



# 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
	2019-20	2018-2019	2017-2018
Equity Paid up Capital	17.28	17.28	17.28
Reserves and surplus (Other Equity)	80.19	79.02	78.09
Carry forward losses	--	--	--
Net Worth	97.47	96.30	95.37
Miscellaneous Expenditure	.05	0.11	0.04
Secured Loans	28.43	20	0.60
Unsecured Loans	--	--	--
Fixed Assets	.24	0.35	2.20
Income from Operations	38.18	23.86	22.89
Total Income	39.13	25.70	23.57
Total Expenditure	36.38	24.70	22.78
Profit before Tax	2.746	1.002	0.79





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Profit after Tax	2.1134	0.83	0.83
Cash profit	--	--	--
EPS	1.22	0.48	0.48
Book value per share	56.40	55.72	55.18

**CERTIFIED TO BE TRUE COPY**

**For M/S RDB REALTY & INFRASTRUCTURE LIMITED**

RDB REALTY & INFRASTRUCTURE LTD.

**PRADEEP KUMAR PUGALIA** Director

**(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
	2019-20	2018-2019	2017-2018
Equity Paid up Capital	1.010	0.01	--
Reserves and surplus (Other Equity)	(0.0009)	(0.002)	--
Carry forward losses	(0.002)	--	--
Net Worth	1.009	0.008	--
Miscellaneous Expenditure	0.137	0.002	--
Secured Loans	--	--	--
Unsecured Loans	0.32	--	--
Fixed Assets	--	--	--
Income from Operations	--	--	--
Total Income	.150	--	--
Total Expenditure	.137	0.002	--
Profit before Tax	.13	(0.002)	--

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**

  
**DIRECTOR**

# 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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EPS	.10	(1.93)	--
Book value per share	9.9	8.07	--

**CERTIFIED TO BE TRUE COPY**

**For M/S RDB ESTATE CONSTRUCTIONS LIMITED**

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Pradeep K. Pugalia*

**PRADEEP KUMAR PUGALIA** **DIRECTOR**

**(Director)**

**DIN: 00501351**



# RDB REALTY & INFRASTRUCTURE LIMITED

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

Date: 14<sup>th</sup> September, 2020

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

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

Dear Sir/Madam,

**Sub: Outcome of Board Meeting and Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

This is to inform you that the Board of Directors of the Company at its Meeting held today i.e. 14<sup>th</sup> September, 2020, has, inter alia, considered and approved the standalone and Consolidated Un- audited Financial Results of the Company for the Quarter ended 30<sup>th</sup> June, 2020, together with the Limited Review Report (Standalone and Consolidated) issued by the Statutory Auditor of the Company.

The meeting commenced at 4.00 P.M. and concluded at 6.15 P.M.

This is for your information and record.

Thanking You.

Yours faithfully,  
For RDB Realty & Infrastructure Limited

  
Ritesh Kumar Jha  
Company Secretary & Compliance Officer



Encl : As above

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 of **RDB REALTY & INFRASTRUCTURE LIMITED** ("the Company"), for the quarter ended June 30, 2020.
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 issue a report on these financial Statements 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  
(Firm Registration Number: 301088E)



  
(Adrish Roy)  
Partner

Place : Kolkata  
Date : 14<sup>th</sup> September, 2020

(Membership Number: 055826)  
UDIN: 20055826AAAAB8713



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 associate for the quarter ended June 30, 2020, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
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. **Attention is drawn on the following**

As stated in Note 4, the consolidated financial results does not include the financial results of one limited liability partnership of which the Company is a partner as the financial results are not available with the Parent's Management.

5. 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

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and subject to the matters mentioned in paragraph 4 above and based on the consideration of the review reports of the other auditor referred to in paragraph 7 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.

7. We did not review the interim financial results of five subsidiaries included in the consolidated unaudited financial results, whose interim financial results reflect total revenue of Rs. 84.86 lakhs, total net profit after tax of Rs. 55.83 lakhs and total comprehensive income of Rs. 55.83 lakhs for quarter ended June 30, 2020 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.





8. The consolidated unaudited financial results includes the interim financial results of eight subsidiaries which have not been reviewed by respective auditors, whose interim financial results reflect total revenue of Rs. 46.46 lakh, total net Profit after tax of Rs. 16.81 lakhs and total comprehensive income of Rs. 16.81 lakhs for quarter ended June 30, 2020 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, 2020 as considered in the consolidated unaudited financial results, in respect of one associate 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  
(Firm Registration Number: 301088E)



  
(Anirish Roy)  
Partner

Place : Kolkata  
Date : 14<sup>th</sup> September, 2020

(Membership Number :055826)  
UDIN: 20055826AAAABB6060



**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 30.06.2020

(Rs. in lakhs)

Sr. No.	Particulars	Standalone				Consolidated			
		Quarter ended		Year ended		Quarter ended		Year ended	
		30.06.2020	31.03.2020	30.06.2019	31.03.2020	30.06.2020	31.03.2020	30.06.2019	31.03.2020
		(Un-audited)	(Audited)	(Un-audited)	(Audited)	(Un-audited)	(Audited)	(Un-audited)	(Audited)
<b>1</b>	<b>Income</b>								
	(a) Revenue from Operations	445.60	648.23	1,322.08	3818.18	576.65	1,259.29	1,562.34	4,498.62
	(b) Other Income	0.87	4.31	197.67	95.05	0.91	(221.12)	3.14	17.43
	<b>Total Income</b>	<b>446.46</b>	<b>652.54</b>	<b>1,519.75</b>	<b>3913.23</b>	<b>577.56</b>	<b>1,038.17</b>	<b>1,565.48</b>	<b>4,516.05</b>
<b>2</b>	<b>Expenses</b>								
	(a) Expenses relating to Construction Activity	361.94	854.74	1,087.95	3,731.75	622.13	1,348.96	1,568.58	6,117.10
	(b) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(6.02)	(604.59)	188.21	(1,543.16)	(266.20)	(977.11)	(389.94)	(4,007.62)
	(c) Employee Benefits Expenses	11.40	9.79	8.12	38.39	17.97	32.16	15.53	80.49
	(d) Finance Costs	13.89	18.66	91.92	79.91	21.02	51.03	101.58	145.65
	(e) Depreciation and Amortisation Expenses	15.34	55.12	4.10	62.62	17.70	57.75	6.49	72.19
	(f) Other Expenses	24.43	282.93	103.50	1,269.10	39.13	299.36	123.38	1,331.65
<b>3</b>	<b>Total Expenses</b>	<b>420.99</b>	<b>616.65</b>	<b>1,483.80</b>	<b>3,638.61</b>	<b>451.74</b>	<b>812.15</b>	<b>1,425.62</b>	<b>3,739.46</b>
<b>4</b>	<b>Profit/(Loss) before Exceptional Items &amp; Tax (1-3)</b>	<b>25.48</b>	<b>35.88</b>	<b>35.95</b>	<b>274.61</b>	<b>125.82</b>	<b>226.02</b>	<b>139.86</b>	<b>776.59</b>
<b>5</b>	Exceptional item	--	-	-	-	-	-	-	-
<b>6</b>	<b>Profit/(Loss) before Tax (3-4)</b>	<b>25.48</b>	<b>35.88</b>	<b>35.95</b>	<b>274.61</b>	<b>125.82</b>	<b>226.02</b>	<b>139.86</b>	<b>776.59</b>
<b>7</b>	<b>Tax Expense</b>								
	(a) Current Income Tax	7.00	(1.41)	9.35	65.00	33.89	7.76	38.93	161.26
	(b) Related to earlier years	--	-	-	-	-	14.27	-	14.50
	(c) Deferred Tax	--	(1.74)	-	(1.74)	-	12.24	-	12.24
	<b>Net Tax Expense</b>	<b>7.00</b>	<b>(3.15)</b>	<b>9.35</b>	<b>63.26</b>	<b>33.89</b>	<b>34.26</b>	<b>38.93</b>	<b>187.99</b>
<b>8</b>	<b>Net Profit/(Loss) after tax from continuing operations(6-7)</b>	<b>18.48</b>	<b>39.03</b>	<b>26.60</b>	<b>211.35</b>	<b>91.93</b>	<b>191.76</b>	<b>100.93</b>	<b>588.60</b>
<b>9</b>	<b>Net Profit/(Loss) after tax from discontinuing operations</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>10</b>	<b>Profit (Loss) for the period from JV/Associates</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.60</b>	<b>-</b>	<b>5.87</b>
<b>11</b>	<b>Profit/(loss) for the period</b>	<b>18.48</b>	<b>39.03</b>	<b>26.60</b>	<b>211.35</b>	<b>91.93</b>	<b>197.35</b>	<b>100.93</b>	<b>594.46</b>
<b>12</b>	<b>Other comprehensive income</b>	<b>--</b>	<b>(93.61)</b>	<b>-</b>	<b>(93.61)</b>	<b>-</b>	<b>(93.61)</b>	<b>-</b>	<b>(93.61)</b>
<b>13</b>	<b>Total Comprehensive Income for the period</b>	<b>18.48</b>	<b>(54.58)</b>	<b>26.60</b>	<b>117.74</b>	<b>91.93</b>	<b>103.74</b>	<b>100.93</b>	<b>500.86</b>
<b>14</b>	<b>Paid up Equity Share Capital (Face Value Rs.10/- Per Share)</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>	<b>1,728.34</b>
<b>15</b>	<b>Earnings per Share (of Re.1/- each) (Not Annualised):</b>								
	(a) Basic	0.11	0.23	0.15	1.22	0.53	1.14	0.58	3.28
	(b) Diluted	0.11	0.23	0.15	1.22	0.53	1.14	0.58	3.28

*Adrish*



RDB REALTY & INFRASTRUCTURE LTD

*Radeep Jha*

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, 2020 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 September 14, 2020. The statutory auditors of the Company have reviewed the above standalone and consolidated financial results for the quarter ended June 30, 2020. 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, 2020 and the report has been approved by the Board.
- 3) COVID-19 has resulted in a significant decline in economic activities. This coupled with the impact of cyclone Amphan in Bengal has dented the Q1 performance of the Company. The extent to which the COVID-19 pandemic will impact the Company's results in the coming quarters will depend on how soon the semblance of normalcy is restored in the country, though the Company has taken all feasible measures to ensure continuity of operational activities in the coming quarters. The Company continues to assess on a regular basis the impact of COVID-19 pandemic on its business operations, including how it will impact its customers, vendors, etc. and taking necessary actions. The Management has exercised its due care in concluding on significant accounting judgements and estimates, both internal and external, while preparing the financial results for the current quarter ended 30th June, 2020.
- 4) The consolidated financial results does not include the financial results of one limited liability partnership of which the company is a partner. The financial results of the aforesaid limited liability partnership could not be prepared within the stipulated time due to disturbance caused by Pandemic.
- 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 period 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.

Place: Kolkata  
Date: 14.09.2020

*Adrish*



RDB REALTY & INFRASTRUCTURE LTD.

*Pradeep Kumar Pugalia*

Pradeep Kumar Pugalia

DIN: 00501351

Director

Whole-time Director



# **RDB REALTY & INFRASTRUCTURE LIMITED**

ANNUAL REPORT 2019-20





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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

### Non - Executive Director

Mr. Sarthak Garg

## CHIEF FINANCIAL OFFICER

Mr. Anil Kumar Apat

## COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ritesh Kumar Jha (w.e.f. 16-03-2020)

Ms. Prachi Todi (upto 29.02.2020)

## 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 Narender & 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:

Founded in the year 1981, RDB Group is regarded as one of the premier realtors in India and is certainly amongst the most respected Realty Groups. After been through an incredible journey since 39 years, RDB Group is now ready for the next leap. RDB believes that consistently delivering excellent performance is the strongest testament to the validity and successful implementation of its values. It values all their tenants and this is why they do not see their customers as just clients and instead, they view them as partners. The Group has earned a reputation for the quality of its construction and its ability to keep commitments and schedules. It takes pride in being a responsible corporate citizen and continuously contributes to several activities including environmental protection, safety, labor welfare, etc. Since many years, it has been an integral part of India's development and has been capable of making its mark on the country's urban landscape.

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

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

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

We have been fortifying our today and sowing seeds for a better tomorrow. The presence of highly qualified professionals in the management of the Company ensures that high standards are maintained in quality construction, timely delivery, and customer satisfaction. Since the Company has always strived hard to keep its commitments, more than 5000 happy families are occupying the residential estates of the Company. Additionally, with the existing land bank and the acumen to identify new opportunities, the Company is all set to grow exponentially and be a prominent player in the real estate growth story of India. RDB Group strongly opines **"GOING TOGETHER, GROWING TOGETHER"** with its Customers, Shareholders, Associates and Team Members in order to create and accomplish the aspiration of being one of the largest real estate Company of India.



## MESSAGE FROM THE DESK OF WHOLE TIME DIRECTOR

*Dear Members,*

These are unprecedented and uncertain times that we are living in today. The world hasn't faced a health crisis of this magnitude since the Spanish flu pandemic of 1918. Globally, the COVID-19 pandemic has caused massive disruptions across every sphere of human and business activity. There has been an adverse economic impact on people, communities and countries. It is essential to have quality healthcare to build a strong society – healthy people lead to a progressive and prosperous nation. In an effort to combat the current pandemic, we are seeing governments, public institutions, healthcare professionals, organisations and citizens rallying together to fight this threat to human life.

Financial year 2019-20 was a difficult year for Indian real estate due to a challenging regulatory and macro-economic environment. This was compounded by the unprecedented impact of the COVID-19 pandemic. Although the overall effect of COVID-19 on the business will become clearer in the next fiscal, we need to take utmost care in steering our organization through this crisis with minimal effect on growth.

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 fourteenth Annual General Meeting of the Members of M/s RDB Realty & Infrastructure Limited will be held on Tuesday, the 29<sup>th</sup> day of September, 2020 at 10.30 a.m. IST through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following businesses:

#### **Ordinary Business:**

1. To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the Report of the Auditor and Directors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Pugalia (DIN: 00501351) who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business:**

3. **Appointment of Mr. Sarthak Garg (DIN: 08284837) as a Director**

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

**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the articles of association of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Sarthak Garg (DIN : 08284837) who was appointed as an Additional Director by the Board of Directors with effect from 26.09.2019 and who holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and whose office shall be liable to determination by rotation.

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

Place: Kolkata  
Date: 15<sup>th</sup> July, 2020

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

## NOTICE (Contd.)

### Notes:

1. In view of the massive outbreak and continuing COVID -19 pandemic, social distancing is a norm to be followed and therefore Ministry of Corporate Affairs relaxed the provisions of Companies Act, 2013 (the Act) and allowed conducting Annual General Meeting through video-conferencing (VC) or other audio visual means (OAVM) and dispensed personal presence of the members at a common venue. Accordingly, the Ministry of Corporate Affairs issued Circular No.14/2020 dated April, 08, 2020, Circular No.17/2020 dated April,13, 2020 and Circular No. 20/2020 dated May,5,2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available for AGM and hence the Proxy Form is not annexed to this Notice. Since AGM will be held through VC/OAVM, the Attendance Slip and Route Map of the AGM are also not annexed to this Notice.
3. Institutional shareholders (i.e. other than individuals HUF NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csprachi92@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [secretarial@rdbindia.com](mailto:secretarial@rdbindia.com).
6. 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.
7. **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.**
8. 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.
9. To support the "Green Initiative in Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for 2019-20 , Notice of the fourteenth Annual General Meeting of the Company inter-alia indicating the process and manner of e-voting is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s).  
  
In order to continue its endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at [nichetechpl@nichetechpl.com](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.
10. Members may also note that the Notice of the fourteenth AGM and the Annual Report 2019-20 will also be available on the Company's website, [www.rdbindia.com](http://www.rdbindia.com).

## NOTICE (Contd.)

rdbindia.com, websites of the Stock Exchanges, i.e. BSE Limited and Calcutta Stock Exchange Limited, at www.bseindia.com and www.cse-india.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>

11. 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 2012-13 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 31<sup>st</sup> March, 2013 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.

12. 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.
13. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
14. 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, 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. Instructions for remote e-Voting (before and at the AGM) and attending the AGM through VC/OAVM

### A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Saturday, 26<sup>th</sup> September, 2020 (9:00 a.m. IST) and ends on Monday, 28<sup>th</sup> September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 22<sup>nd</sup> September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.



**NOTICE** (Contd.)

- iii. Members desiring to vote through remote e-Voting may refer to the following steps:

**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

**NOTICE (Contd.)**

request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- 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.

**B. Instructions for Members for e-Voting on the day of the AGM:**

- a) Members may follow the same procedure for e-Voting at the AGM as mentioned above for remote e-Voting.

- b) Only those Members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through e-Voting System in the AGM.
- c) The Members who have cast their vote by remote e-Voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**C. Instructions for Members for attending the AGM through VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
3. Members may join the Meeting through their desktops/Laptops/ Smart phones, etc. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.

## NOTICE (Contd.)

4. Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at **secretarial@rdbindia.com** on or before 5.00 p.m. (IST) on Saturday, 26<sup>th</sup> September, 2020. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.
5. Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at **secretarial@rdbindia.com** between 9.00 a.m. (IST) on Thursday, 24<sup>th</sup> September, 2020 and 5.00 p.m. (IST) on Saturday, 26<sup>th</sup> September, 2020. Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.
6. Members may note that facility of joining the AGM through VC/OAVM provided by NSDL allows participation of at least 1000 members on first-come-first-served-basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served-basis.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility.

## 18. General Guidelines for shareholders

- i. 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.
- ii. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800- 222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- iii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> September, 2020. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- iv. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, 22<sup>nd</sup> September, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).  
  
However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- v. 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 or casting vote through e-Voting system at the meeting.
- vi. In case of joint holders, the Member whose name appears as the first holder in the order of

**NOTICE** *(Contd.)*

- names as per the Register of Members of the Company will be entitled to vote at the AGM.
- vii. Ms. Prachi Todi (Membership No. A53022, C.P No. 22964), Company Secretary in Whole time Practice has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
  - viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting 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, and submit the Report to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - ix. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rdbindia.com](http://www.rdbindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>. The Company shall simultaneously forward the results to the BSE Limited and CSE Limited, where the shares of the Company are listed.

**NOTICE** (Contd.)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**ITEM 3**

The Board of Directors of the Company ('the Board') at the meeting held on 26<sup>th</sup> September, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed in terms of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Sarthak Garg (DIN: 08284837) as an Additional Non-Executive Director of the Company with effect from 26<sup>th</sup> September, 2019, whose shall hold office up to this Annual General Meeting. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sarthak Garg (DIN: 08284837) for the office of the Director of the Company. The notice is available for inspection by the members in electronic mode.

The Company has received from Mr. Sarthak Garg (i) consent to act as Director, if appointed, in writing in Form

DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

Your Directors recommend and seek your approval to the said resolution as set out in the Notice.

A brief profile of proposed Director is provided as Annexure to this Notice. Mr. Sarthak Garg does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

Mr. Sarthak Garg and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

**ANNEXURE TO ITEM NOS. 2 AND 3 OF THE NOTICE**

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

Name of the Director	Mr. Pradeep Kumar Pugalia	Mr. Sarthak Garg
DIN	00501351	08284837
Date of Birth and Age	18 <sup>th</sup> July, 1975 Age: 45 years	18 <sup>th</sup> July 1996 Age: 24 years
Nationality	Indian	Indian
Date of first appointment on the Board of Directors of the Company	24 <sup>th</sup> June, 2010	26 <sup>th</sup> September, 2019
Qualifications	Graduate	Bachelor in Industrial Engineering and Technology Management
Experience (including nature of expertise in specific functional areas)/ Brief Resume	He has a rich experience of over 21 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 8 years.	Mr. Sarthak is an alumni of University of Hong Kong, HKSAR in the field of Industrial Engineering & Technology Management and Finance. He has a good understanding of international markets and has visited more than twenty countries. Further, he also has an experience of working as a global business head in a Real Estate and Infrastructure Company. His association with the Company will enable it to help pursue EPC contracts aggressively, and to give a boost to sales, marketing and execution of the projects.
Number of shares held in the Company	Nil	Nil

**NOTICE** (Contd.)

List of directorships held in other companies	1. Bhagwati Plastoworks Private Limited 2. Loka Properties Pvt Ltd 3. Ritudhan Suppliers Private Limited 4. Swapno Vanijya Private Limited 5. Raj Construction Projects Private Limited 6. Sumangal Nirman Pvt Ltd 7. Concast Infrastructure Private Limited 8. S J S Nirman Pvt Ltd 9. Rdb Real Estate Constructions Limited 10. Ankur Constructions Pvt Ltd	1. Pecumer Global Private Limited
Chairman/Member of the Committees of the Boards of the other companies in which he is Director	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None
Number of meetings of the Board attended during the year 2019-20	8 (Eight)	3 (Three)
Terms and conditions of Appointment/ Re-appointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	The Details of remuneration paid to Mr. Pradeep Kumar Pugalia during the financial year 2019-20 is ₹ 10,04,097.	Nil



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Fourteenth Annual Report on the business and operations of your Company ("the Company") together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

### FINANCIAL SUMMARY

A summary of Standalone and Consolidated Financial Results of the Company for the year ended 31<sup>st</sup> March, 2020 is given below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Total Income	3913.23	2570.26	4516.05	3856.81
Less: Expenses	(3510.09)	(2173.67)	(3537.38)	(2938.66)
<b>Profit before Interest and Depreciation</b>	<b>403.14</b>	<b>396.59</b>	<b>978.67</b>	<b>918.15</b>
Less: a) Interest	(65.91)	(243.59)	(129.89)	(378.56)
b) Depreciation & Amortisation	(62.62)	(52.79)	(72.19)	(63.01)
<b>Profit before taxation</b>	<b>274.61</b>	<b>100.21</b>	<b>776.59</b>	<b>476.58</b>
Less: Provisions for current tax and deferred tax	(63.26)	(16.71)	(187.99)	(156.42)
<b>Profit After Tax</b>	<b>211.35</b>	<b>83.5</b>	<b>588.60</b>	<b>320.16</b>
Add: Other Comprehensive Income	(93.61)	9.14	(93.61)	9.14
Add: Share of Profit/(Loss) in Associates	-	--	5.86	1.19
Less: Minority Adjustment	-	--	(26.77)	(4.97)
<b>Profit After Tax after minority adjustments</b>	<b>117.74</b>	<b>92.64</b>	<b>474.08</b>	<b>325.52</b>
Add: Balance brought forward from last year	3212.04	3119.40	5916.73	5591.21
<b>Balance available for appropriations</b>	<b>3329.78</b>	<b>3212.04</b>	<b>6390.81</b>	<b>5916.73</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>3329.78</b>	<b>3212.04</b>	<b>6390.81</b>	<b>5916.73</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 57,979 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 ₹ 117.74 Lakhs for the year ended 31<sup>st</sup> March, 2020 against a net profit of

₹ 92.64 Lakhs in the previous year. Total Revenue stands at ₹ 3913.23 Lakhs for the year ended 31<sup>st</sup> March, 2020 and ₹ 2570.26 Lakhs for the year ended 31<sup>st</sup> March, 2019.

