

# RDB REALTY & INFRASTRUCTURE LIMITED

ANNUAL REPORT 2020-21

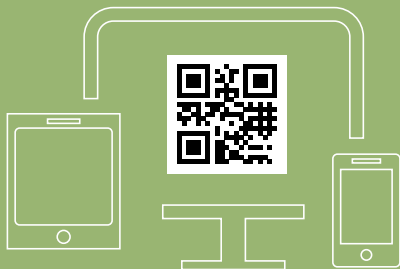




## Inside the pages

Notice -	5
Directors' Report -	16
Report on Corporate Governance -	24
CEO/CFO Certification -	41
Management Discussion & Analysis-	53
Independent Auditor's Report-	56
Financial Statements -	64
Consolidated Independent Auditor's Report -	95
Consolidated Financial Statements-	102
AOC-1	133

Please find our online version at [www.rdbindia.com](http://www.rdbindia.com)  
Or simply scan to download





# Corporate Information

## BOARD OF DIRECTORS

1. Mr. Pradeep Kumar Pugalia
2. Mrs. Neera Chakravarty
3. Mr. Ravi Prakash Pincha
4. Mr. Sharad Kumar Bachhawat
5. Mr. Aditya Ravinder Kumar Mehra
6. Mrs. Kusum Devi Dugar
7. Mr. Sarthak Garg

Whole-time Director

Whole-time Director (W.e.f 01.05.2021)

Non - Executive & Independent Director

Non - Executive & Independent Director

Non - Executive & Independent Director

Non - Executive & Woman Director (upto 01.05.2021)

Non - Executive Director

## CHIEF FINANCIAL OFFICER

Mr. Anil Kumar Apat

## COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ritesh Kumar Jha

## AUDITORS

### STATUTORY AUDITOR

M/s. L.B Jha & Co.

Chartered Accountants

B2/1, Gillander House

8, Netaji Subhas Road, Kolkata-700001

## INTERNAL AUDITOR

M/s Garg Narendra & Co.

Chartered Accountants

Martin Burn House, 3rd Floor, Room No. 305A,

1, R.N Mukherjee Road, Kolkata-700001

## SECRETARIAL AUDITOR

M/s MR & Associates

Company Secretaries

46, B.B Ganguly Street, Room No. 406,  
4th Floor, Kolkata-700012

## BANKERS

Axis Bank

Oriental Bank of Commerce

State Bank of India

Corporation Bank

## REGISTRAR & SHARETRANSFER AGENT

M/s Niche Technologies Private Limited

3A, Auckland Place, 7th Floor, Room No. 7A & 7B,  
Kolkata 700017

Ph No: (033) 2280 6616/17/18

Fax: (033) 2280 6619

E-mail: nichetechpl@nichetechpl.com

## REGISTERED OFFICE

8/1, Lalbazar Street, Bikaner Building,  
1<sup>st</sup> Floor, Room No.10

Kolkata-700001

Ph No: - 033-4450-0500

Fax- 91-33-2242-0588

secretarial@rdbindia.com

www.rdbindia.com

**CIN: L16003WB2006PLC110039**



## Company Overview:

Founded in the year 1981, RDB Group is regarded as one of the premier realtors in India and is certainly amongst the most respected Realty Groups. After been through an incredible journey since 40 years, RDB Group is now ready for the next leap. RDB believes that consistently delivering excellent performance is the strongest testament to the validity and successful implementation of its values. It values all their tenants and this is why they do not see their customers as just clients and instead, they view them as partners. The Group has earned a reputation for the quality of its construction and its ability to keep commitments and schedules. It takes pride in being a responsible corporate citizen and continuously contributes to several activities including environmental protection, safety, labor welfare, etc. Since many years, it has been an integral part of India's development and has been capable of making its mark on the country's urban landscape.

Being the flagship Company of RDB Group, RDB Realty & Infrastructure Limited went public in 2010 after acquiring the real estate arm of RDB Industries Limited. The real estate arm of the RDB Group was born in 1981, with the dream of providing a home to all classes of people. Starting from developing homes for the middle and lower income groups, the Company's product is now categorized into 2 segments:

- **Residential Projects** – Developing Hi-tech & Integrated Townships and Group Housing projects.
- **Commercial Projects** – Building and selling or leasing – out Office Spaces, Malls and Shops.

Headquartered in Kolkata, the Company has a pan India presence with all the necessary infrastructure, manpower and finance. Today RDB Realty & Infrastructure Limited has a strong foothold in all the rapidly growing cities like New Delhi, Mumbai, Hyderabad, Jaipur, Jodhpur, Bikaner, Surat, Chennai, Guwahati, Kharagpur, Haldia, and Burdwan. It has also become a prominent member of CREDAI Bengal and one of the few real estate companies to be accredited with the ISO 9001:2008 certification.

We have been fortifying our today and sowing seeds for a better tomorrow. The presence of highly qualified professionals in the management of the Company ensures that high standards are

maintained in quality construction, timely delivery, and customer satisfaction. Since the Company has always strived hard to keep its commitments, more than 5000 happy families are occupying the residential estates of the Company. Additionally, with the existing land bank and the acumen to identify new opportunities, the Company is all set to grow exponentially and be a prominent player in the real estate growth story of India. RDB Group strongly opines "GOING TOGETHER, GROWING TOGETHER" with its Customers, Shareholders, Associates and Team Members in order to create and accomplish the aspiration of being one of the largest real estate Company of India.



## MESSAGE FROM THE DESK OF WHOLE-TIME DIRECTOR

*Dear Shareholders*

**Trust you and your dear ones are in good health and keeping safe.**

I hope this message finds you and your loved ones safe. These are unprecedented and uncertain times that we are living in today. I am writing to you at a time when the world is witnessing the second wave of the COVID-19 pandemic. Businesses are once again feeling the heat with the uncertainty of restrictions and lockdowns amid the rising number of cases. We are grateful to all our first responders and medical professionals who are risking their lives to keep us safe. We are also grateful to all our employees who continued to deliver on our commitments to all stakeholders despite these challenging times.

Financial year 2020-21 was the year of the pandemic as it raged across the world and the ensuing challenges had to be faced by individuals, communities, organisations, and countries. During a large part of the year, we have been witness to uncertainties, lockdowns and exodus of the migrant population making it an extremely challenging and difficult year, especially for our industry.

Nevertheless, our first and foremost concern was the safety of our employees and people working on the construction sites. We ensured covid appropriate behaviour was strictly adhered to in all our offices and sites and urged people to follow it when at home as well. Within a short time, we created an entire eco-system to ensure that our employees could work from home during the intermittent lockdowns in the first quarter of the financial year 2020- 21.

Your Company had realized well ahead of time that it is not only the diversified portfolio of projects which could fulfill people's dreams in a huge country like ours, but one must also widen the reach. As the quality of real estate projects in

India has improved over the past decade, customer expectations have also evolved. They want and expect more from leading developers, both in terms of design, quality and service experience. Nevertheless, our diversified segmental presence and our ability to drive customer value in Real Estate and Infrastructural services, adds to our sustainable performance.

It is our pride to announce that the Group has always focused on affordable and mid-ranged housing segments through its various projects. This compliments the vision of “**Housing for All**” as envisaged by the Government of India.

I would like to end this message by expressing my gratitude to all our passionate team members who have shown tremendous commitment to achieve outstanding results. I would also like to thank our customers, partners, and other business associates for their incredible support and trust throughout these years. At RDB, we believe in “**Going Together, Growing Together**” and so I look forward to your continued support as we craft the best years of RDB Group.

With Best Wishes,

**Pradeep Kumar Pugalia**  
Whole-time Director









## RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1<sup>st</sup> 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 15<sup>th</sup> (fifteenth) Annual General Meeting of the Members of RDB Realty & Infrastructure Limited will be held on **Tuesday, the 21<sup>st</sup> day of September, 2021 at 11.00 a.m. (IST)** through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

#### Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mr. Sarthak Garg (DIN: 08284837) who retires by rotation and being eligible, offers himself for re-appointment.

#### Special Business:

#### 3. To appoint Mrs. Neera Chakravarty as a Director of the Company

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

**"RESOLVED** that pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, **Mrs. Neera Chakravarty (DIN: 09096844)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1<sup>st</sup> May, 2021 and who holds office as such up to the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company,"

#### 4. To Appointment Mrs. Neera Chakravarty (DIN: 09096844) as a Whole time Director of the Company

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

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and approval of the Board and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such approvals as may be necessary, approval of the member be and is hereby accorded for appointment of Mrs. Neera Chakravarty (DIN : 09096844) as Whole time Director for a period of 2 (Two) years with effect from 1<sup>st</sup> May, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Neera Chakravarty, subject to the same not exceeding the limits specified under Companies Act, 2013.

**"FURTHER RESOLVED THAT** in the event of absence or inadequacy of profits, the Company will pay to Mrs. Neera Chakravarty the remuneration as per the explanatory statement as minimum remuneration."

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Kolkata

Date: 28<sup>th</sup> June, 2021

By order of the Board  
For M/s RDB Realty & Infrastructure Limited

Sd/-

**Ritesh Kumar Jha**

Company Secretary & Compliance Officer

## NOTICE (Contd.)

### Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in this notice, is annexed hereto.
2. In order to follow the social distancing norms and prevent the spread of COVID-19, the AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification(s)/relaxation(s) issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) vide MCA Circular Nos. 02/2021 dated 13th January, 2021, 20/2020 dated 5th May, 2020, 17/2020 dated 13th April, 2020 and 14/2020 dated 8th April, 2020 and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (hereinafter collectively referred to as "MCA/SEBI Circulars"). The Members can attend and participate at the ensuing AGM through VC/OAVM only. The venue of the AGM shall be deemed to be the registered office of the Company at "Bikaner Building", 8/1, Lal Bazar Street, 1<sup>st</sup> Floor, Kolkata-700001.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM.** Pursuant to MCA/SEBI Circulars, the facility to appoint proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorised representative to attend the AGM through VC/OAVM and participate there at and cast their votes through e-Voting. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
4. Institutional shareholders (i.e. other than individuals HUF NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to secretarial@rdbindia.com.
7. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company/Registrar and Share Transfer Agent of the Company, quoting their Folio No.
8. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the Meeting is annexed to this Notice.**
9. The details of Directors seeking appointment and re-appointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their appointment and re-appointment.
10. To support the "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2020-21, Notice of the fifteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s).

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 nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at investors@rdbindia.com mentioning their Name and Folio No.



## NOTICE (Contd.)

11. Members may also note that the Notice of the fifteenth AGM and the Annual Report 2020-21 will also be available on the Company's website, [www.rdbindia.com](http://www.rdbindia.com), websites of the Stock Exchanges, i.e. BSE Limited and Calcutta Stock Exchange Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
12. As per Section 124 of the Companies Act, 2013, all dividends remaining unpaid/unclaimed for more than seven years has to be transferred to the Investor Education & Protection Fund ("IEPF"). Thus, the Company has to transfer the unpaid/unclaimed dividends for the Financial Year 2013-14 to the IEPF. Further, as per Section 124 of the Companies Act, 2013 read with the rules made there under, all shares in respect of which dividend is unpaid/unclaimed for a period of seven consecutive years shall also be transferred to IEPF.  
Thus, Members who have not yet encashed their dividend warrant(s) for the financial year ended 31<sup>st</sup> March, 2014 onwards, are requested to make their claims to the Company accordingly, without any delay. Members wishing to claim dividends, which remain unpaid/unclaimed, are requested to write to the Company Secretary & Compliance Officer of the Company at the registered office or M/s Niche Technologies Pvt. Ltd, the Registrar and Share Transfer Agent of the Company.
13. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
14. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
15. 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 Participant(s)

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.

16. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.
17. The Company has designated an exclusive e-mail ID [investors@rdbindia.com](mailto: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.
18. **Instructions for remote e-Voting (before and at the AGM) and attending the AGM through VC/OAVM**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

### Instruction for remote e-Voting are as under:

The remote e-voting period commences on Saturday, 18<sup>th</sup> September, 2021 (9:00 a.m. IST) and ends on Monday, 20<sup>th</sup> September, 2021 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 14<sup>th</sup> September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 14<sup>th</sup> September, 2021.

The way to vote electronically on NSDL e-Voting website consists of "Two Steps" which are mentioned below:

### Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting and AGM through VC/OAVM available to all individual members holding shares in dematerialised form**

## NOTICE (Contd.)

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, individual members holding shares in dematerialised form can participate in the e-Voting process by way of a single login credential, through their demat accounts or websites of depositories/DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider –NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**NOTICE** (Contd.)

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e –voting for the members other than Individual members holding securities in demat mode and members holding securities in physical mode.**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - How to retrieve your ‘initial password’?
    - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - If your e-mail ID is not registered, then please follow the steps as mentioned below.



## NOTICE (Contd.)

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

#### How to cast your vote electronically and join AGM on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General guidelines for members

1. Institutional members (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. of the authorised signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at [csprachi92@gmail.com](mailto:csprachi92@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the NSDL e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any query / grievance connected with remote e-Voting or e-Voting at the AGM, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available in the Download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll free no.: 1800 1020 990 or 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, NSDL, at telephone no. (022) 2499 4360 or (022) 2499 4545 or at email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

## NOTICE (Contd.)

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com) on or before 5.00 p.m. (IST) on Saturday, 18th September, 2021. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.
7. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com). Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.

## NOTICE (Contd.)

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

#### ITEM 3 & 4

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 1<sup>st</sup> May, 2021, appointed **Mrs. Neera Chakravarty (DIN: 09096844)** as an Additional Director (Category – Whole –time Director) of the Company with effect from 1<sup>st</sup> May, 2021 and he holds office upto the date of this 15<sup>th</sup> Annual General Meeting, pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed **Mrs. Neera Chakravarty (DIN: 09096844)** as a Whole-time Director for a period of 2 years, subject to the approval of the Members.

**Mrs. Neera Chakravarty (DIN: 09096844)**, aged about 62 years, is a Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application with over 36 years of experience in the Banking Industry. Mrs. Neera Chakravarty was working with Indian Bank as Deputy General Manager and retired on 31.03.2019. Mrs. Neera Chakravarty before retirement from Indian Bank has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, her brief resume is furnished and forms a part of this Notice.

Mrs. Neera Chakravarty (DIN: 09096844) has conveyed her consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mrs. Neera Chakravarty for the office of Director of the Company. Mrs. Neera Chakravarty (DIN: 09096844) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and liable to retire by rotation.

The present terms and conditions of appointment of Mrs. Neera Chakravarty (DIN: 09096844), as approved by the Board of Directors upon recommendation of the Nomination

& Remuneration Committee, are as under:

**Salary (CTC):** Consolidated Salary payable including all kind of Perquisite will be ₹ 12,00,000/–per year. The above CTC of Rs. 12,00,000/–will be the maximum CTC payable by the company to Mrs. Neera Chakravarty.

**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 of 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 her appointment.

A copy of the agreement entered into by the Company with Mrs. Neera Chakravarty containing the terms and conditions of appointment and remuneration payable to her and copy of the resolutions passed by the Board of Directors on 1st May, 2021 would be available electronically for inspection by the members during the AGM.

Details of Mrs. Neera Chakravarty pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in Annexure to the Notice. Disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 also forms part of the notice.

The Board recommends the resolution as set out in item no. 3 & 4 of this notice, for the approval by the shareholders of the Company.

Except Mrs. Neera Chakravarty being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in item no. 3 & 4.

**Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:**

#### I. General information:

1.	Nature of Industry	The Company is engaged in Real Estate business.
2.	Date or expected date of commencement of commercial production	January, 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:	



**NOTICE** (Contd.)

				₹ In Lakhs
	Particulars	2020-21	2019-20	2018-19
	Total Income	4,199.49	3913.23	2570.26
	Total Expense	3905.6	3496.08	(2173.67)
	<b>Profit/(Loss) Before Interest and Depreciation</b>	<b>293.89</b>	<b>417.15</b>	<b>396.59</b>
	Less: Interest	29.54	79.91	(243.59)
	Less: Depreciation & Amortization	58.18	62.62	(52.79)
	<b>Profit/(Loss) Before Tax</b>	<b>206.17</b>	<b>274.62</b>	<b>100.21</b>
	Add/Less: Provisions for current & deferred tax	95.58	63.26	(16.71)
	<b>Profit After Tax</b>	<b>110.59</b>	<b>211.36</b>	<b>83.50</b>
5.	Foreign investments or collaborations, if any. NIL			

**II. Information about the appointee:**

SL. No	Particulars	Mrs. Neera Chakravarty
1.	Background details	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement on 31.03.2019 from Indian Bank, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
2.	Past remuneration	-
3.	Recognition or awards.	None
4.	Job profile and his suitability	Mrs. Neera Chakravarty is actively involved in the day to day working of the Company. She is responsible for statutory compliance, Administration and Finance control of the company as well as exercise and perform such other functions as the Board shall determine from time to time.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 1 <sup>st</sup> May, 2021
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 said remuneration is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon him.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Neera Chakravarty is the Whole-time Director of the Company. As on date of this notice, she does not hold any shares of the Company. She is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mrs. Neera Chakravarty is not related to any of the Managerial Personnel of the Company.

**III. Other information:**

SL. No.	Particulars	Information about the appointee
1.	Reasons of loss or inadequate profits	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	The Company is taking adequate measures to cut costs and also adapt to the changing legislations, thereby improving its profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects substantial increase in the profit from real estate activities in the upcoming years.



#### **IV. Disclosures:**

The other requisite disclosures as required to be made in the corporate Governance Report are mentioned therein and the same is annexed to the Annual Report as **Annexure -1**.

Place: Kolkata

Date: 28<sup>th</sup> June, 2021

By order of the Board  
For **M/s RDB Realty & Infrastructure Limited**  
Sd/-  
**Ritesh Kumar Jha**  
Company Secretary & Compliance Officer

### ANNEXURE TO ITEM NOS. 2, 3 AND 4 OF THE NOTICE

Details of Directors seeking appointment/re-appointment in the Annual General Meeting [in pursuance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Mr. Sarthak Garg	Mrs. Neera Chakravarty
DIN	08284837	09096844
Date of Birth and Age	18 <sup>th</sup> July 1996 Age: 25 years	29 <sup>th</sup> March 1959 Age : 62 years
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	26 <sup>th</sup> September, 2019	1 <sup>st</sup> May, 2021
Qualifications	Bachelor in Industrial Engineering and Technology Management	Post Graduate, CAIIB from IIBF, Diploma in Information and System Management, Diploma in Computer Programming and Application
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mr. Sarthak is an alumni of University of Hong Kong, HKSAR in the field of Industrial Engineering & Technology Management and Finance. He has a good understanding of international markets and has visited more than twenty countries. Further, he also has an experience of working as a global business head in a Real Estate and Infrastructure Company. His association with the Company will enable it to help pursue EPC contracts aggressively, and to give a boost to sales, marketing and execution of the projects.	Mrs. Neera Chakravarty has 36 years of experience in Banking Industry. Before retirement from Indian Bank as DGM on 31.03.2019, she has held various responsible positions in the bank. She has vast experience in Administrative roles/formalizing operational matters/control and supervision and risk management.
Number of shares held in the Company	Nil	Nil
List of directorships held in other companies	1. Pecumer Global Private Limited	1.Supermall Online Private Ltd
Chairman/Member of the Committees of the Boards of the other companies in which he is Director	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2020-21	2 (Two)	Nil
Terms and conditions of Appointment/re-appointment	Mr. Sarthak Garg retires by rotation and being eligible, offers himself for reappointment	As mentioned in the explanatory statement to this notice
Details of remuneration sought to be paid	Nil	Please refer to the Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended)
Remuneration last drawn (including sitting fees, if any)	Nil	Nil



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Fifteenth Annual Report on the business and operations of your Company ("the Company") together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021.

### FINANCIAL SUMMARY

A summary of Standalone and Consolidated Financial Results of the Company for the year ended 31<sup>st</sup> March, 2021 is given below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2020-21	2019-20	2020-21	2019-20
Total Income	4199.49	3913.23	6015.61	4516.05
Less: Expenses	(3905.6)	(3510.09)	(5278.46)	(3537.38)
<b>Profit before Interest and Depreciation</b>	<b>293.89</b>	<b>403.14</b>	<b>737.15</b>	<b>978.67</b>
Less: a) Interest	(29.54)	(65.91)	(46.06)	(129.89)
b) Depreciation & Amortisation	(58.18)	(62.62)	(66.78)	(72.19)
<b>Profit before taxation</b>	<b>206.17</b>	<b>274.61</b>	<b>624.31</b>	<b>776.59</b>
Less: Provisions for current tax and deferred tax	(95.58)	(63.26)	(224.64)	(187.99)
<b>Profit After Tax</b>	<b>110.59</b>	<b>211.35</b>	<b>399.67</b>	<b>588.60</b>
Add: Other Comprehensive Income	40.50	(93.61)	40.50	(93.61)
Add: Share of Profit/(Loss) in Associates	-	-	0.67	5.86
Less: Minority Adjustment	-	-	4.52	(26.77)
<b>Profit After Tax after minority adjustments</b>	<b>151.09</b>	<b>117.74</b>	<b>445.35</b>	<b>474.08</b>
Add: Balance brought forward from last year	3329.78	3212.04	6390.81	5916.73
<b>Balance available for appropriations</b>	<b>3480.87</b>	<b>3329.78</b>	<b>6836.16</b>	<b>6390.81</b>
Less: Appropriations	-	-	-	-
a) Provision for proposed dividend on equity shares	-	-	-	-
b) Provision for dividend tax	-	-	-	-
c) Dividend distribution tax for earlier years	-	-	-	-
<b>Balance carried to the Balance Sheet</b>	<b>3480.87</b>	<b>3329.78</b>	<b>6831.65</b>	<b>6390.81</b>

### REVIEW OF OPERATION AND STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has executed and handed over possession of Residential/Commercial projects covering an area of around 59,157 square feet. Presently, the Company has twelve on-going projects, of which there are seven Government Projects, at various stages of planning and development. These include housing projects, integrated townships, shopping malls and commercial complexes.

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

The Company has posted a net profit of ₹ 151.09 Lakhs for the year ended 31<sup>st</sup> March, 2021 against a net profit of ₹ 117.74 Lakhs in the previous year. Total Revenue stands at ₹ 4199.49 Lakhs for the year ended 31<sup>st</sup> March, 2021 and

₹ 3913.23 Lakhs for the year ended 31<sup>st</sup> March, 2020.

The consolidated net profit of the Company is ₹ 440.83 Lakhs for the year ended 31<sup>st</sup> March, 2021 against a net profit of ₹500.86 Lakhs in the previous year. Consolidated Revenue stands at ₹ 6015.61 Lakhs for the year ended 31<sup>st</sup> March, 2021 and ₹ 4516.05 Lakhs for the year ended 31<sup>st</sup> March, 2020.

### DIVIDEND & RESERVES

In order to conserve existing resources and to meet the investment needs of the Company, your Directors do not recommend any dividend for the Financial Year 2020-21.

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

### SHARE CAPITAL

There is no change in the Share Capital of the Company during the year.

## DIRECTORS' REPORT (Contd.)

### SUBSIDIARIES / JOINT VENTURES / ASSOCIATES

The Company together with its Subsidiaries and Associate Company is involved in Construction Activities and is also providing rental services. As on March 31, 2021, the Company has Ten Subsidiary Companies, one Limited Liability Partnership as a subsidiary and Two Associate Company. During the financial year under review, the Company had acquired 33.33% shares of RDB Anekant Properties Private Limited and during the financial year none of the Subsidiaries or Associate ceased. The details of the Subsidiaries and the Associates Company forms part of the Annual return which available on the website of the Company.

Pursuant to Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"the Listing Regulations"**), the Company has formulated a Policy on Material Subsidiary and the same is available on its website at the link: [http://www.rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_material\\_subsiadiary\\_2015.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsiadiary_2015.pdf)

During the year under review, the Company has entered into a Joint Venture Agreement with M/s. HYT Engineering Co. Private Limited and the name of the Joint Venture is "HYT-RDBRIL (JV)". However the same has not been consolidated since the investment in JV has been held exclusively for its subsequent disposal in the near future.

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

The statement in Form AOC-1 containing the salient features of the performance and financial position of each of the Subsidiary & Associate Company is annexed to the financial statements of the Company which forms part of this Annual Report. Further, as per Section 136 of the Act and other applicable provisions of the Listing Regulations, the audited financial statements including the consolidated financial statements of the Company and the annual audited financial statements of each of its subsidiaries are available at our website at [www.rdbindia.com](http://www.rdbindia.com).

### COVID 19

The spread of COVID-19 has severely impacted businesses around the globe. The situation is constantly evolving and Governments in certain states have imposed various restrictions with the increase in number of COVID-19 cases during the month of March 2021. The Company

has considered various internal and external information available up to the date of approval of financial statements in assessing the impact of COVID-19 pandemic on the financial statements for the year ended March 31, 2021. The offices and other construction activities were shut down during lock down phase. Operations has been resumed at the construction sites which are located in non containment zones after complying with all the requirement related to Social Distancing and mandatory to wear facemask, vaccination, face cover and have proper sanitizations with proper interval with reduced work force. As part of the precautionary measures undertaken by the Company, employees have been advised to work from home to the extent feasible.

### DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2021, the applicable accounting standards have been followed and there are no material departures from the same;
2. The accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. Proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

The Board comprises of an optimum mix of both Executive and Non-Executive Directors including Independent Directors and a Woman Director. The Board's composition and size is in compliance with the provisions of the Act

## DIRECTORS' REPORT (Contd.)

and the Listing Regulations. The details of Directors of the Company and the remuneration drawn by them are given in the Annual Return which is available on the website of the Company.

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

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

#### Retirement by Rotation

In accordance with the Articles of Association of the Company and Section 152 of the Act, Mr. Sarthak Garg (DIN: 08284837) shall retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment at the ensuing AGM.

A brief resume of the Director being reappointed as required under Regulation 36(3) of the Listing

Regulations forms part of the Notice convening the ensuing AGM.

