



# RDB REALTY & INFRASTRUCTURE LIMITED

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

## ANNEXURE IV

The financial details of the transferor/demerged company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **RDB Realty & Infrastructure Limited** (Transferor/Demerged Company)

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2018-2019	2017-2018	2016-2017
Equity Paid up Capital	17.28	17.28	17.28
Reserves and surplus (Other Equity)	79.02	78.09	77.26
Carry forward losses	--	--	--
Net Worth	96.30	95.37	94.54
Miscellaneous Expenditure	0.11	0.04	0.20
Secured Loans	20	0.60	2.33
Unsecured Loans	--	--	--
Fixed Assets	0.35	2.20	6.38
Income from Operations	23.86	22.89	19.59
Total Income	25.70	23.57	19.82
Total Expenditure	24.70	22.78	19.12
Profit before Tax	1.002	0.79	0.69





# RDB REALTY & INFRASTRUCTURE LIMITED

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Profit after Tax	0.83	0.83	0.56
Cash profit	--	--	--
EPS	0.48	0.48	0.32
Book value per share	55.72	55.18	54.70

**CERTIFIED TO BE TRUE COPY**

For M/S RDB REALTY & INFRASTRUCTURE LIMITED

RDB REALTY & INFRASTRUCTURE LTD.

*Pradeep Kumar Pugalía*

Director

**PRADEEP KUMAR PUGALIA**

**(Whole-time Director)**

**DIN: 00501351**

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

## ANNEXURE IV

The financial details of the transferee/resulting company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **RDB Real Estate Constructions Limited** (Transferee/Resulting Company)

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2018-2019	2017-2018	2016-2017
Equity Paid up Capital	0.01	--	--
Reserves and surplus (Other Equity)	(0.002)	--	--
Carry forward losses	--	--	--
Net Worth	0.008	--	--
Miscellaneous Expenditure	0.002	--	--
Secured Loans	--	--	--
Unsecured Loans	--	--	--
Fixed Assets	--	--	--
Income from Operations	--	--	--
Total Income	--	--	--
Total Expenditure	0.002	--	--
Profit before Tax	(0.002)	--	--
Profit after Tax	(0.002)	--	--
Cash profit	--	--	--



# RDB REAL ESTATE CONSTRUCTIONS LIMITED

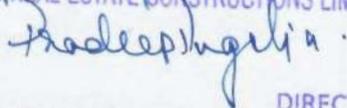
Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

EPS	(1.93)	--	--
Book value per share	8.07	--	--

**CERTIFIED TO BE TRUE COPY**

For M/S RDB ESTATE CONSTRUCTIONS LIMITED

RDB REAL ESTATE CONSTRUCTIONS LIMITED



DIRECTOR

**PRADEEP KUMAR PUGALIA**

(Director)

DIN: 00501351



**RDB REALTY & INFRASTRUCTURE LIMITED**

Regd. Office : Bikaner Building, 8/1, Lal Bazar Street, 1st Floor, Room No. 10, Kolkata - 700001, CIN: L16003WB2006PLC110039

Ph: 033-4450 0500, Fax: 033-2242 0588, Email: secretarial@rdbindia.com, Web: www.rdbindia.com

Statement of Un-Audited Financial Results (both Standalone & Consolidated) for the Quarter ended 30.06.2019

(Rs. in lakhs)

Sr. No.	Particulars	Standalone				Consolidated			
		Quarter ended		Year ended		Quarter ended		Year ended	
		30.06.2019 (Un-audited)	31.03.2019 (Audited)	30.06.2018 (Un-audited)	31.03.2019 (Audited)	30.06.2019 (Un-audited)	31.03.2019 (Audited)	30.06.2018 (Un-audited)	31.03.2019 (Audited)
1	<b>Income</b>								
	(a) Revenue from Operations	1,322.08	1,043.33	390.47	2,386.21	1,562.34	977.65	927.18	3,759.19
	(b) Other Income	197.67	(120.47)	78.32	184.05	3.14	96.37	0.42	97.62
	<b>Total Income</b>	<b>1,519.75</b>	<b>922.86</b>	<b>468.79</b>	<b>2,570.26</b>	<b>1,565.48</b>	<b>1,074.02</b>	<b>927.60</b>	<b>3,856.81</b>
2	<b>Expenses</b>								
	(a) Expenses relating to Construction Activity	1,087.95	1,715.77	279.49	3,417.67	1,568.58	5,041.97	571.23	6,755.67
	(b) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	188.21	(571.44)	20.34	(1,578.90)	(389.94)	(3,581.11)	(249.41)	(4,329.35)
	(c) Employee Benefits Expenses	8.12	13.25	11.42	45.94	15.53	(35.83)	38.97	81.08
	(d) Finance Costs	91.92	82.56	34.67	244.97	101.58	53.82	109.30	381.73
	(e) Depreciation and Amortisation Expenses	4.10	18.15	11.86	52.79	6.49	19.70	14.44	63.01
	(f) Other Expenses	103.50	(210.61)	47.08	287.59	123.38	30.49	132.53	428.09
3	<b>Total Expenses</b>	<b>1,483.80</b>	<b>1,047.68</b>	<b>404.86</b>	<b>2,470.06</b>	<b>1,425.62</b>	<b>1,529.05</b>	<b>617.06</b>	<b>3,380.23</b>
4	<b>Profit/(Loss) before Exceptional Items &amp; Tax (1-3)</b>	<b>35.95</b>	<b>(124.82)</b>	<b>63.93</b>	<b>100.20</b>	<b>139.86</b>	<b>(455.03)</b>	<b>310.54</b>	<b>476.58</b>
5	Exceptional item	-	-	-	-	-	-	-	-
6	<b>Profit/(Loss) before Tax (3-4)</b>	<b>35.95</b>	<b>(124.82)</b>	<b>63.93</b>	<b>100.20</b>	<b>139.86</b>	<b>(455.03)</b>	<b>310.54</b>	<b>476.58</b>
7	<b>Tax Expense</b>								
	(a) Current Income Tax	9.35	(36.25)	16.70	26.00	38.93	-	44.15	145.56
	(b) Related to earlier years	-	(5.40)	-	(5.40)	-	-	-	21.75
	(c) Deferred Tax	-	(3.89)	-	(3.89)	-	-	9.54	(10.90)
	<b>Net Tax Expense</b>	<b>9.35</b>	<b>(45.54)</b>	<b>16.70</b>	<b>16.71</b>	<b>38.93</b>	<b>-</b>	<b>53.69</b>	<b>156.41</b>
8	<b>Net Profit/(Loss) after tax from continuing operations(6-7)</b>	<b>26.60</b>	<b>(79.28)</b>	<b>47.23</b>	<b>83.49</b>	<b>100.93</b>	<b>(455.03)</b>	<b>256.85</b>	<b>320.17</b>
9	Net Profit/(Loss) after tax from discontinuing operations	-	-	-	-	-	-	-	-
10	Profit (Loss) for the period from JV/Associates	-	-	-	-	-	-	0.18	1.19
11	<b>Profit/(Loss) for the period</b>	<b>26.60</b>	<b>(79.28)</b>	<b>47.23</b>	<b>83.49</b>	<b>100.93</b>	<b>(455.03)</b>	<b>257.03</b>	<b>321.36</b>
12	Other comprehensive income	-	-	-	9.14	-	-	-	9.14
13	<b>Total Comprehensive Income for the period</b>	<b>26.60</b>	<b>(79.28)</b>	<b>47.23</b>	<b>92.63</b>	<b>100.93</b>	<b>(455.03)</b>	<b>257.03</b>	<b>330.50</b>
14	Paid up Equity Share Capital (Face Value Rs.10/- Per Share)	1,728.34	1,728.34	1,728.34	1,728.34	1,728.34	1,728.34	1,728.34	1,728.34
15	<b>Earnings per Share (of Re.1/- each) (Not Annualised):</b>								
	(a) Basic	0.15	(0.46)	0.37	0.48	0.58	(2.63)	1.49	1.86
	(b) Diluted	0.15	(0.46)	0.37	0.48	0.58	(2.63)	1.49	1.86



RDB REALTY & INFRASTRUCTURE LTD.

*Hardeep Rajali*  
Director

RDB REALTY & INFRASTRUCTURE LTD.

*Hardeep Rajali*  
Director

**Notes:**

- 1) The financial results of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.
- 2) The above Financial Results for the Quarter ended June 30, 2019 have been reviewed by the Audit Committee and on their recommendation have been approved by the Board of directors at their respective meetings held on August 14, 2019. The statutory auditors of the Company have reviewed the above standalone and consolidated financial results for the quarter ended June 30, 2019. Further in accordance with the requirements under Regulation 33 of the SEBI (LODR) Regulations, 2015, the statutory auditors have carried out limited review report for the quarter ended June 30, 2019 and the report has been approved by the Board.
- 3) The company has adopted IND AS 116 "Leases" effective 1st April, 2019, as notified by the Ministry of Corporates Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019 using the modified retrospective method. The adoption of this Standard did not have any material impact on the profit of the quarter ended 30th June, 2019.
- 4) According to the information available with the Company, there are no overdues to the vendors who are registered under the Micro, Medium and Small Enterprise Development Act, 2006 and hence amount outstanding and interest paid/payable to them under this Act is considered to be "Nil".
- 5) The Companies business activities are reviewed by the Board of Directors/Audit Committee, falls within a single operating segment viz. "Real Estate", as per Ind AS 108 operating segment, hence segment disclosures have not been given.
- 6) Calculation of Deferred Tax will mbe made at the year end.
- 7) Effect of defined benefit obligation will be considered at the year end.
- 6) The previous financial period/year figures have been regrouped/ re-arranged wherever necessary to conform to this period's classification.
- 7) These results will be made available on the Company's website [www.rdbindia.com](http://www.rdbindia.com) and websites of BSE Limited [www.bseindia.com](http://www.bseindia.com).
- 8) The CEO and CFO certificate in respect of the above result in terms of the SEBI (LODR) Regulations 2015 has been placed before the Board of Directors.

RDB REALTY & INFRASTRUCTURE LTD.

*Pradeep Kumar Pugalia*  
Director

Pradeep Kumar Pugalia  
DIN: 00501351  
Whole-time Director

RDB REALTY & INFRASTRUCTURE LTD.  
*Pradeep Kumar Pugalia*  
Director

Place: Kolkata  
Date: 14.08.2019



Ref: SA/R/12R

**Limited Review Report**

To  
**The Board of Directors**  
**RDB REALTY & INFRASTRUCTURE LIMITED**

1. We have reviewed the accompanying statement of unaudited standalone financial results ("the Statement") of **RDB REALTY & INFRASTRUCTURE LIMITED** ("the Company"), for the quarter ended June 30, 2019 attached herewith, prepared by the Company.
2. This Statement, which is the responsibility of the Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410 "Review of Interim Financial information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For L.B. Jha & Co.,  
Chartered Accountants  
(Registration Number: 301088E)



*(Signature)*  
(B.N.Jha)  
Partner

(Membership Number- 051508)  
UDIN: 19051508AAAAB17567

Place : Kolkata  
Date : 14<sup>th</sup> August, 2019

Ref: SA/R/12R

**LIMITED REVIEW REPORT**

**TO THE BOARD OF DIRECTORS OF  
RDB REALTY & INFRASTRUCTURE LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results ("the Statement") of **RDB REALTY & INFRASTRUCTURE LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the profit after tax and total comprehensive income of its associates for the quarter ended June 30, 2019, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended June 30, 2018 and March 31, 2019 as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entities:

1	Bahubali Tie-up Private Limited	Wholly Owned Subsidiary
2	Baron Suppliers Private Limited	Wholly Owned Subsidiary
3	Bhagwati Builders and Development Private Limited	Wholly Owned Subsidiary
4	Headman Mercantile Private Limited	Wholly Owned Subsidiary
5	Kasturi Tie-up Private Limited	Wholly Owned Subsidiary
6	Triton Commercial Private Limited	Wholly Owned Subsidiary
7	Raj Construction projects Private Limited	Wholly Owned Subsidiary
8	Bhagwati Plasto works Private Limited	Subsidiary
9	RDB Jaipur Infrastructures Private Limited	Subsidiary
10	RDB Mumbai Infrastructures Private Limited	Subsidiary
11	Bindi Developers	Subsidiary
12	Mas Construction	Subsidiary
13	Nirvana Devcon LLP	Subsidiary
14	Rimjhim Vanijya (P) Ltd	Associate
15	Aristo Infra Developers LLP	Associate

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditor referred to in paragraph 6 below, nothing has come to our attention that causes to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial results of six subsidiaries included in the consolidated unaudited financial results, whose interim financial results reflect total revenue of Rs. 103.76 lakhs, total net profit after tax of Rs. 60.91 lakhs and total comprehensive income of Rs. 60.91 lakhs for quarter ended June 30, 2019 as considered in the consolidated unaudited financial results, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.
7. The consolidated unaudited financial results includes the interim financial results of seven subsidiaries which have not been reviewed by respective auditors, whose interim financial results reflect total revenue of Rs. 39.71 lakh, total net Profit after tax of Rs. 15.91 lakhs and total comprehensive income of Rs. 15.91 lakhs for quarter ended June 30, 2019 as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes the Group's share of net profit after tax of Rs. Nil and total comprehensive income of Rs.



Nil for the quarter ended June 30, 2019 as considered in the consolidated unaudited financial results, in respect of two associates based on their interim financial results which have not been subjected to reviewed by their respective auditors. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

For L.B. Jha & Co.,  
Chartered Accountants  
(Registration Number: 301088E)



*B.N. Jha*  
(B.N.Jha)  
Partner

(Membership Number: 051508)  
UDIN: 19051508AAAABK3028

Place : Kolkata  
Date : 14<sup>th</sup> August, 2019



Annual Report 2018-19



**RDB Realty & Infrastructure Limited**



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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Whole-time Director

Mr. Pradeep Kumar Pugalia

### Non-Executive & Independent Director

Mr. Ravi Prakash Pincha  
Mr. Sharad Kumar Bachhawat  
Mr. Aditya Ravinder Kumar Mehra

### Non- Executive & Woman Director

Mrs. Kusum Devi Dugar

### Chief Financial Officer

Mr. Anil Kumar Apat

### Company Secretary & Compliance Officer

Ms. Prachi Todi

### 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 & SHARE TRANSFER 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,  
1st Floor, Room No.10  
Kolkata 700001  
Ph No: 033-4450-0500  
Fax: 91-33-2242-0588  
Email: secretarial@rdbindia.com  
Website : www.rdbindia.com

**CIN: L16003WB2006PLC110039**

# Company Overview:



It has been a remarkable journey for RDB Group since 1981. From establishing itself as one of the premier realtors in India and amongst the most respected Realty Groups, RDB Group is now ready for the next leap. The Group 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.



RDB Realty & Infrastructure Limited is the flagship Company of the RDB Group and 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 is today developing large townships, retail and office spaces.



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.



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 believes in "GOING TOGETHER, GROWING TOGETHER" with its Customers, Shareholders, Associates and Team Members in order to create and accomplish the aspiration of being one of the largest real estate Company of India.



## MESSAGE FROM THE DESK OF WHOLE TIME DIRECTOR

*Dear Stakeholders,*

As we have entered a new financial year, We at RDB Realty & Infrastructure Limited are humbled with the trust bestowed upon us. Your Company had to encounter another challenging year because of the prevalence of major obstacles and hurdles in the real estate sector. However, it has always strived for setting new benchmarks in customer centricity, quality, transparency, and business ethics. This unwavering commitment has made your Company one of the most preferred real estate brands in India.

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 nation 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 Central Government. Our mission continuously assists in providing the best customer experience, by making their dream come true at easily affordable prices through continuous innovation and improvement in design, specifications and service standards. In order to attain this effectively and smoothly, our workforce has been deeply committed to driving such efforts as they continue to show admirable resilience and agility in responding to the macroeconomic challenges in many of our geographies.

I would like to end this message by expressing my gratitude to all our passionate team members who have shown tremendous commitment and 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, 1st Floor, Room No. 10, Kolkata-700001

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

Website: www.rdbindia.com CIN: L16003WB2006PLC110039

### NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the Members of M/s RDB Realty & Infrastructure Limited will be held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4th Floor, Kolkata-700017 to transact the following businesses:

#### Ordinary Business:

1. To receive, consider and adopt the Annual Audited Financial Statements (both Annual Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.

#### Special Business:

3. **Appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder, read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sharad Kumar Bachhawat (DIN: 05161130) who was appointed as an Additional Director of the Company in the Non-executive Independent Category and who satisfies the criteria for independence as per the provisions of the Act and the Listing Regulations and has submitted a declaration to this effect, be and

is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 19th January, 2019 up to 18th January, 2024 and his office shall not be liable to retire by rotation.”

4. **Appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule IV of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) who was appointed as an Additional Director of the Company in the Non-executive Independent Category and who satisfies the criteria for independence as per the provisions of the Act and the Listing Regulations, and has submitted a declaration to this effect, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 15th March, 2019 up to 14th March, 2024 and his office shall not be liable to retire by rotation.”

5. **Re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company**

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

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198, 203 and other applicable



## NOTICE (Contd.)

provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactment thereof) and Article No. 87 of the Articles of Association of the Company, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of the Nomination and Remuneration Committee of the Company and subject to such consents, approvals or permissions as may be necessary, the consent of the members be and is hereby accorded for the re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company for a further period of three years with effect from 1st July, 2019 upto 30th June, 2022 on such terms and conditions including remuneration and other amenities as set out in the Explanatory Statement accompanying this Notice and as contained in the Agreement dated 24th May, 2019 entered into between the Company and Mr. Pradeep Kumar Pugalia, a copy whereof has been submitted to this Meeting;

**RESOLVED FURTHER THAT** the aforesaid Agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Pradeep Kumar Pugalia subject to

the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force;

**RESOLVED FURTHER THAT** notwithstanding the above, in the event of loss or inadequacy of profits in the financial year, Mr. Pradeep Kumar Pugalia, Whole-time Director, will be paid salary and perquisites not exceeding the limits prescribed in Section-II of Part-II of Schedule-V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

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

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

Sd/-  
**Prachi Todi**  
Company Secretary & Compliance Officer

Place: Kolkata  
Date: 24th May, 2019

### NOTES:

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

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

**The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. Further, the proxy-holder should prove his identity at the time of attending the Meeting.**

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

2. Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
5. **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.**

## NOTICE (Contd.)

6. 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.

7. To support the “Green Initiative in Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2018-19 and Notice of the thirteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report and Notice of the thirteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of thirteenth Annual General Meeting and Annual Report for 2018-19 will also be available on the Company’s website at [www.rdbindia.com](http://www.rdbindia.com) for their download.

In order to continue its endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company’s Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at [nichetechpl@nichetechpl.com](mailto: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](mailto:investors@rdbindia.com) mentioning their Name and Folio No.

8. Members/Proxies/Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy/Authorized Representative of a Member should mark on the Attendance Slip as “Proxy” or “Representative”, as the case may be. Members who hold shares in dematerialized form

are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.

9. 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 2011-12 to the IEPF. Further, as per Section 124 of the Companies Act, 2013 read with the rules made thereunder, all shares in respect of which dividend is unpaid/unclaimed for a period of seven consecutive years shall also be transferred to IEPF.

Thus, Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2012 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.

10. 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.

11. 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.

12. Members who hold shares in physical form and wish to make/change a nomination in respect of their

## NOTICE (Contd.)

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.

13. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and also at the Meeting.

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

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

14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository 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.
15. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, vide Gazette notification dated 8th June, 2018, 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.

16. 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.

### 17. Voting through Electronic means

#### Procedure of Voting through Electronic Means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide to the Members, the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting ("AGM") by electronic means and the business set out in the Notice may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- II. The facility for voting through Ballot Paper shall also be made available for the Members at the AGM and the Members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot Paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 17th September, 2019 (at 9.00 a.m. IST) and ends on 19th September, 2019 (at 5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 13th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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***

5. Your password details are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client

ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

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

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

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

## NOTICE (Contd.)

account number/folio number, your PAN, your name and your registered address.

- 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 on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  3. Select “EVEN” of the Company for which you wish to cast your vote.
  4. Now you are ready for e-voting as the Voting page opens.
  5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  6. Upon confirmation, the message “Vote cast successfully” will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 13th September, 2019.
- X. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Raj Kumar Banthia, partner of M/s MKB & Associates, Practising Company Secretaries (ACS No. 17190; COP No. 18428) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting

## NOTICE (Contd.)

in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rdbindia.com](http://www.rdbindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
18. The notice of AGM will be sent to those Members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, 2nd August, 2019.
19. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 13th September, 2019. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
21. The Scrutinizer's decision on the validity of e-voting will be final.
22. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
23. A Route Map showing directions to reach to the venue of the thirteenth AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard - 2 on "General Meetings" issued by The Institute of Company Secretaries of India. The prominent landmark near the Venue is Kala Mandir, Kolkata.

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

#### Item No. 3

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 19th January, 2019 appointed Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Additional Director on the Board of the Company in the Non-executive Independent Category for a term of 5 consecutive years up to 18th January, 2024, subject to approval and regularization of his appointment at the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Sharad Kumar Bachhawat holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director subject to the approval of the shareholders and whose office shall not be liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Sharad Kumar Bachhawat signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Sharad Kumar Bachhawat. In the opinion of the Board, Mr. Sharad Kumar Bachhawat fulfils the conditions for being appointed as an Independent Director as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sharad Kumar Bachhawat is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.rdbindia.com](http://www.rdbindia.com).

A brief profile of proposed Independent Director is provided as Annexure to this Notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Sharad Kumar Bachhawat as Independent Director as set out in item no. 3 of this notice, for the approval by the shareholders of the Company.

Except Mr. Sharad Kumar Bachhawat 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.

#### Item No. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the

Company at its Meeting held on 15th March, 2019 appointed Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Additional Director on the Board of the Company in the Non-executive Independent Category for a term of 5 consecutive years up to 14th March, 2024, subject to approval and regularization of his appointment at the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Aditya Ravinder Kumar Mehra holds office up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director subject to the approval of the shareholders and whose office shall not be liable to retire by rotation.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Aditya Ravinder Kumar Mehra signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Aditya Ravinder Kumar Mehra. In the opinion of the Board, Mr. Aditya Ravinder Kumar Mehra fulfils the conditions for being appointed as an Independent Director as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Aditya Ravinder Kumar Mehra is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.rdbindia.com](http://www.rdbindia.com).

A brief profile of proposed Independent Director is provided as Annexure to this Notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Aditya Ravinder Kumar Mehra as Independent Director as set out in item no. 4 of this notice, for the approval by the shareholders of the Company.

Except Mr. Aditya Ravinder Kumar Mehra 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.

#### Item No. 5

Mr. Pradeep Kumar Pugalia (DIN: 00501351) was re-appointed as the Whole-time Director of the Company with effect from 01st July, 2016. His term as the Whole-time Director is due to expire on 30th June, 2019. In view of his excellent grasp and thorough knowledge of various

## NOTICE (Contd.)

affairs of the Company, his rich business experience and for the smooth and efficient running of the business, the Board of Directors at its Meeting held on 24th May, 2019 re-appointed Mr. Pradeep Kumar Pugalia as the Whole time Director of the Company with effect from 1st July, 2019, vide an agreement dated 24th May, 2019, for a further period of three years subject to approval of shareholders. This approval shall also be treated as an approval under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the aforesaid Agreement dated 24th May, 2019 is available for inspection at the Registered Office of the Company during business hours, upto the date of AGM and shall also be available at the Meeting. The brief terms and conditions relating to his appointment and remuneration as detailed in the aforesaid agreement are stated hereunder:

**Salary:** ₹ 75,000/- per month for a period of three years.

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

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

#### 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:	

₹ In Lakhs			
Particulars	2018-19	2017-18	2016-17
Total Income	2570.26	2357.19	1981.73
Total Expense	(2173.67)	(2012.86)	(1434.04)
<b>Profit/(Loss) Before Interest and Depreciation</b>	<b>396.59</b>	<b>344.33</b>	<b>547.69</b>
Less: Interest	(243.59)	(206.97)	(419.99)
Less: Depreciation & Amortization	(52.79)	(58.23)	(58.27)
<b>Profit/(Loss) Before Tax</b>	<b>100.21</b>	<b>79.12</b>	<b>69.43</b>
Add/Less: Provisions for current & deferred tax	(16.71)	3.81	(13.64)
<b>Profit After Tax</b>	<b>83.50</b>	<b>82.94</b>	<b>55.79</b>
5. Foreign investments or collaborations, if any	NIL		

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

A brief resume of Mr. Pradeep Kumar Pugalia, nature of his expertise in specific functional area and name of companies in which he holds directorship(s) and membership(s)/ chairmanship(s) of Board Committees, are provided below in this Notice. Further, the disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 are also provided.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Pradeep Kumar Pugalia as the Whole-time Director of the Company as set out in item no. 5 of this notice, for the approval by the shareholders of the Company by means of a special resolution.

Except Mr. Pradeep Kumar Pugalia 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.

**NOTICE** (Contd.)**Information about the appointee:**

SL. No	Particulars	Mr. Pradeep Kumar Pugalia
1.	Background details	He has a rich experience of over 20 years in the field of Real Estate & Construction. He has been supervising the operations of the Company as a Whole-time Director and Marketing Head since the last 7 years.
2.	Past remuneration	Mr. Pradeep Kumar Pugalia was paid ₹ 9,98,418 during the financial year 2018-19.
3.	Recognition or awards	None
4.	Job profile and his suitability	Mr. Pradeep Kumar Pugalia is actively involved in the day to day working of the Company. He supervises the projects implementations and its Marketing. Keeping in view his rich experience and thorough knowledge of various affairs of the Company, he is considered suitable for the present position.
5.	Remuneration proposed	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 24 <sup>th</sup> May, 2019.
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)	Mr. Pradeep Kumar Pugalia continues with existing remuneration as mutually agreed upon. 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	Mr. Pradeep Kumar Pugalia is the Whole-time Director of the Company. As on date of this notice, he does not hold any shares of the Company. He is not entitled to any other emoluments from the Company apart from the remuneration as agreed upon. Further, Mr. Pradeep Kumar Pugalia is not related to any of the Managerial Personnel of the Company.

**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 is expected to increase its productivity by 10-15 percent in the upcoming years.

