | Notes No. | For the Year ended 31st March 2016 | For the year ended 31st March 2015 |
|---|-----------|------------------------------------|------------------------------------|
| REVENUE | | | |
| Revenue From Operations | 19 | 489,811,985 | 616,428,842 |
| Other Income | 20 | 7,004,198 | 31,885,033 |
| | | 496,816,183 | 648,313,875 |
| EXPENSES | | | |
| Construction Activity Expenses | 21 | 687,647,278 | 626,369,626 |
| Changes in Inventories of Finished Goods and Work in Progress | 22 | (284,024,136) | (130,772,195) |
| Employee Benefits Expense | 23 | 14,084,691 | 17,611,210 |
| Finance Costs | 24 | 38,491,646 | 39,930,667 |
| Depreciation & Amortisation | 25 | 8,813,787 | 4,124,689 |
| Other Expenses | 26 | 32,532,477 | 37,496,135 |
| | | 497,545,743 | 594,760,133 |
| PROFIT BEFORE TAX | | (729,560) | 53,553,743 |
| Less: Provision For Tax | | | |
| - Current Tax | | 9,914,705 | 19,853,000 |
| - Tax Adjustment For Earlier Years | | 5,110,277 | 641,026 |
| - Deferred Tax | | 1,307,384 | (820,771) |
| | | 16,332,366 | 19,673,255 |
| PROFIT AFTER TAX (Before Share of Results of Associates and Minority Interests) | | (17,061,926) | 33,880,488 |
| Share of Profit/(Loss) in Associates | | 3,467,689 | 172,150 |
| Minority's Interest | | 19,753,016 | (45,902) |
| PROFIT AFTER TAX | | 6,158,778 | 34,006,736 |
| EARNINGS PER SHARE (FV Rs.10/-) | | | |
| - Basic | | 0.36 | 1.97 |
| - Diluted | | 0.36 | 1.97 |
| Notes referred to above forms an integral part of the Financial Statements | 27-39 | | |

This is the Statement of Profit and Loss 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
Kolkata
The 30th day of May 2016

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Consolidated Financial Statement

Consolidated Cash Flow Statement for the year ended 31st March, 2016

(Amount in Rs.)

| Cash Flow Statement | For the year ended 31st March, 2016 | | For the year ended 31st March, 2015 | |
|---|--|----------------------|--|----------------------|
| A. Cash flow from operating activities : | | | | |
| Net profit before tax as per Statement of Profit and Loss | | (729,560) | | 53,553,743 |
| Adjustments for | | | | |
| Depreciation & Amortisation | 8,813,787 | | 4,124,689 | |
| Interest Paid | 112,099,210 | | 80,226,178 | |
| (Profit) / Loss on Sale of Investment | --- | | (26,849,630) | |
| (Profit) / Loss on Sale of Fixed Assets | 83,875 | | (91,340) | |
| Fixed Assets written off | 76,862 | | 6,491 | |
| Bad Debts | --- | | 41,184 | |
| Liabilities no longer payable written back | (5,039,664) | | (261,228) | |
| Provision for Employee Benefits | 441,891 | | 206,761 | |
| Interest Received | (25,098,273) | 91,377,688 | (27,411,585) | 29,991,520 |
| Operating Profit Before Working Capital Changes | | 90,648,128 | | 83,545,263 |
| (Increase) / Decrease in Inventories | (284,243,163) | | (101,848,199) | |
| Increase / (Decrease) of Provision for Employee Benefits | (320,627) | | (2,417) | |
| (Increase) / Decrease in Trade receivables | (108,224,906) | | (78,944,740) | |
| (Increase) / Decrease of Short-Term Advances | 38,812,216 | | 60,299,074 | |
| (Increase) / Decrease of Long-Term Advances | (253,930,597) | | (71,167,843) | |
| Increase / (Decrease) of Other Long-Term Liabilities | 11,389,322 | | (53,362,402) | |
| Increase / (Decrease) in Trade Payables | 66,095,961 | | (40,509,284) | |
| Increase / (Decrease) of Other Current Liabilities | 345,698,445 | (184,723,349) | 260,394,979 | (25,140,832) |
| Cash generated from operations | | (94,075,221) | | 58,404,431 |
| Less: Direct taxes paid/ (Refunds) including Interest (Net) | | 23,927,077 | | 34,947,214 |
| Cash Flow before Exceptional Items | | (118,002,298) | | 23,457,217 |
| Net cash Generated/(used) from operating activities | | (118,002,298) | | 23,457,217 |
| B. Cash Flow from Investing Activities : | | | | |
| Purchase of fixed assets | (25,233,827) | | (8,704,678) | |
| Sale of fixed assets | 100,000 | | 200,000 | |
| Interest Received | 25,098,273 | | 37,761,184 | |
| Investment with Subsidiaries, Associates and Firms | (2,551,458) | | (60,685,000) | |
| Minority' Interest Loss / (Gain) | (5,473,041) | | 8,420,282 | |
| Loans Refund / (Given) | (42,416,283) | | (107,242,347) | |
| Withdraw Fixed Deposits / (Fixed Deposits Earned) | (7,774,252) | (58,250,588) | 24,671,799 | (105,578,760) |
| Net cash from investing activities | | (58,250,588) | | (105,578,760) |
| C. Cash flow from financing activities : | | | | |
| Proceeds / (Repayment) of Long Term Borrowings | (5,295,892) | | 42,657,552 | |
| Proceeds / (Repayment) of Short Term Borrowings | 314,323,472 | | 92,675,512 | |
| Interest Paid | (112,099,210) | | (80,226,178) | |
| Dividend paid | (17,283,400) | | (17,283,400) | |
| Dividend Tax paid | (3,518,494) | 176,126,477 | (2,937,314) | 34,886,172 |
| Net cash generated/(used) in financing activities | | 176,126,477 | | 34,886,172 |
| Net increase/(decrease) in cash and cash equivalents (A+B+C) | | (126,409) | | (47,235,370) |
| Cash and cash equivalents -Opening balance | | 39,867,089 | | 87,102,459 |
| Cash and cash equivalents -Closing balance | | 39,740,680 | | 39,867,089 |
| CASH AND CASH EQUIVALENTS : | | | | |
| Balances with Banks | | 33,305,090 | | 34,049,579 |
| Cash on hand (As certified by the management) | | 6,435,590 | | 5,817,510 |
| | | 39,740,680 | | 39,867,089 |

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

For and on behalf of the Board

For S. M. DAGA & CO.