#### Appointment of Directors

Pursuant to the resignation of Mrs. Kusum Devi Dugar (DIN : 00559322) as Non Executive non Independent Director of the Company with effect from the close of business hours on 1<sup>st</sup> May, 2021, the Board of the Directors of the Company, on the basis of the recommendation of the Nomination & Remuneration ('N & RC') appointed Mrs. Neera Chakravarty as a Whole time Director (Women Director), liable to retire by rotation, with effect from 1<sup>st</sup> May, 2021 and the said appointment is subject to the approval of shareholders.

#### Appointment & Resignation of Whole time Key Managerial Personnel (KMP) :

During the year under review, there were no changes in the Whole-time Key Managerial Personnel (KMP) of the Company. The present KMP of the Company are as follows :

Sl. No.	Name	Designation
1.	Mr. Pradeep Kumar Pugalia	Whole-time Director
2.	Mr. Anil Kumar Apat	Chief Financial Officer
3.	Mr. Ritesh Kumar Jha	Company Secretary & Compliance Officer

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

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act, read with the Rules made thereunder and Regulation 16 of the Listing Regulations. The Independent Directors of the Company have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act.

### (c) FAMILIARIZATION PROGRAMME UNDERTAKEN FOR INDEPENDENT DIRECTORS

In compliance with Regulation 25(7) of the Listing Regulations, the Independent Directors are familiarized with the Company, their roles, rights, responsibilities therein, nature of the industry in which the Company operates, business model of the Company, etc. The familiarization programme

imparted to the Independent Directors during the year with details required as per Regulation 46 of the Listing Regulations is available on the Company's website at the link:

[http://www.rdbindia.com/pdf/codes%20and%20policies/FAMILIARIZATION\\_PROGRAMME.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/FAMILIARIZATION_PROGRAMME.pdf)

### (d) MEETING OF THE BOARD OF DIRECTORS

The Board met Seven times during the year under review on 15th July, 2020; 19th August, 2020; 14th September, 2020; 16th October, 2020; 12th November, 2020, 21st December, 2020 and 11th February, 2021 in compliance with the provisions of the Act and the Listing Regulations. The intervening gap between the Meetings is well within the period prescribed under the Act and the detailed information thereof are given in the Corporate Governance Report, which forms part of this Annual Report.

### (e) APPOINTMENT AND REMUNERATION POLICY OF THE COMPANY

The Board has adopted a Remuneration Policy

## DIRECTORS' REPORT *(Contd.)*

for identification, selection and appointment of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of your Company. The Policy provides criteria for fixing remuneration of the Directors, KMPs, SMPs as well as other employees of the Company. The Policy enumerates the powers, roles and responsibilities of the Nomination and Remuneration Committee. The Board, on the recommendations of the Nomination and Remuneration Committee, appoints Director(s) of the Company based on his / her eligibility, experience and qualifications and such appointment is approved by the Members of the Company at General Meetings.

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 Act is available on the Company's website at the link: <http://www.rdbindia.com/pdf/codes%20and%20policies/nomination-remuneration-policy.pdf>

### (f) FORMAL ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and the Listing Regulations, the Nomination and Remuneration Committee and the Board has made the annual evaluation of the performance of the Board, its Committees and of individual directors. The evaluation was done on the basis of structured feedback forms which included parameters such as level of engagement and contribution, independence of judgments, maintenance of integrity, confidentiality, etc.

Further, in the separate meeting of Independent Directors was held on 11<sup>th</sup> February, 2021 during the year, the performance of Non-Independent Directors, performance of the Board as a whole and the performance of the Chairperson was evaluated, and the quality, quantity, and timeliness of flow of information between the Company's Management and the Board was assessed.

The Directors expressed their satisfaction with the overall evaluation process.

## COMMITTEES

### Audit Committee

The composition and terms of reference of the Audit Committee is in accordance with the provisions of the Act and the Listing Regulations. Further, the same along with the details of the Committee Meetings has been furnished

in the Corporate Governance Report which forms part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

### Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration Committee is in accordance with the provisions of the Act and the Listing Regulations. Further, the same along with the details of the Committee Meetings has been furnished in the Corporate Governance Report which forms part of this Annual Report.

### Stakeholders Relationship Committee

The composition and terms of reference of the Stakeholders Relationship Committee is in accordance with the provisions of the Act and the Listing Regulations. Further, the same along with the details of the Committee Meetings has been furnished in the Corporate Governance Report which forms part of this Annual Report.

### Corporate Social Responsibility Committee

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

### Committee of Directors

In order to ensure operating convenience, the Board of Directors of the Company, at its Meeting held on 27<sup>th</sup> July, 2018 has formed a Committee of Directors pursuant to the provisions of Section 179 of the Act. The composition, terms of reference and details of the Meetings of Committee of Directors has been furnished in the Corporate Governance Report which forms part of this Annual Report.

## 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



## **DIRECTORS' REPORT** *(Contd.)*

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

### **CORPORATE GOVERNANCE**

A detailed report on Corporate Governance together with a certificate of compliance from the Statutory Auditors, as required by Regulation 17(7) of the Listing Regulations, is presented in a separate section and is annexed to this report as **Annexure – 1**.

### **CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the Corporate Social Responsibility Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure –2** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company at the link: [http://www.rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_corporate\\_social\\_responsibility.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf)

### **POLICY ON PREVENTION OF INSIDER TRADING**

The Company has adopted a "Code of Practice & Procedure for Fair Disclosure" as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in equity shares of the Company by the Directors and Designated Employees of the Company. The said Code is available on the website of the Company at the link:

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

### **VIGIL MECHANISM**

Pursuant to the provisions of the Act and the Listing Regulations, the Company has formulated a Vigilance Mechanism/Whistle Blower Policy to provide a mechanism for Directors and Employees of the Company to report genuine concerns. The Whistle Blower's may approach the Vigilance Officer and the Vigilance Officer shall place the report/status of complaints received and

resolved, if any, to the members of Audit Committee. Further, the aggrieved person can have direct access to the Chairman of Audit Committee. The Whistle Blower Policy also provides for adequate safeguards against victimization of persons who use such mechanism and is also available on the Company's website at the link: [http://www.rdbindia.com/pdf/codes%20and%20policies/vigilance\\_mechanism\\_or\\_whistle\\_blower\\_policy.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/vigilance_mechanism_or_whistle_blower_policy.pdf)

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

The Company has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder, for prevention and redressal of complaints of sexual harassment at workplace. The Internal Complaints Committee, which has been constituted as per the aforesaid policy, reports to the Audit Committee of the Board of Directors of the Company on the complaints received and action taken by it during the financial year. It may be noted that, during the year, no complaint was lodged with the Internal Complaints Committee.

The following are the summary of the complaints received and disposed off during FY 2021:

Complaints received	Complaints disposed	Balance Pending
0	0	0

### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE/SECURITY GIVEN IN CONNECTION WITH LOANS UNDER SECTION 186 OF THE ACT**

During the financial year 2020-21, the loans given, guarantee/security provided in connection with loans taken by the Company have been exempted from the applicability of Section 186 of the Act since the Company is engaged in providing infrastructural facilities. However, the investments/acquisitions made by the Company by way of subscription, purchase or otherwise in the securities of any other Body Corporate, which falls within the ambit of Section 186 of the Act were applicable to the Company, and are detailed in the notes to Financial Statements which forms part of this Annual Report. Further for future reference, it may be noted that the investments/acquisitions made by the Company providing infrastructural facilities has also been exempted from the applicability of Section 186 of the Act, vide MCA notification dated 7th May, 2018.

## DIRECTORS' REPORT (Contd.)

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year 2020-21 with related parties were in the ordinary course of business and at arm's length basis and in compliance with the applicable provisions of the Act and the Listing Regulations. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions. Accordingly, the disclosure required under Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company.

Further, there are no materially significant related party transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or other Designated Persons which may have a potential conflict with the interest of the Company at large.

The details of related party transactions are disclosed and set out in notes to the Standalone Financial Statements forming part of this Annual Report. The Company's Policy on related party transactions as approved by the Board may be accessed on its website at the link: [http://rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_related\\_party\\_transactions.pdf](http://rdbindia.com/pdf/codes%20and%20policies/policy_on_related_party_transactions.pdf)

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

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

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with the rules made there under, are annexed to this report as **Annexure – 3**, which also includes the statement showing names of top ten employees in terms of remuneration drawn under Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

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

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 sub-section (3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 are annexed to this report as **Annexure – 4**.

### INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

During the year under review, the unclaimed dividend, for the year 2012-2013, amounting to ₹ 2,14,320/- was transferred to the IEPF on 13<sup>th</sup> September, 2020. Further, pursuant to the provisions of Section 124 of the Act, 17,419 (seventeen thousand four hundred nineteen) fully paid shares of Rs. 10/- each, in respect of which the dividend was unclaimed for seven consecutive years, were also transferred to the IEPF.

The details of dividends lying unpaid/unclaimed and the corresponding shares thereof, which are liable to be transferred to the IEPF has been made available on the website of the Company, [www.rdbindia.com](http://www.rdbindia.com) under the investor relations category. The due dates for claiming the unpaid dividends along with the due date for transfers to IEPF has been given in the Corporate Governance Report, which forms part of this Annual Report.

### The details of Nodal Officer are provided hereunder:

Pursuant to the provisions of the Act and the Listing Regulations, the Board of Directors of the Company had appointed Mr. Ritesh Kumar Jha, Company Secretary & Compliance Officer of the Company to act as the Nodal Officer for the purpose of communication with the IEPF Authority.

### AUDIT AND AUDITORS

#### Statutory Auditors

M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), the Statutory Auditor of the Company have conducted the Statutory Audit for the financial year 2020-21. The Independent Auditors Report for the financial year ended 31st March, 2021 forms part of this Annual Report.

The Company is pleased to inform that there is no qualification/reservation/adverse remark made by the Statutory Auditors in their report on the audit of the standalone financial results.

However the Statutory Auditor of the Company has given qualification report on the audit of the consolidated

## **DIRECTORS' REPORT** *(Contd.)*

financial result because of the financial statement does not include financial statement of one LLP of which the company is partner.

The Board Clarifies that the financial statement of the aforesaid LLP could not be prepared within the stipulated time due to the lockdown imposed by the Government and the subsequent disturbances caused in the operations.

### **Secretarial Auditors**

Pursuant to Section 204 of the Act, the Company had appointed M/s. MR & Associates, Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2020-21. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit and the report of the Secretarial Auditor for the financial year 2020-21 is annexed to this report as **Annexure – 5**.

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

### **Internal Auditors**

Pursuant to Section 138(1) of the Act, M/s Garg Narendra & Co., Chartered Accountants had been appointed as the Internal Auditor of the Company for the financial year 2020-21 to conduct the Internal Audit of the Company. The Internal Auditor reports to the Audit Committee of the Board and the report of Internal Audit is also placed at the Meetings of the Audit Committee for review.

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

### **CEO AND CFO CERTIFICATION**

The CEO/CFO certificate on the financial statements of the Company as required under Regulation 17(8) of the Listing Regulations is annexed to the Corporate Governance Report which is annexed to this Report as **Annexure –1**.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) (e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is presented in a separate section and is annexed to this report as **Annexure –6**.

### **STATEMENT ON COMPLIANCES OF THE APPLICABLE SECRETARIAL STANDARDS**

The Directors of the Company have devised proper systems to ensure compliance with the provisions of all applicable

Secretarial Standards and that such systems are adequate and operating effectively.

### **HUMAN RESOURCES**

The Company believes in adopting the best human resource practices by providing its employees a congenial and harmonious working environment with all the necessary infrastructures and by giving them equal opportunities to rise and grow. The Company continues to implement the best human resource policies to ensure talent retention at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year under review.

### **HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION**

The Company is committed to protect the health and safety of everyone involved in its operation and the sustainability of the environment in which it operates. The Company's policy requires the conduct of operations in such a manner so as to ensure safety of all concerned environmental regulations and prevention of misuse of natural resources. The Company has been complying with relevant and applicable environmental laws and has been taking all necessary measures to protect the environment and maximize workers protection and safety.

### **Annual Return**

In accordance with Section 92 (3) read with Rule 12 of the Companies (Management and Administration) Rules 2014 (as amended) a copy of the Annual Return of the Company is hosted on its website and can be accessed at <https://www.rdbindia.com/regulation-30.php>.

### **OTHER DISCLOSURES**

#### **Change in Nature of Business, if any**

There has been no change in the nature of business of the Company during the financial year ended 31st March, 2021.

#### **Material Changes and Commitments after the Balance Sheet date between the end of the Financial Year 2020-21 and the date of this Report**

There were no Material changes and commitments affecting the financial position of the Company between the end of the financial year i.e. 31st March, 2021 and date of this Report i.e. 28<sup>th</sup> June, 2021.

#### **Public Deposits**

During the year under review, the Company has not accepted Deposits falling within the meaning of Section 73 of Chapter V of the Act and the Companies (Acceptance of

## DIRECTORS' REPORT (Contd.)

Deposits) Rules, 2014.

### Cost Audit

Cost Audit is not applicable to the Company as per the provisions of Section 148 of the Act.

### Others

- i. During the year under review, no application has been made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 against the Company.
- ii. During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation

as enumerated under Rule 8 (5) (xii) of Companies (Accounts) Rules, 2014, as amended, do not arise

### ACKNOWLEDGEMENTS

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

**For and on behalf of the Board**

Place: Kolkata

Date: 28<sup>th</sup> June, 2021

Sd/-

**Pradeep Kumar Pugalia**  
(Whole-time Director)

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Annexures	Particulars
Annexure – 1	Corporate Governance Report
Annexure – 2	Annual Report on Corporate Social Responsibility
Annexure – 3	Remuneration and Related Disclosures
Annexure – 4	Conservation of Energy, Technological Absorption, Foreign Exchange Earning and the Outgo
Annexure – 5	Secretarial Audit Report
Annexure – 6	Management Discussion and Analysis Report



# REPORT ON CORPORATE GOVERNANCE

Annexure-1

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

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance is a system of structures and processes to direct and control Companies. It specifies the distribution of rights and responsibilities among Company's stakeholders and articulates the rules and procedures for making decisions on corporate affairs. The Corporate Governance provides the structure for defining, implementing, monitoring a Company's goals and objectives and ensuring accountability to appropriate stakeholders.

Good Corporate Governance reflects that the processes of disclosure and transparency are followed by the Company to provide regulators, shareholders and the general public with precise and accurate information about the financial, operational and other aspects of the Company, thereby promoting the investor's trust and maximizing shareholder's value. The Company's philosophy on Corporate Governance envisages attainment of highest level of transparency, accountability, compliances and ethical values in all facets of its operations & its interaction with stakeholders. The Company is enormously dedicated towards fair, transparent and ethical governance practices and it endeavors to improve upon these aspects on an ongoing basis, and adopts innovative approaches to continue to be the trusted name in the industry.

### 2. BOARD OF DIRECTORS

The Company's Board of Directors ("Board") comprises of six Directors as on 31-03-2021. The Board represents an optimum combination of both Executive and Non-Executive Directors with one Woman Director and is in conformity with the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations").

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

Name of the Director	DIN	Designation	Category	Attendance		No. of other Director-ship(s)*	Membership(s)/ Chairmanship(s) of Board Committees of other companies**	Name of listed entities where the director is a director and category of directorship
				Board Meetings	Last AGM			
Mr. Pradeep Kumar Pugalia	00501351	Whole-time Director	Executive	7	Yes	2	--	--
# Mrs. Kusum Devi Dugar	00559322	Director	Promoter, Non-executive	7	Yes	2	--	--
Mr. Ravi Prakash Pincha	00094695	Director	Independent, Non-executive	7	Yes	4	2 (as a member)	Krypton Industries Ltd – Non – Executive & Independent
Mr. Sharad Kumar Bachhawat	05161130	Director	Independent, Non-executive	7	Yes	2	2 (1 as a chairman)	RDB Rasayans Ltd – Non – Executive & Independent
Mr. Aditya Ravinder Kumar Mehra	00984678	Director	Independent, Non-executive	2	Yes	1	--	--
Mr. Sarthak Garg	08284837	Director	Non-executive Director	2	Yes	1	--	--

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

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

limited companies are considered in terms of Regulation 26(1)(b) of the Listing Regulations.

# Mrs. Kusum Devi Dugar has resigned from the Company w.e.f 01.05.2021

### Notes:

1. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31<sup>st</sup> March, 2021.
2. None of the Directors hold Directorships in more than 20 companies pursuant to Section 165(1) of the Act.
3. None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Regulation 26(1) of the Listing Regulations.
4. All Independent Directors have confirmed their Independence to the Company in accordance with the provisions of the Act and the Listing Regulations.

Mr. Sarthak Garg retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. As required under Regulation 36(3) of the Listing Regulations, a brief resume of the Director retiring by rotation is appended to the Notice for convening this AGM.

### Board Meetings and Directors attendance record

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

During the financial year 2020-21, the Board met seven (07) times and the details of meetings together with the attendance of Directors are tabled hereunder:

Sl. No.	Date of Meeting	Board Strength	No. of Director's Present
1	15/07/2020	6	6
2	14/09/2020	6	6
3	19/08/2020	6	4
4	16/10/2020	6	4
5	12/11/2020	6	4
6	21/12/2020	6	4
7	11/02/2021	6	4

### 3. INDEPENDENT DIRECTOR

#### Meetings of Independent Directors

Pursuant to the provisions of the Act, read with Schedule IV and in terms of Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate Meeting of Independent Directors was held on 11<sup>th</sup> February, 2021. The Meeting was attended by Mr. Sharad Kumar Bachhawat and Mr. Ravi Prakash Pincha. Leave of absence was granted to Mr. Aditya Ravinder Kumar Mehra for his inability to attend the Meeting. Mr. Sharad Kumar Bachhawat was elected as the Lead Independent Director. The matters discussed at the Meeting of Independent Directors, inter-alia, included a review of the performance of Non-Independent Directors and the Board as a whole, review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors and the assessment of the quality, quantity and the timeliness of flow of information between the Management and the Board.

The Board of Directors of the Company is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the Listing Regulations and are independent of the Management.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Familiarization Programmes

In terms of Regulation 25(7) of the Listing Regulations, the Company organizes familiarization programmes for its Independent Directors to provide insights into the Company's operations. The Company periodically conducts presentations/programs to familiarize the Independent Directors with its strategy, operations and functions inclusive of important developments in various business divisions, and new initiatives undertaken by it. The details of programmes for familiarization of Independent Directors with the Company, including their duties and related matters are available on the website of the Company at:

<https://www.rdbindia.com/pdf/codes%20and%20policies/Familiarization-Programme-for-Independent-Directors-21.pdf>

### 4. LIST OF CORE SKILL/EXPERTISE/COMPETENCIES

Pursuant to the provisions contained in the Listing Regulations, the Board of Directors of the Company has identified various skills, expertise and competencies that the Board possesses. The specific areas of focus or expertise that the individual Directors of the Company possess have been provided below:

Director	Area of Expertise						
	Industry Experience	Technical Skill	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Mr. Pradeep Kumar Pugalia	✓	✓	✓	✓	✓	✓	✓
Mr. Ravi Prakash Pincha	✓	✓	✓	✓	✓	✓	✓
Mrs. Kusum Devi Dugar	✓	✓	✓		✓	✓	✓
Mr. Sharad Kumar Bachhawat	✓	✓	✓	✓	✓		✓
Mr. Aditya Ravinder Kumar Mehra	✓	✓	✓	✓	✓		✓
Mr. Sarthak Garg	✓	✓			✓	✓	✓

**Note:** The absence of a mark against the Director's name does not necessarily mean that the Director does not possess the corresponding qualification or skill.

### 5. COMMITTEES OF THE BOARD

As on 31st March, 2021, the Company had five (5) Board level Committees constituted under the formal approval of the Board for better governance and accountability and to deal with the areas/concerns within the terms of reference of the respective Committees that need a closer view. The terms of reference of the Committees have been framed in a way, such that it covers the roles specified for the given Committee under the Listing Regulations as well as the Act. All observations, recommendations and decisions of the Committees are placed before the Board for consideration and approval. During the year under review, there were no such instances where the Board had not accepted any recommendation of any of the Committees of the Board.

The details of the Committees as on 31<sup>st</sup> March, 2021 are as under:-

#### A. Audit Committee

##### Terms of Reference

The present terms of reference / scope and function of the Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to

## REPORT ON CORPORATE GOVERNANCE *(Contd.)*

- a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same ;
  - c) Major accounting entries involving estimates based on the exercise of judgement by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings ;
  - e) Compliance with listing and other legal requirements relating to financial statements ;
  - f) Disclosure of any related party transactions ;
  - g) Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval ;
  - vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter
  - vii. Review and monitor the auditor's independence and performance and effectiveness of audit process;
  - viii. Approval or any subsequent modification of transactions of the Company with related parties;
  - ix. Scrutiny of inter-corporate loans and investments;
  - x. Valuation of undertakings or assets of the Company, wherever it is necessary;
  - xi. Evaluation of internal financial controls and risk management systems;
  - xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  - xiv. Discussion with internal auditors of any significant findings and follow up there on;
  - xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  - xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  - xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - xviii. To review the functioning of the Whistle Blower Mechanism;
  - xix. Approval of appointment of Chief Financial Officer (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - xx. Reviewing the utilization of loans/or advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments. Examining the financial statement and the auditor's report thereon;
  - xxi. Monitoring the end use of funds raised through public offers and related matters;
  - xxii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



## REPORT ON CORPORATE GOVERNANCE *(Contd.)*

xxiii. To review –

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions, submitted by the management;
- c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- d) Internal Audit Report relating to internal control weaknesses, etc.
- e) Secretarial Audit Report relating to suspected fraud or irregularity or a failure of compliance of any legislation.
- f) Review the appointment, removal and terms of remuneration of the chief internal auditor.

The Audit Committee is empowered to investigate any activities within its terms of reference, seek information from employees, obtain outside legal or other professional advice or secure attendance of outside experts of relevant field as and when necessitated. The Audit Committee also reviews such matters as referred to it by the Board.

### Composition & Meetings

As on March 31, 2021, the Committee comprised of three Directors out of which two including the Chairman were Independent Directors. During the financial year ended 31st March, 2021, the Audit Committee met five (5) times on 15th July, 2020; 14th September, 2020; 16th October, 2020; 12th November, 2020 and on 11th February, 2021.

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

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Sharad Kumar Bachhawat	Non-executive Independent	Chairman	5
2.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	5
3.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	5

### B. Stakeholders' Relationship Committee

#### Terms of Reference

Terms of Reference of the Stakeholders' Relationship Committee are as hereunder:

1. Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.
2. Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent;
3. Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the company;
4. All such complaints directly concerning the shareholders/ investors as stakeholders of the Company;
5. To review, approve or delegate transfer, transmission, transposition and mutation of shares/securities, including issue of duplicate certificate and new certificate on split/ sub-division/ consolidation/ renewal, and to deal with all related matters;
6. To review the dematerialization and rematerialisation of securities of the Company and such other related matters.

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Details of Shareholders' Complaints:

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

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

Name	Mr. Ritesh Kumar Jha
Address	Bikaner Building, 8/1 Lal Bazar Street, 1 <sup>st</sup> Floor, Room No. 10, Kolkata-700 001
Designation	Company Secretary & Compliance Officer
Contact	033-4450 0500/10
Email	riteshjha@rdbindia.com

### Composition & Meetings

As on 31<sup>st</sup> March, 2021, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. During the financial year ended 31<sup>st</sup> March, 2021, the Committee met Four (04) times on 15<sup>th</sup> July, 2020; 14<sup>th</sup> September, 2020; 12<sup>th</sup> November, 2020; 11<sup>th</sup> February, 2021.

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

Sl.No.	Name	Category	Designation	No. of Meetings Attended
1	Mr. Sharad Kumar Bachhawat	Non-executive Independent	Chairman	4
2	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	4
3	Mr. Aditya Ravinder Kumar Mehra	Non-executive Independent	Member	4

### C. Nomination & Remuneration Committee

#### Terms of Reference

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors
- Devising a policy on diversity of board of directors
- 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 of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable.

#### Composition & Meetings

As on 31<sup>st</sup> March, 2021, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. The Committee met Two (02) times during the financial year on 15<sup>th</sup> July, 2020; and 11<sup>th</sup> February, 2021.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

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

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Sharad Kumar Bachhawat	Non-executive Independent	Chairman	2
2.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	2
3.	Mr. Aditya Ravinder Kumar Mehra	Non-executive Independent	Member	2

### Nomination & Remuneration Policy

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

### Details of Remuneration of the Directors for the financial year ended 31<sup>st</sup> March, 2021

Director	Salary	Perquisites and other Benefits	Contribution towards Provident and/or other Funds	Performance bonus/ Commission	Sitting Fees	Total
Mr. Pradeep Kumar Pugalía	9,00,000	73,995	-	-	-	9,73,995

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 and 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 2020-21.

Except Mr. Ravi Prakash Pincha (5600 Shares) and Mrs. Kusum Devi Dugar (5000 Shares), no other Non-Executive Director has held any shares and/or convertible instruments in the Company.

There is no other pecuniary relationship or transactions with the Non-Executive Directors vis-à-vis the Company. Also, the Company has no stock option plans and hence, such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director.

### Details of Fixed Components and Performance Linked Incentives

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

### Performance Evaluation of Directors

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

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

### D. Corporate Social Responsibility Committee

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

- To formulate and recommend to the Board, a Policy on Corporate Social Responsibility which shall include the activities to be undertaken by the Company to discharge its Corporate Social Responsibility.
- Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company to discharge its Corporate Social Responsibility.
- Monitor the Corporate Social Responsibility Policy of the Company from time to time.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

4. Any other matter/thing as may be considered expedient by the Members in furtherance of, and to comply with the Corporate Social Responsibility Policy of the Company.

### Composition & Meetings

The Corporate Social Responsibility Committee has been constituted by the Board of Directors of the Company as per the provisions of Section 135 of the Act, read with the rules made there under. The Committee met twice on 15<sup>th</sup> July, 2020 and 11<sup>th</sup> February, 2021 during the financial year 2020-21.

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

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Sharad Kumar Bachhawat	Non-executive Independent	Chairman	2
2.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	2
3.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	2

### Corporate Social Responsibility Contribution

In terms of Section 135 of the Act, read with the rules made thereunder, at least 2% of average net profits of last three financial years should be expended on CSR activities. The Company has contributed an amount of **Rs. 9,50,000/-** which exceeds 2% of its average net profits, to Sri S.L. Dugar Charitable Trust for activities related to promotion and improvement of education and animal welfare.