**Other 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-6**.

**Further the requisite details, pursuant to 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 provided herein below:**

<b>Name of Director</b>	<b>Mr. Pradeep Kumar Pugalia (DIN: 00501351)</b>
Date of Birth	18th July, 1975
Date of Original Appointment as Director in the Company	24th June, 2010
Qualification	Graduate
Expertise in Specific Functional Area	Marketing and Managerial

**NOTICE** (Contd.)

<b>Name of Director</b>	<b>Mr. Pradeep Kumar Pugalia (DIN: 00501351)</b>
List of other companies in which Directorships held	<ol style="list-style-type: none"> <li>1. S J S Nirman Private Limited</li> <li>2. Swapno Vanijya Private Limited</li> <li>3. Bhagwati Plastoworks Private Limited</li> <li>4. Ankur Constructions Private Limited</li> <li>5. Ritudhan Suppliers Private Limited</li> <li>6. Sumangal Nirman Private Limited</li> <li>7. Concast Infrastructure Private Limited</li> <li>8. Loka Properties Private Limited</li> <li>9. RDB Real Estate Constructions Limited</li> <li>10. Raj Construction Projects Private Limited</li> </ol>
Brief Profile	He has a rich experience of over 20 years in the field of Real Estate & Construction. He has been supervising the operations of the Company as a Whole-time Director and Marketing Head since last 7 years.
Committee positions held in RDB Realty & Infrastructure Limited	<ol style="list-style-type: none"> <li>1. Audit Committee - Member;</li> <li>2. Stakeholder Relationship Committee - Member;</li> <li>3. Corporate Social Responsibility Committee - Member</li> </ol>
Committee positions held in other Companies	Nil
Shareholding in the Company	Nil
Relationship with other Director inter se	None
No. of Board Meetings attended during the FY – 2018-19	11
Terms and Conditions for Re- appointment	As stated in the agreement dated 24 <sup>th</sup> May, 2019.
Details of remuneration sought to be paid and the Remuneration last drawn	As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and as detailed in the agreement dated 24 <sup>th</sup> May, 2019.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT PURSUANT TO RETIREMENT BY ROTATION  
AT THE THIRTEENTH ANNUAL GENERAL MEETING**

*[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

<b>Name of Director</b>	<b>Mrs. Kusum Devi Dugar (DIN: 00559322)</b>
Date of Birth	9 <sup>th</sup> July, 1956
Relationship with other Director inter se	None
Date of Appointment	1 <sup>st</sup> June, 2014
Expertise in specific functional area	Managerial and Planning
Brief Profile	She is involved in the administration and management of the Company and also provides strong motivational support to ensure smooth functioning of business.
No. of equity shares held in the Company	5000 shares
List of other companies in which Directorships held	1. RDB Real Estate Constructions Limited
Committee positions held in RDB Realty & Infrastructure Limited	Nil
Committee positions held in other Companies	Nil



**NOTICE** (Contd.)

**DETAILS OF INDEPENDENT DIRECTORS SEEKING APPOINTMENT AT THE THIRTEENTH ANNUAL GENERAL MEETING**

*(Pursuant to 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)*

Particulars	Mr. Sharad Kumar Bachhawat (DIN: 05161130)	Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678)
Date of Birth	7 <sup>th</sup> February, 1970	19 <sup>th</sup> January, 1979
Date of Original Appointment as Directors in the Company	19 <sup>th</sup> January, 2019	15 <sup>th</sup> March, 2019
Qualification	Under Graduate	Graduate
Expertise in specific functional area	Real estate activity, Management skills, Leadership, etc.	Managerial and operational functionality, Leadership qualities, etc.
Justification for appointment	In the opinion of the Board, Mr. Sharad Kumar Bachhawat fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and is independent of the management of the Company.	In the opinion of the Board, Mr. Aditya Ravinder Kumar Mehra fulfils the conditions specified in the Act and the Listing Regulations for appointment as Independent Director and is independent of the management of the Company.
List of other companies in which Directorships held	1. RDB Rasayans Limited	1. RDB Mumbai Infrastructures Private Limited 2. Ninety Nine Travels Private Limited 3. 22 <sup>nd</sup> Avenue Talent Management Private Limited 4. Brandit Marketing and Promotions Private Limited 5. Seventy Seven Entertainment Private Limited 6. Worldwide Events Private Limited 7. Ten on Ten Hospitality & Events Private Limited
Brief Profile	He started his career in cosmetics and manufacturing of readymade garments. He is a learned person having experience of more than 14 years in the field of Real Estate Business. He has served as Independent Director in other Company where his valuable guidance and support has led to the growth and efficient management of the Companies. He is also socially active and is involved with various organizations which contribute towards the betterment of the society at large. He has also served as the president of the Sports Club and has emerged as a good Leader.	He co-founded Seventy Seven Entertainment Private Limited to give amazing minds an amazing place to play with their creativity. His passion for technology, his adventurous attitude towards challenges and his zest for innovation has enabled him to transform events on paper into events in action at a global level. He is also the brainchild behind acquiring the travel business in 2013.
Committee positions held in RDB Realty & Infrastructure Limited	1. Audit Committee- Chairman; 2. Nomination and Remuneration Committee- Chairman; 3. Corporate Social Responsibility Committee- Chairman; 4. Stakeholder Relationship Committee- Chairman.	1. Stakeholder Relationship Committee -Member; 2. Nomination and Remuneration Committee-Member.

**NOTICE** (Contd.)

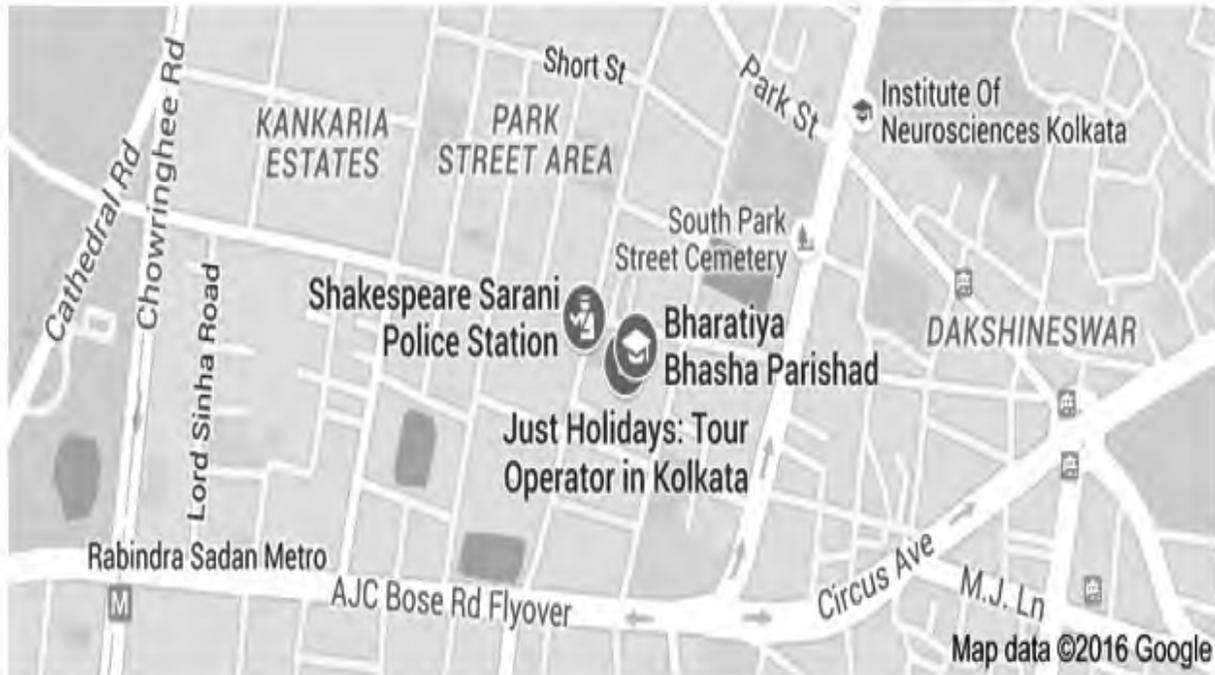
Particulars	Mr. Sharad Kumar Bachhawat (DIN: 05161130)	Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678)
Committee positions held in other Companies	RDB Rasayans Limited: 1. Audit Committee- Member; 2. Nomination and Remuneration Committee- Chairman; 3. Corporate Social Responsibility Committee- Chairman 4. Stakeholder Relationship Committee- Chairman;	NIL
Shareholding in the Company	NIL	NIL
Relationship with other Director inter se and Key Managerial Personnel	None	None
No. of Board Meetings attended during the FY – 2018-19	Two	Nil
Terms and Conditions for Re- appointment	He is being appointed as an independent director of the Company for a period of 5 years and his office shall not be liable to retire by rotation.	He is being appointed as an independent director of the Company for a period of 5 years and his office shall not be liable to retire by rotation.
Details of remuneration sought to be paid and the Remuneration last drawn	NIL	NIL



## ROUTE MAP TO THE VENUE OF THE 13<sup>th</sup> AGM OF RDB REALTY & INFRASTRUCTURE LIMITED

### **Bharatiya Bhasha Parishad**

36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata-700017



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Thirteenth Annual Report on the business and operations of your Company ("the Company") together with the Audited Financial Statements for the year ended 31st March, 2019.

### FINANCIAL SUMMARY

A summary of Consolidated and Standalone Financial Results of the Company for the year ended 31st March, 2019 is given below:

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	2018-19	2017-18	2018-19	2017-18
Total Income	3856.81	3741.57	2570.26	2357.19
Less: Expenses	(2938.66)	(2846.25)	(2173.67)	(2012.86)
<b>Profit before Interest and Depreciation</b>	<b>918.15</b>	<b>895.32</b>	<b>396.59</b>	<b>344.33</b>
Less: a) Interest	(378.56)	(333.23)	(243.59)	(206.97)
b) Depreciation & Amortisation	(63.01)	(68.22)	(52.79)	(58.23)
<b>Profit before taxation</b>	<b>476.58</b>	<b>493.87</b>	<b>100.21</b>	<b>79.12</b>
Less:- Provisions for current tax and deferred tax	(156.42)	(117.33)	(16.71)	(3.81)
<b>Profit After Tax</b>	<b>320.16</b>	<b>376.54</b>	<b>83.5</b>	<b>82.94</b>
Add: Other Comprehensive Income	9.14	--	9.14	--
Add: Share of Profit/(Loss) in Associates	1.19	0.18	--	--
Less:- Minority Adjustment	(4.97)	(32.18)	--	--
<b>Profit After Tax after minority adjustments</b>	<b>325.52</b>	<b>344.54</b>	<b>92.64</b>	<b>82.94</b>
Add: Balance brought forward from last year	5591.21	5246.67	3119.40	3036.46
<b>Balance available for appropriations</b>	<b>5916.73</b>	<b>5591.21</b>	<b>3212.04</b>	<b>3119.40</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>5916.73</b>	<b>5591.21</b>	<b>3212.04</b>	<b>3119.40</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 65,256 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 ₹ 92.64 Lakhs for the year ended 31st March, 2019 against a net profit of ₹ 82.94 Lakhs in the previous year. Total Revenue stands at ₹ 2570.26 Lakhs for the year ended 31st March, 2019 and ₹ 2357.19 Lakhs for the year ended 31st March, 2018.

The consolidated net profit of the Company is ₹ 325.52 Lakhs for the year ended 31st March, 2019 against a net profit of ₹ 344.54 Lakhs in the previous year. Consolidated Revenue stands at ₹ 3856.81 Lakhs for the year ended 31st March, 2019 and ₹ 3741.57 Lakhs for the year ended 31st March, 2018.

### 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 2018-19.

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, 2019, the Company has ten Subsidiary Companies, one Limited Liability Partnership as a Subsidiary and one Associate Company. During the financial year under review, none of the Companies have become or ceased to be Subsidiaries or Associate Company. The details of the Subsidiaries and the Associate Company forms part of the extract of Annual Return which is annexed to this report as **Annexure- 1**.

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

### DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In the preparation of the annual accounts for the year ended 31st March, 2019, 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

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 and the Listing Regulations. The details of Directors of the Company and the remuneration drawn by them are given in the Extract of Annual Return which is annexed to this report as **Annexure- 1**.

None of the Directors of the Company are disqualified 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, Mrs. Kusum Devi Dugar (DIN: 00559322) shall retire by rotation at the ensuing Annual General Meeting ("**AGM**") and being eligible, offers herself for re-appointment. The Board

## DIRECTORS' REPORT (Contd.)

of Directors recommends her 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.

### Re-appointment of Directors

As per the provisions of the Act, Mr. Pradeep Kumar Pugalia (DIN: 00501351) was appointed for a term of three consecutive years with effect from 1st July 2016 and his tenure as the Whole-time Director of the Company is due to expire on 30th June, 2019.

In terms of Section 196, 197, 198, 203 and all other applicable provisions of the Act, and the rules made thereunder, read with Schedule V (including any statutory modification(s) or re-enactment thereof) and Article No. 87 of the Articles of Association of the Company, relevant provisions of the Listing Regulations, the Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to such consents, approvals or permissions as may be necessary, re-appointed Mr. Pradeep Kumar Pugalia as the Whole-time Director of the Company for a further period of three years with effect from 1st July, 2019 to hold office till 30th June, 2022, subject to the approval of shareholders at the ensuing AGM.

A brief resume of the Director being re-appointed as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings forms part of the Notice convening the ensuing AGM.

### Appointment of Directors

During the year under review, Mr. Sharad Kumar Bachhawat (DIN: 05161130) and Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) were appointed as Additional Directors of the Company in the Non-Executive Independent category with effect from 19th

As on the date of this report, the following are the designated Key Managerial Personnel of the Company:

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

January, 2019 and 15th March, 2019 respectively.

In terms of Section 149 and all other applicable provisions of the Act and the Listing Regulations, the Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee at their Meeting held on 24th May, 2019 decided to place the proposal for appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) and Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as Independent Directors of the Company for a term of five consecutive years with effect from 19th January, 2019 and 15th March, 2019 respectively, at the ensuing AGM, whose period of office shall not be liable to retire by rotation.

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

A brief resume of the aforesaid appointee Directors as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings forms part of the Notice convening the ensuing AGM.

### Resignation of Directors

During the year under review, Mr. Om Prakash Rathi (DIN: 00278191) and Mr. Animesh Shivkumar Gupta (DIN: 02028933) had resigned from the post of Non-Executive Independent Director of the Company with effect from 19th January, 2019 and 15th March, 2019 respectively.

Mr. Sunder Lal Dugar (DIN: 00007638) had resigned from the post of Chairman & Managing Director of the Company owing to health grounds with effect from 17th April, 2019. Pursuant to his resignation, he also ceased to be the Key Managerial Personnel of the Company.

## DIRECTORS' REPORT (Contd.)

### (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 eleven times during the year under review on 10th April, 2018; 30th May, 2018; 06th July, 2018; 11th July, 2018; 27th July, 2018; 14th August, 2018; 11th September, 2018; 14th November, 2018; 19th January, 2019; 14th February, 2019 and 15th March, 2019 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 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 held during the year under review, the performance of Non-Independent Directors, performance of the Board as a whole and the performance of the Chairperson was evaluated, and the quality, quantity, and timeliness of flow of information between the Company's Management and the Board was assessed.

The Directors expressed their satisfaction with the overall evaluation process.

## COMMITTEES

### Audit Committee

The composition and terms of reference of the Audit Committee is in accordance with the provisions of the Act and the Listing Regulations. 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.

## DIRECTORS' REPORT (Contd.)

### 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 27th July, 2019 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.

### EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return prepared in accordance with Section 92 of the Act, read with the Rules made thereunder in Form No. MGT-9 forms part of the Director's Report and is annexed herewith as **Annexure - 1**. The Annual Return for the year under review will also be available on the website of the Company, [www.rdbindia.com](http://www.rdbindia.com) under the investor relations category.

### INTERNAL FINANCIAL CONTROL SYSTEMS

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

### RISK MANAGEMENT POLICY

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



## DIRECTORS' REPORT (Contd.)

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.

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

During the financial year 2018-19, 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.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year 2018-19 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>.

[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)

### **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 thereunder, 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 thereunder and the schedules appended thereto.

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

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134 sub-section (3)(m) of the 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 2010-2011, amounting to ₹ 1,30,386/- was transferred to the IEPF on 15th November, 2018. Further, pursuant to the provisions of Section 124 of the Act, 1,33,689 (One lakh thirty three thousand six hundred and eighty nine) fully paid shares of ₹ 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.

## DIRECTORS' REPORT *(Contd.)*

### 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 Ms. Prachi Todi, 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 2018-19. The Independent Auditors Report for the financial year ended 31st March, 2019 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.

#### 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 2018-19. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit and the report of the Secretarial Auditor along with the Compliance Report for the financial year 2018-19 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 Narender & Co., Chartered Accountants had been appointed as the Internal Auditor of the Company for the financial year 2018-19 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.**

### 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 – 6**.

### 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 –6**.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the Listing Regulations, is presented in a separate section and is annexed to this report as **Annexure - 7**.

### 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.

### 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, 2019.



## DIRECTORS' REPORT

### Material Changes and Commitments after the balance Sheet Date between the end of the Financial Year 2018-19 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, 2019 and date of this Report i.e. 24th May, 2019.

### 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 Deposits) Rules, 2014.

Place: Kolkata

Date: 24th May, 2019

### Cost Audit

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

### ACKNOWLEDGMENTS

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

Sd/-

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

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Annexures	Particulars
Annexure – 1	Extract of Annual Return- MGT-9
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	Corporate Governance Report
Annexure – 7	Management Discussion and Analysis Report

**ANNEXURE TO THE DIRECTORS' REPORT**

Annexure-1

**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****For the Financial Year ended on 31st March, 2019**

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

**I. REGISTRATION AND OTHER DETAILS:**

Sl. No.	CIN	L16003WB2006PLC110039
1	Registration Date	23/06/2006
2	Name of the Company	RDB Realty & Infrastructure Limited
3	Category/Sub-category of the Company	Company limited by shares
4	Address of the Registered office & contact details	Bikaner Building, 8/1, Lalbazar Street, 1st Floor, Room No-10, Kolkata – 700001
5	Whether listed company	Yes
6	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Niche Technologies Private Limited 3A, Auckland Place, Elgin Road, Room No. 7A & 7B Kolkata- 700017 Phone No. 033-2280-6616, 2280-6617, 2280-6618 Fax No. 033-2280-6619 e-mail: <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service (NIC 2008)	% of total turnover of the Company
1.	CONSTRUCTION ACTIVITIES	41001	77.66%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sl No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares	Applicable Section
<b>Subsidiary:</b>						
1	Bahubali Tie-Up Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC105032	Subsidiary	100	2(87)
2	Baron Suppliers Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC105030	Subsidiary	100	2(87)
3	Bhagwati Builders & Development Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-10, Kolkata - 700001	U70102WB1995PTC073792	Subsidiary	100	2(87)
4	Bhagwati Plastoworks Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U25209WB1998PTC088083	Subsidiary	51	2(87)



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

Sl No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares	Applicable Section
5	Headman Mercantile Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC104940	Subsidiary	100	2(87)
6	Kasturi Tie-up Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC105031	Subsidiary	100	2(87)
7	Triton Commercial Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC104548	Subsidiary	100	2(87)
8	Raj Construction Projects Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U70109WB1987PTC041935	Subsidiary	100	2(87)
9	RDB Jaipur Infrastructure Private Limited (Formerly known as RDB Realty Private Limited)	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U70101WB2005PTC106328	Subsidiary	53.63	2(87)
10	RDB Mumbai Infrastructures Private Limited (Formerly known as Maple Tie-up Private Limited)	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-10, Kolkata - 700001	U51109WB2007PTC114242	Subsidiary	51	2(87)
11	Nirvana Devcon LLP	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	AAE-9340	Subsidiary (LLP)	97	2(87)
<b>Associate:</b>						
12	Rimjhim Vanijya Private Limited	Bikaner Building, 8/1, Lalbazar Street, 1st Floor Room No-11, Kolkata - 700001	U51109WB2005PTC104207	Associate	50	2(6)

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**A) Category-wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	4450210	--	4450210	25.748	4453710	--	4453710	25.769	0.020
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corporate	8337447	--	8337447	48.240	8337447	--	8337447	48.240	--
e) Banks/Financial Institutions	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
<b>Sub Total (A)(1)</b>	<b>12787657</b>	<b>--</b>	<b>12787657</b>	<b>73.988</b>	<b>12791157</b>	<b>--</b>	<b>12791157</b>	<b>74.008</b>	<b>0.020</b>

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>	--	--	--	--	--	--	--	--	--
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other - Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	--	--	--	--	--	--	--	--	--
d) Banks/Financial Institutions	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
<b>Sub-total (A)(2)</b>	--	--	--	--	--	--	--	--	--
<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	12787657	--	12787657	73.988	12791157	--	12791157	74.008	0.020
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks/Financial Institutions	--	1900	1900	0.011	--	--	--	--	-0.011
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) Foreign Institutional Investors (FII)	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):</b>	--	1900	1900	0.011	--	--	--	--	-0.011
<b>2. Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	1477919	46200	1524119	8.818	1497963	16600	1514563	8.763	-0.055
ii) Overseas	--	--	--	--	--	--	--	--	--
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1093963	225875	1319838	7.636	1138251	117967	1256218	7.268	-0.368
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1444077	19500	1463577	8.468	1375222	19500	1394722	8.070	-0.398
<b>c) Others (specify)</b>									
Non Resident Indians	15478	--	15478	0.090	16464	--	16464	0.095	0.005
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	170831	--	170831	0.988	176587	--	176587	1.022	0.034



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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies – D. R.	--	--	--	--	--	--	--	--	--
IEPF Authority	--	--	--	--	133689	--	133689	0.774	0.774
<b>Sub-total (B)(2):</b>	<b>4202268</b>	<b>291575</b>	<b>4493843</b>	<b>26.001</b>	<b>4338176</b>	<b>154067</b>	<b>4492243</b>	<b>25.992</b>	<b>-0.009</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>4202268</b>	<b>293475</b>	<b>4495743</b>	<b>26.012</b>	<b>4338176</b>	<b>154067</b>	<b>4492243</b>	<b>25.992</b>	<b>-0.020</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>16989925</b>	<b>293475</b>	<b>17283400</b>	<b>100.00</b>	<b>17129333</b>	<b>154067</b>	<b>17283400</b>	<b>100.00</b>	<b>0.000</b>

**B) Shareholding of Promoters:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ankur Constructions Pvt. Ltd.	375000	2.170	N.A.	375000	2.170	N.A.	--
2	BFM Industries Limited	3248600	18.796	N.A.	3248600	18.796	N.A.	--
3	Khatod Investments & Finance Company Ltd	2960625	17.130	N.A.	2960625	17.130	N.A.	--
4	Kusum Devi Dugar	5000	0.029	N.A.	5000	0.029	N.A.	--
5	Loka Properties Private Limited	377100	2.182	N.A.	377100	2.182	N.A.	--
6	NTC Industries Limited	1260000	7.290	N.A.	1260000	7.290	N.A.	--
7	Rekha Jhabak	2950	0.017	N.A.	2950	0.017	N.A.	--
8	Sheetal Dugar	1639882	9.488	N.A.	1639882	9.488	N.A.	--
9	Sunder Lal Dugar	620700	3.591	N.A.	620700	3.591	N.A.	--
10	Sunder Lal Dugar <sup>(1)</sup>	67200	0.389	N.A.	67200	0.389	N.A.	--
11	Vinod Dugar <sup>(2)</sup>	46400	0.268	N.A.	46400	0.268	N.A.	--
12	Vinod Dugar	2068023	11.965	N.A.	2071523	11.986	N.A.	0.020
13	Yashashwi Dugar	55	0.000	N.A.	55	0.000	N.A.	--
14	YMS Finance Private Limited <sup>(3)</sup>	116122	0.672	N.A.	116122	0.672	N.A.	--
<b>Total</b>		<b>12787657</b>	<b>73.988</b>	<b>N.A.</b>	<b>12791157</b>	<b>74.008</b>	<b>N.A.</b>	<b>0.020</b>

<sup>(1)</sup>As a Karta of Moti Lal Dugar (HUF)

<sup>(2)</sup>As a trustee of Rekha Benefit Trust

<sup>(3)</sup>Previously known as Pyramid Sales Pvt. Ltd.

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)**C) Change in Promoters' Shareholding:**

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>ANKUR CONSTRUCTIONS PVT LTD.</b>				
	a) At the Beginning of the Year	375000	2.170		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			375000	2.170
2	<b>BFM INDUSTRIES LIMITED</b>				
	a) At the Beginning of the Year	3248600	18.796		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			3248600	18.796
3	<b>KHATOD INVESTMENTS &amp; FINANCE COMPANY LIMITED</b>				
	a) At the Beginning of the Year	2960625	17.130		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			2960625	17.130
4	<b>KUSUM DEVI DUGAR</b>				
	a) At the Beginning of the Year	5000	0.029		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			5000	0.029
5	<b>LOKA PROPERTIES PVT. LTD.</b>				
	a) At the Beginning of the Year	377100	2.182		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			377100	2.182
6	<b>NTC INDUSTRIES LIMITED</b>				
	a) At the Beginning of the Year	1260000	7.290		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			1260000	7.290
7	<b>REKHA JHABAK</b>				
	a) At the Beginning of the Year	2950	0.017		
	<b>b) Changes during the year</b>		<b>[NO CHANGES DURING THE YEAR]</b>		
	c) At the End of the Year			2950	0.017



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

Sl No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
8	<b>SHEETAL DUGAR</b>				
	a) At the Beginning of the Year	1639882	9.488		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			1639882	9.488
9	<b>SUNDER LAL DUGAR</b>				
	a) At the Beginning of the Year	620700	3.591		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			620700	3.591
10	<b>SUNDER LAL DUGAR<sup>(1)</sup></b>				
	a) At the Beginning of the Year	67200	0.389		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			67200	0.389
11	<b>VINOD DUGAR<sup>(2)</sup></b>				
	a) At the Beginning of the Year	46400	0.268		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			46400	0.268
12	<b>VINOD DUGAR</b>				
	a) At the Beginning of the Year	2068023	11.965		
	<b>b) Changes during the year</b>				
	<b>Date</b>	<b>Reason</b>			
	05/10/2018	Transfer	3500	0.020	2071523
	c) At the End of the Year				2071523
					11.986
					11.986
13	<b>YASHASHWI DUGAR</b>				
	a) At the Beginning of the Year	55	0.000		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			55	0.000
14	<b>YMS FINANCE PRIVATE LIMITED<sup>(3)</sup></b>				
	a) At the Beginning of the Year	116122	0.672		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			116122	0.672
	<b>TOTAL</b>	<b>12787657</b>	<b>73.988</b>	<b>12791157</b>	<b>74.008</b>

<sup>(1)</sup>As a Karta of Moti Lal Dugar (HUF)

<sup>(2)</sup>As a trustee of Rekha Benefit Trust

<sup>(3)</sup>Previously known as Pyramid Sales Pvt. Ltd.

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)**D) Shareholding Pattern of top ten Shareholders:****(Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>AUM CAPITAL MARKET PVT. LTD</b>				
	a) At the Beginning of the Year	528644	3.059		
	<b>b) Changes during the year</b>				
	<b>Date</b>	<b>Reason</b>			
	06/04/2018	Transfer	2200	0.013	530844
	13/04/2018	Transfer	-1700	0.010	529144
	20/04/2018	Transfer	-500	0.003	528644
	30/06/2018	Transfer	1200	0.007	529844
	20/07/2018	Transfer	176000	1.018	705844
	c) At the End of the Year				705844
2	<b>DIANA COMMODEAL PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	75000	0.434		
	<b>b) Changes during the year</b>			<b>[NO CHANGES DURING THE YEAR]</b>	
	c) At the End of the Year			75000	0.434
3	<b>INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY</b>				
	a) At the Beginning of the Year	0	0.000		
	<b>b) Changes during the year</b>				
	<b>Date</b>	<b>Reason</b>			
	23/11/2018	Transfer	133689	0.774	133689
	c) At the End of the Year			133689	0.774
4	<b>JHILIK PROMOTERS AND FINCON PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	262000	1.516		
	<b>b) Changes during the year</b>			<b>[NO CHANGES DURING THE YEAR]</b>	
	c) At the End of the Year			262000	1.516



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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	<b>KARAN K BANG</b>				
	a) At the Beginning of the Year	70236	0.406		
	<b>b) Changes during the year</b>				
	<b>Date</b>	<b>Reason</b>			
	06/04/2018	Transfer	-1000	0.006	69236
	13/04/2018	Transfer	-10892	0.063	58344
	27/04/2018	Transfer	-4872	0.028	53472
	25/05/2018	Transfer	-1932	0.011	51540
	08/06/2018	Transfer	-5414	0.031	46126
	15/06/2018	Transfer	-1581	0.009	44545
	22/06/2018	Transfer	287	0.002	44832
	06/07/2018	Transfer	123	0.001	44955
	10/08/2018	Transfer	-569	0.003	44386
	17/08/2018	Transfer	-3000	0.017	41386
	14/09/2018	Transfer	-13386	0.077	28000
	c) At the End of the Year				28000
6	<b>MANISHA PINCHA</b>				
	a) At the Beginning of the Year	155725	0.901		
	<b>b) Changes during the year</b>				<b>[NO CHANGES DURING THE YEAR]</b>
	c) At the End of the Year				155725
7	<b>RIGMADIRAPPA INVESTMENT PVT LTD</b>				
	a) At the Beginning of the Year	175761	1.017		
	<b>b) Changes during the year</b>				
	<b>Date</b>	<b>Reason</b>			
	20/07/2018	Transfer	-175761	1.017	0
	c) At the End of the Year				0
8	<b>SANJAY KUMAR AGARWAL HUF</b>				
	a) At the Beginning of the Year	65800	0.381		
	<b>b) Changes during the year</b>				<b>[NO CHANGES DURING THE YEAR]</b>
	c) At the End of the Year				65800

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	<b>SHALINI AGARWAL</b>				
	a) At the Beginning of the Year	75320	0.436		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			75320	0.436
10	<b>SHRUTI KOTHARI</b>				
	a) At the Beginning of the Year	80000	0.463		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			80000	0.463
11	<b>SUNIL KUMAR AGARWAL HUF</b>				
	a) At the Beginning of the Year	76633	0.443		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			76633	0.443
12	<b>TANTIA FINANCIAL SERVICES LTD</b>				
	a) At the Beginning of the Year	124493	0.720		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			124493	0.720
	<b>TOTAL</b>	<b>1689612</b>	<b>9.776</b>	<b>1782504</b>	<b>10.313</b>

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

**E) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Sunder Lal Dugar</b>				
	At the beginning of the year	6,87,900*	3.980		
	Date wise Increase / Decrease	<b>[NO CHANGES DURING THE YEAR]</b>			
	At the end of the year			6,87,900*	3.980
2	<b>Mrs. Kusum Devi Dugar</b>				
	At the beginning of the year	5,000	0.029		
	Date wise Increase / Decrease	<b>[NO CHANGES DURING THE YEAR]</b>			
	At the end of the year			5,000	0.029

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

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3	<b>Mr. Ravi Prakash Pincha</b>				
	At the beginning of the year	5,600	0.032		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			5,600	0.032
4	<b>Mr. Om Prakash Rathi<sup>(1)</sup></b>				
	At the beginning of the year	1,700	0.010		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			1,700	0.010
5.	<b>Mr. Pradeep Kumar Pugalia</b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--
6.	<b>Mr. Animesh Shivkumar Gupta<sup>(2)</sup></b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--
7.	<b>Mr. Sharad Kumar Bachhawat<sup>(3)</sup></b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--
8.	<b>Mr. Aditya Ravinder Kumar Mehra<sup>(4)</sup></b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--
10.	<b>Mr. Anil Kumar Apat</b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--
11.	<b>Mrs. Madhuri Gulgulia<sup>(5)</sup></b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			--	--

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

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
12.	<b>Ms. Prachi Todi<sup>(6)</sup></b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]			
	At the end of the year			--	--

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

<sup>(1)</sup> Ceased to be a Director w.e.f. 19.01.2019

<sup>(2)</sup> Ceased to be a Director w.e.f. 15.03.2019

<sup>(3)</sup> Appointed as a Director w.e.f.19.01.2019

<sup>(4)</sup>Appointed as a Director w.e.f.15.03.2019

<sup>(5)</sup>Ceased to be a Company Secretary w.e.f.20.05.2018

<sup>(6)</sup>Appointed as a Company Secretary w.e.f 06.07.2018

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	233.41	2383.49	-	2616.90
ii) Interest due but not paid	0.88	138.04	-	138.92
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>234.29</b>	<b>2521.53</b>	-	<b>2755.82</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	215.37	3835.55	-	4050.92
* Reduction	281.73	3737.65	-	4019.38
<b>Net Change</b>	<b>(66.36)</b>	<b>97.90</b>	-	<b>31.54</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	167.63	2501.70	-	2669.33
ii) Interest due but not paid	0.31	117.74	-	118.05
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>167.94</b>	<b>2619.44</b>	-	<b>2787.38</b>

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

**VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Director and/or Manager:**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sunder Lal Dugar (MD)	Pradeep Kumar Pugalia (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1200000	900000	2100000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	5303	98418	103721
	(c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--



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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sunder Lal Dugar (MD)	Pradeep Kumar Pugalia (WTD)	
4	Commission - as % of profit - others, specify	--	--	--
5	Others	--	--	--
	Contribution towards Provident and/or other Funds	108000	--	108000
<b>Total (A)</b>		<b>1313303</b>	<b>998418</b>	<b>2311721</b>
<b>Ceiling as per the Act (10% of profits calculated under Section 198 of the Companies Act, 2013)</b>				<b>1044156</b>

**Note:** Shareholders approval has been taken on 3<sup>rd</sup> September, 2016 under section 197 of the Companies Act, 2013.