Chartered Accountants

Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner

Membership No. 059205

Kolkata

The 30th day of May 2016

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | As at 31st March 2015 |
|--|--------------------------|--------------------------|
| Notes No. - 1 | | |
| SHARE CAPITAL (Equity Share of Rs.10/- each) | | |
| a. Authorised Share Capital | | |
| Number of Equity shares | 200,000,000 | 200,000,000 |
| 2,00,00,000 (Previous year 2,00,00,000) | 200,000,000 | 200,000,000 |
| b. Issued, subscribed and paid-up share capital : | | |
| Number of Equity shares fully paid up | 172,834,000 | 172,834,000 |
| 1,72,83,400 (Previous year 1,72,83,400) | 172,834,000 | 172,834,000 |

c. Reconciliation of number of equity shares outstanding

| Particulars | As at 31 March, 2016 | As at 31 March, 2015 |
|---------------------------------|----------------------|----------------------|
| As at the beginning of the year | 17,283,400 | 17,283,400 |
| As at the end of the year | 17,283,400 | 17,283,400 |

d. The rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend and repayment of capital

The Company has only one class of equity shares having par value of Rs.10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.

e. Details of shareholders holding more than 5% shares, with voting rights.

| Name of Equity shareholders | As at 31 March, 2016 | | As at 31 March, 2015 | |
|---|----------------------|-----------|----------------------|-----------|
| | Shares held (No.) | % holding | Shares held (No.) | % holding |
| BFM Industries Limited | 3,248,500 | 18.80 | 3,248,500 | 18.80 |
| Khatod Investments & Finance Company Limited | 2,960,625 | 17.13 | 2,960,625 | 17.13 |
| Vinod Dugar | 2,068,023 | 11.97 | 2,068,023 | 11.97 |
| Sheetal Dugar | 1,639,882 | 9.49 | 1,639,882 | 9.49 |
| NTC Industries Limited (Formerly Known as RDB Industries Ltd) | 1,260,000 | 7.29 | 1,260,000 | 7.29 |

f) None of the Shares are reserved for issue under options or contracts.

g) shares issued for consideration other than cash or bonus to shareholders or bought back from shareholders within the period of 5 years

| Issued Pursuant to | Period (FY) | Number of Shares |
|-----------------------------|-------------|------------------|
| Scheme of Demeger (i) | 2010 - 11 | 1,07,50,000 |
| Scheme of Amalgamation (ii) | 2012 - 13 | 64,83,400 |

i) 1,07,50,000 Shares were issued in the FY 10-11 to the Shareholders of NTC Industries Ltd. (Formerly RDB Industries Ltd.) in pursuance of scheme of arrangement for demerger of Real Estate Division of RDB Industries Ltd. (Now known as NTC Industries Ltd.)

ii) 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 has 64,83,400 Nos. of Shares to the shareholders of the Pincha Home Builders Private Limited. in the ratio 1:2.2 (Refer Note No. 34)

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--------------------------|----------------------|--------------------------|----------------------|
| Notes No. - 2 | | | | |
| <u>RESERVES & SURPLUS</u> | | | | |
| <u>a) Capital Reserve</u> | | | | |
| As per last Consolidated Financial Statements | (59,807,868) | | (57,723,568) | |
| Add: during the year* | --- | | (2,084,300) | |
| (*Refer note no. 31 of notes to the Consolidated Financial Statements) | | (59,807,868) | | (59,807,868) |
| <u>b) Securities Premium Account</u> | | | | |
| As per last Consolidated Financial Statements | | 474,526,180 | | 474,526,180 |
| <u>c) General Reserve</u> | | | | |
| As per last Consolidated Financial Statements | | 198,909,337 | | 198,909,337 |
| <u>d) Surplus i.e. Balance in Statement of Profit and Loss</u> | | | | |
| As per last Consolidated Financial Statements | 423,312,733 | | 410,733,457 | |
| Add : Profit during the year | 6,158,778 | | 34,006,736 | |
| | 429,471,511 | | 444,740,194 | |
| <u>Less : Appropriations</u> | | | | |
| Fixed Assets w/off pursuant to transistional provision of Sch - II of Companies Act, 2013. | --- | | 422,473 | |
| Proposed Equity Dividend | --- | | 17,283,400 | |
| Dividend Distribution Tax | --- | | 3,518,494 | |
| | --- | | 21,224,367 | |
| Surplus as at the end of the period | | 429,471,511 | | 423,515,827 |
| | | 1,043,099,160 | | 1,037,143,475 |
| Notes No. - 3 | | | | |
| <u>LONG TERM BORROWINGS</u> | | | | |
| <u>Secured Loans</u> | | | | |
| <u>From Bank</u> | | | | |
| Term Loan | 96,548,634 | | 122,830,775 | |
| Equipement Loan | 707,765 | | --- | |
| Vehicle Loan | --- | 97,256,399 | 633,123 | 123,463,898 |
| <u>From Others</u> | | | | |
| Term Loan | --- | | 28,418,916 | |
| Equipment Loan | --- | --- | 2,654,883 | 31,073,799 |
| <u>Unsecured Loans</u> | | | | |
| From Directors | 83,711,000 | | 83,511,000 | |
| From Others | 116,298,536 | 200,009,536 | 64,513,130 | 148,024,130 |
| | | 297,265,935 | | 302,561,827 |

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Nature of Security | Payment Details | Others Remarks | 2015-16 | 2014-15 |
|--|--|---|------------|------------|
| Secured - Term Loan from Bank | | | | |
| 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% | 16,073,418 | 20,273,047 |
| 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 10.00% | 1,652,346 | 3,111,483 |
| 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 05.10.21 | The applicable rate of interest is Base Rate plus 2.60% | 54,822,870 | 63,446,245 |
| 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 Base Rate plus 3.00% | 24,000,000 | 36,000,000 |
| Secured - Term Loan from Others | | | | |
| Secured against equipment and collateral security of property | The Loan is repayable in 27 equal monthly installments of Rs.18.64 Lacs & 9.32 Lacs each starting from 22.05.14 and last installment falling due on 22.02.17 | The applicable rate of interest is Benchmark Rate | --- | 28,418,916 |
| Secured - Others Loan from Bank | | | | |
| For acquisition of Civil Constuction Assets agnaist hypothecation of assets purchased | The loan is repaybale in 35 equal monthly installments of Rs. 1.81 Lacs (incl. Interest) starting from 30.09.13 and ending on 20.07.16 | The applicable rate of interest is base rate plus 5.75% | 707,765 | 2,654,883 |
| Secured by way of charge on Vehicle | Loan is repayable in 36 equal monthly installments of Rs.3.20 lacs (incl. Interest) starting from 05.06.13 and last installment falling due on 05.05.16. | The applicable rate of interest is Base Rate. | 0.00 | 633,123 |

