



**PODDAR**  
—HOUSING—  
HOMES FOR LIFE

# Unprecedented opportunity

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Poddar Housing and Development Limited | Annual Report, 2016-17

## Forward looking statement

This document contains statements about expected future events and financial and operating results of Poddar Housing and Development Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Poddar Housing and Development Limited Annual Report 2016-17.

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# Financial highlights, 2016-17

3,309.20

Revenues  
(H lac)

149.70

EBITDA  
(H lac)

111.09

Net profit  
(H lac)

4.52

EBITDA  
margin  
(%)

3.36

Net profit  
margin  
(%)

168.81

Cash profit  
(H lac)

0.67

ROCE  
(%)

1.76

Earnings per  
share  
(H)

### Unprecedented opportunity

Poddar Housing and Development Limited has reached an inflection point in its existence.

The Company has exclusively focused on the affordable housing segment for the last number of years.

The Company possesses an attractive land parcel of 88.12 acres to address this opportunity.

The Company intends to launch 12 affordable housing projects in and around Mumbai over the next 18 months.

During FY2016-17, the Company invested extensively in its business – people, projects, processes and practices – to prepare for this unprecedented opportunity.

## Corporate snapshot

'Affordable housing' is the magic word in India's real estate industry.

Encouraged by the Central Government's priority and incentives, this segment has emerged as one of the most attractive segments.

Poddar Housing and Development Limited is one of the fastest-growing affordable residential housing companies in India.

The company has addressed the low and mid-end segments of Mumbai's residential market, the largest in India.

Making it a dynamic proxy of the sectoral growth potential and national priority.



### Vision

To be the nation's largest affordable housing development company and being the most trusted brand in the industry. We shall deliver superior value to all stakeholders through extraordinary and imaginative spaces created out of deep customer focus and insight.



### Mission

To enhance the quality of life of our customers, by providing, high quality, holistic spaces, through a relentless focus on execution and innovation, at affordable prices.

## Background

The Poddar Group, one of India's oldest business houses, dates back to 1690 and boasts a legacy of 10 generations. Historically, the family has been industrialists and bankers, hailing from Ramgarh in the Shekhavati region of Rajasthan. The historic family firm Tarachand Ghanshyamdas was voted by an eminent Harvard professor as the most important Indian firm of the 19th century. Since then, the family has been involved in numerous fields – textile manufacturing, automobile tyre manufacturing, steel manufacturing, food processing, education, healthcare, housing and charitable institutions. At Poddar Housing and Development Limited, we possess more than six years of experience in the realm of real estate with a focus on affordable and value-for-money housing, in and around Mumbai. The Company is one of the leading Indian players in this category.

## Promoter's pedigree

Poddar Housing is headed by Mr. Dipak Kumar Poddar (Chairman), a first-generation entrepreneur and promoter with over four decades of sectoral experience. The second generation of promoters in the business is represented by Mr. Rohitashwa Poddar

(Managing Director), who brings with him years of sectoral experience.

## Segment

Poddar Housing enjoys a presence across EWS, LIG, MIG and Value segments. The Company's key strength lies in its ability to balance the budgets and aspirations of end users from Mumbai and its surroundings.

- EWS segment: Residential units, typically one-room kitchen apartments with an average size of less than 300 square feet in terms of carpeted area. These units typically cost up to H15 lac.
- LIG segment: Residential units, typically one-BHK apartments with an average size of 270-450 square feet in terms of carpeted area. These units are typically priced between H15 and H25 lac.
- MIG segment: Residential units, typically two to three-BHK apartments with an average size 450-750 square feet in terms of carpeted area. These units typically cost between H25 and H45 lac.
- Value-for-money segment: Projects comprising relatively low-priced residential units within the city limits.

The first of these projects came up in Chembur. These units typically cost between H65 and H90 lac.

## Brands

Poddar Housing positioned its offerings around 'Homes for Life'. The Company created three sub-brands (across economically weaker sections, low income groups, mid-income groups and value-for-money segments) to address a diverse customer base.

- Poddar Svakam: H7.5 to H20 lac
- Poddar Anantah: H15 to H50 lac
- Poddar Spraha: H60 to H90 lac

## Certifications

Poddar Housing and Development Limited was certified with ISO 9001:2008.

## Listing

Poddar Housing and Development Limited's shares (nominal value of H10) are listed on the NSE\* and BSE.

\*The Company received listing approval for its equity shares from the NSE on 10th April 2017

The Company's market capitalisation on the BSE stood at H597.31 crore as on 31 March 2017 (H716.79 crore as on 31 March 2016)



• Poddar Housing and Development Limited was awarded the '**Most Promising Brand**' in the 'Real Estate' category in 2014 by World Consulting and Research Corporation - Ernst & Young

• Poddar Housing and Development Limited was conferred the '**Preferred Customer Choice Affordable Housing of the Year**' award in 2015 at the Lokmat National Awards for Excellence in Real Estate & Infrastructure

• Poddar Housing and Development Limited was awarded the '**Most Ethical Company Award**' in real estate by India's Most Ethical Companies – Conference and Awards in 2015

# Core values

We share appropriate information in an honest and open manner.

Communication



Honesty and integrity

We do what is right, fair, and ethical.

We strive to exceed the expectations of our customers (internally and externally) by anticipating, understanding and responding appropriately to their needs.

Customer satisfaction



Quality

We strive for professional excellence to the highest standards possible consistent with the goals of the project.

We encourage agility in thought and action, creativity, flexibility, and an innovative approach to our work.

Entrepreneurial



Attitude

We are positive, enthusiastic, and have a vibrant spirit.

We encourage and reward teamwork.

Teamwork



Leadership/ Initiative

We lead by example. Our actions speak louder than words.

We advance our talents and skills to their fullest potential (as individuals, as professionals and as managers of others).

Professional development and personal skills



Accountability and environment

We are responsible for our actions and understand their impact on others, including the environment and our footprint.

## Projects Summary

Projects	Location	Launch Date1	Year of Completion	Economic Interest	Dev. Entity	Land Area (acres)	Saleable area (sq. ft.)3	Carpet Area (sq. ft.)	No. of units	%Area Sold	Status of Approvals	Current Status
Samruddhi Complex	Bhivpuri	Apr-10	Mar-14	100.00%	PHDL	8.84	4,81,332	3,51,655	1,309	98%	OC	Handed over
Poddar Evergreens - I	Badlapur	May-11	May-13	100.00%	PHDL	Part of 25.40	2,62,509	1,83,645	492	100%	OC	Handed over
Poddar Evergreens- II	Badlapur	Apr-12	Aug-14	100.00%	PHDL	Part of 25.40	3,09,207	2,14,904	627	99%	OC	Handed over
Poddar Evergreens- III	Badlapur	May-13	Mar-16	100.00%	PHDL	Part of 25.40	3,78,632	2,62,881	744	97%	OC	Handed over
Poddar Evergreens- IV	Badlapur	Mar-15	Jun-18	100.00%	PHDL	Part of 25.40	2,97,609	2,05,290	456	63%	Part OC obtained	Under Construction
Poddar Navjeevan- I	Atgaon	May-13	Jun-17	79.35%	PHPL	5.83	2,46,350	1,72,106	576	95%	OC	Handed over
Poddar Aspire	Teesgaon	TBD	TBD	83.33%	PHDL	2.00	3,86,790	2,39,809	433	<5%	Planning stage	Under Construction
Bhivpuri Extension	Bhivpuri	TBD	TBD	98.00%	PHDL	0.86	TBD	TBD	TBD	Nil	-	To be started
Mohili	Kalyan	TBD	TBD	100.00%	PHDL	3.19	2,40,086	1,56,794	364	Nil	Planning stage	To be started
Atgaon (Poddar Navjeevan II)	Shahpur	TBD	TBD	79.35%	PHPL	17.11	9,82,261	5,95,530	2238	Nil	NA Application	To be started
Atgaon (Poddar Navjeevan III)	Shahpur	TBD	TBD		PHPL	4.23	TBD	TBD	TBD	-	To be started	
Badlapur Ext.	Badlapur	TBD	TBD	100.00%	PHDL	23.55	TBD	TBD	TBD	Nil	Planning stage	To be started
Sanjay Nagar	Chembur	Sep-17	Jan-20		PHPL	0.8	1,01,219	63,073	131.00		Plinth CC obtained	Under Construction
Mharal	Kalyan	TBD	TBD		PHPL	17.33	12,99,580	8,10,218	1732.00	NA Application	To be started	
Apna Nagar	Kandivali	TBD	TBD	85.00%	PHDL	1.69	2,33,862	1,34,038	232.00	Planning stage	To be started	
Vasai	Vasai			50.00%	VPHPL	11.3	14,27,000	TBD	TBD	Nil	Land aggregation	To be started
Goregaon	Mumbai			100.00%	SSD/ PHDL	3.7	45,31,914	TBD	TBD	Nil	Index 2- SRA	To be started
Vidyavihar*	Mumbai			91.57%	PHDL	1.46	1,78,000	TBD	TBD	Nil	Under Process	To be started
<b>Total</b>						<b>113.49</b>	<b>94,51,340</b>					

## Land Bank – Upcoming projects

Projects	Location	Development Type	Economic Interest	Land Area (acres)	Estimated Saleable area (sq. ft.)	Estimated Carpet Area (sq. ft.)	Beneficial Saleable Area (sq. ft.)
Bhivpuri Extension	Bhivpuri	JDA	98.00%	0.86	46,720	32,448	62,034
Atgaon (Poddar Navjeevan II)	Shahpur	JDA	79.35%	17.11	9,82,261	5,95,530	16,52,781
Atgaon (Poddar Navjeevan III)	Shahpur			4.23	TBD	TBD	
Vidyavihar*	Mumbai	JDA	91.57%	1.46	1,78,000	TBD	1,63,000
Vasai	Vasai	JV	50.00%	11.3	14,27,000	TBD	7,13,500
Goregaon – SRA	Mumbai	JDA	100.00%	3.7	3,03,360	TBD	3,03,360
Goregaon – Industrial	Mumbai	Own Land	100.00%	3.7	1,49,827	TBD	1,49,827
Mohili	Kalyan	Own Land	100.00%	3.19	2,40,086	1,56,794	2,42,640
Badlapur Ext.	Badlapur	Own Land	100.00%	23.55	TBD	TBD	27,68,000
Mharal	Kalyan	Own Land		17.33	TBD	TBD	
Apna Nagar	Kandivali	JDA	85.00%	1.69	2,33,862	1,34,038	1,98,783
<b>Total</b>				<b>88.12</b>	<b>35,61,116</b>		<b>62,53,925</b>

## Chairman's overview



We are in the right place and right time with the right products to enhance value for our stakeholders



## Dear shareholders,

The principal message that I intend to communicate is that the Indian real estate sector is at an inflection point.