### Corporate Social Responsibility Report

The Corporate Social Responsibility Report for the year ended 31st March, 2021 is attached as **Annexure –2** to the Board's Report.

Mr. Ritesh Kumar Jha, Company Secretary and Compliance Officer of the Company acts as the Secretary of the Committee.

## E. Committee of Directors

### Terms of Reference

The terms of reference of the Committee of Directors (as revised from time to time) are as under:

1. To assess the financial requirements of the Company;
2. To negotiate, accept, approve and adopt the sanctions for financial assistance granted by various banks and financial institutions for lending to the Company;
3. To borrow money upto Rs. 150 crores for the financial requirements of the Company with or without security;
4. To invest funds of the Company in the normal course of business;
5. To give guarantee or provide security in connection with loans taken by the group/associate/subsidiary companies or any other entities as per Section 186 of the Act;
6. To give legal authorization or otherwise to any Director/officer/employee/ any other person to represent the Company on various matters and to sign the necessary documents thereto;
7. To affix Common Seal of the Company in accordance with the provisions of the Act;
8. To do all activities in connection with opening or closing of current accounts, savings account and escrow accounts with the banks;
9. To grant all such general and specific authorisations as may be required for the smooth functioning of the Company and for the day to day business activities;
10. Any other matter as may be referred by the Board from time to time.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Composition & Meetings

The Board of Directors of the Company, at its Meeting held on 27<sup>th</sup> July, 2018 has formed a Committee of Directors pursuant to the provisions of Section 179 of the Act. During the financial year ended 31<sup>st</sup> March, 2021, the Committee met one time i.e. 07<sup>th</sup> December, 2020.

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

Sl.No.	Name	Category	Designation	No. of Meetings Attended
1.	*Mrs. Kusum Devi Dugar	Non-executive Director	Member	1
2.	Mr. Ravi Prakash Pincha	Non-executive Independent Director	Member	1
3.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	1
4.	**Mrs. Neera Chakravarty	Additional Director (in the category of Whole time Director)	Member	0

\* Mrs. Kusum Devi Dugar has resigned from the Company w.e.f 01.05.2021

\*\*Mrs. Neera Chakravarty has been appointed on 01.05.2021

### 6. SUBSIDIARY COMPANY

As on 31<sup>st</sup> March, 2021, the Company has 10 Subsidiary Companies and 1 Limited Liability Partnership as a Subsidiary and it has complied with the Corporate Governance requirements with respect to its subsidiaries as required under Regulation 24 of the Listing Regulations. It has also formulated a Policy on Material Subsidiaries and the same is available on its website at:

[http://rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_material\\_subsidary.pdf](http://rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary.pdf)

### 7. DETAILS OF GENERAL BODY MEETINGS

#### A. Details of Annual General Meetings

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

Financial Year	Meeting	Day & Date	Time	Venue	Special Resolutions, if any, passed
2019-20	14 <sup>th</sup> A.G.M	Tuesday 29.09.2020	10.30 A.M	Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")	Nil
2018-19	13 <sup>th</sup> A.G.M.	Friday 20.09.2019	10.30 A.M.	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	Re-appointment of Mr. Pradeep Kumar Pugalia as a whole time Director
2017-18	12 <sup>th</sup> A.G.M.	Tuesday 18.09.2018	10.00 A.M	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	1. Re-appointment of Mr. Ravi Prakash Pincha as an Independent Director; 2. Re-appointment of Mr. Om Prakash Rathi as an Independent Director.

B. **Extra Ordinary General Meeting:** No Extraordinary General Meeting was held during the financial year 2020-21.

C. **Postal Ballot:** No Special Resolution was passed through Postal Ballot during the financial year 2020-21. At present, there is no proposal for passing any Special Resolution through Postal Ballot. Therefore, the disclosures relating to postal ballot are not applicable.

### 8. CODE OF CONDUCT

#### Code of Conduct for Directors and Senior Management

The Company is consistently endeavoring to conduct its business in accordance with the highest standards of business ethics and to comply with applicable laws, rules and regulations. It believes that a good corporate governance structure

## REPORT ON CORPORATE GOVERNANCE (Contd.)

would not only encourage value creation but also provide accountability and control systems to commensurate with the risks involved. The Board of Directors has adopted the Code of Conduct for the Directors and Senior Management ("the Code"). A copy of the Code has been put on the Company's website at: <http://www.rdbindia.com/pdf/codes%20and%20policies/code-of-conduct.pdf>

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

### Code of Insider Trading

The Board of Directors has also adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive information. A copy of the aforesaid Code has been put on the Company's website at

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

## 9. CEO –CFO CERTIFICATION

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

## 10. DISCLOSURES

### a) Disclosures on Materially Significant Related Party Transactions

All contracts with our affiliates entered into during the period have no potential conflict of interests with the Company at large and are being carried out at arm's length at fair market value. There are no materially significant related party transactions entered i.e. there are no transactions of material nature with its Promoters, Directors, Key Managerial Personnel or the management or their relatives, that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The mandatory disclosure of transactions with related parties, in compliance with the Indian Accounting Standards (Ind AS), forms part of this Annual Report.

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

[http://www.rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_related\\_party\\_transactions.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_related_party_transactions.pdf)

### b) Statutory Compliances

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

### c) Adoption of Mandatory and Non Mandatory Requirements as per the Listing Regulations

The Company duly complied with all the mandatory requirements of the Listing Regulations and the requirements of the Stock Exchanges. It has also complied with the discretionary requirements as specified in Part E of Schedule II of the Listing Regulations as far as they are applicable to it and also with the Secretarial Standards –4 on Report of the Board of Directors issued by the Institute of Company Secretaries of India.

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

- (i) **The Board:** The Company is headed by the Executive Chairperson.
- (ii) **Shareholder Rights:** The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.
- (iii) **Audit Qualifications:** The Company is pleased to inform that there is no qualification/reservation/adverse remark made by the Statutory Auditors in their report on the audit of the standalone financial results.

However the Statutory Auditor of the Company has given qualification report on the audit of the

## **REPORT ON CORPORATE GOVERNANCE** *(Contd.)*

consolidated financial result because of the financial statement does not include financial statement of one LLP of which the company is partner.

The Board Clarifies that the financial statement of the aforesaid LLP could not be prepared within the stipulated time due to the lockdown imposed by the Government and the subsequent disturbances caused in the operations.

**(iv) Reporting of Internal Auditor:** The Internal Auditor may report directly to the Audit Committee as and when required.

**d) Disclosure of Accounting Treatment**

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

**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. 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 quarterly.
- ii. The Audit Committee of the Company reviews the Financial Statements, in particular, the investments made by the Subsidiary Companies.
- iii. The Company has framed a policy for determining its 'Material Subsidiaries' and the same is available on its website at:

[http://www.rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_material\\_subsidary\\_2015.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/policy_on_material_subsidary_2015.pdf)

**f) Whistle Blower Policy/Vigil Mechanism**

The Company believes in promoting ethical behaviour and accordingly there is a mechanism for reporting unethical behaviour, actual or suspected fraud or violation against its Code of Conduct. It has formulated a Whistle Blower Policy, the main objective of which is to provide adequate safeguard measures against victimization of employees. No Personnel has been denied access to the audit committee.

The Policy is also placed on the website of the Company at the link: [http://www.rdbindia.com/pdf/codes%20and%20policies/vigilance\\_mechanism\\_or\\_whistle\\_blower\\_policy.pdf](http://www.rdbindia.com/pdf/codes%20and%20policies/vigilance_mechanism_or_whistle_blower_policy.pdf)

**g) Compliance Certificate of the Auditors**

Ms. Prachi Todi, (Membership No: A53022; COP: 22964), Company Secretary in Practice has certified that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations and the same is annexed to this report as **Annexure –C**.

It is noted that none of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31<sup>st</sup> March, 2021.

**h) Certificate from Company Secretary in Practice**

Ms. Prachi Todi (Membership No: A53022; COP: 22964), Company Secretary in Practice has certified that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Ministry of Corporate Affairs or any such authority and the same is annexed to this report as **Annexure – D**.

**i) Risk Management Policy**

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing

## REPORT ON CORPORATE GOVERNANCE (Contd.)

shareholders' value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

### j) Dividend Payment Date

The Company has not declared any dividend for the relevant Financial Year 2020-21.

### k) Sexual Harassment of Women at Workplace

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a) Number of complaints filed during the financial year	Nil
b) Number of complaints disposed of during the financial year	Nil
c) Number of complaints pending as at the end of the financial year	Nil

- l) The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to M/s. L.B. Jha & Co., the Statutory Auditor, and all entities in the network firm/network entity of which the Statutory Auditor is a part, amounts to Rs. 1,30,000/–(Rupees One Lakh Thirty Thousand) for the financial year ended 31<sup>st</sup> March, 2021.

### m) Commodity price risk, foreign exchange risk and hedging activities

The Company does not deal in commodities and is not exposed to foreign exchange risk and hedging activities. Thus, the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

- n) The company has complied with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46

## 11. MEANS OF COMMUNICATION

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

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

- The Quarterly Unaudited Financial Results and Annual Audited Financial Results are disseminated to the Stock Exchanges where the Company is listed, immediately after the conclusion of the Board Meetings in which the Financial Results are approved. These results are also displayed on the website of the Company, [www.rdbindia.com](http://www.rdbindia.com) and are published in widely circulated newspapers viz. The Financial Express in English and Duranta Barta in Bengali.
- The Company has designated an e-mail id as [investors@rdbindia.com](mailto:investors@rdbindia.com) especially for its investors to report any grievances.
- Official news releases, if any, are displayed on the Company's website.
- The Company has not made any presentations to institutional investors or to the analysts.
- Annual Report containing, inter-alia, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to Members and others entitled thereto.

Management Discussion and Analysis Report (MDAR) forms part of the Directors' Report and the same forms part of this Annual Report.

## 12. RECONCILIATION OF SHARE CAPITAL

As per Regulation 76 of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 {erstwhile Regulation 55A of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996}, report on Reconciliation of Share Capital Audit issued by Ms. Prachi Todi (Membership No: 53022; COP: 22964),





## REPORT ON CORPORATE GOVERNANCE (Contd.)

Company Secretary in Practice, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with National Securities Depository Limited and Central Depository Services (India) Limited, is placed before the Board on a quarterly basis and also submitted to the Stock Exchanges.

### 13. GENERAL SHAREHOLDERS INFORMATION

<b>AGM: Date, Time</b>	Tuesday, 21 <sup>st</sup> Day of September, 2021 at 11.00 AM
<b>Venue</b>	To be held through Video Conference ("VC") or Other Audio Visual Means ("OAVM")
<b>Financial Year</b>	1st April, 2020 to 31st March, 2021
<b>*Tentative Financial Calendar</b>	Results for the Quarter ended 30 <sup>th</sup> June, 2021 –on or before 14 <sup>th</sup> August 2021. Results for the Quarter ended 30 <sup>th</sup> September, 2021 –on or before 14 <sup>th</sup> November, 2021. Results for the Quarter ended 31 <sup>st</sup> December, 2021 –on or before 14 <sup>th</sup> February 2022. Results for the Quarter ended 31 <sup>st</sup> March, 2022 –on or before 30 <sup>th</sup> May 2022.
<b>Listing on Stock Exchanges</b>	1. The Calcutta Stock Exchange Limited, 7, Lyons Range, Dalhousie, Kolkata – 700 001 2. BSE Limited, Phiroze Jeejabhoy Towers, Dalal Street, Mumbai – 400 001 The listing fees for the financial year 2020-21 have been paid to the above Stock Exchanges.
<b>Depositories</b>	1. National Securities Depository Limited, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 2. Central Depository Services (India) Limited, Marathon Futurex, A-wing, 25th Floor, NM Joshi Marg Lower Parel, Mumbai-400013
<b>Stock Code</b>	The Calcutta Stock Exchange Limited –28393 BSE Limited –533285
<b>CIN of the Company</b>	L16003WB2006PLC110039
<b>ISIN No. for CDSL/NSDL</b>	INE245L01010

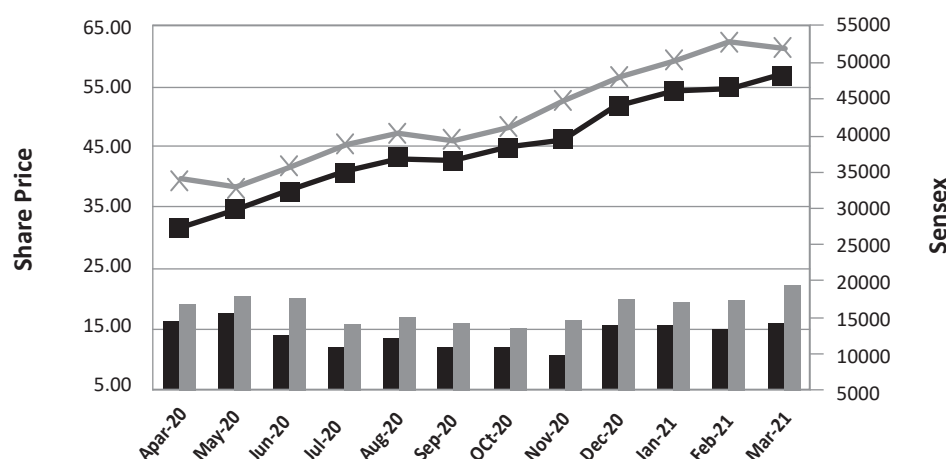
\* Tentative Dates are subject to change

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

The Company's monthly high-low share price pattern during the financial year 2020-21 in comparison to BSE Sensex is depicted hereunder:

<b>Period</b>	<b>Share Price in Rs. (High)</b>	<b>Share Price in Rs. (Low)</b>	<b>BSE Sensex (High)</b>	<b>BSE Sensex (Low)</b>
<b>Apr-20</b>	19.40	16.35	33887.25	27500.79
<b>May-20</b>	20.60	17.60	32845.48	29968.45
<b>Jun-20</b>	20.50	14.00	35706.55	32348.10
<b>Jul-20</b>	16.20	12.03	38617.03	34927.20
<b>Aug-20</b>	17.40	13.63	40010.17	36911.23
<b>Sep-20</b>	16.29	12.01	39359.51	36495.98
<b>Oct-20</b>	15.55	12.00	41048.05	38410.20
<b>Nov-20</b>	16.76	10.76	44825.37	39334.92
<b>Dec-20</b>	20.17	15.72	47896.97	44118.10
<b>Jan-21</b>	19.80	15.80	50184.01	46160.46
<b>Feb-21</b>	20.00	14.85	52516.76	46433.65
<b>Mar-21</b>	22.50	16.15	51821.84	48236.35

## REPORT ON CORPORATE GOVERNANCE (Contd.)



	April 20	May 20	June 20	July 20	Aug 20	Sept 20	Oct 20	Nov 20	Dec 20	Jan 21	Feb 21	Mar 21
Share Price Low	16.35	17.60	14.00	12.03	13.63	12.01	12.00	10.76	15.72	15.80	14.85	16.15
Share Price High	19.40	20.60	20.50	16.20	17.40	16.29	15.55	16.76	20.17	19.80	20.00	22.50
Sensex Low	27500.79	29968.45	32348.10	34927.20	36911.23	36495.98	38410.20	39334.92	44118.10	46160.46	46433.65	48236.35
Sensex High	33887.25	32845.48	35706.55	38617.03	40010.17	39359.51	41048.05	44825.37	47896.97	50184.01	52516.76	51821.84

### Registrar & Share Transfer Agent

M/s. Niche Technologies Private Limited  
 3A, Auckland Place,  
 7th Floor, Room No. 7A & 7B,  
 Kolkata – 700 017  
 Phone No. 033-2280-6616/17/18  
 Fax No. 033-2280-6619  
 E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

**Contact Person – Mr. S. Abbas (Sr. Manager – Systems)**

### Share Transfer System

All requests for dematerialisation of shares, which are found to be in order, are generally processed within 15 days and the confirmation is given to the respective depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Share transfers in physical form are generally registered within 15 days from the date of receipt provided that the documents are found to be in order. Stakeholders Relationship Committee considers and approves the transfer proposals.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. According to the Listing Regulations, no shares can be transferred unless they are held in dematerialised mode. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form. Hence, Members holding shares in physical form are requested to dematerialize their holdings.

Further, SEBI vide its Circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September, 2020 has fixed 31st March, 2021 as the cut-off date for re-lodgement of physical share transfer requests and has provided that such transferred shares shall be issued only in demat mode. The Company has received no such request for transfer of securities held in physical mode during the financial year 2020-2021.

### Transfer of Unclaimed amounts to Investor Education and Protection Fund

Pursuant to Section 124 of the Act, all dividends remaining unpaid/unclaimed for more than seven years have to be

## REPORT ON CORPORATE GOVERNANCE (Contd.)

transferred to the Investor Education & Protection Fund ("IEPF"). Thus, the Company proposes to transfer the unpaid/unclaimed dividends for the Financial Year 2013-14 to the IEPF. The Shareholders are regularly advised to claim the unclaimed dividends lying in the unpaid dividend accounts of the Company before the due dates for crediting the same to the IEPF. Further, the details of dividend unclaimed by the Members for the past years which have not yet been transferred to the aforesaid Fund are readily available for view by the Members on the website of the Company [www.rdbindia.com](http://www.rdbindia.com). The due dates of claiming unpaid dividend together with date of transfer to IEPF are tabled hereunder:

Financial year	Date of declaration of Dividend	Last date for claiming Unpaid Dividend	Last date for transfer to IEPF
2014-15	4th September, 2015	9th October, 2022	8th November, 2022
2013-14	5th September, 2014	10th October, 2021	9th November, 2021

### Distribution of Shareholding

Distribution of shareholding by size as on 31<sup>st</sup> March, 2021:-

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 500	3297	86.0386	4,08,187	2.3617
501 – 1000	224	5.8455	1,87,856	1.0869
1001 – 5000	199	5.1931	4,66,632	2.6999
5001 – 10000	42	1.0960	3,09,664	1.7917
10001 – 50000	42	1.0960	9,62,496	5.5689
50001 – 100000	14	0.3653	9,05,537	5.2393
100001 and above	14	0.3653	1,40,43,028	81.2515
<b>Total</b>	<b>3832</b>	<b>100.00</b>	<b>1,72,83,400</b>	<b>100.00</b>

### Pattern of shareholding by category as on 31<sup>st</sup> March, 2021

Category	Number of Shares	% Total
<b>A. Promoters Holding</b>	<b>1,27,91,157</b>	<b>74.01</b>
<b>B. Non-Promoter Holding</b>		
Institutional Investors		
a. Mutual Funds	-	-
b. Banks, Financial Institutions and Insurance Companies	-	-
c. FII	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>
Others		
a. Bodies Corporate	1561625	9.04
b. Indian Public	2752428	15.93
c. NRIs/ OCBs	12906	0.07
d. Clearing Members	6838	0.04
e. IEPF Authority	158446	0.92
<b>Sub Total</b>	<b>44,92,243</b>	<b>25.99</b>
<b>Total Non-Promoter Holding</b>	<b>44,92,243</b>	<b>25.99</b>
<b>Total</b>	<b>1,72,83,400</b>	<b>100.00</b>

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Details of shares held by Directors as on 31<sup>st</sup> March, 2021

Name of Director	No. of Equity Shares	% of Total holding
Mrs. Kusum Devi Dugar	5,000	0.029
Mr. Pradeep Kumar Pugalia	Nil	Nil
Mr. Ravi Prakash Pincha	5,600	0.032
Mr. Sharad Kumar Bachhawat	Nil	Nil
Mr. Aditya Ravinder Kumar Mehra	Nil	Nil
Mr. Sarthak Garg	Nil	Nil
<b>Total</b>	<b>10600</b>	<b>0.061</b>

### Dematerialization of shares and Liquidity

The Company has entered into an Agreement with NSDL and CDSL for the dematerialization of its shares. The details of shares held in dematerialized and physical form as on 31<sup>st</sup> March, 2021 are hereunder:

Status of Dematerialisation	No. of Shares	Percentage of Total Share
Shares held in NSDL	7568875	43.79
Shares held in CDSL	9583474	55.45
Shares held in physical form	131051	0.76

### Other Disclosures

- During the financial year ended March 31, 2021, the Board has accepted all the recommendations of its Committees.
- Disclosure with respect to demat suspense account/unclaimed suspense account: Not applicable.

### Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

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

### 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

Place: Kolkata  
 Date: 28<sup>th</sup> June, 2021

Sd/-  
**Pradeep Kumar Pugalia**  
 (Whole-time Director)

Sd/-  
**Ravi Prakash Pincha**  
 (Independent Director)





## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Annexure-A

#### **Compliance with Code of Conduct for Directors and Senior Management Personnel**

#### **DECLARATION**

"Pursuant to Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Pradeep Kumar Pugalia, Whole-time Director of RDB Realty and Infrastructure Limited, on the basis of confirmations/declarations received, hereby confirm that all the Members of the Board and Senior Management of the Company have complied with the Company's Code of Conduct for the Board of Directors and Senior Management Personnel for the financial year 2020-21."

Sd/-

Date: 28<sup>th</sup> June, 2021  
Place: Kolkata

**Pradeep Kumar Pugalia**  
Whole-time Director

**REPORT ON CORPORATE GOVERNANCE** (Contd.)**Annexure-B****CEO –CFO CERTIFICATION**

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

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

**For and on behalf of the Board**

Place: Kolkata  
 Date: 28<sup>th</sup> June, 2021

Sd/-  
**Pradeep Kumar Pugalia**  
 (Whole-time Director)

Sd/-  
**Anil Kumar Apat**  
 (Chief Financial Officer)

**Annexure-C**

**PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
M/s RDB Realty & Infrastructure Limited  
8/1 Lal Bazar Street, Bikaner Building,  
1<sup>st</sup> Floor, Room No. 10  
Kolkata: 700001

1. I, Prachi Todi, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **M/s RDB Realty & Infrastructure Limited** (hereinafter referred to as **"the Company"**), for the year ended on 31<sup>st</sup> March 2021 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as **"the Listing Regulations"**).

**Management's Responsibility**

2. The compliance of the conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**My Responsibility**

3. My examination is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

**Opinion**

4. In my opinion, and to best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
5. I further state that such compliance is neither 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.

Date: 28<sup>th</sup> June, 2021  
Place: Kolkata

**Prachi Todi**  
Practicing Company Secretary  
M.No.: 53022  
C.P. No.: 22964  
UDIN: A053022C000525010

**REPORT ON CORPORATE GOVERNANCE** (Contd.)**Annexure-D****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
 The Members of  
 M/s RDB Realty & Infrastructure Limited  
 8/1 Lal Bazar Street, Bikaner Building,  
 1<sup>st</sup> Floor, Room No. 10  
 Kolkata: 700001

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s RDB Realty & Infrastructure Limited**, CIN:L16003WB2006PLC110039 and having registered office at **8/1 Lal Bazar Street, Bikaner Building, 1st Floor, Room No. 10** (hereinafter referred to as 'the Company'), as produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications {including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)} as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ending 31<sup>st</sup> March, 2021, have been debarred or disqualified from being appointed or continuing as Directors by the Securities & Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sl. No.	Name of Director	DIN	Designation	Date of Original Appointment
1.	PRADEEP KUMAR PUGALIA	00501351	Whole-time Director	24/06/2010
2.	KUSUM DEVI DUGAR*	00559322	Non-executive Women Director	01/06/2014
3.	SARTHAK GARG	08284837	Non-executive Director	26/09/2019
4.	RAVI PRAKASH PINCHA	00094695	Independent Director	23/06/2006
5.	SHARAD KUMAR BACHHAWAT	05161130	Independent Director	19/01/2019
6.	ADITYA RAVINDER KUMAR MEHRA	00984678	Independent Director	15/03/2019

\*Ceased to be a Director w.e.f. 01/05/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on the verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 28<sup>th</sup> June, 2021  
 Place: Kolkata

**Prachi Todi**  
 Practicing Company Secretary  
 M.No.: 53022  
 C.P. No.: 22964  
 UDIN: A053022C000524955



**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**
**Annexure – 2**
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**
**1. A Brief outline on CSR Policy of the Company:**

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 & Schedules thereof. The Policy comprises of the Composition of the Committee together with their responsibilities. It enumerates the list of activities for channelizing the amount of expenditure towards Corporate Social Responsibility. CSR Committee has proposed to contribute 2% of Company's average net profits made during the three immediately preceding financial years in Sri S.L. Dugar Charitable Trust, which has an established track record of three years in undertaking educational activities. The Trust owns The Aryan School and is eligible to channelize the entailed expenditure for CSR activities. These goals contribute to and are covered by activities listed in the Schedule VII of Section 135 of the Companies Act, 2013.

The CSR Policy of the Company as approved by the Board of Directors is available on the Company's website at the link:

[https://www.rdbindia.com/pdf/codes%20and%20policies/Policy\\_on\\_corporate\\_social\\_responsibility\\_21.pdf](https://www.rdbindia.com/pdf/codes%20and%20policies/Policy_on_corporate_social_responsibility_21.pdf)

**2. The composition of the CSR Committee as on 31<sup>st</sup> March, 2021 :**

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sharad Kumar Bachhawat	Chairman	2	2
2	Mr. Ravi Prakash Pincha	Member	2	2
3	Mr. Pradeep Kumar Pugalia	Member	2	2

3. Provide the web-link where composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: [https://www.rdbindia.com/pdf/codes%20and%20policies/Policy\\_on\\_corporate\\_social\\_responsibility\\_21.pdf](https://www.rdbindia.com/pdf/codes%20and%20policies/Policy_on_corporate_social_responsibility_21.pdf)

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not applicable.