**B. Remuneration to other Directors**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Ravi Prakash Pincha	Mr. Om Prakash Rathi <sup>(1)</sup>	Mr. Animesh Shivkumar Gupta <sup>(2)</sup>	Mr. Sharad Kumar Bachhawat <sup>(3)</sup>	Mr. Aditya Ravinder Kumar Mehra <sup>(4)</sup>	
1	<b>Independent Directors</b>						
	Fee for attending Board/ Committee Meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	<b>Total (1)</b>	--	--	--	--	--	--
2	<b>Other Non-Executive Directors</b>	<b>Mrs. Kusum Devi Dugar</b>					
	Fee for attending Board/ Committee Meetings	--	--	--	--	--	--
	Commission	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--
	<b>Total (2)</b>	--	--	--	--	--	--
	<b>Total (B)=(1+2)</b>	--	--	--	--	--	--
<b>Total Managerial Remuneration</b>		--	--	--	--	--	--
<b>Overall Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)</b>				<b>10441.56</b>			

<sup>(1)</sup> Ceased to be a Director w.e.f. 19.01.2019

<sup>(2)</sup> Ceased to be a Director w.e.f. 15.03.2019

<sup>(3)</sup> Appointed as a Director w.e.f. 19.01.2019

<sup>(4)</sup> Appointed as a Director w.e.f. 15.03.2019

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Anil Kumar Apat (CFO)	Mrs. Madhuri Gulgulia (CS) <sup>(1)</sup>	Ms. Prachi Todi (CS) <sup>(2)</sup>	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	862204	34677	184376	1081257
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	6050	--	--	6050
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission - as % of profit	--	--	--	--
5	Others	--	--	--	--
	<b>Total</b>	<b>868254</b>	<b>34677</b>	<b>184376</b>	<b>1087307</b>

<sup>(1)</sup>Ceased to be a Company Secretary w.e.f 20.05.2018<sup>(2)</sup>Appointed as a Company Secretary w.e.f 06.07.2018

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:** There were no Penalties/ Punishment/ Compounding of Offences for the year ending March 31, 2019 under the said provisions.

For and on behalf of the Board

Sd/-

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

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Place: Kolkata

Date: 24th May, 2019

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)**
**Annexure – 2**
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

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

The Company has framed Corporate Social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 read with 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: [http://rdbindia.com/pdf/codes%20and%20policies/policy\\_on\\_corporate\\_social\\_responsibility.pdf](http://rdbindia.com/pdf/codes%20and%20policies/policy_on_corporate_social_responsibility.pdf)

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

Mr. Sharad Kumar Bachhawat	Chairman
Mr. Ravi Prakash Pincha	Member
Mr. Pradeep Kumar Pugalia	Member

3. Average Net Profit of the Company for the last 3 financial years: ₹ 83,62,025.33  
 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 1,67,240.51  
 5. Details of CSR spent during the financial year:  
 (a) Total amount spent for the year: ₹ 3,00,000  
 (b) Amount unspent, if any: Not Applicable  
 (c) Manner in which the amount spent during the financial year is detailed below:

1 Sl. No.	2 CSR project/ activity identified	3 Sector in which the Project/ activity is covered	4 Projects/ Programs 1.Local area or other 2.Specify the State and District where projects or program was undertaken	5 Amount outlay (budget) project/ programs wise	6 Amount spent on the project or programs Sub heads: 1.Direct expenditure on project or programs 2.Overheads	7 Cumulative expenditure upto to the reporting period.	8 Amount spent: Direct/through implementing agency
1.	Promotion of Education and welfare of animal as specified in the Company's CSR policy.	Education & Animal Welfare.	To maintain and/or run studentship, scholarship and such other financial assistance to Schools, Colleges and Institutions of like nature for the development, advancement and promotion of Education and towards animal welfare in Kolkata, West Bengal.	₹ 3,00,000	₹ 3,00,000 by way of contribution/ donation to Sri S.L. Dugar Charitable Trust.	₹ 3,00,000	Through Implementing Agency- Sri S.L. Dugar Charitable Trust came into existence in the year 2001, eligible as per the provisions of Companies Act, 2013.
<b>TOTAL</b>				<b>₹ 3,00,000</b>		<b>₹ 3,00,000</b>	

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

**For and on behalf of the Board**

Sd/-

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

Sd/-

**Sharad Kumar Bachhawat**  
(Chairman of the CSR Committee)

Place: Kolkata

Date: 24th May, 2019

**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 2018-19**

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company as on the financial year ended March 31st, 2019:

Sl. No.	Name of the Directors/KMPs and designation	Remuneration of Directors/KMPs for the financial year 2018-19 (₹ in Lakhs)	% increase in Remuneration in the financial year 2018-19	Ratio of Remuneration of each Directors to the median remuneration of the employees
1.	Sunder Lal Dugar- Chairman & Managing Director <sup>(1)</sup>	13.13	(0.08%)	2.39
2.	Pradeep Kumar Pugalia- Whole-time Director	9.98	(0.43%)	1.82
3.	Anil Kumar Apat- Chief Financial Officer	8.68	9.63%	1.58
5.	Prachi Todi- Company Secretary & Compliance Officer <sup>(2)</sup>	1.84	--	--

<sup>(1)</sup> (ceased to be a Director w.e.f. 17-04-2019)

<sup>(2)</sup> (appointed as a Company Secretary w.e.f. 06-07-2018)

- 2) The percentage increase in the median remuneration of the employees\* as on the financial year ended March 31st, 2019- There was an increase of 46.50% in the median remuneration of the employees\* as on financial year ended March 31st, 2019.
- 3) The number of permanent employees\* on the rolls of the Company as on the financial year ended March 31st, 2019- There were 8 (Eight) permanent employees\* on the rolls of company as on 31st March, 2019.
- 4) Average percentage increase already made in the salaries of employees other than Managerial Personnel in the financial year 2018-19 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)	8.37%
Average increase in the remuneration of managerial personnel (Refer Note)	0.76%
Justification thereof and point out if there is any exceptional circumstance for increase in managerial remuneration	Not Applicable

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

*\*The calculation is made considering only those permanent employees associated with the Company at the end of financial year 2017-18 and 2018-19 respectively (including the Directors and Key Managerial Personnel). Additionally, for employees who have been associated with the company for part of the year, their remuneration has been accounted for on a pro-rata basis, for the purpose of calculation of median remuneration.*

**Notes:**

1. Remuneration as shown above includes all perquisites and the contribution to provident fund, as per the Company's Rules.

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

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 2017-18 and 2018-19 respectively.

**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 2018-19**

During the year under review, there were no employees who were in receipt of remuneration aggregating to ₹1,02,00,000 (Rupees One Crore and Two Lakh) or more for the year or ₹ 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, 2019 is tabled hereunder:

Sl. No.	Name	Designation	Age (Years)	Remuneration	Qualifications	Experience in years	Date of Commencement of Employment	Previous Employment
1	Sunder Lal Dugar <sup>(1)</sup>	Chairman and Managing Director	65	13,13,303/-	Under-Graduate	40	23.06.2006	RDB Industries Ltd.
2	Pradeep Kumar Pugalia	Whole-time Director	44	998,418/-	Graduate	21	24.06.2010	RDB Industries Ltd.
3	Anil Kumar Apat	Chief Financial Officer	51	868,254/-	Graduate	25	11.02.2015	RDB Industries Ltd.
4	Manish Savani	Accountant	42	600,000/-	B.COM, LLB	20	01.04.2018	Darshan Developers
5	Bhaskar Talukdar	Project Manager	54	498,730/-	B.A (Hons)	11	01.06.2014	State Bank of India
6	Bidyut Dey	Chief Accountant	45	376,754/-	B.COM	22	01.04.2009	RDB Industries Ltd
7	Prachi Todi	Company Secretary & Compliance Officer	27	184,376/-	C.S	2.5	06.07.2018	India Power Corporation Limited
8	Anusua Ghosh	Head of Legal Department	31	32,742/-	B.A. LL.B	8	01.03.2019	Cancun Group

<sup>(1)</sup> (ceased to be a Director w.e.f. 17-04-2019)

**Notes:**

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

**For and on behalf of the Board**

Place: Kolkata  
Date: 24th May, 2019

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	(₹)	
	2018-19	2017-18
a) Foreign Exchange earned	Nil	Nil
b) Foreign Exchange used	Nil	Nil

For and on behalf of the Board

Sd/-

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

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Place: Kolkata

Date: 24th May, 2019



*MR & I Associates*  
Company Secretaries  
46, B. B. Ganguly Street,  
Kolkata-700012  
Mobile No: 9831074332  
Email : [goenkamohan@gmail.com](mailto:goenkamohan@gmail.com)

**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019

[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, 2019 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, 2019 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;

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

- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

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

- (a) The Transfer of Property Act, 1882 as applicable;
- (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** during the audit period, the Company had obtained approval of shareholders by way of special resolution passed at the Annual General Meeting held on 18.09.2018 for re- appointment of two Independent Director as per section 149 of the Companies Act, 2013 for the period of five years with effect from 01.04.2019 to 31.03.2024.

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

**For M R & Associates  
Company Secretaries**

**Partner  
C P No.:5603  
Place : Kolkata  
Date : 24th May, 2019**



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

**"ANNEXURE – A"**

**(TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019)**

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

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

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

**For M R & Associates  
Company Secretaries**

**Partner**  
**C P No.:5603**  
**Place : Kolkata**  
**Date : 24th May, 2019**

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

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

**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**RDB REALTY & INFRASTRUCTURE LIMITED**  
**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019**  
**[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by**  
**Securities and Exchange Board of India]**

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

We have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **RDB REALTY & INFRASTRUCTURE LIMITED** ("the listed entity")
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:
  - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable for the review period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -**Not Applicable for the review period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; -**Not Applicable for the review period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -**Not Applicable for the review period**

**ANNEXURE TO THE DIRECTORS' REPORT**

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **-Not Applicable for the review period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

Based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	N/A	N/A	N/A

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
	N/A	N/A	N/A	N/A

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	N/A	N/A	N/A	N/A

For M R & Associates  
Company Secretaries

Place : Kolkata  
Date : 24th May, 2019

Partner  
C P No.: 5603

## REPORT ON CORPORATE GOVERNANCE

Annexure-6

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

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

Good Corporate Governance 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 31-03-2019. 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 Directorship(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. Sunder Lal Dugar <sup>(1)</sup>	00007638	Chairman & Managing Director	Promoter, Executive	11	Yes	2	--	--
Mrs. Kusum Devi Dugar	00559322	Director	Promoter, Non-executive	11	Yes	1	--	--
Mr. Pradeep Kumar Pugalía	00501351	Whole-time Director	Executive	11	Yes	1	--	--
Mr. Ravi Prakash Pincha	00094695	Director	Independent, Non-executive	11	Yes	3	2 (1 as Chairman)	Krypton Industries Ltd – Non – Executive & Independent
Mr. Om Prakash Rathi <sup>(2)</sup>	00278191	Director	Independent, Non-executive	9	Yes	--	--	--
Mr. Animesh Shivkumar Gupta <sup>(3)</sup>	02028933	Director	Independent, Non-executive	3	No	--	--	--
Mr. Sharad Kumar Bachawat <sup>(4)</sup>	05161130	Director	Additional Independent, Non-executive	2	--	1	--	RDB Rasayans Ltd – Non – Executive & Independent

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

Name of the Director	DIN	Designation	Category	Attendance		No. of other Directorship(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. Aditya Ravinder Kumar Mehra <sup>(5)</sup>	00984678	Director	Additional Independent, Non-executive	--	--	--	--	--

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

<sup>(1)</sup>ceased to be a Director with effect from 17-04-2019

<sup>(2)</sup>ceased to be a Director with effect from 19-01-2019

<sup>(3)</sup>ceased to be a Director with effect from 15-03-2019

<sup>(4)</sup>appointed as a Director with effect from 19-01-2019

<sup>(5)</sup>appointed as a Director with effect from 15-03-2019

**Notes:**

1. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31st March, 2019.
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.

Mrs. Kusum Devi Dugar retires by rotation at the ensuing AGM and being eligible, offers herself 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.

The tenure of appointment of Mr. Pradeep Kumar Pugalia, Whole-time Director of the Company is due to expire on 30<sup>th</sup> June, 2019. In view of his excellent grasp and thorough knowledge of various affairs of the Company, his rich business experience and for the smooth and efficient running of the business, the Board of Directors at its Meeting held on 24<sup>th</sup> May, 2019 re-appointed Mr. Pradeep Kumar Pugalia as the Whole time Director of the Company with effect from 1<sup>st</sup> July, 2019, vide an agreement dated 24<sup>th</sup> May, 2019, for a further period of three years subject to approval of shareholders at the ensuing AGM.

Mrs. Kusum Devi Dugar, Woman Director of the Company is the spouse of Mr. Sunder Lal Dugar, Chairman & Managing Director of the Company. However, he has resigned from his office on 17<sup>th</sup> April, 2019. Other than this, there is no relationship between other Directors inter-se.

**Board Meetings and Directors attendance record**

The Board of Directors of the Company meets at regular intervals to discuss and decide on Company/business policy and strategy. 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.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

During the financial year 2018-19, the Board met eleven (11) 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	10.04.2018	6	5
2	30.05.2018	6	6
3	06.07.2018	6	5
4	11.07.2018	6	5
5	27.07.2018	6	5
6	14.08.2018	6	6
7	11.09.2018	6	5
8	14.11.2018	6	5
9	19.01.2019	6	5
10	14.02.2019	6	5
11	15.03.2019	6	6

### 3. INDEPENDENT DIRECTOR

#### Meetings of Independent Directors

Pursuant to the provisions of the Act, read with Schedule IV thereto, a separate Meeting of Independent Directors was held on 14th February, 2019. The Meeting was attended by Mr. Sharad Kumar Bachhawat and Mr. Ravi Prakash Pincha. Leave of absence was granted to Mr. Animesh Shivkumar Gupta 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 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.

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

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

Director	Area of Expertise						
	Industry Experience	Technical Skill	Board Service & Governance	Finance & Accounting Experience	Strategic Planning	Sales & Marketing	Leadership
Mr. Sharad Kumar Bachhawat <sup>(1)</sup>	✓	✓	✓	✓	✓		✓
Mr. Aditya Ravinder Kumar Mehra <sup>(2)</sup>	✓	✓	✓	✓	✓		✓

<sup>(1)</sup>appointed as a Director with effect from 19-01-2019

<sup>(2)</sup>appointed as a Director with effect from 15-03-2019

**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. REASONS FOR RESIGNATION OF INDEPENDENT DIRECTORS**

During the year under review, Mr. Om Prakash Rathi (DIN: 00278191) and Mr. Animesh Shivkumar Gupta (DIN: 02028933) had resigned from the post of Non-Executive Independent Director of the Company with effect from 19th January, 2019 and 15th March, 2019 respectively due to personal reasons. The Directors have also confirmed that there are no other material reasons other than that provided above.

**6. COMMITTEES OF THE BOARD**

As on 31st March, 2019, 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 31st March, 2019 are as under:

**A. Audit Committee**
**Terms of Reference**

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

- Investigate any matter within its terms of reference or in relation to the compliance with the provisions of the Act or referred to it by the Board;
- To seek any information it requires from any employee;
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary;
- Have full access to information contained in the records of the Company.

**The role of the Committee includes the following:**

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration, terms of appointment and removal of Statutory Auditor, and to review the manner of rotation of Statutory Auditor;
- (c) To recommend the appointment, remuneration and removal of Cost Auditors, where necessary;

## REPORT ON CORPORATE GOVERNANCE (Contd.)

- (d) To approve transactions of the Company with related parties, including modifications thereto;
- (e) To review and monitor the Statutory Auditor's independence and performance, and effectiveness of the audit process;
- (f) To evaluate the Company's internal financial controls and risk management systems;
- (g) Scrutiny of inter-corporate loans and investments;
- (h) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (i) To review with the Management, the Annual and Quarterly financial statements and Auditor's Report thereon, before submission to the Board for approval;
- (j) To review the following:
  1. Management discussion and analysis of financial condition and results of operations;
  2. Adequacy of internal control systems and the Company's statement on the same, prior to endorsement by the Board, such review to be done in consultation with the management, Statutory and Internal Auditors;
  3. Reports of Internal Audit and discussion with Internal Auditors on any significant findings and follow-up thereon;
  4. System/manner of maintenance, storage, retrieval, display, print out and security of books of account of the Company maintained in electronic form;
  5. Functioning of Whistle Blower Mechanism.

### Composition & Meetings

As on March 31, 2019, the Committee comprised of three Directors out of which two including the Chairman were Independent Directors. During the financial year ended 31st March, 2019, the Audit Committee met five (5) times on 30th May, 2018; 27th July, 2018; 14th August, 2018; 14th November, 2018 and on 14th February, 2019.

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

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Om Prakash Rathi <sup>(1)</sup>	Non-executive Independent	Chairman	4
2.	Mr. Sharad Kumar Bachhawat <sup>(2)</sup>	Non-executive Independent	Chairman	1
3.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	5
4.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	5

<sup>(1)</sup>ceased to be the Chairman and Member w.e.f. 19-01-2019

<sup>(2)</sup>appointed as the Chairman and Member w.e.f. 19-01-2019

### B. Stakeholders' Relationship Committee

#### Terms of Reference

The Committee monitors the Company's response to investor complaints like non-receipt of dividend, annual reports, notices etc. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed. The composition and terms of reference of the Committee are in conformity with the requirements of Regulation 20 of the Listing Regulations and provisions of Section 178 of the Act. The Committee has also been empowered to consider and resolve the grievances of the security holders of the Company.

**REPORT ON CORPORATE GOVERNANCE (Contd.)**
**Functions and Powers**

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

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

**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	Ms. Prachi Todi
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	<a href="mailto:prachitodi@rdbindia.com">prachitodi@rdbindia.com</a>

**Composition & Meetings**

As on 31st March, 2019, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. During the financial year ended 31st March, 2019, the Committee met eleven (11) times on 24th April, 2018; 30th May, 2018; 08th August, 2018; 14th August, 2018; 23rd August, 2018; 14th November, 2018; 11th December, 2018; 14th January, 2019; 04th February, 2019; 14th February, 2019 and 28th February, 2019.

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. Om Prakash Rathi <sup>(1)</sup>	Non-executive Independent	Chairman	8
2.	Mr. Sharad Kumar Bachhawat <sup>(2)</sup>	Non-executive Independent	Chairman	3
3.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	11
4.	Mr. Animesh Shivkumar Gupta <sup>(3)</sup>	Non-executive Independent	Member	2
5.	Mr. Aditya Ravinder Kumar Mehra <sup>(4)</sup>	Non-executive Independent	Member	NIL

<sup>(1)</sup>ceased to be the Chairman and Member w.e.f. 19-01-2019

<sup>(2)</sup>appointed as the Chairman and Member w.e.f. 19-01-2019

<sup>(3)</sup>ceased to be a Member w.e.f. 15-03-2019

<sup>(4)</sup>appointed as a Member w.e.f. 15-03-2019

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### C. Nomination & Remuneration Committee

#### Terms of Reference

- a) To determine the compensation packages of Executive Directors and Senior Managers of the Company. The committee will review recommendations made to it by the Company and others;
- b) To act as the duly authorized Committee of the Board;
- c) To determine the parameters and supervise the operation of the bonus schemes of the Company;
- d) To investigate any activity within its terms of reference;
- e) To seek any information from any employee of the Company. Employees are directed to cooperate with any relevant request made;
- f) To obtain outside legal or independent professional advice. Such advisors may attend meetings as necessary;
- g) To incur such reasonable expenditure, as it deems necessary;
- h) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- i) Formulation of criteria for evaluation of Independent Directors and the Board;
- j) Devising a policy on Board diversity; and
- k) Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carry out evaluation of every Director's performance.

#### Composition & Meetings

As on 31st March, 2019, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. The Committee met five (5) times during the financial year on 30th May, 2018; 06th July, 2018; 27th July, 2018; 19th January, 2019 and 15th March, 2019.

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. Om Prakash Rathi <sup>(1)</sup>	Non-executive Independent	Chairman	4
2.	Mr. Sharad Kumar Bachhawat <sup>(2)</sup>	Non-executive Independent	Chairman	1
3.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	5
4.	Mr. Animesh Shivkumar Gupta <sup>(3)</sup>	Non-executive Independent	Member	2
5.	Mr. Aditya Ravinder Kumar Mehra <sup>(4)</sup>	Non-executive Independent	Member	NIL

<sup>(1)</sup>ceased to be the Chairman and Member w.e.f. 19-01-2019

<sup>(2)</sup>appointed as the Chairman and Member w.e.f. 19-01-2019

<sup>(3)</sup>ceased to be a Member w.e.f. 15-03-2019

<sup>(4)</sup>appointed as a Member w.e.f. 15-03-2019

#### 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>

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

**Details of Remuneration of the Directors for the financial year ended 31st March, 2019**

(Amount in ₹)

Director	Salary	Perquisites and other Benefits	Contribution towards Provident and/or other Funds	Performance bonus/ Commission	Sitting Fees	Total
Mr. Sunder Lal Dugar*	1200000/-	5303/-	108000/-	--	--	1313303/-
Mr. Pradeep Kumar Pugalia	900000/-	98418/-	--	--	--	998418/-

*\*ceased to be a Director w.e.f. 17-04-2019*

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 2018-19.

Except Mr. Ravi Prakash Pincha, Mrs. Kusum Devi Dugar and Mr. Om Prakash Rathi (who ceased to be a Director w.e.f. 19-01-2019), 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.

**Service Contract, Notice Period and Severance Fees**

During the year under review, there were no service contracts, notice period and service fees paid. However, the Company has entered into an agreement dated 24<sup>th</sup> May, 2019, with Mr. Pradeep Kumar Pugalia relating to his re-appointment for a term of 3 years with effect from 1<sup>st</sup> July, 2019.

**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 interalia personal integrity, ethical standards, confidentiality, knowledge of the institution's key activities, deliberations or committee work, understanding of governance, etc.

**D. Corporate Social Responsibility Committee**
**Terms of Reference**

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

- 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.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.
4. Any other matter/thing as may be considered expedient by the Members in furtherance of, and to comply with the 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 thereunder. The Committee met twice on 27th July, 2018 and 14th February, 2019 during the financial year 2018-19.

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. Om Prakash Rathi <sup>(1)</sup>	Non-executive Independent	Chairman	1
2.	Mr. Sharad Kumar Bachhawat <sup>(2)</sup>	Non-executive Independent	Chairman	1
3.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	2
4.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	2

<sup>(1)</sup>ceased to be the Chairman and Member w.e.f. 19-01-2019

<sup>(2)</sup>appointed as the Chairman and Member w.e.f. 19-01-2019

### 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 ₹ 3,00,000/- 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, 2019 is attached as **Annexure - 2** to the Board's Report.

## 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 ₹ 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;

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

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.

**Composition & Meetings**

The Board of Directors of the Company, at its Meeting held on 27th July, 2019 has formed a Committee of Directors pursuant to the provisions of Section 179 of the Act. During the financial year ended 31st March, 2019, the Committee met four times on 9th August, 2018; 5th September, 2018, 19th September, 2018 and 19th March, 2019.

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.	Mr. Sunder Lal Dugar <sup>(1)</sup>	Chairman & Managing Director	Member	4
2.	Mrs. Kusum Devi Dugar <sup>(2)</sup>	Non-executive Director	Member	0
3.	Mr. Ravi Prakash Pincha	Non-executive Independent Director	Member	4
4.	Mr. Pradeep Kumar Pugalia	Whole-time Director	Member	4

<sup>(1)</sup>ceased to be a Member with effect from 17-04-2019

<sup>(2)</sup>appointed as a Member w.e.f. 17-04-2019

**7. SUBSIDIARY COMPANY**

As on 31st March, 2019, 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)

**8. 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
2017-18	12th 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.
2016-17	11th A.G.M.	Wednesday 06.09.2017	10.00 A.M	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	Nil

## REPORT ON CORPORATE GOVERNANCE (Contd.)

Financial Year	Meeting	Day & Date	Time	Venue	Special Resolutions, if any, passed
2015-16	10th A.G.M.	Saturday 03.09.2016	1.00P.M	Aryans School, 149 B.T. Road, Kolkata- 700058	1. Re-appointment of Mr. Sunder Lal Dugar as a Managing Director; 2. Re-appointment of Mr. Pradeep Kumar Pugalia as a Whole-time Director

- B. **Extra Ordinary General Meeting:** No Extraordinary General Meeting was held during the financial year 2018-19.
- C. **Postal Ballot:** No Special Resolution was passed through Postal Ballot during the financial year 2018-19. At present, there is no proposal for passing any Special Resolution through Postal Ballot. Therefore, the disclosures relating to postal ballot are not applicable.

### 9. 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 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>

### 10. 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**.

### 11. 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)

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### 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:** There are no audit qualifications on the Company's Financial Statements for the year ended 31st March, 2019.
- (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.

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.

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)

## REPORT ON CORPORATE GOVERNANCE (Contd.)

It is noted that none of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2019.

### g) **Compliance Certificate of the Auditors**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in 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**.

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

Ms. Disha Dugar (Membership No: F8128; COP: 10895), 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 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 2018-19.

### 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 ₹ 3,00,000/- (Rupees Three Lakh) for the financial year ended 31st March, 2019.

### 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.

## 12. 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.

(a) 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).

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

*com* and are published in widely circulated newspapers viz. The Financial Express in English and Kalantar or Samvaad Taaza in Bengali.