The consolidated net profit of the Company is Rs. 474.08 Lakhs for the year ended 31<sup>st</sup> March, 2020 against a net profit of ₹ 325.52 Lakhs in the previous year. Consolidated Revenue stands at ₹ 4516.05 Lakhs for the year ended 31<sup>st</sup> March, 2020 and ₹ 3856.81 Lakhs for the year ended 31<sup>st</sup> March, 2019.

### 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 2019-20.

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

## DIRECTORS' REPORT (Contd.)

### SHARE CAPITAL

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

### 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, 2020, 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.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)

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

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

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

### COVID 19

The Business operation of the Company was disturbed since the declaration of lockdown, which will impact the financial position of the Company due to closure of construction activities. The offices and other construction activities were shut down during lock down phase. Operations has been resumed at the construction sites which are located in non containment zones after complying with all the requirement related to Social Distancing and mandatory to wear facemask, face cover and have proper sanitizations with proper interval with reduced work force. As part of the precautionary measures undertaken by the Company, employees have been advised to work from home to the extent feasible. The Company does not foresee any significant impact in respect of its existing contracts and agreements where the non-fulfillment of obligations by any party would lead to any material financial claim.

### 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, 2020, 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.

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

### **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, Mr. Pradeep Kumar Pugalia (DIN: 00501351) shall retire by rotation at the ensuing Annual General Meeting ("**AGM**") and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment at the ensuing AGM.

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

##### **Appointment of Directors**

During the year under review, Mr. Sarthak Garg (DIN: 08284837) was appointed as an Additional Director of the Company in the Non-Executive Professional category with effect from 26<sup>th</sup> September, 2019.

In terms of Section 161, 150, 152 and all other applicable provisions of the Act and the Listing Regulations the Board of Directors of the Company, pursuant to the recommendations of the Nomination & Remuneration Committee at their meeting held on 15<sup>th</sup> July, 2020 decided to place the proposal for appointment of Mr. Sarthak Garg (DIN: 08284837) as a Non-Executive Director of the Company, at the ensuing AGM, whose period of office shall be liable to retire by rotation.

The Director has given his consent to be appointed.

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.

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

During the year under review, 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 17<sup>th</sup> April, 2019. Pursuant to his resignation, he also ceased to be the Key Managerial Personnel of the Company.

During the year under review, Ms. Prachi Todi, Company Secretary of the Company had resigned from the Post of Company Secretary & Compliance officer of the Company w.e.f 29<sup>th</sup> February, 2020.

Mr. Ritesh Kumar Jha was appointed as Company Secretary & Compliance officer of the Company w.e.f 16.03.2020.

Except for the above, there were no changes in the whole time Key Managerial Personnel during the financial year under review.

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

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

## 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 eight times during the year under review on 17th April, 2019; 24th May, 2019; 14th August, 2019; 16th September, 2019; 26th September, 2019, 14th November, 2019; 14th February, 2020 and 16th March, 2020 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 27<sup>th</sup> July, 2018 has formed a Committee of Directors pursuant to the provisions of Section 179 of the Act. The composition, terms of reference and details of the Meetings of Committee of Directors has been furnished in the Corporate Governance Report which forms part of this Annual Report.

### **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 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



## DIRECTORS' REPORT *(Contd.)*

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 2019-20, 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 2019-20 with related parties were in the ordinary course of business and at arm's length basis and in compliance with the applicable provisions of the Act and the Listing Regulations. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions. Accordingly, the disclosure required under Section 134(3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is not applicable to the Company.

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

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

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS**

### **PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

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

### **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with the rules made 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 2011-2012, amounting to Rs. 2,15,955/- was transferred to the IEPF on 13<sup>th</sup> September, 2019. Further, pursuant to the provisions of Section 124 of the Act, 7,338 (seven thousand three hundred thirty-eight) fully paid shares of Rs. 10/- each, in respect of which the dividend was unclaimed for seven consecutive years, were also transferred to the IEPF.

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

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

Pursuant to the provisions of the Act and the Listing Regulations, the Board of Directors of the Company had



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

appointed Mr. Ritesh Kumar Jha, Company Secretary & Compliance Officer of the Company to act as the Nodal Officer for the purpose of communication with the IEPF Authority.

### **AUDIT AND AUDITORS**

#### **Statutory Auditors**

M/s. L B Jha & Co., Chartered Accountants (Firm Registration No. 301088E), the Statutory Auditor of the Company have conducted the Statutory Audit for the financial year 2019-20. The Independent Auditors Report for the financial year ended 31st March, 2020 forms part of this Annual Report.

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

However the Statutory Auditor of the Company has given qualification report on the audit of the consolidated financial result because of the financial statement does not include financial statement of one LLP of which the company is partner.

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

#### **Secretarial Auditors**

Pursuant to Section 204 of the Act, the Company had appointed M/s. MR & Associates, Company Secretaries, to conduct the Secretarial Audit of the Company for the financial year 2019-20. 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 2019-20 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 2019-20 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(2) (e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is presented in a separate section and is annexed to this report as **Annexure - 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

## DIRECTORS' REPORT *(Contd.)*

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, 2020.

#### Material Changes and Commitments after the Balance Sheet date between the end of the Financial Year 2019-20 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, 2020 and date of this Report i.e. 15<sup>th</sup> July, 2020.

### 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.

### Cost Audit

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

### ACKNOWLEDGEMENTS

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

#### For and on behalf of the Board

Place: Kolkata

Date: 15<sup>th</sup> July, 2020

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 31<sup>st</sup> March, 2020**

[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@nicetechpl.com">nichetechpl@nicetechpl.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	79.44%

**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 (Body Corporate)	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-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% 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	4453710	0	4453710	25.769	4453710	0	4453710	25.769	0.000
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	8337447	0	8337447	48.240	8337447	0	8337447	48.240	0.000
e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A)(1)</b>	12791157	-	12791157	74.008	12791157	-	12791157	74.008	0.00
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
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>	12791157	-	12791157	74.008	12791157	-	12791157	74.008	0.000
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
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>	-	-	-	-	-	-	-	-	-
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1497963	16600	1514563	8.763	1512781	16500	1529281	8.848	0.085
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1138251	117967	1256218	7.268	1146591	107454	1254045	7.256	-0.012
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1375222	19500	1394722	8.070	1437711	19500	1457211	8.431	0.361
c) Others (specify)									
Non Resident Indians	16464	-	16464	0.095	15453	-	15453	0.089	-0.06
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	176587	-	176587	1.022	95226	-	95226	0.551	-0.471
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies – D. R.	-	-	-	-	-	-	-	-	-
IEPF Authority	133689	-	133689	0.774	141027	-	141027	0.816	0.042
<b>Sub-total (B)(2)</b>	4338176	154067	4492243	25.992	4348789	143454	4492243	25.992	0.000
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>4338176</b>	<b>154067</b>	<b>4492243</b>	<b>25.992</b>	<b>4348789</b>	<b>143454</b>	<b>4492243</b>	<b>25.992</b>	<b>0.000</b>



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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>17129333</b>	<b>154067</b>	<b>17283400</b>	<b>100.00</b>	<b>17139946</b>	<b>143454</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	0.000	375000	2.170	0.000	0.000
2	BFM Industries Limited	3248600	18.796	0.000	3248600	18.796	0.000	0.000
3	Khatod Investments & Finance Company Ltd	2960625	17.130	0.000	2960625	17.130	0.000	0.000
4	Kusum Devi Dugar	5000	0.029	0.000	5000	0.029	0.000	0.000
5	Loka Properties Private Limited	377100	2.182	0.000	377100	2.182	0.000	0.000
6	NTC Industries Limited	1260000	7.290	0.000	1260000	7.290	0.000	0.000
7	Rekha Jhabak	2950	0.017	0.000	2950	0.017	0.000	0.000
8	Sheetal Dugar	1639882	9.488	0.000	1639882	9.488	0.000	0.000
9	Sunder Lal Dugar	620700	3.591	0.000	620700	3.591	0.000	0.000
10	Sunder Lal Dugar <sup>(1)</sup>	67200	0.389	0.000	67200	0.389	0.000	0.000
11	Vinod Dugar <sup>(2)</sup>	46400	0.268	0.000	46400	0.268	0.000	0.000
12	Vinod Dugar	2071523	11.986	0.000	2071523	11.986	0.000	0.000
13	Yashashwi Dugar	55	0.000	0.000	55	0.000	0.000	0.000
14	YMS Finance Private Limited <sup>(3)</sup>	116122	0.672	0.000	116122	0.672	0.000	0.000
<b>Total</b>		<b>12791157</b>	<b>74.008</b>	<b>0.000</b>	<b>12791157</b>	<b>74.008</b>	<b>0.000</b>	<b>0.000</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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2950	0.017
8	<b>SHEETAL DUGAR</b>				
	a) At the Beginning of the Year	1639882	9.488		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1639882	9.488

**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
9	<b>SUNDER LAL DUGAR</b>				
	a) At the Beginning of the Year	620700	3.591		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			46400	0.268
12	<b>VINOD DUGAR</b>				
	a) At the Beginning of the Year	2071523	11.986		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2071523	11.986
13	<b>YASHASHWI DUGAR</b>				
	a) At the Beginning of the Year	55	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			116122	0.672
	<b>TOTAL</b>	<b>12791157</b>	<b>74.008</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.

**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	705844	4.084		
	b) Changes during the year				
	<b>DateReason</b>				
	20/12/2019 Transfer	- 10000	0.058	695844	4.026
	c) At the End of the Year			695844	4.026

**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
2	<b>DIANA COMMODEAL PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	75000	0.434		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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	133689	0.774		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	DateReason				
	04/10/2019 Transfer	7338	0.042	140717	0.814
	c) At the End of the Year			141027	0.816
4	<b>JHILIK PROMOTERS AND FINCON PRIVATE LIMITED</b>				
	a) At the Beginning of the Year	262000	1.516		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			262000	1.516
5	<b>MANISHA PINCHA</b>				
	a) At the Beginning of the Year	155725	0.901		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			155725	0.901
6	<b>SANJAY KUMAR AGARWAL HUF</b>				
	a) At the Beginning of the Year	65800	0.381		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			65800	0.381
7	<b>SHALINI AGARWAL</b>				
	a) At the Beginning of the Year	75320	0.436		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			75320	0.436
8	<b>SHRUTI KOTHARI</b>				
	a) At the Beginning of the Year	80000	0.463		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			80000	0.463
9	<b>SUNIL KUMAR AGARWAL HUF</b>				
	a) At the Beginning of the Year	76633	0.443		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			76633	0.443

**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
10	<b>TANTIA FINANCIAL SERVICES LTD</b>				
	a) At the Beginning of the Year	124493	0.720		
	<b>b) Changes during the year</b>				
	<b>DateReason</b>				
	31/01/2020Transfer	-10000	0.058	114493	0.662
	06/03/2020Transfer	-6900	0.040	107593	0.623
	c) At the End of the Year			107593	0.623
	<b>TOTAL</b>	<b>1754504</b>	<b>10.151</b>	<b>1734942</b>	<b>10.038</b>

**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	620700	3.591		
	Date wise Increase / Decrease				
	At the end of the year			0	0.00
2	<b>Mrs. Kusum Devi Dugar</b>				
	At the beginning of the year	5000	0.029		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			5000	0.029
3	<b>Mr. Ravi Prakash Pincha</b>				
	At the beginning of the year	5600	0.032		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			5600	0.032
4.	<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			-	-
5.	<b>Mr. Sharad Kumar Bachhawat</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</b>				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease		[NO CHANGES DURING THE YEAR]		
	At the end of the year			-	-
9.	<b>Mr. Sarthak Garg**</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
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>Ms. Prachi Todi<sup>#</sup></b>				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]			
	At the end of the year			-	-
12.	<b>Mr. Ritesh Kumar Jha<sup>##</sup></b>				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease	[NO CHANGES DURING THE YEAR]			
	At the end of the year			-	-

\*Mr. Sunder Lal Dugar Resigned on 17.04.2019

\*\* Mr. Sarthak Garg appointed as Additional Director (Non-executive category) on 26.09.2019.

# Ms. Prachi Todi resigned w.e.f 29.02.2020

## Mr. Ritesh Kumar Jha appointed as a Company Secretary w.e.f. 16.03.2020

### 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	167.63	2501.7	0	2669.33
ii) Interest due but not paid	0.31	117.74	0	118.05
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>167.94</b>	<b>2619.44</b>	<b>0</b>	<b>2755.82</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	3664.19	1339.84	0	5004.03
* Reduction	3736.2	1436.78	0	5172.98
<b>Net Change</b>	<b>(72.01)</b>	<b>(96.94)</b>	<b>0</b>	<b>(168.95)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	95.62	2428.39	0	2524.01
ii) Interest due but not paid	0	94.11	0	94.11
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>95.62</b>	<b>2522.5</b>	<b>0</b>	<b>2618.12</b>

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)****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	-	9,00,000	9,00,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	104097	104097
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	-	-	-
5	Others	-	-	-
	Contribution towards Provident and/or other Funds	-	-	-
<b>Total (A)</b>		-	<b>10,04,097</b>	<b>10,04,097</b>
<b>Ceiling as per the Act</b>		Appointed under I provision of Table A of Section II of Part-II of Schedule V		

\* Mr. Sunder Lal Dugar, Managing Director &amp; Chairman of the Company resigned w.e.f. 17.04.2019

**B. Remuneration to other Directors**

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Ravi Prakash Pincha	Mr. Sharad Kumar Bachhawat	Mr. Aditya Ravinder Kumar Mehra	
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>				
		Mrs. Kusum Devi Dugar	Mr. Sarthak Garg*		
	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</b>		Remuneration Paid as per I provision of Table A of Section 2 of Part-II of Schedule V			

\* Mr. Sarthak Garg appointed as Additional Director (Non-executive category) on 26.09.2019

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Anil Kumar Apat (CFO)	Ms. Prachi Todi (CS) <sup>(1)</sup>	Mr. Ritesh Kumar Jha (CS) <sup>(2)</sup>	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,65,150	3,29,033	15,484	12,09,667
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	6,050	--	--	6,050
	(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>8,71,200</b>	<b>3,29,033</b>	<b>15,484</b>	<b>12,15,717</b>

<sup>(1)</sup>Ceased to be a Company Secretary w.e.f 29.02.2020

<sup>(2)</sup>Appointed as a Company Secretary w.e.f 16.03.2020

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: There were no Penalties/ Punishment/ Compounding of Offences for the year ending March 31, 2020 under the said provisions.**

**For and on behalf of the Board**

Place: Kolkata  
Date: 15<sup>th</sup> July, 2020

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

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

**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: ₹ 88,72,537
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 1,77,451
5. Details of CSR spent during the financial year:
- (a) Total amount spent for the year: ₹ 2,00,000
- (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.	2,00,000	₹ 2,00,000 by way of contribution/ donation to Sri S.L. Dugar Charitable Trust.	2,00,000	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>2,00,000</b>		<b>2,00,000</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.

Sd/-

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

Sd/-

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

# ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

## Annexure - 3

### A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2019-20

- 1) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company as on the financial year ended March 31<sup>st</sup>, 2020:

Sl. No.	Name of the Directors/KMPs and designation	Remuneration of Directors/KMPs for the financial year 2019-20 (Rs. in Lakhs)	% increase in Remuneration in the financial year 2019-20	Ratio of Remuneration of each Directors to the median remuneration of the employees
1.	<b>Sunder Lal Dugar</b> Chairman & Managing Director <sup>(1)</sup>	-	-	-
2.	<b>Pradeep Kumar Pugalia</b> Whole-time Director	10.04	0.57%	2.24
3.	<b>Anil Kumar Apat</b> Chief Financial Officer	8.71	0.34%	-
4.	<b>Prachi Todi</b> Company Secretary & Compliance Officer <sup>(2)</sup>	3.29	-	-
5.	<b>Ritesh Kumar Jha</b> Company Secretary & Compliance Officer <sup>(3)</sup>	.15	-	-

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

<sup>(2)</sup> (ceased as a Company Secretary w.e.f. 29-02-2020)

<sup>(3)</sup> (appointed as a Company Secretary w.e.f. 16-03-2020)

- 2) **The percentage increase in the median remuneration of the employees\* as on the financial year ended March 31<sup>st</sup> 2020-** There was a decrease of (18.67) % in the median remuneration of the employees\* as on financial year ended March 31<sup>st</sup> 2020.
- 3) **The number of permanent employees on the rolls of the Company as on the financial year ended March 31<sup>st</sup>, 2020-** There were 10 (Ten) permanent employees\* on the rolls of company as on 31<sup>st</sup> March, 2020.
- 4) **Average percentage increase already made in the salaries of employees other than Managerial Personnel in the financial year 2019-20 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)	-0.25%
Average increase in the remuneration of managerial personnel (Refer Note)	0.23%
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 2018-19 and 2019-20 respectively.*

### 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 2018-19 and 2019-20 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 2019-20**

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 31<sup>st</sup>, 2020 is tabled hereunder:

Sl No.	Name	Designation	Age (Years)	Remuneration	Qualifications	Experience in years	Date of Commencement of Employment	Previous Employment
1	Pradeep Kumar Pugalia	Whole time Director	45	10,04,097/-	Under-Graduate	41	24.06.2010	RDB Industries Ltd.
2	Anil Kumar Apat	Chief Financial Officer	52	8,71,200/-	Graduate	26	11.02.2015	RDB Industries Ltd.
3	Manish Savani	Accountant	43	6,00,000/-	B.COM, LLB	21	01.04.2018	Darshan Developers
4	Bhaskar Talukdar	Project Manager	55	4,84,796/-	B.A (Hons)	13	01.06.2014	State Bank of India
5	Rakesh Bihari	Senior Project Manager	47	4,46,800/-	BE (Civil)	25	01.04.2019	Lalita Construction
6	Bidyut Dey	Chief Accountant	46	3,79,508/-	B.COM	23	01.04.2009	RDB Industries Ltd.
7	Sk Matiur Rahaman	Supervisor	60	2,61,360/-	--	25	01.04.2019	--
8	Paromita Panda	Head of Legal Department	40	1,41,157/-	B.A. LLB	10	01.11.2019	EMC Ltd
9	Sanjay Kumar Rai	Site Supervisor	35	57,600/-	Post Graduate	6	01.04.2019	Gannan Dunkerley & Co Ltd
10	Ritesh Kumar Jha	Company Secretary & Compliance Office	31	15,484/-	CS	4	16.03.2020	BDJ Group

**Notes:**

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

For and on behalf of the Board

Sd/-

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

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)

Place: Kolkata

Date: 15<sup>th</sup> July, 2020

**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.	Nil
Expenditure incurred on Research & Development Benefit	

**C FOREIGN EXCHANGE EARNINGS AND OUTGO**

Total Foreign Exchange earned and used	(₹)	
	2019-20	2018-19
(a) Foreign Exchange earned	Nil	Nil
(b) Foreign Exchange used	Nil	Nil

**For and on behalf of the Board**

Place: Kolkata  
Date: 15<sup>th</sup> July, 2020

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

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

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

Annexure - 5

*MR & I Associates*  
**Company Secretaries**  
**46, B. B. Ganguly Street,**  
**Kolkata-700012**  
**Telephone No: 033 2237 9517**  
**Email : goenkamohan@gmail.com**

**Form No. MR - 3****SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[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, 2020 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, 2020 according to the provisions of:
  - i) The Companies Act, 2013 (the Act), amendments and the rules made thereunder;
  - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations/ guidelines/ circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, there were no actions/ events in pursuance of,

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India

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

(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, 2018.
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

We further report that having regard to the compliance system prevailing in the Company we have relied upon the representation made by the Management, for compliance with the specific applicable laws like.

- (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 of the Company at the AGM held on 20.09.2019 for the following matters:

- (i) re-appointment of Mr. Pradeep Kumar Pugalia 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.
- (ii) appointment of Mr. Sharad Kumar Bachhawat as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 19.01.2019 to 18.01.2024;
- (iii) appointment of Mr. Aditya Ravinder Kumar Mehra as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 15.03.2019 to 14.03.2024;

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

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

**For M R & Associates  
Company Secretaries**

**[Sneha Khaitan]  
Partner**

**ACS No.:A34458**

**C P No.:14929**

**UDIN : A034458B000376580**

**Place : Kolkata  
Date : 15.07.2020**

**ANNEXURE TO THE DIRECTORS' REPORT (Contd.)****"ANNEXURE – A"**

**(TO THE SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020)**

**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**

**[Sneha Khaitan]  
Partner**

**ACS No.:A34458**

**C P No.:14929**

**UDIN : A034458B000376580**

**Place : Kolkata  
Date : 15.07.2020**

*Note : The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a strict 21-day lockdown which was further extended across the country to contain the spread of the virus. Due to COVID-19 pandemic impact, the documents were obtained through electronic mode and verified with requirements. It is further stated that due to the pandemic situation cause by COVID-19, few intimations made to Stock Exchanges under relevant SEBI Regulations and compliances under the Companies Act 2013 read with relevant rules were within the extended period and relaxations granted by respective regulatory authorities.*



## 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 31-03-2020. 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	0	No	-	--	--
Mrs. Kusum Devi Dugar	00559322	Director	Promoter, Non-executive	8	Yes	2	--	--
Mr. Pradeep Kumar Pugalia	00501351	Whole-time Director	Executive	8	Yes	2	--	--
Mr. Ravi Prakash Pincha	00094695	Director	Independent, Non-executive	8	Yes	4	1	Krypton Industries Ltd – Non – Executive & Independent
Mr. Sharad Kumar Bachhawat	05161130	Director	Independent, Non-executive	8	Yes	2	2 (1 as a chairman)	RDB Rasayans Ltd – Non – Executive & Independent
Mr. Aditya Ravinder Kumar Mehra	00984678	Director	Independent, Non-executive	2	No	1	--	--
Mr. Sarthak Garg #	08284837	Additional Director	Non-executive Director	3	No	1	--	--

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

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

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

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

# Mr. Sarthak Garg (DIN: 08284837) was appointed as Non-Executive Director w.e.f. 26<sup>th</sup> September, 2019.

### Notes:

1. The Directorship/Committee membership is based on the Disclosures received from the Directors as on 31<sup>st</sup> March, 2020.
2. None of the Directors hold Directorships in more than 20 companies pursuant to Section 165(1) of the Act.
3. None of the Directors hold Membership and/or Chairmanship of any Committee exceeding 10 Companies and/or 5 Companies respectively as per Regulation 26(1) of the Listing Regulations.
4. All Independent Directors have confirmed their Independence to the Company in accordance with the provisions of the Act and the Listing Regulations.