For decades, the country's real estate sector was largely unorganised. Then there came a time a couple of decades ago, when the sector began to graduate from the unorganised to the organised. This began with the industry extending from design and development of standalone residential buildings to gated complexes. As gated complexes kept becoming larger and spreading across India, the companies engaged in their development began to evolve as well. They began to get larger, more brand-oriented and professionalised, laying the foundation for India's organised real estate sector.

Some of the most visible manifestations of India's organised real estate sector comprised superior branding, process standardisation, qualitative consistency, sophisticated design and timely delivery, resulting in customer delight.

One of the biggest changes that the organised real estate sector inspired was the embrace of complete cheque payments. Earlier, the real estate sector would be marked by opaque practices. With an increasing number of players turning completely professional, sectoral credibility increased. Even though unorganised players continued to exist, the reality was that the segregation had become all too apparent: the larger and responsible players from the sector conducted their business credibly and documented all their practices – setting a benchmark for the rest.

### Introduction of RERA

Even as the business was gravitating from the unorganised to the organised players within the sector, a big transition transpired in 2016 when the Indian Government proposed the implementation of the Real Estate Regulation and Development Act (RERA), from 1 May 2017 onwards.

However, the lead-up to this crucial development



needs to be explained. Even as real estate represented the largest consumer-based asset class in India, there virtually was no sectoral governance framework in place. The result was that promoters could launch projects with a number of municipal approvals pending; the proceeds paid by buyers for the purchase of apartments would be allocated to buy other properties; the design configuration of properties would be changed following sale, thereby compromising the customer's interests and finally there was no scope of punitive action against project completion delay.

The result of these inequities was that while the branded and professional real estate builders followed the rules that they had formulated, the others continued flouting them. The arrival of RERA transformed prevailing dynamics; it created only one kind of company in the sector – the organised. By raising the bar across every conceivable parameter – land acquisition, offering, design, sale and post-sale – the Central Government (through RERA) offered India's most expensive asset class the kind of respect it deserves.

The result is that with a stroke of the pen, the unorganised segments were brought under the fold of the organised. There is now a level playing field for all. This means that the rules that apply to the large apply to the small as well; nobody is exempt.

### Sectoral implication

What does this mean for the real estate sector? In my mind, it means three significant things.

One, a number of the small players,

who cannot comply with the stringent RERA requirements, will exit the sector.

Two, the number of apartments being built will lessen considerably as real estate players align themselves with the demanding requirements of RERA. This could, in turn, strengthen real estate realisations – for the first time in years – boosting the profitability of serious long-term players.

Three, one might see a growing incidence of mergers; the weaker players who own land would prefer to partner the process-driven larger players, resulting in a win-win proposition.

### Preparedness

At Poddar Housing and Development Limited, we believe that we stand to benefit considerably following the implementation of RERA. We possess a large land bank, a low gearing, a regular inflow of cash from our existing projects and a host of officially-cleared projects on the verge of launch during the current year.

As our new project implementation accelerates during the current financial year, we believe that we will be in a position to bag larger land deals and forge strategic partnerships, which could make our growth attractive and sustainable. Consequently, I believe that Poddar Housing and Development Limited is in the right place, and right time and with the right products in the right location to enhance stakeholder value.

Dipak Poddar  
Chairman

## Poddar Housing and Development Limited - differentiated

### Not a premium real estate development company.

An affordability-focused company instead.

### Not an anonymous affordable housing company.

Among the few listed organised players in this segment.

### Not driven solely by numbers, targets and performance.

Driven by complete governance and transparency instead.

### Not focused solely on accruals, margins and surpluses.

Focused on enhancing residential lifestyles of the affordable segment instead.

### Not in the business to merely carve out market shares.

Driven by the prospect of creating an organised affordable housing market instead.

### Not focused on maximising one-time profits.

Driven by the vision of long-term business sustainability instead.

### Not driven to conduct business at any cost.

Driven to improve the quality of business and enhance stakeholder value instead.

## Management review



"We believe that our financial foundation will empower us to emerge as one of the most attractive mid-sized real estate development companies and one of the largest in the affordable space in India across the foreseeable future."

Rohitashwa Poddar  
*Managing Director*, explains the backdrop to the Company's performance of FY2016-17



Q

Were you pleased with the working of the Company during the year under review?

A

This is a question whose answer needs to be patiently explained. The Company took a conscious decision to slow its business and scale it only when the sector regained complete clarity.

During the year under review, the business was affected by the announcement of RERA,

significantly raising the sector's compliance standards. The year under review was also marked by demonetisation, affecting consumer sentiment and creating raising expectations of a meltdown in real estate prices, postponing fresh spending. Lastly, the prospective implementation of the GST created

uncertainties regarding tax rates, deferring purchases.

The combination of these realities affected the consumer mood and convinced serious long-term players like us that it would be better to not do any business rather than engage in bad business during the year under review.

Q

### Were there any positive developments during the year under review?

A

The positive was clearly the fact that the Company resisted the temptation to market apartments during the year. Our conscious decision to not engage in business represented a validation of our de-

risked approach. It is one thing to claim that we possess a de-risked business model; it is another to be able to leverage our system of checks and balances to consciously walk away from business. However,

let me reiterate that the business that we seemingly 'lost' will soon be recouped during the latter part of this financial year when all the projects that were deferred are launched.

Q

### What were the technical reasons that convinced the Company that deferment would be the best alternative?

A

Take the GST for instance. At our Company, we figured that when we marketed our apartments in the early part of the year, the customer was reconciled to paying taxes at a certain rate. We reckoned that in the event that the Central Government raised the tax rates applicable for the sector following the

implementation of the GST, then the customer would be reluctant to pay more. We foresaw that this could adversely affect their ability to pay their subsequent installments in a timely manner. The result: our cash flow and project progression would be impeded. Subsequently, we took a conscious call to launch projects

only after there was a complete clarity regarding the implementation of the GST. Looking ahead, we expect to make up for lost time by launching a number of projects during the second half of the current financial year.

Q

### How did the impending RERA affect the launch of projects?

A

As soon as the implications of RERA were evident across the country's real estate sector, the slowdown in apartment launch became evident. There was a general apprehension that one would have to remove one's promotions until one had registered the project with RERA;

besides, there was uncertainty about whether one would be able to register one's apartment in this nebulous environment. The result was that out of 10,000 real estate projects in Mumbai alone, only 45 applications were submitted for clearance and only two were

approved in the space of 45 days after RERA was implemented. Besides, clarifications coming from the authorities were slow. The result is that the sector lost a precious year; for the company, the year under review proved to be a virtual write-off.

Q

### What challenges did the Company face in the wake of the demonetisation?

A

The implementation of the demonetisation initiative created a new kind of scare. Virtually every media outlet in the country hinted at a sharp 30% decline in real estate realisations. The argument was that since the sector was fundamentally driven by cash transactions, a cash

squeeze of this magnitude would cause prices to tumble. Ultimately, this never quite happened. However, what did transpire was that apartment transactions virtually came to a standstill across the country as buyers chose to wait it out until prices corrected. The price

correction never did materialise, despite the predictions made by the media. At a time when people did not have sufficient cash to buy groceries, it would have been presumptuous to expect that they would go out and buy an apartment.

Q

### How did the Company respond to this situation?

A

Here I must remind our readers of a statement made in last year's annual report. We had readied 11 projects for launch in Mumbai – fully-expensed in terms of land acquisition costs and pre-launch activities. And yet, these projects

could not be launched because regulatory changes meant that we did not receive the requisite clearances from the municipal corporations. We took a conscious decision to delay these projects until the regulatory scenario was sorted.

Now, we intend to launch these projects during the current financial year. Therefore, it would be relevant for shareholders to see our H111.09 lac in profit after tax in a more favourable light and appreciate the robustness of our business model.

Q

### How does the Company intend to make up for the lost time?

A

The Company intends to launch six projects during the second half of the current financial year with a revenue-earning potential of H2,000 crore over the next 3-5 years. We believe that there is a market waiting for these launches in the

affordable segment of Mumbai's real estate sector. Following the introduction of the interest subsidy scheme in the 2017 Union Budget, we believe that demand for apartments in the affordable segment will finally live up to their

potential. We believe that our Company is attractively placed to capitalise on this shift in sectoral mood as a large chunk of apartment portfolio falls under this category.

Q

### With no launches in the last financial year, how did the Company keep itself productively and gainfully engaged?

A

The Company recognised that the delay in project approvals was a blessing in disguise. The Company utilised the time to strengthen its management bandwidth. We commissioned our new ERP covering all the functions of the Company that will make it

possible for us to exercise excellent concurrent control across our various operating sites, moderate costs and enhance productivity. The Company strengthened recruitment across its management team as well as trained and prepared for the launches that we expect will happen

in the second half of the current year. In view of these initiatives, we believe that our Company is attractively growth-ready and should be able to capitalise on the emerging environment.