- (b) The Company has designated an e-mail id as [investors@rdbindia.com](mailto:investors@rdbindia.com) especially for its investors to report any grievances.
- (c) Official news releases, if any, are displayed on the Company's website.
- (d) The Company has not made any presentations to institutional investors or to the analysts.
- (e) Annual Report containing, inter-alia, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to Members and others entitled thereto.
- (f) Management Discussion and Analysis Report (MDAR) forms part of the Directors' Report and the same forms part of this Annual Report.

**13. 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. Disha Dugar (Membership No: F8128; COP: 10895), 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.

**14. GENERAL SHAREHOLDERS INFORMATION**

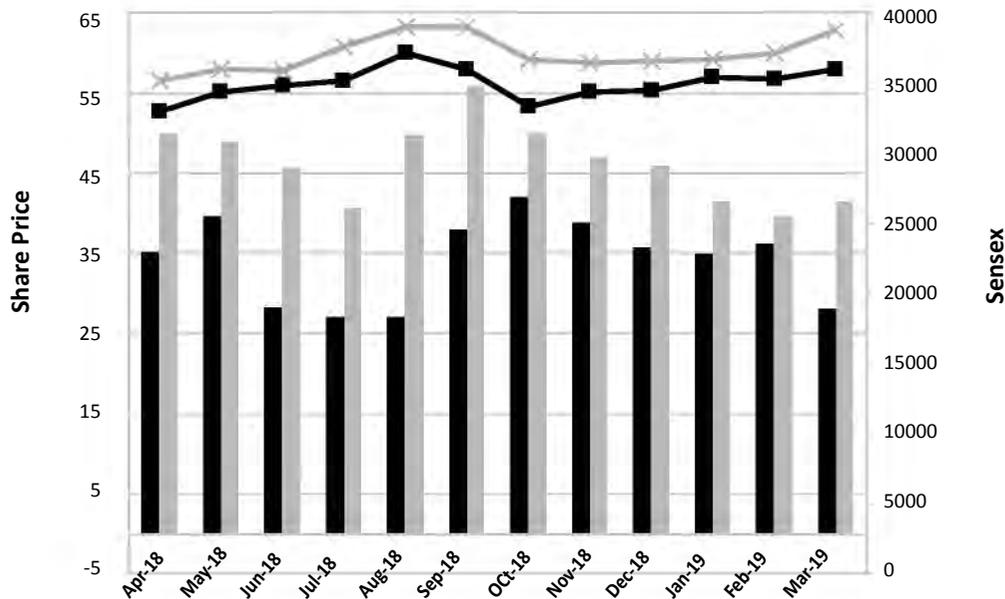
<b>AGM: Date, Time &amp; Venue</b>	Friday, 20th Day of September, 2019 at 10.30 AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4 <sup>th</sup> Floor, Kolkata-700 017
<b>Financial Year</b>	1st April, 2019 to 31st March, 2020
<b>Tentative Financial Calendar</b>	Results for the Quarter ended 30th June, 2019 - on or before 14th August 2019. Results for the Quarter ended 30th September, 2019 - on or before 14th November 2019. Results for the Quarter ended 31st December, 2019 - on or before 14th February 2020. Results for the Quarter ended 31st March, 2020 - on or before 30th May 2020.
<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 2018-19 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-400 013
<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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### 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 2018-19 in comparison to BSE Sensex is depicted hereunder:

Period	Share Price in ₹ (High)	Share Price in ₹ (Low)	BSE Sensex (High)	BSE Sensex (Low)
Apr-18	50.00	35.05	35,213.30	32,972.56
May-18	49.00	39.65	35,993.53	34,302.89
Jun-18	45.65	28.25	35,877.41	34,784.68
Jul-18	40.70	27.00	37,644.59	35,106.57
Aug-18	49.80	27.05	38,989.65	37,128.99
Sep-18	55.80	38.00	38,934.35	35,985.63
Oct-18	50.00	42.05	36,616.64	33,291.58
Nov-18	46.85	38.80	36,389.22	34,303.38
Dec-18	45.80	35.80	36,554.99	34,426.29
Jan-19	41.45	35.00	36,701.03	35,375.51
Feb-19	39.50	36.10	37,172.18	35,287.16
Mar-19	41.45	27.95	38,748.54	35,926.94



	Apr-18	May-18	Jun-18	Jul-18	Aug-18	Sep-18	Oct-18	Nov-18	Dec-18	Jan-19	Feb-19	Mar-19
Share Price Low	35.05	39.65	28.25	27	27.05	38	42.05	38.8	35.8	35	36.1	27.95
Share Price High	50.00	49.00	45.65	40.70	49.80	55.80	50.00	46.85	45.80	41.45	39.50	41.45
Sensex Low	32973	34303	34785	35107	37129	35986	33292	34303	34426	35376	35287	35927
Sensex High	35213	35994	35877	37645	38990	38934	36617	36389	36555	36701	37172	38749

### 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

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

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

**Share Transfer System**

The share transfer requests received by the Company/Registrar & Share Transfer Agent are processed expeditiously provided the documents are complete and shares under transfer are not under dispute. Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories – National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) within stipulated period. In terms of requirements of the amendments to Regulation 40 of the Listing Regulations transfer of securities held in physical form shall not be processed w.e.f 31st March, 2019. The transfer of securities shall be carried out only if it is held in the dematerialized form with a depository.

**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 transferred to the Investor Education & Protection Fund (“IEPF”). Thus, the Company proposes to transfer the unpaid/unclaimed dividends for the Financial Year 2011-12 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
2012-13	8th August, 2013	13th September, 2020	13th October, 2020
2011-12	8th August, 2012	13th September, 2019	13th October, 2019

**Distribution of Shareholding**

Distribution of shareholding by size as on 31st March, 2019:

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 500	3429	86.31	4,28,904	2.48
501 – 1000	226	5.69	1,88,917	1.09
1001 – 5000	212	5.34	5,08,684	2.94
5001 – 10000	39	0.98	2,93,316	1.70
10001 – 50000	39	0.98	9,09,135	5.26
50001 – 100000	14	0.35	9,05,437	5.24
100001 and above	14	0.35	1,40,49,007	81.29
<b>Total</b>	<b>3973</b>	<b>100.00</b>	<b>17,283,400</b>	<b>100.00</b>

Pattern of shareholding by category as on 31st March, 2019:

Category	Number of Shares	% to 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		

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

Category	Number of Shares	% to Total
a. Bodies Corporate	1514563	8.76
b. Indian Public	2650940	15.34
c. NRIs/ OCBs	16464	0.10
d. Clearing Members	176587	1.02
e. IEPF Authority	133689	0.77
<b>Sub Total</b>	<b>4492243</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>

**Details of shares held by Directors as on 31st March, 2019:**

Name of Director	No. of Equity Shares	% of Total holding
Mr. Sunder Lal Dugar <sup>(1)</sup>	6,87,900*	3.980
Mrs. Kusum Devi Dugar	5,000	0.029
Mr. Pradeep Kumar Pugalia	Nil	Nil
Mr. Ravi Prakash Pincha	5,600	0.032
Mr. Om Prakash Rathi <sup>(2)</sup>	Nil	Nil
Mr. Animesh Shivkumar Gupta <sup>(3)</sup>	Nil	Nil
Mr. Sharad Kumar Bachhawat <sup>(4)</sup>	Nil	Nil
Mr. Aditya Ravinder Kumar Mehra <sup>(5)</sup>	Nil	Nil
<b>Total</b>	<b>6,98,500</b>	<b>4.041</b>

\*includes 67,200 shares held as Karta of Moti Lal Dugar (HUF)

<sup>(1)</sup>ceased to be a Director with effect from 17-04-2019

<sup>(2)</sup>ceased to be a Director with effect from 19-01-2019

<sup>(3)</sup>ceased to be a Director with effect from 15-03-2019

<sup>(4)</sup>appointed as a Director with effect from 19-01-2019

<sup>(5)</sup>appointed as a Director with effect from 15-03-2019

**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 31st March, 2019 are hereunder:

Status of Dematerialisation	No. of Shares	Percentage of Total Share
Shares held in NSDL	7580563	43.86%
Shares held in CDSL	9548770	55.25%
Shares held in physical form	154067	0.89%

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

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



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

### 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](http://www.rdbindia.com)

### For and on behalf of the Board

Place: Kolkata

Date: 24th May, 2019

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 2018-19.”

**Place: Kolkata****Date: 24th May, 2019****Sd/-****Pradeep Kumar Pugalia****Whole-time Director**



**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 RDB Realty & Infrastructure Limited**

Date: 24th May, 2019  
Place: Kolkata

Sd/-  
Pradeep Kumar Pugalia  
Whole-time Director

Sd/-  
Anil Kumar Apat  
Chief Financial Officer

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

Annexure-C

### CERTIFICATE OF CORPORATE GOVERNANCE

#### To the Members of

#### RDB REALTY & INFRASTRUCTURE LIMITED

1. We, L. B. Jha & Co., Chartered Accountants, the Statutory Auditors of **RDB REALTY & INFRASTRUCTURE LIMITED** ('the Company'), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March 2019 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

#### Managements' 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 Listing Regulations.

#### Auditor's Responsibility

3. Our 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.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in Certification of Corporate Governance issued by the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### Opinion

7. In our opinion, and to best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
8. We 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.

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

Place : Kolkata  
Date : 24th May, 2019

(B.N.Jha)  
Partner  
Membership No. 051508

**REPORT ON CORPORATE GOVERNANCE**

Annexure-D

**CS Certificate in respect of Part C, Corporate Governance Report as per Clause 10 (i) of Schedule V of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018****TO WHOM SO EVER IT MAY CONCERN**

I do hereby certify that, in my opinion and to the best of my knowledge, none of the Directors on the Board of M/s RDB Realty & Infrastructure Limited, having CIN: L16003WB2006PLC110039 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority.

The Director details of **RDB Realty & Infrastructure Limited** as on **31.03.2019** are as below:

Sl. No.	Name of Director	DIN	DIN Status
1.	SUNDER LAL DUGAR	00007638	Approved
2.	RAVI PRAKASH PINCHA	00094695	Approved
3.	PRADEEP KUMAR PUGALIA	00501351	Approved
4.	KUSUM DEVI DUGAR	00559322	Approved
5.	ADITYA RAVINDER KUMAR MEHRA	00984678	Approved
6.	SHARAD KUMAR BACHHAWAT	05161130	Approved

Dated: 11th May, 2019  
Place: Kolkata

Sd/-  
DISHA DUGAR  
Practicing Company Secretary  
Membership No. F8128  
COP No. 10895

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY STRUCTURE & DEVELOPMENTS

Annexure-7

The development of the real estate sector is an important parameter to measure economic growth. Its growth as well as downfall both affects the economy of the country. Every year, new policies and laws are made and implemented by the Government in order to bring in growth in the real estate sector. India's Real Estate Sector is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13 percent of the country's GDP by 2025. Retail, hospitality and commercial real estate businesses are also growing significantly, providing the much-needed infrastructure for India's growing needs. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The Construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. During the period 2009-18, Indian real estate sector attracted institutional investments worth US\$ 30 billion. Further, Private Equity and Venture Capital investments in the sector reached US\$ 4.47 billion in 2018 and US\$ 546 million in Jan-Feb 2019. Also, warehousing space is expected to reach 247 million square feet in 2020 and foresee investments of ₹ 50,000 Crore (US\$ 7.76 billion) during 2018-20. According to the data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.91 billion during the period April 2000-December 2018. Overall, the Real Estate Industry in India has been flourishing and has earmarked a significant position for itself in the current scenario.

### OPPORTUNITIES AND THREATS

The financial year 2018-19 was a 'trial by fire' for the Real Estate industry. After the monumental regulatory changes and reforms rolled out in the previous years, implementation of Real Estate (Regulation and Development) Act, 2016 (RERA)/West Bengal Housing Industry Regulatory Act, 2017 (WBHIRA) and Goods and Services Tax Act, 2017 (GST) were particularly impactful for the real estate industry. These developments led to a decline in sentiment and sales traction for the sector during the initial quarters, continuing the declining trend due to impact of demonetisation. Overall slowdown in the economic growth of the country during this period exacerbated the hit on the sector, making it a particularly tough year.

The Government of India has always been supportive to the Real Estate sector. It has raised FDI limits for townships and settlements development projects and real estate projects

within the Special Economic Zones (SEZs) to 100 percent. The total number of houses built under the Pradhan Mantri Awas Yojana (PMAY) reached 15.3 million in 2014-18. Government of India's Housing for All initiative is expected to bring US\$ 1.3 trillion investments in the housing sector by 2025. Under the Pradhan Mantri Awas Yojana (PMAY), 6,028,608 houses have been sanctioned up to September 2018. The scheme is expected to push affordable housing and construction in the Country and give a boost to the real estate sector. The Government has also released draft guidelines for investments by Real Estate Investment Trusts (REITs) in non-residential segment.

### 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

The Indian real estate sector has been evolving over the past few years. It has witnessed both flux as well as growth and this is likely to be the trend in 2019 as well. 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 2019-20 will be both 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;
- Customer risks;

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)**

- Changes in the Government policies;
- Longer working Capital cycles;
- Unanticipated delays in project approvals;
- 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 is ISO 9001:2008 certified and 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	2018-19	2017-18
Total Revenue from Operations	2570.26	2357.19
EBIDTA	396.59	344.33
PAT	83.50	82.94
Basic EPS	0.48	0.48

**DEVELOPMENTS IN HUMAN RESOURCE**

At RDB Group, there is a firm belief that among all the resources, it is the human capital, which is the most important resource. 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, 2019	For the year ended March 31, 2018	Reasons for significant change (if any)
1	Debtors Turnover	1.40	0.79	Due to increase in Turnover
2	Inventory Turnover	0.26	0.28	--
3	Interest Coverage Ratio	1.89	1.95	--
4	Current Ratio	1.83	1.78	--
5	Debt Equity Ratio	0.50	0.29	Due to increase in Borrowing
6	Operating Profit Margin (%)	10.32	14.19	Due to increase in other income and Turnover
7	Net Profit Margin (%)	3.25	3.52	--

**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.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

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

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	Reasons for significant change (if any)
Return on Net Worth	0.87	0.86	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 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: 24th May, 2019



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# Financial Statements

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# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

RDB REALTY & INFRASTRUCTURE LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

## Opinion

- We have audited the accompanying standalone Ind AS financial statements of RDB REALTY & INFRASTRUCTURE LIMITED ("the Company"), which comprises of the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended on that date, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2019, its profit (including Other Comprehensive Income), Changes in equity and its cash flows for the year ended on that date.

## Basis for Opinion

- 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 Ind AS 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 Ind AS financial statements under the provisions of the Companies Act, 2013 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

- 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	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures:               <ol style="list-style-type: none"> <li>1. Read, analysed and identified the distinct performance obligations in these contracts.</li> </ol> </li> </ul>

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

Sr. No	Key Audit Matter	Auditor's Response
	<p>Additionally, new revenue accounting standard contains disclosures which involves collection of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<ol style="list-style-type: none"> <li>2. Compared these performance obligations with that identified and recorded by the Company.</li> <li>3. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.</li> <li>4. Samples in respect of revenue recorded for material contracts were tested using a combination of customer acceptances, subsequent invoicing and historical trend of collections and disputes.</li> </ol> <ul style="list-style-type: none"> <li>• In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts.</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed.</li> </ul>
2	<p><b>Contingent Liabilities</b></p> <p>The company has several on-going legal matters relating to statutory taxes which require management judgement to be applied in order to determine the likely outcome.</p>	<p><b>Principal Audit Procedures</b></p> <p>In assessing the potential exposures to the Company, we have completed a range of procedures including:</p> <ul style="list-style-type: none"> <li>• assessing the design and implementation of controls in relation to the monitoring of known exposures;</li> <li>• reading Board and other meeting minutes to identify areas subject to Company consideration;</li> <li>• meeting with the Company's internal legal advisors in understanding on-going and potential legal matters impacting the Company;</li> <li>• reviewing third party correspondence and reports; and</li> <li>• reviewing the proposed accounting and disclosure of actual and potential legal liabilities, drawing on third party assessment of open matters.</li> </ul>

**Other Information**

4. The Company's Board of Directors are responsible for the other information. The other information comprises of the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board's Report, Corporate Governance and Shareholders' Information but does not include the standalone financial statements and our auditor's report thereon. These other information is expected to be made available to us after the date of this auditor's report.
5. Our opinion on the standalone Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

7. When we read the other information consisting of the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Corporate Governance and shareholder information, 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 Ind AS Financial Statements

8. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the Ind AS 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 Ind AS Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based

## INDEPENDENT AUDITOR'S REPORT (Contd.)

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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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.
  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.

### Other Matters

17. The Comparative financial information of the Company for the year ended 31<sup>st</sup> March, 2018 included in these standalone Ind AS Financial Statements, is based on the Ind AS financial statement for the year ended 31<sup>st</sup>

March, 2018 which were audited by the predecessor auditor who expressed an unmodified opinion on those statements.

Our opinion on the Standalone Ind AS financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of above matters.

### Report on Other Legal and Regulatory Requirements

18. 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.
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;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss (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;
  - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March, 2019 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 of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure B**;

## INDEPENDENT AUDITOR'S REPORT

- (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 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:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 36 of the standalone Ind AS financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**(B.N.Jha)**  
**Partner**  
**Membership No. 051508**

**Place : Kolkata**  
**Date : 24.05.2019**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT****ANNEXURE- A****To the Members of RDB REALTY & INFRASTRUCTURE LIMITED**

[Referred to in paragraph 18 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 subsidiary 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 not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
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 2019 which has not been deposited on account of a dispute are as follows :

Name of the statute	Nature	Amount (₹ in lakhs)	Period to which the amount relates	Forum where the dispute is pending
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 the Company during the year by way of term 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).

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

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. According to the information and explanations given to us and the records of the Company examined by us, total managerial remuneration paid as reflected in the financial statements for the year ended 31st March 2019 are in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V 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 35 of the standalone Ind AS 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.

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

**(B.N.Jha)  
Partner  
Membership No. 051508**

**Place : Kolkata  
Date : 24.05.2019**

**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)****ANNEXURE- B****To the Members of RDB REALTY & INFRASTRUCTURE LIMITED**

[Referred to in paragraph 19 (f) of the Independent Auditor's 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** ("the Company") as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial 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 the 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 control systems 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 control systems 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 the 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

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

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, the Company has, in all material respect, an adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2019, 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 the ICAI.

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

**(B.N.Jha)**  
**Partner**  
**Membership No. 051508**

**Place : Kolkata**  
**Date : 24.05.2019**

**Balance Sheet as at 31st March, 2019**

(Amount in ₹)

	Note No.	As at March 31, 2019	As at March 31, 2018
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	3,501,223	22,057,437
(b) Intangibles	2A	20,933	41,815
(c) Financial Assets			
(i) Investment	3	431,282,468	318,758,013
(ii) Other financial assets	4	6,981,357	17,579,929
(d) Deferred tax assets (Net)	5	2,388,280	1,999,592
(e) Other non-current assets	6	97,537,742	110,764,456
<b>Total Non - Current Assets</b>		<b>541,712,003</b>	<b>471,201,241</b>
<b>Current assets</b>			
(a) Inventories	7	992,238,842	834,349,251
(b) Financial Assets			
(i) Trade receivables	8	169,967,553	288,186,021
(ii) Cash and cash equivalents	9	62,047,774	48,075,358
(iii) Other financial assets	10	116,520,056	105,084,192
(c) Current Tax Assets	11	31,774,982	29,261,115
(d) Other current assets	12	25,306,061	17,913,864
<b>Total Current Assets</b>		<b>1,397,855,270</b>	<b>1,322,869,801</b>
<b>Total Assets</b>		<b>1,939,567,270</b>	<b>1,794,071,042</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	172,834,000	172,834,000
(b) Other Equity	14	790,182,987	780,919,361
<b>Total equity</b>		<b>963,016,987</b>	<b>953,753,361</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	200,000,000	6,008,750
(ii) Other financial liabilities	16	11,758,070	8,398,088
(b) Provisions	17	617,611	587,265
(c) Other non-current liabilities	18	-	81,180,000
<b>Total non-current liabilities</b>		<b>212,375,681</b>	<b>96,174,103</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	278,707,104	270,237,142
(ii) Trade and other payables			
Total outstanding dues of micro enterprises and small enterprises	20	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		74,948,266	94,636,151
(iii) Other financial liabilities	21	32,177,679	116,410,837
(b) Other current liabilities	22	374,501,298	255,334,164
(c) Provisions	23	3,840,255	7,525,283
<b>Total Current Liabilities</b>		<b>764,174,602</b>	<b>744,143,577</b>
<b>Total liabilities</b>		<b>976,550,283</b>	<b>840,317,681</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,939,567,270</b>	<b>1,794,071,042</b>

Summary Significant accounting policies

31 to 39

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

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

For **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**B.N.Jha**

Partner

Membership No. 051508

Kolkata

The 24th day of May, 2019

Sd/-

**Anil Kumar Apat**  
Chief Financial Officer

Sd/-

**Prachi Todi**  
Company Secretary  
& Compliance Officer

**Statement of Profit and Loss for the year ended 31st March, 2019**

(Amount in ₹)

Particulars	Notes	For the Year ended 31 March 2019	For the Year ended 31 March 2018
Revenue from operations	24	238,621,222	228,923,279
Other income	25	18,404,965	6,796,076
<b>Total income</b>		<b>257,026,187</b>	<b>235,719,355</b>
<b>Expenses</b>			
Construction Activity Expenses	26	341,766,596	186,292,181
Changes in inventories of work-in-progress, stock-in-trade and finished goods	27	(157,889,590)	(42,421,290)
Employee benefit expense	28	4,594,180	4,454,435
Depreciation and amortisation expense	2	5,278,770	5,823,343
Finance costs	29	24,496,601	20,925,669
Other expenses	30	28,758,885	52,732,970
<b>Total expenses</b>		<b>247,005,442</b>	<b>227,807,308</b>
<b>Profit before tax</b>		<b>10,020,745</b>	<b>7,912,047</b>
Income tax expenses			
- Current tax		2,600,000	4,100,000
- Tax Adjustment for Earlier Years		(539,881)	
- Deferred tax		(388,688)	(4,481,690)
<b>Total tax expense</b>		<b>1,671,431</b>	<b>(381,690)</b>
<b>Profit after tax</b>		<b>8,349,314</b>	<b>8,293,737</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		805,224	-
(ii) Remeasurements of the defined benefit plans		109,088	-
<b>Other comprehensive income for the year, net of tax</b>		<b>914,312</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>9,263,626</b>	<b>8,293,737</b>
<b>Earnings per equity share</b>			
Basic earnings per share		0.48	0.48
Diluted earnings per share		0.48	0.48

Summary Significant accounting policies

31 to 39

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

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

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

Chartered Accountants

Firm Registration No : 301088E

**B.N.Jha**

Partner

Membership No. 051508

Kolkata

The 24th day of May, 2019

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalía**  
 Whole Time Director

Sd/-

**Ravi Prakash Pincha**  
 Independent Director

Sd/-

**Anil Kumar Apat**  
 Chief Financial Officer

Sd/-

**Prachi Todi**  
 Company Secretary  
 & Compliance Officer

**Cash Flow Statement for the Year ended 31st March 2019**
**(Amount in ₹)**

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>A. Cash flow from operating activities :</b>		
Net profit before tax as per Statement of Profit and Loss	10,020,745	7,912,046
Adjustments for		
Depreciation & Amortisation	5,278,770	5,823,343
Interest Paid	24,359,584	20,596,203
(Profit) / Loss on Sale of Fixed Assets	420,810	1,514,077
Provision for Employee Benefits	229,408	76,221
Bad Debts	4,786,743	28,227,785
Sundry Balances written off (net)	---	15,669,193
Notional Interest on Security Deposits (Expense)	---	101,208
Liabilities no longer payable written back	(5,525,312)	---
Non Interest on advances (Income)	(372,069)	(1,664)
Interest Received	(10,436,779)	(6,739,162)
	18,741,155	65,267,204
<b>Operating Profit Before Working Capital Changes</b>	<b>28,761,900</b>	<b>73,179,250</b>
Increase / (Decrease) of Other Long-Term Liabilities	(77,820,018)	(65,000)
Increase / (Decrease) in Trade Payables	(14,162,573)	(110,505,209)
Increase / (Decrease) of Other Current Liabilities	52,851,084	78,181,919
Increase / (Decrease) of Provision for Employee Benefits	---	---
(Increase) / Decrease of Long-Term Advances	23,825,286	27,477,382
(Increase) / Decrease in Inventories	(157,889,591)	(29,186,145)
(Increase) / Decrease in Trade receivables	113,431,725	(8,195,324)
(Increase) / Decrease of Short-Term Advances	16,656,904	(37,983,097)
(Increase) / Decrease of Other Current Assets	(7,392,197)	19,879,582
<b>Cash generated from operations</b>	<b>(21,737,480)</b>	<b>12,783,358</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)	8,348,988	2,566,472
<b>Cash Flow before Exceptional Items</b>	<b>(30,086,468)</b>	<b>10,216,886</b>
<b>Net cash Generated/(used) from operating activities</b>	<b>(30,086,468)</b>	<b>10,216,886</b>
<b>B. Cash Flow from Investing Activities :</b>		
Sale / (Purchase) of fixed assets	12,877,518	2,469,592
Interest Received	10,436,779	6,739,162
Investment with Subsidiaries and Firms	(111,719,234)	120,771,982
Loans Refund / (Given)	(28,092,768)	(27,158,272)
Fixed Deposits	(1,723,035)	(5,078,757)
<b>Net cash from investing activities</b>	<b>(118,220,740)</b>	<b>97,743,707</b>

## Cash Flow Statement for the Year ended 31st March 2019

(Amount in ₹)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	177,503,944	(17,577,362)
Proceeds / (Repayment) of Short Term Borrowings	8,469,962	(70,109,543)
Interest Paid	(25,292,499)	(19,787,728)
<b>Net cash generated/(used) in financing activities</b>	<b>160,681,407</b>	<b>(107,474,633)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>12,374,199</b>	<b>485,959</b>
Cash and cash equivalents -Opening balance	13,910,170	13,424,211
	<b>26,284,369</b>	<b>13,910,170</b>
<b>Cash and cash equivalents -Closing balance</b>	<b>26,284,369</b>	<b>13,910,170</b>
<b>CASH AND CASH EQUIVALENTS :</b>		
Balances with Banks	23,932,279	12,092,695
Cash on hand (As certified by the management)	2,352,090	1,817,475
	<b>26,284,369</b>	<b>13,910,170</b>

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

Chartered Accountants

Firm Registration No : 301088E

**B.N.Jha**

Partner

Membership No. 051508

Kolkata

The 24th day of May, 2019

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/-

**Prachi Todi**Company Secretary  
& Compliance Officer

**STATEMENT OF CHANGES IN EQUITY**

(Amount in ₹)

**A. Share Capital**

Particulars	Balance as on 31.03.2018	Issued during the year	Balance as on 31.03.2019
Equity Share Capital	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 Instruments through other comprehensive income	Other items of Other Comprehensive Income	
<b>Balance at 31st March 2017</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>303,646,273</b>	-	<b>70,014</b>	<b>772,625,624</b>
Transfers	-	-	-	-	-	-
Profit for the Year	-	-	8,293,737	-	-	<b>8,293,737</b>
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	-	-	<b>8,293,737</b>	-	-	<b>8,293,737</b>
<b>Balance at 31st March 2018</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>311,940,010</b>	-	<b>70,014</b>	<b>780,919,361</b>
Transfers	-	-	-	-	-	-
Profit for the Year	-	-	8,349,314	-	<b>914,312</b>	<b>9,263,626</b>
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	-	-	<b>8,349,314</b>	-	<b>914,312</b>	<b>9,263,626</b>
<b>Balance at 31 March 2019</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>320,289,324</b>	-	<b>984,326</b>	<b>790,182,987</b>

## NOTES TO THE FINANCIAL STATEMENTS AS ON 31ST MARCH, 2019

### 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) Basis of preparation of financial statements

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

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

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

##### b) Use of estimates and management judgments :

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

that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### Key estimates and assumptions :

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

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

###### 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

## NOTES TO THE FINANCIAL STATEMENTS

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

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

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

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

With respect to land advance given, the net recoverable value is based on the present value of future cash flows, which

depends on the estimate of, among other things, the likelihood that a project will be completed, the expected date of completion, the discount rate used and the estimation of sale prices and construction costs.

### c) **Property, Plant and Equipment**

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

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

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

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 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 1st April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### e) 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.