6. Average net profits of the Company as per Section 135(5) : ₹ 46,908,054.00

7. (a) Two percent of the average net profits of the Company as per Section 135(5) : ₹ 9,38,162.00

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil

(c) Amount required to be set off for the financial year, if any : Nil

(d) Total CSR obligation for the financial year (7a+7b-7c) : ₹ 9,38,162.00

8. (a) CSR amount spent or unspent for the financial year:

Total Amount spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 9,50,000.00	Not Applicable				

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local area (Yes/No)	(5) Location of the project		(6) Project duration	(7) Amount allocated for the project (in ₹)	(8) Amount spent in the current financial Year (in ₹)	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	(10) Mode of Implementation –Direct (Yes/ No)	(11) Mode of Implementation –Through Implementing Agency	
				State	District						Name	CSR Registration number

Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1) Sl. No	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local Area (Yes/No)	(5) Location of the Project		(6) Amount Spent for the Project (In ₹)	(7) Mode of Implementation – Direct (Yes/No)	(8) Mode of Implementation –Through Implementing Agency (Yes/No)	
				State	District			Name	CSR Registration No

1	Promotion of Education and Health care service	Education	Yes	West Bengal	Kolkata	₹ 9,50,000.00	No	Sri S.L. Dugar Charitable Trust	CSR00012491
---	--	-----------	-----	-------------	---------	---------------	----	---------------------------------	-------------

(d) Amount spent in Administrative Overheads: No such amount was spent in administrative overheads

(e) Amount spent on Impact Assessment, if applicable : Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 9,50,000

(g) Excess amount for set off, if any :

Sl. No	Particulars	Amount (in ₹)
i	Two percent of average net profit of the Company as per Section 135(5)	₹ 9,38,162.00
ii	Total amount spent for the Financial Year	₹ 9,50,000.00
iii	Excess amount spent for the financial year [(ii)-(i)]	₹ 11,838.00
iv	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 11,838.00

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	

Not Applicable

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration.	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project –Completed/ Ongoing

Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) : Not Applicable
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not applicable

**For and on behalf of the Board**

Place: Kolkata  
Date: 28<sup>th</sup> June, 2021

Sd/-  
**Pradeep Kumar Pugalia**  
(Whole-time Director)

Sd/-  
**Sharad Kumar Bachhawat**  
(Chairman of CSR Committee)

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)****Annexure –3****A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2020-21**

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company as on the financial year ended March 31<sup>st</sup>, 2021:

Sl. No.	Name of the Directors/KMPs and designation	Remuneration of Directors/KMPs for the financial year 2020-21 (₹ in Lakhs)	% increase in Remuneration in the financial year 2020-21	Ratio of Remuneration of each Directors to the median remuneration of the employees
1.	<b>Pradeep Kumar Pugalia</b> Whole-time Director	9.73	-3.00%	2.57
2.	<b>Anil Kumar Apat</b> Chief Financial Officer	8.71	-	NA
3.	<b>Ritesh Kumar Jha</b> Company Secretary & Compliance Officer	3.63	-	NA

- 2) **The percentage increase in the median remuneration of the employees\* as on the financial year ended March 31<sup>st</sup> 2021**—There was a decrease of (15.06) % in the median remuneration of the employees\* as on financial year ended March 31<sup>st</sup> 2021.
- 3) **The number of permanent employees on the rolls of the Company as on the financial year ended March 31<sup>st</sup>, 2021**—There were 10 (Ten) permanent employees\* on the rolls of company as on 31<sup>st</sup> March, 2021.
- 4) **Average percentage increase already made in the salaries of employees other than Managerial Personnel in the financial year 2020-21 and its comparison with the percentage increase in the managerial remuneration and justification thereof and the detail of exceptional circumstances for increase in the managerial remuneration** –

Particulars	Percentage Increase (%)
Average increase made in the salaries of employees other than managerial personnel (Refer Note)	-7.59%
Average increase in the remuneration of managerial personnel (Refer Note)	-1.61%
Justification thereof and point out if there is any exceptional circumstance for increase in managerial remuneration	N.A

- 5) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

\* The calculation is made considering only those permanent employees associated with the Company at the end of financial year 2019-20 and 2020-21 respectively.

**Notes:**

1. Remuneration as shown above includes all perquisites and the contribution to provident fund, as per the Company's Rules.
2. Remuneration is calculated on the basis of gross amount of cost incurred by the Company during the year.
3. Remuneration for average percentage increase in the salaries of employees other than managerial personnel and its comparison with the percentage increase in the managerial remuneration have been considered for only those individuals who have been associated with the Company at the end of 2019-20 and 2020-21 respectively.

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**
**B. STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH THE RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2020-21**

During the year under review, there were no employees who were in receipt of remuneration aggregating to Rs. 1,02,00,000 (Rupees One Crore and Two Lakh) or more for the year or Rs. 8,50,000 (Rupees Eight Lakh and Fifty Thousand) or more per month for the part of the year.

**Further the names of Top Ten Employees of the Company in terms of remuneration drawn as on the financial year ended March 31st, 2021 is tabled hereunder:**

Sl No.	Name	Designation	Age (Years)	Remuneration	Qualifications	Experience in years	Date of Commencement of Employment	Previous Employment
1	Pradeep Kumar Pugalia	Whole time Director	46	9,73,995/-	Under-Graduate	42	24.06.2010	RDB Industries Ltd.
2	Anil Kumar Apat	Chief Financial Officer	53	8,71,200/-	Graduate	27	11.02.2015	RDB Industries Ltd.
3	Manish Savani	Accountant	44	6,00,000/-	B.COM, LLB	22	01.04.2018	Darshan Developers
4	Rakesh Bihari	Senior Project Manager	48	5,83,596/-	BE (Civil)	26	01.04.2019	Lalita Construction
5	Bhaskar Talukdar	Project Manager	56	4,47,504/-	B.A (Hons)	14	01.06.2014	State Bank of India
6	Bidyut Dey	Chief Accountant	47	3,79,522/-	B.COM	24	01.04.2009	RDB Industries Ltd.
7	Paromita Panda	Head of Legal Department	41	3,71,425/-	B.A. LLB	11	01.11.2019	EMC Ltd
8	Ritesh Kumar Jha	Company Secretary & Compliance Office	32	3,63,347/-	CS	5	16.03.2020	BDJ Group
9	Sk Matir Rahman	Supervisor	61	2,83,129/-	--	26	01.04.2019	--
10	Sanjay Kumar Rai	Site Supervisor	36	1,45,320/-	Post Graduate	7	01.04.2019	Gannan Dunkerley & Co Ltd

**Notes:**

1. Remuneration as shown above includes all perquisites and the contribution to provident fund, as per the Company's Rules;
2. None of the employees are related to each other;
3. Employees named above are Whole time employees of the Company;
4. Other terms and conditions are as per the Company's Rules.

**For and on behalf of the Board**

Place: Kolkata  
Date: 28<sup>th</sup> June, 2021

Sd/-  
**Pradeep Kumar Pugalia**  
(Whole-time Director)

Sd/-  
**Ravi Prakash Pincha**  
(Independent Director)



**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)****Annexure –4**

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

The particulars of Conservation of energy, Technology absorption, Foreign exchange earnings and Outgo, in the manner as prescribed in Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

**A – CONSERVATION OF ENERGY (POWER AND FUEL CONSUMPTION)**

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

**B – TECHNOLOGY ABSORPTION**

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

**C – FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total Foreign Exchange earned and used	(Rs)	
	2020-21	2019-20
(a) Foreign Exchange earned	Nil	Nil
(b) Foreign Exchange used	Nil	Nil

**For and on behalf of the Board**

Place: Kolkata  
Date: 28<sup>th</sup> June, 2021

Sd/-  
**Pradeep Kumar Pugalia**  
(Whole-time Director)

Sd/-  
**Ravi Prakash Pincha**  
(Independent Director)

# ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

Annexure –5

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

## Form No. MR –3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

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

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

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RDB REALTY & INFRASTRUCTURE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 according to the provisions of:
  - i) The Companies Act, 2013 (the Act), amendments and the rules made thereunder;
  - ii) The Securities Contracts (Regulation) Act, 1956

- (‘SCRA’) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.
- I further report that, there were no actions/ events in pursuance of,
- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (c) The Securities and Exchange Board of India (Issue

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**

and Listing of Debt Securities) Regulations, 2008;

- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We further report that as per the representation made by the Management, the following laws are applicable specifically to the Company:

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

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

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

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

We further report that,

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for

seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that due to the spread of COVID-19 pandemic, compliances had been made considering the various relaxations granted, from time to time, by the Securities and Exchange Board of India and the Ministry of Corporate Affairs and other Regulatory authorities, as applicable.

We further report that during the audit period, the Board had approved the Scheme of Arrangement for Demerger between RDB Realty & Infrastructure Limited ("RRIL") and RDB Real Estate Constructions Limited ("RRECL") and their respective shareholders for demerger of Realty Division of RDB Realty & Infrastructure Limited ("RRIL").

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

**For M R & Associates  
Company Secretaries**

**[CS Sneha Khaitan]  
Partner**

**C P No. : 14929**

**UDIN : A034458C000526730**

**Place : Kolkata  
Date : 28.06.2021**

*Note: In view of the situation emerging out of the outbreak of COVID-19 Pandemic, physical documents, records & other papers of the Company for the audit period covering the Financial year ended 31.03.2021 required by us for our examination were obtained from the Company through electronic Mode and verified to the extent possible.*



**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**

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

**"ANNEXURE – A"**  
**(TO THE SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021)**

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

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

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate

and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M R & Associates**  
**Company Secretaries**

**[CS Sneha Khaitan]**  
**Partner**

**C P No 14929**

**UDIN : A034458C000526730**

**Place : Kolkata**  
**Date : 28.06.2021**

*Note: In view of the situation emerging out of the outbreak of COVID-19 Pandemic, physical documents, records & other papers of the Company for the audit period covering the Financial year ended 31.03.2021 required by us for our examination were obtained from the Company through electronic Mode and verified to the extent possible.*

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Annexure-6

#### INDUSTRY STRUCTURE & DEVELOPMENTS

The real estate sector is one of the most globally recognized sectors. It comprises of four sub sectors –housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth in the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. Despite the pandemic, the global economy is set to expand by 5.6% in 2021, its strongest growth in 80 years. This recovery is uneven and largely reflects sharp rebounds in some major economies. The global outlook is subject to significant downside risks, including the possibility of additional COVID-19 waves and financial stress amid high debt levels of Emerging Market and Developing Economies (EMDEs). Policy makers will need to support the recovery while safeguarding price stability, fiscal sustainability and to continue efforts towards promoting growth-enhancing reforms.

After facing several headwinds last year with the start of the pandemic, the Indian economy is expected to gradually recover in the current year. India's GDP grew by 0.4% in Q3 FY 2020-21 after two consecutive quarters of contraction. As per the second advance estimates of Central Statistics Office (CSO), GDP growth for FY 2020-21 is expected to contract by 8.0%, after expanding by 4.0% in FY 2019-20. The country's fiscal deficit for FY 2020-21 has been pegged at 9.5% of GDP, much beyond the original targeted 3.5% of GDP, resulting from stressed tax and divestment revenues, increased expenditure commitments due to the COVID-19 pandemic and the resultant economic slowdown.

The Indian real estate sector was expected to start recovering in 2020 after few lackluster years wherein the sector was impacted by multiple reforms and the changes brought about by Demonetisation, RERA, GST and the NBFC crisis. It has been a tough task for the sector to align itself with these externalities, but the measures have resulted in much needed transparency, accountability and fiscal discipline for the sector. Prior to the pandemic, the real estate sector was expected to contribute around 13% of India's GDP by 2025.

#### OPPORTUNITIES AND THREATS

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers

and shareholders. Your Company is ideally placed to further strengthen its development potential by acquiring new land parcels.

However your company is also finds some challenges like Concern due to ongoing pandemic situation, increased cost of manpower, rising cost of construction and over regulated environment.

#### SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

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

#### OUTLOOK

In the 2021, the momentum of sales could slow a bit but will remain strong to narrate a positive story. Unlike the past year, the real estate sector is now picking up with home buyers willing to make the move. With most workers displaced during the lockdown now back, construction activity has resumed and work is moving at a faster pace to fulfill commitments. Our portfolio consists of both small and large sized projects, offering complete solution to our esteemed consumers. As such, the Company remains bullish on its existing projects and at the same time, it shall be speeding up construction of existing projects and continue to focus on timely delivery. Owing to numerous reforms introduced, the sector has gone through changes in the tax, regulatory as well as the business environment. The financial year 2021-22 will be challenging and opportunistic and the ones likely to succeed are those who shall embrace the changing market dynamics.

#### RISKS AND CONCERNS

The Company has a proper mechanism in place for identifying, assessing, monitoring and mitigating various business related risks. The Board of Directors of the Company are regularly informed and updated about the risk assessments and minimization procedures.

In the course of its business, the Company is exposed to stiff competition from other established developers in the market and is exposed to a wide variety of risks such as:

- Increase in interest rates and foreign currency rates;
- ongoing pandemic situation
- Customer risks;
- Changes in the Government policies;
- Longer working Capital cycles;
- Unanticipated delays in project approvals;



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

- Price Uncertainty;
- Rising cost of inputs;
- Stagnant and low construction margin;
- Economic vulnerability and regulatory risks in developing markets;
- Changing demographics, aging and urbanizing populations.

### INTERNAL CONTROL SYSTEM

The Company has in place adequate internal control systems covering all its operations to provide reasonable assurance with regard to information and maintenance of proper accounting records, the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information. The internal control system of the Company is supplemented by internal audits, review by management and documented policies, guidelines and procedures. The shortcomings in the internal control system, if any, is communicated to the respective departments and measures are taken to overcome the same. During the year under review, no reportable material weaknesses or significant deficiencies were observed in the design or operations.

The Internal Control mechanism comprises of a well-defined organization structure, pre-determined authority levels and clearly defined policy guidelines for appropriate delegation of authority. Internal control is an integral part of the Company's Corporate Governance. The objective of internal control is to give reasonable assurance about the effectiveness and appropriateness of operations, about the financial information, about the reliability of reporting, and of compliance with legislation and other regulations.

### FINANCIAL PERFORMANCE OF THE COMPANY

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

(₹ In Lakhs)

Particulars	2020-21	2019-20
Total Revenue from Operations	4199.49	3913.23
EBIDTA	293.9	403.14
PAT	110.59	211.35
Basic EPS	0.64	1.22

### DEVELOPMENTS IN HUMAN RESOURCE

At RDB Group, there is a firm belief that our professionals are most important assets. The Company's business is managed by a team of competent and passionate leaders. We are privileged to have a vibrant pool of young and energetic people working as one impeccable team. Transparency in working, open communication and satisfactory work environment are the key intrinsic to RDB's work culture.

The Company's focus is on unlocking the people potential and further developing their functional, operational and behavioral competencies. The management allocates sufficient attention in training the workforce to ensure that they are well equipped to take up challenging projects and to ensure their timely delivery by sticking to target schedules.

### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of key financial ratios along with the reasons for significant changes therein are given below:

Sl. No.	Particulars	For the year ended March 31 <sup>st</sup> , 2021	For the year ended March 31 <sup>st</sup> , 2020	Reasons for significant change (if any)
1	Debtors Turnover	5.22	2.77	Due to increase in Turnover
2	Inventory Turnover	0.31	0.36	--
3	Interest Coverage Ratio	9.94	6.12	Due to increase in income and decrease in the interest Expense
4	Current Ratio	1.42	1.4	--
5	Debt Equity Ratio	1.16	0.56	Due to increase in Borrowing
6	Operating Profit Margin (%)	5.78	8.92	Due to increase in expenses
7	Net Profit Margin (%)	2.71	5.54	--

Note:

1. Above ratios are based on the standalone financial statements of the Company.
2. Significant change means a change of 25% or more as compared to the immediately preceding financial year.

### DETAILS OF CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PRECEDING FINANCIAL YEAR

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	Reasons for change (if any)
Return on Net Worth	1.12	0.87	Due to change in Net Worth

### ENVIRONMENT

It is imperative that infrastructure development occurs in a sustainable manner in India and around the globe, if the impact of climate change is to be slowed to broadly acceptable levels. The Indian Government must maintain a commitment to ensuring that rapid growth does

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

not happen at an untenably high environmental cost. Infrastructure projects will play a key role in ensuring the success of 'green growth'. The Company complies with all the applicable environmental laws, rules and regulations and makes voluntary efforts to practice effective use and saving of resources and energy, in the recognition that global environmental conservation is an essential facet of corporate and individual pursuits.

### HEALTH AND SAFETY

For the Company, the health and safety of its employees is of paramount importance and as a good corporate citizen, it is committed to ensuring safety of all its employees at the work place. The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace and has constituted an internal complaints committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention,

Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

### CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, economic conditions affecting demand/supply and price conditions in the domestic market in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors. The Company assumes no responsibility nor is under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**  
(Whole-time Director)

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Place: Kolkata

Date: 28<sup>th</sup> June, 2021

**INDEPENDENT AUDITOR'S REPORT**

TO THE MEMBERS OF

**RDB REALTY & INFRASTRUCTURE LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

1. We have audited the accompanying standalone financial statements of RDB REALTY & INFRASTRUCTURE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended on that date and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

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 Companies Act, 2013 ("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 March 31, 2021, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

2. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section

143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

3. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matter	Auditor's Response
1	<b>Investment in Subsidiaries/ Joint Ventures and Associates</b> The impairment review of unquoted equity instruments and debt, with a carrying value of Rs.5,188.52 lakhs, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments and debt is at risk of recoverability. The net worth of the underlying entities has significantly eroded and the orders in hand are below the break-even production levels of this facility. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows.	<b><u>Principal Audit Procedures</u></b> Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in loss making subsidiaries and joint ventures. Our procedures included the following: <ul style="list-style-type: none"> <li>• Engaged internal fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used;</li> <li>• Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates;</li> <li>• Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved; and</li> <li>• Performed a sensitivity analysis in relation to key assumptions</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr. No	Key Audit Matter	Auditor's Response
2	<p><b>Revenue recognition – accounting for construction contracts</b></p> <p>There are significant accounting judgements including estimation of costs to complete, determining the stage of completion and the timing of revenue recognition. The Company recognises revenue and profit/loss on the basis of stage of completion based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue and profit/loss therefore rely on estimates in relation to total estimated costs of each contract. Cost contingencies are included in these estimates to take into account specific uncertain risks, or disputed claims against the Company, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the contract life and adjusted where appropriate.</p>	<p><b><u>Principal Audit Procedures</u></b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Testing of the design and implementation of controls involved for the determination of the estimates used as well as their operating effectiveness;</li> <li>• Testing the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard;</li> <li>• Testing a sample of contracts for appropriate identification of performance obligations;</li> <li>• For the sample selected, reviewing for change orders and the impact on the estimated costs to complete;</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings</li> </ul>

### Other Information

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Corporate Governance and Shareholders' Information but does not include the standalone financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
5. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the standalone financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

### Management's Responsibility for the Standalone Financial Statements

8. 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, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **INDEPENDENT AUDITOR'S REPORT** *(Contd.)*

9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

11. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
12. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## INDEPENDENT AUDITOR'S REPORT (Contd.)

16. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

### Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by Section 143 (3) of the Act, we report that:
- 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.
  - 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.
  - The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement, Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - On the basis of the written representations

received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 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:
  - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 35 of the standalone financial statements.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E

**(S. Tibrewal)**  
Partner  
Membership No. 300388  
UDIN: 21300388AAAADC5237

Place : Kolkata  
Date : 28.06.2021

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

### To the Members of RDB REALTY & INFRASTRUCTURE LIMITED

[Referred to in paragraph 17 of the Auditors' Report of even date]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipments.
- (b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipments over a period of three years. The Property, Plant & Equipments so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) According to the information and explanations given to us and the records of the company examined by us, the company does not have any immovable properties.
- 2 The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- 3 (a) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has granted unsecured loans to subsidiaries companies covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of these loans in our opinion are not prejudicial to the interests of the Company.
- (b) There is no stipulation regarding recovery of loans as these loans are repayable on demand.
- (c) The aforesaid loans being repayable on demand, there is no amount overdue for more than ninety days in respect of recovery of principal and interest of the above loans.
- 4 According to the information and explanations given to us and the records of the Company examined by us, the provisions of section 185 and 186 of the Companies Act, 2013, have been complied with in respect of loans, investments guarantees and securities given by the Company.
- 5 The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- 6 The Central Government of India has prescribed maintenance of cost records under section 148(1) of the Act for the product of the Company. However, as the turnover of such product is lower than the prescribed threshold limit, in our opinion, maintenance of cost records is not applicable.
- 7 (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, goods and services tax, cess and any other statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax as at 31<sup>st</sup> March 2021 which has not been deposited on account of a dispute are as follows.

Name of the statute	Nature	Amount	Period to which the amount relates	Forum where the dispute is pending
		(Rs. in lakhs)		
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 information and explanation given to us and the records of the Company examined by us, the Company has not defaulted in repayment of dues of any of loans or borrowings to any banks.  
The Company has neither taken any loan from financial institutions or Government nor issued any debentures.
- 9 In our opinion, and according to the information and explanation given to us, on an overall basis, the money raised by Company during the year by way of term

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

loan have been applied for the purpose for which they were obtained.

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

- 10 During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.
- 11 In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- 12 The related statutes are not applicable as the Company is not a Nidhi Company.
- 13 According to the information and explanations given to us and the records of the Company examined by

us, the company has complied with the requirements of sections 177 and 188 of the Act with respect to its transactions with the related parties. Pursuant to the requirement of the applicable Accounting Standard, details of the related party transactions have been disclosed in Note 34 of the standalone financial statements for the year under audit.

- 14 The Company has neither made any preferential allotment of shares nor fully or partly convertible debentures during the year under audit.
- 15 According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions, with any director of the Company and the holding company or persons connected with them, involving acquisition of assets by or from them for consideration other than cash.
- 16 In our opinion, and according to the information and explanations given to us, not being a non-banking financial company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Kolkata  
Date : 28.06.2021

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E

**(S. Tibrewal)**  
Partner  
Membership No. 300388  
UDIN: 21300388AAAADC5237

## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

**To the Members of RDB REALTY & INFRASTRUCTURE LIMITED**

[Referred to in paragraph 18 (f) of the Independent Auditor's Report of even date]

### **Report on the Internal Financial Control under Clause (i) of Sub –sections 3 of Section 143 of the Companies Act, 2013("the Act")**

1. We have audited the internal financial controls over financial reporting of **RDB REALTY & INFRASTRUCTURE LIMITED** ("the Company") as of 31<sup>st</sup> March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Control**

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

#### **Auditors' Responsibility**

3. 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" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. 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.
4. 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 includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

5. 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 Control over Financial Reporting**

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that
  - 1) Pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorization of management and directors of company; and
  - 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Control over Financial Reporting**

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management

**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control 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**

8. In our opinion, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls

over financial reporting were operating effectively as at 31<sup>st</sup> March 2021, 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 Control Over Financial Reporting, issued by ICAI.

Place : Kolkata  
Date : 28.06.2021

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E

**(S. Tibrewal)**  
Partner  
Membership No. 300388  
UDIN: 21300388AAAADC5237





---

# Financial Statements

---

**Balance Sheet as at 31st March, 2021****(Amount in ₹)**

	Note No.	As at March 31, 2021	As at March 31, 2020
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	1,922,606	2,487,542
(b) Right of Use		—	4,998,347
(c) Intangibles	2A	177,446	20,933
(d) Financial Assets			
(i) Investment	3	561,103,054	811,016,077
(ii) Other financial assets	4	7,235,642	7,045,525
(e) Deferred tax assets (Net)	5	1,955,793	2,561,937
(f) Other non-current assets	6	—	19,586,631
<b>Total Non-Current Assets</b>		<b>572,394,541</b>	<b>847,716,992</b>
<b>Current assets</b>			
(a) Inventories	7	1,469,534,057	1,146,554,512
(b) Financial Assets			
(i) Trade receivables	8	50,638,445	105,597,817
(ii) Cash and cash equivalents	9	36,934,555	34,925,462
(iii) Other financial assets	10	382,909,541	110,664,176
(c) Current Tax Assets	11	36,200,121	37,693,201
(d) Other current assets	12	38,859,681	49,146,378
<b>Total Current Assets</b>		<b>2,015,076,400</b>	<b>1,484,581,546</b>
<b>Total Assets</b>		<b>2,587,470,941</b>	<b>2,332,298,538</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	172,834,000	172,834,000
(b) Other Equity	14	817,065,972	801,956,970
<b>Total equity</b>		<b>989,899,972</b>	<b>974,790,970</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	156,910,410	284,311,300
(ii) Other financial liabilities	16	15,908,057	15,141,589
(b) Provisions	17	820,700	717,143
<b>Total non-current liabilities</b>		<b>173,639,167</b>	<b>300,170,032</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	336,658,894	261,812,421
(ii) Trade and other payables			
Total outstanding dues of micro enterprises and small enterprises	19	—	—
Total outstanding dues of creditors other than micro enterprises and small enterprises		179,011,609	78,303,614
(iii) Other financial liabilities	20	250,898,336	36,539,220
(b) Other current liabilities	21	650,281,527	672,941,859
(c) Provisions	22	7,081,436	7,740,422
<b>Total Current Liabilities</b>		<b>1,423,931,802</b>	<b>1,057,337,536</b>
<b>Total liabilities</b>		<b>1,597,570,969</b>	<b>1,357,507,568</b>
<b>Total Equity &amp; Liabilities</b>		<b>2,587,470,941</b>	<b>2,332,298,538</b>

Summary Significant accounting policies

30 to 38

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

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

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalía**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**

Company Secretary

&amp; Compliance Officer

# Statement of Profit and Loss for the year ended 31st March, 2021

(Amount in ₹)

Particulars	Notes	Year ended 31 March 2021	Year ended 31 March 2020
Revenue from operations	23	407,610,685	381,818,099
Other income	24	12,338,408	9,504,531
<b>Total income</b>		<b>419,949,093</b>	<b>391,322,630</b>
<b>Expenses</b>			
Construction Activity Expenses	25	650,454,242	373,174,657
Changes in inventories of work-in-progress, stock-in-trade and finished goods	26	(322,979,544)	(154,315,670)
Employee benefit expense	27	4,943,564	3,839,136
Depreciation and amortisation expense	2	5,818,050	6,262,026
Finance costs	28	4,135,821	7,991,446
Other expenses	29	56,959,775	126,909,851
<b>Total expenses</b>		<b>399,331,908</b>	<b>363,861,446</b>
<b>Profit before tax</b>		<b>20,617,185</b>	<b>27,461,184</b>
Income tax expenses			
–Current tax		7,050,000	6,500,000
–Tax Adjustment for Earlier Years		1,902,141	
–Deferred tax		606,144	(173,658)
<b>Total tax expense</b>		<b>9,558,285</b>	<b>6,326,342</b>
<b>Profit after tax</b>		<b>11,058,900</b>	<b>21,134,843</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to profit or loss</i>			
<i>Items that will not be reclassified to profit or loss</i>			
(i) Equity Instruments through Other Comprehensive Income		2,722,028	(9,506,954)
(ii) Remeasurements of the defined benefit plans		1,328,073	146,094
<b>Other comprehensive income for the year, net of tax</b>		<b>4,050,101</b>	<b>(9,360,860)</b>
<b>Total comprehensive income for the year</b>		<b>15,109,002</b>	<b>11,773,983</b>
<b>Earnings per equity share</b>			
Basic earnings per share		0.64	1.22
Diluted earnings per share		0.64	1.22

Summary Significant accounting policies 30 to 38  
The accompanying notes are an integral part of the Ind AS financial statements.  
This is the Statement of Profit and Loss referred to in our report of even date.