Mr. Pradeep Kumar Pugalia 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.

### Board Meetings and Directors attendance record

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

During the financial year 2019-20, the Board met eight (08) 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	17.04.2019	6	4
2	24.05.2019	5	5
3	14.08.2019	5	5
4	16.09.2019	5	4
5	26.09.2019	5	4
6	14.11.2019	6	5
7	14.02.2020	6	5
8	16.03.2020	6	4

### 3. INDEPENDENT DIRECTOR

#### Meetings of Independent Directors

Pursuant to the provisions of the Act, read with Schedule IV and in terms of Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, a separate Meeting of Independent Directors was held on 14<sup>th</sup> February, 2020. The Meeting was attended by Mr. Sharad Kumar Bachhawat and Mr. Ravi Prakash Pincha. Leave of absence was granted to Mr. Aditya Ravinder Kumar Mehra for his inability to attend the Meeting. Mr. Sharad Kumar Bachhawat was elected as the Lead Independent Director. The matters discussed at the Meeting of Independent Directors, inter-alia, included a review of the performance of Non-Independent Directors and the Board as a whole, review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors and the assessment of the quality, quantity

## REPORT ON CORPORATE GOVERNANCE (Contd.)

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	✓	✓	✓		✓	✓	✓
Mr. Sharad Kumar Bachhawat	✓	✓	✓	✓	✓		✓
Mr. Aditya Ravinder Kumar Mehra	✓	✓	✓	✓	✓		✓
Mr. Sarthak Garg *	✓	✓			✓	✓	✓

\*appointed as a Director with effect from 26-09-2019

**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 MR. SUNDER LAL DUGAR

During the year under review, Mr. Sunder Lal Dugar (DIN: 00007638) had resigned from the post of Chairman and Managing Director of the Company with effect from 17th April, 2019 due to health issue. The Mr. Sunder Lal Dugar has also confirmed that there are no other material reasons other than that provided above.

### 6. COMMITTEES OF THE BOARD

As on 31st March, 2020, 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.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

The details of the Committees as on 31<sup>st</sup> March, 2020 are as under:-

### A. Audit Committee

#### Terms of Reference

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

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same ;
  - c) Major accounting entries involving estimates based on the exercise of judgement by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings ;
  - e) Compliance with listing and other legal requirements relating to financial statements ;
  - f) Disclosure of any related party transactions ;
  - g) Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval ;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter
- vii. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

## REPORT ON CORPORATE GOVERNANCE (Contd.)

- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower Mechanism;
- xix. Approval of appointment of Chief Financial Officer (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Reviewing the utilization of loans/or advances from/ investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments. Examining the financial statement and the auditor's report thereon;
- xxi. Monitoring the end use of funds raised through public offers and related matters;
- xxii. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- xxiii. To review –
  - a) Management discussion and analysis of financial condition and results of operations;
  - b) Statement of significant related party transactions, submitted by the management;
  - c) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
  - d) Internal Audit Report relating to internal control weaknesses, etc.
  - e) Secretarial Audit Report relating to suspected fraud or irregularity or a failure of compliance of any legislation.
  - f) Review the appointment, removal and terms of remuneration of the chief internal auditor.

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

### Composition & Meetings

As on March 31, 2020, the Committee comprised of three Directors out of which two including the Chairman were Independent Directors. During the financial year ended 31st March, 2020, the Audit Committee met five (5) times on 24th May, 2019; 14th August, 2019; 16th September, 2019; 14th November, 2019 and on 14th February, 2020.

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

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

### B. Stakeholders' Relationship Committee

#### Terms of Reference

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

1. Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.



## REPORT ON CORPORATE GOVERNANCE (Contd.)

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

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

### Details of Shareholders' Complaints:

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

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

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

### Composition & Meetings

As on 31<sup>st</sup> March, 2020, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. During the financial year ended 31<sup>st</sup> March, 2020, the Committee met Four (04) times on 24<sup>th</sup> May, 2019; 14<sup>th</sup> August, 2019; 14<sup>th</sup> November, 2019; 14<sup>th</sup> February, 2020.

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

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

## C. Nomination & Remuneration Committee

### Terms of Reference

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- b) Formulation of criteria for evaluation of performance of independent directors and the board of directors

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

- c) Devising a policy on diversity of board of directors
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- e) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f) To recommend to the Board, all remuneration, in whatever form, payable to senior management.
- g) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable.

### Composition & Meetings

As on 31<sup>st</sup> March, 2020, the Committee comprised of three Directors and was headed by a Non-executive Independent Chairman. The Committee met four (04) times during the financial year on 24<sup>th</sup> May, 2019; 26<sup>th</sup> September, 2019; 14<sup>th</sup> February, 2020; and 16<sup>th</sup> March, 2020.

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

Sl. No.	Name	Category	Designation	No. of Meetings Attended
1.	Mr. Sharad Kumar Bachhawat	Non-executive Independent	Chairman	4
2.	Mr. Ravi Prakash Pincha	Non-executive Independent	Member	4
3.	Mr. Aditya Ravinder Kumar Mehra	Non-executive Independent	Member	2

### Nomination & Remuneration Policy

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

### Details of Remuneration of the Directors for the financial year ended 31<sup>st</sup> March, 2020

Director	Salary	Perquisites and other Benefits	Contribution towards Provident and/or other Funds	Performance bonus/ Commission	Sitting Fees	Total
Mr. Pradeep Kumar Pugalia	9,00,000	1,04,097	-	-	-	10,04,097

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 2019-20.

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

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

### Details of Fixed Components and Performance Linked Incentives

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Service Contract, Notice Period and Severance Fees

During the year under review, there were no service contracts, notice period and severance fees paid.

### Performance Evaluation of Directors

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

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

## D. Corporate Social Responsibility Committee

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

1. 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.
2. Recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company to discharge its Corporate Social Responsibility.
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 24th May, 2019 and 14th February, 2020 during the financial year 2019-20.

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

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

### Corporate Social Responsibility Contribution

In terms of Section 135 of the Act, read with the rules made thereunder, at least 2% of average net profits of last three financial years should be expended on CSR activities. The Company has contributed an amount of **Rs. 2,00,000/-** 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, 2020 is attached as Annexure - 2 to the Board's Report.

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### E. Committee of Directors

#### Terms of Reference

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

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

#### Composition & Meetings

The Board of Directors of the Company, at its Meeting held on 27th July, 2018 has formed a Committee of Directors pursuant to the provisions of Section 179 of the Act. During the financial year ended 31st March, 2020, the Committee met Five times on 18th June, 2019; 20th August, 2019, 12th November, 2019, 18th December, 2019 and 5th February, 2020.

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

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

### 7. SUBSIDIARY COMPANY

As on 31<sup>st</sup> March, 2020, 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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

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
2018-19	13 <sup>th</sup> A.G.M.	Friday 20.09.2019	10.30 A.M.	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	Re-appointment of Mr. Pradeep Kumar Pugalia as a whole time Director
2017-18	12 <sup>th</sup> A.G.M.	Tuesday 18.09.2018	10.00 A.M.	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	1. Re-appointment of Mr. Ravi Prakash Pincha as an Independent Director; 2. Re-appointment of Mr. Om Prakash Rathi as an Independent Director.
2016-17	11 <sup>th</sup> A.G.M.	Wednesday 06.09.2017	10.00 A.M.	Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017	Nil

- B. **Extra Ordinary General Meeting:** No Extraordinary General Meeting was held during the financial year 2019-20.
- C. **Postal Ballot:** No Special Resolution was passed through Postal Ballot during the financial year 2019-20. 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.

## REPORT ON CORPORATE GOVERNANCE (Contd.)

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

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

### b) Statutory Compliances

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

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

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

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

- (i) The Board: The Company is headed by the Executive Chairperson.
- (ii) Shareholder Rights: The official news release and other related information, if any, are displayed on the website of the Company. These are not sent individually to the Shareholders.
- (iii) **Audit Qualifications:** The Company is pleased to inform that there is no qualification/reservation/adverse remark made by the Statutory Auditors in their report on the audit of the standalone financial results.  
  
However the Statutory Auditor of the Company has given qualification report on the audit of the consolidated financial result because of the financial statement does not include financial statement of one LLP of which the company is partner.  
  
The Board Clarifies that the financial statement of the aforesaid LLP could not be prepared within the stipulated time due to the lockdown imposed by the Government and the subsequent disturbances caused in the operations.
- (iv) Reporting of Internal Auditor: The Internal Auditor may report directly to the Audit Committee as and when required.

### d) Disclosure of Accounting Treatment

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

### e) Subsidiary Monitoring Framework

All the Subsidiaries of the Company are managed by their respective Boards having rights and obligations to manage such companies in the best interest of their stakeholders. The Company notes the workings of its subsidiaries by following means:

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

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



## REPORT ON CORPORATE GOVERNANCE (Contd.)

### f) Whistle Blower Policy/Vigil Mechanism

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

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

### g) Compliance Certificate of the Auditors

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

It is noted that none of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/Chairman of Audit Committee has not received any complaint during the financial year ended 31<sup>st</sup> March, 2020.

### h) Certificate from Company Secretary in Practice

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

### i) Risk Management Policy

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing 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 2019-20.

### 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 ₹ 1,30,000/- (Rupees One Lakh Thirty Thousand) for the financial year ended 31<sup>st</sup> March, 2020.

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

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

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

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

### 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.

The Quarterly Unaudited Financial Results and Annual Audited Financial Results are disseminated to the Stock Exchanges where the Company is listed, immediately after the conclusion of the Board Meetings in which the Financial Results are approved. These results are also displayed on the website of the Company, [www.rdbindia.com](http://www.rdbindia.com) and are published in widely circulated newspapers viz. The Financial Express in English and Duranta Barta in Bengali.

The Company has designated an e-mail id as [investors@rdbindia.com](mailto:investors@rdbindia.com) especially for its investors to report any grievances.

Official news releases, if any, are displayed on the Company's website.

The Company has not made any presentations to institutional investors or to the analysts.

- (a) Annual Report containing, inter-alia, Directors' Report, Auditors' Report, Audited Annual Accounts and other important information is circulated to Members and others entitled thereto.

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

### 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</b>	Tuesday, 29 <sup>th</sup> Day of September, 2020 at 10.30 AM
<b>Venue</b>	To be held through Video Conference ("VC") or Other Audio Visual Means ("OAVM")
<b>Financial Year</b>	1st April, 2019 to 31st March, 2020
<b>*Tentative Financial Calendar</b>	Results for the Quarter ended 30 <sup>th</sup> June, 2020 - on or before 14 <sup>th</sup> August 2020. Results for the Quarter ended 30 <sup>th</sup> September, 2020 - on or before 14 <sup>th</sup> November, 2020. Results for the Quarter ended 31 <sup>st</sup> December, 2020 - on or before 14 <sup>th</sup> February 2020. Results for the Quarter ended 31 <sup>st</sup> March, 2021 - on or before 30 <sup>th</sup> May 2021.
<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 2019-20 have been paid to the above Stock Exchanges.
<b>Depositories</b>	1. National Securities Depository Limited, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400 013 2. Central Depository Services (India) Limited, Marathon Futurex, A-wing, 25th Floor, NM Joshi Marg Lower Parel, Mumbai- 400013

## REPORT ON CORPORATE GOVERNANCE (Contd.)

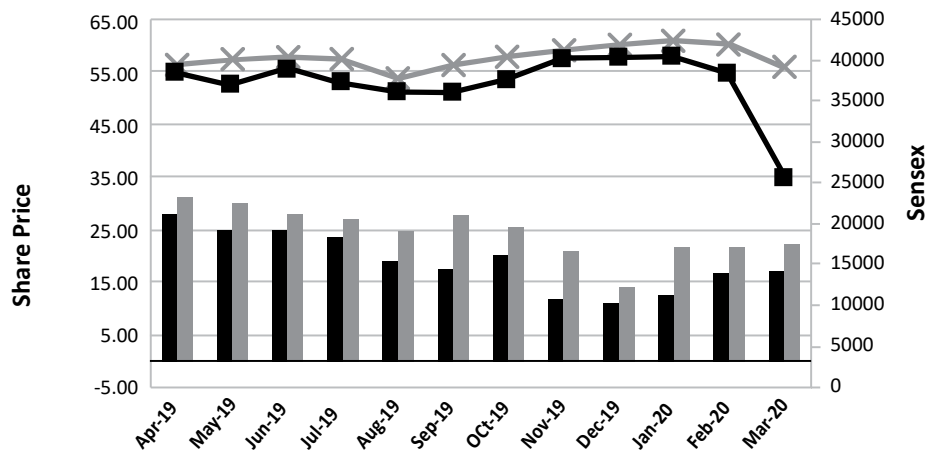
Stock Code	The Calcutta Stock Exchange Limited - 28393 BSE Limited - 533285
CIN of the Company	L16003WB2006PLC110039
ISIN No. for CDSL/NSDL	INE245L01010

\* Tentative Dates are subject to change

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

The Company's monthly high-low share price pattern during the financial year 2019-20 in comparison to BSE Sensex is depicted hereunder:

Period	Share Price in ₹ (High)	Share Price in ₹ (Low)	BSE Sensex (High)	BSE Sensex (Low)
Apr-19	31.20	27.95	39487.45	38460.25
May-19	29.90	24.65	40124.96	36956.10
Jun-19	28.30	24.65	40312.07	38870.96
Jul-19	27.00	23.75	40032.41	37128.26
Aug-19	24.70	19.20	37807.55	36102.35
Sep-19	27.90	17.60	39441.12	35987.80
Oct-19	25.60	20.25	40392.22	37415.83
Nov-19	21.00	12.05	41163.79	40014.23
Dec-19	13.95	11.20	41809.96	40135.37
Jan-20	21.79	12.50	42273.87	40476.55
Feb-20	21.80	16.65	41709.30	38219.97
Mar-20	22.05	17.15	39083.17	25638.90



	April 19	May 19	June 19	July 19	Aug 19	Sept 19	Oct 19	Nov 19	Dec 19	Jan 20	Feb 20	Mar 20
Share Price Low	27.95	24.65	24.65	23.75	19.20	17.60	20.25	12.05	11.20	12.50	16.65	17.15
Share Price High	31.20	29.90	28.30	27.00	24.70	27.90	25.60	21.00	13.95	21.79	21.80	22.05
Sensex Low	38460.25	36956.10	38870.96	37128.26	36102.35	35987.80	37415.83	40014.23	40135.37	40476.55	38219.97	25638.90
Sensex High	39487.45	40124.96	40312.07	40032.41	37807.55	39441.12	40392.22	41163.79	41809.96	42273.87	41709.30	39083.17

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Registrar & Share Transfer Agent

M/s. Niche Technologies Private Limited

3A, Auckland Place,

7th Floor, Room No. 7A & 7B,

Kolkata – 700 017

Phone No. 033-2280-6616/17/18

Fax No. 033-2280-6619

E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

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

### Share Transfer System

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 31<sup>st</sup> March, 2019.

### 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 2012-13 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

### Distribution of Shareholding

Distribution of shareholding by size as on 31<sup>st</sup> March, 2020:-

Range of Shares	Number of Shareholders	% of Shareholders	No. of Shares	% of Shares
1 – 500	3364	86.1239	4,15,083	2.4016
501 – 1000	224	5.7348	1,87,499	1.0849
1001 – 5000	207	5.2995	4,95,820	2.8688
5001 – 10000	42	1.0753	3,10,257	1.7951
10001 – 50000	41	1.0497	9,40,169	5.4397
50001 – 100000	14	0.3584	9,05,437	5.2388
100001 and above	14	0.3584	1,40,29,135	81.1712
<b>Total</b>	<b>3906</b>	<b>100.00</b>	<b>1,72,83,400</b>	<b>100.00</b>

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Pattern of shareholding by category as on 31<sup>st</sup> March, 2020

Category	Number of Shares	% Total
<b>A.Promoters Holding</b>	<b>1,27,91,157</b>	<b>74.01</b>
<b>B.Non- Promoter Holding</b>		
Institutional Investors		
a. Mutual Funds	-	-
b. Banks, Financial Institutions and Insurance Companies	-	-
c. FII	-	-
<b>Sub Total</b>	<b>-</b>	<b>-</b>
Others		
a. Bodies Corporate	15,29,281	8.85
b. Indian Public	2711256	15.69
c. NRIs/ OCBs	15453	0.089
d. Clearing Members	95226	0.551
e. IEPF Authority	141027	0.816
<b>Sub Total</b>	<b>1,72,83,400</b>	<b>100.00</b>
<b>Total Non-Promoter Holding</b>		
<b>Total</b>		

### Details of shares held by Directors as on 31<sup>st</sup> March, 2020

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. Sharad Kumar Bachhawat	Nil	Nil
Mr. Aditya Ravinder Kumar Mehra	Nil	Nil
<b>Total</b>	<b>6,98,500</b>	<b>4.041</b>

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

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

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

### Dematerialization of shares and Liquidity

The Company has entered into an Agreement with NSDL and CDSL for the dematerialization of its shares. The details of shares held in dematerialized and physical form as on 31<sup>st</sup> March, 2020 are hereunder:

Status of Dematerialisation	No. of Shares	Percentage of Total Share
Shares held in NSDL	7604999	44%
Shares held in CDSL	9534947	55.17%
Shares held in physical form	143454	0.83%

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

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

### Plant Location

The Company does not have any Manufacturing or Processing plant.

### Address for correspondence

#### ***RDB Realty & Infrastructure Limited***

"Bikaner Building", 8/1, Lal Bazar Street,  
1st Floor, Room No. 10, Kolkata - 700001  
Website: [www.rdbindia.com](http://www.rdbindia.com)

### For and on behalf of the Board

Place: Kolkata  
Date: 15<sup>th</sup> July, 2020

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 2019-20.”

Date: 15<sup>th</sup> July, 2020

Place: Kolkata

**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: 15<sup>th</sup> July, 2020  
Place: Kolkata

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

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

## REPORT ON CORPORATE GOVERNANCE (Contd.)

### Annexure-C

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

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

1. I, Prachi Todi, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by **M/s RDB Realty & Infrastructure Limited** (hereinafter referred to as "**the Company**"), for the year ended on 31<sup>st</sup> March 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**the Listing Regulations**").

#### 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 the Listing Regulations.

#### My Responsibility

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

#### Opinion

4. In my opinion, and to best of my information and according to explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.
5. I further state that such compliance is neither assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Date: 15<sup>th</sup> July 2020  
 Place: Kolkata

**Prachi Todi**  
 Company Secretaries  
 M.No.: 53022  
 C.P. No.: 22964  
 UDIN: A053022B000456744

# REPORT ON CORPORATE GOVERNANCE (Contd.)

**Annexure-D**

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In my opinion and to the best of my information and according to the verifications {including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)} as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that none of the Directors on the Board of the Company as stated below, for the Financial Year ending 31<sup>st</sup> March, 2020, have been debarred or disqualified from being appointed or continuing as Directors by the Securities & Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

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

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

Date: 15<sup>th</sup> July 2020  
Place: Kolkata

**Prachi Todi**  
Company Secretaries  
M.No.: 53022  
C.P. No.: 22964  
UDIN: A053022B000456678

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Annexure-7

#### INDUSTRY STRUCTURE & DEVELOPMENTS

The real estate sector is one of the most globally recognized sectors. 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. By 2040, real estate market to grow to ₹ 65,000 crore (US\$ 9.30 billion) from ₹ 12,000 crore (US\$ 1.72 billion) in 2019. Real estate sector in India is expected to reach a market size of US\$ 1 trillion by 2030 from US\$ 120 billion in 2017 and contribute 13 per cent of the country's GDP by 2025. The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well residential spaces. Private Equity and Venture Capital investment in the sector have reached US\$ 1.47 billion between Jan – Mar 2019. Institutional investments in India's real estate are expected to reach US\$ 5.5 billion for 2018, the highest in a decade. Between 2009-18, Indian real estate sector attracted institutional investments worth US\$ 30 billion and received US\$ 2.3 billion in first half of 2019. Real estate attracted around US\$ 14 billion of foreign private equity (PE) between 2015 and Q3 2019. Real estate attracted around ₹ 43,780 crore (US\$ 6.26 billion) of investments in 2019.

#### OPPORTUNITIES AND THREATS

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and liquidity. Unfavourable changes in government policies and the regulatory environment can adversely impact the performance of the sector. Retrospective policy changes and respective bottlenecks may impact profitability and affect the attractiveness of the sector and the companies operating within the sector.

The Government of India along with the Governments of respective states has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies. Under Pradhan Mantri Awas Yojna (Urban) [PMAY(U)] 1.12 crore houses has been sanctioned in urban areas creating 1.20 crore jobs. Government has created an Affordable Housing fund (AFH) in the National Housing Bank (NHB) with an initial corpus of ₹ 10,000 crore (US\$ 1.43 billion) using priority sector lending short fall of Banks/Financial Institution for micro financing of HFCs. As of September 16, 2019 India had formally approved 419 SEZs, of which 234 in operation.

In February 2018, creation of National Urban Housing fund was approved with an outlay of ₹ 60,000 crore (US\$ 9.27 billion).

#### 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. The next one year or two years are going to be challenging for the India's real estate sector. It has witnessed both flux as well as growth and this is likely to be the trend in 2020 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 2020-21 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;
- ❑ 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;

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

- ❑ Economic vulnerability and regulatory risks in developing markets;
- ❑ Changing demographics, aging and urbanizing populations.