### f) 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.

### g) 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.

### h) 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.

### i) 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

## NOTES TO THE FINANCIAL STATEMENTS

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.

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

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

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

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

### k) 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.

### l) 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.

### m) 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.

## NOTES TO THE FINANCIAL STATEMENTS

Accordingly, whole of India has been considered as one geographical segment

### n) 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.

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

### p) 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:

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

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

#### Debt instrument at FVTOCI

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

## NOTES TO THE FINANCIAL STATEMENTS

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

### Debt instrument at FVTPL

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

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

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

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

- **Financial assets –Derecognition**

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

to Retained Earnings.

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

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

### De-recognition

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

- The 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 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 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.

#### q) 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.

#### r) 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.

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 2 Property, Plant and Equipment**

	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Total
Gross carrying amount						
Deemed cost as at 1st April 2017	42,822,605	11,445,488	521,758	47,110,214	3,004,503	104,904,568
Additions	-	82,176	252,117	-	196,115	530,408
Disposals	42,822,605	-	-	11,661,398	-	54,484,003
<b>Closing gross carrying amount as on 31.03.2018</b>	<b>-</b>	<b>11,527,664</b>	<b>773,875</b>	<b>35,448,816</b>	<b>3,200,618</b>	<b>50,950,973</b>
Additions	-	253,220	53,104	-	79,707	386,031
Disposals	-	4,895,449	271,732	27,300,300	1,806,349	34,273,830
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>-</b>	<b>6,885,435</b>	<b>555,247</b>	<b>8,148,516</b>	<b>1,473,976</b>	<b>17,063,174</b>
Accumulated depreciation as at 1st April 2017	10,411,886	8,011,842	417,359	19,508,359	2,712,675	41,062,121
Depreciation charge during the year	404,869	710,726	26,308	4,556,858	96,730	5,795,491
Disposals	10,816,755	-	-	7,147,321	-	17,964,076
<b>Closing accumulated depreciation as on 31.03.2018</b>	<b>-</b>	<b>8,722,568</b>	<b>443,667</b>	<b>16,917,896</b>	<b>2,809,405</b>	<b>28,893,536</b>
Depreciation charge during the year	-	1,296,812	70,079	3,675,947	215,049	5,257,887
Disposals	-	4,895,449	271,732	13,615,941	1,806,349	20,589,471
<b>Closing accumulated depreciation as on 31.03.2019</b>	<b>-</b>	<b>5,123,931</b>	<b>242,014</b>	<b>6,977,902</b>	<b>1,218,105</b>	<b>13,561,952</b>
Net carrying amount as at 1st April 2017	32,410,719	3,433,646	104,399	27,601,855	291,828	63,842,447
<b>Net carrying amount as at 31st March 2018</b>	<b>-</b>	<b>2,805,096</b>	<b>330,208</b>	<b>18,530,920</b>	<b>391,213</b>	<b>22,057,437</b>
<b>Net carrying amount as at 31st March 2019</b>	<b>-</b>	<b>1,761,504</b>	<b>313,233</b>	<b>1,170,614</b>	<b>255,871</b>	<b>3,501,223</b>

**Note 2A Intangibles**

	Computer Softwares
Gross carrying amount	
Deemed cost as at 1st April 2017	1,568,816
Additions	-
Disposals	-
<b>Closing gross carrying amount as on 31.03.2018</b>	<b>1,568,816</b>
Additions	-
Disposals	1,155,709
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>413,107</b>
Accumulated depreciation as at 1st April 2017	1,499,149
Depreciation charge during the year	27,852
Disposals	-
<b>Closing accumulated depreciation as on 31.03.2018</b>	<b>1,527,001</b>
Depreciation charge during the year	20,882
Disposals	1,155,709
<b>Closing accumulated depreciation as on 31.03.2019</b>	<b>392,174</b>
Net carrying amount as at 1st April 2017	69,667
Net carrying amount as at 31 March 2018	41,815
<b>Net carrying amount as at 31 March 2019</b>	<b>20,933</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 3 Investment

Particulars		As at 31st March 2019		As at 31st March 2018	
<b>NON CURRENT INVESTMENTS</b>					
<b>Trade Investments (at cost)</b>					
<b>A) Investment in Equity Instruments</b>					
<b>(I) In Subsidiary Companies</b>					
	Face Value @ Rs.				
<b>Unquoted</b>					
Bahubali Tie-up Pvt. Ltd.	₹ 10	10,000	100,000	10,000	100,000
Baron Suppliers Pvt. Ltd.	₹ 10	10,000	100,000	10,000	100,000
Bhagwati Builders & Development Pvt. Ltd.	₹ 10	27,200	12,920,000	27,200	12,920,000
Bhagwati Plasto Works Pvt. Ltd.	₹ 10	562,870	11,257,400	562,870	11,257,400
Headman Mercantile Pvt. Ltd.	₹ 10	10,010	100,100	10,010	100,100
Kasturi Tie-up Pvt. Ltd.	₹ 10	10,000	100,000	10,000	100,000
RDB Jaipur Infrastructure Pvt. Ltd. (Formerly RDB Realty Pvt. Ltd.)	₹ 10	5,363,046	53,655,480	5,363,046	53,655,480
Raj Construction Projects Pvt. Ltd.	₹ 10	1,854,450	21,011,413	1,854,450	21,011,413
RDB Mumbai Infrastructures Pvt. Ltd. (Formerly Maple Tie-up Pvt. Ltd.)	₹ 10	510,000	5,100,000	7,000	5,100,000
Triton Commercial Pvt. Ltd.	₹ 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	₹ 10	5,000	50,000	5,000	50,000
			<b>50,000</b>		<b>50,000</b>
<b>(III) Others</b>					
<b>Unquoted</b>					
RDB HYD Infrastructure Pvt. Ltd. (Formerly RDB Legend Infrastructure Pvt. Ltd.)	₹ 10	961,600	48,016,000	961,600	48,016,000
Surat National Co-operative Bank Ltd	₹ 10	21,500	1,020,224	21,500	215,000
			<b>49,036,224</b>		<b>48,231,000</b>
<b>Sub Total (I + II + III)</b>	<b>(A)</b>		<b>153,530,617</b>		<b>152,725,393</b>
<b>B) Investments in Partnership Firms</b>					
Bindi Developers		(707,977)		(809,550)	
Mas Construction		58,685,700	57,977,723	46,111,902	45,302,352
<b>C) Investments in Limited Liability Partnership (LLP)</b>					
Aristo Infra Developers LLP		500,000		500,000	
Nirvana Devcon LLP		219,274,128	219,774,128	120,230,269	120,730,269
<b>Total (A+B+C)</b>			<b>431,282,468</b>		<b>318,758,013</b>



## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

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

Name of Partnership Firm	Total Capital	Profit Sharing %	Total Capital	Profit Sharing %
<b>Bindi Developers</b>				
1 RDB Realty & Infrastructure Limited	(707,977)	75.00%	(809,550)	75.00%
2 Nilesh Dayabhai Patel	2,779,127	25.00%	2,531,947	25.00%
<b>Total</b>	<b>2,071,150</b>	<b>100.00%</b>	<b>1,722,397</b>	<b>100.00%</b>
<b>Mas Construction</b>				
1 Mr. Raja Basu	84,156	4.50%	75,139	4.50%
2 Mr. Bharat Chakraborty	459,290	4.35%	410,080	4.35%
3 Mrs. Moon Chakraborty	132,891	24.48%	118,653	24.48%
4 M/s. RDB Realty & Infrastructure Ltd.	58,685,700	66.67%	46,111,902	66.67%
<b>Total</b>	<b>59,362,037</b>	<b>100.00%</b>	<b>46,715,774</b>	<b>100.00%</b>
<b>Aristo Developers LLP</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>Nirvana Devcon LLP</b>				
	<b>Capital</b>	<b>Current</b>	<b>Capital</b>	<b>Current</b>
1 RDB Realty & Infrastructure Limited	97,000	219,294,127	80,000	120,150,269
2 Vinod Dugar	2,000	---	---	---
3 Belani Housing Development Limited	1,000	---	20,000	371,634,050
<b>Total</b>	<b>100,000</b>	<b>219,294,127</b>	<b>100,000</b>	<b>491,784,319</b>

### Note 4 Other financial assets

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-current Financial Assets</b>		
Other Advances		
Unsecured, considered good	-	15,239,972
Security Deposits		
Unsecured, considered good	6,981,357	2,339,957
<b>TOTAL</b>	<b>6,981,357</b>	<b>17,579,929</b>

### Note 5 Deferred Tax Assets (net)

Particulars	As at March 31, 2019		As at March 31, 2018	
Deferred Tax Assets				
- Provision for Gratuity	483,046		151,221	
- Loss Due to Revenue Recognition	-		929,060	
- WDV	1,905,234		919,311	
<b>Sub Total (A)</b>		<b>2,388,280</b>		<b>1,999,592</b>
Deferred Tax Liability				
- WDV		-		-
<b>Sub Total (B)</b>		<b>-</b>		<b>-</b>
<b>Deferred Tax (Assets)/Liabilities (A-B)</b>		<b>2,388,280</b>		<b>1,999,592</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 6 Other non-current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Capital Advances		
Unsecured, considered good	97,537,742	110,764,456
<b>TOTAL</b>	<b>97,537,742</b>	<b>110,764,456</b>

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

Work in process	943,373,138	769,136,393
Finished Good	48,865,704	65,212,858
<b>Total Inventories</b>	<b>992,238,842</b>	<b>834,349,251</b>

### Note 8 Trade Receivables

Trade receivables	169,967,553	288,186,021
Less: Allowance for doubtful debts	-	-
<b>Total receivables</b>	<b>169,967,553</b>	<b>288,186,021</b>
<b>Break up of security details:</b>		
Trade receivables	-	-
(a) Secured, considered good	-	-
(b) Unsecured, considered good	169,967,553	288,186,021
(c) Significant Increase in credit risk	-	-
(d) Credit impaired	-	-
Less: Allowance for doubtful debts	-	-
<b>Total</b>	<b>169,967,553</b>	<b>288,186,021</b>

### Note 9 Cash and Cash Equivalents

<i>(a) Balances with banks</i>		
<i>(1) Unrestricted Balance with banks</i>		
(i) In Current Account	23,932,279	12,092,695
(ii) In Deposit Account	-	-
<i>(b) Cheques, drafts on hand</i>	-	-
<i>(c) Cash in hand</i>	2,352,090	1,817,475
<i>(d) Others</i>		
-For Unclaimed Dividends on Current Accounts	873,686	998,504
-Term Deposits*	34,889,719	33,166,684
(* Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>62,047,774</b>	<b>48,075,358</b>
<i>(a) Earmarked Balances with banks</i>		
<i>(1) Earmarked Balance with banks</i>		
(i) In Current Account	873,686	998,504
(ii) In Deposit Account	34,889,719	33,166,684
<b>Total</b>	<b>35,763,405</b>	<b>34,165,188</b>
<b>Total Cash and Cash Equivalents</b>	<b>62,047,774</b>	<b>48,075,358</b>



**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 10 Other Financial Assets**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Current Financial Assets</b>		
Loans to Related Parties		
(a) Secured, considered good		
(b) Unsecured, considered good	7893195.18	45,925,533.00
(c) Significant Increase in credit risk	-	-
(d) Credit impaired	-	-
Loans to Other	-	-
(a) Secured, considered good	-	-
(b) Unsecured, considered good	82,639,480.00	8,621,179.00
(c) Significant Increase in credit Risk	-	-
(d) Credit impaired	-	-
Other Advances		
Unsecured, considered good	25,987,381.00	50,537,480.09
<b>TOTAL</b>	<b>116,520,056</b>	<b>105,084,192</b>

**Note 11 Current Tax Assets**

<b>Current tax assets</b>		
Advance Income Tax and TDS	31,774,982	29,261,115
<b>TOTAL</b>	<b>31,774,982</b>	<b>29,261,115</b>

**Note 12 Other current assets**

Prepaid Expenses	436,439	520482
Balances with Statutory Authorities	24,869,622	17393382
<b>TOTAL</b>	<b>25,306,061</b>	<b>17,913,864</b>

**Note 13 Share Capital**

Particulars (Equity shares of ₹ 10/- each)	As at 31st March 2019		As at 31st March 2018	
	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 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		Shares held	
	(No)	% holding	(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.

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### 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 Comprehensive Income	
<b>Balance at 1st April 2017</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>303,646,273</b>	-	<b>70,014</b>	<b>772,625,624</b>
Transfers	-	-	-	-	-	-
Profit for the Year	-	-	8,293,737	-	-	<b>8,293,737</b>
Other comprehensive income	-	-	-	-	-	-
<b>Total comprehensive income for the period</b>	-	-	<b>8,293,737</b>	-	-	<b>8,293,737</b>
<b>Balance at 31st March 2018</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>311,940,010</b>	-	<b>70,014</b>	<b>780,919,361</b>
Transfers	-	-	-	-	-	-
Profit for the year	-	-	8,349,314	-	-	<b>8,349,314</b>
Other comprehensive income	-	-	-	-	914,312	<b>914,312</b>
<b>Balance at 31st March 2019</b>	<b>270,000,000</b>	<b>198,909,337</b>	<b>320,289,324</b>	-	<b>984,326</b>	<b>790,182,987</b>

### Note 15 Borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-Current</b>		
<b>Secured - at amortised cost</b>		
(i) Term Loans		
From Bank / Financial Institution	200,000,000	6,008,750
<b>Total non-current borrowings</b>	<b>200,000,000</b>	<b>6,008,750</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2018-19	2017-18
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 ₹ 1.67 cr and last of ₹ 1.57 cr.	Rate of interest is LHPLR (LIC Housing PLR) minus 3.30%	200,000,000	---
Secured - Term Loan from Bank Loan for acquisition of Vehicle, hypothecated against Vehicle	The loans are repayable in 60 monthly instalments of ₹ 5.34 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020	Rate of interest is 12%	---	6,008,750

### Note 16 Other financial liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-Current</b>		
Security Deposits (Unsecured)	11,758,070	8,398,088
<b>Total</b>	<b>11,758,070</b>	<b>8,398,088</b>

### Note 17 Provisions

<b>Non-Current</b>		
Employee Benefits	617,611	587,265
<b>Total</b>	<b>617,611</b>	<b>587,265</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 18 Other Non Current Liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-Current</b>		
Advance from Customers	-	81,180,000
<b>Total</b>	-	<b>81,180,000</b>

**Note 19 Borrowings**

<b>Current</b>		
<b>Secured - at amortised cost</b>		
<b>Secured</b>		
Bank Overdraft	16,763,381	18,084,020
<b>Unsecured</b>		
Related Parties	-	1,495,449
Others	261,943,723	250,657,673
<b>Total Borrowings</b>	<b>278,707,104</b>	<b>270,237,142</b>

**Note 20 Trade Payables**

Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	74,948,266	94,636,151
<b>Total</b>	<b>74,948,266</b>	<b>94,636,151</b>

**Note 21 Other Financial Liabilities**

<b>Current</b>		
Interest accrued but not due on borrowings	-	932,915
Advances from other	27,000,000	89,686,991
Unclaimed dividend	873,686	998,504
Retention Money	1,847,666	2,211,891
Other Statutory payable	2,456,328	6,093,230
Current maturity of long term debt	-	16,487,306
<b>Total</b>	<b>32,177,679</b>	<b>116,410,837</b>

**Note 22 Other Liabilities**

<b>Current</b>		
Advances from customers	374,501,298	255,334,164
Other payable	-	-
<b>Total</b>	<b>374,501,298</b>	<b>255,334,164</b>

**Note 23 Provisions**

<b>Current</b>		
Provision for Employee Benefits	1,240,255	1,150,283
Provision for Income Tax	2,600,000	6,375,000
<b>Total</b>	<b>3,840,255</b>	<b>7,525,283</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 24 Revenue from Operations

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
a) Sales		
Construction Activities	199,607,845	197,837,250
Sale of services	194,014	466,912
b) Profit/(Loss) from Partnership Firms	(169,961)	463,423
c) Other Operating Income		
Rental Income	17,098,793	4,450,742
Interest Received		
- On capital with partnership firms	21,890,531	25,704,952
( Non current, Trade Investment)		
<b>Total revenue from continuing operations</b>	<b>238,621,222</b>	<b>228,923,279</b>

### Note 25 Other Income

Interest on Fixed Deposit	1,914,485	2,059,732
Interest Others	8,522,294	4,679,430
<b>Other non-operating income:</b>		
Liability no longer required written off	5,525,312	-
Notional Interest on Advance	372,069	1,664
<b>Other gains and losses:</b>		
Miscellaneous Income	2,070,805	55,250
<b>Total</b>	<b>18,404,965</b>	<b>6,796,076</b>

### Note 26 Construction Activity Expenses

Direct Purchase Cost for the Project	56,568,349	81,442,638
Cost of Land and Development Charges	45,369,642	17,847,851
Construction and other Materials	127,666,155	38,751,435
Contract Labour Charges	46,497,749	21,349,101
Other Construction Expenses	65,664,701	26,901,157
<b>Consumption</b>	<b>341,766,596</b>	<b>186,292,181</b>

### Note 27 Changes in inventories

(A) Opening Inventory		
Work in Progress	779,366,180	705,254,575
Finished Goods	54,983,072	67,902,681
Stock in Transit	-	-
<b>Sub Total (A)</b>	<b>834,349,252</b>	<b>773,157,256</b>
(B) Closing Inventory		
Work in Progress	943,373,138	779,366,180
Finished Goods	48,865,704	54,983,072
Stock in Transit	-	-
<b>Sub Total (B)</b>	<b>992,238,842</b>	<b>815,578,546</b>
<b>(Increase)/decrease in inventories (A-B)</b>	<b>(157,889,590)</b>	<b>(42,421,290)</b>

### Note 28 Employee Benefits Expense

(a) Salaries, Wages and incentives	3,994,297	3,915,878
(b) Contributions to Statutory funds	122,932	198,087
(c) Staff welfare expenses	476,951	340,470
<b>Total</b>	<b>4,594,180</b>	<b>4,454,435</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 29 Finance Cost**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
(a) Interest Expense	23,745,020	20,596,203
(b) Other Borrowing Cost		
Notional Interest on Security Deposits	614,564	101,208
Finance Charges	137,017	228,258
<b>Total</b>	<b>24,496,601</b>	<b>20,925,669</b>

**Note 30 Others Expenses**
**A) ADMINISTRATION & GENERAL EXP.**

Professional Charges	1,103,467	756,200
Postage, Telegraph & Telephones	398,891	385,420
Motor Vehicle Expenses	378,507	366,370
Rates & Taxes	248,361	1,162,332
Rent	2,970,000	90,000
Travelling & Conveyance Expenses	14,168	161,875
Insurance	-	389,056
Contribution to CSR Activities	300,000	291,000
Electricity Expenses	481,203	461,178
Repairs & Maintenance	1,081,009	1,074,819
Loss on Sale of Fixed Assets	420,810	1,514,077
Printing & Stationary	398,436	373,237
Miscellaneous Expenses	1,089,783	382,009
Listing fees	373,160	437,066
Bad Debts	19,173,672	43,896,978
Auditors Remuneration :		
Statutory Audit Fee	100,000	100,000
Tax Audit Fee	30,000	25,000
<b>Sub Total A</b>	<b>28,561,467</b>	<b>51,866,617</b>

**B) SELLING & DISTRIBUTION EXPENSES**

Advertisement & Publicity Expenses	-	142,426
Commission to Selling Agents	30,000	-
Sales Promotion expenses	167,418	723,927

**Sub Total B**

<b>Total (A+B)</b>	<b>28,758,885</b>	<b>52,732,970</b>
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**31. Earnings per share is computed as under:**

		31st Mar, 19	31st Mar, 18
Profit available for Equity Shareholders	(A) (₹)	8,349,314	8,293,737
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.)	0.48	0.48

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### 32. Disclosure of Construction contract

	31st Mar, 19	31st Mar, 18
Contract revenue recognised during the year	–	58,439,450
Contract Cost incurred and recognised profits for all the contracts	74,424,391	66,082,784
Due from customer for contract work (including Retention)	112,105,552	127,770,779
Due to suppliers for contract work	15,132,242	28,293,635

### 33. Reconciliation of Effective Tax Rate

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>Profit before tax</b>	10,020,745	7,912,048
Tax at the Indian tax rate of 27.82% (previous year - 27.55%)	2,787,771	2,179,769
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	83,460	80,171
- Disallowance of estimated expenditure to earn tax exempt income /43 B Disallowance	578,314	1,016,311
- Companies Act Depreciation	1,468,554	1,604,331
- Expense from fair valuation of Advances and Security	25,189	27,424
- Others	---	438,127
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income Tax Act Depreciation	(1,254,534)	(1,253,489)
- Others	(140,600)	(128,600)
Tax effect of other adjustment		
Interest Provision	---	47,772
Others	(948,154)	88,184
<b>Income Tax Recognise in Profit &amp; Loss account</b>	<b>2,600,000</b>	<b>4,100,000</b>

The tax rate used for the year 2017-18 and 2018-19 reconciliations above is the corporate tax payable on taxable profits under the Income Tax Act, 1961.

**NOTES TO THE FINANCIAL STATEMENTS**

(₹ in Lakhs)

**34. Employee Defined Benefits:**

- a) Defined Contribution Plans: The Company has recognised an expense of ₹ 0.76 Lacs (Previous Year ₹ 1.52 Lacs) towards the defined contribution plans.
- b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2019 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS		2018-19 Gratuity	2017-18 Gratuity
I	<u>Components of Employer Expense</u>		
	1 Current Service Cost	95,617	1,01,477
	2 Interest Cost	1,33,791	1,28,753
	3 Expected Return on Plan Assets	---	---
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Past Service Cost	---	---
	7 Actuarial Losses/ (Gains)	(1,09,088)	(1,54,009)
	8 Total employer expense recognised in the Statement of Profit & Loss	1,20,320	76,221
<b>Gratuity expense is recognised in "Gratuity" under Note No. 23</b>			
II	<u>Net Asset/ (Liability) recognised in Balance Sheet</u>		
	1 Present Value of Defined Benefit Obligation	18,57,868	17,37,548
	2 Fair Value of Plan Assets	---	---
	3 Funded Status [Surplus/ (Deficit)]	(18,57,868)	(1,737,548)
	4 Unrecognised Past Service Costs	---	---
	5 Net Asset/ (Liability) recognised in Balance Sheet	(18,57,868)	(1,737,548)
III	<u>Change in Defined Benefit Obligation (PBO)</u>		
	1 Present Value of PBO at the Beginning of Period	(1,737,548)	(16,61,327)
	2 Current Service Cost	95,617	1,01,477
	3 Interest Cost	133,791	1,28,753
	4 Curtailment Cost/ (Credit)	---	---
	5 Settlement Cost/ (Credit)	---	---
	6 Plan Amendments	---	---
	7 Acquisitions	---	---
	8 Actuarial Losses/ (Gains)	(1,09,088)	(1,54,009)
	9 Benefit Payments	---	---
	10 Present Value of PBO at the End of Period	(18,57,868)	(17,37,548)
IV	<u>Change in Fair Value of Assets</u>		
	1 Plan Assets at the Beginning of Period	---	---
	2 Acquisition Adjustment	---	---
	3 Expected Return on Plan Assets	---	---
	4 Actual Company Contributions	---	---
	5 Actuarial Gain/ (Loss)	---	---
	6 Benefit Payments	---	---
	7 Plan Assets at the End of Period	---	---
V	<u>Actuarial Assumptions</u>		
	1 Discount Rate	7.00%	7.50%
	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 defined benefit obligation are discount rate, Salary escalation rate and withdrawal rate. The sensitivity analysis below has determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The change in the present value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Particulars	As on 31/03/2019	
	Decrease	Increase
Discount Rate (- / + 1%)	1937114	1786045
% change compared to base due to sensitivity	4.27%	-3.87%
Salary Growth Rate (- / + 1%)	1799518	1922867
% change compared to base due to sensitivity	-3.14%	3.50%
Withdrawal Rates (- / + 50%)	1851235	1863967
% change compared to base due to sensitivity	-0.36%	0.33%

Particulars	As on 31/03/2019
Defined Benefit Obligation (Base)	1857868

### 35. Related Party Disclosure

#### (i) Enterprises where control exists

##### A. Subsidiaries

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

##### B. Partnership/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

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

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

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

\* Ceased to be a Director w.e.f. 17.04.2019

##### 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

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

Nature of Transactions	Subsidiaries	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Interest Income	---	27,861,582	--	---	---
	---	(30,177,960)	--	---	---
Share of Profit Earned	---	(169,961)	---	---	---
	(---)	(463,423)	(---)	(---)	(---)
Rent Paid	90,000	---	---	---	---
	(90,000)	(---)	(---)	(---)	(---)
Interest Paid	---	124,896	---	---	243,484
	(---)	(219,079)	(---)	(---)	(167,475)
Interest Paid capitalised to construction work in progress	---	---	---	---	---
	(---)	(---)	(---)	(---)	(---)
Directors' Remuneration	---	---	---	2,100,000	---
	(---)	(---)	(---)	(2,100,000)	(---)
Unsecured Loan Received	---	---	---	---	23,460,000
	(---)	(---)	(---)	(---)	(36,200,000)
Unsecured Loan Repaid	---	---	---	---	24,261,647
	(---)	(---)	(---)	(---)	(38,466,747)
Capital Introduced in Partnership Firm	---	488,977,286	---	---	---
	---	(259,177,775)	---	---	---
Refund of Capital by Partnership Firm	---	398,961,626	---	---	---
	---	(109,377,414)	---	---	---
Refund of Share Application Money	---	---	---	---	---
	(---)	(---)	(---)	(---)	(---)
Loan Given	---	46,250,000	---	---	---
	(---)	(35,449,405)	(---)	(---)	(---)
Refund of Loan Given	---	---	---	---	---
	(---)	(---)	(---)	(---)	(---)
<b>Closing Balance</b>					
Payable	12,646	---	---	---	---
	(26,550)	(---)	(---)	(---)	(---)
Loan Given	---	91,289,480	---	---	---
	(---)	(39,777,941)	(---)	(---)	(---)
Unsecured Loan Taken	---	---	---	---	937,283
	(---)	(---)	(---)	(---)	(1495,449)
Investment	104,444,393	277,268,850	50,000	---	---
	(104,444,393)	(286,939,600)	(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

### 36. Contingent Liabilities:

- On account of Corporate Guarantee of ₹13500.00 Lacs (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 HPSD Enclave LLP.
- On account of Guarantee ₹ 721.50 lacs (Previous Year ₹ 984.93 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 (Appeal) of Income Tax.
- 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 (Appeal) of Income Tax.

### 37. Financial Instruments and Related Disclosures

As on 31.03.2019

(Amount in ₹)

Particulars	Carrying Value	Amortised Cost	Fair Value
(a) Financial Assets			
(i) Investment	431,282,468	431,282,468	-
(ii) Trade receivables	169,967,553	169,967,553	-
(iii) Cash and cash equivalents	62,047,774	62,047,774	-
(iv) Other financial assets	123,501,413	122,414,860	1,086,553
<b>Total Financial Assets</b>	<b>355,516,740</b>	<b>355,516,740</b>	<b>1,086,553</b>
(a) Financial Liabilities			
(i) Borrowings	478,707,104	478,707,104	-
(ii) Trade and other payables	74,948,266	74,948,266	-
(iii) Other financial liabilities	43,935,749	41,514,680	2,421,069
<b>Total Financial Liabilities</b>	<b>597,591,119</b>	<b>597,591,119</b>	<b>2,421,069</b>

As on 31.03.2018

Particulars	Carrying Value	Amortised Cost	Fair Value
(a) Financial Assets			
(i) Investment	318,758,013	318,758,013	-
(ii) Trade receivables	288,186,021	288,186,021	-
(iii) Cash and cash equivalents	48,075,358	48,075,358	-
(iv) Other financial assets	122,664,121	122,664,121	14,874
<b>Total Financial Assets</b>	<b>458,925,500</b>	<b>458,925,500</b>	<b>14,874</b>
(a) Financial Liabilities			
(i) Borrowings	276,245,894	276,245,894	-
(ii) Trade and other payables	94,636,151	94,636,151	-
(iii) Other financial liabilities	124,808,925	123,964,385	844,540
<b>Total Financial Liabilities</b>	<b>495,690,970</b>	<b>495,690,970</b>	<b>844,540</b>

### 38. 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

## NOTES TO THE FINANCIAL STATEMENTS

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-19	31-Mar-18
Borrowings (long-term and short-term, including current maturities of long term borrowings)	478,707,104	292,733,200
Trade payables	74,948,266	94,636,151
Other payables (current and non-current, excluding current maturities of long term borrowings)	43,935,749	124,808,925
Less: Cash and cash equivalents	(62,047,774)	(48,075,358)
<b>Net debt</b>	<b>535,543,345</b>	<b>464,102,918</b>
Equity share capital	172,834,000	172,834,000
Other equity	790,182,987	780,919,361
<b>Total Capital</b>	<b>963,016,987</b>	<b>953,753,361</b>
<b>Gearing ratio</b>	<b>0.56</b>	<b>0.49</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, 2018 and March 31, 2017.