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E

(**S. Tibrewal**)  
Partner  
Membership No 300388  
Kolkata  
The 28th June, 2021

For and on behalf of the Board  
Sd/-  
**Pradeep Kumar Pugalía**  
Whole Time Director

Sd/-  
**Anil Kumar Apat**  
Chief Financial Officer

Sd/-  
**Ravi Prakash Pincha**  
Independent Director

Sd/-  
**Ritesh Kumar Jha**  
Company Secretary  
& Compliance Officer

## Cash Flow Statement for the Year ended 31st March 2021

(Amount in ₹)

	Year ended 31-03-2021	Year ended 31-03-2020
<b>A. Cash flow from operating activities :</b>		
Net profit before tax as per Statement of Profit and Loss	20,617,185	27,461,184
Adjustments for		
Depreciation & Amortisation	5,818,050	6,262,026
Interest Paid	2,212,486	6,346,697
(Profit) / Loss on Sale of Fixed Assets		-
Provision for Employee Benefits		-
Bad Debts	46,164,031	114,834,969
Notional Interest on Security Deposits (Expense)	741,929	243,866
Liabilities no longer payable written back	(2,164,816)	-
Notional Interest on advances (Income)	(153,685)	(137,297)
Interest Received	(9,966,321)	(9,035,986)
<b>Operating Profit Before Working Capital Changes</b>	<b>63,268,859</b>	<b>145,975,459</b>
Increase / (Decrease) of Other Long-Term Liabilities	870,025	3,483,051
Increase / (Decrease) in Trade Payables	100,707,995	3,355,349
Increase / (Decrease) of Other Current Liabilities	191,625,941	306,604,496
(Increase) / Decrease of Long-Term Advances	236,196,769	81,962,224
(Increase) / Decrease in Inventories	(322,979,545)	(154,315,670)
(Increase) / Decrease in Trade receivables	8,795,341	(50,465,232)
(Increase) / Decrease of Short-Term Advances	(277,648,600)	(6,425,042)
(Increase) / Decrease of Other Current Assets	10,286,697	(23,840,317)
<b>Cash generated from operations</b>	<b>11,123,482</b>	<b>306,334,318</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)		
Cash Flow before Exceptional Items	<b>11,123,482</b>	<b>306,334,318</b>
<b>Net cash Generated/(used) from operating activities</b>	<b>11,123,482</b>	<b>306,334,318</b>
<b>B. Cash Flow from Investing Activities :</b>		
Sale / (Purchase) of fixed assets		(10,246,692)
Interest Received	9,966,321	9,035,986
Investment with Subsidiaries and Firms	252,635,051	(389,240,563)
Loans Refund / (Given)	(216,948,857)	(4,075,281)
Fixed Deposits	5,983,125	15,495,688
<b>Net cash from investing activities</b>	<b>51,635,640</b>	<b>(379,030,862)</b>

**Cash Flow Statement for the Year ended 31st March 2021**
**(Amount in ₹)**

	<b>Year ended 31-03-2021</b>	<b>Year ended 31-03-2020</b>
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	(127,400,890)	84,311,300
Proceeds / (Repayment) of Short Term Borrowings	74,846,473	(16,894,683)
Interest Paid	(2,212,486)	(6,346,697)
<b>Net cash generated/(used) in financing activities</b>	<b>(54,766,903)</b>	<b>61,069,920</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>7,992,218</b>	<b>(11,626,624)</b>
Cash and cash equivalents -Opening balance	14,657,745	26,284,369
	<b>22,649,963</b>	<b>14,657,745</b>
<b>Cash and cash equivalents -Closing balance</b>	<b>22,649,963</b>	<b>14,657,745</b>

**Note :**

- Statement of Cash Flow has been prepared under the indirect method as set out in Ind AS –7 specified under section 133 of the Companies Act, 2013
- Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances) during the year.
- Figures in brackets indicate cash outflow.

**For L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

**For and on behalf of the Board**

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Ritesh Kumar Jha**

Company Secretary  
& Compliance Officer

## STATEMENT OF CHANGES IN EQUITY

(Amount in ₹)

## A. Share Capital

Particulars	Balance as on 01.04.2019	Issued during the year	Balance as on 31.03.2020	Issued during the year	Balance as on 31.03.2021
Equity Share Capital	172,834,000	–	172,834,000	–	172,834,000

## B. Other Equity

	Attributable to Equity Share holders of the Company					Total
	Reserves and surplus			Other Comprehensive Income		
	Securities premium reserve	General reserve	Retained earnings	Equity Instru-ments through other compre-hensive income	Other items of Other Comprehen-sive Income	
Balance at 31 March 2019	270,000,000	198,909,337	320,289,324	–	984,326	790,182,987
Transfers						
Profit for the Year			21,134,843			21,134,843
Other comprehensive income				(9,506,954)	146,094	(9,360,860)
Total comprehensive income for the period	–	–	21,134,843	(9,506,954)	146,094	11,773,983
Balance at 31 March 2020	270,000,000	198,909,337	341,424,167	(9,506,954)	1,130,420	801,956,970
Transfers						
Profit for the Year			11,058,900			11,058,900
Other comprehensive income				2,722,028	1,328,073	4,050,101
Total comprehensive income for the period	–	–	11,058,900	2,722,028	1,328,073	15,109,002
Balance at 31 March 2021	270,000,000	198,909,337	352,483,067	(6,784,926)	2,458,493	817,065,972

For L. B. Jha &amp; Co.

Chartered Accountants

Firm Registration No : 301088E

(S. Tibrewal)

Partner

Membership No 300388

Kolkata

The 28th June, 2021

For and on behalf of the Board

Sd/-

Pradeep Kumar Pugalia

Whole Time Director

Sd/-

Ravi Prakash Pincha

Independent Director

Sd/-

Anil Kumar Apat

Chief Financial Officer

Sd/-

Ritesh Kumar Jha

Company Secretary  
& Compliance Officer



## NOTES TO THE FINANCIAL STATEMENTS AS ON 31ST MARCH, 2021

### 1. NOTES TO THE FINANCIAL STATEMENTS

#### A. Corporate Information

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

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

#### B. Summary of Significant Accounting Policies

##### a) Statement of Compliance

The financial statements (separate financial statements) have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

##### b) Basis of preparation of financial statements

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

The Functional currency of the Company in Indian Rupees. These Financial Information are presented in Indian Rupees.

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.

##### Use of estimates:

The preparation of financial statement in conformity with the recognition and measurement principles of

Ind AS requires management to make judgments, estimates and assumptions that affect the reported

balances of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

##### Key estimates and assumptions :

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

#### c) Revenue recognition, contract costs and valuation of unbilled revenue

##### i Revenue from own construction

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue is recognized from construction and service activities based on "Point in time" method and Company is recognizing revenue either after handover of Possession to customer or Registration, whichever is earlier.

##### ii Revenue from Construction Contracts

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue is recognized from construction and service activities based on "over time" method and the Company uses the output method to measure progress of delivery.

When the outcome of individual contracts can be estimated reliably, contract revenue and contract cost are recognized as revenue and expenses respectively by reference to the stage of completion at the reporting date. Costs are recognized as incurred and revenue is recognized on the basis of the actual work certified out of performance obligation at the reporting date.

No margin is recognized until the outcome of the contract can be estimated with reasonable certainty. Provision is made for all known or

## NOTES TO THE FINANCIAL STATEMENTS

expected losses on individual contracts once each losses are foreseen.

Revenue in respect of variations to contracts and incentive payments is recognized when it is highly probable and agreed by the customer. Revenue in respect of claim is recognized only if it is highly probable not to reverse in future periods.

- iii. Real Estate: Sales is exclusive of GST, if any, net of sales return.
- iv. Revenue from services are recognised on rendering of services to customers except otherwise stated.
- v. Rental income from assets is recognised for an accrual basis except in case where ultimate collection is considered doubtful. Rental income is exclusive of GST.
- vi. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

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

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

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

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

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

### e) Property, Plant and Equipment

The cost of an item of property, plant and equipment comprises of its purchase price, any costs directly attributable to its acquisition and an initial estimate

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

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

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

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

### f) Intangible Assets

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

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

On transition to Ind AS, the company has elected to continue with the carrying value of all its intangible assets recognized as at 1<sup>st</sup> April, 2016 measured as

## NOTES TO THE FINANCIAL STATEMENTS

per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### g) Borrowing Costs

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

### h) Depreciation and amortization

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

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

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

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

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

### i) Impairment of Non-Financial Assets

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

### j) Inventories

i. Constructed properties, shown as work in progress, includes the cost of land (including development rights and land under agreements to purchase), internal development costs, external development costs, construction costs, overheads, borrowing costs, construction materials including material lying at respective sites, finance and administrative expenses which

contribute to bring the inventory to their present location and condition and is valued at lower of cost/estimated cost and net realizable value.

ii. On completion of projects, unsold stocks are transferred to project finished stock under the head "Inventory" and the same is carried at cost or net realizable value, whichever is less.

iii. Finished Goods – Flats: Valued at cost and net realizable value.

iv. Land Inventory: Valued at lower of cost and net realizable value.

Provision for obsolescence in inventories is made, wherever required.

### k) Retirement Benefits

#### a. Short Term employee benefit

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

#### b. Long Term and Post-employment benefits

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

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

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

## NOTES TO THE FINANCIAL STATEMENTS

### l) Provisions, Contingent Liabilities and Contingent Assets

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

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

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

### m) Taxes on Income

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

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

### n) Foreign Currency Transactions

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

Revenue, expense and cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of transaction.

### o) Segment Reporting

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

### p) Earnings Per Share

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

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

### q) Cash & Cash Equivalents

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

## NOTES TO THE FINANCIAL STATEMENTS

the Company's cash management and that are readily convertible to known amounts of cash to be cash equivalents.

### r) Financial Instruments

#### ➤ Financial Instruments –Initial recognition and measurement

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

#### ➤ Financial assets –Subsequent measurement

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

- **Financial assets at fair value through profit or loss**

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

- **Financial assets measured at amortized cost**

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

#### **Debt instruments at amortised cost:**

A 'debt instrument' is measured at the amortised

cost if both the following conditions are met:

- i. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

#### **Debt instrument at FVTOCI**

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

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

#### **Debt instrument at FVTPL**

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

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



## NOTES TO THE FINANCIAL STATEMENTS

- **Financial assets at fair value through OCI**

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

- **Financial assets –Derecognition**

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

- **Investment in subsidiaries, joint ventures and associates**

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

### De-recognition

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

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

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

- **Financial liabilities –**

### Initial recognition and measurement

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

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

### Subsequent measurement

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

- **Financial liabilities at fair value through profit or loss**

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

Gains or losses on the liabilities held for trading are recognised in the profit or loss.

- **Financial liabilities measured at amortized cost**

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



## NOTES TO THE FINANCIAL STATEMENTS

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

- **Financial liabilities –Derecognition**

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

### s) Fair Value measurement

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

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

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

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

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

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

each reporting period.

### t) Impairment of financial assets

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

### u) Lease

#### a. Where the Company is the lessee

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

## NOTES TO THE FINANCIAL STATEMENTS

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

### b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

## V. Recent Pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to

Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

### Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

# NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 2 Property, Plant and Equipment

	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>						
Deemed cost as at 1 April 2019	—	6,885,435	555,247	8,148,516	1,473,976	17,063,174
Additions	—	250,000	—	—	—	250,000
Disposals	—	—	—	—	—	—
<b>Closing gross carrying amount as on 31.03.2020</b>	—	<b>7,135,435</b>	<b>555,247</b>	<b>8,148,516</b>	<b>1,473,976</b>	<b>17,313,174</b>
Additions	—	125,226	—	82,754	—	207,980
Disposals	—	—	—	—	—	—
<b>Closing gross carrying amount as on 31.03.2021</b>	—	<b>7,260,661</b>	<b>555,247</b>	<b>8,231,270</b>	<b>1,473,976</b>	<b>17,521,154</b>
<b>Accumulated depreciation as at 31.03.2019</b>	—	<b>5,123,931</b>	<b>242,014</b>	<b>6,977,902</b>	<b>1,218,105</b>	<b>13,561,953</b>
Depreciation charge during the year	—	741,555	34,886	396,816	90,422	1,263,679
Disposals	—	—	—	—	—	—
<b>Closing accumulated depreciation as on 31.03.2020</b>	—	<b>5,865,486</b>	<b>276,900</b>	<b>7,374,718</b>	<b>1,308,527</b>	<b>14,825,632</b>
Depreciation charge during the year	—	518,535	41,881	141,070	71,430	772,916
Disposals	—	—	—	—	—	—
<b>Closing accumulated depreciation as on 31.03.2021</b>	—	<b>6,384,021</b>	<b>318,781</b>	<b>7,515,788</b>	<b>1,379,957</b>	<b>15,598,548</b>
<b>Net carrying amount as at 31 March 2019</b>	—	<b>1,761,504</b>	<b>313,233</b>	<b>1,170,614</b>	<b>255,871</b>	<b>3,501,223</b>
<b>Net carrying amount as at 31 March 2020</b>	—	<b>1,269,949</b>	<b>278,347</b>	<b>773,798</b>	<b>165,449</b>	<b>2,487,542</b>
<b>Net carrying amount as at 31 March 2021</b>	—	<b>876,640</b>	<b>236,466</b>	<b>715,482</b>	<b>94,019</b>	<b>1,922,606</b>

## Note 2A Intangibles

	Computer Softwares
<b>Gross carrying amount</b>	
Opening gross carrying amount cost as at 1 April 2019	413,107
Additions	—
Disposals	—
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>413,107</b>
Additions	203,300
Disposals	—
<b>Closing gross carrying amount as on 31.03.2021</b>	<b>616,407</b>
<b>Accumulated depreciation as at 31.03.2019</b>	<b>392,174</b>
Depreciation charge during the year	—
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>392,174</b>
Depreciation charge during the year	46,787
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2021</b>	<b>438,961</b>
<b>Net carrying amount as at 31 March 2019</b>	<b>20,933</b>
<b>Net carrying amount as at 31 March 2020</b>	<b>20,933</b>
<b>Net carrying amount as at 31 March 2021</b>	<b>177,446</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 2B Right of use

<b>Opening gross carrying amount as on 01.04.2019</b>	—
Additions	9,996,694
Disposals	—
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>9,996,694</b>
Additions	—
Disposals	—
<b>Closing gross carrying amount as on 31.03.2021</b>	<b>9,996,694</b>
Accumulated depreciation as at 31.03.2019	—
Depreciation charge during the year	4,998,347
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>4,998,347</b>
Depreciation charge during the year	4,998,347
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2021</b>	<b>9,996,694</b>
Net carrying amount as at 31 March 2019	—
Net carrying amount as at 31 March 2020	4,998,347
<b>Net carrying amount as at 31 March 2021</b>	<b>—</b>

## Note 3 Non Current Investments

particulars	Face Value	As At 31st March 2021		As At 31st March 2020	
<b>Trade Investments (at cost)</b>					
<b>A) Investment in Equity Instruments</b>					
<b>(I) In Subsidiary Companies</b>					
<b>Unquoted</b>					
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 Jaipur Infrastructure Pvt. Ltd.	Rs. 10	5,363,046	53,655,480	5,363,046	53,655,480
Raj Construction Projects Pvt. Ltd.	Rs. 10	1,854,450	21,011,413	1,854,450	21,011,413
RDB Mumbai Infrastructures Pvt Ltd.	Rs. 10	7,000	5,100,000	7,000	5,100,000
Triton Commercial Pvt. Ltd.	Rs. 10	10,000	100,000	10,000	100,000
			<b>104,444,393</b>		<b>104,444,393</b>
<b>(II) In Associates</b>					
<b>Unquoted</b>					
Rimjhim Vanijya Private Limited	Rs. 10	5,000	50,000	5,000	50,000
			<b>50,000</b>		<b>50,000</b>
<b>(III) Others</b>					
RDB HYD Infrastructure Pvt. Ltd.	Rs. 10	961,600	41,231,073	961,600	38,509,045
RDB Anikant Orbit Properties Pvt. Ltd.	Rs. 10	5,000	50,000	—	—
Surat National Co-operative Bank Ltd	Rs. 10	21,500	1,020,224	21,500	1,020,224
			<b>42,301,297</b>		<b>39,529,269</b>
<b>Sub Total (I + II + III)</b>			<b>146,795,690</b>		<b>144,023,662</b>
			<b>As At 31st March 2021</b>		<b>As At 31st March 2020</b>
<b>B) Investments in Partnership Firms</b>					
Bindi Developers		(707,977)		(707,977)	
Mas Construction		22,096,830	<b>21,388,853</b>	61,571,881	<b>60,863,904</b>
<b>C) Investments in Limited Liability Partnership (LLP)</b>					
Aristo Infra Developers LLP Nirvana Devcon LLP		500,000		500,000	
Nirvana Devcon LLP		392,418,511	<b>392,918,511</b>	605,628,511	<b>606,128,511</b>
<b>Total (A+B+C)</b>			<b>561,103,054</b>		<b>811,016,077</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Disclosures of firms/LLP in which company is Partner

Name of Partnership Firm	As At 31st March 2021		As At 31st March 2020	
	Total Capital	Profit Sharing	Total Capital	Profit Sharing
<b><u>Bindi Developers</u></b>				
1 RDB Realty & Infrastructure Limited	(707,977)	75.00%	(707,977)	75.00%
2 Nilesh Dayabhai Patel	2,779,127	25.00%	2,779,127	25.00%
<b>Total</b>	<b>2,071,150</b>	<b>100.00%</b>	<b>2,071,150</b>	<b>100.00%</b>
<b><u>Mas Construction</u></b>				
1 Mr. Raja Basu	94,255	4.50%	94,255	4.50%
2 Mr. Bharat Chakraborty	414,405	4.35%	514,405	4.35%
3 Mrs. Moon Chakraborty	3,838	24.48%	148,838	24.48%
4 M/s. RDB Realty & Infrastructure Ltd.	22,096,830	66.67%	61,571,881	66.67%
<b>Total</b>	<b>22,609,328</b>	<b>100.00%</b>	<b>62,329,379</b>	<b>100.00%</b>
<b><u>Aristo Developers LLP</u></b>				
	<b>Capital</b>	<b>Current</b>	<b>Capital</b>	<b>Current</b>
1 RDB Realty & Infrastructure Limited	500,000	—	500,000	—
2 Avyay Commercial Industries Pvt. Ltd.	250,000	—	250,000	—
3 Patcrop Construction Pvt. Ltd.	250,000	—	250,000	—
<b>Total</b>	<b>1,000,000</b>	<b>—</b>	<b>1,000,000</b>	<b>—</b>
<b><u>Nirvana Devcon LLP</u></b>				
	<b>Capital</b>	<b>Current</b>	<b>Capital</b>	<b>Current</b>
1 RDB Realty & Infrastructure Limited	97,000	392,321,511	97,000	605,531,510
2 Vinod Dugar	2,000	—	2,000	—
3 Belani Housing Development Limited	1,000	—	1,000	—
<b>Total</b>	<b>100,000</b>	<b>392,321,511</b>	<b>100,000</b>	<b>605,531,510</b>

### Note 4 Other financial assets

	As at March 31, 2021	As at March 31, 2020
Other Advances		
Unsecured, considered goods	—	—
Security Deposits		
Unsecured, considered goods	7,235,642	7,045,525
<b>TOTAL</b>	<b>7,235,642</b>	<b>7,045,525</b>

### Note 5 Deferred Tax Assets (net)

Particulars	As at March 31, 2021		As at March 31, 2020	
Deferred Tax Assets				
—Provision for Gratuity	237,064		544,595	
—Loss Due to Revenue Recognition	—		—	
—WDV	1,718,729		1,951,126	
—Lease Liability	—		1,456,756	
Sub Total (A)		1,955,793		3,952,477
Deferred Tax Liability				
—WDV	—		—	
—Right of Use	—		1,390,540	
Sub Total (B)		—		1,390,540
Deferred Tax (Assets)/Liabilities (A-B)		<b>1,955,793</b>		<b>2,561,937</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 6 Other non-current assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Advances	—	—
Unsecured, considered goods	—	19,586,631
<b>TOTAL</b>	<b>—</b>	<b>19,586,631</b>

### Note 7 Inventories (At lower of cost or Net Realisable value)

Work in process	1,429,146,283	1,098,909,359
Finished Goods	40,387,774	47,645,154
<b>Total Inventories</b>	<b>1,469,534,057</b>	<b>1,146,554,512</b>

### Note 8 Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2020
Trade receivables	50,638,445	105,597,817
Receivables from related parties (refer note...)		
<b>Less: Allowance for doubtful debts</b>		
<b>Total receivables</b>	<b>50,638,445</b>	<b>105,597,817</b>
Break up of security details:		
Trade receivables		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	50,638,445	105,597,817
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
<b>Less: Allowance for doubtful debts</b>	<b>—</b>	<b>—</b>
<b>Total</b>	<b>50,638,445</b>	<b>105,597,817</b>

### Note 9 Cash and Cash Equivalents

(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	20,700,870	12,783,632
(ii) In Deposit Account	—	—
(b) Cheques, drafts on hand	—	—
(c) Cash in hand	1,949,093	1,874,113
(d) Others		
-For Unclaimed Dividends on Current Accounts	464,077	665,851
-Term Deposits*	13,820,515	19,601,866
(* Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>36,934,555</b>	<b>34,925,462</b>
(a) Earmarked Balances with banks		
(1) Earmarked Balance with banks		
(i) In Current Account	464,077	665,851
(ii) In Deposit Account	13,820,515	19,601,866
<b>Total</b>	<b>14,284,592</b>	<b>20,267,717</b>
<b>Total Cash and Cash Equivalents</b>	<b>36,934,555</b>	<b>34,925,462</b>



## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 10 Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Loans to Related Parties</b>		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	112,901,183	152,100
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
<b>Loans to Others</b>		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	198,655,630	94,455,856
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
<b>Other Advances</b>		
Unsecured, considered good	71,352,728	16,056,220
<b>TOTAL</b>	<b>382,909,541</b>	<b>110,664,176</b>

### Note 11 Current Tax Assets

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Current tax assets</b>		
Advance Income Tax and TDS	36,200,121	37,693,201
<b>TOTAL</b>	<b>36,200,121</b>	<b>37,693,201</b>

### Note 12 Other current assets

Other Advances	—	1,658,865
Prepaid Expenses	406,191	444,730
Balances with Statutory Authorities	38,453,490	47,042,783
<b>TOTAL</b>	<b>38,859,681</b>	<b>49,146,378</b>

### Note13 Share Capital

Particulars (Equity shares of ₹ 10/—each)	As at 31st March 2021		As at 31st March 2020	
	Shares (No.'s)	Amount	Shares (No.'s)	Amount
a. Authorised Share Capital	20,000,000	200,000,000	20,000,000	200,000,000
		<b>200,000,000</b>		<b>200,000,000</b>
b. Issued, subscribed and paid-up share capital :	17,283,400	172,834,000	17,283,400	172,834,000
		<b>172,834,000</b>		<b>172,834,000</b>
c. Reconciliation of of equity shares outstanding				
As at the beginning of the year	17,283,400	172,834,000	17,283,400	172,834,000
Add: Shares issued during the year	—	—	—	—
Less: Shares bought back during the year	—	—	—	—
As at the end of the year	17,283,400	172,834,000	17,283,400	172,834,000

- d. Rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend & repayment of capital. The Company has only one class of equity shares having par value of ₹ 10/—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.