Q

### What are the strengths that the Company brings to this emerging business opportunity?

A

I need to communicate to shareholders that even as the year under review proved challenging, we continued to stay liquid. We finished the year with H62.41 crore on our books. We believe that sectoral troughs throw up some of the most attractive opportunities

and it is up to us to capitalise on them. Consequently, we chose to strengthen our land bank at a time when some pricey Mumbai pockets turned affordable. I must assure shareholders that even as we continue to stay opportunity-responsive, we will continue

acquiring land parcels at prices no higher than 10% of our eventual selling price. We believe that this will moderate holding costs before we can monetise the land parcel, strengthening our business sustainability.



I must assure shareholders that even as we continue to stay opportunity-responsive, we will continue acquiring land parcels at prices no higher than 10% of our eventual selling price.

Q

What were some of the positives to have emerged during the fiscal gone by?

A

As a sales-focused company, we cleared our entire finished apartment inventory by the fourth quarter of

FY2016-17 and maximised revenues. Now that the entire inventory is cleared, we are in a position to look

ahead and focus afresh on marketing projects that are in the pipeline, waiting to be launched.

Q

What can shareholders look forward to?

A

Shareholders can look forward to some aggressive growth. There used to be a time when the Company would be pleased to launch one

project a year. The time has come when we are looking to launch six projects in just six months followed by another six in FY2018-19. We

believe that this throughput will keep us engaged for the next few years and usher attractive growth across the foreseeable future.

Q

The big question is whether the aggressive launch of 12 projects over the next 18 months (starting from the second half of the current financial year) might affect the Company's Balance Sheet robustness.

A

The dangers of our business are not derived from an absence of buyers. They are derived from pursuing aggressive growth beyond our financial capacity. The first thing I want to communicate to shareholders is that we engaged in safe, predictable and sustainable growth and will continue doing so. We would like to carry on working

with a Balance Sheet that has low debt and no audit qualifications. The big message that I want to send out is that we intend to scale the business without compromising our financial integrity. We believe that the speed with which we market projects will strengthen our cash flows and accelerate new project deployment. We expect

to work with a Balance Sheet that is working capital- negative and under-borrowed. We believe that this financial foundation will empower us to emerge as one of the most attractive mid-sized real estate development companies as well as one of the largest in the affordable space in India over the foreseeable future.

# Key performance indicators

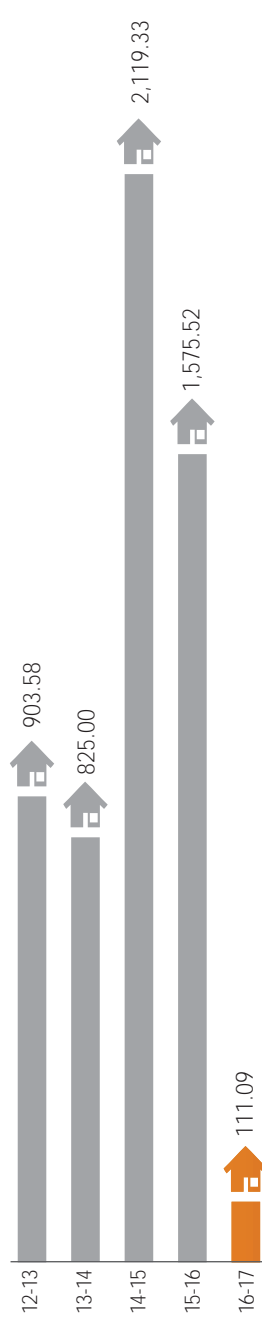
## Revenue from operations

(₹ in lac)



## Profit after tax

(₹ in lac)



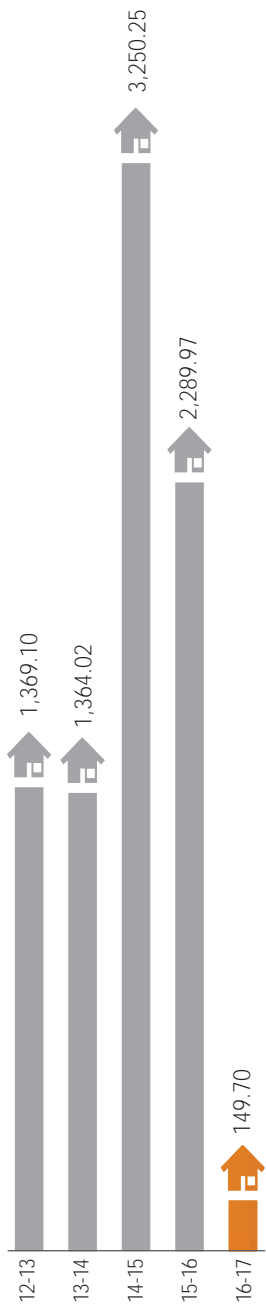
## Debt-equity ratio

(x)



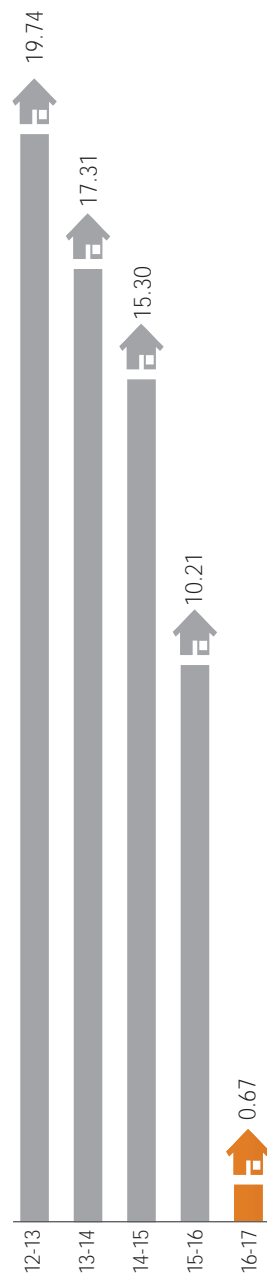
## EBITDA

(` in lac)



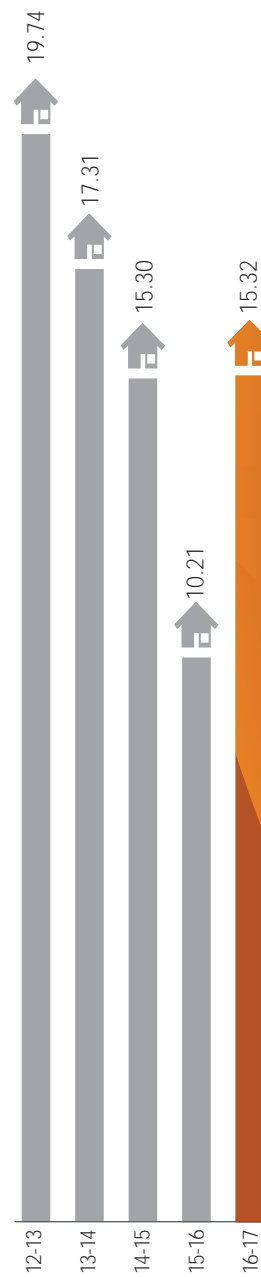
## ROCE

(%)



## ROE

(%)



## Construction cost

(as percentage of revenues)



# How is the Company prepared to make the most of the affordable housing boom?

## Competitive advantages



### Trusted brand

The Company designs apartments and residential complexes on the back of a thorough understanding of the aspirations and needs of prospective customers. The Company is known for its innovative designs, construction pace, high-end technologies and access to low-cost land (through direct purchases from farmers, joint development agreements, SRA schemes).

### Affordability focus

The Company focuses on affordable residential opportunities priced under ₹15 lac in and around Mumbai (within 50 kilometres and not more than two hours from Mumbai's CBD), including Karjat, Kalyan, Shahpur, Badlapur, Vasai, Goregaon, Kandivali,

Vidyavihar, Chembur and Ghatkopar.

### Apartment design

The Company's housing complexes are flanked by large open spaces to enhance community engagement and best-in-class amenities. These resized apartments score high on the efficient utilisation of available space.

### Customer servicing

The Company has extended beyond offering products to servicing clients. For instance, the Company offers a regular shuttle service to the nearest local railway station and arranges the financial support of banks and other financial institutions to facilitate apartment purchase. As a means to this end, the Company has established dedicated customer care centres.



## End-to-end presence

The Company created three sub-brands – Swakam, Ananta and Spraha – that address the gamut of customers across the value chain, facilitating graduation to premier in-house brands for aspirational customers.

## Robust management

The Company obtains regulatory approvals on schedule, continuously communicates with sub contractors, and keeps a check on key parameters (material management, waste management, safety and quality control). Moreover, it markets and sells properties in sync with construction schedules.

## Prudent outsourcing

The Company outsources key personnel (architects and contractors), and chooses to focus on its core business.

## High-end technology

The Company invests extensively in automation (Mivan and In Situ technologies) to accelerate project progress.