### Disclosure of Financial Instruments

#### Financial risk management objectives and policies

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

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

#### (a) Market risk:

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

#### (i) Interest rate risk

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

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

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### (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 31.03.2019	As on 31.03.2018
More than 6 months	51,798,566	61,135,113
Others	118,168,987	227,050,908

#### 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.

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

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

Chartered Accountants  
Firm Registration No : 301088E

**B.N.Jha**

Partner  
Membership No. 051508  
Kolkata  
The 24th day of May, 2019

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/-  
**Prachi Todi**  
Company Secretary  
& Compliance Officer



## CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

**RDB REALTY & INFRASTRUCTURE LIMITED**

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

### Opinion

1. We have audited the accompanying consolidated Ind AS 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 associates comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2019, 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, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Ind AS 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 associates referred to in the Other Matters paragraph, the aforesaid consolidated Ind AS 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, 2019, of consolidated profit (including

Other Comprehensive Income), consolidated changes in equity and its consolidated 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 Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Ind AS 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 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 consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS 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	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period.</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures:                             <ol style="list-style-type: none"> <li>1. Read, analysed and identified the distinct performance obligations in these contracts.</li> </ol> </li> </ul>

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

Sr. No	Key Audit Matter	Auditor's Response
	<p>Additionally, new revenue accounting standard contains disclosures which involves collection of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p>2. Compared these performance obligations with that identified and recorded by the Group.</p> <p>3. Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.</p> <p>4. Samples in respect of revenue recorded for material contracts were tested using a combination of customer acceptances, subsequent invoicing and historical trend of collections and disputes.</p> <ul style="list-style-type: none"> <li>• In respect of samples relating to fixed price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts.</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed.</li> </ul>
2	<p><b>Contingent Liabilities</b></p> <p>The Group has several on-going legal matters relating to statutory taxes which require management judgement to be applied in order to determine the likely outcome.</p>	<p><b>Principal Audit Procedures</b></p> <p>In assessing the potential exposures to the Group, we have completed a range of procedures including:</p> <ul style="list-style-type: none"> <li>• assessing the design and implementation of controls in relation to the monitoring of known exposures;</li> <li>• reading Board and other meeting minutes to identify areas subject to Group's consideration;</li> <li>• meeting with the Group's internal legal advisors in understanding on-going and potential legal matters impacting the Group;</li> <li>• reviewing third party correspondence and reports; and</li> <li>• reviewing the proposed accounting and disclosure of actual and potential legal liabilities, drawing on third party assessment of open matters.</li> </ul>

### Other Information

4. 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 Ind AS financial statements and our auditor's report thereon. These other information is expected to be made available to us after the date of this auditor's report.
5. Our opinion on the consolidated Ind AS 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 consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

7. When we read the other information consisting of the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board Report, Corporate Governance and shareholder information, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.
10. The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

### Management's Responsibility for the Consolidated Ind AS Financial Statements

8. The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associates 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 associates 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.
9. In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group including its associates are responsible for assessing the ability of the Group and its associates 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.

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

11. Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS 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 consolidated Ind AS 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 associates 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.

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

- 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 associates 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 Ind AS 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 associates to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS 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 associates to express an opinion on the consolidated Ind AS 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 Ind AS 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.
13. We communicate with those charged with governance of the holding Company and search other entities included in the consolidated Ind AS Financial statements of which we are the dependent 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.
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 consolidated Ind AS 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.
16. Materiality is the magnitude of misstatements in the Consolidated Ind AS 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

- 17 (a) The Comparative financial information of the Company for the year ended 31st March, 2018 included in these Consolidated Ind AS financial Statements, is based on the Ind AS financial statement for the year ended 31st March, 2018 which were audited by the Predecessor auditor who had expressed an unmodified opinion.
- (b) We did not audit the financial statements of 13 subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of ₹ 47916.92 lakhs as at March 31, 2019, total revenues of ₹ 3728.77 lakhs, total net profit after tax of ₹ 253.96 lakhs and total comprehensive income of ₹ 253.96 lakhs and cash flows (net) of ₹ 316.03 lakhs for the year ended on that date as considered in the financial results. The consolidated financial result also includes the Group's share of net profit of ₹1.19 lakhs and total comprehensive income of ₹ 1.19 lakhs for the year ended March 31, 2019 as considered in the consolidated financial results in respect of 2 associates, whose financial

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

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 these consolidated financial results, in so far as it relates to the amount and disclosures included in respect of these subsidiaries and associates is 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

18. 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 Ind AS financial statements.
- (b) In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated Ind AS 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 Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS 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, 2019 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 companies, none of the directors of the Group's companies and its associate companies are disqualified as on 31<sup>st</sup> March, 2019 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 parent, subsidiary companies and associate companies, 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 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 Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates – Refer Note 2.6 to the consolidated financial statements.
  - ii. The Group and its associates 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 incorporated in India.

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

**(B.N.Jha)**  
**Partner**  
**Membership No. 051508**

**Place : Kolkata**  
**Date : 24.05.2019**

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

To the members of

### RDB REALTY & INFRASTRUCTURE LIMITED

[Referred to in paragraph 18(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 associates, as of 31<sup>st</sup> March 2019 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 associates, 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 associates 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 associates, 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

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

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 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 companies, 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 2019, 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 in so far as it relates to 13 subsidiary companies and 2 associate companies, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

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

**(B.N.Jha)**  
**Partner**  
**Membership No. 051508**

**Place : Kolkata**  
**Date : 24.05.2019**

## Consolidated Balance Sheet as at 31st March, 2019

(Amount in ₹)

Particulars	Note No.	As on 31.03.2019	As on 31.03.2018
<b>ASSETS :</b>			
<b>Non-current Assets</b>			
(a) Property, Plant & Equipment	1.01	8,743,622	28,229,005
(b) Other Intangible Assets	1.02	20,933	41,815
(c) Financial Assets			
(i) Investments	1.03	154,268,946	264,324,847
(ii) Other Financial Assets	1.04	72,146,503	19,165,565
(d) Deferred Tax Assets (Net)	1.05	5,459,006	3,330,765
(e) Other Non current Assets	1.06	123,118,742	135,045,456
		<b>363,757,752</b>	<b>450,137,452</b>
<b>Current Assets</b>			
(a) Inventories	1.07	5,160,193,497	2,879,787,437
(b) Financial Assets			
(i) Trade Receivables	1.08	217,884,905	350,390,635
(ii) Cash & cash equivalents	1.09	89,690,694	69,079,669
(iii) Other Financial Assets	1.10	446,607,565	467,020,450
(c) Current Tax Assets (Net)	1.11	43,813,690	36,023,051
(d) Other Current Assets	1.12	29,919,375	22,555,702
		<b>5,988,109,727</b>	<b>3,824,856,944</b>
<b>TOTAL ASSETS</b>		<b>6,351,867,479</b>	<b>4,274,994,397</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
(a) Equity Share capital	1.13	172,834,000	172,834,000
(b) Other Equity	1.14	1,205,936,595	1,172,749,188
Non-Controlling Interest		85,425,716	83,976,579
<b>Non-current Liabilities :</b>			
(a) Financial Liabilities			
(i) Borrowings	1.15	1,014,102,139	280,979,791
(ii) Other financial liabilities	1.16	145,175,175	163,499,002
(b) Provisions	1.17	617,611	587,265
(c) Other non-current liabilities	1.18	-	81,180,000
		<b>1,159,894,925</b>	<b>526,246,058</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	1.19	1,452,818,430	418,796,988
(ii) Trade Payables			
Total outstanding dues of micro enterprises and small enterprises	1.20	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		146,582,598	153,278,934
(iii) Other financial liabilities	1.21	496,337,160	138,341,605
(b) Other current liabilities	1.22	1,616,277,799	1,592,985,229
(c) Provisions	1.23	15,760,256	15,785,817
		<b>3,727,776,243</b>	<b>2,319,188,572</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,351,867,479</b>	<b>4,274,994,397</b>

Summary of significant accounting Policies & Notes 2.1 to 2.7  
 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

Sd/-  
**Pradeep Kumar Pugalía**  
 Whole Time Director

For and on behalf of the Board  
 Sd/-  
**Ravi Prakash Pincha**  
 Independent Director

**B.N.Jha**  
 Partner  
 Membership No. 051508  
 Kolkata  
 The 24th day of May, 2019

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

Sd/-  
**Prachi Todi**  
 Company Secretary  
 & Compliance Officer

**Statement of Consolidated Profit and Loss for the year ended 31st March, 2019** (Amount in ₹)

Sl No	Particulars	Note	For the Year ended 31 March 2019	For the Year ended 31 March 2018
I	Revenue From operations	1.24	375,918,814	373,869,862
II	Other Income	1.25	9,761,781	287,214
III	<b>Total Income (I +II)</b>		<b>385,680,595</b>	<b>374,157,076</b>
IV	<b>EXPENSES</b>			
	Construction Activity Expenses	1.26	675,567,425	287,293,130
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	1.27	(432,934,659)	(72,402,227)
	Employee benefit expense	1.28	8,108,308	7,744,529
	Finance costs	1.29	38,172,840	33,323,194
	Depreciation and amortization expense	1.30	6,300,513	6,822,114
	Other expenses	1.31	42,808,609	61,989,176
	<b>Total expenses (IV)</b>		<b>338,023,037</b>	<b>324,769,917</b>
V	<b>Profit(loss) before tax (III-IV)</b>		<b>47,657,559</b>	<b>49,387,159</b>
VI	<b>Tax Expenses</b>			
	1)Current Tax		14,556,196	12,360,534
	2)MAT Credit Entitlement		-	-
	3)Deferred Tax		(1,090,155)	(3,453,030)
	4)Income Tax Paid Related to Earlier Years		2,175,745	2,825,505
VII	<b>Profit (Loss) for the period from continuing operations (V-VI)</b>		<b>32,015,773</b>	<b>37,654,150</b>
VIII	<b>Profit/(loss) for the period from JV/Associates</b>		<b>119,390</b>	<b>18,417</b>
IX	<b>Profit/(loss) for the period</b>		<b>32,135,162</b>	<b>37,672,567</b>
X	<b>Other comprehensive income</b>		<b>914,312</b>	-
	<i>Items that may be reclassified to profit or loss</i>		805,224	
	<i>Items that will not be reclassified to profit or loss</i>		109,088	
XI	<b>Total Comprehensive Income for the period</b>		<b>33,049,474</b>	<b>37,672,567</b>
XII	<b>Total Comprehensive Income Attributable to:</b>			
	Owners of the Parent		32,552,077	34,454,823
	Non-Controlling Interest		497,397	3,217,744
XIII	<b>Earnings per equity share (for continuing operations)</b>			
	1) Basic		1.86	2.18
	2) Diluted		1.86	2.18

Summary of significant accounting Policies & Notes 2.1 to 2.7  
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

**B.N.Jha**

Partner  
Membership No. 051508  
Kolkata  
The 24th day of May, 2019

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/-  
**Prachi Todi**  
Company Secretary  
& Compliance Officer

## Consolidated Cash Flow Statement for the Year ended 31st March 2019

(Amount in ₹)

Cash Flow Statement	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>A. Cash flow from operating activities :</b>		
Net profit before tax as per Statement of Profit and Loss	47,657,559	49,387,160
Adjustments for		
Depreciation & Amortisation	6,300,513	6,822,114
Interest Expense	68,857,938	38,528,675
Notional Interest on Security Deposits received	614,564	1,008,802
(Profit) / Loss on Sale of Investment	---	---
(Profit) / Loss on Sale of Fixed Assets	420,810	---
Liabilities no longer payable written back	(6,735,145)	---
Sundry Balances written off	14,405,457	15,669,193
Bad Debts	9,943,049	28,739,998
Provision for Employee Benefits	229,408	76,221
Notional Interest on Security Deposits Given	(372,069)	(1,664)
Profit from Partnership Firm	391,432	---
Interest Received	(37,600,484)	(48,557,643)
<b>Operating Profit Before Working Capital Changes</b>	<b>104,113,033</b>	<b>91,672,856</b>
(Increase) / Decrease in Inventories	(2,280,406,059)	(59,167,079)
(Increase) / Decrease in Trade receivables	122,562,681	(21,674,422)
(Increase) / Decrease of Short-Term Advances	245,091,781	(138,645,043)
(Increase) / Decrease of Long-Term Advances	(40,682,154)	22,682,906
Increase / (Decrease) of Provision for Employee Benefits	---	---
Increase / (Decrease) of Other Long-Term Liabilities	(100,118,391)	3,076,567
Increase / (Decrease) in Trade Payables	38,808	(110,898,054)
Increase / (Decrease) of Other Current Liabilities	20,119,685	122,992,194
	(2,033,393,651)	(181,632,931)
<b>Cash generated from operations</b>	<b>(1,929,280,618)</b>	<b>(89,960,076)</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)	24,638,114	23,807,723
Cash Flow before Exceptional Items	(1,953,918,732)	(113,767,799)
<b>Net cash Generated/(used) from operating activities</b>	<b>(1,953,918,732)</b>	<b>(113,767,799)</b>
<b>B. Cash Flow from Investing Activities :</b>		
Sale / (Purchase) of fixed assets	12,784,945	3,675,089
Interest Received	33,100,484	27,191,557
Investment with Subsidiaries, Associates and Firms	114,686,322	152,452,758
Minority' Interest Loss / (Gain)	951,740	268,120
Loans Refund / (Given)	(246,448,026)	73,574,257
Withdraw Fixed Deposits / (Fixed Deposits Earned)	(1,893,519)	(7,468,584)
<b>Net cash from investing activities</b>	<b>(86,818,055)</b>	<b>249,693,197</b>

**Consolidated Cash Flow Statement for the Year ended 31st March 2019**

(Amount in ₹)

Cash Flow Statement	For the year ended 31st March, 2019	For the year ended 31st March, 2018
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	1,095,363,512	(2,657,583)
Proceeds / (Repayment) of Short Term Borrowings	1,034,021,442	(88,686,314)
Interest Paid	(69,805,843)	(37,889,480)
<b>Net cash generated/(used) in financing activities</b>	<b>2,059,579,111</b>	<b>(129,233,377)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>18,842,324</b>	<b>6,692,021</b>
Cash and cash equivalents -Opening balance	30,108,836	23,416,820
	<b>48,951,160</b>	<b>30,108,841</b>
<b>Cash and cash equivalents -Closing balance</b>	<b>48,951,160</b>	<b>30,108,836</b>
<b>CASH AND CASH EQUIVALENTS :</b>		
Balances with Banks	45,361,059	27,589,037
Cash on hand (As certified by the management)	3,590,101	2,519,799
	<b>48,951,160</b>	<b>30,108,836</b>

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

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

Chartered Accountants

Firm Registration No : 301088E

**B.N.Jha**

Partner

Membership No. 051508

Kolkata

The 24th day of May, 2019

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/-

**Prachi Todi**

Company Secretary  
& Compliance Officer

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Amount in ₹)

### A. Share Capital

Particulars	Balance as on 31.03.2018	Issued during the year	Balance as on 31.03.2019
Equity Share Capital	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 Comprehen- sive Income			
Balance at 31 March 2018	352,126,180	198,909,337	559,051,525	62,592,132	-	70,014	1,172,749,188	83,976,579	
Transfers/Adjustments	-	-	-	-	-	-	-	912,090	
Profit for the Year	-	-	31,637,765	-	805,224	109,088	32,552,077	497,397	
Other comprehensive income	-	-	-	-	-	-	-	-	
Balance at 31 March 2019	352,126,180	198,909,337	590,689,290	62,592,132	805,224	179,102	1,205,301,265	85,386,066	

## 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 decisions of the investee but is not control or joint

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 and management judgments :**

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

### **Key estimates and assumptions :**

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

### **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).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 1st 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 performance obligation at the reporting date.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 respective funds are due.
- ii. **Defined Benefit Plan:** Employee benefits in the form of Gratuity is considered as

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

defined benefit plan and are provided for on the basis of an independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

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

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

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

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

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

### l) Taxes on Income

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

ii. Deferred tax Asset/liability is recognized, subject to consideration of prudence, on timing differences being the differences between taxable incomes and accounting income that originates in one year and is capable of reversal in one or more subsequent year and measured using tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are not recognized unless there is virtual certainty that sufficient

future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each Balance Sheet date to reassess their reliability.

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

### m) Foreign Currency Transactions

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

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

### n) Segment Reporting

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

### o) Earnings Per Share

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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 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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- **Financial assets –Derecognition**

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

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

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

**De-recognition**

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

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group

has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

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

- **Financial liabilities –**

**Initial recognition and measurement**

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

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

**Subsequent measurement**

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

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

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

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

- **Financial liabilities measured at amortized cost**

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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.

**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
Gross carrying amount							
Deemed cost as at 1st April 2017	475,086	42,822,605	14,863,014	2,053,354	54,674,420	3,451,900	118,340,379
Additions	-	-	475,520	292,717	-	229,432	997,669
Disposals	-	42,822,605	-	-	11,661,398	-	54,484,003
<b>Closing gross carrying amount as on 31.03.2018</b>	<b>475,086</b>	<b>-</b>	<b>15,338,534</b>	<b>2,346,071</b>	<b>43,013,022</b>	<b>3,681,332</b>	<b>64,854,045</b>
Additions	-	-	295,376	53,104	-	148,655	497,135
Disposals	-	-	5,466,630	1,216,455	27,300,300	2,100,418	36,083,803
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>475,086</b>	<b>-</b>	<b>10,167,280</b>	<b>1,182,720</b>	<b>15,712,722</b>	<b>1,729,569</b>	<b>29,267,377</b>
Accumulated depreciation as at 1st April 2017	-	10,411,886	9,719,845	1,741,238	22,522,337	3,240,867	47,636,173
Depreciation charge during the year	-	404,869	1,061,971	48,459	5,315,102	122,542	6,952,943
Disposals	-	10,816,755	-	-	7,147,321	-	17,964,076
<b>Closing accumulated depreciation as on 31.03.2018</b>	<b>-</b>	<b>-</b>	<b>10,781,816</b>	<b>1,789,697</b>	<b>20,690,118</b>	<b>3,363,409</b>	<b>36,625,040</b>
Depreciation charge during the year	-	-	1,573,343	106,450	4,337,335	262,500	6,279,628
Disposals	-	-	5,461,565	1,202,991	13,615,941	2,100,418	22,380,915
<b>Closing accumulated depreciation as on 31.03.2019</b>	<b>-</b>	<b>-</b>	<b>6,893,594</b>	<b>693,156</b>	<b>11,411,512</b>	<b>1,525,491</b>	<b>20,523,753</b>
Net carrying amount as at 1st April 2017	475,086	32,410,719	5,143,169	312,116	32,152,083	211,033	70,704,206
<b>Net carrying amount as at 31st March 2018</b>	<b>475,086</b>	<b>-</b>	<b>4,556,718</b>	<b>556,374</b>	<b>22,322,904</b>	<b>317,923</b>	<b>28,229,005</b>
<b>Net carrying amount as at 31st March 2019</b>	<b>475,086</b>	<b>-</b>	<b>3,273,686</b>	<b>489,564</b>	<b>4,301,210</b>	<b>204,078</b>	<b>8,743,622</b>

**Note 1.02 Intangibles**

	Computer Softwares
Gross carrying amount	
Deemed cost as at 1st April 2017	1,568,816
Additions	-
Disposals	-
<b>Closing gross carrying amount as on 31.03.2018</b>	<b>1,568,816</b>
Additions	-
Disposals	1,155,709
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>413,107</b>
Accumulated depreciation as at 1st April 2017	1,499,149
Depreciation charge during the year	27,852
Disposals	-
<b>Closing accumulated depreciation as on 31.03.2018</b>	<b>1,527,001</b>
Depreciation charge during the year	20,882
Disposals	1,155,709
<b>Closing accumulated depreciation as on 31.03.2019</b>	<b>392,174</b>
Net carrying amount as at 1st April 2017	69,667
Net carrying amount as at 31 March 2018	41,815
<b>Net carrying amount as at 31 March 2019</b>	<b>20,933</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.03 Investment

Particulars	Face Value @	Nos of Shares	As at March 31, 2019	Nos of Shares	As at March 31, 2018
<b>I) Investment in Equity Instruments</b>					
<b>Unquoted</b>					
<b>a) Associates</b>					
Rimjhim Vanijya Private Limited	₹ 10	5,000	2,366,423	5,000	2,247,033
<b>b) Others</b>					
RDB Legend Infrastructure Pvt. Ltd.	₹ 10	4,801,600	48,016,000	4,801,600	48,016,000
Dalton Kunj Private Limited	₹ 10	40,000	80,000	40,000	80,000
Manavata Vyapaar Private Limited	₹ 10	50,000	100,000	50,000	100,000
<u>Persi Fashion Private Limited</u>	₹ 10	90,000	180,000	90,000	180,000
Ritudhan Suppliers Pvt. Ltd.	₹ 10	5,000	50,000	---	---
Surat National Co-operative Bank Limited	₹ 10	2,150	1,020,224	2,150	215,000
			<b>49,446,224</b>		<b>48,591,000</b>
<b>Total (a + b) = I</b>			<b>51,812,647</b>		<b>50,838,033</b>
Aggregate book cost of unquoted investments (Amount in ₹)					
<b>(II) Investments in the Capital of Partnership Firms/LLP/AOP</b>					
Regent Associates		69,300,473		61,681,545	
Nirvana Devcon LLP		---		120,230,269	
HPSD Enclave LLP		50,000		50,000	
Rituraj Construction LLP		50,000		50,000	
Aristo Infra Developers LLP		500,000		500,000	
HPVD Commotrade		30,975,000		30,975,000	
RDB Mumbai Realty LLP		451,892		---	
RDB Mumbai Housing LLP		666,344		---	
Regent Developers & Builders		(37,410)	102,456,299	---	213,486,814
<b>Total (I + II)</b>			<b>154,268,946</b>		<b>264,324,847</b>

## Name of Partnership Firm/LLP/AOP

	As at March 31, 2019		As at March 31, 2018	
	Total Capital	Profit Sharing Ratio	Total Capital	Profit Sharing Ratio
<b>Regent Associates</b>				
1 RDB Mumbai Infrastructure (P) Ltd.	69,300,473	51.00%	61,618,486	51.00%
2 Dharmendra Lalchand Jain	15,850,599	11.00%	15,903,692	11.00%
3 Lalchand Pannalal Jain	5,044,599	11.00%	5,097,692	11.00%
4 Leela Lachand Jain	5,851,599	11.00%	4,904,692	11.00%
5 Mahendra Lalchand Jain	9,501,885	8.00%	8,040,498	8.00%
6 Pravin Lalchand Jain	11,825,345	8.00%	11,863,959	8.00%
<b>Total</b>	<b>117,374,500</b>	<b>100.00%</b>	<b>107,429,078</b>	



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Rituraj Construction LLP	Profit Ratio	Capital	Current	Capital	Current
1 Raj Construction Projects Pvt. Ltd.		50,000	50.00%	50000	50%
2 Raj Vardhan Patodia		50,000	50.00%	50000	50%
		<b>100,000</b>	<b>100.00%</b>	<b>100,000</b>	
<b>Aristo Developers LLP</b>					
1 RDB Realty & Infrastructure Limited	50%	500,000	---	500,000	-
2 Avyay Commercial Industries Pvt. Ltd.	25%	250,000	---	250,000	15,972,830
3 Patcrop Construction Pvt. Ltd.	25%	250,000	---	250,000	4,008,428
<b>Total</b>		<b>1,000,000</b>	<b>---</b>	<b>1,000,000</b>	<b>19,981,258</b>
<b>HPSD Enclave LLP</b>					
1 Regent Hirise Private Limited	50%	50,000	50%	50,000	(45,000)
2 Raj Construction Projects Pvt. Ltd.	50%	50,000	50%	50,000	-
		<b>100,000</b>	<b>100.00</b>	<b>100,000</b>	<b>(45,000)</b>
<b>HPVD Commotrade AOP</b>					
1 Raj Construction Projects Pvt. Ltd.	50%	250,000	30,725,000	250,000	29,750,000
2 Regent Hirise Private Limited		250,000	30,490,000	250,000	31,480,000
		<b>500,000</b>	<b>61,215,000</b>	<b>500,000</b>	<b>61,230,000</b>

### Note 1.04 Other financial assets

	As at March 31, 2019	As at March 31, 2018
<b>Non-Current</b>		
Other Advances		
Unsecured, considered goods	--	21,720,499
Security Deposits		
Unsecured, considered goods	72,146,503	(2,554,934)
<b>TOTAL</b>	<b>72,146,503</b>	<b>19,165,655</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	5,459,006	3,330,765
	<b>5,459,006</b>	<b>3,330,765</b>

### Note 1.06 Other non-current asset

Capital Advances	123,118,742	135,045,456
Advances other than capital advances		
(a) Security Deposit		
(b) Advances to related parties (giving details thereof)		
Other advances		
<b>Total</b>	<b>123,118,742</b>	<b>135,045,456</b>

### Note 1.07 Inventories

(a) Work in Progress	4,923,758,377	2,656,231,919
(b) Finished Goods	236,435,120	223,555,518
<b>Total</b>	<b>5,160,193,497</b>	<b>2,879,787,437</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.08 Financial Assets - Trade Receivables

	As at March 31, 2019	As at March 31, 2018
Trade receivables	217,884,905	350,390,635
Receivables from related parties		
Less: Allowance for doubtful debts		
<b>Total receivables</b>	<b>217,884,905</b>	<b>350,390,635</b>
<b>Break up of security details:</b>		
Trade receivables		
(a) Secured, considered good		
(b) Unsecured, considered good	217,884,905	350,390,635
(c) Significant Increase in credit Risk		
(d) Credit impaired		
Less: Allowance for doubtful debts		
<b>Total</b>	<b>217,884,905</b>	<b>350,390,635</b>

## Note 1.09 Financial Assets - Cash and cash equivalents

(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	45,361,059	27,589,037
(ii) In Deposit Account		
(b) Cheques, drafts on hand		
(c) Cash in hand	3,590,101	2,519,799
(d) Others		
-For Unclaimed Dividends on Current Accounts	873,686	998,504
-Term Deposits*	39,865,848	37,972,329
(*Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>89,690,694</b>	<b>69,079,669</b>
(a) Earmarked Balances with banks		
(1) Earmarked Balance with banks		
(i) In Current Account	873,686	998,504
(ii) In Deposit Account	39,865,848	37,972,329
<b>Total</b>	<b>40,739,534</b>	<b>38,970,833</b>
<b>Total Cash and Cash Equivalents</b>	<b>89,690,694</b>	<b>69,079,669</b>

## Note 1.10 Other Financial Assets

<b>Current</b>		
<b>Loans to Related Parties</b>		
(a) Secured, considered good		
(b) Unsecured, considered good	7,978,298	39,277,941
(c) Significant Increase in credit Risk		
(d) Credit impaired		
<b>Loans to Other</b>		
(a) Secured, considered good		
(b) Unsecured, considered good	438,629,267	160,881,598
(c) Significant Increase in credit Risk		
(d) Credit impaired		
<b>Other Advances</b>		
Unsecured, considered good		266,860,911
<b>Total</b>	<b>446,607,565</b>	<b>467,020,450</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 1.11 Current Tax Assets (Net)**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Current tax assets</b>		
Advance Income Tax and TDS	43,813,690	36,023,051
<b>Total</b>	<b>43,813,690</b>	<b>36,023,051</b>

**Note 1.12 Other current assets**

Prepaid Expenses	645,283	3,500,439
Balances with Statutory Authorities	29,274,092	19,055,263
<b>TOTAL</b>	<b>29,919,375</b>	<b>22,555,702</b>