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

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

Name of Equity shareholder	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	2,071,523	11.99%	2,068,023	11.97%
Sheetal Dugar	1,639,882	9.49%	1,639,882	9.49%
NTC Industries Limited	1,260,000	7.29%	1,260,000	7.29%

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

### Note 14 Other equity

Particulars	Attributable to Equity Share holders of the Company					Total
	Reserves and surplus			Other Comprehensive Income		
	Securities premium	General reserve	Retained earnings	Equity Instruments through other comprehensive income	Other items of Other Comprehen- sive Income	
Balance at 1 April 2019	270,000,000	198,909,337	320,289,324	—	984,326	790,182,987
Transfers	—	—	—	—	—	—
Profit for the year	—	—	21,134,843			21,134,843
Other comprehensive income	—	—	—	(9,506,954)	146,094	(9,360,860)
Balance at 31 March 2020	270,000,000	198,909,337	341,424,167	(9,506,954)	1,130,420	801,956,970
Transfers	—	—	—	—	—	—
Profit for the year	—	—	11,058,900			11,058,900
Other comprehensive income	—	—	—	2,722,028	1,328,073	4,050,101
Balance at 31 March 2021	270,000,000	198,909,337	352,483,067	(6,784,926)	2,458,493	817,065,972

### Note 15 Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Non-Current</b>		
<b>Secured—at amortised cost</b>		
(i) Term Loans		
From Bank / Financial Institution	156,910,410	284,311,300
<b>Total non-current borrowings</b>	<b>156,910,410</b>	<b>284,311,300</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2020-21	2019-20
Secured—Term Loan from Financial Institution : Secured against project land and structure thereon.	The repayment will start after moratorium of 30 months from the date of 1st disbursement. The repayment will be done is 30 monthly installments. 29 installments of Rs. 1.67 cr and last of Rs. 1.57 cr.	Rate of interest is LHPLR (LIC Housing PLR) minus 3.50%	156,910,410	284,311,300

### Note 16 Other financial liabilities

<b>Non-Current</b>		
Security Deposits (Unsecured)	15,908,057	15,141,589
<b>Total</b>	<b>15,908,057</b>	<b>15,141,589</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 17 Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Employee Benefits	820,700	717,143
<b>Total</b>	<b>820,700</b>	<b>717,143</b>

### Note 18 Borrowings

<b>Secured—at amortised cost (*)</b>		
<b>Secured (CC)</b>		
Bank Overdraft	9,322,363	9,562,359
<b>Unsecured</b>		
Related Parties	—	—
Others	327,336,531	252,250,061
<b>Total Borrowings</b>	<b>336,658,894</b>	<b>261,812,421</b>

### Note 19 Trade Payables

Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises	179,011,609	78,303,614
<b>Total</b>	<b>179,011,609</b>	<b>78,303,614</b>

### Note 20 Other Financial Liabilities

<b>Current</b>		
Advances from other	27,000,000	27,000,000
Unclaimed dividend	464,277	665,851
Retention Money	13,090,830	1,847,666
Other Statutory payable	4,539,881	1,789,340
Current maturity of L/T Debt	198,000,000	
Lease Liability	—	5,236,363
Other Payable	7,803,348	—
<b>Total</b>	<b>250,898,336</b>	<b>36,539,220</b>

### Note 21 Other Current Liabilities

Advances from customers	650,281,527	672,941,859
Other payable		
<b>Total</b>	<b>650,281,527</b>	<b>672,941,859</b>

### Note 22 Provisions

Provision for Employee Benefits	31,436	1,240,422
Provision for Income Tax	7,050,000	6,500,000
<b>Total</b>	<b>7,081,436</b>	<b>7,740,422</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 23 Revenue from Operations

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
a) Sales		
Construction Activities	392,017,922	310,877,986
Sale of services	2,219,415	1,567,055
b) Profit/(Loss) from Partnership Firms	(7,803,349)	—
c) Other Operating Income		
Rental Income	21,176,697	27,459,045
Interest Received		
—On capital with partnership firms	—	41,914,013
<b>Total revenue from continuing operations</b>	<b>407,610,685</b>	<b>381,818,099</b>

## Note 24 Other Income

	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest on Fixed Deposit	610,075	1,511,382
Interest Others	9,356,246	7,524,604
<b>Other non-operating income:</b>		
Liability no longer required written back	2,164,816	—
Notional Interest on Advance	153,685	137,297
<b>Other gains and losses:</b>		
Miscellaneous Income	53,586	331,248
<b>Total</b>	<b>12,338,408</b>	<b>9,504,531</b>

## Note 25 Construction Activity Expenses

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Direct Purchase Cost for the Project	19,057,030	31,736,487
Cost of Land and Development Charges	319,315,015	1,944,972
Construction and other Materials	176,858,015	179,820,188
Contract Labour Charges	18,355,591	59,617,961
Interest	38,897,078	—
Professional Charges	804,920	—
Other Construction Expenses	77,166,592	100,055,049
<b>Total Consumption</b>	<b>650,454,242</b>	<b>373,174,657</b>

## Note 26 Changes in inventories

(A) Opening Inventory		
Work in Progress	1,098,909,359	943,373,139
Finished Goods	47,645,154	48,865,704
Stock in Transit	—	—
<b>Sub Total (A)</b>	<b>1,146,554,513</b>	<b>992,238,843</b>
(B) Closing Inventory		
Work in Progress	1,429,146,283	1,098,909,359
Finished Goods	40,387,774	47,645,154
Stock in Transit	—	—
<b>Sub Total (B)</b>	<b>1,469,534,057</b>	<b>1,146,554,513</b>
<b>(Increase)/decrease in inventories (A-B)</b>	<b>(322,979,544)</b>	<b>(154,315,670)</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 27 Employee Benefit Expenses

(a) Salaries, Wages and incentives	4,533,516	3,337,576
(b) Contributions to : Statutory funds	16,210	23,406
(c) Staff welfare expenses	393,838	478,154
<b>Total</b>	<b>4,943,564</b>	<b>3,839,136</b>

### Note 28 Finance Cost

(a) Interest Expense	2,212,486	6,346,697
(b) Other Borrowing Cost		
Notional Interest on Security Deposits	741,929	243,866
Finance Charges	1,181,406	1,400,833
<b>Total</b>	<b>4,135,821</b>	<b>7,991,446</b>

### Note 29 Others Expenses

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
<b>A) ADMINISTRATION &amp; GENERAL EXP.</b>		
Professional Charges	3,475,156	1,140,055
Postage, Telegraph & Telephones	193,245	321,614
Motor Vehicle Expenses	467,507	510,840
Rates & Taxes	358,844	2,549,591
Rent	1,244,620	690,000
Travelling & Conveyance Expenses	56,556	65,892
Insurance	—	—
Contribution to CSR Activities	950,000	200,000
Electricity Expenses	405,026	688,524
Repairs & Maintenance	1,891,790	3,685,503
Loss on Sale of Fixed Assets	—	—
Printing & Stationary	159,033	323,083
Miscellaneous Expenses	454,434	463,269
Listing fees	689,634	716,744
Bad Debts	46,164,031	114,834,969
Auditors Remuneration :		
Statutory Audit Fee	100,000	100,000
Tax Audit Fee	30,000	30,000
<b>Sub Total A</b>	<b>56,639,875</b>	<b>126,320,085</b>
<b>B) SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity Expenses	—	103,980
Commission to Selling Agents	21,000	441,936
Sales Promotion expenses	298,900	43,850
<b>Sub Total B</b>	<b>319,900</b>	<b>589,766</b>
<b>Total (A+B)</b>	<b>56,959,775</b>	<b>126,909,851</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### 30. Earnings per share is computed as under:

		31st Mar, 21	31st Mar, 20
Profit available for Equity Shareholders	(A) (₹)	11,058,900	21,134,843
Weighted average number of Equity Shares outstanding	(B) (Nos.)	17,283,400	17,283,400
Earnings per equity share (Face value of ₹ 10/-each)			
Basic & Diluted	(A/B) (Rs.)	0.64	1.22

### 31. Disclosure of Construction contract

	31st Mar, 21	31st Mar, 20
Contract revenue recognised during the year	68,813,956	162,252,376
Contract Cost incurred and recognised profits for all the contracts	57,313,368	155,083,276
Due from customer for contract work (including Retention)	43,525,707	100,877,952
Due to suppliers for contract work	22,963,395	29,031,268

### 32. Reconciliation of Effective Tax Rate

#### Reconciliation of tax expenses and the accounting profit multiplied by India's tax rate

	31.03.2021	31.03.2020
<b>Profit before tax</b>	<b>20,617,185</b>	<b>27,461,184</b>
Tax at the Indian tax rate of 29.12% (previous year - 29.12%)	6,003,724	7,996,697
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	276,640	55,640
- Disallowance of estimated expenditure to earn tax exempt income /43 B Disallowance	—	836,437
- Companies Act Depreciation	1,694,216	1,742,096
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income Tax Act Depreciation	(445,490)	(475,350)
- Others	—	—
Tax effect of other adjustment		
Interest Provision	—	—
Others	(479,090)	(3,655,520)
<b>Income Tax Recognise in Profit &amp; Loss account</b>	<b>7,050,000</b>	<b>6,500,000</b>

### 33. Employee Defined Benefits:

- Defined Contribution Plans: The Company has recognised an expense of ₹ (11.05) Lacs (Previous Year ₹ 1.00 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on March 31, 2021 and recognised in the financial statements in respect of Employee Benefit Schemes:



## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

PARTICULARS		2020-21	2019-20
		Gratuity	Gratuity
I	<u>Components of Employer Expense</u>		
1	Current Service Cost	85,614	102,735
2	Interest Cost	137,030	143,056
3	Expected Return on Plan Assets	—	—
4	Curtailment Cost/ (Credit)	—	—
5	Settlement Cost/ (Credit)	—	—
6	Past Service Cost	—	—
7	Actuarial Losses/ (Gains)	(1,328,073)	(146,094)
8	Total employer expense recognised in the Statement of Profit & Loss	1,105,429	99,697
	Gratuity expense is recognised in Gratuity		
II	<u>Net Asset/ (Liability) recognised in Balance Sheet</u>		
1	Present Value of Defined Benefit Obligation	852,136	1,957,565
2	Fair Value of Plan Assets	—	—
3	Funded Status [Surplus/ (Deficit)]	(852,136)	(1,957,565)
4	Unrecognised Past Service Costs	—	—
5	Net Asset/ (Liability) recognised in Balance Sheet	(852,136)	(1,957,565)
III	<u>Change in Defined Benefit Obligation (PBO)</u>		
1	Present Value of PBO at the Beginning of Period	(19,57,565)	(18,57,868)
2	Current Service Cost	85,614	102,735
3	Interest Cost	137,030	143,056
4	Curtailment Cost/ (Credit)	—	—
5	Settlement Cost/ (Credit)	—	—
6	Plan Amendments	—	—
7	Acquisitions	—	—
8	Actuarial Losses/ (Gains)	(1,328,073)	(1,46,094)
9	Benefit Payments	—	—
10	Present Value of PBO at the End of Period	(852,136)	(1,957,565)
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	0.069	0.070
2	Expected Return on Assets	N.A	N.A
3	Salary Escalations	0.06	0.06
4	Mortality	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate

### Notes

- The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.
- Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.

## NOTES TO THE FINANCIAL STATEMENTS

### Sensitivity Analysis

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

Particulars	As on 31/03/2021	
	Decrease	Increase
Discount Rate (-/ + 1%)	926088	785978
% change compared to base due to sensitivity	8.68%	-7.76%
Salary Growth Rate (-/ + 1%)	781135	930399
% change compared to base due to sensitivity	-8.33%	9.18%
Withdrawal Rates (-/ + 50%)	850328	853720
% change compared to base due to sensitivity	-0.21%	0.19%

Particulars	As on 31/03/2021
Defined Benefit Obligation (Base)	852136

### 34. Related Party Disclosures in accordance with Ind AS-24

#### (i) Enterprises where control exists

##### A Subsidiaries

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

##### B Partnership Firm/LLP

Sl. No.	Name of the Firm	Sl. No.	Name of the Firm
1	Bindi Developers	3	Aristo Infra Developers LLP
2	Mas Construction	4	Nirvana Devcon LLP

##### C Associates

Sl. No.	Name of the Firm
1	Rimjhim Vanijya Pvt. Ltd.

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

##### A. Key Management Personnel & their relatives:

Sl. No.	Name	Designation /Relationship
1	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.

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Disclosure of transactions between the Company and related parties and balances as 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	1,387,319	7,746,299	—	—	—
	(—)	(48,765,542)	(—)	(—)	(—)
Share of Profit/(Loss) Earned		(7,803,349)	—	—	—
		(—)	(—)	(—)	(—)
Rent Paid	90,000	—	—	—	—
	(90,000)	(—)	(—)	(—)	(—)
Interest Paid		—	—	—	—
		(—)	(—)	(—)	(639)
Interest Paid capitalised to construction work in progress		—	—	—	—
		(—)	(—)	(—)	(—)
Directors' Remuneration		—	—	900,000	—
		(—)	(—)	(900,000)	(—)
Unsecured Loan Received		—	—	—	—
		(—)	(—)	(—)	(350,000)
Unsecured Loan Repaid		—	—	—	—
		(—)	(—)	(—)	(963,104)
Capital Introduced in Partnership Firm		235,584,950	—	—	—
		(434,079,550)	(—)	(—)	(—)
Refund of Capital by Partnership Firm		488,270,000	—	—	—
		(86,770,000)	(—)	(—)	(—)
Refund of Share Application Money		—	—	—	—
		(—)	(—)	(—)	(—)
Loan Given	65,330,000	11,280,000	—	—	—
	(—)	(10,000,000)	(—)	(—)	(—)
Refund of Loan Given	22,001,982	—	—	—	—
	(—)	(7,500,000)	(—)	(—)	(—)
<b>Closing Balance</b>					
Payable	181,476	7,803,349	—	—	—
	(75,276)	(—)	(—)	(132,500)	(—)
Loan Given	44,613,270	112,901,183	—	—	—
	(—)	(94,455,856)	(—)	(—)	(—)
Unsecured Loan Taken		—	—	—	—
		(—)	(—)	(—)	(—)
Investment		414,307,364	50,000	—	—
		(666,992,414)	(50,000)	(—)	(—)

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

## NOTES TO THE FINANCIAL STATEMENTS

### 35. Contingent Liabilities:

- On account of Corporate Guarantee of ₹ Nil (Previous Year ₹ 13500.50 lacs) given by Company to M/s. Xander Finance Private Limited ( Lender)for securing a term loan of M/s. Concast Infrastructure Pvt. Ltd. and HPSPD Enclave LLP.
- On account of Guarantee ₹ 492.82 lacs (Previous Year ₹ 939.95 lacs) issued by the Company's bankers to the Contractee for projects under EPC Division.
- Demand has been raised by Income Tax Department for ₹ 103.66 Lacs against Company for the Asst Year 12 –13 against which appeal have been filed with Commissioner of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 102.36 Lacs against Company for the Asst Year 13 –14 against which appeal has been filed with Commissioner of Income Tax (Appeal).

### 36. Financial Instruments and Related Disclosures

As on 31st March, 2021

(Amount in ₹)

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>Financial Assets</b>			
(i) Investments	561,103,054	519,871,981	41,231,073
(ii) Trade receivables	50,638,445	50,638,445	–
(iii) Cash and cash equivalents	36,934,555	36,934,555	–
(iv) Other financial assets	390,145,183	382,909,541	7,235,642
<b>Total Financial Assets</b>	<b>1,038,821,237</b>	<b>990,354,522</b>	<b>48,466,715</b>
<b>Financial Liabilities</b>			
(i) Borrowings	493,569,304	493,569,304	–
(ii) Trade and other payables	179,011,609	179,011,609	–
(iii) Other financial liabilities	266,806,393	250,898,336	15,908,057
<b>Total Financial Liabilities</b>	<b>939,387,306</b>	<b>923,479,249</b>	<b>15,908,057</b>

As on 31st March, 2020

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>Financial Assets</b>			
(i) Investments	811,016,077	811,016,077	–
(ii) Trade receivables	105,597,817	105,597,817	–
(ii) Cash and cash equivalents	34,925,462	34,925,462	–
(iii) Other financial assets	117,709,701	110,664,176	7,045,525
<b>Total Financial Assets</b>	<b>1,069,249,057</b>	<b>1,062,203,532</b>	<b>7,045,525</b>
<b>Financial Liabilities</b>			
(i) Borrowings	546,123,721	546,123,721	–
(ii) Trade and other payables	78,303,614	78,303,614	–
(iii) Other financial liabilities	51,680,809	36,539,220	15,141,589
<b>Total Financial Liabilities</b>	<b>676,108,144</b>	<b>660,966,555</b>	<b>15,141,589</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 37. Capital Requirements

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

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

(Amount in ₹)

Particulars	31-Mar-21	31-Mar-20
Borrowings (long-term and short-term, including current maturities of long term borrowings)	493,569,304	546,123,721
Trade payables	179,011,609	78,303,614
Other payables (current and non-current, excluding current maturities of	266,806,393	51,680,809
Less: Cash and cash equivalents	(36,934,555)	(34,925,462)
<b>Net debt</b>	<b>902,452,751</b>	<b>641,182,682</b>
Equity share capital	172,834,000	172,834,000
Other equity	817,065,972	801,956,970
Total Capital	989,899,972	974,790,970
<b>Gearing ratio</b>	<b>0.91</b>	<b>0.66</b>

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

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2020.

#### Disclosure of Financial Instruments

##### Financial risk management objectives and policies

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

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

#### (a) Market risk:

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

## NOTES TO THE FINANCIAL STATEMENTS

### (i) Interest rate risk

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

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

### (ii) Price risk

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

### (b) Credit risk

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

#### Trade receivables

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

The ageing of trade receivables are as follows:

Particulars	As on 31.03.2021	As on 31.03.2020
More than 6 months	37,841,779	25,991,548
Others	12,796,666	79,606,269

#### Deposits with banks and financial institutions

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

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

### (c) Liquidity Risk

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



## NOTES TO THE FINANCIAL STATEMENTS

### (d) Impact of Covid 19

An unprecedented catastrophic in the form of pandemic COVID-19 has emerged as a disastrous global challenge and our Company too has not been left unscathed from its onslaught. The Registered Office of the Company has resumed operations in a skeleton manner from 4th May, 2020 and thereafter in a phased manner is streamlining the operations, complying with all the prescribed safety standards. April-June 2020 being a lockdown quarter, the revenues and profitability of the company are likely to be adversely impacted. The manufacturing and other operations of the Company were disturbed since the declaration of the lockdown, which has impacted the financial position of the Company.

**38.** The figures of Previous Year have been recast, regrouped whether considered necessary.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**

Company Secretary  
& Compliance Officer

# CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

**RDB REALTY & INFRASTRUCTURE LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

## Qualified Opinion

1. We have audited the accompanying consolidated financial statements of **RDB REALTY & INFRASTRUCTURE LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2021, the Consolidated Statement of Profit and Loss including other comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and associate referred to in the Other Matters paragraph, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 their consolidated state of affairs of the Group as at March 31, 2021, of consolidated profit (including Other Comprehensive Loss), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

## Basis for Qualified Opinion

2. As stated in Note 2.8, the consolidated financial statements does not include the financial statements of one limited liability partnership of which the Company is a partner as the financial statements are not available with the Parent's Management.
3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

4. Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report in respect of the units audited by us.

Sr. No	Key Audit Matter	Auditor's Response
1	<p><b>Revenue recognition – accounting for construction contracts</b></p> <p>There are significant accounting judgements including estimation of costs to complete, determining the stage of completion and the timing of revenue recognition. The Company recognises revenue and profit/loss on the basis of stage of completion based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion.</p>	<p><b>Principal Audit Procedures</b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Testing of the design and implementation of controls involved for the determination of the estimates used as well as their operating effectiveness;</li> <li>• Testing the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard;</li> </ul>

## CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr. No	Key Audit Matter	Auditor's Response
	The recognition of revenue and profit/loss therefore rely on estimates in relation to total estimated costs of each contract. Cost contingencies are included in these estimates to take into account specific uncertain risks, or disputed claims against the Company, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the contract life and adjusted where appropriate.	<ul style="list-style-type: none"> <li>• Testing a sample of contracts for appropriate identification of performance obligations;</li> <li>• For the sample selected, reviewing for change orders and the impact on the estimated costs to complete;</li> <li>• Engaging technical experts to review estimates of costs to complete for sample contracts; and</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings</li> </ul>

### Other Information

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report, Corporate Governance and Shareholders' Information but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
- When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

### Managements' 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 including other comprehensive income, consolidated cash flows and statement of changes

- in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate 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.
- In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group including its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
- The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

## CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group and its associate which are companies incorporated in India have adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
14. We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## **CONSOLIDATED INDEPENDENT AUDITOR'S REPORT** (Contd.)

16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
17. Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

### **Other Matters**

- 18 (a) We did not audit the financial statements of 13 subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 51,978.11 lakhs as at March 31, 2021, total revenues of Rs. 1,764.81 lakhs, total net profit after tax of Rs. 236.87 lakhs and total comprehensive income of Rs. 236.87 lakhs for the year ended on that date as considered in the financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 0.67 lakhs and total comprehensive income of Rs. 0.67 lakhs for the year ended March 31, 2021 as considered in the consolidated financial statements in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amount and disclosures included in respect of these subsidiaries are based solely on the reports of other auditors.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

### **Report on Other Legal and Regulatory Requirements**

19. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, in our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and associate company, none of the directors of the Group's companies and its associate company are disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A", which is based on the auditor's report of the

## CONSOLIDATED INDEPENDENT AUDITOR'S REPORT (Contd.)

parent, subsidiary companies and associate company, and

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our

information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate – Refer Note 2.6 to the consolidated financial statements.
- ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies and associate companies.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

**(S. Tibrewal)**

Partner

Membership No. 300388

UDIN:21300388AAAADD3729

Place : Kolkata

Date : 28.06.2021



## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

### **To the members of RDB REALTY & INFRASTRUCTURE LIMITED**

[Referred to in paragraph 19(f) of the Auditors' Report of even date]

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

1. We have audited the internal financial controls over financial reporting of RDB REALTY & INFRASTRUCTURE LIMITED. (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, as of 31<sup>st</sup> March 2021 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**

2. The respective Board of Directors of the Holding Company and its subsidiary companies and its associate, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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 Act.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries and associate based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. 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.

4. 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 includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and its associate, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting the Company, its subsidiary companies and its associate companies.

#### **Meaning of Internal Financial Control over Financial Reporting**

6. 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 statement for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - 1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorization of management and directors

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)**

of company; and

- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statement.

**Inherent Limitations of Internal Financial Control over Financial Reporting**

7. Because of inherent limitation of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to errors or fraud may occur and not be detected. Also, projections of any evaluations of the internal financial control 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**

8. In our opinion, to the best of our information and according to the explanations given to us and based

on the consideration of the other auditors referred to in the Other Matters paragraph below, the Holding Company its subsidiary companies and its associate company, have, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

**Other Matters**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 subsidiary companies, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Place : Kolkata  
Date : 28.06.2021

For **L. B. Jha & Co.**  
Chartered Accountants  
Firm Registration No : 301088E  
**(S. Tibrewal)**  
Partner  
Membership No. 300388  
UDIN:21300388AAAADD3729

## Consolidated Balance Sheet as at 31st March, 2021

(Amount in ₹)

Sl No	Particulars	Note No.	As on 31.03.2021	As on 31.03.2020
<b>ASSETS :</b>				
<b>(1) Non-current Assets</b>				
(a) Property, Plant & Equipment	1.01	4,666,637	6,116,714	
(b) Right of Use		—	4,998,347	
(c) Other Intangible Assets	1.02	177,433	20,933	
(d) Financial Assets				
(i) Investments	1.03	160,538,421	150,551,063	
(ii) Other Financial Assets	1.04	43,557,825	51,994,828	
(e) Deferred Tax Assets (Net)	1.05	2,849,371	4,234,876	
(f) Other Non current Assets	1.06	36,812,000	34,067,631	
		<b>248,601,697</b>	<b>251,984,392</b>	
<b>(2) Current Assets</b>				
(a) Inventories	1.07	5,980,805,745	5,561,001,000	
(b) Financial Assets				
(i) Trade Receivables	1.08	90,855,813	146,976,260	
(ii) Cash & cash equivalents	1.09	54,967,805	53,321,189	
(iii) Other Financial Assets	1.10	762,648,817	429,473,526	
(c ) Current Tax Assets (Net)	1.11	44,691,289	48,761,161	
(d) Other Current Assets	1.12	44,971,080	86,434,739	
		<b>6,978,940,549</b>	<b>6,325,967,875</b>	
<b>Total Assets</b>		<b>7,227,542,246</b>	<b>6,577,952,267</b>	
<b><u>EQUITY AND LIABILITIES:</u></b>				
<b>1 Equity</b>				
(a) Equity Share capital	1.13	172,834,000	172,834,000	
(b) Other Equity	1.14	1,302,566,419	1,252,442,304	
Non-Controlling Interest		87,607,129	88,646,202	
<b>2 Non-current Liabilities :</b>				
(a) Financial Liabilities				
(i) Borrowings	1.15	324,113,730	753,739,051	
(ii)Other financial liabilities	1.16	148,582,296	163,330,425	
(b) Provisions	1.17	820,700	717,143	
(c) Other non-current liabilities		—	—	
		<b>473,516,726</b>	<b>917,786,619</b>	
<b>3 Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	1.18	2,460,354,379	1,531,074,168	
(ii) Trade Payables				
Total outstanding dues of micro and small enterprises		—	—	
Total outstanding dues of creditors other than micro and small enterprises	1.19	239,664,859	144,023,209	
(iii) Other financial liabilities	1.20	340,257,533	328,699,934	
(b) Other current liabilities	1.21	2,133,474,003	2,125,352,511	
(c) Provisions	1.22	17,267,198	17,093,322	
		<b>5,191,017,972</b>	<b>4,146,243,142</b>	
<b>Total Equity and Liabilities</b>		<b>7,227,542,246</b>	<b>6,577,952,267</b>	

Summary of significant accounting Policies &amp; Notes

A &amp; B

Notes referred to above form an integral part of the Balance Sheet

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalía**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**

Company Secretary

&amp; Compliance Officer

**Statement of Consolidated Profit and Loss for the year ended 31st March, 2021** (Amount in ₹)

Sl No	Particulars	Note	As on 31.03.2021	As on 31.03.2020
I	Revenue From operations	1.23	598,900,137	449,861,606
II	Other Income	1.24	2,660,363	1,742,969
III	<b>Total Income (I +II)</b>		<b>601,560,500</b>	<b>451,604,575</b>
IV	<b>EXPENSES</b>			
	Construction Activity Expenses	1.25	877,245,687	611,709,852
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	1.26	(421,192,062)	(400,761,899)
	Employee benefit expense	1.27	7,654,436	8,048,865
	Finance costs	1.28	6,697,426	14,565,027
	Depreciation and amortization expense	1.29	6,677,972	7,218,797
	Other expenses	1.30	62,047,010	133,164,985
	<b>Total expenses (IV)</b>		<b>539,130,469</b>	<b>373,945,627</b>
V	<b>Profit(loss) before tax (III-IV)</b>		<b>62,430,031</b>	<b>77,658,948</b>
VI	<b>Tax Expenses</b>			
	1)Current Tax		17,235,762	16,125,700
	3)Deferred Tax		1,385,506	1,224,129
	4)Income Tax Paid Related to Earlier Years		3,842,481	1,449,610
VII	<b>Profit (Loss) for the period from continuing operations (V-VI)</b>		<b>39,966,282</b>	<b>58,859,509</b>
VIII	<b>Profit/(loss) for the period from JV/Associates</b>		<b>66,953</b>	<b>586,938</b>
IX	<b>Profit/(loss) for the period</b>		<b>40,033,235</b>	<b>59,446,447</b>
X	<b>Other comprehensive income</b>		<b>4,050,101</b>	<b>(9,360,860)</b>
A(i)	Items that will not be reclassified to profit or loss		2,722,028	(9,506,954)
B(i)	Items that will be reclassified to profit or loss		1,328,073	146,094
XI	<b>Total Comprehensive Income for the period</b>		<b>44,083,336</b>	<b>50,085,587</b>
XII	<b>Total Comprehensive Income Attributable to:</b>			
	Owners of the Parent		44,535,406	47,408,475
	Non-Controlling Interest		(452,070)	2,677,112
XIII	<b>Earnings per equity share (for continuing operations)</b>			
	1) Basic		2.34	3.28
	2) Diluted		2.34	3.28