## Substantial landbank

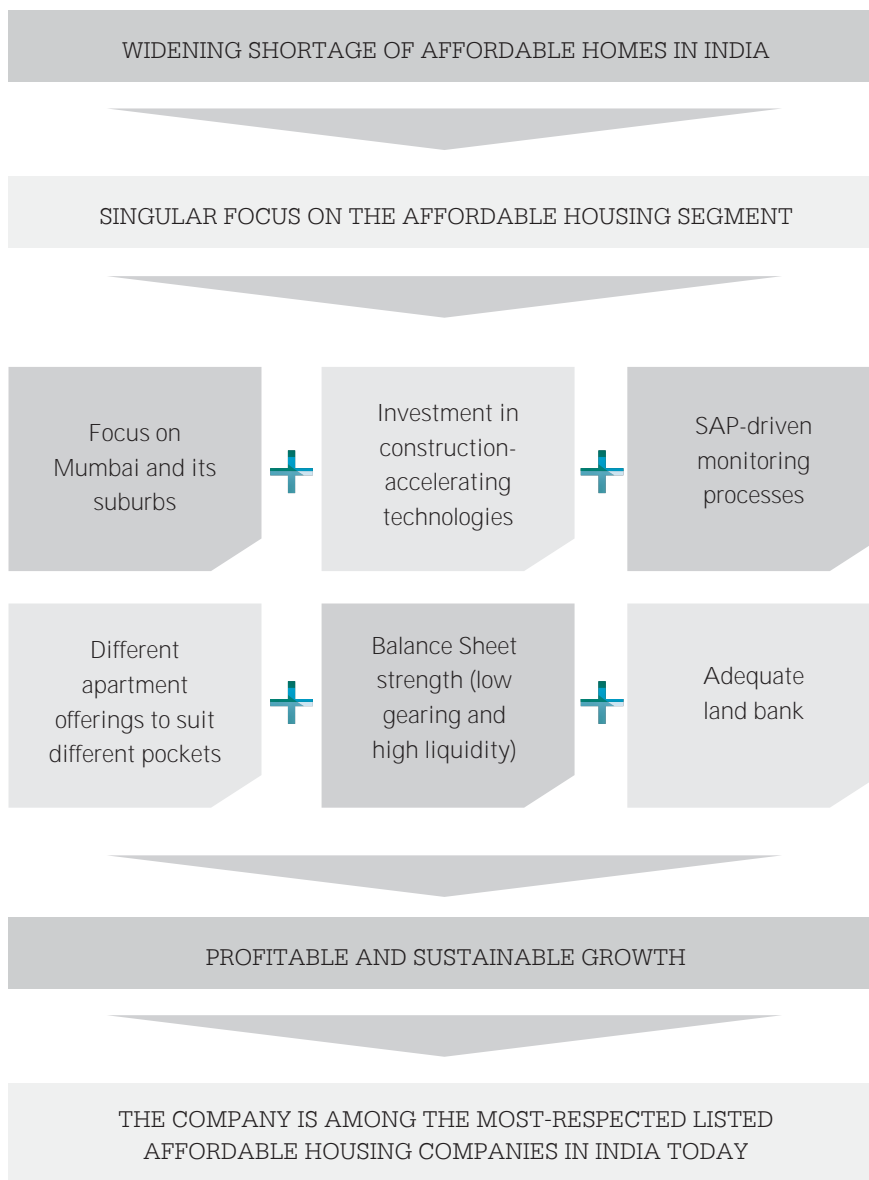
The Company has expanded its landbank via ownership, joint development and joint venture models.

## Sales approach

The Company staggers its sales by providing only as much as the market can bear. It completes a part of a project and prices apartments accordingly. The quicker the construction pace, the greater is the possibility of generating sizeable realisations.

## Short gestation

The Company commercialises properties with speed and utilises the resultant cash flow to invest in other land banks. Usually, the Company completes its projects within two to three years.



## Investment advantage

The Company received Rs.125 crore via a QIP in FY2014-15; 50% of this was invested in buying land parcels for development under joint ventures as on 31st March 2017.

## Outcome

The Company has made a name for itself by erecting showpiece projects that not only improve realisations but also enhance neighbourhood profiles.

The Company's 'pin code transformer' identity was reinforced when it was bestowed the 'Most Promising Brand' award in the real estate category in 2014 by the World Consulting and Research Corporation (WCRC), Process Advisors and Evaluators – Ernst & Young. Looking ahead, the Company is poised to capitalise on the incipient affordable housing opportunity.

# Sectoral prospects

The prospects of India's affordable real estate segment are driven by a continuously growing population

267



Middle-class population, 2016 (in million)

547



Middle-class population, 2026 (in million)

(Source: Economic Times)

The segment is at the cusp of a take-off on account of a substantial increase in household incomes

2.5



Households with disposable incomes >US\$ 10,000, 1990 (in million)

(Source: Weforum.org)

50



Households with disposable incomes >US\$ 10,000, 2015 (in million)

Interestingly, India's ability to create homes has not kept pace with growing incomes - the opportunity

18.8



Urban housing shortage, 2012 (in million)

34.1



Projected urban housing shortage, 2022 (in million)

(Source: Hindu Business Line)

India's urbanisation - the fastest in the world - is creating a growing opportunity for urban affordable homes, the segment Poddar Housing addresses

37.7



Urban population, 2017 (in crore)

60



Projected urban population, 2031 (in crore)

(Source: Economic Times)

The aspiration for affordable homes is being driven by increasing per capita incomes

94,130



Per capita income, 2016 (in Rs.)

1,03,219



Per capita income, 2017 (in Rs.)

(Source: Livemint)

The overall momentum of national economic growth is expected to sustain, the foundation for new home purchases

7.1



GDP growth, 2017 (in %)

8.5



Projected GDP growth, 2020 (in %)

(Source: CSO)

# Management discussion and analysis



## Indian economy

India's GDP grew at 7.1% in FY2016-2017 versus a revised 8% (7.9% as per previous estimate) growth number in FY2015-2016. India's GDP growth in the January-March quarter was lower than China's 6.9% over the same period.. Demonetisation had a pronounced broad-based impact on the economy in the fourth quarter. Despite a sequential slowdown, agriculture and mining sectors reported robust consumption. Manufacturing, construction and major services were hit by the currency squeeze, pulling down real gross domestic product (GDP) growth in Q4 of FY2016-2017 to 6.1% from 7%. The lower-than-expected real GDP growth in Q4 of FY2016-2017 was also due to the firming of commodity prices, which hardened WPI. The GVA growth in Q4 of FY2016-2017 was pegged at just 5.6% as an unfavourable base impacted the estimate (GVA grew a robust 8.7% in Q4 of FY2015-2016). The GVA expansion slipped sharply to 6.6% in FY2016-2017 from 7.9% in FY2015-2016. Pertinently, although growth in real terms slipped in FY2016-2017, nominal GDP expansion touched 11% during the year against 9.9% in FY2015-2016, owing to higher inflation, especially at the wholesale level. With good monsoons, the agricultural sector posted a jump in growth as it expanded by 4.9% during FY2016-2017, compared with 0.7% recorded in the previous year. (Source: CSO)

## Outlook

The growth estimate is dependent on the prediction of a normal monsoon this year along with the expectation of a boost in consumption demand, increased private sector activity and governmental spending. The nationwide rollout of the Goods and Services tax in Q2 of FY2017-18 is also expected to boost India's GDP by 0.25% to 0.5%. Consequently, the Indian economy is expected to grow by ~7.8% during FY2017-18. (Source: CARE ratings)

## Indian real estate sector overview

India's real estate sector is one of the most attractive in terms of prospects, marked by a perpetual difference between demand and availability. Interestingly, while there is an excess of supply in urban premium apartments, there is a huge shortage in addressing the needs of the lower income housing segment (a segment referred to as 'affordable housing'). India was ranked fourth among the developing nations in Asia in terms of FDI inflows as per the World Investment Report, 2016 of the United Nations Conference for Trade and Development. The global capital flow into Indian real estate in 2016 stood at US\$5.7 billion. India's Tier-I cities moved up to the 36th position in JLL's 2016 bi-annual Global Real Estate Transparency Index. The catalytic

factors include structural reforms and a more liberalised FDI regime. Throughout 2016, the number of new residential project launches was lower than the units sold. With all the states staring at the approaching deadline to implement their versions of the RERA, most of them will definitely fall in line. This landmark law will enforce hitherto unprecedented transparency and accountability requirements with respect to the developers within the system, and do a lot to increase consumer confidence. Affordable housing in India is finally set to get the much-coveted infrastructure status. One crore houses are to be built in rural India by 2019, and this vital segment will now get to see cheaper sources of finance - including external commercial borrowings and re-financing of housing loans by National Housing Banks. (Source: Economic Times)

### Demand drivers

**Housing demand:** Housing demand is driven by population growth. Between 2011 and 2021, India's population is projected to increase by ~12% to reach ~1.4 billion. This would translate into a housing demand of ~287 million units.

**Growing urbanisation:** As migration from rural areas to cities continues due to several reasons such as better job opportunities and education, the share of urban population in the urban-rural mix, which stood at about 31% in 2011, is expected to spike to ~ 37% in 2020.

**Tax incentives:** The Central Government has used tax regulations to promote the housing sector, including the provision of interest subsidy (6.5% for loans up to Rs.6 lac) for economically weaker sections and lower income groups; the provision of tax incentives for annual interest payments up to H2 lac (H3 lac for senior citizens)

on housing loans; the provision of deduction of principal repayment limit of up to Rs.1.5 lac on home loans under Section 80C of Income Tax Act, 1961 and exemption in capital gains accruing from transfer of residential property, if invested in acquiring a residential building within three years.

**Governmental investments:** Over the last decade, the economy has witnessed turbulent cycles including a major slowdown in 2008. While each subsequent Five Year Plan was based on the actual versus budgeted comparison (of the previous plan), the policy direction was linked to the local and global macro-economic scenarios. The budgetary outlay has quintupled between the 10th and 12th Five Year Plans. During the same period, the share of housing and urban development improved from 7% to 10%, clearly highlighting the Central Government's focus on the housing and urban development segment.