**Note 1.13 Equity Share Capital**

Particulars (Equity shares of ₹ 10/- each)	As at 31st March 2019		As at 31st March 2018	
	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 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, 2019	As at March 31, 2018
(i) <b>Other Reserves</b>		
<b>(i) Capital Reserve</b>		
Balance as per last Account	62,592,132	62,592,132
Add/(Less) - Adjustments	635,329	-
<b>Closing balance</b>	<b>63,227,461</b>	<b>62,592,132</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>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2019	As at March 31, 2018
(ii) <b>Retained Earnings</b>		
Surplus at the beginning of the year	559,121,539	524,666,716
Add- Adjustment	-	-
Add : Profit for the year	31,637,765	34,454,823
Add: Ind AS Adjustments	-	-
<b>Closing balance</b>	<b>590,759,304</b>	<b>559,121,539</b>
(iii) <b>Other Comprehensive income</b>		
Equity Instruments through other comprehensive income	805,224	-
Other items of Other Comprehensive Income	109,088	-
	<b>914,312</b>	-
<b>Total other equity</b>	<b>1,205,936,595</b>	<b>1,172,749,188</b>

## Note 1.15 Financial Liabilities - Borrowings

<b>Non-current</b>		
<b>Secured - at amortised cost</b>	728,117,218	37,387,626
Term Loans from Bank / Financial Institution		-
<b>Unsecured - at amortised cost</b>	285,984,921	243,592,165
Unsecured Loans		
	<b>1,014,102,139</b>	<b>280,979,791</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2018-19	2017-18
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 ₹ 1.67 cr and last of ₹ 1.57 cr.	Rate of interest is LHPLR (LIC Housing PLR) minus 3.30%	200,000,000	---
Secured - Term Loan from Bank Loan for acquisition of Vehicle, hypothecated against Vehicle	The loans are repayable in 60 monthly instalments of ₹ 5.34 lacs (including interest) starting from 07.04.2015 and last falling due on 07.03.2020	Rate of interest is 12%	---	6,008,750
Secured by way of Assignment of Lease Rentals and corporate and personal guarantee of holding company and promoters respectively.	Loan is repayable in 96 equal monthly install. of ₹13.26 lacs (₹ 2.65 lacs in 5 subsidiaries each) starting from 05.11.13 & last installment fall due on 05.10.2021	The applicable rate of interest is Base Rate plus 1.65%	18,123,135	31,378,876
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 12.5%	509,994,083	---

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 1.16 Other Financial Liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-Current</b>		
Advance Taken	124,236,266	146,090,193
Security Deposits (Unsecured)	20,938,909	17,408,809
<b>Total</b>	<b>145,175,175</b>	<b>163,499,002</b>

**Note 1.17 Provisions**

Employee Benefits	617,611	587,265
<b>Total</b>	<b>617,611</b>	<b>587,265</b>

**Note 1.18 Other Liabilities**

<b>Non-Current</b>		
Advance from Customers	-	81,180,000
<b>Total</b>	<b>-</b>	<b>81,180,000</b>

**Note 1.19 Financial Liabilities - Borrowings**

<b>Secured - at amortised cost</b>		
<b>Secured</b>		
Bank Overdraft	44,598,757	42,062,389
<b>Unsecured</b>		
Related Parties	882,073	767,973
Others	1,407,337,601	375,966,626
<b>Total</b>	<b>1,452,818,430</b>	<b>418,796,988</b>

Borrowings shall further be sub-classified as secured and unsecured. Nature of security shall be specified separately in each case

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 1.20 Financial Liabilities - Trade payables**

<b>Current</b>		
Dues to Micro and Small Enterprises		
Others	146,582,598	153,278,934
<b>Total</b>	<b>146,582,598</b>	<b>153,278,934</b>

**Note 1.21 Financial Liabilities - Other financial liabilities**

<b>Current</b>		
Interest accrued but not due on borrowings	309,670	1,257,575
Advances from other	85,910,486	94,547,412
Unclaimed dividend	873,686	998,504
Retention Money	1,847,666	2,211,891
Other payable	16,590,833	10,308,495
Current maturity of long term debt	390,804,820	28,563,656
Book Debt From Bank	-	454,072
<b>Total</b>	<b>496,337,160</b>	<b>138,341,605</b>

**Note 1.22 Other Current Liabilities**

Advances from customers	1,616,277,799	1,592,985,229
Other payable	-	-
<b>Total</b>	<b>1,616,277,799</b>	<b>1,592,985,229</b>

**Note 1.23 Provisions**

Provision for Employee Benefits	1,240,256	1,150,283
Provision for Income Tax	14,520,000	14,635,534
<b>Total</b>	<b>15,760,256</b>	<b>15,785,817</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.24 Revenue from Operations

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>a) Sales</b>		
Construction Activities	279,977,092	279,726,846
Sale of services	8,104,393	7,235,666
<b>b) Profit/(Loss) from Partnership Firms</b>		
- Bindi Developers		-
- Regent Associates	(391,432)	-
<b>c) Other operating revenues</b>		
Rental Income		
- From RDB Realty	-	750
- From Others	50,628,278	38,348,957
Interest from Partnership Firm		
- Aristo Infra Developers LLP (50% Shares)	4,500,000	-
- Nirvana Devcon LLP ((80% Shares)	-	21,366,086
Interest Received FD/NSC	2,192,377	2,059,732
Interest Received from Other Party Loan	26,885,813	20,159,533
- From Others	4,022,294	4,972,292
	<b>375,918,814</b>	<b>373,869,862</b>

### Note 1.25 Other Income

Liabilities/ advances no longer payable w/back (net)	6,735,145	-
Miscellaneous Income	2,654,567	285,550
Interest Received on IT Refund	372,069	-
Notional Interest on Advance	-	1,664
	<b>9,761,781</b>	<b>287,214</b>

### Note 1.26 Construction Activity Expenses

Direct purchase cost for the Project	56,568,349	81,442,638
Cost of Land and Development Charges	57,474,142	33,775,294
Construction and other Materials	142,729,155	56,364,238
Labour Charges	61,998,639	31,586,938
Professional Charges	7,800,213	8,526,165
Other Construction Expenses	552,657,143	48,867,825
Interest paid to Others	31,616,226	26,730,032
	<b>675,567,425</b>	<b>287,293,130</b>

### Note 1.27 Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress

<b>Opening Stock</b>		
Work-in-Progress	4,513,933,106	2,484,441,122
Finished Goods	213,325,732	226,601,385
Stock in Transit	-	18,770,705
<b>Less : Closing Stock</b>		
Work-in-Progress	4,923,758,377	2,578,659,921
Finished Goods	236,435,119	223,555,518
Stock in Transit	-	-
Increase / (Decrease) in Stock	<b>(432,934,659)</b>	<b>(72,402,227)</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 1.28 Employee Benefits Expense**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
(a) Salaries, Wages and incentives	7,937,235	7,205,972
(b) Contributions to Statutory funds	171,073	198,087
(c) Staff welfare expenses		340,470
<b>Total</b>	<b>8,108,308</b>	<b>7,744,529</b>

**Note 1.29 Finance Costs**

(a) interest Cost	37,241,712	31,850,593
(b) Other Borrowing Cost		
Notional Interest on Security Deposits	614,564	1,008,802
Finance Charges	316,564	463,799
<b>Total</b>	<b>38,172,840</b>	<b>33,323,194</b>

**Note 1.30 Depreciation and Amortization Expense**

Depreciation for the Year	6,300,513	6,822,114
<b>Total</b>	<b>6,300,513</b>	<b>6,822,114</b>

**Note 1.31 Others Expenses**

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
<b>A) ADMINISTRATION &amp; GENERAL EXP.</b>		
Rates & Taxes	1,032,252	2,144,756
Rent,	2,971,872	944,218
Legal and Consultancy Charges	2,249,633	1,243,254
Interest Penalty Demarage	47,644	16,913
Insurance	66,592	469,749
Electricity Expenses	592,233	548,998
Motor Vehicle Expenses	1,053,679	773,193
Other Repairs	2,697,927	3,886,555
Travelling & Conveyance Expn	129,921	341,101
Postage, Telegraph & Telephones	451,803	429,014
Printing & Stationary	601,841	579,346
Listing Fees & Filing Fees	423,941	466,405
Miscellaneous Expenses	1,265,352	1,408,060
Donation Paid(80G)	300,000	791,000
Loss on Sale of Fixed Assets	420,810	1,514,077
Fixed Assets Written Off	14,405,457	15,669,193
Bad Debts/ Advances Written Off	9,943,049	28,739,998
Auditors Remuneration :		
Statutory Audit Fee	162,500	162,500
Tax Audit Fee	56,000	53,500
<b>Total A</b>	<b>38,872,506</b>	<b>60,181,830</b>
<b>B) SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity Expenses	-	174,971
Commission to Selling Agents	673,640	57,500
Other Sales Expenses	3,262,463	1,574,875
<b>Total B</b>	<b>3,936,103</b>	<b>1,807,346</b>
<b>Total (A+B)</b>	<b>42,808,609</b>	<b>61,989,176</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 2019	31st March 2018	
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) (Formerly Known as Maple Tie Up Private Limited)	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 2019	31st March 2018	
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 2019	31st March 2018	
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	---	31st March
RDB Mumbai Housing LLP	India	67.00	---	31st March
Regent Developers & Builders	India	60.00	---	31st March

### 2.2 Earnings per share is computed as under:

		31st Mar, 19	31st Mar, 18
Profit available for Equity Shareholders	(A) (₹)	32,135,162	37,672,567
Weighted average number of Equity Shares outstanding	(B) (Nos.)	17,283,400	17,283,400
Earnings per equity share (Face value of ₹ 10/- each)	(A/B) (₹)	1.86	2.18
Basic & Diluted			

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Amount in ₹)

**2.3 Disclosure of Construction Contracts**

	31st Mar, 19	31st Mar, 18
Contract revenue recognised during the year	--	58,439,450
Contract Cost incurred and recognised profits for all the contracts.	74,424,391	66,082,784
Due from customer for contract work (Including Retention)	12,21,05,552	127,770,779
Due to suppliers for contract work	15,132,242	28,293,635

**2.4 Employee Defined Benefits:**

- a) Defined Contribution Plans: The Company has recognised an expense of ₹ 0.76 Lacs (Previous Year ₹ 1.52 Lacs) towards the defined contribution plans.
- b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2019 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS		2018-19 Gratuity	2017-18 Gratuity
<b>I</b>	<b>Components of Employer Expense</b>		
	1 Current Service Cost	95,617	101477
	2 Interest Cost	1,33,791	128753
	3 Expected Return on Plan Assets	--	--
	4 Curtailment Cost/ (Credit)	--	--
	5 Settlement Cost/ (Credit)	--	--
	6 Past Service Cost	--	--
	7 Actuarial Losses/ (Gains)	(1,09,088)	(154009)
	8 Total employer expense recognised in the Statement of Profit & Loss	1,20,320	76221
<b>II</b>	<b>Gratuity expense is recognised in "Gratuity" under Note No. 23</b>		
	<b>Net Asset/ (Liability) recognised in Balance Sheet</b>		
	1 Present Value of Defined Benefit Obligation	18,57,868	1737548
	2 Fair Value of Plan Assets	--	--
	3 Funded Status [Surplus/ (Deficit)]	(18,57,868)	(1,737,548)
	4 Unrecognised Past Service Costs	--	--
	5 Net Asset/ (Liability) recognised in Balance Sheet	(18,57,868)	(1,737,548)
<b>III</b>	<b>Change in Defined Benefit Obligation (PBO)</b>		
	1 Present Value of PBO at the Beginning of Period	(1,737,548)	(1,661,327)
	2 Current Service Cost	95,617	101477
	3 Interest Cost	133,791	128753
	4 Curtailment Cost/ (Credit)	--	--
	5 Settlement Cost/ (Credit)	--	--
	6 Plan Amendments	--	--
	7 Acquisitions	--	--
	8 Actuarial Losses/ (Gains)	(1,09,088)	(154,009)
	9 Benefit Payments	--	--
	10 Present Value of PBO at the End of Period	(18,57,868)	(1,737,548)
<b>IV</b>	<b>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	--	--

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

PARTICULARS		2018-19 Gratuity	2017-18 Gratuity
<b>V</b>	<b>Actuarial Assumptions</b>		
	1 Discount Rate	7.00%	7.50%
	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.

**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 31/03/2019	
	Decrease	Increase
Discount Rate (- / + 1%)	1937114	1786045
% change compared to base due to sensitivity	4.27%	-3.87%
Salary Growth Rate (- / + 1%)	1799518	1922867
% change compared to base due to sensitivity	-3.14%	3.50%
Withdrawal Rates (- / + 50%)	1851235	1863967
% change compared to base due to sensitivity	-0.36%	0.33%

Particulars	As on 31/03/2019
Defined Benefit Obligation (Base)	1857868

**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

**(ii) Other related parties with whom the company had transactions:-****A. Key Management Personnel & their relatives:**

Sl. No.	Name	Designation /Relationship
1	Sunder Lal Dugar*	Chairman and Managing Director
2	Pradeep Kumar Pugalia	Whole Time Director
3	Kiran P Mali	Director of Subsidiary Co
4	Vikash Jhanwar	Director of Subsidiary Co
5	Waseem Javed Khan	Director of Subsidiary Co

\* Ceased to be a Director w.e.f. 17.04.2019

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### B. Enterprises over which Key Management Personnel/Major Shareholders/Their Relatives have Significant Influence:

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

(iii) Disclosure of transactions between the Company and related parties and balances as 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	5,846,155	---	---	---
	(25,620,015)	---	---	---
Share of Profit/(Loss) Earned	(391,432)	---	---	---
	(---)	(---)	(---)	(---)
Rent Paid	---	---	---	---
	(---)	(---)	(---)	(---)
Interest Paid	---	---	---	243,484
	---	(---)	(---)	(167,475)
Interest Paid capitalised to construction work in progress	---	---	---	---
	(---)	(---)	(---)	(---)
Directors' Remuneration	---	---	2,100,000	---
	(---)	(---)	(2,100,000)	(---)
Unsecured Loan Received	---	---	51,200,000	23,460,000
	(---)	(---)	(21,309,150)	(36,200,000)
Unsecured Loan Repaid	---	---	30,200,000	24,237,299
	(---)	(---)	(25,909,150)	(38,466,747)
Capital Introduced in Partnership Firm	11,654,245	---	---	---
	(252,524,410)	(---)	(---)	(---)
Refund of Capital by Partnership Firm	2,500,000	---	---	---
	(97,491,569)	---	---	---
Refund of Share Application Money	---	---	---	---
	(---)	(---)	(---)	(---)
Loan Given	46,250,000	---	---	---
	(35,449,405)	(---)	(---)	(---)
Refund of Loan Given	---	---	---	---
	(---)	(---)	(---)	(---)
<b>Closing Balance</b>				
Payable	---	---	132,500	---
	(---)	(---)	(---)	(---)
Loan Given	82,639,480	---	---	---
	(39,277,941)	(---)	(---)	(---)
Unsecured Loan Taken	---	---	123,531,000	937,286
	(---)	(---)	(102,531,000)	(1,495,449)
Investment	101,956,199	2,366,423	---	---
	(213,423,755)	(2,247,033)	(---)	(---)

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

### Contingent Liabilities:-

- On account of corporate Guarantee of ₹ 13500.00 Lacs (Previous Year ₹ 13500.50 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 HPSD Enclave LLP.
- On account of Guarantee ₹ 721.50 lacs (Previous Year ₹ 984.93 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 (Appeal) of Income Tax.
- 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 (Appeal) of Income Tax.
- 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 (Appeal) of Income Tax.

### 2.6 Financial Instruments and Related Disclosures

As on 31.03.2019

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>Financial Assets</b>			
(i) Investments	154,268,946	154,268,946	-
(ii) Trade Receivables	217,884,905	217,884,905	-
(iii) Cash & cash equivalents	89,690,694	89,690,694	-
(iv) Other Financial Assets	518,754,068	518,754,068	-
<b>Total Financial Assets</b>	<b>980,598,613</b>	<b>980,598,613</b>	-
<b>Financial Liabilities</b>			
(i) Borrowings	2,466,920,569	2,466,920,569	-
(ii) Trade and other payables	146,582,598	146,582,598	-
(iii) Other financial liabilities	641,512,335	633,231,498	8,280,837
<b>Total Financial Liabilities</b>	<b>3,255,015,502</b>	<b>3,246,734,665</b>	<b>8,280,837</b>

As on 31.03.2018

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>Financial Assets</b>			
(i) Investments	264,324,847	264,324,847	-
(ii) Trade Receivables	350,390,635	350,390,635	-
(iii) Cash & cash equivalents	69,079,669	69,079,669	-
(iv) Other Financial Assets	486,186,015	486,186,015	-
<b>Total Financial Assets</b>	<b>1,169,981,166</b>	<b>1,169,981,166</b>	-
<b>Financial Liabilities</b>			
(i) Borrowings	699,776,778	699,776,778	-
(ii) Trade and other payables	153,278,934	153,278,934	-
(iii) Other financial liabilities	302,013,817	294,659,610	7,354,207
<b>Total Financial Liabilities</b>	<b>1,155,069,529</b>	<b>1,147,715,322</b>	<b>7,354,207</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-19 (in ₹)	31-Mar-18 (in ₹)
Borrowings (long-term and short-term)	2,466,920,569	699,776,778
Trade payables	146,582,598	153,278,934
Other payables (current and non-current)	641,512,335	302,013,817
Less: Cash and cash equivalents	(89,690,694 )	(69,079,669)
<b>Net debt</b>	<b>3,165,324,808</b>	<b>1,085,989,859</b>
Equity share capital	172,834,000	172,834,000
Other equity	1,205,936,595	1,256,725,767
<b>Total Capital</b>	<b>1,378,770,595</b>	<b>1,429,559,767</b>
<b>Gearing ratio</b>	<b>0.89</b>	<b>0.76</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, 2017 and March 31, 2016.

**Disclosure of Financial Instruments****Financial risk management objectives and policies**

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

The Group is exposed to market risk, credit risk and liquidity risk. The 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.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### (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 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 31.03.2019	As on 31.03.2018
More than 6 months	52,899,056	61,135,113
Others	164,985,849	227,050,908

#### 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 minimise 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.

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

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

**B.N.Jha**  
Partner  
Membership No. 051508  
Kolkata  
The 24th day of May, 2019

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/-  
**Prachi Todi**  
Company Secretary  
& Compliance Officer

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## Form AOC-1

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

### Part "A": Subsidiaries

(Amount in ₹)

Name of the subsidiary	Bahubali Tie-Up Pvt Ltd	Baron suppliers Pvt Ltd.	Bhagwati Builders & Developments Pvt Ltd.	Bhagwati Plastoworks Pvt Ltd.	Headman Mercantile Pvt Ltd.	Kasturi Tie-up Pvt Ltd.	Triton Commercial Pvt Ltd.	Raj Construction Projects Pvt Ltd.	RDB Jaipur Infrastructure Pvt. Ltd.	RDB Mumbai Infrastructures Private Ltd.	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	1,10,36,000	1,00,100	1,00,000	1,00,000	1,85,44,500	10,00,00,000	1,00,00,000	8,80,24,150	20,71,150	21,92,94,127
Reserves & surplus	1,76,55,707	1,64,86,173	11,26,34,101	7,45,36,164	1,42,22,337	1,64,78,580	1,75,87,951	21,20,33,258	(1,47,74,531)	(64,42,295)	--	--	9,54,594
Total assets (including Investment)	4,68,46,864	4,30,29,057	16,10,79,192	14,25,88,186	3,81,31,098	4,11,16,596	3,80,31,569	23,86,46,604	1,35,43,22,876	90,13,14,565	12,10,64,600	20,71,150	2,14,31,72,816
Total Liabilities	2,90,91,157	2,64,42,884	4,81,73,091	5,70,16,022	2,38,08,661	2,45,38,016	2,03,43,617	80,66,846	1,26,90,97,407	89,77,56,860	3,30,40,450	0	1,92,29,24,045
Investments	--	--	--	3,60,000	--	--	--	3,11,25,000	--	7,08,81,299	--	--	--
Turnover	44,07,816	44,07,816	76,49,166	1,66,51,340	36,02,376	44,00,639	43,97,016	2,93,95,838	--	7,05,57,339	--	--	22,58,74,574
Profit before taxation	32,78,372	30,92,014	25,68,039	73,44,226	27,57,517	31,33,449	32,44,228	1,56,16,826	(29,48,247)	(10,59,863)	--	--	6,30,700
Provision for taxation	7,14,246	5,48,345	7,31,518	24,13,572	5,15,286	5,56,114	7,16,381	74,40,951	(33,338)	--	--	--	3,31,084
Profit after taxation	25,64,126	25,43,669	18,36,521	49,30,654	22,42,231	25,77,335	25,27,847	81,75,876	(29,14,909)	(10,59,863)	--	--	2,99,616
Proposed Dividend	--	--	--	--	--	--	--	--	--	--	--	--	--
% of shareholding	100%	100%	100%	51%	100%	100%	100%	100%	53.63%	51%	67%	75%	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			Extend of Holding%	Considered in Consolidation	Not Considered in Consolidation	
Rimjhim Vanjiya Private Limited	31.03.2019	5000	50,000	50%	N.A	23,66,423	238779	-	-

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

Name of the Entity		Net Assets		Share in Profit or (Loss)	
		As % of Consolidated Net Assets	Amount (₹in Lacs)	As % of Consolidated Profit or (Loss)	Amount (₹in Lacs)
<b>Parent</b>	RDB Realty & Infrastructure Limited	51.13%	9653.33	28.14%	93.83
<b>Subsidiaries</b>	<b>Indian</b>				
1	Bahubali Tie-Up Pvt Ltd	0.94%	177.56	7.69%	25.64
2	Baron suppliers Pvt Ltd.	0.88%	165.86	7.63%	25.44
3	Bhagwati Builders & Developments Pvt Ltd.	5.98%	1129.06	5.51%	18.37
4	Bhagwati Plastoworks Pvt Ltd.	4.53%	855.72	14.79%	49.31
5	Headman Mercantile Pvt Ltd.	0.76%	143.23	6.72%	22.42
6	Kasturi Tie-up Pvt Ltd.	0.88%	165.79	7.73%	25.77
7	Triton Commercial Pvt Ltd.	0.94%	176.88	7.58%	25.28
8	Raj Construction Projects Pvt Ltd.	12.21%	2305.78	24.52%	81.76
9	RDB Jaipur Infrastructure Pvt. Ltd.	4.51%	852.25	-8.74%	-29.15
10	RDB Mumbai Infrastructures Private Ltd.	0.19%	35.58	-3.18%	-10.6
11	Mass Construction	4.66%	880.24	0.00%	0.00
12	Bindi Develepers	0.11%	20.71	0.00%	0.00
13	NIRVANA DEVCON LLP	11.67%	2202.49	0.90%	3.00
<b>Associates</b>	<b>Indian</b>				
1	Rimjhim Vanijya Pvt. Ltd.	0.61%	115.62	0.72%	2.39
		<b>100.00%</b>	<b>18880.1</b>	<b>100.00%</b>	<b>333.46</b>







## DISCLAIMER

This Annual Report has been prepared to provide the Company's shareholders with a fair review of the business of the Group, description of the principal risks and uncertainties it faces, understanding of the Company's business, and the environment in which it operates. This Report may contain statements describing the Company's objectives, projections, estimates and expectations which may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements based on any subsequent development, information or events. Additionally, in no event, the Company shall be liable for any direct, indirect, special, incidental or consequential damages arising out of the use of the information herein.





## **RDB REALTY & INFRASTRUCTURE LIMITED**

CIN: L16003WB2006PLC110039

**Registered Office:**

Bikaner Building, 8/1 Lal Bazar Street, 1st Floor,  
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)

*If undelivered, please return to:*

**RDB REALTY & INFRASTRUCTURE LIMITED**  
Bikaner Building, 8/1 Lal Bazar Street, 1st Floor,  
Room No-10, Kolkata-700001



### RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001  
Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com  
Website: www.rdbindia.com; CIN: L16003WB2006PLC110039

#### ATTENDANCE SLIP

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

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

I/We hereby record my/our presence at the thirteenth Annual General Meeting of RDB Realty & Infrastructure Limited being held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata-700017.

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

.....  
Signature of Member/Proxy



### RDB REALTY & INFRASTRUCTURE LIMITED

Registered Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 10, Kolkata-700001  
Phone: 033-44500500 Fax: 033-22420588 Email: secretarial@rdbindia.com  
Website: www.rdbindia.com; CIN: L16003WB2006PLC110039

#### FORM MGT-11

#### PROXY FORM

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

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the thirteenth Annual General Meeting of the Company, to be held on Friday, the 20th day of September, 2019 at 10.30 a.m. at Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, 4<sup>th</sup> Floor, Kolkata-700017 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	Optional(v)*		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Ordinary Resolution to receive, consider and adopt the Annual Audited Financial Statements (both Annual Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditor and Directors thereon.			
2.	Ordinary Resolution to appoint a Director in place of Mrs. Kusum Devi Dugar (DIN: 00559322) who retires by rotation and being eligible, offers herself for re-appointment.			
<b>Special Business</b>				
3.	Ordinary Resolution for appointment of Mr. Sharad Kumar Bachhawat (DIN: 05161130) as an Independent Director of the Company.			
4.	Ordinary Resolution for appointment of Mr. Aditya Ravinder Kumar Mehra (DIN: 00984678) as an Independent Director of the Company.			
5.	Special Resolution for re-appointment of Mr. Pradeep Kumar Pugalia (DIN: 00501351) as a Whole-time Director of the Company			

Signed this.....day of .....2019

.....  
Signature of the Member

.....  
Signature of Proxy

Affix Revenue Stamp
---------------------------

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

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

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

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## **NOTICE**

Notice is hereby given that the 1<sup>st</sup> Annual General Meeting of M/s. **RDB Real Estate Constructions Limited** will be held on **MONDAY** the 30<sup>th</sup> day of **SEPTEMBER, 2019** at 02.00 p.m. at its registered office at Bikaner Building, 8/1, Lal Bazar Street, 1<sup>st</sup> Floor, Room No. 11, Kolkata -700 001 to transact the following businesses:

### **Ordinary Business:**

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors and the Directors thereon.
2. **Appointment of Statutory Auditor:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Vineet Khetan & Associates, Chartered Accountants (Registration No. 324428E), be and are hereby appointed as the Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the first Annual General Meeting till the conclusion of the sixth Annual General Meeting to be held in the year 2024 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor, plus taxes as applicable and reimbursement of out of pocket expenses.”

### **Special Business:**

3. **Appointment of Sri Pradeep Kumar Pugalía as a Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Sri Pradeep Kumar Pugalía (DIN: 00501351), who was appointed as an Additional Director of the Company in the Non-Executive Category, and who has proposed his candidature in writing, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

4. **Appointment of Smt. Kusum Devi Dugar as a Director:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

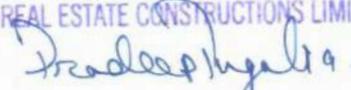
statutory modification(s) or re-enactment thereof for the time being in force) Smt. Kusum Devi Dugar (DIN: 00559322), who was appointed as an Additional Director of the Company in the Non-Executive Category, and who has proposed her candidature in writing, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

## 5. Appointment of Sri Ravi Prakash Pincha as a Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri Ravi Prakash Pincha (DIN: 00094695), who was appointed as an Additional Director of the Company in the Non-Executive Category, and who has proposed his candidature in writing, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to retire by rotation.”

Place: Kolkata  
Date: 06.08.2019

For and on behalf of the Board  
RDB REAL ESTATE CONSTRUCTIONS LIMITED  
  
Pradeep Kumar Pugalia DIRECTOR  
Director  
DIN: 00501351

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

Regd. Office: Bikaner Building, 8/1 Lal Bazar Street, 1st Floor, Room No. 11, Kolkata - 700001, Phone  
033 4450 0500; email id:- [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com); CIN: U70200WB2018PTC227169

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

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

2. The Register of Director's Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
3. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.
4. Corporate Members intending to send their authorized representatives to attend their meetings are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. 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.
6. A route map showing directions to reach the venue along with the prominent landmark for easy location is enclosed with this notice.
7. During the year under review, since all the Directors of the Company have been appointed as Additional Directors; they are not eligible to retire by rotation at the ensuing Annual General Meeting of the Company.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) OF THE COMPANIES ACT, 2013**

### **Item no. 3: Appointment of Sri Pradeep Kumar Pugalia as a Director:**

The Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2018 had appointed Sri Pradeep Kumar Pugalia as an Additional Director of the Company in the Non-Executive category to hold office till the conclusion of the 1st Annual General Meeting of the Company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of the appointment of Sri Pradeep Kumar Pugalia as a Director of the Company.