### INTERNAL CONTROL SYSTEM

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

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

### FINANCIAL PERFORMANCE OF THE COMPANY

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

(₹ In Lakhs)

Particulars	2019-20	2018-19
Total Revenue from Operations	3913.23	2570.26
EBIDTA	403.14	396.59
PAT	211.35	83.50
Basic EPS	1.22	0.48

### DEVELOPMENTS IN HUMAN RESOURCE

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

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

### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

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

Sl. No.	Particulars	For the year ended March 31 <sup>st</sup> , 2020	For the year ended March 31 <sup>st</sup> , 2019	Reasons for significant change (if any)
1	Debtors Turnover	2.77	1.40	Due to increase in Turnover
2	Inventory Turnover	0.36	0.26	--
3	Interest Coverage Ratio	5.16	1.89	Due to increase in income and decrease in the interest Expense
4	Current Ratio	1.40	1.83	--
5	Debt Equity Ratio	0.56	0.50	Due to increase in Borrowing
6	Operating Profit Margin (%)	8.85	10.32	Due to increase in other income and turnover
7	Net Profit Margin (%)	5.54	3.25	

#### Note:

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

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

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019	Reasons for change (if any)
Return on Net Worth	2.17	0.87	Due to changes in Net Worth

### ENVIRONMENT

It is imperative that infrastructure development occurs



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Contd.)

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

Place: Kolkata

Date: 15.07.2020

Sd/-

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

Sd/-

**Ravi Prakash Pincha**  
(Independent Director)



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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 Financial Statements

## Opinion

- We have audited the accompanying standalone financial statements of RDB REALTY & INFRASTRUCTURE LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended on that date and notes to the financial statements including a summary of significant accounting policies and other explanatory information (herein after referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit (including Other Comprehensive Loss), 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the 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	<b>Investment in Subsidiaries/ Joint Ventures and Associates</b> The impairment review of unquoted equity instruments and debt, with a carrying value of Rs.8, 110.16 lakhs, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments and debt is at risk of recoverability. The net worth of the underlying entities has significantly eroded and the orders in hand are below the break-even production levels of this facility. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows.	<b>Principal Audit Procedures</b> Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in loss making subsidiaries and joint ventures. Our procedures included the following: <ul style="list-style-type: none"> <li>Engaged internal fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used;</li> <li>Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates;</li> <li>Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved; and</li> <li>Performed a sensitivity analysis in relation to key assumptions</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

Sr. No	Key Audit Matter	Auditor's Response
2	<p><b>Revenue recognition – accounting for construction contracts</b></p> <p>There are significant accounting judgements including estimation of costs to complete, determining the stage of completion and the timing of revenue recognition. The Company recognises revenue and profit/loss on the basis of stage of completion based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue and profit/loss therefore rely on estimates in relation to total estimated costs of each contract. Cost contingencies are included in these estimates to take into account specific uncertain risks, or disputed claims against the Company, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the contract life and adjusted where appropriate.</p>	<p><b>Principal Audit Procedures</b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Testing of the design and implementation of controls involved for the determination of the estimates used as well as their operating effectiveness;</li> <li>• Testing the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard;</li> <li>• Testing a sample of contracts for appropriate identification of performance obligations;</li> <li>• For the sample selected, reviewing for change orders and the impact on the estimated costs to complete;</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings</li> </ul>
3	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 116 "Leases" (new accounting standard)</b></p> <p>Ind AS 116 Leases replaces the existing standard Ind AS 17 and specifies how the Company will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Accordingly, the Company has adopted Ind AS 116 Leases with effect from 01.04.2019. The implementation of Ind AS 116 is considered a key audit matter due to the judgments needed in establishing the underlying key assumptions.</p>	<p><b>Principal Audit Procedures</b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Assessed the design and implementation of key controls pertaining to the determination of the Ind AS 116 transition impact disclosures;</li> <li>• Assessed the appropriateness of the discount rates applied in determining lease liabilities with input from our valuation specialists;</li> <li>• Assessed whether the accounting regarding leases is consistent with the definitions of Ind AS 116 including factors such as lease term and measurement principles.</li> <li>• Verified the accuracy of the underlying lease data by agreeing a representative sample of leases to original contract or other supporting information, and checked the integrity and mechanical accuracy of the Ind AS 116 calculations for each lease sampled through recalculation of the expected Ind AS 116 adjustment;</li> <li>• Considered completeness by testing the reconciliation to the Group's operating lease commitments and by investigating key service contracts to assess whether they contained a lease under Ind AS 116; and</li> <li>• Assessed whether the disclosures within the financial statements are appropriate in light of the requirements of Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.</li> </ul>

### Other Information

- |   |   |
|---|---|
| <p>4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management</p> | <p>Discussion and Analysis; Board's Report including Annexures to Board Report, Corporate Governance and Shareholders' Information but does not include</p> |
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## INDEPENDENT AUDITOR'S REPORT (Contd.)

the standalone financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.

5. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
6. In connection with our audit of the standalone Financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
7. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

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

8. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management

either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

10. The Board of Directors are also responsible for overseeing the company's financial reporting process.

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

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

## 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  14. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
  16. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

### Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by Section 143 (3) of the Act, we report that:
  - (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 loss) 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 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2020 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 35 of the standalone 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.

Place : Kolkata  
 Date : 15.07.2020

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

**(Adrish Roy)**  
 Partner  
 Membership No. 055826  
 UDIN:20055826AAAAAU2175

# ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

## To the Members of RDB REALTY & INFRASTRUCTURE LIMITED

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

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipments.
- (b) As explained to us, the company has a system of verifying all its major Property, Plant & Equipments over a period of three years. The Property, Plant & Equipments so scheduled for verification during this year have been physically verified. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.
- (c) According to the information and explanations given to us and the records of the company examined by us, the company does not have any immovable properties.
2. The inventory has been physically verified by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3. (a) According to the information and explanations given to us and based on the audit procedures conducted by us, the Company has granted unsecured loans to subsidiaries companies covered in the register maintained under section 189 of the Companies Act, 2013. The terms and conditions of these loans in our opinion are not prejudicial to the interests of the Company.
- (b) There is no stipulation regarding recovery of loans as these loans are repayable on demand.
- (c) The aforesaid loans being repayable on demand, there is no amount overdue for more than ninety days in respect of recovery of principal and interest of the above loans.
4. According to the information and explanations given to us and the records of the Company examined by us, the provisions of section 185 and 186 of the Companies Act, 2013, have been complied with in respect of loans, investments guarantees and securities given by the Company.
5. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
6. The Central Government of India has 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 2020 which has not been deposited on account of a dispute are as follows.

Name of the statute	Nature	Amount (Rs. 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.
9. In our opinion, and according to the information and explanation given to us, on an overall basis, the money raised by Company during the year by way of term loan have been applied for the purpose for which they were obtained.

The Company has neither taken any loan from financial institutions or Government nor issued any debentures.

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

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

debt instruments).

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

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

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

Place : Kolkata  
 Date : 15.07.2020

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

**(Adrish Roy)**  
 Partner  
 Membership No. 055826  
 UDIN:20055826AAAAAU2175

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

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

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

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

1. We have audited the internal financial controls over financial reporting of **RDB REALTY & INFRASTRUCTURE LIMITED** ("the Company") as of 31<sup>st</sup> March, 2020 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 Control**

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

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and

their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material Weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.

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

#### **Meaning of Internal Financial Control over Financial Reporting**

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

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

7. Because of inherent limitation of internal financial

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

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, the Company has, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls

over financial reporting were operating effectively as at 31<sup>st</sup> March 2020, based on the internal control over financial reporting criteria established by the company considering, the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

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

**(Adrish Roy)**  
Partner  
Membership No. 055826  
UDIN: 20055826AAAAAU2175

Place : Kolkata  
Date : 15.07.2020

# Balance Sheet as at 31st March, 2020

(Amount in ₹)

	Note No.	As at March 31, 2020	As at March 31, 2019
<b>Non-current assets</b>			
(a) Property, Plant and Equipment	2	2,487,542	3,501,223
(b) Intangibles	2A	20,933	20,933
(c) Right of Use	2B	4,998,347	-
(d) Financial Assets			
(i) Investment	3	811,016,077	431,282,468
(ii) Other financial assets	4	7,045,525	6,981,357
(e) Deferred tax assets (Net)	5	2,561,937	2,388,280
(f) Other non-current assets	6	19,586,631	97,537,742
<b>Total Non - Current Assets</b>		<b>847,716,992</b>	<b>541,712,003</b>
<b>Current assets</b>			
(a) Inventories	7	1,146,554,512	992,238,842
(b) Financial Assets			
(i) Trade receivables	8	105,597,817	169,967,553
(ii) Cash and cash equivalents	9	34,925,462	62,047,774
(iii) Other financial assets	10	110,664,176	116,520,056
(c) Current Tax Assets	11	37,693,201	31,774,982
(d) Other current assets	12	49,146,378	25,306,061
<b>Total Current Assets</b>		<b>1,484,581,546</b>	<b>1,397,855,267</b>
<b>Total Assets</b>		<b>2,332,298,538</b>	<b>1,939,567,270</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	13	172,834,000	172,834,000
(b) Other Equity	14	801,956,970	790,182,987
<b>Total equity</b>		<b>974,790,970</b>	<b>963,016,987</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	284,311,300	200,000,000
(ii) Other financial liabilities	16	15,141,589	11,758,070
(b) Provisions	17	717,143	617,611
<b>Total non-current Liabilities</b>		<b>300,170,032</b>	<b>212,375,681</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	18	261,812,421	278,707,104
(ii) Trade and other payables			
Total outstanding dues of micro enterprises and small enterprises	19	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		78,303,614	74,948,266
(iii) Other financial liabilities	20	36,539,220	32,177,679
(b) Other current liabilities	21	672,941,859	374,501,298
(c) Provisions	22	7,740,422	3,840,255
<b>Total Current Liabilities</b>		<b>1,057,337,536</b>	<b>764,174,602</b>
<b>Total Liabilities</b>		<b>1,357,507,568</b>	<b>976,550,283</b>
<b>Total Equity &amp; Liabilities</b>		<b>2,332,298,538</b>	<b>1,939,567,270</b>

Summary Significant accounting policies

30 to 38

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

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

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

For and on behalf of the Board

Chartered Accountants

Sd/-

Sd/-

Firm Registration No : 301088E

**Pradeep Kumar Pugalia**  
Whole Time Director

**Ravi Prakash Pincha**  
Independent Director

**(Adrish Roy)**

Sd/-

Sd/-

Partner

**Anil Kumar Apat**  
Chief Financial Officer

**Ritesh Kumar Jha**  
Company Secretary  
& Compliance Officer

Membership No 055826

Kolkata

The 15th day of July, 2020



**Statement of Profit and Loss for the year ended 31st March, 2020**

(Amount in ₹)

Particulars	Notes	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from operations	23	381,818,099	238,621,222
Other income	24	9,504,531	18,404,965
<b>Total income</b>		<b>391,322,630</b>	<b>257,026,187</b>
<b>Expenses</b>			
Construction Activity Expenses	25	373,174,657	341,766,596
Changes in inventories of work-in-progress, stock-in-trade and finished goods	26	(154,315,670)	(157,889,590)
Employee benefit expense	27	3,839,136	4,594,180
Depreciation and amortisation expense	2	6,262,026	5,278,770
Finance costs	28	7,991,446	24,496,601
Other expenses	29	126,909,851	28,758,885
<b>Total expenses</b>		<b>363,861,446</b>	<b>247,005,442</b>
<b>Profit before tax</b>		<b>27,461,184</b>	<b>10,020,745</b>
Income tax expenses			
- Current tax		6,500,000	2,600,000
-Tax Adjustment for Earlier Years		-	(539,881)
- Deferred tax		(173,658)	(388,688)
<b>Total tax expense</b>		<b>6,326,342</b>	<b>1,671,431</b>
<b>Profit after tax</b>		<b>21,134,843</b>	<b>8,349,314</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		(9,506,954)	805,224
(ii) Remeasurements of the defined benefit plans		146,094	109,088
<b>Other comprehensive income for the year, net of tax</b>		<b>(9,360,860)</b>	<b>914,312</b>
<b>Total comprehensive income for the year</b>		<b>11,773,983</b>	<b>9,263,626</b>
<b>Earnings per equity share</b>			
Basic earnings per share		1.22	0.48
Diluted earnings per share		1.22	0.48

Summary Significant accounting policies 30 to 38

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

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

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

Chartered Accountants

Firm Registration No : 301088E

**(Adrish Roy)**

Partner

Membership No 055826

Kolkata

The 15th day of July, 2020

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**Company Secretary  
& Compliance Officer

# Cash Flow Statement for the Year ended 31st March 2020

(Amount in ₹)

	Year ended 31-03-2020	Year ended 31-03-2019
<b>A. Cash flow from operating activities :</b>		
Net profit before tax as per Statement of Profit and Loss	- 27,461,184	- 10,020,745
Adjustments for		
Depreciation & Amortisation	6,262,026	5,278,770
Interest Paid	6,346,697	24,359,584
(Profit) / Loss on Sale of Fixed Assets	-	420,810
Provision for Employee Benefits	-	229,408
Bad Debts	114,834,969	4,786,743
Notional Interest on Security Deposits (Expense)	243,866	-
Liabilities no longer payable written back	-	(5,525,312)
Notional Interest on advances (Income)	(137,297)	(372,069)
Interest Received	(9,035,986)	118,514,275
		(10,436,779)
<b>Operating Profit Before Working Capital Changes</b>	<b>- 145,975,459</b>	<b>28,761,900</b>
Increase / (Decrease) of Other Long-Term Liabilities	- 3,483,051	(77,820,018)
Increase / (Decrease) in Trade Payables	- 3,355,349	(14,162,573)
Increase / (Decrease) of Other Current Liabilities	- 306,604,496	52,851,084
(Increase) / Decrease of Long-Term Advances	- 81,962,224	23,825,286
(Increase) / Decrease in Inventories	- (154,315,670)	(157,889,591)
(Increase) / Decrease in Trade receivables	- (50,465,232)	113,431,725
(Increase) / Decrease of Short-Term Advances	- (6,425,042)	16,656,904
(Increase) / Decrease of Other Current Assets	- (23,840,317)	(7,392,197)
<b>Cash generated from operations</b>	<b>- 306,334,318</b>	<b>(21,737,480)</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)		8,348,988
Cash Flow before Exceptional Items	- 306,334,318	(30,086,468)
<b>Net cash Generated/(used) from operating activities</b>	<b>- 306,334,318</b>	<b>(30,086,468)</b>
<b>B. Cash Flow from Investing Activities :</b>		
Sale / (Purchase) of fixed assets	(10,246,692)	12,877,518
Interest Received	9,035,986	10,436,779
Investment with Subsidiaries and Firms	(389,240,563)	(111,719,234)
Loans Refund / (Given)	(4,075,281)	(28,092,768)
Fixed Deposits	15,495,688	(1,723,035)
<b>Net cash from investing activities</b>	<b>- (379,030,862)</b>	<b>(118,220,740)</b>

**Cash Flow Statement for the Year ended 31st March 2020**

(Amount in ₹)

	Year ended 31-03-2020	Year ended 31-03-2019
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	84,311,300	177,503,944
Proceeds / (Repayment) of Short Term Borrowings	(16,894,683)	8,469,962
Interest Paid	(6,346,697)	(25,292,499)
<b>Net cash generated/(used) in financing activities</b>	<b>- 61,069,920</b>	<b>160,681,407</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>- (11,626,624)</b>	<b>12,374,199</b>
Cash and cash equivalents -Opening balance	- 26,284,369	13,910,170
	<b>14,657,745</b>	<b>26,284,369</b>
<b>Cash and cash equivalents -Closing balance</b>	<b>- 14,657,745</b>	<b>26,284,369</b>

**Note :**

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

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

**(Adrish Roy)**  
Partner  
Membership No 055826  
Kolkata  
The 15th day of July, 2020

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

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

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

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

# STATEMENT OF CHANGES IN EQUITY

(Amount in ₹)

## A. Share Capital

Particulars	Balance as on 01.04.2018	Issued during the year	Balance as on 31.03.2019	Issued during the year	Balance as on 31.03.2020
Equity Share Capital	172,834,000	-	172,834,000	-	172,834,000

## B. Other Equity

	Attributable to Equity Share holders of the Company					Total
	Reserves and surplus			Other Comprehensive Income		
	Securities premium reserve	General reserve	Retained earnings	Equity Instru- ments through other compre- hensive income	Other items of Other Comprehen- sive Income	
Balance at 31 March 2018	270,000,000	198,909,337	311,940,010	-	70,014	780,919,361
Transfers						-
Profit for the Year			8,349,314		914,312	9,263,626
Other comprehensive income						-
Total comprehensive income for the period	-	-	8,349,314	-	914,312	9,263,626
Balance at 31 March 2019	270,000,000	198,909,337	320,289,324	-	984,326	790,182,987
Transfers						
Profit for the Year			21,134,843			21,134,843
Other comprehensive income				(9,506,954)	146,094	
Total comprehensive income for the period	-	-	21,134,843	(9,506,954)	146,094	21,134,843
Balance at 31 March 2020	270,000,000	198,909,337	341,424,166	(9,506,954)	1,130,420	811,317,829

## NOTES TO THE FINANCIAL STATEMENTS AS ON 31ST MARCH, 2020

### 1. NOTES TO THE FINANCIAL STATEMENTS

#### A. Corporate Information

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

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

#### B. Summary of Significant Accounting Policies

##### a) Statement of Compliance

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

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

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

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

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

##### Use of estimates:

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

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

##### Key estimates and assumptions :

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

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

###### i Revenue from own construction

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

###### ii Revenue from Construction Contracts

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

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

## NOTES TO THE 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.

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

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

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

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

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

### e) Property, Plant and Equipment

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

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

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

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

### f) Intangible Assets

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



## NOTES TO THE FINANCIAL STATEMENTS

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.

### g) Borrowing Costs

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

### h) Depreciation and amortization

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

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

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

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

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

### i) Impairment of Non-Financial Assets

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

### j) Inventories

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

Provision for obsolescence in inventories is made, wherever required.

### k) Retirement Benefits

#### a. Short Term employee benefit

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

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

- i. Defined Contribution Plan: Employee benefits in the form of Employees State Insurance Corporation and Provident Fund are considered as defined contribution plan and the contributions are charged to the Statement of Profit and Loss for the period when the contributions to the respective funds are due.
- ii. Defined Benefit Plan: Employee benefits in the form of Gratuity is considered as defined benefit plan and are provided for on the basis of an independent actuarial valuation, using the projected unit credit method, as at the Balance Sheet date as per requirements of Accounting Standard-15 (Revised 2005) on "Employee Benefits".

Remeasurements, comprising of actuarial

## NOTES TO THE FINANCIAL STATEMENTS

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.

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

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

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

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

### **m) Taxes on Income**

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

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

### **n) Foreign Currency Transactions**

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

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

### **o) Segment Reporting**

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

### **p) Earnings Per Share**

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

## NOTES TO THE FINANCIAL STATEMENTS

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

### q) Cash & Cash Equivalents

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

### r) Financial Instruments

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

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

#### ➤ Financial assets –Subsequent measurement

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

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

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

- **Financial assets measured at amortized cost**

Loans and receivables are non derivative

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

#### Debt instruments at amortised cost:

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

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

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

#### Debt instrument at FVTOCI

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

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

## NOTES TO THE FINANCIAL STATEMENTS

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.

### 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

## NOTES TO THE FINANCIAL STATEMENTS

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.

- s) **Fair Value measurement**

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

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

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

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

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

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

- t) **Impairment of financial assets**

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

- u) **Lease**

- a. **Where the Company is the lessee**

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

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



## NOTES TO THE FINANCIAL STATEMENTS

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

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

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

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

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

### b. Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognised in

the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognised as an expense in the statement of Profit & Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of Profit & Loss.

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

### v) Standards issued but not yet effective

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2020.

Issue of Ind AS 117 – Insurance Contracts Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

Amendments to existing Standards Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

Ind AS 103 – Business Combination

Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

Ind AS 40 – Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.



## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 2 Property, Plant and Equipment

	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>						
Deemed cost as at 1 April 2018		11,527,664	773,875	35,448,816	3,200,618	50,950,973
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>6,885,435</b>	<b>555,247</b>	<b>8,148,516</b>	<b>1,473,976</b>	<b>17,063,174</b>
Additions		250,000	-	-	-	250,000
Disposals		-	-	-	-	-
<b>Closing gross carrying amount as on 31.03.2020</b>		<b>7,135,435</b>	<b>555,247</b>	<b>8,148,516</b>	<b>1,473,976</b>	<b>17,313,174</b>
<b>Accumulated depreciation as at 31.03.2018</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	5,257,888
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>5,123,931</b>	<b>242,014</b>	<b>6,977,902</b>	<b>1,218,105</b>	<b>13,561,953</b>
Depreciation charge during the year		741,555	34,886	396,816	90,422	1,263,679
Disposals		-	-	-	-	-
<b>Closing accumulated depreciation as on 31.03.2020</b>		<b>5,865,486</b>	<b>276,900</b>	<b>7,374,718</b>	<b>1,308,527</b>	<b>14,825,632</b>
<b>Net carrying amount as at 31 March 2018</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 31 March 2019</b>	-	<b>1,761,504</b>	<b>313,233</b>	<b>1,170,614</b>	<b>255,871</b>	<b>3,501,223</b>
<b>Net carrying amount as at 31 March 2020</b>		<b>1,269,949</b>	<b>278,347</b>	<b>773,798</b>	<b>165,449</b>	<b>2,487,542</b>

## Note 2A Intangibles

	Computer Softwares
<b>Gross carrying amount</b>	
Opening gross carrying amount cost as at 1 April 2018	1,568,816
Additions	
Disposals	1,155,709
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>413,107</b>
Additions	-
Disposals	-
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>413,107</b>
<b>Accumulated depreciation as at 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>
Depreciation charge during the year	-
Disposals	-
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>392,174</b>
<b>Net carrying amount as at 31 March 2018</b>	<b>41,815</b>
<b>Net carrying amount as at 31 March 2019</b>	<b>20,933</b>
<b>Net carrying amount as at 31 March 2020</b>	<b>20,933</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 2B Right of use

<b>Gross carrying amount</b>	
<b>Opening gross carrying amount cost as at 1 April 2019</b>	-
Additions	9,996,694
Disposals	-
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>9,996,694</b>
<b>Accumulated depreciation as at 31.03.2019</b>	-
Depreciation charge during the year	4,998,347
Disposals	-
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>4,998,347</b>
<b>Net carrying amount as at 31 March 2019</b>	-
<b>Net carrying amount as at 31 March 2020</b>	<b>4,998,347</b>

### Notes No. - 3 Non Current Investments

Particulars		As at 31st March 2020	As at 31st March 2019
<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.	Rs. 10	10,000 100,000	10,000 100,000
Baron Suppliers Pvt. Ltd.	Rs. 10	10,000 100,000	10,000 100,000
Bhagwati Builders & Development Pvt. Ltd.	Rs. 10	27,200 12,920,000	27,200 12,920,000
Bhagwati Plasto Works Pvt. Ltd.	Rs. 10	562,870 11,257,400	562,870 11,257,400
Headman Mercantile Pvt. Ltd.	Rs. 10	10,010 100,100	10,010 100,100
Kasturi Tie-up Pvt. Ltd.	Rs. 10	10,000 100,000	10,000 100,000
RDB Jaipur Infrastructure Pvt. Ltd.	Rs. 10	5,363,046 53,655,480	5,363,046 53,655,480
Raj Construction Projects Pvt. Ltd.	Rs. 10	1,854,450 21,011,413	1,854,450 21,011,413
RDB Mumbai Infrastructures Pvt Ltd.	Rs. 10	510,000 5,100,000	7,000 5,100,000
Triton Commercial Pvt. Ltd.	Rs. 10	10,000 100,000	10,000 100,000
		<b>104,444,393</b>	<b>104,444,393</b>
<b>(II) In Associates</b>			
<b>Unquoted</b>			
Rimjhim Vanijya Private Limited	Rs. 10	5,000 50,000	5,000 50,000
		<b>50,000</b>	<b>50,000</b>
<b>(III) Others</b>			
<b>Unquoted</b>			
RDB HYD Infrastructure Pvt. Ltd.	Rs. 10	961,600 38,509,045	961,600 48,016,000
Surat National Co-operative Bank Ltd	Rs. 10	21,500 1,020,224	21,500 1,020,224
		<b>39,529,269</b>	<b>49,036,224</b>
<b>Sub Total (I + II + III)</b>	<b>(A)</b>	<b>144,023,662</b>	<b>153,530,617</b>
<b>B) Investments in Partnership Firms</b>			
Bindi Developers		(707,977)	(707,977)
Mas Construction		61,571,881 60,863,904	58,685,700 57,977,723

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

Particulars	As at 31st March 2020	As at 31st March 2019
<b>C) Investments in Limited Liability Partnership (LLP)</b>		
Aristo Infra Developers LLP	500,000	500,000
Nirvana Devcon LLP		
	605,628,511	606,128,511
<b>Total (A+B+C)</b>	<b>811,016,077</b>	<b>431,282,468</b>

**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%	(707,977)	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>1,823,970</b>	<b>100.00%</b>
<b>Mas Construction</b>				
1 Mr. Raja Basu	94,255	4.50%	84,156	4.50%
2 Mr. Bharat Chakraborty	514,405	4.35%	459,290	4.35%
3 Mrs. Moon Chakraborty	148,838	24.48%	132,891	24.48%
4 M/s. RDB Realty & Infrastructure Ltd.	61,571,881	66.67%	58,685,700	66.67%
<b>Total</b>	<b>62,329,379</b>	<b>100.00%</b>	<b>59,362,037</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	605,531,510	97,000	219,294,127
2 Vinod Dugar	2,000	---	2,000	---
3 Belani Housing Development Limited	1,000	---	1,000	---
<b>Total</b>	<b>100,000</b>	<b>605,531,510</b>	<b>100,000</b>	<b>219,294,127</b>

**Note 4 Other financial assets**

	As at March 31, 2020	As at March 31, 2019
Other Advances		
Unsecured, considered goods		-
Security Deposits		
Unsecured, considered goods	7,045,525	6,981,357
<b>TOTAL</b>	<b>7,045,525</b>	<b>6,981,357</b>

**Note 5 Deferred Tax Assets (net)**

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred Tax Assets		
-Provision for Gratuity	544,595	483,046
- Loss Due to Revenue Recognition		-
- WDV	1,951,126	1,905,234
- Lease Liability	1,456,756	
Sub Total(A)	3,952,478	2,388,280
Deferred Tax Liability		
- WDV		
- Right of Use	1,390,540	
Sub Total (B)	1,390,540	-
Deferred Tax (Assets)/Liabilities (A-B)	<b>2,561,937</b>	<b>2,388,280</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 6 Other non-current assets

Particulars	As at March 31, 2020	As at March 31, 2019
Capital Advances		
Unsecured, considered goods	19,586,631	97,537,742
<b>TOTAL</b>	<b>19,586,631</b>	<b>97,537,742</b>

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

Work in process	1,098,909,359	943,373,138
Finished Goods	47,645,154	48,865,704
<b>Total Inventories</b>	<b>1,146,554,512</b>	<b>992,238,842</b>

### Note 8 Trade Receivables

Particulars	As at March 31, 2020	As at March 31, 2019
Trade receivables	105,597,817	169,967,553
Receivables from related parties (refer note...)		
<b>Less: Allowance for doubtful debts</b>		
<b>Total receivables</b>	<b>105,597,817</b>	<b>169,967,553</b>
Break up of security details:		
Trade receivables		
(a) Secured, considered good		
(b) Unsecured, considered good	105,597,817	169,967,553
(c) Significant Increase in credit Risk		
(d) Credit impaired		
<b>Less: Allowance for doubtful debts</b>		
<b>Total</b>	<b>105,597,817</b>	<b>169,967,553</b>

### Note 9 Cash and Cash Equivalents

(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	12,783,632	23,932,279
(ii) In Deposit Account	-	-
(b) Cheques, drafts on hand	-	-
(c) Cash in hand	1,874,113	2,352,090
(d) Others		
-For Unclaimed Dividends on Current Accounts	665,851	873,686
-Term Deposits*	19,601,866	34,889,719
(* Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>34,925,462</b>	<b>62,047,774</b>
(a) Earmarked Balances with banks		
(1) Earmarked Balance with banks		
(i) In Current Account	665,851	873,686
(ii) In Deposit Account	19,601,866	34,889,719
<b>Total</b>	<b>20,267,717</b>	<b>35,763,405</b>
<b>Total Cash and Cash Equivalents</b>	<b>34,925,462</b>	<b>62,047,774</b>

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 10 Other Financial Assets**

Loans to Related Parties		
(a) Secured, considered good		
(b) Unsecured, considered good	152,100	7,893,195
(c) Significant Increase in credit Risk		
(d) Credit impaired		
Loans to Other		
(a) Secured, considered good		
(b) Unsecured, considered good	94,455,856	82,639,480
(c) Significant Increase in credit Risk		
(d) Credit impaired		
Other Advances		
Unsecured, considered good	16,056,220	25,987,381
<b>TOTAL</b>	<b>110,664,176</b>	<b>116,520,056</b>

**Note 11 Current Tax Assets**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current tax assets</b>		
Advance Income Tax and TDS	37,693,201	31,774,982
<b>TOTAL</b>	<b>37,693,201</b>	<b>31,774,982</b>

**Note 12 Other current assets**

Other Advances	1,658,865	
Prepaid Expenses	444,730	436,439
Balances with Statutory Authorities	47,042,783	24,869,622
<b>TOTAL</b>	<b>49,146,378</b>	<b>25,306,061</b>

**Note 13 Share Capital**

Particulars (Equity shares of ₹ 10/- each)	As at 31st March 2020		As at 31st March 2019	
	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 equity shares outstanding				
As at the beginning of the year	17,283,400	172,834,000	17,283,400	172,834,000
Add: Shares issued during the year	---	---	---	---
Less: Shares bought back during the year	---	---	---	---
As at the end of the year	17,283,400	172,834,000	17,283,400	172,834,000

d. Rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend & repayment of capital.  
The Company has only one class of equity shares having par value of ₹ 10/- share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.

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.

## 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	
Balance at 1 April 2018	270,000,000	198,909,337	311,940,010	-	70,014	780,919,361
Transfers	-	-	-	-	-	-
Profit for the year	-	-	8,349,314	-	-	8,349,314
Other comprehensive income	-	-	-	-	914,312	914,312
Balance at 31 March 2019	270,000,000	198,909,337	320,289,324	-	984,326	790,182,987
Balance at 1 April 2019	270,000,000	198,909,337	320,289,324	-	984,326	790,182,987
Transfers	-	-	-	-	-	-
Profit for the year	-	-	21,134,843			21,134,843
Other comprehensive income	-	-	-	(9,506,954)	146,094	(9,360,860)
Balance at 31 March 2020	270,000,000	198,909,337	341,424,167	(9,506,954)	1,130,420	801,956,970

### Note 15 Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Non-Current</b>		
<b>Secured - at amortised cost</b>		
(i) Term Loans		
From Bank / Financial Institution	284,311,300	200,000,000
<b>Total non-current borrowings</b>	<b>284,311,300</b>	<b>200,000,000</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2019-20	2018-19
Secured - Term Loan from Financial Institution : Secured against project land and structure thereon.	The repayment will start after moratorium of 30 months from the date of 1st disbursement. The repayment will be done is 30 monthly installments. 29 installments of Rs. 1.67 cr and last of Rs. 1.57 cr.	Rate of interest is LHPLR (LIC Housing PLR) minus 3.30%	284,311,300	200,000,000

### Note 16 Other financial liabilities

<b>Non-Current</b>		
Security Deposits (Unsecured)	15,141,589	11,758,070
<b>Total</b>	<b>15,141,589</b>	<b>11,758,070</b>

### Note 17 Provisions

Employee Benefits	717,143	617,611
<b>Total</b>	<b>717,143</b>	<b>617,611</b>



**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**Note 18 Borrowings**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured - at amortised cost (*)</b>		
<b>Secured (CC)</b>		
Bank Overdraft	9,562,359	16,763,381
<b>Unsecured</b>		
Related Parties	-	-
Others	252,250,061	261,943,723
<b>Total Borrowings</b>	<b>261,812,421</b>	<b>278,707,104</b>

**Note 19 Trade Payables**

Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	78,303,614	74,948,266
<b>Total</b>	<b>78,303,614</b>	<b>74,948,266</b>

**Note 20 Other Financial Liabilities**

<b>Current</b>		
Interest accrued but not due on borrowings	-	-
Advances from other	27,000,000	27,000,000
Unclaimed dividend	665,851	873,686
Retention Money	1,847,666	1,847,666
Other Statutory payable	1,789,340	2,456,328
Lease Liability	5,236,363	
<b>Total</b>	<b>36,539,220</b>	<b>32,177,679</b>

**Note 21 Other Current Liabilities**

Advances from customers	672,941,859	374,501,298
Other payable		
<b>Total</b>	<b>672,941,859</b>	<b>374,501,298</b>

**Note 22 Provisions**

Provision for Employee Benefits	1,240,422	1,240,255
Provision for Income Tax	6,500,000	2,600,000
<b>Total</b>	<b>7,740,422</b>	<b>3,840,255</b>

**Note 23 Revenue from Operations**

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Sales		
Construction Activities	310,877,986	199,607,845
Sale of services	1,567,055	194,014
b) Profit/(Loss) from Partnership Firms	-	(169,961)
c) Other Operating Income		
Rental Income	27,459,045	17,098,793
Interest Received		
- On capital with partnership firms	41,914,013	21,890,531
( Non current, Trade Investment)		
<b>Total revenue from continuing operations</b>	<b>381,818,099</b>	<b>238,621,222</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### Note 24 Other Income

	For the year ended 31st March 2020	For the year ended 31st March 2019
Interest on Fixed Deposit	1,511,382	1,914,485
Interest Others	7,524,604	8,522,294
<b>Other non-operating income:</b>		
Liability no longer required written off	-	5,525,312
Notional Interest on Advance	137,297	372,069
<b>Other gains and losses:</b>		
Miscellaneous Income	331,248	2,070,805
<b>Total</b>	<b>9,504,531</b>	<b>18,404,965</b>

### Note 25 Construction Activity Expenses

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Direct purchase	31,736,487	56,568,349
Land & Land Development	1,944,972	45,369,642
Construction & Other Materials	179,820,188	127,666,155
Contract labour Charges	59,617,961	46,497,749
Others Construction Expense.	100,055,049	65,664,701
<b>Consumption</b>	<b>373,174,657</b>	<b>341,766,596</b>

### Note 26 Changes in inventories

(A) Opening Inventory		
Work in Progress	943,373,138	779,366,180
Finished Goods	48,865,704	54,983,072
Stock in Transit	-	-
<b>Sub Total (A)</b>	<b>992,238,842</b>	<b>834,349,252</b>
(B) Closing Inventory		
Work in Progress	1,098,909,359	943,373,138
Finished Goods	47,645,154	48,865,704
Stock in Transit	-	-
<b>Sub Total (B)</b>	<b>1,146,554,512</b>	<b>992,238,842</b>
<b>(Increase)/decrease in inventories (A-B)</b>	<b>(154,315,670)</b>	<b>(157,889,590)</b>

### Note 27 Employee Benefit Expenses

(a) Salaries, Wages and incentives	3,337,576	3,994,297
(b) Contributions to : Statutory funds	23,406	122,932
(c) Staff welfare expenses	478,154	476,951
<b>Total</b>	<b>3,839,136</b>	<b>4,594,180</b>

### Note 28 Finance Cost

(a) Interest Expense	6,346,697	23,745,020
(b) Other Borrowing Cost		
Notional Interest on Security Deposits	243,866	614,564
Finance Charges	1,400,883	137,017
<b>Total</b>	<b>7,991,446</b>	<b>24,496,601</b>

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

## Note 29 Others Expenses

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>A) ADMINISTRATION &amp; GENERAL EXP.</b>		
Professional Charges	1,140,055	1,103,467
Postage, Telegraph & Telephones	321,614	398,891
Motor Vehicle Expenses	510,840	378,507
Rates & Taxes	2,549,591	248,361
Rent	690,000	2,970,000
Travelling & Conveyance Expenses	65,892	14,168
Contribution to CSR Activities	200,000	300,000
Electricity Expenses	688,524	481,203
Repairs & Maintenance	3,685,503	1,081,009
Loss on Sale of Fixed Assets	-	420,810
Printing & Stationary	323,083	398,436
Miscellaneous Expenses	463,269	1,089,783
Listing fees	716,744	373,160
Bad Debts	114,834,969	19,173,672
Auditors Remuneration :		
Statutory Audit Fee	100,000	100,000
Tax Audit Fee	30,000	30,000
<b>Sub Total A</b>	<b>126,320,085</b>	<b>28,561,467</b>
<b>B) SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Publicity Expenses	103,980	-
Commission to Selling Agents	441,936	30,000
Sales Promotion expenses	43,850	167,418
<b>Sub Total B</b>	<b>589,766</b>	<b>197,418</b>
<b>Total (A+B)</b>	<b>126,909,851</b>	<b>28,758,885</b>

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

		31st Mar, 20	31st Mar, 19
Profit available for Equity Shareholders	(A) (₹)	21,134,843	8,349,314
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.)	1.22	0.48

## 31. Disclosure of Construction contract

	31st Mar, 20	31st Mar, 19
Contract revenue recognised during the year	162,252,376	-
Contract Cost incurred and recognised profits for all the contracts	155,083,276	74,424,391
Due from customer for contract work (including Retention)	100,877,952	112,105,552
Due to suppliers for contract work	29,031,268	15,132,242

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

### 32. 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 2020	For the year ended 31st March 2019
<b>Profit before tax</b>	<b>27,461,184</b>	10,020,745
Tax at the Indian tax rate of 27.82% (previous year - 27.82%)	7,639,701	2,787,771
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
- Corporate social responsibility expenditure	55,640	83,460
- Disallowance of estimated expenditure to earn tax exempt income /43 B	836,437	578,314
- Companies Act Depreciation	1,742,096	1,468,554
- Expense from fair valuation of Advances and Security	9,647	25,189
- Others	-	---
Tax effect of amounts which are deductible (non-taxable) in calculating taxable income		
- Income Tax Act Depreciation	(475,350)	(1,254,534)
- Others	(38,196)	(140,600)
Tax effect of other adjustment		
Interest Provision	-	---
Others	(3,289,975)	(948,154)
<b>Income Tax Recognise in Profit &amp; Loss account</b>	<b>6,500,000</b>	<b>2,600,000</b>

The tax rate used for the year 2018-19 and 2019-20 reconciliations above is the corporate tax payable on taxable profits under the Income Tax Act, 1961.

### 33. Employee Defined Benefits:

- Defined Contribution Plans: The Company has recognised an expense of ₹ 1.00 Lacs (Previous Year ₹ 1.20 Lacs) towards the defined contribution plans.
- Defined Benefit Plans: As per actuarial valuation as on March 31, 2020 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS	2019-20 Gratuity	2018-19 Gratuity
<b>I Components of Employer Expense</b>		
1 Current Service Cost	102,735	95,617
2 Interest Cost	143,056	1,33,791
3 Expected Return on Plan Assets	---	---
4 Curtailment Cost/ (Credit)	---	---
5 Settlement Cost/ (Credit)	---	---
6 Past Service Cost	-	-
7 Actuarial Losses/ (Gains)	(146,094)	(1,09,088)
8 Total employer expense recognised in the Statement of Profit & Loss	99,697	1,20,320
<b>Gratuity expense is recognised in "Gratuity" under Note No. 23</b>		
<b>II Net Asset/ (Liability) recognised in Balance Sheet</b>		
1 Present Value of Defined Benefit Obligation	1,957,565	18,57,868
2 Fair Value of Plan Assets	-	-
3 Funded Status [Surplus/ (Deficit)]	(1,957,565)	(18,57,868)
4 Unrecognised Past Service Costs	-	-
5 Net Asset/ (Liability) recognised in Balance Sheet	(1,957,565)	(18,57,868)

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

PARTICULARS		2019-20 Gratuity	2018-19 Gratuity
III	Change in Defined Benefit Obligation (PBO)		
1	Present Value of PBO at the Beginning of Period	(18,57,868)	(1,737,548)
2	Current Service Cost	102,735	95,617
3	Interest Cost	143,056	133,791
4	Curtailment Cost/ (Credit)	-	-
5	Settlement Cost/ (Credit)	-	-
6	Plan Amendments	-	-
7	Acquisitions	-	-
8	Actuarial Losses/ (Gains)	(1,09,088)	(1,09,088)
9	Benefit Payments	-	-
10	Present Value of PBO at the End of Period	(1,957,565)	(18,57,868)
IV	Change in Fair Value of Assets		
1	Plan Assets at the Beginning of Period	---	--
2	Acquisition Adjustment	---	--
3	Expected Return on Plan Assets	---	--
4	Actual Company Contributions	---	--
5	Actuarial Gain/ (Loss)	---	--
6	Benefit Payments	---	--
7	Plan Assets at the End of Period	---	--
V	Actuarial Assumptions		
1	Discount Rate	7%	7%
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**

1. 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.
2. 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 31/03/2020	
	Decrease	Increase
Discount Rate (- / + 1%)	2043305	1937114
% change compared to base due to sensitivity	4.38%	4.27%
Salary Growth Rate (- / + 1%)	1892854	1799518
% change compared to base due to sensitivity	-3.31%	-3.14%
Withdrawal Rates (- / + 50%)	1953910	1851235
% change compared to base due to sensitivity	-0.17%	-0.36%

Particulars	As on 31/03/2020
Defined Benefit Obligation (Base)	1957565

## NOTES TO THE FINANCIAL STATEMENTS

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

#### (i) Enterprises where control exists

##### A. Subsidiaries

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

##### C. Associates

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

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

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

Sl. No.	Name	Designation /Relationship
1	Pradeep Kumar Pugalia	Whole Time Director

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

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

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

Nature of Transactions	Subsidiaries	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Interest Income		48,765,542	---	---	---
		(27,861,582)	(---)	(---)	(---)
Share of Profit/(Loss) Earned		---	---	---	---
		(169,961)	(---)	(---)	(---)
Rent Paid	900,000	---	---	---	---
	(90,000)	(---)	(---)	(---)	(---)
Interest Paid		---	---	---	639
		(124,896)	(---)	(---)	(243,484)

**NOTES TO THE FINANCIAL STATEMENTS**

(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 Paid capitalised to construction work in progress		---	---	---	---
		(---	(---	(---	(---
Directors' Remuneration		---	---	900,000	---
		(---	(---	(2,100,000)	(---
Unsecured Loan Received		---	---	---	350,000
		(---	(---	(---	(23,460,000)
Unsecured Loan Repaid		---	---	---	963,104
		(---	(---	(---	(24,261,647)
Capital Introduced in Partnership Firm		434,079,550	---	---	---
		(488,977,286)	(---	(---	(---
Refund of Capital by Partnership Firm		86,770,000	---	---	---
		(398,961,626)	(---	(---	(---
Refund of Share Application Money		---	---	---	---
		(---	(---	(---	(---
Loan Given		10,000,000	---	---	---
		(46,250,000)	(---	(---	(---
Refund of Loan Given		7,500,000	---	---	---
		(---	(---	(---	(---
<b>Closing Balance</b>	<b>75276</b>				
Payable	(12,646)	---	---	---	---
		(---	(---	(132,500)	(---
Loan Given		94,455,856	---	---	---
		(82,639,480)	(---	(---	(---
Unsecured Loan Taken		---	---	---	---
		(---	(---	(---	(937,286)
Investment		666,992,414	50,000	---	---
		(101,956,199)	(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.

**35. 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 HPSPD Enclave LLP.
- On account of Guarantee ₹ 939.95 lacs (Previous Year ₹ 721.50 lacs) issued by the Company's bankers to the Contractee for projects under EPC Division.
- Demand has been raised by Income Tax Department for ₹ 103.66 Lacs against Company for the Asst Year 12 - 13 against which appeal have been filed with Commissioner of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 102.36 Lacs against Company for the Asst Year 13 - 14 against which appeal has been filed with Commissioner of Income Tax (Appeal).