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--------------------------|--------------------|--------------------------|--------------------|
| Notes No. - 4 | | | | |
| DEFERRED TAX LIABILITIES (NET) | | | | |
| Deferred Tax Liabilities on | | | | |
| Depreciation Allowance on Fixed Assets | 1,465,524 | | 63,674 | |
| Sub Total (A) | | 1,465,524 | | 63,674 |
| Deferred Tax Assets on | | | | |
| Amalgamation Expenses | 42,074 | | 84,152 | |
| Provision for Gratuity | 613,178 | | 476,634 | |
| Sub Total (B) | | 655,252 | | 560,786 |
| Deferred Tax (Assets) / Liabilities (Net) (A-B) | | 810,272 | | (497,112) |
| Notes No. - 5 | | | | |
| OTHER LONG TERM LIABILITIES | | | | |
| Unsecured | | | | |
| Advance Against Properties | | | | |
| - Related Party | | 10,515,313 | | |
| - Others | | 128,985,688 | | 127,707,108 |
| Sundry Deposits | | 20,255,068 | | 20,659,639 |
| | | 159,756,069 | | 148,366,747 |
| Notes No. - 6 | | | | |
| LONG TERM PROVISIONS | | | | |
| Provision for Employee Benefits | | 589,172 | | 295,315 |
| | | 589,172 | | 295,315 |
| Notes No. - 7 | | | | |
| SHORT TERM BORROWINGS | | | | |
| Repayable on Demand | | | | |
| From Banks : Over Draft (Secured) | | | | |
| For General Business Purpose | | | | |
| Rate of Interest is Base Rate plus 3% | | | | |
| Secured by way of charge on book debts, stock and all others current assets present and future pertaining to all contracts under EPC business of the company, corporate guarantee of subsidiary and personal guarantee of promoter and managing director of the parent company. | | 18,252,465 | | 18,592,198 |
| From Other Than Bank(Unsecured) | | | | |
| a) Directors | | 31,497,088 | | --- |
| b) Related Parties | | 49,352,079 | | 177,810,808 |
| c) Others | | 826,394,424 | | 414,769,577 |
| | | 925,496,056 | | 611,172,583 |
| Notes No. - 8 | | | | |
| TRADE PAYABLES | | | | |
| Trade Payables * | | 474,542,894 | | 413,486,596 |
| * 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. | | | | |
| | | 474,542,894 | | 413,486,596 |

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|--|--|--------------------------------------|--|--------------------------------------|
| Notes No. - 9 | | | | |
| OTHER CURRENT LIABILITIES | | | | |
| Current Maturities of Long Term Debt | | 55,150,272 | | 54,620,261 |
| Interest Accrued but not Due on long Term Debt | | 1,251,980 | | 1,686,111 |
| Advances from Customers | | 2,695,665,740 | | 2,531,842,267 |
| Advances from Others | | 734,167,011 | | 548,786,557 |
| Retention Money | | 8,553,647 | | 9,455,505 |
| Outstanding Statutory Payment | | 14,191,577 | | 21,764,955 |
| Unclaimed Dividend* | | 998,869 | | 756,637 |
| Other Liabilities | | 5,888,757 | | 1,014,882 |
| * There is no amount due and outstanding as on 31st March, 2016 to be credited to Investor Education and Protection Fund. | | | | |
| | | 3,515,867,852 | | 3,169,927,174 |
| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
| | Nos. of Equity Shares Fully Paid | Cost of Share Amount in (Rs.) | Nos. of Equity Shares Fully Paid | Cost of Share Amount in (Rs.) |
| Notes No. - 10 | | | | |
| SHORT TERM PROVISIONS | | | | |
| Income Tax | | 9,914,705 | | 19,950,088 |
| Proposed Equity Dividend* | | --- | | 17,283,400 |
| Dividend Distribution Tax on Proposed Equity Dividend* | | --- | | 3,518,494 |
| Other Short Term Provisions | | 180,000 | | 126,000 |
| Provision for Employee Benefits | | 920,127 | | 852,863 |
| * The Board of Directors has recommended, subject to approval of shareholders, of dividend of Rs. 1.00 per equity share of Rs. 10/- each, aggregating to Rs. 208 lakhs (Previous Year Rs. 1.00, aggregating Rs. 202.20 Lakhs) including dividend distribution tax. | | | | |
| | | 11,014,832 | | 41,730,845 |

Notes No. - 11

FIXED ASSETS

(Amount in Rs.)

| Description of Assets | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|--------------------------|----------------------------|---------------------------------|----------------------------------|-----------------------------|-----------------------------|------------------|----------------------------------|-----------------------------|-----------------------------|-----------------------------|
| | As at 1st April 2015 | Additions During the Year | Deductions During the Year | As at 31st March 2016 | Up to 31st March 2015 | For the Year | Deductions During the Year | Up to 31st March 2016 | As at 31st March 2016 | As at 31st March 2015 |
| Tangible Assets | | | | | | | | | | |
| Lands | 475,086 | --- | --- | 475,086 | --- | --- | --- | --- | 475,086 | 475,086 |
| Buildings | 42,822,605 | --- | --- | 42,822,605 | 9,255,796 | 578,836 | --- | 9,834,632 | 32,987,973 | 33,566,809 |
| Plant & Machineries | 32,106,286 | 179,440 | --- | 32,285,726 | 10,607,185 | 2,359,000 | --- | 12,966,185 | 19,319,541 | 21,499,101 |
| Furniture & Fixtures | 3,372,494 | 100,044 | --- | 3,472,538 | 1,892,110 | 231,026 | --- | 2,123,136 | 1,349,402 | 1,480,384 |
| Vehicles | 31,257,712 | 24,650,218 | 722,928 | 55,185,002 | 13,047,547 | 5,757,400 | 539,053 | 18,265,894 | 36,919,108 | 18,210,165 |
| Computers | 4,482,889 | 304,125 | --- | 4,787,014 | 3,958,934 | 437,214 | --- | 4,396,148 | 390,866 | 523,955 |
| Sub Total | 114,517,072 | 25,233,827 | 722,928 | 139,027,971 | 38,761,572 | 9,363,476 | 539,053 | 47,585,995 | 91,441,976 | 75,755,500 |
| Intangible Assets | | | | | | | | | | |
| Computer Softwares | 1,597,916 | --- | --- | 1,597,916 | 1,371,463 | 110,342 | --- | 1,481,805 | 116,111 | 226,453 |
| Sub Total | 1,597,916 | --- | --- | 1,597,916 | 1,371,463 | 110,342 | --- | 1,481,805 | 116,111 | 226,453 |
| Grand Total | 116,114,988 | 25,233,827 | 722,928 | 140,625,887 | 40,133,035 | 9,473,818 | 539,053 | 49,067,800 | 91,558,087 | 75,981,953 |
| Previous Year | 79,504,614 | 5,733,296 | 3,052,220 | 82,185,690 | 27,678,456 | 4,173,559 | 293,655 | 31,558,360 | 50,627,330 | 49,176,252 |



(Amount in Rs.)