**Sectoral development:** Housing finance companies operating in the affordable housing space, with a total portfolio of H1.2 lac crore, continued to grow at a faster pace of 28%. The affordable housing growth is well supported by the increasing number of housing finance companies in the country.

**Budgetary allocation:** With a clear focus on affordable housing and homebuyers, the Union Budget 2017 proposed to assign infrastructure status to affordable housing projects and facilitate higher investments, in line with the Central Government's aim to provide 'Housing for All by 2022'. The National Housing Bank will refinance individual housing loans worth H20,000crore in FY2017-18. The allocation under the Pradhan Mantri Aawas Yojana-Gramin has also

### Credit-linked subsidy scheme – a gamechanger

This scheme is applicable only for affordable housing loans availed by economically weaker sections and low income groups seeking housing loans from banks, housing finance companies and such other institutions. Under the scheme, the Central Government will give an interest subsidy of 4% on housing loans of up to H9 lac for those with an income of H12 lac per year. As the CLSS scheme came into an effect from January 1, 2017, those who were sanctioned home loans and whose applications are under consideration since beginning of the year will be eligible for interest subsidy of up to H2.35 lac. This scheme is likely to boost the demand for affordable housing.

increased to H23,000 crore from last year's H15,000 crore. (Source: Livemint)

## Outlook

The Indian real estate market is expected to touch US\$ 180 billion by 2020 growing at a CAGR of 11.2%. Growth will be backed by increased NRI investments over the medium-term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa and Delhi. Retail, hospitality and commercial real estate will also grow significantly in line with the increased demand for infrastructure. Mumbai is considered to be the most attractive city in India for commercial real estate investment, with returns of 12-19% likely in the next five years, followed by Bengaluru and Delhi-NCR.

## Governmental initiatives

The Government of India, along with several State Governments, has taken numerous initiatives to encourage developments in the sector. The Smart Cities initiative, which plans to build 100 'Smart Cities', has unleashed opportunities for real estate companies. Some of the other major initiatives undertaken by governmental bodies are mentioned below:

- The Ministry of Housing and Urban Poverty Alleviation sanctioned the construction of 84,460 affordable houses for the urban poor in West Bengal, Jharkhand, Punjab, Kerala and Manipur under the Pradhan Mantri Awas Yojana (Urban) with a total investment of H3,073 crore (US\$ 460 million)
- The Cabinet Committee on Economic Affairs approved various measures to revive the construction sector, putting in place

a mechanism to release funds to revive stalled projects.

- Brihanmumbai Municipal Corporation (BMC) introduced a single-window clearance for construction, which will cut the time taken for getting approvals to build projects and lead to an upward correction in prices of residential property, thereby giving a fillip to Mumbai's realty.
- The Rajya Sabha passed the Real Estate (Regulation and Development) Bill, 2013, which aims to protect consumer interests, ensure efficiency in all property-related transactions, improve the accountability of real estate developers, increase transparency and attract more investments into the realty sector in India.
- The Indian Government approved the launch of 'Housing for All by 2022' mission. Under this, 30 million houses will be built in India by 2022, mostly for the economically-weaker sections and low-income groups, by leveraging PPPs and interest subsidies.
- SEBI announced the final regulations that will govern real estate investment trusts and infrastructure investment trusts. This move will ease fund access to cash-strapped developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors.

## RERA and its implications

The Real Estate Regulation Act, 2016 (RERA) was passed by the Parliament and the Union of Housing and Urban Poverty Alleviation, which allocated time till May 1, 2017, to formulate and

notify the rules for its functioning. It seeks to bring clarity and fair practices that would protect the interests of the buyers and also impose penalties on errant builders. Some of the key provisions of RERA are:

- The promoter of a real estate development firm needs to maintain a separate escrow account for each project. A minimum 70% of the money from investors and buyers will need to be deposited. This money can only be used for project construction and the cost borne towards the land.
- To provide clarity to buyers, developers will need to keep them informed of their other ongoing projects.
- RERA requires builders to submit the original approved plans for their ongoing projects and the alterations that they made later. They also have to furnish details of the revenue collected from the allotted, how the funds were utilised, and the timeline for construction, completion, and delivery. This will also need to be certified by an engineer/architect/practicing chartered accountant.
- It will be the responsibility of each state regulator to register real estate projects and real estate agents operating in their state under RERA. The details of all registered projects will be put up on a website for public access.
- The regulator will ensure protection to buyers in this matter for five years from the date of possession. If any issue is highlighted by the buyers in front of the regulator in this period such as the quality of construction and the provision of services, the developer will have to rectify the same in a matter of 30 days.

- ❑ Developers cannot invite, advertise, sell, offer, market or book any plot, apartment, house, building, investment in projects, without first registering it with the regulatory authority. Following registration, all the advertisement inviting investment will need to bear the unique RERA registration number.
- ❑ After registering the project, developers will need to furnish details of their financial statements, legal title deed and supporting documents.
- ❑ If the promoter defaults on delivery within the agreed deadline, they will be required to return the entire money invested by the buyers along with the pre agreed interest rate mentioned in the contract based on the RERA contract model.
- ❑ If the buyer chooses not to take the money back, the builder will need to pay monthly interest on each delayed month to the buyer till the date of delivery.

The Company is at an advantageous position since it has already absorbed and implemented RERA practices since it went into business in 2011. Some of the Company's practices that are in alignment with the Act are as follows:

- ❑ It does not advertise or promote projects until all approvals have been obtained
- ❑ Its working capital discipline enables it to reinvest in projects and sustain ongoing projects on schedule leading to timely completion and handover
- ❑ It deposits proceeds of each project in specified escrow accounts
- ❑ It prominently announces the carpet area and super built-up area as

proportion of the floor space covered by the project, enhancing buyer confidence

### Internal control systems and their adequacy

Poddar Housing and Development Limited has in place a well-defined system of checks and balances across all functional and operational areas. The Company believes in formulating adequate and effective internal control systems and implementing the same to ensure that assets and interests of the Company are safeguarded and reliability of accounting data is ensured. The Company has a comprehensive system of checks and balances, which are being strengthened to ensure that all assets are authorised, recorded and reported properly, all transactions are authorised, recorded and reported properly and all accounting records are properly maintained as per the policies framed by the Company. Thus, the Company is not only able to optimally utilise and protect the resources at its disposal but also ensure data integrity and maintain compliance with the applicable laws and regulations.

### Financial review, FY2016-17

- ❑ Consolidated income for the year decreased to H6,139.34 lac compared to H15,453.01 lac in the previous fiscal
- ❑ Consolidated profit before tax for the year was H410.88 lac compared to H2,344.94 lac in the previous fiscal
- ❑ Consolidated profit after tax for the year was H325.51 lac compared to Rs.1,665.05 lac in the previous fiscal

### Human resources

The Company provides competitive compensation, amiable work environment and acknowledges

employee performance through a planned reward and recognition programme. The Company believes in evolving its organisational structure consistently while continuing with its efforts to follow good HR practices. Adequate efforts of the staff and management personnel are directed towards imparting continuous training to improve the work practices. The Company encourages individuals to extend beyond their scope of work and undertake voluntary projects that enable them to learn and contribute innovative ideas.

### Cautionary statement

The forward-looking statements contained in this report are based on reasonable assumptions and are subject to certain risks and uncertainties that could cause actual results to differ from those reflected in such statements. The management's discussion and analysis describing the Company's objectives, projections, estimates and expectations maybe forward-looking statements within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those express or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and the price conditions in domestic and overseas markets in which the company operates, change in the government regulations, tax laws and other statutes and incidental factors. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This report should be read in conjunction with the financial statements included herein and the notes thereto.

# Risks and concerns



The Company is exposed to a variety of risks as a part of its daily operations. These risks are regularly identified and analysed so as to mitigate them in an effective manner.

## Economic risk:

Poddar Housing's presence in the largely untapped affordable residential space bodes well for the Company considering the spate of initiatives undertaken by the Central Government to promote it.

## Competition risk:

Poddar Housing has prudently chosen to be present in geographic pockets, which are largely devoid of organised players.

## Accessibility risk:

Poddar Housing believes in locating its projects in close proximity to railway stations, which form the arterial network of Mumbai, thereby ensuring easy access to the CBD at relative speed.

## Liquidity risk:

Poddar Housing has largely insulated itself from the credit squeeze in the realty sector by maintaining adequate levels of cash on its books and taking care of all working capital-related needs following project completion and handover.

## Cost risk:

Poddar Housing undertakes a disciplinary approach when it comes to purchasing large tracts of land at pocket-friendly rates. It holds properties in the form of MoUs (as opposed to conveyance), insulating the Company from having to purchase contiguous tracts of land even at reasonably higher costs.

## Environmental risk:

Poddar Housing employs a time-tested procedure when it comes to converting tracts that lie in 'green zones' into permitted areas for residential housing.

## Compliance risk:

Poddar Housing has made a name for itself by guaranteeing stringent compliance with established norms.