## NOTES TO THE FINANCIAL STATEMENTS

### 36. Financial Instruments and Related Disclosures

As on 31st March, 2020

(Amount in ₹)

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

As on 31st March, 2019

Particulars	Carrying Value	Amortised Cost	Fair Value
(a) Financial Assets			
(i) Investments	431,282,468	431,282,468	
(ii) Trade receivables	169,967,553	169,967,553	-
(ii) Cash and cash equivalents	62,047,774	62,047,774	-
(iii) Other financial assets	123,501,413	130,482,770	6,981,357
<b>Total Financial Assets</b>	<b>786,799,208</b>	<b>793,780,565</b>	<b>6,981,357</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	32,177,679	11,758,070
<b>Total Financial Liabilities</b>	<b>597,591,119</b>	<b>585,833,049</b>	<b>11,758,070</b>

### 37. Capital Requirements

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

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

## NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	31-Mar-20	31-Mar-19
Borrowings (long-term and short-term, including current maturities of long term borrowings)	54,61,23,721	478,707,104
Trade payables	7,83,03,614	74,948,266
Other payables (current and non-current, excluding current maturities of long term borrowings)	5,16,80,809	43,935,749
Less: Cash and cash equivalents		(62,047,774)
<b>Net debt</b>	<b>3,49,25,462</b>	<b>535,543,345</b>
	64,11,82,682	
Equity share capital	17,28,34,000	172,834,000
Other equity	80,19,56,970	790,182,987
<b>Total Capital</b>	<b>97,47,90,970</b>	<b>963,016,987</b>
<b>Gearing ratio</b>	<b>0.66</b>	<b>0.56</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, 2019.

### 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

### (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 31.03.2020	As on 31.03.2019
More than 6 months	25,991,548	51,798,566
Others	79,606,269	118,168,987

#### 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.

### (d) Impact of adoption of Ind AS- 116

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019. On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 99.97 lakhs and a lease liability of ₹ 99.97 lakhs.

## NOTES TO THE FINANCIAL STATEMENTS

Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

### (e) New Tax Regime

An amendment to Taxation Laws (Amendment) Ordinance, 2019 ("Ordinance") issued on 20th September, 2019 has provided the option to domestic company to opt for a lower tax regime subject to the assessee not availing any incentives and no credits being allowed for the accumulated Minimum Alternate Tax (MAT) credit. The Company has opted to continue under existing provision of the Income Tax Act, 1961.

### (f) Impact of Covid 19

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

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

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

Chartered Accountants

Firm Registration No : 301088E

**(Adrish Roy)**

Partner

Membership No 055826

Kolkata

The 15th day of July, 2020

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**

Whole Time Director

Sd/-

**Ravi Prakash Pincha**

Independent Director

Sd/-

**Anil Kumar Apat**

Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**

Company Secretary  
& Compliance Officer

## CONSOLIDATED INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

RDB REALTY & INFRASTRUCTURE LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

### Qualified Opinion

1. We have audited the accompanying consolidated financial statements of RDB REALTY & INFRASTRUCTURE LIMITED(hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group")and its associate comprising of the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss including other comprehensive Income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries and associate referred to in the Other Matters paragraph, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2020, of consolidated profit (including Other Comprehensive Loss), consolidated changes in equity

and its consolidated cash flows for the year ended on that date.

### Basis for Qualified Opinion

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

### Key Audit Matters

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

Sr. No	Key Audit Matter	Auditor's Response
1	<b>Investment in Subsidiaries/ Joint Ventures and Associate</b> The impairment review of unquoted equity instruments and debt, with a carrying value of ₹8,110.16 lakhs, is considered to be a risk area due to the size of the balances as well as the judgmental nature of key assumptions, which may be subject to management override. The carrying value of such unquoted equity instruments and debt is at risk of recoverability. The net worth of the underlying entities has significantly eroded and the orders in hand are below the break-even production levels of this facility. The estimated recoverable amount is subjective due to the inherent uncertainty involved in forecasting and discounting future cash flows.	<b>Principal Audit Procedures</b> Besides obtaining an understanding of Management's processes and controls with regard to testing the impairment of the unquoted equity instruments in loss making subsidiaries and joint ventures. Our procedures included the following: <ul style="list-style-type: none"> <li>Engaged internal fair valuation experts to challenge management's underlying assumptions and appropriateness of the valuation model used;</li> <li>Compared the Company's assumptions with comparable benchmarks in relation to key inputs such as long-term growth rates and discount rates;</li> <li>Assessed the appropriateness of the forecast cash flows within the budgeted period based on their understanding of the business and sector experience;</li> </ul>

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

Sr. No	Key Audit Matter	Auditor's Response
		<ul style="list-style-type: none"> <li>Considered historical forecasting accuracy, by comparing previously forecasted cash flows to actual results achieved; and Performed a sensitivity analysis in relation to key assumptions</li> </ul>
2	<p><b>Revenue recognition – accounting for construction contracts</b></p> <p>There are significant accounting judgements including estimation of costs to complete, determining the stage of completion and the timing of revenue recognition. The Company recognises revenue and profit/loss on the basis of stage of completion based on the proportion of contract costs incurred at balance sheet date, relative to the total estimated costs of the contract at completion. The recognition of revenue and profit/loss therefore rely on estimates in relation to total estimated costs of each contract. Cost contingencies are included in these estimates to take into account specific uncertain risks, or disputed claims against the Company, arising within each contract. These contingencies are reviewed by the Management on a regular basis throughout the contract life and adjusted where appropriate.</p>	<p><b>Principal Audit Procedures</b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>Testing of the design and implementation of controls involved for the determination of the estimates used as well as their operating effectiveness;</li> <li>Testing the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard;</li> <li>Testing a sample of contracts for appropriate identification of performance obligations;</li> <li>For the sample selected, reviewing for change orders and the impact on the estimated costs to complete;</li> <li>Engaging technical experts to review estimates of costs to complete for sample contracts; and</li> <li>Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings</li> </ul>
3	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 116 "Leases" (new accounting standard)</b></p> <p>Ind AS 116 Leases replaces the existing standard Ind AS 17 and specifies how the Company will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Accordingly, the Company has adopted Ind AS 116 Leases with effect from 01.04.2019. The implementation of Ind AS 116 is considered a key audit matter due to the judgments needed in establishing the underlying key assumptions.</p>	<p><b>Principal Audit Procedures</b></p> <p>In responding to the identified key audit matter, we completed the following audit procedures:</p> <ul style="list-style-type: none"> <li>Assessed the design and implementation of key controls pertaining to the determination of the Ind AS 116 transition impact disclosures;</li> <li>Assessed the appropriateness of the discount rates applied in determining lease liabilities with input from our valuation specialists;</li> <li>Assessed whether the accounting regarding leases is consistent with the definitions of Ind AS 116 including factors such as lease term and measurement principles.</li> <li>Verified the accuracy of the underlying lease data by agreeing a representative sample of leases to original contract or other supporting information, and checked the integrity and mechanical accuracy of the Ind AS 116 calculations for each lease sampled through recalculation of the expected Ind AS 116 adjustment;</li> <li>Considered completeness by testing the reconciliation to the Group's operating lease commitments and by investigating key service contracts to assess whether they contained a lease under Ind AS 116; and</li> <li>Assessed whether the disclosures within the financial statements are appropriate in light of the requirements of Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors.</li> </ul>

**Other Information**

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board Report, Corporate

Governance and Shareholders' Information but does not include the consolidated financial statements and our auditor's report thereon. The aforesaid documents are expected to be made available to us after the date of this auditor's report.



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

6. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the consolidated 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 financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.
8. When we read the aforesaid documents, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance.

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

9. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rules issued thereunder. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
10. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group including its associate are responsible for assessing the ability of the Group and its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and

using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so

11. The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

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

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



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

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

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

that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

### Other Matters

- 18 (a) We did not audit the financial statements of 12 subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of ₹ 50,124.35 lakhs as at March 31, 2020, total revenues of ₹ 1,022.86 lakhs, total net profit after tax of ₹ 377.25 lakhs and total comprehensive income of ₹ 377.25 lakhs for the year ended on that date as considered in the financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amount and disclosures included in respect of these subsidiaries are based solely on the reports of other auditors.
- (b) We did not audit the financial statements of 1 subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of ₹ 20.71 lakhs as at March 31, 2020, total revenues of Rs. Nil, total net profit after tax of Rs. Nil and total comprehensive income of Rs. Nil for the year ended on that date as considered in the financial statements. The consolidated financial statements also include the Group's share of net profit of ₹ 5.87 lakhs for the year ended 31st March, 2020, as considered in the consolidated financial statements, in respect of 1 associate, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it

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

relates to the amounts and disclosures included in respect of these subsidiary and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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 and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, In our opinion proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant Rules issued thereunder.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and associate company, none of the directors of the Group's companies and its associate company are disqualified as on 31st March, 2020 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 company, and

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate – Refer Note 2.7 to the consolidated financial statements.
- ii. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies and associate companies.

For L. B. Jha & Co.

Chartered Accountants

Firm Registration No : 301088E

(Adrish Roy)

Partner

Membership No. 055826

UDIN:20055826AAAAV7030

Place : Kolkata

Date : 15.07.2020

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

To the members of

### RDB REALTY & INFRASTRUCTURE LIMITED

[Referred to in paragraph 19(f) of the Auditors' Report of even date]

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

1. We have audited the internal financial controls over financial reporting of RDB REALTY & INFRASTRUCTURE LIMITED. (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, as of 31<sup>st</sup> March 2020 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 of the Holding Company and its subsidiary companies and its associate, are responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiaries and associate based on our audit. We conducted our audit in accordance with the "Guidance Note" and the Standard on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable. Those Standards and the Guidance

Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedure selected depends on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statement, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies and its associate, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting the Company, its subsidiary companies and its associate companies.

#### Meaning of Internal Financial Control over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
  - 1) pertain to the maintenance of the records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
  - 2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance

**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 company, have, in all material respect, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting, issued by ICAI.

**Other Matters**

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 3 subsidiary companies, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

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

**(Adrish Roy)**  
Partner  
Membership No. 055826  
UDIN:20055826AAAAAV7030

Place : Kolkata  
Date : 15.07.2020

**Consolidated Balance Sheet as at 31st March, 2020**

(Amount in ₹)

Sl No	Particulars	Note No.	As on 31.03.2020	As on 31.03.2019
<b>ASSETS :</b>				
(1)	<b>Non-current Assets</b>			
	(a)Property, Plant & Equipment	1.01	6,116,714	8,743,622
	(b) Intangible Assets	1.02A	20,933	20,933
	(c) Right of Use	1.02B	4,998,347	-
	(d) Financial Assets			
	(i)Investments	1.03	150,551,063	154,268,946
	(ii)Other Financial Assets	1.04	51,994,828	72,146,503
	(e)Deferred Tax Assets (Net)	1.05	4,234,876	5,459,006
	(f)Other Non current Assets	1.06	34,067,631	123,118,742
			<b>251,984,391</b>	<b>363,757,752</b>
(2)	<b>Current Assets</b>			
	(a)Inventories	1.07	5,561,001,000	5,160,193,497
	(b)Financial Assets			
	(i)Trade Receivables	1.08	146,976,260	217,884,905
	(ii)Cash & cash equivalents	1.09	53,321,189	89,690,694
	(iii)Other Financial Assets	1.10	429,473,526	446,607,565
	(c ) Current Tax Assets (Net)	1.11	48,761,161	43,813,690
	(d) Other Current Assets	1.12	86,434,739	29,919,375
			<b>6,325,967,875</b>	<b>5,988,109,727</b>
	<b>TOTAL ASSETS</b>		<b>6,577,952,267</b>	<b>6,351,867,479</b>
<b><u>EQUITY AND LIABILITIES:</u></b>				
1	<b>Equity</b>			
	(a)Equity Share capital	1.13	172,834,000	172,834,000
	(b)Other Equity	1.14	1,252,442,304	1,205,936,595
	Non-Controlling Interest		88,646,202	85,425,716
2	<b>Non-current Liabilities :</b>			
	(a) Financial Liabilities			
	(i) Borrowings	1.15	753,739,051	1,014,102,139
	(ii)Other financial liabilities	1.16	163,330,425	145,175,175
	(b) Provisions	1.17	717,143	617,611
			<b>917,786,619</b>	<b>1,159,894,925</b>
3	<b>Current Liabilities</b>			
	(a)Financial Liabilities			
	(i)Borrowings	1.18	1,531,074,168	1,452,818,430
	(ii) Trade Payables			
	Total outstanding dues of micro enterprises and small enterprises	1.19	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		144,023,209	146,582,598
	(iii) Other financial liabilities	1.20	328,699,934	496,337,160
	(b) Other current liabilities	1.21	2,125,352,511	1,616,277,799
	(c ) Provisions	1.22	17,093,322	15,760,257
			<b>4,146,243,142</b>	<b>3,727,776,243</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,577,952,267</b>	<b>6,351,867,479</b>

Summary of significant accounting Policies & Notes 2.1 to 2.9  
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

**(Adrish Roy)**  
Partner  
Membership No 055826  
Kolkata  
The 15th day of July, 2020

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

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

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

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

# Statement of Consolidated Profit and Loss for the year ended 31st March, 2020 (Amount in ₹)

SI No	Particulars	Note	For the Year ended 31 March 2020	For the Year ended 31 March 2019
I	Revenue From operations	1.23	449,861,606	375,918,815
II	Other Income	1.24	1,742,969	9,761,781
III	<b>Total Income (I +II)</b>		<b>451,604,575</b>	<b>385,680,596</b>
IV	<b>EXPENSES</b>			
	Construction Activity Expenses	1.25	611,709,852	675,567,425
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	1.26	(400,761,899)	(432,934,658)
	Employee benefit expense	1.27	8,048,865	8,108,308
	Finance costs	1.28	14,565,027	38,172,840
	Depreciation and amortization expense	1.29	7,218,797	6,300,513
	Other expenses	1.30	133,164,985	42,808,609
	<b>Total expenses (IV)</b>		<b>373,945,627</b>	<b>338,023,037</b>
V	<b>Profit(loss) before tax (III-IV)</b>		<b>77,658,948</b>	<b>47,657,559</b>
VI	<b>Tax Expenses</b>			
	1) Current Tax		16,125,700	14,556,196
	2) MAT Credit Entitlement		-	-
	3) Deferred Tax		1,224,129	(1,090,155)
	4) Income Tax Paid Related to Earlier Years		1,449,610	2,175,745
VII	<b>Profit (Loss) for the period from continuing operations (V-VI)</b>		<b>58,859,509</b>	<b>32,015,773</b>
VIII	<b>Profit/(loss) for the period from JV/Associates</b>		<b>586,938</b>	<b>119,390</b>
IX	<b>Profit/(loss) for the period</b>		<b>59,446,447</b>	<b>32,135,162</b>
X	<b>Other comprehensive income</b>		<b>(9,360,860)</b>	<b>914,312</b>
A(i)	Items that will not be reclassified to profit or loss		(9,506,954)	805,224
B(i)	Items that will be reclassified to profit or loss		146,094	109,088
XI	<b>Total Comprehensive Income for the period</b>		<b>50,085,587</b>	<b>33,049,474</b>
XII	<b>Total Comprehensive Income Attributable to:</b>			
	Owners of the Parent		47,408,475	32,552,077
	Non-Controlling Interest		2,677,112	497,397
X	<b>Earnings per equity share (for continuing operations)</b>			
	1) Basic		3.28	1.86
	2) Diluted		3.28	1.86

Summary of significant accounting Policies & Notes 2.1 to 2.9

Notes referred to above form an integral part of the Profit and Loss

In terms of our Report of even date attached herewith.

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

Chartered Accountants

Firm Registration No : 301088E

(**Adrish Roy**)

Partner

Membership No 055826

Kolkata

The 15th day of July, 2020

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/-

**Ritesh Kumar Jha**

Company Secretary  
& Compliance Officer



# Consolidated Cash Flow Statement for the Year ended 31st March 2020

(Amount in ₹ Lakhs)

	Year ended 31-03-2020		Year ended 31-03-2019	
<b>A. Cash flow from operating activities :</b>				
Net profit before tax as per Statement of Profit and Loss	-	77,658,948		47,657,559
Adjustments for				
Depreciation & Amortisation	7,218,797		6,300,513	
Interest Paid	12,744,979		68,857,938	
(Profit) / Loss on Sale of Fixed Assets	-		420,810	
Provision for Employee Benefits	-		229,408	
Bad Debts	78,397,679		9,943,049	
Notional Interest on Security Deposits (Expense)	243,866		614,564	
Sundry Balances Written off	-		14,405,457	
Notional interest on security Deposits Given	(137,297)		(372,069)	
Liabilities no longer payable written back	(1,260,687)		(6,735,145)	
Profit from Partnership firm	(586,938)		391,432	
Interest Received	31,977,914	128,598,314	(37,600,484)	56,455,473
<b>Operating Profit Before Working Capital Changes</b>		<b>206,257,262</b>		<b>104,113,032</b>
Increase / (Decrease) of Other Long-Term Liabilities		18,254,782		-
Increase / (Decrease) in Trade Payables		(3,820,076)		38,808
Increase / (Decrease) of Other Current Liabilities		342,672,778		20,119,685
Increase / (Decrease) of Other Liabilities		-		(100,118,391)
(Increase) / Decrease of Long-Term Advances		113,415,364		(40,682,154)
(Increase) / Decrease in Inventories		(400,807,503)		(2,280,406,059)
(Increase) / Decrease in Trade receivables		(7,489,033)		122,562,681
(Increase) / Decrease of Short-Term Advances		(5,388,742)		245,091,781
(Increase) / Decrease of Other Current Assets		(56,515,364)		
<b>Cash generated from operations</b>		<b>206,579,467</b>		<b>(1,929,280,617)</b>
Less: Direct taxes paid/ (Refunds) including Interest (Net)				24,638,114
Cash Flow before Exceptional Items		<b>206,579,467</b>		<b>(1,953,918,731)</b>
<b>Net cash Generated/(used) from operating activities</b>		<b>206,579,467</b>		<b>(1,953,918,731)</b>
<b>B. Cash Flow from Investing Activities :</b>				
Sale / (Purchase) of fixed assets	(9,590,236)		12,784,945	
Monority Loss	3,189,765		951,740	
Interest Received	(31,977,914)		33,100,484	
Purchase of Investment	(5,642,977)		114,686,322	
Loans Refund / (Given)	(4,075,281)		(246,448,026)	
Fixed Deposits	15,282,794		(1,893,519)	
<b>Net cash from investing activities</b>		<b>(32,813,849)</b>		<b>(86,818,054)</b>



# Consolidated Cash Flow Statement for the Year ended 31st March 2020

(Amount in ₹)

	Year ended 31-03-2020	Year ended 31-03-2019
<b>C. Cash flow from financing activities :</b>		
Proceeds / (Repayment) of Long Term Borrowings	(260,363,088)	1,095,363,512
Proceeds / (Repayment) of Short Term Borrowings	78,255,737	1,034,021,442
Interest Paid	(12,744,979)	(69,805,843)
<b>Net cash generated/(used) in financing activities</b>	<b>(194,852,329)</b>	<b>2,059,579,111</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(21,086,711)</b>	<b>18,842,324</b>
Cash and cash equivalents -Opening balance	48,951,160	30,108,836
	<b>27,864,449</b>	<b>48,951,160</b>
<b>Cash and cash equivalents -Closing balance</b>	<b>27,864,449</b>	<b>48,951,160</b>

## Note :

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

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

Chartered Accountants

Firm Registration No : 301088E

**(Adrish Roy)**

Partner

Membership No 055826

Kolkata

The 15th day of July, 2020

For and on behalf of the Board

Sd/-

**Pradeep Kumar Pugalia**  
Whole Time Director

Sd/-

**Ravi Prakash Pincha**  
Independent Director

Sd/-

**Anil Kumar Apat**  
Chief Financial Officer

Sd/-

**Ritesh Kumar Jha**  
Company Secretary  
& Compliance Officer

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

(Amount in ₹)

**A. Share Capital**

Particulars	Balance as on 31.03.2019	Issued during the year	Balance as on 31.03.2020
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 2019	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	109,088.00	32,552,077	497,397
Other comprehensive income	-	-	-	-	-	-	-	-
Balance at 31 March 2020	352,126,180	198,909,337	559,051,525	62,592,132	-	70,014	1,172,749,188	88,646,202

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

**(Adrish Roy)**  
Partner  
Membership No 055826  
Kolkata  
The 15th day of July, 2020

For and on behalf of the Board

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

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

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### A. Corporate Information

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

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

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

#### B. Summary of Significant Accounting Policies

##### a) Overall consideration

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

##### Basis of preparation

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

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

#### Basis of consolidation

##### Subsidiaries

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

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

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

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

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Associates

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

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

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

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

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

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

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

### b) Use of estimates:

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

### Key estimates and assumptions :

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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).

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

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

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

### c) Property, Plant and Equipment

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

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. This applies mainly to components for machinery. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant

and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

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

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

### d) Intangible Assets

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

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

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

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

#### i Revenue from own construction

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

#### ii Revenue from Construction Contracts

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

progress of delivery.

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

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

recognised in the period in which the employee renders the related service.

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

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

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

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

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

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

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

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

### l) Taxes on Income

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

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

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

### m) Foreign Currency Transactions

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



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

are translated at the exchange rate prevalent at the date of transactions.

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

### n) Segment Reporting

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

### o) Earnings Per Share

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

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

### p) Cash & Cash Equivalents

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

### q) Financial Instruments

#### ➤ Financial Instruments - Initial recognition 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 CONSOLIDATED 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 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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

other payables, loans and borrowings including bank overdrafts.

### Subsequent measurement

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

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

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

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

- **Financial liabilities measured at amortized cost**

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

- **Financial liabilities –Derecognition**

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

**r) Fair Value measurement**

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

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

The principal or the most advantageous market must be accessible to the company. The company

uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

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

**s) Impairment of financial assets**

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

**t) Lease**

**a. Where the Company is the lessee**

The company has applied Ind AS 116 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under Ind AS 17.

The company recognises a right-of-use asset

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably

certain not to terminate early.

### b. Where the Company is the lessor

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

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

### u) Standards issued but not yet effective

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2020.

Issue of Ind AS 117 – Insurance Contracts Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk. Application of this standard is not expected to have any significant impact on the Company's financial statements.