Summary of significant accounting Policies &amp; Notes 2.1 to 2.9

Notes referred to above form an integral part of the Profit and Loss

In terms of our Report of even date attached herewith.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**Company Secretary  
& Compliance Officer

# Consolidated Cash Flow Statement for the Year ended 31st March 2021

(Amount in ₹ Lakhs)

	Year ended 31-03-2021		Year ended 31-03-2020	
<b>A. Cash flow from operating activities :</b>				
Net profit before tax as per Statement of Profit and Loss	–	62,430,031	–	77,658,948
Adjustments for	–	–	–	–
Depreciation & Amortisation	6,677,972	–	7,218,797	–
Interest Paid	4,264,496	–	12,744,979	–
Bad Debts	18,966,347	–	78,397,679	–
Notional Interest on Security Deposits (Expense)	341,460	–	243,866	–
Sundry Balances Written off	–	–	–	–
interest on income tax refund	(165,969)	–	(137,297)	–
Liabilities no longer payable written back	(2,394,805)	–	(1,260,687)	–
Profit from Partnership firm	(66,953)	–	(586,938)	–
Interest Received	(24,564,136)	3,058,413	31,977,914	128,598,314
<b>Operating Profit Before Working Capital Changes</b>		<b>65,488,443</b>		<b>206,257,262</b>
Increase / (Decrease) of Other Long-Term Liabilities	–	(14,644,572)	–	18,254,782
Increase / (Decrease) in Trade Payables	–	93,246,845	–	(3,820,076)
Increase / (Decrease) of Other Current Liabilities	–	21,181,041	–	342,672,778
(Increase) / Decrease of Long-Term Advances	–	5,858,603	–	113,415,364
(Increase) / Decrease in Inventories	–	(419,804,744)	–	(400,807,503)
(Increase) / Decrease in Trade receivables	–	37,154,100	–	(7,489,033)
(Increase) / Decrease of Short-Term Advances	–	(346,241,181)	–	(5,388,742)
(Increase) / Decrease of Other Current Assets	–	41,463,959	–	(56,515,364)
<b>Cash generated from operations</b>		<b>(516,297,507)</b>		<b>206,579,467</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)				
Cash Flow before Exceptional Items		<b>(516,297,507)</b>		<b>206,579,467</b>
<b>Net cash Generated/(used) from operating activities</b>		<b>(516,297,507)</b>		<b>206,579,467</b>
<b>B. Cash Flow from Investing Activities :</b>	–	–	–	–
Sale / (Purchase) of fixed assets	6,291,914	–	(9,590,236)	–
Minority Loss	(1,039,073)	–	3,189,765	–
Interest Received	24,564,136	–	(31,977,914)	–
Purchase of Investment	(7,265,330)	–	(5,642,977)	–
Loans Refund / (Given)	–	–	(4,075,281)	–
Fixed Deposits	8,432,676	–	15,282,794	–
<b>Net cash from investing activities</b>		<b>30,984,323</b>		<b>(32,813,849)</b>

**Consolidated Cash Flow Statement for the Year ended 31st March 2021**

(Amount in ₹)

	Year ended 31-03-2021	Year ended 31-03-2020
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	(429,624,831)	(260,363,088)
Proceeds / (Repayment) of Short Term Borrowings	929,280,211	78,255,737
Interest Paid	(4,264,204)	(12,744,979)
<b>Net cash generated/(used) in financing activities</b>	<b>495,391,176</b>	<b>(194,852,329)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>10,077,992</b>	<b>(21,086,711)</b>
Cash and cash equivalents - Opening balance	27,864,449	48,951,160
	—	—
<b>Cash and cash equivalents - Closing balance</b>	<b>37,942,441</b>	<b>27,864,449</b>

**Note :**

- Statement of Cash Flow has been prepared under the indirect method as set out in Ind AS - 7 specified under section 133 of the Companies Act, 2013
- Acquisition of property, plant and equipment includes movements of capital work-in-progress (including capital advances) during the year.
- Figures in brackets indicate cash outflow.

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalila**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**Company Secretary  
& Compliance Officer





# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Amount in ₹)

## A. Share Capital

Particulars	Balance as on 31.03.2019	Issued during the year	Balance as on 31.03.2020	Issued during the year	Balance as on 31.03.2021
Equity Share Capital	172,834,000	-	172,834,000	-	172,834,000

## B. Other Equity

	Attributable to Equity Share holders of the Company					Total attributable to owners of parent Total	Non Controlling Interest	
	Reserves and surplus				Other Comprehensive Income			
	Securities premium	General reserve	Retained earnings	Capital Reserve	Equity In- struments through other com- prehensive income			Other items of Other Com- prehensive Income
Balance at 31 March 2019	352,126,180	198,909,337	590,082,436	62,592,135	–	–	1,203,710,088	83,976,579
Transfers/Adjustments	–	–	–	1,323,740	–	-	–	1,992,511
Profit for the Year	–	–	56,769,335	–	(9,506,954)	146,094.00	47,408,475	2,677,112
Other comprehensive income	–	–	–	–	–	–	–	–
Balance at 31 March 2020	352,126,180	198,909,337	646,851,771	63,915,875	(9,506,954)	146,094	1,252,442,304	88,646,202
Transfers/Adjustments	–	–	5,588,709	–	–	–	5,588,709	–
Profit for the Year	–	–	40,485,306	–	2,722,028	1,328,073	44,535,407	(1,039,073)
Other comprehensive income	–	–	–	–	–	–	–	–
Balance at 31 March 2021	352,126,180	198,909,337	692,925,786	63,915,875	(6,784,926)	1,474,167	1,302,566,419	87,607,129

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

**(S. Tibrewal)**

Partner

Membership No 300388

Kolkata

The 28th June, 2021

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Ritesh Kumar Jha**

Company Secretary  
& Compliance Officer

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### A. Corporate Information

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

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

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

#### B. Summary of Significant Accounting Policies

##### a) Overall consideration

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

##### Basis of preparation

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

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

##### Basis of consolidation

##### Subsidiaries

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

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

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

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

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

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

##### Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

decisions of the investee but is not control or joint control over those policies.

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

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

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

After application of the equity method of accounting, the Group determines whether there is any objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture

and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture.

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

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

### b) **Use of estimates:**

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

### **Key estimates and assumptions :**

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

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

Inventory property is stated at the lower of cost and

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

net realisable value (NRV).

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

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

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

### c) Property, Plant and Equipment

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

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

An item of property, plant and equipment and any significant part initially recognized is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss

arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the Property, plant and equipment is derecognised.

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

### d) Intangible Assets

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

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

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

### e) Revenue recognition, contract costs and valuation of unbilled revenue

#### i Revenue from own construction

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue is recognized from construction and service activities based on "Point in time" method and Company is recognizing revenue either after handover of Possession to customer or Registration, whichever is earlier.

#### ii Revenue from Construction Contracts

In accordance with Ind AS 115 "Revenue from Contracts with customers", Revenue is recognized from construction and service activities based on "over time" method and the Company uses the output method to measure progress of delivery.

When the outcome of individual contracts can be estimated reliably, contract revenue and contract cost are recognized as revenue and expenses respectively by reference to the stage of completion at the reporting date. Costs are recognized as incurred and revenue is recognized on the basis of the actual work certified out of

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

performance obligation at the reporting date.

No margin is recognized until the outcome of the contract can be estimated with reasonable certainty. Provision is made for all known or expected losses on individual contracts once each losses are foreseen.

Revenue in respect of variations to contracts and incentive payments is recognized when it is highly probable and agreed by the customer. Revenue in respect of claim is recognized only if it is highly probable not to reverse in future periods.

- iii. Real Estate: Sales is exclusive of GST, if any, net of sales return.
- iv. Revenue from services are recognised on rendering of services to customers except otherwise stated.
- v. Rental income from assets is recognised for an accrual basis except in case where ultimate collection is considered doubtful. Rental income is exclusive of GST.
- vi. Income from interest is accounted for on time proportion basis taking into account the amount outstanding and the applicable rate of interest.

### f) **Borrowing Costs**

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

### g) **Depreciation and amortization**

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

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

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

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

The residual values, useful lives and methods of depreciation of property, plant and equipment are

reviewed at each financial year end and adjusted prospectively, if appropriate

### h) **Impairment of Non-Financial Assets**

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

### i) **Inventories**

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

Provision for obsolescence in inventories is made, wherever required.

### j) **Retirement Benefits**

#### a. **Short Term employee benefit**

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

#### b. **Long Term and Post-employment benefits**

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

respective funds are due.

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

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

### k) **Provisions, Contingent Liabilities and Contingent Assets**

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

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

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

### l) **Taxes on Income**

- i. Tax expense comprises both current and deferred tax. Current tax is determined in respect of taxable income for the year based on applicable tax rates and laws.
- ii. Deferred tax Asset/liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured

using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

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

### m) **Foreign Currency Transactions**

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

Revenue, expense and cash flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of transaction.

### n) **Segment Reporting**

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### o) Earnings Per Share

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

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

### p) Cash & Cash Equivalents

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

### q) Financial Instruments

#### ➤ Financial Instruments - Initial recognition and measurement

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

#### ➤ Financial assets –Subsequent measurement

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

- **Financial assets at fair value through profit or loss**  
Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.
- **Financial assets measured at amortized cost**  
Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active

market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

#### Debt instruments at amortised cost:

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

- i. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- ii. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

#### Debt instrument at FVTOCI

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

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

#### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

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

- **Financial assets at fair value through OCI**

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

- **Financial assets –Derecognition**

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

- **Investment in subsidiaries, joint ventures and associates**

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

**De-recognition**

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

- The rights to receive cash flows from the

asset have expired, or

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

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

- **Financial liabilities –**

**Initial recognition and measurement**

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

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

**Subsequent measurement**

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

- **Financial liabilities at fair value through profit or loss**

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Gains or losses on liabilities held for trading are recognised in the profit or loss.

- **Financial liabilities measured at amortized cost**

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

- **Financial liabilities –Derecognition**

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

r) **Fair Value measurement**

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

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

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

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

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

lowest level input that is significant to the fair value measurement is unobservable.

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

s) **Impairment of financial assets**

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

t) **Lease**

a. **Where the Company is the lessee**

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate.

Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

### b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of Profit & Loss.

Assets given under a finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease income is recognised over the period of the lease so as to yield a constant rate of return on the net investment in the lease. Initial direct costs relating to assets given on finance leases are charged to Statement of Profit and Loss.

### u) Recent Pronouncement

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise

Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

#### Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

#### Statement of profit and loss:

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.01 Property, Plant and Equipment

	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>							
Deemed cost as at 1 April 2019	475,086	–	10,167,280	1,182,720	15,712,722	1,729,569	29,267,377
Additions	–	–	276,786	–	–	–	276,786
Disposals	–	–	–	–	1,222,757	–	1,222,757
Closing gross carrying amount as on 31.03.2020	475,086	–	10,444,066	1,182,720	14,489,965	1,729,569	28,321,406
Additions	–	–	125,226	–	82,754	44,483	252,463
Disposals	–	–	–	–	1,387,399	–	1,387,399
Closing gross carrying amount as on 31.03.2021	475,086	–	10,569,292	1,182,720	13,185,320	1,774,052	27,186,473
Accumulated depreciation as at 31.03.2019	–	–	6,893,594	693,156	11,411,512	1,525,491	20,523,753
Depreciation charge during the year	–	–	1,053,522	57,150	1,012,003	97,775	7,218,797
Disposals	–	–	–	–	539,511	–	539,511
Closing accumulated depreciation as on 31.03.2020	–	–	7,947,116	750,306	11,884,004	1,623,266	22,204,692
Depreciation charge during the year	–	–	789,610	57,617	680,794	104,818	1,632,839
Disposals	–	–	–	–	1,317,695	–	1,317,695
Closing accumulated depreciation as on 31.03.2021	–	–	8,736,726	807,923	11,247,103	1,728,084	27,518,833
Net carrying amount as at 1 April 2019	475,086	–	3,273,686	489,564	4,301,210	204,078	8,743,622
Net carrying amount as at 31 March 2020	475,086	–	2,496,950	432,414	2,605,961	106,303	6,116,714
Net carrying amount as at 31 March 2021	475,086	–	1,832,566	374,797	1,938,217	45,968	4,666,637

## Note 1.02A Intangibles

	Computer Softwares
<b>Gross carrying amount</b>	
Deemed cost as at 1 April 2019	413,107
Additions	–
Disposals	–
Closing gross carrying amount as on 31.03.2020	413,107
Additions	203,300
Disposals	–
Closing gross carrying amount as on 31.03.2021	616,407
Accumulated depreciation as at 31.03.2019	392,177
Depreciation charge during the year	–
Disposals	–
Closing accumulated depreciation as on 31.03.2020	392,177
Depreciation charge during the year	46,787
Disposals	–
Closing accumulated depreciation as on 31.03.2021	438,964
Net carrying amount as at 31 March 2019	20,933
Net carrying amount as at 31 March 2020	20,933
Net carrying amount as at 31 March 2021	177,443

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 1.02B Right of use**

<b>Opening gross carrying amount as on 01.04.2019</b>	—
Additions	9,996,694
Disposals	—
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>9,996,694</b>
Additions	—
Disposals	—
<b>Closing gross carrying amount as on 31.03.2021</b>	<b>9,996,694</b>
Accumulated depreciation as at 31.03.2019	—
Depreciation charge during the year	4,998,347
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>4,998,347</b>
Depreciation charge during the year	4,998,347
Disposals	—
<b>Closing accumulated depreciation as on 31.03.2021</b>	<b>9,996,694</b>
Net carrying amount as at 31 March 2019	—
Net carrying amount as at 31 March 2020	4,998,347
<b>Net carrying amount as at 31 March 2021</b>	<b>—</b>

**Notes - 1.03 Investment**

	Face Value @	Nos of Shares	As at March 31, 2021	Nos of Shares	As at March 31, 2020
<b>I) Investment in Equity Instruments</b>					
<b>Unquoted</b>					
<b>a) Associates</b>					
Rimjhim Vanijya Private Limited	Rs. 10	5,000	6,349,204	5,000	679,887
<b>b) Others</b>					
RDB Legend Infrastructure Pvt. Ltd.	Rs. 10	4,801,600	41,231,073	4,801,600	38509045
Citylife Realty Private Limited	Rs. 10	4300	43,000	—	—
Rdb Anikant Orbit Properties Private Limited	Rs. 10	5000	50,000	—	—
Ritudhan Suppliers Pvt. Ltd.	Rs. 10	5000	50,000	5000	50,000
Surat National Co-operative Bank Limited	Rs. 10	2,150	1,020,224	2150	1,020,224
ICICI Bank Limited			548,309		518,227
			42,942,606		40,097,496
<b>Total (a + b) = I</b>			<b>48,893,164</b>		<b>40,777,383</b>

**Aggregate book cost of unquoted investments**

Particulars	(Amount in Rs.)	(Amount in Rs.)
<b>(II) Investments in the Capital of Partnership Firms/LLP/AOP</b>		
Regent Associates	80,036,611	78,143,444
Nirvana Devcon LLP	—	—
HPSD Enclave LLP	50,000	50,000
Rituraj Construction LLP	50,000	50,000
Aristo Infra Developers LLP	500,000	500,000
HPVD Enclave LLP	30,975,000	30,975,000
RDB Mumbai Realty LLP	73,197	77,277
RDB Mumbai Housing LLP	16,506	34,786
Regent Developers & Builders	(57,057)	(56,827)
	111,645,257	109,773,680
<b>Total (I + II)</b>	<b>160,538,421</b>	<b>150,551,063</b>





# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Name of Partnership Firm/LLP/AOP

	As at March 31, 2021 Total Capital (₹ )	Profit Sharing Ratio	As at March 31, 2020 Total Capital (₹ )	Profit Sharing Ratio
<b>Regent Associates</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	80,036,611	51%	78,143,444	51%
2 Dharmendra Lalchand Jain	15,846,798	11%	15,848,604	11%
3 Lalchand Pannalal Jain	5,040,798	11%	5,042,604	11%
4 Leela Lachand Jain	5,847,798	11%	5,849,604	11%
5 Mahendra Lalchand Jain	9,499,120	8%	9,500,433	8%
6 Pravin Lalchand Jain	11,822,580	8%	11,823,893	8%
	128093704	100%	126208583	100%
<b>Regent Developers &amp; Builders</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	(57,057)	60%	(56,827)	60%
2 Keshulal Mehta	58,398	25%	58,551	25%
3 Mahendra Bokadia	2,898	15%	2,898	15%
	4238	100%	4622	100%
<b>RDB Mumbai Housing LLP</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	16,506	60%	34,786	0.6
2 Shashank Bansode	304,062	25%	313,066	0.25
	320568	100%	347852	100%
<b>RDB Mumbai Realty LLP</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	73,197	90%	77,277	0.9
2 Harish Mali	(3,969)	10%	(3,516)	0.1
	69228	100%	73,761	100%
<b>Rituraj Construction LLP</b>				
1 Raj Construction Projects Pvt. Ltd.	50,000	50%	50,000	0.5
2 Raj Vardhan Patodia	50,000	50%	50,000	0.5
	100,000	100%	100,000	1
<b>Aristo Developers LLP</b>				
1 RDB Realty & Infrastructure Limited	500,000	50%	500,000	0.5
2 Avyay Commercial Industries Pvt. Ltd.	250,000	25%	250,000	0.25
3 Patcrop Construction Pvt. Ltd.	250,000	25%	250,000	0.25
<b>Total</b>	<b>1,000,000</b>	<b>100%</b>	<b>1,000,000</b>	<b>1</b>

	Profit Ratio	As at March 31, 2021		As at March 31, 2020	
		Capital	Current	Capital	Current
<b>HPSD Enclave LLP</b>					
1 Regent Hirise Private Limited	50%	50,000	—	50,000	—
2 Raj Construction Projects Pvt. Ltd.	50%	50,000	—	50,000	—
		100,000		100,000	—
<b>HPVD Commotrade AOP</b>					
1 Raj Construction Projects Pvt. Ltd.	50%	250,000	30,725,000	250000	30,725,000
2 Regent Hirise Private Limited	50%	250,000	30,490,000	250,000	30,490,000
		500,000	61.215.000	500,000	61.215.000

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.04 Financial Assets - Loans

	As at March 31, 2021	As at March 31, 2020
(a) Security Deposits	43,557,825	51,994,828
(b) Loans to related parties (giving details thereof);	—	—
(c) <b>Other loans (specify nature).</b>		
Other loans and advances	—	—
Misc. Exp. Not W/Off (Preliminary Expenses	—	—
<b>Total</b>	<b>43,557,825</b>	<b>51,994,828</b>

## Note 1.05 Deferred tax assets (net)

The major components of the Deferred Tax Liabilities / (Assets) based on the tax effects of timing differences are as follows:

	2,849,371	4,234,876
<b>Total</b>	<b>2,849,371</b>	<b>4,234,876</b>

## Note 1.06 Other non-current asset

Capital Advances	14,481,000	34,067,631
Advances other than capital advances		
(a) Security Deposit	—	—
(b) Advances to related parties (giving details thereof)	—	—
(c) Other advances	22,331,000	—
<b>Total</b>	<b>36,812,000</b>	<b>34,067,631</b>

## Note 1.07 Inventories

(a) Work in Progress	5,800,372,318	5,367,557,794
(b) Finished Goods	180,433,427	193,443,206
<b>Total</b>	<b>5,980,805,745</b>	<b>5,561,001,000</b>

## Note 1.08 Financial Assets - Trade Receivables

Trade receivables	90,855,813	146,976,260
Receivables from related parties		
Less: Allowance for doubtful debts	—	—
<b>Total receivables</b>	<b>90,855,813</b>	<b>146,976,260</b>
<b>Break up of security details:</b>		
Trade receivables		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	90,855,813	146,976,260
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
Less: Allowance for doubtful debts	—	—
<b>Total</b>	<b>90,855,813</b>	<b>146,976,260</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.09 Financial Assets - Cash and cash equivalents

	As at March 31, 2021	As at March 31, 2020
(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	35,372,442	24,910,585
(ii) In Deposit Account	—	—
(b) Cheques, drafts on hand	—	—
(c) Cash in hand	2,570,899	2,953,864
(d) Others		
-For Unclaimed Dividends on Current Accounts	464,077	665,851
-Term Deposits*	16,560,387	24,790,889
(* Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>54,967,805</b>	<b>53,321,189</b>
(a) Earmarked Balances with banks		
(1) Earmarked Balance with banks		
(i) In Current Account	464,077	665,851
(ii) In Deposit Account	16,560,387	24,790,889
<b>Total</b>	<b>17,024,464</b>	<b>25,456,740</b>
<b>Total Cash and Cash Equivalents</b>	<b>54,967,805</b>	<b>53,321,189</b>

### Note 1.10 Other Financial Assets

<b>Loans to Related Parties</b>		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	—	1,846,832
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
(d) Others	271,443,543	94,455,856
<b>Loans to Other</b>		
(a) Secured, considered good	—	—
(b) Unsecured, considered good	491,205,274	333,170,838
(c) Significant Increase in credit Risk	—	—
(d) Credit impaired	—	—
<b>Other Advances</b>		
Unsecured, considered good	—	—
<b>Total</b>	<b>762,648,817</b>	<b>429,473,526</b>

### Note 1.11 Current Tax Assets (Net)

<b>Current tax assets</b>		
Advance Income Tax and TDS	44,691,289	48,761,161
<b>Total</b>	<b>44,691,289</b>	<b>48,761,161</b>

### Note 1.12 Other current assets

Prepaid Expenses	3,790,531	36,451,681
Balances with Statutory Authorities	41,180,549	48,324,193
Other Advances	—	1,658,865
	<b>44,971,080</b>	<b>86,434,739</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.13 Equity Share Capital

Particulars (Equity shares of ₹ 10/- each)	As at 31st March 2021		As at 31st March 2020	
	Shares (No.'s)	Amount	Shares (No.'s)	Amount
a. Authorised Share Capital	20,000,000	200,000,000	20,000,000	200,000,000
b. Issued, subscribed and paid-up share capital :	17,283,400	172,834,000	17,283,400	172,834,000
c. Reconciliation of equity shares outstanding				
As at the beginning of the year	17,283,400	172,834,000	17,283,400	172,834,000
Add: Shares issued during the year	—	—	—	—
Less : Shares bought back during the year	—	—	—	—
As at the end of the year	17,283,400	172,834,000	17,283,400	172,834,000

d. Rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend & repayment of capital.  
The Company has only one class of equity shares having par value of Rs. 10/- 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 shareholder	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	2,071,523	11.99%	2,068,023	11.97%
Sheetal Dugar	1,639,882	9.49%	1,639,882	9.49%
NTC Industries Limited	1,260,000	7.29%	1,260,000	7.29%

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

## Note 1.14 Other equity

Particulars	As at March 31, 2021	As at March 31, 2020
(i) <b>Other Reserves</b>		
(a) Capital redemption reserve	—	—
(b) Debenture Redemption Reserve	—	—
<b>(i) Capital Reserve</b>		
Balance as per last Account	63,915,875	63,915,875
Add/(Less) - Adjustments	—	—
<b>Closing balance</b>	<b>63,915,875</b>	<b>63,915,875</b>
<b>(ii) Securities Premium</b>		
Balance as per last Account	352,126,180	352,126,180
Add/(Less) - Adjustments	—	—
<b>Closing balance</b>	<b>352,126,180</b>	<b>352,126,180</b>
<b>(iii) General reserve</b>		
Balance as at the beginning of the year	198,909,337	198,909,337
Add/(Less) - Adjustments	—	—
<b>Closing balance</b>	<b>198,909,337</b>	<b>198,909,337</b>
(ii) <b>Retained Earnings</b>		
Surplus at the beginning of the year	646,851,771	590,082,436
Add- Adjustment	5,588,709	—
Add : Profit for the year	40,485,306	56,769,335
Add: Ind AS Adjustments	—	—
<b>Closing balance</b>	<b>692,925,786</b>	<b>646,851,771</b>
(iii) <b>Other Comprehensive income</b>		
Equity Instruments through other comprehensive income	(6,784,926)	(9,506,954)
Other items of Other Comprehensive Income	1,474,167	146,094
<b>Closing Balance</b>	<b>(5,310,759)</b>	<b>(9,360,860)</b>
<b>Total other equity</b>	<b>1,302,566,419</b>	<b>1,252,442,304</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.15 Financial Liabilities - Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Non-current</b>		
<b>Secured - at amortised cost</b>		
(i) Term Loans	160,094,100	602,709,360
From Bank / Financial Institution		
<b>Unsecured - at amortised cost</b>		
(i) Others	164,019,630	151,029,691
	<b>324,113,730</b>	<b>753,739,051</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2020-21	2019-20
Secured - Term Loan from Financial Institution : Secured against project land and structure thereon.	The repayment will start after moratorium of 30 months from the date of 1st disbursement. The repayment will be done is 30 monthly installments. 29 installments of Rs. 1.67 cr and last of Rs. 1.57 cr.	Rate of interest is LHPLR (LIC Housing PLR) minus 3.50%	156,910,410	284,311,300
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 installments of Rs.13.26 lacs (Rs. 2.65 lacs in 5 subsidiaries each)	The applicable rate of interest is Base Rate plus 0.90%	—	8,633,020
Secured - Term Loan from Financial Institution : Secured against project and receivable thereon.	Monthly repayment starting from April 2018 and last installment fall due on April 2022	Rate of interest is 12.3%	—	309,765,040
Secured - Term Loan from Financial Institution : Secured against project and receivable thereon.	The repayment will start after moratorium of 11 months from the date of 1st disbursement. The repayment will be done is 44 monthly installments of Rs 1.02 Lacs	Rate of interest is 9.25%	3,183,690	—

### Note 1.16 Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Non-Current</b>		
Advance	123,202,000	138,504,707
Security Deposits (Unsecured)	25,380,296	24,825,718
<b>Total</b>	<b>148,582,296</b>	<b>163,330,425</b>

### Note 1.17 Provisions

Employee Benefits	820,700	717,143
<b>Total</b>	<b>820,700</b>	<b>717,143</b>

### Note 1.18 Financial Liabilities - Borrowings

<b>Secured - at amortised cost (*)</b>		
<b>Secured (CC)</b>		
Bank Overdraft	299,950,261	17,111,296
<b>Unsecured</b>		
Related Parties	—	—
Others	2,160,404,118	1,513,962,871
<b>Total</b>	<b>2,460,354,379</b>	<b>1,531,074,168</b>

\*Borrowings shall further be sub-classified as secured and unsecured. Nature of security shall be specified separately in each case

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Where loans have been guaranteed by directors or others, the aggregate amount of such loans under each head shall be disclosed.