# Statutory **Section**



# Corporate Information

## Board of Directors

Mr. Dipak Kumar Poddar	– Executive Chairman (Whole Time Director)
Mr. Rohitashwa Poddar	– Managing Director
Mr. Dilip J. Thakkar	– Non-Executive Director
Mr. Shrikant Tembey	– Independent Director
Mr. Ramakant Nayak	– Independent Director
Mr. Tarun Kataria	– Independent Director
Mrs. Sangeeta Purushottam	– Independent Women Director

## Company Secretary

Mr. Chandrakant Sharma

## President & CFO

Mr. Omprakash Bhutada

## Auditors

R. S. Shah & Company  
Chartered Accountants, Mumbai.

## Bankers

Yes Bank Ltd  
HDFC Bank Ltd

## Registered Office

Unit 3-5 Neeru Silk Mills  
Mathuradas Mill Compound  
126 NM Joshi Marg  
Lower Parel (W), Mumbai 400 013

## Registrar & Transfer Agents:

Link Intime India Private Limited  
C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai 400 083

## Poddar Housing and Development Limited

(Formerly known as Poddar Developers Limited)

[CIN: L51909MH1982PLC143066]

### Registered Office:

Unit 3-5 Neeru Silk Mills, Mathuradas Mill Compound, 126 NM Joshi Marg, Lower Parel (W), Mumbai 400 013  
Tel: 66164444 / Fax: 66164409 / email: chandrakant.sharma@poddarhousing.com / website: www.poddarhousing.com

# Notice of Annual General Meeting

NOTICE is hereby given that the 35th (Thirty Fifth) Annual General Meeting of the members of PODDAR HOUSING AND DEVELOPMENT LIMITED will be held on Thursday 17th August, 2017 at 3.00 P.M. at Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020 for the transact of the following business:

### Ordinary Business

- To receive, consider and adopt;
  - the Audited Balance Sheet as on 31st March, 2017 and Profit and Loss Account for the year ended.
  - the Audited consolidated Balance Sheet as on 31st March, 2017 and Profit and Loss Account for the year ended 31st March, 2017 of the Company.
- To declare dividend on Equity Shares for the year ended 31st March, 2017.
- To appoint a Director in place of Mr. Rohitashwa Poddar (DIN 00001262), who retires by rotation and is eligible for reappointment.
- To appoint M/s Bansal Bansal & Company, a Firm of Chartered Accountants, (Firm Registration No. 100986W), as Statutory Auditors of the Company Sections 139, 142 and other applicable Provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), to hold office for a period of 5 years from the conclusion of this Annual General Meeting and to fix their remuneration.

### Special Business

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

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 198, 199 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the appointment of Shri Dipak Kumar Poddar as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years with effect from 31st March 2017 upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Shri Dipak Kumar Poddar but subject to the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time.”

#### 1. Salary:

Rs.2,00,000/- (Rupees Two Lac only) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.

#### 2. Perquisites :

- Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- Gratuity at the rate of one month's salary for each year of completed service.
- House Rent Allowance : 20% of salary
- Expenses on Gas, Electricity, Water and furnishing subject to a ceiling of 10% of the salary.
- Reimbursement of medical expenses incurred by himself and his family subject to a ceiling of one months' salary in a year or three months' salary over a period of 3 years.



- (vi) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and return therefrom once in a year in respect of himself and his family.
- (vii) Reimbursement of fees of clubs subject to a maximum of two clubs. These will not include admission and life membership fees.
- (viii) Free use of Company's car for official as well as for private purposes.
- (ix) Reimbursement of telephone expenses. However, personal long distance calls shall be billed by the Company to the Executive Chairman.
- (x) One month's earned leave with full pay and allowances in a year which may be accumulated for three months. Encashment of un-availed leave will be permitted.
- (xi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (xii) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- (xiii) Subject to any statutory ceiling/s, the Executive Chairman may be given any other allowances, perquisites, benefits and facilities as Board of Directors from time to time may decide.

Perquisites shall be valued as per the provisions of the Income Tax Rules, wherever applicable, and in the absence of any such rules shall be valued at actual cost.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Chairman shall be governed by section II of part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof"

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions from time to time as it may, in its discretion, deem fit and within the maximum amount payable to the Executive Chairman in accordance with the provisions of the Companies Act, 2013 or any amendments made therein or with the approval of the Central Government, if required.

"RESOLVED FURTHER THAT Mr. Dipak Kumar Poddar shall be liable to retire by rotation from the date of the annual general meeting, the retirement and re-appointment in the AGM of the director shall not constitute of break of tenure

of appointment as Chairman.

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorises to do all such steps as may be necessary proper or expedient to give effect to this resolution.

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

"RESOLVED THAT pursuant to the provisions of Sections 188 and all other applicable provisions of the Companies Act, 2013, read with rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014, consent of the members be and is hereby accorded to the appointment of Mrs. Prakriti Poddar as Chief Operating Officer (COO) of the Company at a remuneration of H30Lac per annum with effect from 1st April 2017.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorises to approve the increment in future from time to time up to H5.00 Lac per month as decided by the Board, in accordance with the provisions of the Section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014."

8. Enable conversion of loan into equity :

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

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made there under, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and

subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof), on the terms & conditions contained in the financing documents, such terms & conditions to provide, inter alia to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding H200 Crores (Rupees Two Hundred Crores), consistent with the borrowing powers of the Company under Section 180(1)(c) of the Act, into fully paid-up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced, upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of

the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

- (iv) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders;
- (v) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India and / or Reserve Bank of India, regulations/ guidelines, at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the



Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

By order of the Board  
**Poddar Housing and Development Limited**  
(Formerly known as Poddar Developers Limited)

Place: Mumbai  
Date: 16th May, 2017

**Chandrakant Sharma**  
*Company Secretary*

## Notes:

1. A MEMBER ENTITLED TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members intending to send their authorized representative to attend are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Government of India in Ministry of Corporate Affairs has announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies.

Members are requested to support the Green Initiative by the Government and get their email addresses registered

with their Depository Participants in case of shares held in demat form or with Link Intime India Private Limited (Registrars) in case of shares held in physical form.

5. As required by Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations 2015, a brief profile of Directors seeking appointment or re-appointment at ensuing Annual General Meeting is required to be given.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 10th August, 2017 to 17th August, 2017 both days inclusive for the purpose of Annual General Meeting and payment of Dividend.
7. The dividend for the year ended 31st March, 2017 as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members whose names appear on the Company's Register of Members on 17th August, 2017. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend will be paid on and from 24th August, 2017.
8. Pursuant to Section 205A and Section 205C to the Companies Act, 1956 (which are still applicable as the relevant Sections under the Company Act, 2013 are yet to be notified), any amount of dividend not claimed for a period of seven years is required to be transferred to an "Investor Education and Protection Fund". Hence shareholders who

have not so far encashed their Dividend Warrants for the erstwhile financial year may immediately approach the Company with their Dividend Warrants for revalidation.

Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 5th August, 2016 (date of the last Annual General Meeting) on the website of the Company ([www.poddarhousing.com](http://www.poddarhousing.com)) as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

Dividends for the financial years 2009-2010 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2009-10 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.

Members are requested to note that any sum transferred to IEPF shall stand forfeited and no claims shall lie against the Company for the amounts of dividends transferred to IEPF.

9. The Annual Reports and Attendance slips will not be distributed at the Annual General Meeting. Shareholders are requested to bring the same along with them.
10. Shareholders desiring any information relating to the accounts are requested to write to Company at least 7 days prior to the date of Annual General Meeting or at an early date so as to enable the Management to keep the information ready.
11. For any assistance or information about shares, dividend etc., members may contact the Company or the Registrars.
12. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
13. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
14. E-Voting:  
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended

by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulation 2015, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

A member may exercise his votes at any General Meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

During the e-voting period, members of the company holding shares either in physical form or dematerialised form, as on the cut off date i.e. August 11, 2017, may cast their votes electronically.

The e-voting period commences at 9.00 am on Monday 14th August 2017 and ends at 5.00 pm on Wednesday 16th August, 2017. The e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of NSDL.

Mr. Dinesh Kumar Deora, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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



A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Poddar Housing and Development Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dinesh.deora@yahoo.com](mailto:dinesh.deora@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)] or

requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  
EVEN (Remote e-voting Event Number) USER ID  
PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  - II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IV. 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 August 11, 2017.
  - V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. August 11, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
  
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.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - VII. A person, whose name is recorded in the



register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM

but have not cast their votes by availing the remote e-voting facility.

By order of the Board  
**Poddar Housing and Development Limited**  
(Formerly known as Poddar Developers Limited)

Place: Mumbai  
Date: 16th May, 2017

Chandrakant Sharma  
*Company Secretary*

ANNEXURE TO NOTICE

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 5 of the Notice

Shri Dipak Kumar Poddar was appointed as Executive Chairman of the Company for a period of 3 years with effect from 31st March 2017. His re-appointment and remuneration fixed in accordance with schedule V to the Companies Act, 2013 is subject to the approval of the Shareholders for which purpose resolution as set out in the Notice is proposed. Mr. Dipak Kumar Poddar fulfills the eligibility criteria set out under Part I of Schedule V to the companies Act, 2013.

Shri Dipak Kumar Poddar 73, is an engineering graduate from MIT USA. He has a rich and varied experience in Finance and General Management. He is on the board of Bajaj Finserv Limited, VIP Industries Limited, Bajaj Allianz General Insurance Co. Ltd

He is a Member of the Audit Committee in VIP Industries, Poddar Developers Limited and a member of the Shareholders/ Investor's Grievance Committee of Poddar Developers Limited

As Shri Dipak Kumar Poddar has attained the age of 73 years, your approval for his re-appointment is required by way of Special Resolution.

Your Directors recommends the resolution for the approval of the members.

None of the Directors of the Company except Shri Dipak Kumar Poddar and Shri Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution

### Item No. 6 of the Notice

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of H1,25,000/- plus out of pocket expense to M/s N. P. S & Associates Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018.

In accordance with the provisions of Section 148 of the Act, read with the Companies (audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholder of the Company.

Accordingly consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of their remuneration payable to the Cost Auditors for the financial year ending 31st March 2018.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in the Resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the shareholders.

None of the directors, key managerial personnel of the company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the company.



## Item No. 7 of the Notice

Smt. Prakriti Poddar was appointed as Chief Operating Officer of the Company with effect from 1st April 2017. Her appointment and remuneration fixed in accordance with provisions of the Companies Act, 2013, read with rule 15 of the Companies (Meeting of Board & its Powers) Rules, 2014 is subject to the approval of the Shareholders for which purpose resolution as set out in the Notice is proposed.