Amendments to existing Standards Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

Ind AS 103 – Business Combination

Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

Ind AS 40 – Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Note 1.01 Property, Plant and Equipment

	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>							
Deemed cost as at 1 April 2018	475,086	-	15,338,534	2,346,071	43,013,022	3,681,332	64,854,045
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>
Additions	-	-	276,786	-	-	-	276,786
Disposals	-	-	-	-	1,222,757	-	1,222,757
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>475,086</b>	<b>-</b>	<b>10,444,066</b>	<b>1,182,720</b>	<b>14,489,965</b>	<b>1,729,569</b>	<b>29,544,163</b>
<b>Accumulated depreciation as at 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>
Depreciation charge during the year	-	-	1,053,522	57,150	1,012,003	97,775	7,218,797
Disposals	-	-	-	-	539,511	-	539,511
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>-</b>	<b>-</b>	<b>7,947,116</b>	<b>750,306</b>	<b>11,884,004</b>	<b>1,623,266</b>	<b>27,203,039</b>
<b>Net carrying amount as at 1 April 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 31 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>
<b>Net carrying amount as at 31 March 2020</b>	<b>475,086</b>	<b>-</b>	<b>2,496,950</b>	<b>432,414</b>	<b>2,605,961</b>	<b>106,303</b>	<b>6,116,714</b>

## Note 1.02A Intangibles

	Computer Softwares
<b>Gross carrying amount</b>	
Deemed cost as at 1 April 2018	1,568,816
Additions	-
Disposals	1,155,709
<b>Closing gross carrying amount as on 31.03.2019</b>	<b>413,107</b>
Additions	-
Disposals	-
<b>Closing gross carrying amount as on 31.03.2020</b>	<b>413,107</b>
<b>Accumulated depreciation as at 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>
Depreciation charge during the year	-
Disposals	-
<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>392,174</b>
<b>Net carrying amount as at 31 March 2018</b>	<b>41,815</b>
<b>Net carrying amount as at 31 March 2019</b>	<b>20,933</b>
<b>Net carrying amount as at 31 March 2020</b>	<b>20,933</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.02B Right of use

#### Gross carrying amount

#### Opening gross carrying amount cost as at 1 April 2019

Additions	9,996,694
Disposals	-

<b>Closing gross carrying amount as on 31.03.2020</b>	<b>9,996,694</b>
---	------------------

Accumulated depreciation as at 31.03.2019	-
---	---

Depreciation charge during the year	4,998,347
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Disposals	-
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<b>Closing accumulated depreciation as on 31.03.2020</b>	<b>4,998,347</b>
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Net carrying amount as at 31 March 2019	-
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<b>Net carrying amount as at 31 March 2020</b>	<b>4,998,347</b>
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### Note 1.03 Investment

	Face Value @	Nos of Shares	As at March 31, 2020	Nos of Shares	As at March 31, 2019
<b>I) Investment in Equity Instruments</b>					
<b>Unquoted</b>					
<b>a) Associates</b>					
Rimjhim Vanijya Private Limited	₹ 10	5,000	679,887	5,000	2,366,423
<b>b) Others</b>					
RDB Legend Infrastructure Pvt. Ltd.	₹ 10	4,801,600	38,509,045	4,801,600	48,016,000
Dalton Kunj Private Limited	₹ 10	---	---	40,000	80,000
Manavata Vyapaar Private Limited	₹ 10	---	---	50,000	100,000
Persi Fashion Private Limited	₹ 10	---	---	90,000	180,000
Ritudhan Suppliers Pvt. Ltd.	₹ 10	5,000	50,000	5,000	50,000
Surat National Co-operative Bank Limited	₹ 10	2,150	1,020,224	2,150	1,020,224
ICICI Bank Limited			518,227		500,000
			<b>40,097,496</b>		<b>49,946,224</b>
<b>Total (a + b) = I</b>			<b>40,777,383</b>		<b>52,312,647</b>

### Aggregate book cost of unquoted investments (Amount in Rs.)

Particulars	(Amount in ₹)	(Amount in ₹)
<b>(II) Investments in the Capital of Partnership Firms/LLP/AOP</b>		
Regent Associates	78,143,444	69,300,473
Nirvana Devcon LLP	---	---
HPSD Enclave LLP	50,000	50,000
Rituraj Construction LLP	50,000	50,000
Aristo Infra Developers LLP	500,000	500,000
HPVD Enclave LLP	30,975,000	30,975,000
RDB Mumbai Realty LLP	77,277	451,892
RDB Mumbai Housing LLP	34,786	666,344
Regent Developers & Builders	(56,827)	(37,410)
	109,773,680	101,956,299
<b>Total (I + II)</b>	<b>150,551,063</b>	<b>154,268,946</b>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Name of Partnership Firm/LLP/AOP

	Total Capital (₹)	Profit Sharing Ratio	Total Capital (₹)	Profit Sharing Ratio
<b>Regent Associates</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	78,143,444	51%	69,300,473	51%
2 Dharmendra Lalchand Jain	15,848,604	11%	15,850,599	11%
3 Lalchand Pannalal Jain	5,042,604	11%	5,044,599	11%
4 Leela Lachand Jain	5,849,604	11%	5,851,599	11%
5 Mahendra Lalchand Jain	9,500,433	8%	9,501,885	8%
6 Pravin Lalchand Jain	11,823,893	8%	11,825,345	8%
	<b>126,208,583</b>	<b>100%</b>	<b>117,374,500</b>	<b>100%</b>
<b>Regent Developers &amp; Builders</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	(56,827)	60%	(37,410)	60%
2 Keshulal Mehta	58,551	25%	138,162	25%
3 Mahendra Bokadia	2,898	15%	2,898	15%
	<b>4,622</b>	<b>100%</b>	<b>103,650</b>	<b>100%</b>
<b>RDB Mumbai Housing LLP</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	34,786	60%	666,344	60%
2 Shashank Bansode	313,066	25%	316,296	25%
	<b>347,852</b>	<b>100%</b>	<b>982,640</b>	<b>100%</b>
<b>RDB Mumbai Realty LLP</b>				
1 RDB Mumbai Infrastructure (p) Ltd.	77,277	90%	451,892	90%
2 Harish Mali	(3,516)	10%	49,108	10%
	<b>73,762</b>	<b>100%</b>	<b>501,000</b>	<b>100%</b>
<b>Rituraj Construction LLP</b>				
1 Raj Construction Projects Pvt. Ltd.	50,000	50%	50,000	50%
2 Raj Vardhan Patodia	50,000	50%	50,000	50%
	<b>100,000</b>	<b>100%</b>	<b>100,000</b>	<b>100%</b>
<b>Aristo Developers LLP</b>				
1 RDB Realty & Infrastructure Limited	500,000	50%	500,000	50%
2 Avyay Commercial Industries Pvt. Ltd.	250,000	25%	250,000	25%
3 Patcrop Construction Pvt. Ltd.	250,000	25%	250,000	25%
<b>Total</b>	<b>1,000,000</b>	<b>100%</b>	<b>1,000,000</b>	<b>100%</b>



Particulars	Profit Ratio	As at (Amount in ₹)		As at (Amount in ₹)	
		Capital	Current	Capital	Current
HPSD Enclave LLP					
1 Regent Hirise Private Limited	50%	50000	---	50,000	---
2 Raj Construction Projects Pvt. Ltd.	50%	50000	---	50,000	---
		<b>100,000</b>		<b>100,000</b>	---
HPVD Commotrade AOP	Profit Ratio	<b>Capital</b>	<b>Current</b>	<b>Capital</b>	<b>Current</b>
1 Raj Construction Projects Pvt. Ltd.	50%	250,000	30,725,000	250,000	30725000
2 Regent Hirise Private Limited	50%	250,000	30,490,000	250,000	30490000
		<b>500,000</b>	<b>61,215,000</b>	<b>500,000</b>	<b>61,215,000</b>

**Note 1.04 Financial Assets**

	As at March 31, 2020	As at March 31, 2019
Security Deposits		
Loans to related parties		
<b>Other loans (specify nature)</b>		
Other loans and advances	51,994,828	72,146,503
Misc. Exp. Not W/Off (Preliminary Expenses)		
	<b>51,994,828</b>	<b>72,146,503</b>

**Note 1.05 Deferred tax assets (net)**

The major components of the Deferred Tax Liabilities / (Assets) based on the tax effects of timing differences are as follows:

	4,234,876	5,459,006
	<b>4,234,876</b>	<b>5,459,006</b>

**Note 1.06 Other non-current asset**

Capital Advances	34,067,631	123,118,742
Advances other than capital advances		
(a) Security Deposit		
(b) Advances to related parties (giving details thereof)		
Other advances	-	
	<b>34,067,631</b>	<b>123,118,742</b>

**Note 1.07 Inventories**

(a) Work in Progress	5,367,557,794	4,923,758,377
(b) Finished Goods	193,443,206	236,435,120
<b>Total</b>	<b>5,561,001,000</b>	<b>5,160,193,497</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.08 Financial Assets -Trade Receivables

	As at March 31, 2020	As at March 31, 2019
Trade receivables	146,976,260	217,884,905
Receivables from related parties (refer note...)		
Less: Allowance for doubtful debts		
<b>Total receivables</b>	<b>146,976,260</b>	<b>217,884,905</b>
Break up of security details:		
Trade receivables		
(a) Secured, considered good		
(b) Unsecured, considered good	146,976,260	217,884,905
<b>Less: Allowance for doubtful debts</b>		
<b>Total</b>	<b>146,976,260</b>	<b>217,884,905</b>

### Note 1.09 Financial Assets - Cash and cash equivalents

(a) Balances with banks		
(1) Unrestricted Balance with banks		
(i) In Current Account	24,910,585	45,361,059
(ii) In Deposit Account		
(b) Cheques, drafts on hand		
(c) Cash in hand	2,953,864	3,590,101
(d) Others		
-For Unclaimed Dividends on Current Accounts	665,851	873,686
-Term Deposits*	24,790,889	39,865,848
(* Pledge with Bank against credit facilities availed by the Company)		
<b>Cash and cash equivalents as per balance sheet</b>	<b>53,321,189</b>	<b>89,690,694</b>
(a) Earmarked Balances with banks		
(1) Earmarked Balance with banks		
(i) In Current Account	665,851	873,686
(ii) In Deposit Account	24,790,889	39,865,848
<b>Total</b>	<b>25,456,740</b>	<b>40,739,534</b>
<b>Total Cash and Cash Equivalents</b>	<b>53,321,189</b>	<b>89,690,694</b>

### Note 1.10 Other Financial Assets

<b>Current</b>		
<b>Loans to Related Parties</b>		
(a) Secured, considered good		
(b) Unsecured, considered good	1,846,832	7,978,298
(c) Significant Increase in credit Risk		
(d) Credit impaired		
(d) Others	94,455,856	
<b>Loans to Other</b>		
(a) Secured, considered good		
(b) Unsecured, considered good	333,170,838	438,629,267
(c) Significant Increase in credit Risk		
(d) Credit impaired		
<b>Other Advances</b>		
Unsecured, considered good		
	<b>429,473,526</b>	<b>446,607,565</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.11 Current Tax Assets (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current tax assets</b>		
Advance Income Tax and TDS	48,761,161	43,813,690
<b>Total</b>	<b>48,761,161</b>	<b>43,813,690</b>

### Note 1.12 Other current assets

Prepaid Expenses	36,451,681	645,283
Balances with Statutory Authorities	48,324,193	29,274,092
Other Advances	1,658,865	
	<b>86,434,739</b>	<b>29,919,375</b>

### Note 1.13 Equity Share Capital

Particulars (Equity shares of ₹ 10/- each)	As at 31st March 2020		As at 31st March 2019	
	Shares (No.'s)	Amount	Shares (No.'s)	Amount
a. Authorised Share Capital	20,000,000	200,000,000	20,000,000	200,000,000
b. Issued, subscribed and paid-up share capital :	17,283,400	172,834,000	17,283,400	172,834,000
c. Reconciliation of equity shares outstanding				
As at the beginning of the year	17,283,400	172,834,000	17,283,400	172,834,000
Add: Shares issued during the year	---	---	---	---
Less : Shares bought back during the year	---	---	---	---
As at the end of the year	17,283,400	172,834,000	17,283,400	172,834,000

d. Rights, preferences & restrictions attaching to shares and restrictions on distribution of dividend & repayment of capital.  
The Company has only one class of equity shares having par value of Rs. 10/- share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend.

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

Name of Equity shareholder	Shares held (No)	% holding	Shares held (No)	% holding
BFM Industries Limited	3,248,500	18.80%	3,248,500	18.80%
Khatod Investments & Finance Company Limited	2,960,625	17.13%	2,960,625	17.13%
Vinod Dugar	2,071,523	11.99%	2,068,023	11.97%
Sheetal Dugar	1,639,882	9.49%	1,639,882	9.49%
NTC Industries Limited	1,260,000	7.29%	1,260,000	7.29%

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

### Note 1.14 Other equity

Particulars	As at March 31, 2020	As at March 31, 2019
(i) <b>Other Reserves</b>		
(i) <b>Capital Reserve</b>		
Balance as per last Account	63,915,875	62,592,132
Add/(Less) - Adjustments	-	635,329
<b>Closing balance</b>	<b>63,915,875</b>	<b>63,227,461</b>
(ii) <b>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>
(iii) <b>General reserve</b>		
Balance as at the beginning of the year	198,909,337	198,909,337

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at March 31, 2020	As at March 31, 2019
Add/(Less) - Adjustments	-	-
<b>Closing balance</b>	<b>198,909,337</b>	<b>198,909,337</b>
(ii) Retained Earnings		
Surplus at the beginning of the year	590,082,436	559,121,539
Add- Adjustment	-	-
Add : Profit for the year	56,769,335	31,637,765
Add: Ind AS Adjustments	-	-
<b>Closing balance</b>	<b>646,851,771</b>	<b>590,759,304</b>
(iii) <b>Other Comprehensive income</b>		
Equity Instruments through other comprehensive income	(9,506,954)	805,224
Other items of Other Comprehensive Income	146,094	109,088
	(9,360,860)	914,312
<b>Total other equity</b>	<b>1,252,442,304</b>	<b>1,205,936,595</b>

## Note 1.15 Financial Liabilities - Borrowings

<b>Non-current</b>		
<b>Secured - at amortised cost</b>	602,709,360	728,117,218
(i) Term Loans		
From Bank / Financial Institution		
<b>Unsecured - at amortised cost</b>		
(i) Others	151,029,691	285,984,921
	<b>753,739,051</b>	<b>1,014,102,139</b>

Nature of Loans including security and/or Guarantee	Payment details	Other Remarks	2019-20	2018-19
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%	284,311,300	200,000,000
Secured by way of Assignment of Lease Rentals and corporate and personal guarantee of holding company and promoters respectively.	Loan is repayable in 96 equal monthly installments of ₹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 0.90%	8,633,020	18,123,135
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%	309,765,040	509,994,083

## Note 1.16 Other Financial Liabilities

<b>Non-Current</b>		
Advance Taken	138,504,707	124,236,266
Security Deposits (Unsecured)	24,825,718	20,938,909
	<b>163,330,425</b>	<b>145,175,175</b>

## Note 1.17 Provisions

Employee Benefits	717,143	617,611
<b>Total</b>	<b>717,143</b>	<b>617,611</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.18 Financial Liabilities - Borrowings

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Secured - at amortised cost</b>		
<b>Secured</b>		
Bank Overdraft	17,111,296	44,598,757
<b>Unsecured</b>		
Related Parties	-	882,073
Others	1,513,962,871	1,407,337,601
<b>Total</b>	<b>1,531,074,168</b>	<b>1,452,818,430</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 1.19 Financial Liabilities - Trade payables

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Current</b>		
Dues to Micro and Small Enterprises	-	-
Others	144,023,206	146,582,598
<b>Total</b>	<b>144,023,206</b>	<b>146,582,598</b>

### Note 1.20 Financial Liabilities - Other financial liabilities

	As at March 31, 2020	As at March 31, 2019
<b>Current</b>		
Interest accrued but not due on borrowings	233,803	309,670
Advances from other	95,717,079	85,910,486
Unclaimed dividend	665,851	873,686
Retention Money	1,847,666	1,847,666
Other payable	21,962,490	16,590,833
Current maturity of long term debt	208,273,045	390,804,820
Book Debt From Bank	-	-
<b>Total</b>	<b>328,699,934</b>	<b>496,337,160</b>

### Note 1.21 Other Current Liabilities

Advances from customers	2,125,352,511	1,616,277,799
Other payable		
<b>Total</b>	<b>2,125,352,511</b>	<b>1,616,277,799</b>

### Note 1.22 Provisions

Provision for Employee Benefits	1,240,422	1,240,257
Provision for Income Tax	15,852,900	14,520,000
<b>Total</b>	<b>17,093,322</b>	<b>15,760,257</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.23 Revenue from Operations

<b>a) Sales</b>		
Construction Activities	329,450,745	279,977,092
Sale of services	20,294,062	8,104,393
<b>b) Profit/(Loss) from Partnership Firms</b>		
- Bindi Developers		
- Regent Associates	6,397,072	(391,432)
<b>c) Other operating revenues</b>		
Rental Income		
- From RDB Realty	-	
- From Others	61,741,813	50,628,278
<b>Interest from Partnership Firm</b>		
- Aristo Infra Developers LLP	-	4,500,000
- Nirvana Devcon LLP	-	
Interest Received FD/NSC	5,492,564	2,192,377
Interest Received from Other Party Loan	20,739,557	26,885,813
- From Others	5,745,793	4,022,294
	<b>449,861,606</b>	<b>375,918,815</b>

### Note 1.24 Other Income

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Liabilities/ advances no longer payable w/back (net)	1,260,687	6,735,145
Profit on Sale of Investment	-	-
Profit on Sale of Fixed Assets	-	-
Miscellaneous Income	344,985	2,654,567
Interest Received on IT Refund	137,297	372,069
Notional Interest on Advance	-	-
	<b>1,742,969</b>	<b>9,761,781</b>

### Note 1.25 Construction Activity Expenses

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
Direct purchase cost for the Project	31,736,487	56,568,349
Cost of Land and Development Charges	1,944,972	57,474,142
Construction and other Materials	179,820,188	142,729,155
Labour Charges	59,617,961	61,998,639
Project Management Charges	4,742,651	7,800,213
Other Construction Expenses	220,253,869	317,380,701
Interest paid to Others	113,593,724	31,616,226
	<b>611,709,852</b>	<b>675,567,425</b>

### Note 1.26 Changes In Inventories of Finished Goods, Stock-In-Trade and Work-in-Progress

<b>Work-in-Progress</b>		
Finished Goods	4,960,374,537	4,513,933,106
Stock in Transit	199,864,564	213,325,732
Less : Closing Stock	-	-
<b>Work-in-Progress</b>		
Finished Goods	5,367,557,794	4,923,758,377
Stock in Transit	193,443,206	236,435,119
Increase / (Decrease) in Stock	<b>(400,761,899)</b>	<b>(432,934,658)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### Note 1.27 Employee Benefits Expense

Particulars	For the year ended 31st March 2020	For the year ended 31st March 2019
a) Salaries ,Wages and Bonus	14,063,467	37,572,957
b) Contribution to provident and other funds	23,406	122,932
c) Staff Welfare Expenses	478,154	476,951
	<b>14,565,027</b>	<b>38,172,840</b>

### Note 1.28 Finance Costs

(a) interest Cost	12,744,979	37,241,712
(b) Other Borrowing Cost		
Notional Interest on Security Deposits	243,866	614,564
Finance Charges	1,576,182	316,564
<b>Total</b>	<b>14,565,027</b>	<b>38,172,840</b>

### Note 1.29 Depreciation and Amortization Expense

Depreciation for the Year	7,218,797	6,300,513
<b>Total</b>	<b>7,218,797</b>	<b>6,300,513</b>

### Note 1.30 Others Expenses

#### A) ADMINISTRATIVE AND GENERAL EXP.

Rates & Taxes	3,197,465	1,032,252
Rent,	611,849	2,971,872
Legal and Consultancy Charges	1,634,901	2,249,633
Interest Penalty Demarage	-	47,644
Insurance	-	66,592
Electricity Expenses	736,124	592,233
Motor Vehicle Expenses	707,673	1,053,679
Other Repairs	6,220,584	2,697,927
Travelling & Conveyance Expn	80,794	129,921
Postage, Telegraph & Telephones	323,941	451,803
Printing & Stationary	458,364	601,841
Listing Fees & Filing Fees	817,290	423,941
Miscellaneous Expenses	2,119,316	1,265,352
Donation Paid(80G)	200,000	300,000
Loss on Sale of Fixed Assets	4,920	420,810
Fixed Assets Written Off	36,797,290	14,405,457
Bad Debts/ Advances Written Off	78,397,679	9,943,049
Auditors Remuneration :		
Statutory Audit Fee	162,500	162,500
Tax Audit Fee	56,000	56,000
<b>Total A</b>	<b>132,526,691</b>	<b>38,872,506</b>

#### B) SELLING AND DISTRIBUTION EXPENSES

Advertisement & Publicity Expenses	103,980	-
Preliminary expenses	42,028	-
Commission to Selling Agents	441,936	673,640
Other Sales Expenses	50,350	3,262,463
<b>Total B</b>	<b>638,294</b>	<b>3,936,103</b>
<b>Total (A + B)</b>	<b>133,164,985</b>	<b>42,808,609</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 2020	31st March 2019	
Bahubali Tie-Up Private Limited (Company)	India	100.00	100.00	31st March
Baron Suppliers Private Limited (Company)	India	100.00	100.00	31st March
Bhagwati Builders & Development Private Limited (Company)	India	100.00	100.00	31st March
Bhagwati Plasto Works Private Limited (Company)	India	51.00	51.00	31st March
Headman Mercantile Private Limited (Company)	India	100.00	100.00	31st March
Kasturi Tie-Up Private Limited (Company)	India	100.00	100.00	31st March
Triton Commercial Private Limited	India	100.00	100.00	31st March
Raj Construction Projects Private Limited (Company)	India	100.00	100.00	31st March
RDB Jaipur Infrastructure Private Limited (Company) (Formerly RDB Realty Private Limited)	India	53.63	53.63	31st March
RDB Mumbai Infrastructures Private Limited (Company)	India	51.00	51.00	31st March