Annual Report 2015-2016 92

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | As at 31st March 2016 | | As at 31st March 2015 | |
|---|--------------------------|----------------------|--------------------------|----------------------|
| Notes No. - 13 | | | | |
| <u>LONG TERM LOANS & ADVANCES</u> | | | | |
| (Unsecured, Considered Good) | | | | |
| Capital Advances | | 399,272,606 | | 138,844,146 |
| Other Advances (Refer Note No. 37) | | 55,774,727 | | 55,774,727 |
| Sundry Deposits | | 502,338,583 | | 508,660,645 |
| Preliminary Expenses | | 351,600 | | 527,400 |
| | | 957,737,516 | | 703,806,918 |
| Notes No. - 14 | | | | |
| <u>INVENTORIES</u> | | | | |
| For valuation refer note 27(III)(H) | | | | |
| Work in Progress | | 4,211,893,769 | | 3,914,557,349 |
| Finished Goods | | 264,360,292 | | 277,453,549 |
| (As taken, valued and certified by the management) | | 4,476,254,061 | | 4,192,010,898 |
| Notes No. - 15 | | | | |
| <u>TRADE RECEIVABLE</u> | | | | |
| (Unsecured, considered good) | | | | |
| Debts outstanding for a period exceeding six months | | 72,344,018 | | 9,956,388 |
| Other Debts | | 522,015,514 | | 476,178,238 |
| | | 594,359,532 | | 486,134,626 |
| Notes No. - 16 | | | | |
| <u>CASH AND BANK BALANCES</u> | | | | |
| <u>a. Cash and Cash Equivalents :</u> | | | | |
| Balances with Banks | 33,305,090 | | 34,049,579 | |
| Cash on hand (As certified by the management) | 6,435,590 | 39,740,680 | 5,817,510 | 39,867,089 |
| <u>b. Other Bank Balances :</u> | | | | |
| Unpaid Dividend | 998,869 | | 756,637 | |
| Fixed Deposit Account | 37,236,733 | 38,235,602 | 29,462,481 | 30,219,118 |
| (Pledged with respective Bank against credit facilities availed by the Company) | | | | |
| | | 77,976,282 | | 70,086,207 |
| Notes No. - 17 | | | | |
| <u>SHORT TERM LOANS & ADVANCES</u> | | | | |
| (Unsecured, considered good) | | | | |
| Loans to Related Parties | | 65,415,639 | | 60,748,345 |
| Loans to Others | | 205,552,462 | | 167,803,473 |
| Other Advances | | 118,350,421 | | 157,067,473 |
| | | 389,318,522 | | 385,619,291 |
| Notes No. - 18 | | | | |
| <u>OTHER CURRENT ASSETS</u> | | | | |
| (Unsecured, considered good) | | | | |
| Income Tax advance and Tax Deduct at Source | | 32,265,857 | | 33,399,146 |
| Balance with Revenue Authorities | | 71,138,919 | | 71,602,366 |
| Prepaid Expenses | | 536,069 | | 167,786 |
| Other Current Assets | | 175,800 | | 175,800 |
| | | 104,116,645 | | 105,345,097 |

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | For the Year ended 31st March 2016 | | For the year ended 31st March 2015 | |
|---|---------------------------------------|----------------------|---------------------------------------|----------------------|
| Notes No. - 19 | | | | |
| REVENUE FROM OPERATIONS | | | | |
| a) Sales | | | | |
| Construction Activities | | 400,654,947 | | 524,402,920 |
| Services | | 18,998,322 | | 22,593,714 |
| Sub Total (A) | | 419,653,269 | | 546,996,634 |
| b) Other Operating Income | | | | |
| Rental Income | | 43,723,436 | | 42,020,624 |
| Profit / (Loss) from Partnership Firms | | 1,337,008 | | |
| Interest Received | | | | |
| - On Capital with Partnership Firm* | 3,594,649 | | 1,044,399 | |
| - From Related Parties | 5,458,270 | | 174,838 | |
| - Others | 16,045,354 | 25,098,273 | 26,192,348 | 27,411,585 |
| (*Non current, Trade Investment) | | | | |
| Sub Total (B) | | 70,158,717 | | 69,432,209 |
| Total (A + B) | | 489,811,985 | | 616,428,842 |
| Notes No. - 20 | | | | |
| OTHER INCOME | | | | |
| Profit on Sale of Fixed Assets | | --- | | 91,340 |
| Liabilities/ advances no longer payable written back | | 5,039,664 | | 261,228 |
| Profit on Sale of Investment (Non Current, Trade, Subsidiary) | | --- | | 26,849,630 |
| Miscellaneous Income | | 1,964,534 | | 4,682,835 |
| | | 7,004,198 | | 31,885,033 |
| Notes No. - 21 | | | | |
| CONSTRUCTION ACTIVITY EXPENSES | | | | |
| Direct Purchase Cost for the Project | | 94,990,174 | | 155,261,317 |
| Cost of Land and Development Charges | | 85,279,865 | | 672,385 |
| Construction and Other Materials | | 227,969,996 | | 178,253,216 |
| Contract Labour Charges | | 101,876,106 | | 85,457,230 |
| Interest on Project Loan* | | 74,417,234 | | 42,441,636 |
| Professional Charges | | 4,112,401 | | 2,023,806 |
| Other Construction Expenses | | 99,001,502 | | 162,260,037 |
| * Interest paid on loans taken for real estate projects has been included in the value of inventory in accordance with AS-16 - "Borrowing Costs". | | | | |
| | | 687,647,278 | | 626,369,626 |
| Notes No. - 22 | | | | |
| CHANGES IN INVENTORIES OF FINISHED GOODS AND CONSTRUCTION WORK IN PROGRESS | | | | |
| Opening stock | | | | |
| Construction Work in Progress | 3,950,245,113 | | 3,813,648,881 | |
| Finished Goods | 241,984,811 | | 247,589,822 | |
| Sub Total (A) | | 4,192,229,924 | | 4,061,238,703 |
| Closing stock | | | | |
| Construction Work in Progress | 4,211,893,769 | | 3,914,557,349 | |
| Finished Goods | 264,360,292 | | 277,453,549 | |
| Sub Total (B) | | 4,476,254,061 | | 4,192,010,898 |
| Total (A - B) | | (284,024,136) | | (130,772,195) |

Consolidated Financial Statement

Notes to Consolidated Financial Statement

(Amount in Rs.)

| Particulars | For the Year ended 31st March 2016 | | For the year ended 31st March 2015 | |
|---|---------------------------------------|-------------------|---------------------------------------|-------------------|
| Notes No. - 23 | | | | |
| EMPLOYEE BENEFITS EXPENSE | | | | |
| Salaries, Wages, Bonus, Exgratia etc. | | 13,109,538 | | 17,091,627 |
| Staff Welfare Expenses | | 405,596 | | 195,578 |
| Contribution to Provided Fund | | 127,666 | | 117,244 |
| Gratuity | | 441,891 | | 206,761 |
| | | 14,084,691 | | 17,611,210 |
| Notes No. - 24 | | | | |
| FINANCE COSTS | | | | |
| Interest | | 37,681,975 | | 37,784,542 |
| Finance Charges | | 809,671 | | 2,146,124 |
| | | 38,491,646 | | 39,930,666 |
| Notes No. - 25 | | | | |
| DEPRECIATION AND AMORTISATION | | | | |
| Amortisations | | 110,342 | | 162,208 |
| Depreciation | 9,363,476 | | 4,384,954 | |
| Less : Depreciation transferred to Work in Progress | (583,169) | | --- | |
| Less : Fixed Assets written off | (76,862) | | --- | |
| Less : Fixed Assets written off pursuant to transitional provision of Schedule - II of Companies Act, 2013. | --- | 8,703,445 | (422,473) | 3,962,481 |
| | | 8,813,787 | | 4,124,689 |
| Notes No. - 26 | | | | |
| OTHER EXPENSES | | | | |
| Rates & Taxes | | 3,407,901 | | 3,836,027 |
| Rent | | 1,047,261 | | 1,010,894 |
| Professional Charges | | 1,907,084 | | 1,332,024 |
| Insurance | | 369,146 | | 364,456 |
| Electricity Expenses | | 745,482 | | 755,552 |
| Motor Vehicle Expenses | | 713,554 | | 568,463 |
| Repair & Maintenance | | 6,168,359 | | 3,452,219 |
| Travelling & Conveyance Expenses | | 447,967 | | 279,002 |
| Postage, Telegraph & Telephones | | 556,584 | | 789,013 |
| Printing & Stationary | | 467,345 | | 519,941 |
| Donation | | --- | | 400,000 |
| Contribution to CSR Activities | | 1,821,000 | | 1,551,000 |
| Miscellaneous Expenses | | 1,895,014 | | 2,488,478 |
| Loss on Sale of Fixed Assets | | 83,875 | | --- |
| Fixed Assets Written off | | 76,862 | | 6,491 |
| Bad Debts / Advance Written Off | | --- | | 41,184 |
| Auditors Remuneration : | | | | |
| - Statutory Audit Fee | 317,500 | | 317,500 | |
| - Tax Audit Fee | 48,500 | 366,000 | 33,500 | 351,000 |
| Selling, Distribution and Other Expenses | | 12,459,043 | | 19,750,392 |
| | | 32,532,477 | | 37,496,135 |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

I) PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements include the financial statements of RDB Realty & Infrastructure Limited, the parent company, and its subsidiaries, associates, partnership firm & LLP (Refer Note No. 26(II)A) (collectively referred to as "Group") on the following basis:

- A. The Consolidated Financial Statements have been prepared in accordance with Accounting Standard - 21 on "Consolidated Financial Statements", and Accounting Standard - 23 on "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government as Companies (Accounting Standards), Rules 2006, in exercise of powers conferred u/s 129 of Companies Act, 2013.
- B. The financial statement of the parent company and its subsidiaries as on 31st March, 2016 are combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after adjustments / elimination of inter-company transactions, balances including unrealized profit etc.
- C. The surplus/deficit of cost of investment in the subsidiary over the proportionate share in equity of subsidiary as at the date of investment is recognised as goodwill/ capital reserve.
- D. Capital Reserve (net of goodwill) arising out of consolidation is stated at cost.
- E. Minority interest in the net assets of consolidated subsidiaries consists of:
 - i) The amount of equity attributable to minorities at the date on which the control in a subsidiary is transferred; and
 - ii) Minorities share of movement in equity since the date the parent-subsidiary relationship came into existence.
- F. The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the parent company's standalone financial statements. However, no effect in respect of different method of charging depreciation by various subsidiaries, other than the method adopted by parent company, has been considered.
- G. The financial statements of the entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company i.e. 31st March, 2016.

II) BASIS OF PRESENTATION

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

| Sl. No. | Name of Subsidiaries | Country of Incorporation | Percentage of ownership interest as at 31-Mar-16 | Percentage of ownership interest as at 31-Mar-16 |
|---------|---|--------------------------|--|--|
| 1 | Bahubali Tie-Up Private Limited (Company) | India | 100.00 | 100.00 |
| 2 | Baron Suppliers Private Limited (Company) | India | 100.00 | 100.00 |
| 3 | Bhagwati Builders & Development Private Limited (Company) | India | 100.00 | 100.00 |
| 4 | Bhagwati Plasto Works Private Limited (Company) | India | 51.00 | 51.00 |
| 5 | Headman Mercantile Private Limited (Company) | India | 100.00 | 100.00 |
| 6 | Kasturi Tie-Up Private Limited (Company) | India | 100.00 | 100.00 |
| 7 | Triton Commercial Private Limited | India | 100.00 | 100.00 |
| 8 | Raj Construction Projects Private Limited (Company) | India | 100.00 | 100.00 |
| 9 | RDB Legend Infrastructure Private Limited (Company) | India | 51.00 | 51.00 |
| 10 | RDB Realty Private Limited (Company) | India | 53.63 | 53.63 |
| 11 | Maple Tie Up Private Limited (Company) | India | 70.00 | 70.00 |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

B. The Group Associates are:

| Sl. No. | Name of Associates | Country of Incorporation | Percentage of ownership interest as at 31st March, 2016 | Percentage of ownership interest as at 31st March, 2015 |
|---------|---------------------------------|--------------------------|---|---|
| 1 | Rimjhim Vanijya Private Limited | India | 50.00 | 50.00 |

C. The Group Investment in Partnership & LLP are:

| Sl. No. | Name of Associates | Country of Incorporation | Percentage of ownership interest as at 31-Mar-2016 | Percentage of ownership interest as at 31-Mar-2015 |
|---------|---|--------------------------|--|--|
| 1 | Bindi Developers (Partnership Firm) | India | 75.00 | 75.00 |
| 2 | Mas Construction (w.e.f. 01.04.14) (Partnership Firm) | India | 66.67 | 66.67 |
| 3 | Aristo Infra Developers LLP (w.e.f 01.12.14) | India | 50.00 | 50.00 |
| 4 | Nirvana Devcon LLP (w.e.f. 15.10.15) | India | 80.00 | NA |

D. Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and guide to better understanding of the consolidated position of the Group. Recognising, this purpose, only such notes from the individual financial statements are disclosed which fairly present the required disclosures.

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

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

III) OTHER SIGNIFICANT ACCOUNTING POLICIES

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

A. FINANCIAL STATEMENTS

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

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

B. USE OF ESTIMATES

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

C. REVENUE RECOGNITION

- Revenue from own construction projects are recognised on Percentage of completion method. Units for which agreement for sale is executed till reporting date are considered for it. Revenue recognition starts when 20% of estimated project cost excluding land and marketing cost is incurred and 30% of consideration is received from party. Further, units for which Deed of Conveyance is executed or possession is given, revenue is recognised to full extent.

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

- b) Revenue from Joint Venture Development Agreement under work sharing arrangements are recognized on the same basis as similar to own construction projects independently executed by the company to the extent of the company's share in joint venture.
- c) Revenue from Construction Contracts are recognised on "Percentage of Completion Method" measured by reference to the survey of works done up to the reporting date and certified by the client before finalisation of projects accounts.
- d) Revenue from services are recognised on rendering of services to customers except otherwise stated.
- e) Rental income from assets is recognized for an accrual basis except in case where ultimate collection is considered doubtful.
- f) Interest income is recognised on time proportion basis. Interest on delayed payment from customers is recognised when realised
- g) Real Estate: Sales is exclusive of service tax and value added tax, if any, net of sales return.
- h) Rental Income: Rental income is exclusive of service tax.

D. FIXED ASSETS

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

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

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

E. DEPRECIATION AND AMORTISATION

Parent and subsidiaries expect stated

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

Maple Tie-up Private Limited

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

F. IMPAIRMENT OF ASSETS

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

G. INVESTMENTS

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

H. INVENTORIES

a) Finished Goods: At lower of cost or net realisable value.

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

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

Provision for obsolescence in inventories is made, wherever required.