Smt. Prakriti Poddar having over 15 years of strong proven performance in HR and team building, organizational behavior, soft skill development, process and capacity building, with domain knowledge of IT and ERP systems. She is good at building business relationships and rapport across sectors – Public and Private including the Government and NGO's.

Your Directors recommends the resolution for the approval of the members.

None of the Directors of the Company except Shri Dipak Kumar Poddar and Shri Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution.

## Item No. 8 of the Notice

In accordance with clause (vii) of Para number 3 of the RBI circular DBR. BP. BC. No. 101 /21.04 .132/2014-15 dated June 8, 2015 and in line with various directives issued by Reserve Bank of India, from time to time, Banks and Financial institutions (hereinafter referred to as the "Lenders") have advised the Company to pass enabling Special Resolution under Section 62(3) of the Act and other applicable provisions of the Act and Rules made thereunder to enable the Lenders to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the extent Securities and Exchange Board of India Regulations

(SEBI Regulations) or Reserve Bank of India Regulations / Guidelines, at the time of such conversion.

Pursuant to provisions of Section 62 (3) of the Act, this resolution requires approval of the members by way of passing of a Special Resolution.

Accordingly, the Board recommends the resolution as set out in Item No. 8, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by Lenders under the financing documents already executed or to be executed in respect of the Financial Assurances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assurances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board.

Since time is of essence for making the decisions regarding raising the financial assurances or agreeing to terms and conditions for raising the financial assurances (including option to convert loan into equity), especially keeping in view the interest of the Company, it may not be feasible for the Company to seek Members consent each and every time, in view of the timings and the expenses involved, hence, this enabling resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company

By order of the Board  
**Poddar Housing and Development Limited**  
(Formerly known as Poddar Developers Limited)

Place: Mumbai  
Date: 16th May, 2017

Chandrakant Sharma  
*Company Secretary*

## Details Of Directors Seeking Appointment/ Re-Appointment As Required Under Regulation 36 Of The (Listing Obligations And Disclosure Requirements) Regulations 2015.

Name of Director	Mr. Dipak Kumar Poddar	Mr. Rohitashwa Poddar
Date of Birth	09th November, 1943	17th November, 1970
Expertise in Specific Functional area	He has experience of about four decades in finance, automobiles, garment exports, precision engineering, real estate and other areas.	He has over 20 years of work experience in manufacturing, financial services and real estate.
Qualification	He is a science graduate from University of Calcutta and holds a master's and bachelor's degree in Mechanical Engineering from Massachusetts Institute of Technology, USA.	He holds BSc (Hons.) degree in Engineering and Business Management from King's College, London, U.K.
Board Membership of other Public Companies as on 31st March 2015	1. Bajaj Finserv Limited	1. Poddar Bhumi Holdings Limited
	2. Bajaj Allianz General Insurance Co. Limited	2. Poddar Heaven Homes Limited
	3. VIP Industries Limited	3. Poddar Natural Resources and Ores Limited
	4. Poddar Bhumi Holdings Limited	4. Janpriya Traders Limited
	5. Poddar Heaven Homes Limited	
	6. Brite Merchants Ltd	
	7. Poddar Natural Resources and Ores Limited	
Chairman Member of the Committee of the Board of Directors of the Company as on 31st March 2017	1. Audit Committee	1. CSR Committee
	2. Stakeholders Relationship Committee	2. Stakeholders Relationship Committee
Chairman / Member of the Committee of Directors of the other companies in which he/she is a Director as on 31st March 2017		
a. Audit Committee	Nil	Nil
b. Stakeholders Relationship Committee	Nil	Nil
c. Other Committees	Nil	Nil
Number of Shares held on 31st March 2017	112,000	965,653



# Directors' Report

The Directors take pleasure in presenting the Thirty Fifth Annual Report on the business and operations of the Company, together with the Audited Statements of Accounts for the year ended 31st March, 2017.

## Highlights of Performance

- Consolidated income for the year decreased to H6139.34 Lacs as compared to H15453.01 lacs in March 31, 2016;
- Consolidated profit before tax for the year was H410.88 lacs as compared to H2344.94 Lacs in March 31, 2016;
- Consolidated Profit after tax for the year was H325.51 Lacs as compared to H1665.05 Lacs in March 31, 2016.

## 1. Financial Results

(H In Lacs)

Particulars	2016-2017	2015-2016	2016-2017	2015-2016
	Standalone		Consolidated	
Total Revenue	4088.77	13871.46	6139.34	15453.01
Profit/Before Depreciation/ Interest & Exceptional Item	157.08	2407.18	483.38	2554.81
Depreciation & Interest	63.06	88.10	65.12	92.66
Profit/ (Loss) Before Exceptional Item & Tax	94.02	2319.08	418.26	2462.15
Exceptional Items	(7.38)	(117.21)	(7.38)	(117.21)
Profit/ (Loss) Before Taxation	86.64	2201.87	410.88	2344.94
Provision For Taxation				
Current	20.63	(631.70)	(89.37)	(685.90)
Deferred	3.82	5.35	4.00	4.78
Less: Minority Interest	0	0	0	1.23
Net Profit After Tax	111.09	1575.52	325.51	1665.05
Profit / (Loss) Brought Forward From Previous Year	5929.30	4967.80	6141.17	5089.20
Effect Of Hiving Off The Subsidiaries	-	-	0	2.17
Surplus Available For Appropriation	6040.39	6543.32	6419.12	6756.42
Transfer To General Reserve	(0.00)	(500.00)	(0.00)	(500.00)
Proposed Dividend (Incl Dividend Distribution Tax)	(114.02)	(114.02)	(114.02)	(114.02)
Minority Interest Adjusted Being Negative And Irrecoverable	0	0	(0)	(1.23)
Balance Carried To Balance Sheet	5926.37	5929.30	6305.10	6141.17

## 2. Dividend

The Board of Directors have pleasure in recommending for consideration of the Members at the Annual General Meeting, payment of Dividend of H1.50 per Equity Share (15%) (Previous Year 15%), for the year ended 31st March, 2017. The total dividend outgo including tax thereon will be H114.02 Lacs (Previous Year H114.02 Lacs.)

## 3. Transfer To Reserves

During the Year Company has not proposed any transfer to the Company's General Reserve.

## 4. Share Capital

The paid up Equity Share Capital as on March 31, 2017 was H6,31,54,000 (face value H10 each). During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

## 5. Finance

Cash and cash equivalent as at 31st March 2017, was H304.98 Lacs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

## 6. Deposits

The Company has not accepted any Deposit covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014.

## 7. Particulars Of Loans, Guarantees Or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

## 8. Performance During The Year

The Company was unable to launch new projects due to regulatory issues, beyond our control, which affected the launch of several new projects these projects are now expected to be launched in Q3 and Q4 of 2017-2018.

The Company has entered in to a Joint Venture Agreement with Navkar Construction to develop a new SRA Housing Project at Akurli, Kandivali, Mumbai and with VTO Sweet Homes Pvt Ltd to develop a new SRA Housing Project at Vadhavan, Kandivali,

Mumbai.

The Company achieved a Consolidated Turnover and Other Income of H61.39 Crores as against H154.53 Crores during the previous year. The Company has earned Consolidated Net Profit of H3.25 Crores for the year ended after providing depreciation and Tax as against a profit of H16.65 Crores during the previous year.

The Company is debt free, without any long term or short term borrowings including working capital for construction.

## 9. Corporate Social Responsibility

As required u/s 135 of the Companies Act, 2013, during the year, the Company undertook a number of CSR initiatives which is mainly focused on promoting education, health and public hygiene.

During the year the Company has taken CSR initiative which is mainly focused on promoting education. In this connection the Company during the year under consideration made donations of H25.00 Lacs. There is unspent amount of H19.34 lacs due to non-availability of appropriate trust/NGOs for allocation of funds. Company will spent the said amount in upcoming financial years. A detailed list of the contributions made is annexed herewith as "Annexure A".

## 10. Internal Control Systems And Their Adequacy

The Company has an Internal Control System, commensurate with the size of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report, corrective action, significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The policy is available on the Company Website at: <http://www.poddarhousing.com>

## 11. Whistle Blower Policy

The Company Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Policy is explained in the Corporate Governance Report and also posted on the website of the Company at : <http://www.poddarhousing.com>.



## 12. Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17

- No of complaints received: NIL

- No of complaints disposed off: NIL

## 13. Subsidiary Company

The Company has one subsidiary and a Joint Venture Company viz. as follows:

### Subsidiaries:

1. Poddar Habitat Private Limited

### Joint Venture:

2. Viva Poddar Housing Private Limited

The salient financial statements of the subsidiaries are given herein below:

Statement pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary Companies is given herein below:

(Hin Lacs)

CIN	U93000MH1995PTC086174	U45200MH2008PTC186494
Name of the Subsidiary	Poddar Habitat Private Limited	Viva Poddar Housing Private Limited
Reporting period for the subsidiary	1st April 2016- 31st March 2017	1st April 2016- 31st March 2017
Reporting Currency	INR (H)	INR (H)
Share Capital	1.00	H1.00
Reserve and Surplus	378.73	0.00
Total Assets	1800.65	6279.18
Total Liabilities	1420.92	6278.18
Investments	0.39	Nil
Turnover	2080.36	Nil
Profit before Taxation	324.24	Nil
Provision for Taxation	(109.82)	Nil
Profit after Taxation	214.42	Nil
Proposed Dividend	NIL	Nil
% of shareholding	100%	50%

The Company has following associate Partnership Firms & LLC:

1. Shiv Shakti Developers
2. Nav Nirman Agro
3. Mahaganapati Developers, LLP
4. Organically Grown Group, LLC

The Salient Financial Statement is given herein below:

Name Partnership Firm	Shiv Shakti Developers	Nav Nirman Agro	Mahaganapati Developers, LLP
Reporting period	1st April 2016- 31st March 2017	1st April 2016- 31st March 2017	1st April 2016- 31st March 2017
Reporting Currency	INR (H)	INR (H)	INR (H)
Share Capital	35.64	10.00	1.00
Reserve and Surplus	Nil	Nil	Nil
Total Assets	69.92	15.29	0.85

Total Liabilities	34.28	6.23	0.17
Investments	Nil	Nil	Nil
Turnover	Nil	Nil	Nil
Profit before Taxation	Nil	Nil	Nil
Provision for Taxation	Nil	0.00	0.00
Profit after Taxation	Nil	Nil	Nil
Proposed Dividend	Nil	Nil	Nil
% of shareholding	97%	99%	99%

The audited financial statements, the Auditors Report thereon and the Board's Report for the year ended 31st March, 2017 for each of the Company's subsidiaries are available on the Company website: [www.poddarhousing.com](http://www.poddarhousing.com).