**The Group Associates are**

Name of the Company	Country of Incorporation	Proportion of Ownership as at		Reporting Date
		31st March 2020	31st March 2019	
Rimjhim Vanijiya 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 2020	31st March 2019	
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, 20	31st Mar, 19
Profit available for Equity Shareholders	(A) (₹)	56,769,335	32,135,162
Weighted average number of Equity Shares outstanding	(B) (Nos.)	32,135,162	17,283,400
Earnings per equity share (Face value of ₹ 10/- each) Basic & Diluted	(A/B) (₹)	3.28	1.86

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### 2.3 Disclosure of Construction Contracts

	31st Mar, 20	31st Mar, 19
Contract revenue recognised during the year	162,252,376	—
Contract Cost incurred and recognised profits for all the contracts	155,083,276	74,424,391
Due from customer for contract work (including Retention)	100,877,952	112,105,552
Due to suppliers for contract work	29,031,268	15,132,242

### 2.4 Employee Defined Benefits:

- a) Defined Contribution Plans: The Company has recognised an expense of ₹ 1.00 Lacs (Previous Year ₹ 1.20 Lacs) towards the defined contribution plans.
- b) Defined Benefit Plans: As per actuarial valuation as on March 31, 2020 and recognised in the financial statements in respect of Employee Benefit Schemes:

PARTICULARS	2019-20 Gratuity	2018-19 Gratuity
<b>I Components of Employer Expense</b>		
1 Current Service Cost	102,735	95,617
2 Interest Cost	143,056	1,33,791
3 Expected Return on Plan Assets	---	---
4 Curtailment Cost/ (Credit)	---	---
5 Settlement Cost/ (Credit)	---	---
6 Past Service Cost	-	-
7 Actuarial Losses/ (Gains)	(146,094)	(1,09,088)
8 Total employer expense recognised in the Statement of Profit & Loss	99,697	1,20,320
<b>Gratuity expense is recognised in "Gratuity" under Note No. 23</b>		
<b>II Net Asset/ (Liability) recognised in Balance Sheet</b>		
1 Present Value of Defined Benefit Obligation	1,957,565	18,57,868
2 Fair Value of Plan Assets	-	-
3 Funded Status [Surplus/ (Deficit)]	(1,957,565)	(18,57,868)
4 Unrecognised Past Service Costs	-	-
5 Net Asset/ (Liability) recognised in Balance Sheet	(1,957,565)	(18,57,868)
<b>III Change in Defined Benefit Obligation (PBO)</b>		
1 Present Value of PBO at the Beginning of Period	(18,57,868)	(1,737,548)
2 Current Service Cost	102,735	95,617
3 Interest Cost	143,056	133,791
4 Curtailment Cost/ (Credit)	-	-
5 Settlement Cost/ (Credit)	-	-
6 Plan Amendments	-	-
7 Acquisitions	-	-
8 Actuarial Losses/ (Gains)	(1,09,088)	(1,09,088)
9 Benefit Payments	-	-
10 Present Value of PBO at the End of Period	(1,957,565)	(18,57,868)
<b>IV Change in Fair Value of Assets</b>		
1 Plan Assets at the Beginning of Period	---	--
2 Acquisition Adjustment	---	--
3 Expected Return on Plan Assets	---	--
4 Actual Company Contributions	---	--
5 Actuarial Gain/ (Loss)	---	--
6 Benefit Payments	---	--
7 Plan Assets at the End of Period	---	--
<b>V Actuarial Assumptions</b>		
1 Discount Rate	7%	7%
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 TO THE CONSOLIDATED FINANCIAL STATEMENTS

### Notes

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

### Sensitivity Analysis

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

Particulars	As on 31/03/2020	
	Decrease	Increase
Discount Rate (- / + 1%)	2043305	1937114
% change compared to base due to sensitivity	4.38%	4.27%
Salary Growth Rate (- / + 1%)	1892854	1799518
% change compared to base due to sensitivity	-3.31%	-3.14%
Withdrawal Rates (- / + 50%)	1953910	1851235
% change compared to base due to sensitivity	-0.17%	-0.36%

Particulars	As on 31/03/2020
Defined Benefit Obligation (Base)	1957565

## 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	Pradeep Kumar Pugalia	Whole Time Director
2	Kiran P Mali	Director of Subsidiary Co
3	Vikash Jhanwar	Director of Subsidiary Co
4	Waseem Javed Khan	Director of Subsidiary Co

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

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

#### C. Associates

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

Nature of Transactions	Subsidiaries	Partnership Firms & LLP	Associates	Key Management Personnel & their Relatives	Enterprises over which KMP & their relatives have significant influence
Interest Income	---	6,851,529	---	---	---
	(11,692,310)	(5,846,155)	(---)	(---)	(---)
Share of Profit/(Loss) Earned	---	(137,832)	---	---	---
	(391,432)	(391,432)	(---)	(---)	(---)
Rent Paid	---	---	---	---	---
	---	(---)	(---)	(---)	(---)
Interest Paid	---	---	---	---	639
	(243,484)	(---)	(---)	(---)	(243,484)
Interest Paid capitalised to construction work in progress	---	---	---	---	---
	---	(---)	(---)	(---)	(---)
Directors' Remuneration	---	---	---	900,000	---
	(1,650,000)	(---)	(---)	(2,100,000)	(---)
Unsecured Loan Received	---	---	---	25,100,000	350,000
	(74,660,000)	(---)	(---)	(51,200,000)	(23,460,000)
Unsecured Loan Repaid	---	---	---	1,100,000	963,104
	(54,437,299)	(---)	(---)	(30,200,000)	(24,237,299)
Capital Introduced in Partnership Firm	---	10,231,213	---	---	---
	(11,654,245)	(11,654,245)	(---)	(---)	(---)
Refund of Capital by Partnership Firm	---	2,276,000	---	---	---
	(2,500,000)	(2,500,000)	(---)	(---)	(---)
Refund of Share Application Money	---	---	---	---	---
	---	(---)	(---)	(---)	(---)
Loan Given	---	10,000,000	---	---	---
	(46,250,000)	(46,250,000)	(---)	(---)	(---)
Refund of Loan Given	---	7,500,000	---	---	---
	---	(---)	(---)	(---)	(---)
<b>Closing Balance</b>					
Payable	---	---	---	---	---
	(132,500)	(---)	(---)	(132,500)	(---)
Loan Given	---	94,455,856	---	---	---
	(82,639,480)	(82,639,480)	(---)	(---)	(---)
Unsecured Loan Taken	---	---	---	147,531,000	---
	(124,468,286)	(---)	(---)	(123,531,000)	(937,286)
Investment		109,773,680	679,887	---	---
		(101,956,199)	(2,366,423)	(---)	(---)

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

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

### 2.6 Contingent Liabilities:-

- On account of corporate Guarantee of ₹ 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 HPSP 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 of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 102.36 Lacs against parent for the Asst Year 13 - 14 against which appeal has been filed with Commissioner of Income Tax (Appeal).
- Demand has been raised by Income Tax Department for ₹ 249 Lacs against Company for the Asst Year 14 - 15 against which appeal has been filed with Commissioner of Income Tax (Appeal).

### 2.7 Financial Instruments and Related Disclosures

As on 31.03.2020

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>(a) Financial Assets</b>			
(i) Investments	150,551,063	150,551,063	-
(ii) Trade receivables	146,976,260	146,976,260	-
(iii) Cash and cash equivalents	53,321,189	53,321,189	-
(iv) Other financial assets	481,468,354	481,468,354	-
<b>Total Financial Assets</b>	<b>832,316,865</b>	<b>832,316,865</b>	-
<b>(a) Financial Liabilities</b>			
(i) Borrowings	2,284,813,219	2,284,813,219	-
(ii) Trade and other payables	144,023,209	144,023,209	-
(iii) Other financial liabilities	492,030,359	467,204,641	24,825,718
<b>Total Financial Liabilities</b>	<b>2,920,866,786</b>	<b>2,896,041,068</b>	<b>24,825,718</b>

As on 31.03.2019

Particulars	Carrying Value	Amortised Cost	Fair Value
<b>(a) Financial Assets</b>			
(i) Investments	154,268,946	154,268,946	-
(ii) Trade receivables	217,884,905	217,884,905	-
(ii) Cash and cash equivalents	89,690,694	89,690,694	-
(iii) 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>(a) 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	620,573,426	20,938,909
<b>Total Financial Liabilities</b>	<b>3,255,015,502</b>	<b>3,234,076,593</b>	<b>20,938,909</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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital 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-20 (in ₹)	31-Mar-19 (in ₹)
Borrowings (long-term and short-term)	2,284,813,219	2,466,920,569
Trade payables	144,023,209	146,582,598
Other payables (current and non-current)	492,030,359	641,512,335
Less: Cash and cash equivalents	(53,321,189)	(89,690,694)
<b>Net debt</b>	<b>2,867,545,597</b>	<b>3,165,324,808</b>
Equity share capital	172,834,000	172,834,000
Other equity	1,252,442,304	1,205,936,595
<b>Total Capital</b>	<b>1,425,276,304</b>	<b>1,378,770,595</b>
<b>Gearing ratio</b>	<b>2.01</b>	<b>2.30</b>

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

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018 and March 31, 2019.

### Disclosure of Financial Instruments

#### Financial risk management objectives and policies

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

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

#### (a) Market risk:

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

##### (i) Interest rate risk

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

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. Most of the borrowings of the Group are unsecured and at fixed rates. The Group does not enter into any interest rate swaps.

##### (ii) Price risk

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### (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 31.03.2020	As on 31.03.2019
More than 6 months	33,941,573	52,899,056
Others	113,034,687	164,985,849

#### 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.

### (d) Impact of adoption of Ind AS- 116

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019. On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of ₹ 99.97 lakhs and a lease liability of ₹ 99.97 lakhs. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments.

### (e) New Tax Regime

An amendment to Taxation Laws (Amendment) Ordinance, 2019 ("Ordinance") issued on 20th September, 2019 has provided the option to domestic company to opt for a lower tax regime subject to the assessee not availing any incentives and no credits being allowed for the accumulated Minimum Alternate Tax (MAT) credit. The Company has opted to continue under existing provision of the Income Tax Act, 1961.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### (f) Impact of Covid 19

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

**2.8** The Board clarifies that the financial statement of the Aristo Infra Developers LLP could not be prepared within the stipulated time due to the lockdown imposed by the Government and the subsequent disturbances caused in the operations

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

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

**(Adrish Roy)**  
Partner  
Membership No 055826  
Kolkata  
The 15th day of July, 2020

For and on behalf of the Board

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

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

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

## Form AOC-1

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

### Part "A": Subsidiaries

Name of the subsidiary	Bahubali Tie-Up Pvt Ltd	Baron suppliers Pvt Ltd.	Bhagwati Builders & Developments Pvt Ltd.	Bhagwati Plastoworks Pvt Ltd.	Headman Mercantile Pvt Ltd.	Kasturi Tie-up Pvt Ltd.	Triton Commercial Pvt Ltd.	Raj Construction Projects Pvt Ltd.	RDB Jaipur Infrastructure Pvt. Ltd.	RDB Mumbai 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	56,28,700	1,00,100	1,00,000	1,00,000	1,85,44,500	10,00,00,000	1,00,00,000	6,23,29,378	20,71,150	60,56,31,510
Reserves & surplus	206,99,781	196,40,103	11,95,66,946	4,11,04,926	1,67,56,224	1,96,53,583	208,25,860	22,20,42,039	(84,57,136)	(29,50,265)	(3,38,579)	0	13,63,054
Total assets (including Investment)	4,57,62,084	4,38,59,248	16,39,00,670	14,46,73,818	361,20,911	420,41,912	3,89,80,888	25,33,20,108	135,60,16,612	47,88,61,588	82,12,145	20,71,150	232,67,69,903
Total Liabilities	2,49,62,303	2,41,19,146	4,40,61,724	5,30,39,258	1,92,64,585	2,22,88,330	1,80,55,027	1,27,33,569	127,17,85,948	47,46,46,421	2,03,05,610	0	171,97,62,704
Investments	0	0	0	0	0	0	0	3,11,25,000	0	7,87,59,957	0	0	0
Turnover	49,16,459	49,16,459	124,72,398	89,48,122	69,84,407	49,16,459	49,16,459	171,15,255	27,997	244,56,220	88,63,875	0	37,51,848
Profit before taxation	38,28,960	40,13,741	90,93,770	75,63,569	32,62,831	40,49,107	40,15,967	132,74,031	(9,26,191)	17,90,472	(507,843)	0	739,350
Provision for taxation	7,84,886	8,59,811	21,60,925	15,01,173	7,28,944	8,74,104	7,78,058	32,65,250	68,682	11,33,007	0	0	3,18,257
Profit after taxation	30,44,074	31,53,930	69,32,845	60,62,396	25,33,887	31,75,003	32,37,909	1,00,08,781	(9,94,873)	6,57,465	(5,07,843)	0	4,21,093
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				Considered in Consolidation	Not Considered in Consolidation
Rimjhim Vanijiya Private Limited	31.03.2020	5000	50,000	N.A	N.A	26,59,892	2,93,469	-

**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	42.69%	9848.84	35.99%	218.67
<b>Subsidiaries</b>	<b>Indian</b>				
1	Bahubali Tie-Up Pvt Ltd	0.90%	208.00	5.01%	30.44
2	Baron suppliers Pvt Ltd.	0.86%	197.40	5.19%	31.53
3	Bhagwati Builders & Developments Pvt Ltd.	5.19%	1198.38	11.41%	69.32
4	Bhagwati Plastoworks Pvt Ltd.	3.97%	916.34	9.98%	60.62
5	Headman Mercantile Pvt Ltd.	0.73%	168.56	4.17%	25.33
6	Kasturi Tie-up Pvt Ltd.	0.86%	197.53	5.22%	31.75
7	Triton Commercial Pvt Ltd.	0.91%	209.25	5.33%	32.37
8	Raj Construction Projects Pvt Ltd.	10.43%	2405.86	16.47%	100.08
9	RDB Jaipur Infrastructure Pvt. Ltd.	3.65%	842.3	-1.64%	-9.94
10	RDB Mumbai Infrastructures Private Ltd.	0.19%	42.15	1.08%	6.57
11	Mass Construction	2.68%	618.21	-0.83%	-5.07
12	Bindi Develepers	0.09%	20.71	0.00%	0
13	Nirvana Devcon LLP	26.25%	6070.07	0.70%	4.26
<b>Associates</b>	<b>Indian</b>				
1	Rimjhim Vanijya Pvt. Ltd.	0.61%	127.77	1.93%	11.74
		<b>100.00%</b>	<b>23071.43</b>	<b>100.00%</b>	<b>607.66</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.

*If undelivered, please return to:*



**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)

# **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 2<sup>nd</sup> Annual General Meeting of **M/s. RDB Real Estate Constructions Limited** will be held on **Wednesday, the 30<sup>th</sup> day of SEPTEMBER, 2020** at 03.00 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, 2020 together with the Report of the Auditors and the Directors thereon.
2. To appoint a director in place of **Sri Pradeep Kumar Pugalia** (DIN: 00501351), who retires by rotation and being eligible, offers himself for re-appointment.

For and on behalf of the Board

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Pradeep Kumar Pugalia.*

**Pradeep Kumar Pugalia**

**DIRECTOR**

Director

DIN: 00501351

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

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## NOTES:

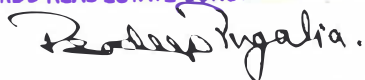
1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE EXCEPT ON A POLL. PROXIES, IN ORDER TO BE EFFECTIVE, 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. A route map showing directions to reach the venue along with the prominent landmark for easy location is enclosed with this notice.

RDB REAL ESTATE CONSTRUCTIONS LIMITED



DIRECTOR



# RDB REAL ESTATE CONSTRUCTIONS LIMITED

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## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the 2<sup>nd</sup> Annual Report together with the Audited Financial Statements of your Company for the year 31<sup>st</sup> March, 2020.

## FINANCIAL RESULTS

(Amount in Rs.)

Particulars	Current Year ended 31.03.2020	Previous Year ended 31.03.2019
Total Income	1,50,000	-
Total Expenditure	1,37,098	19,345
<b>Profit Before Tax</b>	<b>12,902</b>	<b>(19,345)</b>
Provision for Income Tax	2400	-
<b>Profit After Tax</b>	<b>10,502</b>	<b>(19,345)</b>
Balance brought forward from Previous Year	(19,345)	-
<b>Balance carried forward to Balance Sheet</b>	<b>(8,843)</b>	<b>(19,345)</b>

## 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 2019-20.

## DIVIDEND

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.

## 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.

In accordance with the provisions of the Companies Act, 2013, Sri Gyan Chand Manpuria (DIN: 00548857), Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

  
RDB REAL ESTATE CONSTRUCTIONS LIMITED

**DIRECTOR**

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

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## **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 2019-20.

## **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, 2020.

## **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Loans given, investments and guarantees made during the financial year 2019-20 forms part of the notes to financial statements.

## **MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE**

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year 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.

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**  
*Baldeep Ingolia*

**DIRECTOR**

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

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## **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.

## **SAFE & CONDUCIVE 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.

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**



**DIRECTOR**

# **RDB REAL ESTATE CONSTRUCTIONS LIMITED**

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## **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 2019-20. The Independent Auditors Report for the financial year ended 31st March, 2020 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, 2020.

**No frauds were reported by auditors under sub-section (12) of Section 143 of the Companies Act, 2013.**

## **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.

Your Company has not provided any Stock Option Scheme to the employees.

**RDB REAL ESTATE CONSTRUCTIONS LIMITED**

*Rodhe Ingolia.*

**DIRECTOR**

# RDB REAL ESTATE CONSTRUCTIONS LIMITED

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## 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: 28.08.2020

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Pradeep Kumar Pugalia.*

DIRECTOR

Pradeep Kumar Pugalia

Director

DIN: 00501351

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Ravi Prakash Pincha.*

DIRECTOR

Ravi Prakash Pincha

Director

DIN: 00094695

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Pradeep Kumar Pugalia.*

DIRECTOR



# 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-1

### FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2020

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: <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)

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 ubsidiary/ Associate	% of Share s	Applica ble 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. Promoter s									
(1) Indian									
a) Individual/	9000	--	9000	90.00	10,09,000	--	10,09,000	90.00	90.00

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Rodeep Ingolia.

DIRECTOR

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HUF									
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	1000	--	1000	10.00	1000	--	1000	10.00	10.00
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any other	--	--	--	--	--	--	--	--	--
Total shareholding of Promoter (A)	10000	--	10000	100.00	1010000	--	1010000	100.00	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) FIIs	--	--	--	--	--	--	--	--	--
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	--	--	--	--	--	--	--	--	--

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Rudra Prasad*

DIRECTOR



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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	1010000	--	1010000	100.00	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	Sunder Lal Dugar	1000	10	N.A.	1000	.09	N.A.	--
2	Kusum Devi Dugar	1000	10	N.A.	1000	.09	N.A.	--
3	Vinod Dugar	2500	25	N.A.	452500	44.80	N.A.	19.80
4	Sheetal Dugar	2500	25	N.A.	452500	44.80	N.A.	19.80
5	Rekha Jhabak	1000	10	N.A.	1000	.09	N.A.	--
6	Yashashvi Dugar	1000	10	N.A.	101000	10	N.A.	--
7	YMS Finance Private Limited	1000	10	N.A.	1000	.09	N.A.	--
<b>Total</b>		<b>10000</b>	<b>100.00</b>	<b>N.A</b>	<b>10,10,000</b>	<b>100.00</b>	<b>N.A.</b>	<b>39.60</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
1.	<b>Sunder Lal Dugar</b>				
	a) At the Beginning of the Year	1000	10		
	b) Changes during the year	[NO CHANGE DURING THE YEAR]			
	c) At the End of the Year			1000	0.09
2.	<b>Kusum Devi Dugar</b>				
	a) At the Beginning of the Year	1000	10		
	b) Changes during the year				

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*Rodhep Ingalia.*

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			[NO CHANGE DURING THE YEAR]		
	c) At the End of the Year			1000	0.09
3.	<b>Vinod Dugar</b>				
	a) At the Beginning of the Year	2500	25		
	b) Changes during the year			450000	44.55
	c) At the End of the Year			4,52,500	44.80
4.	<b>Sheetal Dugar</b>				
	a) At the Beginning of the Year	2500	25		
	b) Changes during the year			450000	44.55
	c) At the End of the Year			4,52,500	44.80
5.	<b>Rekha Jhabak</b>				
	a) At the Beginning of the Year	1000	10		
	b) Changes during the year			[NO CHANGE DURING THE YEAR]	
	c) At the End of the Year			1000	10
6.	<b>Yashashvi Dugar</b>				
	a) At the Beginning of the Year	1000	10		
	b) Changes during the year			100000	9.9
	c) At the End of the Year			101000	0.09
7.	<b>YMS Finance Private Limited</b>				
	a) At the Beginning of the Year	1000	10		
	b) Changes during the year			[NO CHANGE DURING THE YEAR]	
	c) At the End of the Year			1000	0.09
	<b>Total</b>	10000	100.00	10,10,000	100.00

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
----	--	---	---

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Randeep Ingolia.*

DIRECTOR

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		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	1000	10.00		
	Date wise Increase / Decrease				
	At the end of the year			1000	.09

**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>		32,486		32,486
* Addition	-	32,486	-	32,486
* Reduction	-	-	-	-
<b>Net Change</b>	-	32,486	-	32,486
<b>Indebtedness at the end of the financial year</b>		32,486		32,486
i) Principal Amount	-	31,142	-	31,142
ii) Interest due but not paid	-	1344	-	1344
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	32,486	-	32,486

## 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/WTM/ 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...	--	--

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Deep Singh*

**DIRECTOR**

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5	Others, please specify	--	--
	Total (A)	--	--
	Ceiling as per the Act	--	--

## 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, 2020.

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*Pradeep Pugalia.*

DIRECTOR



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For and on behalf of the Board

Place: Kolkata

Date: 28.08.2020

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Pradeep Pugalia.*

Pradeep Kumar Pugalia  
Director  
DIN: 00501351

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Ravi Prakash Pincha*

DIRECTOR

DIRECTOR

Ravi Prakash Pincha  
Director

DIN: 00094695

RDB REAL ESTATE CONSTRUCTIONS LIMITED

*Pradeep Pugalia.*

DIRECTOR