Period and amount of default as on the balance sheet date in repayment of borrowings and interest, shall be specified separately in each case.

### Note 1.19 Financial Liabilities - Trade payables

Particulars	As at March 31, 2021	As at March 31, 2020
Dues to Micro and Small Enterprises	—	—
Others	239,664,859	144,023,209
<b>Total</b>	<b>239,664,859</b>	<b>144,023,209</b>

### Note 1.20 Financial Liabilities - Other financial liabilities

<b>Current</b>		
Interest accrued but not due on borrowings	—	233,803
Advances from other	110,066,372	95,717,079
Unclaimed dividend	464,277	665,851
Retention Money	13,090,830	1,847,666
Other payable	15,292,449	21,962,490
Current maturity of long term debt	201,343,605	208,273,045
Book Debt From Bank	—	—
<b>Total</b>	<b>340,257,533</b>	<b>328,699,934</b>

### Note 1.21 Other Current Liabilities

Advances from customers	2,133,474,003	2,125,352,511
Other payable	—	—
<b>Total</b>	<b>2,133,474,003</b>	<b>2,125,352,511</b>

### Note 1.22 Provisions

Provision for Employee Benefits	31,436	1,240,422
Provision for Income Tax	17,235,762	15,852,900
<b>Total</b>	<b>17,267,198</b>	<b>17,093,322</b>

### Note 1.23 Revenue From operations

<b>(a) Sales</b>		
Construction Activities	517,431,740	329,450,745
Sale of services	4,919,415	20,294,062
<b>b) Profit/(Loss) from Partnership Firms</b>		
Bindi Developers (75% Shares)	—	—
Regent Associates (51% Shares)	—	6,397,072
Aristo Infra Developers LLP (50% Shares)	(1,195,236)	—
<b>(c) Other operating revenues</b>		
Rental Income	—	—
From RDB Realty	—	—
From Others	53,180,082	61,741,813
Interest from Partnership Firm	—	—
Aristo Infra Developers LLP (50% Shares)	—	—
Nirvana Devcon LLP (97% Shares)	—	—
Interest Received FD/NSC	2,458,441	5,492,564
Interest Received from Other Party Loan	22,105,695	20,739,557
From Others	—	5,745,793
	<b>598,900,137</b>	<b>449,861,606</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.24 Other Income

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Liabilities/ advances no longer payable w/back (net)	2,394,805	1,260,687
Profit on Sale of Investment	—	—
Miscellaneous Income	99,589	344,985
Interest Received on IT Refund	165,969	137,297
Notional Interest on Advance	—	—
<b>Total</b>	<b>2,660,363</b>	<b>1,742,969</b>

### Note 1.25 Construction Activity Expenses

Direct purchase cost for the Project	19,057,030	59,484,928
Cost of Land and Development Charges	319,315,015	—
Construction and other Materials	176,858,015	34,062,086
Labour Charges	18,355,591	—
Professional Charges	804,920	7,000
Project Management Charges	—	4,735,651
Other Construction Expenses	166,082,032	399,826,463
Interest paid to Others	176,773,083	113,593,724
<b>Total</b>	<b>877,245,687</b>	<b>611,709,852</b>

### Note 1.26 Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress

<b>Work-in-Progress</b>	5,367,557,795	4,960,374,537
Finished Goods	193,443,207	199,864,564
Stock in Transit	—	—
Less : Closing Stock	—	—
<b>Work-in-Progress</b>	5,801,759,637	5,367,557,794
Finished Goods	180,433,427	193,443,206
Stock in Transit	—	—
<b>Increase / (Decrease) in Stock</b>	<b>(421,192,062)</b>	<b>(400,761,899)</b>

### Note 1.27 Employee Benefits Expense

a) Salaries, Wages and Bonus	7,244,388	7,547,305
b) Contribution to provident and other funds	16,210	23,406
c) Staff Welfare Expenses	393,838	478,154
<b>Total</b>	<b>7,654,436</b>	<b>8,048,865</b>

### Note 1.28 Finance Costs

<b>(a) interest Cost</b>	4,264,246	12,744,979
(b) Other Borrowing Cost	—	—
Notional Interest on Security Deposits	341,460	243,866
Finance Charges	1,349,791	1,576,182
On Overdraft from Bank	741,929	—
<b>Total</b>	<b>6,697,426</b>	<b>14,565,027</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.29 Depreciation and Amortization Expense

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
For the Year	6,677,972	7,218,797
<b>Total</b>	<b>6,677,972</b>	<b>7,218,797</b>

## Note 1.30 Others Expenses

### A) ADMINISTRATIVE AND GENERAL EXP.

Rates & Taxes	943,308	3,197,465
Rent	1,254,325	611,849
Legal and Consultancy Charges	3,987,399	1,644,401
Electricity Expenses	445,056	736,124
Motor Vehicle Expenses	532,045	707,673
Other Repairs	3,844,919	6,220,584
Travelling & Conveyance Expn	69,137	80,794
Postage, Telegraph & Telephones	207,685	323,941
Printing & Stationary	218,516	458,364
Listing Fees & Filing Fees	689,634	817,290
Miscellaneous Expenses	1,670,593	2,119,316
Donation Paid(80G)	950,000	200,000
Loss on Sale of Fixed Assets	30,963	4,920
Fixed Assets Written Off	27,197,684	36,797,290
Bad Debts/ Advances Written Off	18,966,347	78,397,679
Auditors Remuneration :		
Statutory Audit Fee	147,500	153,000
Tax Audit Fee	30,000	56,000
<b>Total A</b>	<b>61,185,110</b>	<b>132,526,691</b>

### B) SELLING AND DISTRIBUTION EXPENSES

Advertisement & Publicity Expenses	—	103,980
Preliminary expenses	—	42,028
Commission to Selling Agents	563,000	441,936
Other Sales Expenses	298,900	50,350
<b>Total B</b>	<b>861,900</b>	<b>638,294</b>
<b>Total (A + B)</b>	<b>62,047,010</b>	<b>133,164,985</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### 2.1 The Companies considered in the consolidated financial statements are:

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

Name of the Company	Country of Incorporation	Proportion of Ownership as at		Reporting Date
		31st March 2021	31st March 2020	
Bahubali Tie-Up Private Limited (Company)	India	100.00	100.00	31st March
Baron Suppliers Private Limited (Company)	India	100.00	100.00	31st March
Bhagwati Builders & Development Private Limited (Company)	India	100.00	100.00	31st March
Bhagwati Plasto Works Private Limited (Company)	India	51.00	51.00	31st March
Headman Mercantile Private Limited (Company)	India	100.00	100.00	31st March
Kasturi Tie-Up Private Limited (Company)	India	100.00	100.00	31st March
Triton Commercial Private Limited	India	100.00	100.00	31st March
Raj Construction Projects Private Limited (Company)	India	100.00	100.00	31st March
RDB Jaipur Infrastructure Private Limited (Company) (Formerly RDB Realty Private Limited)	India	53.63	53.63	31st March
RDB Mumbai Infrastructures Private Limited (Company)	India	51.00	51.00	31st March

#### The Group Associates are

Name of the Company	Country of Incorporation	Proportion of Ownership as at		Reporting Date
		31st March 2021	31st March 2020	
Rimjhim Vanijya Private Limited	India	50.00	50.00	31st March

#### The Group Investment in Partnership / LLP & AOP are:

Name of the Company	Country of Incorporation	Proportion of Ownership as at		Reporting Date
		31st March 2021	31st March 2020	
Bindi Developers	India	75.00	75.00	31st March
Mas Construction	India	66.67	66.67	31st March
Regent Associates	India	51.00	51.00	31st March
Aristo Infra Developers LLP	India	50.00	50.00	31st March
Nirvana Devcon LLP	India	80.00	80.00	31st March
Rituraj Construction LLP	India	50.00	50.00	31st March
HPSD Enclave LLP	India	50.00	50.00	31st March
HPVD Commotrade	India	50.00	50.00	31st March
RDB Mumbai Realty LLP	India	90.00	90.00	31st March
RDB Mumbai Housing LLP	India	67.00	67.00	31st March
Regent Developers & Builders	India	60.00	60.00	31st March

### 2.2 Earnings per share is computed as under:

		31st Mar, 21	31st Mar, 20
Profit available for Equity Shareholders	(A) (₹)	40,485,305	56,769,335
Weighted average number of Equity Shares outstanding	(B) (Nos.)	17,283,400	17,283,400
Earnings per equity share (Face value of ₹ 10/-each) Basic & Diluted	(A/B) (₹)	2.34	3.28

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### 2.3 Disclosure of Construction Contracts

	31st Mar, 21	31st Mar, 20
Contract revenue recognised during the year	68,813,956	162,252,376
Contract Cost incurred and recognised profits for all the contracts	57,313,368	155,083,276
Due from customer for contract work (including Retention)	43,525,707	100,877,952
Due to suppliers for contract work	22,963,395	29,031,268

### 2.4 Employee Defined Benefits:

- a) Defined Contribution Plans: The Company has recognised an expense of ₹ (11.05) Lacs (Previous Year ₹ 1.00 Lacs) towards the defined contribution plans.
- b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2021 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS	2020-21	2019-20
	Gratuity	Gratuity
<b>I Components of Employer Expense</b>		
1 Current Service Cost	85,614	102,735
2 Interest Cost	137,030	143,056
3 Expected Return on Plan Assets	—	—
4 Curtailment Cost/ (Credit)	—	—
5 Settlement Cost/ (Credit)	—	—
6 Past Service Cost	—	—
7 Actuarial Losses/ (Gains)	(1,328,073)	(146,094)
8 Total employer expense recognised in the Statement of Profit & Loss	1,105,429	99,697
Gratuity expense is recognised in Gratuity		
<b>II Net Asset/ (Liability) recognised in Balance Sheet</b>		
1 Present Value of Defined Benefit Obligation	852,136	1,957,565
2 Fair Value of Plan Assets	—	—
3 Funded Status [Surplus/ (Deficit)]	(852,136)	(1,957,565)
4 Unrecognised Past Service Costs	—	—
5 Net Asset/ (Liability) recognised in Balance Sheet	(852,136)	(1,957,565)
<b>III Change in Defined Benefit Obligation (PBO)</b>		
1 Present Value of PBO at the Beginning of Period	(19,57,565)	(18,57,868)
2 Current Service Cost	85,614	102,735
3 Interest Cost	137,030	143,056
4 Curtailment Cost/ (Credit)	—	—
5 Settlement Cost/ (Credit)	—	—
6 Plan Amendments	—	—
7 Acquisitions	—	—
8 Actuarial Losses/ (Gains)	(1,328,073)	(1,46,094)
9 Benefit Payments	—	—
10 Present Value of PBO at the End of Period	(852,136)	(1,957,565)
<b>IV Change in Fair Value of Assets</b>		
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	—	—
<b>V Actuarial Assumptions</b>		
1 Discount Rate	0.069	0.070
2 Expected Return on Assets	N.A	N.A
3 Salary Escalations	0.06	0.06
4 Mortality	IALM (2006-08)	IALM (2006-08)
	Ultimate	Ultimate

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Notes

- The Estimates of future salary increases, considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in employment market.
- Discount rate is based upon the market yields available on Government Bonds at the accounting date with a term that matches with that of liabilities.

### Sensitivity Analysis

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

Particulars	As on 31/03/2021	
	Decrease	Increase
Discount Rate (-/ + 1%)	926088	785978
% change compared to base due to sensitivity	8.68%	-7.76%
Salary Growth Rate (-/ + 1%)	781135	930399
% change compared to base due to sensitivity	-8.33%	9.18%
Withdrawal Rates (-/ + 50%)	850328	853720
% change compared to base due to sensitivity	-0.21%	0.19%

Particulars	As on 31/03/2021
Defined Benefit Obligation (Base)	852136

## 2.5 Related Party Disclosures in accordance with Ind AS-24

### (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	5	HPVD Commotrade
2	Regent Associates	6	RDB Mumbai Housing LLP
3	Rituraj Construction LLP	7	RDB Mumbai Realty LLP
4	HPSD Enclave LLP	8	Regent Developer & Builders

#### B Associates

Sl. No.	Name of the Firm
1	Rimjhim Vanijya Pvt. Ltd.

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

#### A. Key Management Personnel & their relatives:

Sl. No.	Name	Designation /Relationship
1	Pradeep Kumar Pugalia	Whole Time Director
2	Kiran P Mali	Director of Subsidiary Co
3	Vikash Jhanwar	Director of Subsidiary Co
4	Waseem Javed Khan	Director of Subsidiary Co

#### 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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Disclosure of transactions between the Company and related parties and balances as the end of the reporting and corresponding previous period (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	7,746,299	–	–	–
	(6,851,529)	(–)	(–)	(–)
Share of Profit/(Loss) Earned	(30,963)	–	–	–
	(137,832)	(–)	(–)	(–)
Rent Paid	–	–	–	–
	(–)	(–)	(–)	(–)
Interest Paid	–	–	–	–
	(–)	–	(–)	(639)
Interest Paid capitalised to construction work in progress	–	(–)	–	–
	(–)	–	(–)	(–)
Directors' Remuneration	–	(–)	900,000	–
	(–)	–	(900,000)	(–)
Unsecured Loan Received	–	(–)	20,443,735	–
	(–)	–	(25,100,000)	(350,000)
Unsecured Loan Repaid	–	–	16,768,735	–
	(–)	(–)	(1,100,000)	(963,104)
Capital Introduced in Partnership Firm	4,064,301	–	–	–
	(10,231,213)	(–)	(–)	(–)
Refund of Capital by Partnership Firm	–	–	–	–
	(2,276,000)	(–)	(–)	(–)
Refund of Share Application Money	–	–	–	–
	(–)	–	(–)	(–)
Loan Given	11,280,000	(–)	–	–
	(10,000,000)	–	(–)	(–)
Refund of Loan Given	–	(–)	–	–
	(–)	–	(–)	(–)
<b>Closing Balance</b>		(–)		
Payable	–	–	–	–
	(–)	(–)	(–)	(–)
Loan Given	112,901,183	–	–	–
	(94,455,856)	(–)	(–)	(–)
Unsecured Loan Taken	–	–	151,206,000	–
	(–)	(–)	(147,531,000)	(–)
Investment	111,644,257	6,349,204	–	–
	(109,773,680)	(6,282,251)	(–)	(–)

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### 2.6 Contingent Liabilities:-

- On account of corporate Guarantee of ₹ NIL (Previous Year ₹ 13500.00 lacs) given by parent to M/s. Xander Finance Private Limited ( Lender) for securing a term loan of M/s. Concast Infrastructure Pvt. Ltd and HPSPD Enclave LLP.
- On account of Guarantee ₹ 492.82 lacs (Previous Year ₹ 939.95 lacs) issued by the parent's bankers to the Contractee for projects under EPC Division.
- Demand has been raised by Income Tax Department for ₹ 103.66 Lacs against parent for the Asst Year 12 - 13 against which appeal have been filed with Commissioner of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 102.36 Lacs against parent for the Asst Year 13 - 14 against which appeal has been filed with Commissioner of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 249 Lacs against Company for the Asst Year 14 - 15 against which appeal has been filed with Commissioner of Income Tax (Appeal).

### 2.7 Financial Instruments and Related Disclosures

As on 31.03.2021

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>(a) Financial Assets</b>			
(i) Investments	160,538,421	119,307,348	41,231,073
(ii) Trade receivables	90,855,813	90,855,813	—
(iii) Cash and cash equivalents	54,967,805	54,967,805	—
(iv) Other financial assets	806,206,696	762,648,871	43,557,825
<b>Total Financial Assets</b>	<b>1,112,568,735</b>	<b>1,027,779,837</b>	<b>8,478,898</b>
<b>(a) Financial Liabilities</b>			
(i) Borrowings	2,784,468,109	2,784,468,109	—
(ii) Trade and other payables	239,664,859	239,664,859	—
(iii) Other financial liabilities	488,839,829	463,459,533	25,380,296
<b>Total Financial Liabilities</b>	<b>3,512,972,797</b>	<b>3,487,592,501</b>	<b>25,380,296</b>

As on 31.03.2020

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>(a) Financial Assets</b>			
(i) Investments	150,551,063	150,551,063	—
(ii) Trade receivables	146,976,260	146,976,260	—
(iii) Cash and cash equivalents	53,321,189	53,321,189	—
(iv) Other financial assets	481,468,354	429,473,526	51,994,828
<b>Total Financial Assets</b>	<b>832,316,865</b>	<b>780,322,037</b>	<b>51,994,828</b>
<b>(a) Financial Liabilities</b>			
(i) Borrowings	2,284,813,219	2,284,813,219	—
(ii) Trade and other payables	144,023,209	144,023,209	—
(iii) Other financial liabilities	492,030,359	467,204,641	24,825,718
<b>Total Financial Liabilities</b>	<b>2,920,866,786</b>	<b>2,896,041,068</b>	<b>24,825,718</b>

#### A. Capital Requirements

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

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, trade and other payables less cash and cash equivalents

	31-Mar-21 (in ₹)	31-Mar-20 (in ₹)
Borrowings (long-term and short-term, including current maturities of long term borrowings)	2,784,468,109	2,284,813,219
Trade payables	239,664,859	144,023,209
Other payables (current and non-current, excluding current maturities of	488,839,829	492,030,359
Less: Cash and cash equivalents	(54,967,805)	(53,321,189)
<b>Net debt</b>	<b>3,458,004,992</b>	<b>2,867,545,597</b>
Equity share capital	172,834,000	172,834,000
Other equity	1,302,566,419	1,252,442,304
Total Capital	<b>1,475,400,419</b>	<b>1,425,276,304</b>
Gearing ratio	<b>2.34</b>	<b>2.01</b>

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

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2019.

**Disclosure of Financial Instruments****Financial risk management objectives and policies**

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

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

**(a) Market risk:**

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

**(i) Interest rate risk**

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

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Most of the borrowings of the Group are unsecured and at fixed rates. The Group does not enter into any interest rate swaps.

**(ii) Price risk**

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

**(b) Credit risk**

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

employees and other financial instruments.

### Trade receivables

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

The ageing of trade receivables of the Group are as follows:

Particulars	As on 31.03.2021	As on 31.03.2020
More than 6 months	41,593,779	33,941,573
Others	49,262,034	113,034,687

### Deposits with banks and financial institutions

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

Counterparty credit limits are reviewed by the Board of Directors of the respective Companies on an annual basis, and may be updated throughout the year subject to approval of the Board. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. The Group's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2018 and 2017 is the carrying amounts.

### (c) Liquidity Risk

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

### (d) Impact of Covid 19

An unprecedented catastrophic in the form of pandemic COVID-19 has emerged as a disastrous global challenge and our Company too has not been left unscathed from its on slaughter. The Registered Office of the Company has resumed operations in a skeleton manner from 4th May, 2020 and thereafter in a phased manner is streamlining the operations, complying with all the prescribed safety standards. April-June 2020 being a lockdown quarter, the revenues and profitability of the company are likely to be adversely impacted. The manufacturing and other operations of the Company were disturbed since the declaration of the lockdown, which has impacted the financial position of the Company.

**2.8** The Board clarifies that the financial statement of the Aristo Infra Developers LLP could not be prepared within the stipulated time due to the lockdown imposed by the Government and the subsequent disturbances caused in the operations

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

For **L. B. Jha & Co.**

Chartered Accountants

Firm Registration No : 301088E

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**  
Whole Time Director

Sd/-

**Ravi Prakash Pincha**  
Independent Director

(**S. Tibrewal**)

Partner

Membership No 300388

Kolkata

The 28th June, 2021

Sd/-

**Anil Kumar Apat**  
Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**  
Company Secretary  
& Compliance Officer

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Form AOC-1

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

### Part "A": Subsidiaries

Name of the subsidiary	Bahubali Tie-Up Pvt Ltd	Baron suppliers Pvt Ltd.	Bhagwati Builders & Developments Pvt Ltd.	Bhagwati Plastoworks Pvt Ltd.	Headman Mercantile Pvt Ltd.	Kasturi Tie-up Pvt Ltd.	Triton Commercial Pvt Ltd.	Raj Construction Projects Pvt Ltd.	RDB Jaipur Infrastructure Pvt. Ltd.	RDB Mumbai Infrastructure Private Ltd.	Mass Construction	Bindi Developers	Nirvana Devcon LLP
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	1,00,000	1,00,000	2,72,000	56,28,700	1,00,100	1,00,000	1,00,000	1,85,44,500	10,00,00,000	1,00,00,000	6,23,29,378	20,71,150	392,421,511.00
Reserves & surplus	23,967,850.00	23,052,899.00	119,861,284.00	85,884,611.00	19,569,277.00	23,078,223.00	24,115,348.00	227,040,393.00	(16,666,977.00)	(4,784,329.00)	(9,906,674.00)	-	1,843,005.00
Total assets (including Investment)	46,296,885.00	44,520,952.00	203,954,477.00	14,629,353.00	37,063,303.00	42,787,425.00	39,285,444.00	261,334,373.00	1,358,164,562.00	516,692,330.00	13,103,235.00	20,71,150	2,487,132,175.00
Total Liabilities	22,229,035.00	21,368,052.00	78,101,215.00	49,372,741.00	17,393,932.00	19,609,103.00	15,070,095.00	15,741,071.00	1,274,831,539.00	511,476,659.00	405,582.00	-	2,092,867,659.00
Investments	-	-	-	-	-	-	-	31,126,000.00	-	80,660,566.00	-	-	-
Turnover	4,712,468.00	4,712,468.00	11,710,442.00	7,545,234.00	3,860,818.00	4,712,468.00	4,712,468.00	18,031,751.00	7,722.00	54,740,523.00	59,873,071.00	-	1,861,180.00
Profit before taxation	4,093,270.00	4,226,974.00	8,352,685.00	6,712,684.00	3,505,367.00	4,252,128.00	4,107,821.00	8,598,442.00	(719,063.00)	2,178,259.00	(9,398,831.00)	-	682,317.00
Provision for taxation	825,201.00	814,177.00	2,338,368.00	1,426,632.00	692,318.00	827,488.00	818,333.00	3,591,679.00	178,511.00	1,177,756.00	-	-	215,000.00
Profit after taxation	3,268,069.00	3,412,797.00	6,014,317.00	5,286,052.00	2,813,049.00	3,424,640.00	3,289,488.00	5,006,763.00	(897,574.00)	1,000,503.00	(9,398,831.00)	-	467,317.00
Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-
% of shareholding	100.00%	100.00%	100.00%	51.00%	100.00%	100.00%	100.00%	100.00%	53.63%	51.00%	67.00%	75.00%	0.97

### 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				Considered in Consolidation	Not Considered in Consolidation
Rimjhim Vanijya Private Limited	31.03.2021	5,000.00	50,000.00	0.50	N.A	6,465,786.00	66,581.00	-

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

Share in Profit or (Loss) As % of Amount					
Name of the Entity	Net Assets		Share in Profit & Loss		
	As % of Conso Net Asset	Amount (in Lacs)	As % of Conso P&L	Amount (in Lacs)	
<b>Parent</b>					
RDB Realty & Infrastructure Limited	51.25%	7190.41	34.33%	124.54	
<b>Subsidiaries</b>					
<b>Indian</b>					
1 Bahubali Tie-Up Pvt Ltd	1.71%	239.79	9.01%	32.68	
2 Baron suppliers Pvt Ltd.	1.64%	229.58	9.41%	34.13	
3 Bhagwati Builders & Developments Pvt Ltd.	8.97%	1,258.54	16.58%	60.14	
4 Bhagwati Plastoworks Pvt Ltd.	3.56%	500.14	7.43%	26.94	
5 Headman Mercantile Pvt Ltd.	1.38%	194.08	7.75%	28.13	
6 Kasturi Tie-up Pvt Ltd.	1.62%	227.85	9.44%	34.25	
7 Triton Commercial Pvt Ltd.	1.71%	240.52	9.07%	32.9	
8 Raj Construction Projects Pvt Ltd.	17.50%	2,455.93	13.80%	50.07	
9 RDB Jaipur Infrastructure Pvt. Ltd.	3.16%	444.08	-1.33%	-4.81	
10 RDB Mumbai Infrastructures Private Ltd.	0.19%	26.6	1.41%	5.11	
11 Mass Construction	0.00%	0.00	-17.27%	-62.66	
12 Bindi Develpers	0.00%	0.00	0.00%	0.00	
13 NIRVANA DEVCON LLP	0.13%	18.16	1.25%	4.53	
<b>Associates</b>					
<b>Indian</b>					
1 Rimjhim Vanijya Pvt. Ltd.	0.92%	129.32	0.37%	1.33	
<b>Minority Interest</b>	6.24%	876.07	-1.25%	-4.5	
	<b>100.00%</b>	<b>14,031.06</b>	<b>100.00%</b>	<b>362.76</b>	

*If undelivered, please return to:*



**RDB REALTY & INFRASTRUCTURE LIMITED**

CIN: L16003WB2006PLC110039

**Registered Office:**

Bikaner Building, 8/1 Lal Bazar Street,  
Room No-10, Kolkata-700001

Phone: 033-4450-0500, Fax: 91-33-2242 0588

Email: [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com)

Website : [www.rdbindia.com](http://www.rdbindia.com)