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

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

I. CASH AND CASH EQUIVALENTS

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

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

J. FOREIGN CURRENCY TRANSACTION

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

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

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

K. EMPLOYEE BENEFITS

i) Short term employee benefits:

Short term employee benefits such as salaries, wages, bonus, expected cost of ex-gratia etc. are recognized in the period in which the employee renders the related service.

ii) Post-employment benefits

a) Defined Contribution Plan: Employee benefits in the form of Employees State Insurance Corporation and Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the period when the contributions to the respective funds are due.

b) Defined Benefit Plan: Employee benefits in the form of Gratuity is considered as defined benefit plan and are provided for on the basis of independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

iii) Actuarial gains/losses, if any, are immediately recognized in the Statement of Profit and Loss.

L. BORROWING COSTS

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

M. TAXATION

a) Current Tax: Current tax is determined as the amount of tax payable in respect of taxable income for the year in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternative Tax credit available under section 115JB of the Income Tax Act, 1961 will be accounted in the year in which the benefits are claimed.

b) Deferred Tax: Deferred tax is recognised subject to consideration of prudence on the basis of timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is reasonable certainty that the asset will be realised in future.

N. PROVISIONS/CONTINGENCIES

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

28. Earnings per share in accordance with AS-20

| Earnings per share is computed as under:- | | As at 31.03.16 | As at 31.03.15 |
|---|-------------|----------------|----------------|
| Profit available for Equity Shareholders | (A) (Rs.) | 6,158,778 | 34,006,736 |
| Weighted average number of Equity Shares outstanding | (B) (Nos.) | 17,283,400 | 17,283,400 |
| <u>Earnings per share (Face value of Rs. 10/- per Equity Share)</u> | | | |
| Basic & Diluted | (A/B) (Rs.) | 0.36 | 1.97 |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

| 29. Construction Contracts accordance with AS-7 | 31st Mar, 16 | 31st Mar, 15 |
|--|--------------|--------------|
| Contract revenue recognised during the year | 104,770,086 | 228,967,052 |
| Contract Cost incurred and recognised profits for all the contracts. | 94,990,174 | 155,261,317 |
| Advances received | --- | --- |
| Due from customer for contract work (Including Retention) | 155,657,004 | 166,565,000 |
| Due to suppliers for contract work | 153,270,684 | 168,218,507 |

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

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

32. Minority Interest includes Rs. Nil/- (Previous Year Rs. 49,41,000/-) Received as Share Application Money. The Application Money have been received by a Subsidiary from the Minority against which Allotment is pending.

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

34. Employee Defined Benefits:-

- Defined Contribution Plans: The Company has recognised an expense of Rs1.28 Lacs (Previous Year Rs. 1.17 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on 31st March, 2016 and recognised in the financial statements in respect of Employee Benefit Schemes:

| PARTICULARS | | 2015-16 Gratuity | 2014-15 Gratuity |
|---|---|---------------------|---------------------|
| I | <u>Components of Employer Expense</u> | | |
| | 1 Current Service Cost | 135,715 | 116,778 |
| | 2 Interest Cost | 106,590 | 99,357 |
| | 3 Expected Return on Plan Assets | --- | --- |
| | 4 Curtailment Cost/ (Credit) | --- | --- |
| | 5 Settlement Cost/ (Credit) | --- | --- |
| | 6 Past Service Cost | --- | --- |
| | 7 Actuarial Losses/ (Gains) | 199,586 | (9,374) |
| | 8 Total employer expense recognised in the Statement of Profit & Loss | 441,891 | 206,761 |
| Gratuity expense is recognised in "Gratuity" under Note No. 23 | | | |
| II | <u>Net Asset/ (Liability) recognised in Balance Sheet</u> | | |
| | 1 Present Value of Defined Benefit Obligation | 1,509,299 | 1,148,178 |
| | 2 Fair Value of Plan Assets | --- | --- |
| | 3 Funded Status [Surplus/ (Deficit)] | (1,509,299) | (1,148,178) |
| | 4 Unrecognised Past Service Costs | --- | --- |
| | 5 Net Asset/ (Liability) recognised in Balance Sheet | (1,509,299) | (1,148,178) |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

| PARTICULARS | | 2015-16 Gratuity | 2014-15 Gratuity |
|-------------|---|---------------------------|---------------------------|
| III | <u>Change in Defined Benefit Obligation (PBO)</u> | | |
| 1 | Present Value of PBO at the Beginning of Period | (1,148,178) | (1,335,744) |
| 2 | Current Service Cost | 135,715 | 116,778 |
| 3 | Interest Cost | 106,590 | 99,357 |
| 4 | Curtailment Cost/ (Credit) | --- | --- |
| 5 | Settlement Cost/ (Credit) | --- | --- |
| 6 | Plan Amendments | --- | --- |
| 7 | Acquisitions | --- | --- |
| 8 | Actuarial Losses/ (Gains) | 199,586 | (9,374) |
| 9 | Benefit Payments | (80,770) | (394,327) |
| 10 | Present Value of PBO at the End of Period | (1,509,299) | (1,148,178) |
| IV | <u>Change in Fair Value of Assets</u> | | |
| 1 | Plan Assets at the Beginning of Period | --- | --- |
| 2 | Acquisition Adjustment | --- | --- |
| 3 | Expected Return on Plan Assets | --- | --- |
| 4 | Actual Company Contributions | --- | --- |
| 5 | Actuarial Gain/ (Loss) | --- | --- |
| 6 | Benefit Payments | --- | --- |
| 7 | Plan Assets at the End of Period | --- | --- |
| V | <u>Actuarial Assumptions</u> | | |
| 1 | Discount Rate | 8.00% | 8.00% |
| 2 | Expected Return on Assets | N.A | N.A |
| 3 | Salary Escalations | 6.00% | 5.00% |
| 4 | Mortality | LIC (2006-08) Ultimate | LIC (2006-08) Ultimate |
| 5 | The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market. | | |
| 6 | Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities. | | |

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

(i) Enterprises where control exists

(A) Partnership Firm & LLP:-

| Sl. No. | Name of the Firm | Sl.No. | Name of the Firm |
|---------|-----------------------------|--------|-------------------|
| 1 | Aristo Infra Developers LLP | 2 | Regent Associates |

(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 | B Nageshwara Roa | Managing Director of Subsidiary Company |
| 4 | Kapel Baldawa | Jt. Managing Director of Subsidiary Company |
| 5 | Pradeep Kumar Hirawat | Director of Subsidiary Company |
| 6 | Kiran Poonamchand Mali | Director of Subsidiary Company |
| 7 | Vikash Mohan Jhanwar | Director of Subsidiary Company |
| 8 | B Rajsekhar Reddy | Director of Subsidiary Company |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

(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. | 3 | Belani Housing Development Ltd. |
| 2 | Legacy Avenues Pvt Ltd | 4 | Legacy Estates Pvt Ltd |