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

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

### **Item no. 4: Appointment of Smt. Kusum Devi Dugar as a Director:**

The Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2018 had appointed Smt. Kusum Devi Dugar as an Additional Director of the Company in the Non-Executive category to hold office till the conclusion of the 1st Annual General Meeting of the Company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of the appointment of Smt. Kusum Devi Dugar as a Director of the Company.

The Directors therefore, recommend the Resolution at item no. 4 to be passed as Ordinary Resolution by the Members.

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

### **Item no. 5: Appointment of Sri Ravi Prakash Pincha as a Director:**

The Board of Directors of the Company at its meeting held on 29<sup>th</sup> March, 2019 had appointed Sri Ravi Prakash Pincha as an Additional Director of the Company in the Non-Executive category to hold office till the conclusion of the 1<sup>st</sup> Annual General Meeting of the Company. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of the appointment of Sri Ravi Prakash Pincha as a Director of the Company.

The Directors therefore, recommend the Resolution at item no. 5 to be passed as Ordinary Resolution by the Members.

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

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## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the 1<sup>st</sup> Annual Report together with the Audited Financial Statements of your Company for the year 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS

(Amount in Rs.)

Particulars	Current Financial Year 31.03.2019
Total Income	-
Total Expenditure	19,345
Profit Before Tax	(19,345)
Provision for Income Tax	-
Profit After Tax	(19,345)
Balance brought forward from Previous Year	-
Balance carried forward to Balance Sheet	(19,345)

### STATE OF COMPANY'S AFFAIRS

The Company's plan for securing growth is under way and appropriate action will be taken in future at an appropriate time for the development of its business.

### CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the financial year 2018-19.

### DIVIDEND & RESERVES

This being the first year of its operation, there has been no significant business in the Company. Thus, your Directors do not recommend any dividend in the year under consideration.

Your Company has not transferred any amount to its reserves for the year 2018-19.

### SHARE CAPITAL

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

### BOARD OF DIRECTORS

The Board's composition and size is in compliance with the provisions of the Companies Act, 2013. Further, none of the Directors of your Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013.

### Appointment of Directors

During the year under review, Sri Pradeep Kumar Pugalia (DIN: 00501351) and Smt. Kusum Devi Dugar (DIN: 00559322) were appointed as Additional Directors of the Company in the Board Meeting held on 10<sup>th</sup> August, 2018 and Sri Ravi Prakash Pincha (DIN: 00094695) was also appointed as an Additional Director in the Board Meeting held on 29<sup>th</sup> March, 2019.

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

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Since, all the Directors of the Company have been appointed as Additional Directors; they are not eligible to retire by rotation at the ensuing Annual General Meeting of the Company.

In terms of the relevant provisions of the Act, read with the rules made thereunder, the Board of Directors of the Company decided to place the proposal for appointment of Sri Pradeep Kumar Pugalia, Smt. Kusum Devi Dugar and Sri Ravi Prakash Pincha, as Directors at the 1st Annual General Meeting of the Company.

## **Resignation of Directors**

During the year under review, Sri Sushil Kumar Banthia (DIN: 00555169) and Sri Bappa Das (DIN: 08093423) resigned from the services of the Company w.e.f. 10<sup>th</sup> August, 2018 and Sri Sunder Lal Dugar (DIN: 00007638) resigned from the services of the Company w.e.f. 29<sup>th</sup> March, 2019.

## **MEETINGS OF THE BOARD & ITS COMMITTEES**

Your Company had conducted Six (6) board meetings during the financial year 2018-19. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 read with Secretarial Standards on Meeting of the Board of Directors.

Your Company does not comprise of any Committees of the Board.

## **INTERNAL FINANCIAL CONTROL**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company does not have any subsidiary, joint venture or associate companies during the financial year 2018-19.

## **EXTRACT OF ANNUAL RETURN**

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is annexed as ANNEXURE 1.

## **CONTRACT OR ARRANGEMENTS WITH RELATED PARTY**

Your Company has not entered into any contracts or arrangements with related party during the financial year 31<sup>st</sup> March, 2019.

## **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Loans given, investments and guarantees made during the financial year 2018-19 forms part of the notes to financial statements.

## **MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE**

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

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There were no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

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

The requirement of disclosure in terms of Section 134(3)(m) of the Companies Act, 2013, read with rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption is not applicable to your Company. Your Company does not have any Foreign Exchange earnings or outgo during the year under review.

## **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.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis; and
5. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **RISK MANAGEMENT POLICY**

Your Company has put in place adequate systems and procedures to mitigate the Business Risks both Internal and External that commensurate with the size of the Company and nature of its business. However there is no Risk Management Policy of the Company, as the element of risk threatening the Company's existence is very minimal.

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## **SAFE & CONDUCTIVE WORKPLACE**

Your Company is committed to providing a safe and conducive work environment to its employees. Your Company has in place a system for 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. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complaints during the year 2018-19.

## **AUDIT AND AUDITORS**

### **Cost Audit**

A disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not required by the Company as the said provisions is not applicable to your Company.

### **Statutory Audit**

M/S Vineet Khetan & Associates, Chartered Accountants, the Statutory Auditor of your Company has conducted the statutory audit of the Company for the financial year 2018-19. The Independent Auditors Report for the financial year ended 31st March, 2019 forms part of this Annual Report.

### **Statutory Auditors**

At the Board Meeting held on 27<sup>th</sup> July 2018, M/s Vineet Khetan & Associates, Chartered Accountants were appointed as the First Auditors of the Company to hold office till the conclusion of the first Annual General Meeting.

Further, the Board of Directors of the Company at their Meeting held on 6<sup>th</sup> August, 2019 have also recommended the appointment of M/s Vineet Khetan & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the first Annual General Meeting, till the conclusion of the sixth Annual General Meeting of the Company.

### **Auditors' Observation**

There are no reservations, qualification or adverse remark contained in the Auditors Report attached to the Balance Sheet as at 31<sup>st</sup> March 2019.

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

## **PARTICULARS OF EMPLOYEES**

There are no employees in the Company drawing remuneration more than the limits enumerated u/s 197 of Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration) Rules, 2014.

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Your Company has not provided any Stock Option Scheme to the employees.

## PUBLIC DEPOSIT

During the year under review, the Company has not accepted or renewed any deposit, as defined under Section 73 and 74 of the Companies Act, 2013 read with Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014.

## STATEMENT ON COMPLIANCES OF THE APPLICABLE SECRETARIAL STANDARDS

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

## ACKNOWLEDGEMENT

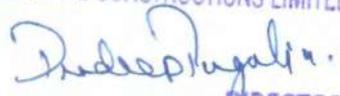
Your Company continues its effort on strengthening the business. It is the endeavour of the Company to deploy resources in a manner so as to secure the interest of the shareholders in the long terms. Your directors are deeply grateful to all the stakeholders in the Company for their continued support to the Company and look forward to the future with confidence.

For and on behalf of the Board

Place: Kolkata

Date: 06.08.2019

RDB REAL ESTATE CONSTRUCTIONS LIMITED

  
DIRECTOR

**Pradeep Kumar Pugalia**

Director

DIN: 00501351

RDB REAL ESTATE CONSTRUCTIONS LIMITED

  
DIRECTOR

**Ravi Prakash Pincha**

Director

DIN: 00094695

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2019**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	U70200WB2018PLC227169
2.	Registration Date	27/07/2018
3.	Name of the Company	RDB Real Estate Constructions Limited
4.	Category/Sub-category of the Company	Public Company /Limited By Shares
5.	Address of the Registered office & contact details	Bikaner Building, 8/1, Lalbazar Street 1st Floor, Room No-11, Kolkata – 700001
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Niche Technologies Private Limited 3A, Auckland Place, Elgin Road, Room No. 7A & 7B Kolkata- 700017 Phone No. 033-2280-6616, 2280-6617, 2280-6618, Fax No. 033-2280-6619 E-mail: nichetechpl@nichetechpl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
NIL			

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N/A**

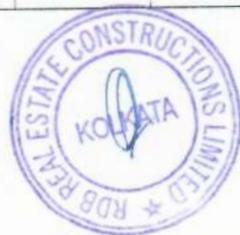
SN	Name of the Company	Address of the Company	CIN/GLN	Holding/S subsidiary/ Associate	% of Shares	Applicable Section
NIL						

**IV. SHARE HOLDING PATTERN** (Equity Share Capital Breakup as percentage of Total Equity)  
**Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	--	--	--	--	--	9000	9000	90.00	90.00
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	10000	10000	100.00	--	1000	1000	10.00	(90.00)
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--



Total shareholding of Promoter (A)	--	10000	10000	100.00	--	10000	10000	100.00	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	--	--	--	--	--	--	--	--	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--	--	--	--	--	--
c) Others (HUF)	--	--	--	--	--	--	--	--	--
Non Resident Indians	--	--	--	--	--	--	--	--	--
Overseas Corporate Bodies	--	--	--	--	--	--	--	--	--
Foreign Nationals	--	--	--	--	--	--	--	--	--
Clearing Members	--	--	--	--	--	--	--	--	--
Trusts	--	--	--	--	--	--	--	--	--
Foreign Bodies - D R	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	--	--	--	--	--	--	--	--	--
Total Public Shareholding (B)=(B)(1)+(B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	--	10000	10000	100.00	--	10000	10000	100.00	--



**B) Shareholding of Promoter-**

SNo	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Basudev Builders Private Limited	1800	18.00	N.A.	--	--	N.A.	(18.00)
2	Somani Estates Private Limited	1800	18.00	N.A.	--	--	N.A.	(18.00)
3	Veekay Apartments Private Limited	1600	16.00	N.A.	--	--	N.A.	(16.00)
4	RD Devcon Private Limited	1600	16.00	N.A.	--	--	N.A.	(16.00)
5	Johri Towers Private Limited	1600	16.00	N.A.	--	--	N.A.	(16.00)
6	Loka Properties Private Limited	1600	16.00	N.A.	--	--	N.A.	(16.00)
7	Sunder Lal Dugar	--	--	N.A.	1000	10.00	N.A.	10.00
8	Kusum Devi Dugar	--	--	N.A.	1000	10.00	N.A.	10.00
9	Vinod Dugar	--	--	N.A.	2500	25.00	N.A.	25.00
10	Sheetal Dugar	--	--	N.A.	2500	25.00	N.A.	25.00
11	Rekha Jhabak	--	--	N.A.	1000	10.00	N.A.	10.00
12	Yashashvi Dugar	--	--	N.A.	1000	10.00	N.A.	10.00
13	YMS Finance Private Limited	--	--	N.A.	1000	10.00	N.A.	10.00
<b>Total</b>		<b>10000</b>	<b>100.00</b>	<b>N.A.</b>	<b>10000</b>	<b>100.00</b>	<b>N.A.</b>	<b>--</b>

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Basudev Builders Private Limited</b>				
	a) At the Beginning of the Year	1800	18.00		
	b) Changes during the year			(1800)	(18.00)
	c) At the End of the Year			--	--
<b>2.</b>	<b>Somani Estates Private Limited</b>				
	a) At the Beginning of the Year	1800	18.00		
	b) Changes during the year			(1800)	(18.00)
	c) At the End of the Year			--	--
<b>3.</b>	<b>Veekay Apartments Private Limited</b>				
	a) At the Beginning of the Year	1600	16.00		
	b) Changes during the year			(1600)	(16.00)
	c) At the End of the Year			--	--
<b>4.</b>	<b>RD Devcon Private Limited</b>				
	a) At the Beginning of the Year	1600	16.00		
	b) Changes during the year			(1600)	(16.00)
	c) At the End of the Year			--	--



<b>5.</b>	<b>Johri Towers Private Limited</b>				
	a) At the Beginning of the Year	1600	16.00		
	<b>b) Changes during the year</b>			(1600)	(16.00)
	c) At the End of the Year			--	--
<b>6.</b>	<b>Loka Properties Private Limited</b>				
	a) At the Beginning of the Year	1600	16.00		
	<b>b) Changes during the year</b>			(1600)	(16.00)
	c) At the End of the Year			--	--
<b>7.</b>	<b>Sunder Lal Dugar</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			1000	10.00
	c) At the End of the Year			1000	10.00
<b>8.</b>	<b>Kusum Devi Dugar</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			1000	10.00
	c) At the End of the Year			1000	10.00
<b>9.</b>	<b>Vinod Dugar</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			2500	25.00
	c) At the End of the Year			2500	25.00
<b>10.</b>	<b>Sheetal Dugar</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			2500	25.00
	c) At the End of the Year			2500	25.00
<b>11.</b>	<b>Rekha Jhabak</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			1000	10.00
	c) At the End of the Year			1000	10.00
<b>12.</b>	<b>Yashashvi Dugar</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			1000	10.00
	c) At the End of the Year			1000	10.00
<b>13.</b>	<b>YMS Finance Private Limited</b>				
	a) At the Beginning of the Year	--	--		
	<b>b) Changes during the year</b>			1000	10.00
	c) At the End of the Year			1000	10.00
	<b>Total</b>	<b>10000</b>	<b>100.00</b>	<b>10000</b>	<b>100.00</b>

**D) Shareholding Pattern of top ten Shareholders: There has been no change during the year (Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NIL					



**E) Shareholding of Directors:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mrs. Kusum Devi Dugar</b>				
	At the beginning of the year	--	--		
	Date wise Increase / Decrease			1000	10.00
	At the end of the year			1000	10.00

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		--	--
1	Gross salary	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission - as % of profit - others, specify...	--	--
5	Others, please specify	--	--
	<b>Total (A)</b>	--	--



**B. Remuneration to other Directors:**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	<b>Independent Directors</b>	----	----	----	---
	Fee for attending board committee meetings	----	----	----	---
	Commission	----	----	----	-----
	Others, please specify	----	----	----	-----
	Total (1)	----	----	----	-----
2	<b>Other Non-Executive Directors</b>	Sri Pradeep Kumar Pugalia	Smt. Kusum Devi Dugar	Sri Ravi Prakash Pincha	-----
	Fee for attending board committee meetings	----	----	----	-----
	Commission	----	----	----	-----
	Others, please specify	----	----	----	-----
	Total (2)	----	----	----	-----
	Total (B)=(1+2)	----	----	----	-----
	Total Managerial Remuneration	----	----	----	-----
	Overall Ceiling as per the Act	----	----	----	-----

**C. Remuneration To Key Managerial Personnel Other Than MD/ Manager/ WTD:**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----
2	Stock Option	----	----	----
3	Sweat Equity	----	----	----
4	Commission	----	----	----
	- as % of profit	----	----	----
	others, specify...	----	----	----
5	Others	----	----	----
	Total	----	----	----

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no Penalties / Punishment/ Compounding of Offences for the year ending March 31, 2019.

Place: Kolkata  
Date: 06.08.2019

For and on behalf of the Board  
RDB REAL ESTATE CONSTRUCTIONS LIMITED RDB REAL ESTATE CONSTRUCTIONS LIMITED

Pradeep Kumar Pugalia  
Director (00501351)

Ravi Prakash Pincha  
Director (00094695)



## INDEPENDENT AUDITORS' REPORT

To the Members  
RDB REAL ESTATE CONSTRUCTIONS LIMITED

Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of RDB REAL ESTATE CONSTRUCTIONS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2019 & Profit for the year ended on that date.

### Basis for Opinion

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 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 financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

### Management's Responsibility for the Financial Statements

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



## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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 standalone 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.

Obtain 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone 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 matter or when, in extremely rare circumstances, 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

#### Report on other Legal and Regulatory Requirements

1. 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" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With 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".
  - (g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:



- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For Vineet Khetan & Associates  
Chartered Accountants  
Firm Reg No. 324428E



(Vineet Khetan)  
Proprietor  
Membership No. 060270

Place: Kolkata  
Dated: 06.08.2019



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**"Annexure A" to the Independent Auditors' Report**

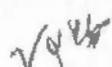
Annexure referred to in our Report of even date to the Members of **RDB REAL ESTATE CONSTRUCTIONS LIMITED**, as at and for the year ended 31<sup>st</sup> March, 2019.

1. (a) The Company has maintained proper record showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) All the fixed assets have been physically verified by the management. No material discrepancies have been noticed on such physical verification.  
  
(c) The title deed of immovable properties are held in the name of the company.
2. (a) The Company has maintained proper records of stock during the year under review which have been physically verified by the management.  
  
(b) The discrepancies between the physical stocks and the book stocks, which have been properly dealt with in the books of account, were not significant.
3. In respect of Loan granted / taken by the Company to / from Companies, Firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act 2013 ('the Act'), according to the information and explanation given to us:  
  
The company has not granted loans to any parties during the year.
4. In our opinion and according to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
5. Based on our scrutiny of the company's records and according to information and explanation provided to us, the Company has not accepted any deposits from public.
6. The Central Government has not prescribed maintenance of cost records 148(1) of the Act for the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, Income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.  
  
(b) According to the records of the company, there are no dues outstanding in respect of Income tax, service tax, sales tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.  
According to the information and explanations given to us no amounts were required to be transferred to the investor education and protection fund.



8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a Financial Institution or Bank. The company has not taken any loan either from financial institutions or from Government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided during the year under audit.
12. In our opinion, the company is not a Nidhi Company. Therefore, the provisions for clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

For Vineet Khetan & Associates  
Chartered Accountants

  
Firm Reg. No. 324428E  
(Vineet Khetan)  
Proprietor  
Membership No. 060270

Place: Kolkata  
Dated: 06.08.2019



# RDB Real Estate Constructions Limited

Balance Sheet as at 31st March 2019

Particulars	Notes No.	As at 31st March 2019 (Amount in `)	
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
a) Share Capital	1	1,00,000	
b) Reserves & Surplus	2	(19,345)	80,655
<b>2. Current Liabilities</b>			
a) Short Term Borrowings	3	---	
b) Other Current Liabilities	4	9,645	
c) Short Term Provisions	5	---	9,645
<b>Total</b>			<b>90,300</b>
<b>II ASSETS</b>			
<b>1. Non Current Assets</b>			
a) Investments	6		
b) Other Non Current Assets	7		---
<b>2. Current Assets</b>			
a) Inventories	8	---	
b) Cash and Bank Balances	9	90,300	
c) Short Term Loans & Advances	10	---	90,300
<b>Total</b>			<b>90,300</b>
Significant accounting policies and other notes to accounts	17 to 24		
Notes referred to above forms an integral part of the Financial Statements			

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

**For Vineet Khetan & Associates**  
Chartered Accountants  
Firm Regd. No. 324428E

*Vineet Khetan*

Vineet Khetan  
Partner  
Membership No 060270

3B, Lal bazar Street,  
Kolkata-700001  
Dated : 06th Aug. 2019

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Pradeep Jyoti*  
DIRECTOR  
Director

For and on behalf of the Board  
**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Ravi Kishor*  
DIRECTOR  
Director



**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Pradeep Jyoti*  
DIRECTOR

# RDB Real Estate Constructions Limited

Statements of Profit and Loss for the year ended 31st March 2019

Particulars	Notes No.	For the year ended 31st March 2019 (Amount in `)
<b>REVENUE</b>		
Revenue From Operations	11	---
Other Income	12	---
<b>EXPENSES</b>		
Construction Activity Expenses	13	---
Changes in Inventories of Finished Goods and Work in Progress	14	---
Finance Costs	15	---
Other Expenses	16	19,345
		<b>19,345</b>
<b>PROFIT BEFORE TAX</b>		<b>(19,345)</b>
Less: Provision For Tax		---
- Current Tax		---
- Tax For Earlier Years		---
<b>PROFIT AFTER TAX</b>		<b>(19,345)</b>
<b>EARNINGS PER SHARE (OF PER EQUITY SHARE)</b>		
- Basic		(1.93)
- Diluted		(1.93)
Notes referred to above forms an integral part of the Financial Statements		

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

For and on behalf of the Board

**For Vineet Khetan & Associates**

Chartered Accountants  
Firm Regd. No. 324428E

*Vineet*

Vineet Khetan  
Partner  
Membership No.060270  
3B, Lal bazar Street,  
Kolkata-1  
Dated: 06th Aug. 2019

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**

*Dr. Deep Singhania*  
DIRECTOR  
Director

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**

*Ravi Prakash*  
DIRECTOR  
Director



**RDB REAL ESTATE CONSTRUCTIONS LIMITED**

*Dr. Deep Singhania*  
DIRECTOR



**RDB Real Estate Constructions Limited**
**Notes to Financial Statement**

Particulars		As at 31st March 2019 (Amount in `)	
<b>Notes No. - 1</b>			
<b>SHARE CAPITAL</b>			
<b>a. Authorised Share Capital</b>			
Number of Equity shares			1,00,000
10,000 (Previous year 20,000)			1,00,000
<b>b. Issued, subscribed and paid-up share capital :</b>			
Number of Equity shares fully paid up			1,00,000
10,000 (Previous year 10,000)			1,00,000
<b>c. Par value per share</b>			
Equity shares			10
			10
<b>d. Reconciliation of number of equity shares outstanding as at the beginning and as at the end of the year</b>			
Particulars		Opening Balance	
Number of shares outstanding as at the beginning of the year		---	
Add: Number of shares issued during the year		10,000	
Less: Number of shares bought back during the year		---	
Number of shares outstanding as at the end of the year		---	
<b>e. Details of shareholders holding more than 5% shares, with voting rights.</b>			
Sl. No	Name of Equity shareholders	As at 31 March, 2019	
		Number of shares held	% holding in that class of shares
1	Basudev Builders Pvt. Ltd.	1,800	18
2	Somani Estates Pvt. Ltd.	1,800	18
3	Veekay Apartments Pvt. Ltd.	1,600	16
4	RD Devcon Pvt. Ltd.	1,600	16
5	Johri Towers Pvt. Ltd.	1,600	16
6	Loka Properties Pvt. Ltd.	1,600	16
Particulars		As at 31st March 2019 (Amount in `)	
<b>Notes No. - 2</b>			
<b>RESERVES &amp; SURPLUS</b>			
<b>a) Surplus i.e. Balance in Statement of Profit and Loss</b>			
Opening Balance		---	
Add : Profit / Loss during the year		(19,345)	(19,345)
			(19,345)



**RDB Real Estate Constructions Limited**  
Notes to Financial Statement

Particulars	For the year ended 31st March 2019 (Amount in `)
<b>Notes No. - 11</b>	
<b><u>REVENUE FROM OPERATIONS</u></b>	
<b><u>Sales &amp; Services</u></b>	
Sale of Flat	---
Maintenance & Other Charges	---
<b>Notes No. - 12</b>	
<b><u>OTHER INCOME</u></b>	
Miscellaneous Income	---
Interest Recd on Loan Given	---
<b>Notes No. - 13</b>	
<b><u>Construction Activity Expenses</u></b>	
Purchase of Land	---
Professional fees	---
Registration Exp.	---
Security Charges and Othrs	---
Mutation Fees	---
<b>Notes No. - 14</b>	
<b><u>CHANGES IN INVENTORIES OF WORK IN PROGRESS</u></b>	
<b>Opening stock</b>	
Work in Progress - New Town	---
Work in Progress - B.T. Road	---
<b>Sub Total (A)</b>	---
<b>Closing stock (As certified by the management)</b>	
Work in Progress - New Town	---
Work in Progress - B.T. Road	---
<b>Sub Total (B)</b>	---
<b>Total (A - B)</b>	---
<b>Notes No. - 15</b>	
<b><u>FINANCE COSTS</u></b>	
Interest	---
<b>Notes No. - 16</b>	
<b><u>OTHER EXPENSES</u></b>	
Pre-incorporation expenses	15,945
Bank Charges	---
Auditors Remuneration	---
- Statutory Audit Fee	2,000
- Tax Audit Fee	---
Filing Fee	1,400
	<b>19,345</b>

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## 17. SIGNIFICANT ACCOUNTING POLICIES

### A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

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

### B. REVENUE RECOGNITION

a) Items of Income & Expenditure are accounted for on accrual basis unless otherwise stated in these Financial Statements. Dividend Income is recognised when the right to receive is established. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

### C. INVESTMENTS

Company is not having investment but in future all investments will be bifurcated into Non Current Investments and Current Investments. Non Current Investments are carried at cost. Provision for Diminution in the value of Non Current Investments is made only if such a diminution is other than temporary.

### D. INVENTORIES

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

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

### E. CASH AND CASH EQUIVALENTS

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

### F. BORROWING COSTS

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

### G. TAXATION

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

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



**RDB Real Estate Constructions Limited**

The Notes forming part of the Financial Statement

**H. PROVISIONS/CONTINGENCIES**

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

**I. COMPARATIVE FINANCIAL ANALYSIS**

Since the Company is Incorporated in the financial year 2018-19, thus comparative financial data need not to be reported

**J. EARNING PER SHARE**

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

**18. Segment Reporting:-**

The Business of the company fall under a single segment i.e. "Development of Real Estate & Infrastructure". In view of the general classification notified by Central Government in exercise of power conferred u/s 211(3C) of Companies Act, 2013 for company operating in a single segment, the disclosure requirement as per AS - 17 on 'Segment Reporting' is not applicable to the company. The Company's business is mainly concentrated in similar geographical, political and economical conditions; hence disclosure for Geographical segment is also not required.

**19. Related Party Disclosures in accordance with AS - 18:-**

There were no Related Party Transaction during the year under review.

**20. In the opinion of the Board the Current Assets, Loans and Advances are not less than the stated value if realised in ordinary course**

**21. The Company is a Small and Medium Sized Company (SMC) as defined under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly, the Company has complied with the Accounting Standard as applicable**

**22. Since there is no trade payable outstanding in the financial statements hence disclosure under Para FA of "General Instructions for preparation of Balance Sheet" regarding details relating to Micro, Small and Medium Enterprises are not applicable.**

**23. 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**

**24. This being the first year, previous year data are not applicable.**

For Vineet Khetan & Associates

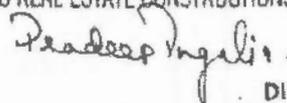
Chartered Accountants  
Firm Regd. No. 324428E

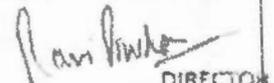
  
Vineet Khetan  
Partner  
Membership No 060270  
3B, Lal bazar Street,  
Kolkata-700 001  
Dated : 06th Aug, 2019

For and on behalf of the Board of Directors

RDB REAL ESTATE CONSTRUCTIONS LIMITED

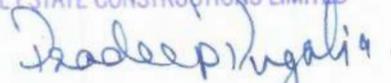
RDB REAL ESTATE CONSTRUCTIONS LIMITED

  
DIRECTOR  
Director

  
DIRECTOR  
Director



RDB REAL ESTATE CONSTRUCTIONS LIMITED

  
DIRECTOR

**RDB Real Estate Constructions Limited**

Cash Flow Statement for the year ended 31st March, 2019

Cash Flow Statement	For the year ended 31st March, 2019 (Amount in `)	For the year ended 31st March, 2018 (Amount in `)
<b>A. Cash flow from operating activities :</b>		
Net profit before tax as per Statement of Profit and Loss	(19,345)	
Adjustments for		
Interest Paid	---	
<b>Operating Profit Before Working Capital Changes</b>	<b>(19,345)</b>	
(Increase) / Decrease in Inventories	---	
(Increase) / Decrease in Trade receivables	---	
(Increase) / Decrease of Short-Term Advances	---	
(Increase) / Decrease of Other Assets	---	
Increase / (Decrease) in Trade Payables	---	
Increase / (Decrease) of Other Current Liabilities	---	
<b>Cash generated from operations</b>	<b>(19,345)</b>	
Less: Direct taxes paid/ (Refunds) including interest (Net)	---	
<b>Cash Flow before Exceptional Items</b>	<b>(19,345)</b>	
<b>Net cash Generated/(used) from operating activities</b>	<b>(19,345)</b>	
<b>B. Cash Flow from Investing Activities :</b>		
Net cash from investing activities	---	
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Short Term Borrowings	---	
Proceeds / (Repayment) of Long Term Liabilities	---	
Interest Paid	---	
<b>Net cash generated/(used) in financing activities</b>	<b>---</b>	
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(19,345)</b>	
Cash and cash equivalents - Opening balance	---	
<b>Cash and cash equivalents - Closing balance</b>	<b>90,300</b>	
<b>CASH AND CASH EQUIVALENTS :</b>		
Balances with Banks	77,000	
Cash on hand (As certified by the management)	13,300	
	<b>90,300</b>	

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

For Vineet Khetan & Associates  
Chartered Accountants

Vineet Khetan  
Partner  
Membership No 060270  
3B, Lal bazar Street,  
Kolkata-700001  
Dated :

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Deep Singh*  
DIRECTOR

DIRECTOR

For and on behalf of the Board  
RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Ravi Singh*  
DIRECTOR

DIRECTOR



RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Deep Singh*  
DIRECTOR