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

(Previous year figures have been given in brackets)

| Nature of Transactions | Partnership Firms & LLP | Associates | Key Management Personnel & their Relatives | Enterprises over which KMP & their relatives have significant influence |
|--|----------------------------|------------------------|--|---|
| Interest Income | 3,594,649 (1,044,399) | --- | --- | --- |
| Interest Paid | --- | --- | 2,769,999 | 385,853 |
| Interest Paid capitalised to construction work in progress | --- | --- | --- | 601,643 |
| Directors' Remuneration | --- | --- | 2,070,000 | --- |
| Unsecured Loan Received | --- | --- | 25,200,000 | 28,750,000 |
| Unsecured Loan Repaid | --- | --- | 21,600,000 | --- |
| Fresh Capital Introduced in Firm | 4,538,008 | --- | --- | --- |
| Refund of Capital by Partnership Firm | 4,500,000 | --- | --- | --- |
| Loan Given | --- | --- | --- | --- |
| Closing Balance | --- | --- | 65,415,639 | --- |
| Loan Given | --- | --- | (60,748,345) | --- |
| Unsecured Loan Taken - Long Term | --- | --- | 83,711,000 | --- |
| Unsecured Loan Taken - Short Term | --- | --- | 31,497,088 | 49,352,079 |
| Investment | 94,162,056 (90,529,399) | 3,517,689 (222,150) | --- | --- |

Consolidated Financial Statement

The Notes forming part of the Consolidated Financial Statement

27. SIGNIFICANT ACCOUNTING POLICIES

36. Contingent Liabilities:-

- a) On account of Guarantee Rs. 1832.41 lacs (Previous Year Rs. 1475.59 lacs) issued by the parent company's bankers to the Contractee for projects under EPC Division.
- b) Appeal filed by the company against the order of Assessing officer determining demand of Rs.174.28 Lacs has been decided in the favour of the parent company. The disallowance/ addition made by the Assessing officer has been deleted by the Honourable Commissioner (Appeals). Income Tax Department has preferred/ filled an appeal with the Appellate Tribunal. The management is to the opinion that the outcome of the case will be in favour, and hence have not made any provision in the financial statement.
- c) Demand has been raised by Income Tax Department for Rs.103.66 Lacs against parent company for the Asst Year 12 - 13 against which appeal have been filed with Commissioner (Appeal) of Income Tax.
- d) Demand has been raised by Income Tax Department for Rs.102.36 Lacs against parent company for the Asst Year 13 - 14 against which appeal is yet to be filed with Commissioner (Appeal) of Income Tax.

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

38. Figures relating to subsidiaries, Joint Ventures and associates have been regrouped / reclassified wherever considered necessary to bring them in line with parent company's financial statements.

39. Notes referred to in the financial statements, forms and are an intergral part of the financial statements.

For S. M. DAGA & CO.

Chartered Accountants
Firm Regd. No.303119E

DEEPAK KUMAR DAGA

Partner
Membership No. 059205
Kolkata
The 30th day of May 2016

For and on behalf of the Board

Sunder Lal Dugar

Chairman and Managing Director

Pradeep Kumar Pugalia

Whole Time Director

Anil Kumar Apat

Chief Financial Officer

Deepika Sethia

Company Secretary & Compliance Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

| Name of the subsidiary | Bahubali Tie-Up Pvt Ltd | Baron suppliers Pvt Ltd. | Bhagwati Builders & Developments Pvt Ltd. | Bhagwati Plastoworks Pvt Ltd. | Headman Mercantile Pvt Ltd. | Kasturi Tie-up Pvt Ltd. | Triton Commercial Pvt Ltd. | Raj Construction Projects Pvt Ltd. | RDB Realty Pvt Ltd. | Maple Tie-up Pvt Ltd | RDB Legend Infrastructure Pvt Ltd |
|---|-------------------------|--------------------------|---|-------------------------------|-----------------------------|-------------------------|----------------------------|------------------------------------|---------------------|----------------------|-----------------------------------|
| Reporting period for the subsidiary concerned, if different from the holding company's reporting period | | | | | | | | | | | |
| Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | | | | | | | | | | | |
| Share capital | 100,000 | 100,000 | 272,000 | 11,036,000 | 100,100 | 100,000 | 100,000 | 18,544,500 | 100,000,000 | 100,000 | 60,100,000 |
| Reserves & surplus | 8,984,044 | 8,989,100 | 75,893,920 | 53,092,076 | 8,407,387 | 7,744,644 | 8,989,159 | 185,175,578 | -11,498,660 | -4,705,314 | 172,187,080 |
| Total assets (including investment) | 36,924,292 | 37,910,544 | 148,783,909 | 140,241,647 | 40,001,458 | 35,290,705 | 34,625,194 | 214,595,875 | 1,343,646,638 | 294,882,466 | 2,661,537,943 |
| Total Liabilities | 27,840,248 | 28,821,444 | 72,617,989 | 76,113,571 | 31,493,971 | 27,446,061 | 25,536,034 | 10,875,797 | 1,255,145,298 | 299,487,780 | 2,429,250,863 |
| Investments | -- | -- | -- | 360,000 | -- | -- | -- | -- | -- | 61,668,008 | -- |
| Turnover | 3,968,567 | 3,968,567 | 12,792,571 | 15,446,466 | 3,266,829 | 5,315,021 | 3,968,567 | 13,909,619 | -- | 100,280,940 | 8,788,663 |
| Profit before taxation | 1,566,755 | 1,566,454 | 8,829,433 | 12,952,383 | 924,700 | 3,552,651 | 1,567,900 | 6,998,743 | -186,686 | -1,025,408 | -45,059,055 |
| Provision for taxation | 350,140 | 350,847 | 1,249,936 | 2,429,799 | 199,923 | 584,400 | 350,076 | 2,233,527 | 1,462 | -315,610 | 5,691,012 |
| Profit after taxation | 1,216,615 | 1,215,607 | 7,579,497 | 10,522,584 | 724,777 | 2,968,251 | 1,217,824 | 4,765,216 | -188,148 | -709,438 | -50,750,067 |
| Proposed Dividend | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- | -- |
| % of shareholding | 100% | 100% | 100% | 51% | 100% | 100% | 100% | 100% | 53.63% | 70% | 51% |

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of associates/Joint Ventures | Latest audited Balance Sheet Date | Shares of Associate/Joint Ventures held by the company on the year end | | 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 Vanijya Private Limited | 31.03.2016 | 5000 | 50,000 | 50% | N.A | 3,517,689 | 3,417,689 | - |

Consolidated Financial Statement

Additional Information as required by Paragraph 2 of the 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 (₹ in Lacs) | As % of Consolidated Profit or (Loss) | Amount (₹ in Lacs) |
| Parent | RDB Realty & Infrastructure Limited | 48.69% | 6729.44 | 57.47% | 291.63 |
| Subsidiaries | Indian | | | | |
| 1 | Bahubali Tie-Up Private Limited | 0.66% | 90.84 | 2.40% | 12.17 |
| 2 | Baron Suppliers Private Limited | 0.66% | 90.89 | 2.40% | 12.16 |
| 3 | Bhagwati Builders & Development Private Limited | 5.51% | 761.66 | 14.94% | 75.79 |
| 4 | Bhagwati Plasto Works Private Limited | 2.37% | 327.05 | 10.58% | 53.67 |
| 5 | Headman Mercantile Private Limited | 0.62% | 85.07 | 1.43% | 7.25 |
| 6 | Kasturi Tie-Up Private Limited | 0.57% | 78.45 | 5.85% | 29.68 |
| 7 | Triton Commercial Private Limited | 0.66% | 90.89 | 2.40% | 12.18 |
| 8 | Raj Construction Projects Private Limited | 14.74% | 2037.20 | 9.39% | 47.65 |
| 9 | RDB Legend Infrastructure Private Limited | 8.57% | 1184.66 | -51.01% | -258.83 |
| 10 | RDB Realty Private Limited | 3.43% | 474.63 | -0.20% | -1.01 |
| 11 | Maple Tie Up Private Limited | -0.34% | -46.35 | -1.40% | -7.09 |
| Associates | Indian | | | | |
| 1 | Rimjhim Vanijya Private Limited | 0.25% | 35.18 | 6.83% | 34.68 |
| | | | | | |
| | Minority Interest in all Subsidiaries | 13.61% | 1880.84 | 38.93% | 197.53 |
| TOTAL | | 100.00% | 13820.45 | 100.00% | 507.46 |

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 2016

Anil Kumar Apat
Chief Financial Officer

Deepika Sethia
Company Secretary & Compliance Officer

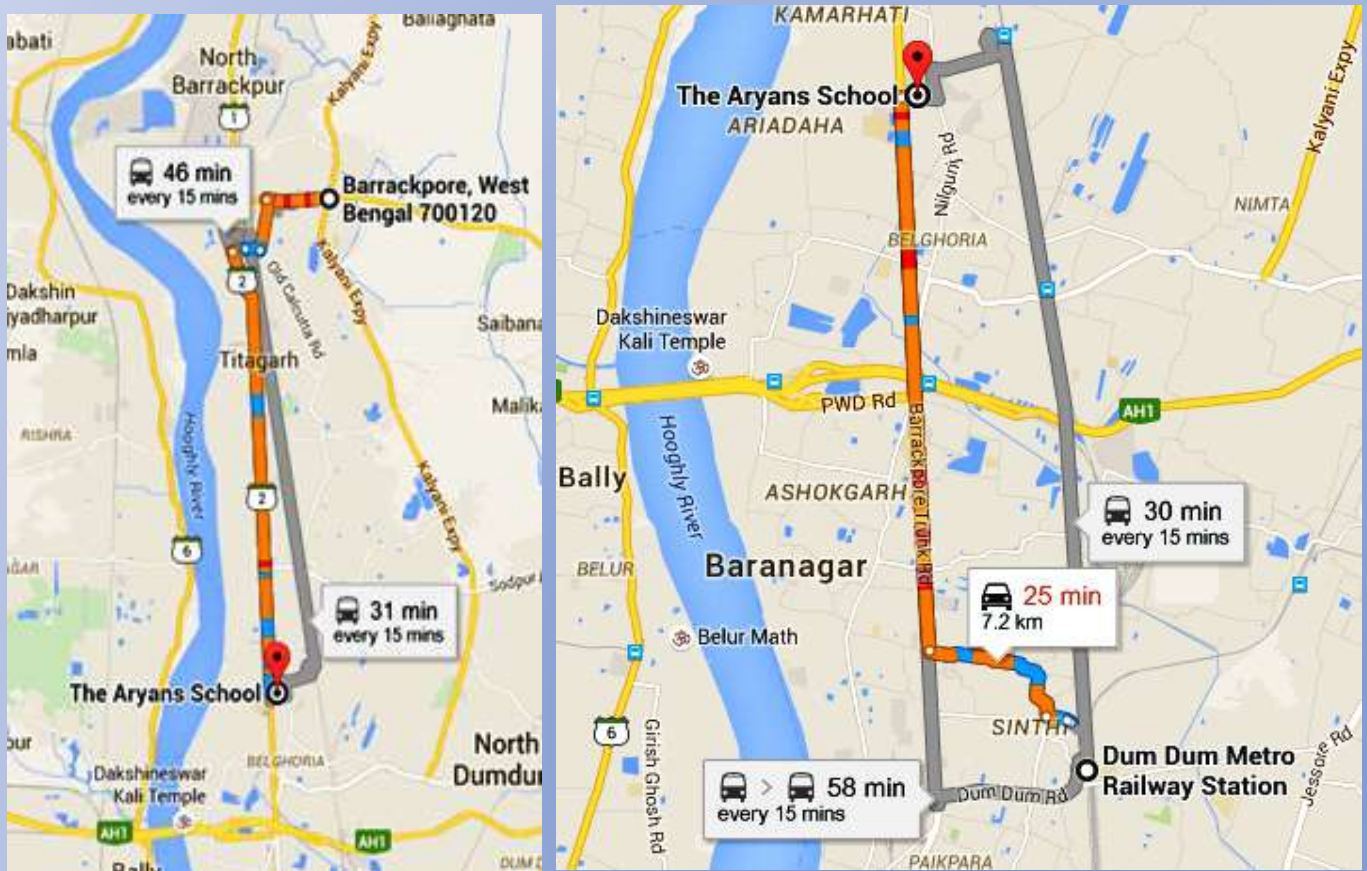
106 RDB Realty & Infrastructure Limited

Disclaimer

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

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

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



ROUTE MAP FOR AGM



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

**ANNEXURE TO THE NOTICE FOR THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 3RD DAY OF SEPTEMBER, 2016**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID:

No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulation, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 10th Annual General Meeting (AGM) of the Company to be held on Saturday, 3rd day of September, 2016 at 1.00 p.m. at 'The Aryans School', 149, B.T. Road Kolkata - 700058 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

| EVEN (Electronic Voting Event Number) | USER - ID | PASSWORD |
|--|------------------|-----------------|
| 104379 | | |

The E-voting facility will be available during the following voting period:

| Remote e-Voting Period starts on | Remote e-Voting Period ends on |
|--|--|
| 31 st August, 2016 Wednesday at 9:00 A.M. (IST) | 2 nd September, 2016, Friday at 5:00 P.M. (IST) |

Please read the instructions given at note no 19. of the notice of the Annual General Meeting carefully before voting electronically.

By Order of the Board of Director
For RDB Realty & Infrastructure Limited

Deepika Sethia
Company Secretary

Place: Kolkata
Date: 30th July, 2016
Encl: AGM Notice/Attendance Slip/Proxy Form

**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 Client ID..... No. of shares held.....

I/ We hereby record my/ our presence at the 10th Annual General Meeting of RDB Realty & Infrastructure Limited being held on Saturday, 3rd September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058.

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 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 10th AGM of the Company, to be held on Saturday, 3rd September, 2016 at 1.00 p.m. at The Aryans School, 149 B.T. Road, Kolkata-700058 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 consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors | | | |
| 2 | Ordinary Resolution to appoint a director in place of Smt. Kusum Devi Dugar, who retires by rotation and being eligible, seeks re-appointment | | | |
| 3 | Ordinary Resolution to re-appoint M/s. S.M. Daga & Co. as Auditors | | | |
| 4 | Ordinary Resolution for appointment of Sri Animesh Shivkumar Gupta as Independent Director | | | |
| 5 | Special Resolution for Re-appointment of Sri Sunder Lal Dugar as Managing Director | | | |
| 6 | Special Resolution for Re-appointment of Sri Pradeep Kumar Pugalia as Whole Time Director | | | |

Signed this.....day of2016

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.