The Company will make available, the Annual Accounts of the subsidiary Companies to any Member of the Company who may be interested in obtaining the same.

During the year Poddar Housing, FZE has ceased to be a Subsidiary of the Company and there are no other Company has become or ceased to be a Subsidiary, Joint Venture or Associate company of Poddar Housing and Development Limited during the year under consideration.

## 14. Consolidated Financial Statements

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

## 15. Directors

In terms of provisions of the Section 152(6) of the Companies Act, 2013, Mr. Rohitashwa Poddar retires by rotation at the forthcoming Annual General Meeting, and being eligible offer themselves for re-appointment and Mr. Dipak Kumar Poddar re-appointed as Whole Time Director of the Company. The profile of director seeking reappointment pursuant to Regulation 36 of the (Listing Obligations and Disclosure Requirements) Regulations 2015 with the Stock Exchanges is included in the annual report.

Other than this No Director or Key Managerial Personnel was appointed or has resigned during the year under consideration.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI Listing Regulation.

During the year 6 Board Meetings were held and the gap between two Board Meetings did not exceed 120 days. Details

of the Board Meeting are given the Report on Corporate Governance.

## 16. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

## 17. Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, KMP and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

1. The Board Affirms that the remuneration paid is as per the Remuneration Policy of the Company.
2. The percentage increase in the remuneration of Chief Financial Office and Company Secretary, Key Managerial Persons (KMP) in the financial year was 84.5% and 27.6% respectively.
3. The percentage increase in the median remuneration of employees in the financial year: 12.50%.
4. Average percentage increase in salaries of non-managerial employees was 12.50% as compared to average percentage increase in managerial remuneration which was 13.75%.
5. Number of Permanent employees on the rolls of the company as on March 31, 2017: 127 Nos.
6. The Ratio of the remuneration paid to each Director to the median remuneration of the employees of the Company during the year under consideration.



(H in Lacs)

Name of Director	Remuneration Paid	Median Remuneration	Ratio
Mr. Dipak Kumar Poddar (Executive Chairman)	25.47	3.43	1:7.42
Mr. Rohitashwa Poddar (Managing Director)	41.61	3.43	1:12.13
Mr. Shrikant Tembey (Independent Director)	1.95	3.43	1:0.56
Mr. Dilip J. Thakkar (Non-Executive Director)	0.60	3.43	1:0.17
Mr. Ramakant Nayak (Independent Director)	1.95	3.43	1:0.56
Mr. Tarun Kataria (Independent Director)	0.60	3.43	1:0.17
Mrs. Sangeeta Purushottam (Independent Women Director)	0.75	3.43	1:0.21

7. There is no increase in the remuneration paid to the Executive Director and there is no increase the sitting fees paid to the Independent Directors and Non executive Director. During the year there has been decrease in Sales by 74.35% and decrease in PAT by 92.94%. The average increase in remuneration for the year is 13.00%.
8. Comparison of remuneration of the Key Managerial Personnel against the performance of the Company\*:
  - i) Change in sales of the Company : 74.35% decrease
  - ii) Change in the PAT of the Company: 92.94% decrease
  - iii) Change in the remuneration of Key Managerial Persons (KMP) 55.5%
9. Variation in Market capitalization
 

2016 :	H716.79 cr
2017:	H597.31 cr
Price earning Ratio as on 31st March 2017:	1.43
Price earning Ratio as on 31st March 2016:	24.95

## 18. Directors Responsibility

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- I. that in the preparation of annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- II. that they have 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 profits of the Company for that year;
- III. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. that the annual accounts have been prepared on a 'going

concern' basis.

- V. that the company has laid down internal financial controls and such internal financial controls are adequate and operating effectively
- VI. that proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## 19. Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The transactions entered into pursuant to the prior approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

The Company has developed a Related Party Transactions Policy for purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at: <http://www.poddarhousing.com>. The particulars as required under the Companies Act, 2013 is furnished in "Annexure B" to this report.

## 20. Significant And Material Orders Passed By The Regulators Or Courts

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

## 21. Statutory Auditors

M/s. R. S. Shah & Company, Chartered Accountants, Mumbai will retire at the ensuing Annual General Meeting and not



eligible for re-appointment as statutory auditor of the company due to provisions of Section 139 (2) of the Companies Act 2013. Board of Directors has approved the appointment of M/s. Bansal Bansal & Company, Chartered Accountants, Mumbai as Statutory Auditor of the Company for the period of 5 years. The Auditor has furnished a certificate of their eligibility for appointment under Section 139 of the Companies Act, 2013.

M/s. Bansal Bansal & Company has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under SEBI Regulation 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There is no Qualifications made by the Auditor in their Report, as emphasis of the Auditor in their Report are self explanatory and require no separate comments.

## 22. Cost Auditors

In terms of the Order issued by the Central Government under Section 148 of the Companies Act, 2013 the Company was required to appoint cost auditors to get the audit of the cost records of the Company done by a member of the Institute of Cost & Works Accountants of India (ICAI).

For FY 2016-2017, the Company propose to appoint M/s Nayana Premji Savala, Cost Auditors (Firm Registration No. 100214) for the audit of the cost records. They would be required to submit the reports by 29th September, 2017.

As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's approval for the ratification of remuneration payable to M/s Nayana Premji Savala, Cost Auditors is included at Item No. 5 of the Notice convening the Annual General Meeting.

## 23. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Dinesh Deora, a Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure C".

## 24. Conservation Of Energy And Technologies

Information relating to Conservation of Energy, Technology absorption etc pursuant to Section 134(3)(m) of the Companies

Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014 is not provided as the same is not applicable to the Company.

Foreign Exchange earnings and outgo are furnished in "Annexure D" to this report.

## 25. Extract Of The Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure E".

## 26. Corporate Governance

We comply with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on corporate governance. A detailed report on the Corporate Governance has been included in this report along with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance. Further a separate Management Discussion and Analysis report is also given in this report.

## 27. Particulars Of Employees

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is provided in the Corporate Governance Report.

## 28. Employees Relations

The employees' relation at all levels and at all units continued to be cordial during the year.

## 29. Acknowledgements

The Directors wish to place on record their appreciation for the continued support and co-operation by Bankers, Customers, Business Associates and to the Shareholders and Investors for the confidence reposed in the Company's management.

The Directors also convey their appreciation to the employees at all levels for their dedicated services, efforts and collective contribution.

For and on Behalf of the Board  
Poddar Housing and Development Limited  
(Formerly known as Poddar Developers Limited)

Place: Mumbai  
Date: May 16, 2017

Dipak Kumar Poddar  
Executive Chairman



Annexure-A

# Corporate Social Responsibility (CSR) Activities

A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR Policy is stated herein below:

The detailed policy is available on the Company Website at: <http://www.poddarhousing.com>

## Composition of the CSR Committee:

Mr. Rohitashwa Poddar (Managing Director)  
Mr Shrikant Tembey (Independent Director)  
Mr. Ramakant Nayak (Independent Director)

## Average net profit of the Company for last three financial years:

Average net profit: ` 2216.87 Lacs

## Prescribed CSR Expenditure (two percent of the Average Net Profit as detailed above):

The Company is required to spend ` 44.34 Lacs towards CSR.

## Details of CSR spend for the financial year:

A Total amount spent for the financial year : ` 25.00 Lacs.  
B Amount unspent, if any : ` 19.34 Lacs

There is unspent amount of ` 19.34 lacs due to non-availability of appropriate trust/NGOs for allocation of funds. Company will spend the said amount in upcoming financial years.

## Manner in which the amount spent during the financial year is detailed below:

Sl. No	Project / Activities	Sector	Location	Amount Budgeted ( ` Lacs)	Amount Spent ( ` Lacs)	Cumulative Spent upto Reporting period ( ` Lacs)	Amount Spent: Direct or through Implementing Agency ( ` Lacs)
1	Ramnarainka Sewa Kendra	Promoting Education	Mumbai	25.00	25.00		Direct

Annexure-B

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

### 1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any transaction which is not on arms length basis.

### 2. Details of material contracts or arrangement or transactions at arm's length basis:

(` In Lacs)

Name of the party with which contract is entered into	Principal terms and conditions			Date of Approval	Amount paid as Advance
Janpriya Traders Limited	Office space on Lease	Monthly	1.60	12-05-2014	NIL
Brite Merchants Limited	Office space on Lease	Monthly	1.60	12-05-2014	NIL
Poddar Amalgamated Holdings Private Limited.	Office space on Lease	Monthly	1.60	12-05-2014	NIL
Poddar Shikshan Sanstha	Land space on Lease	Monthly	0.50	11-08-2014	NIL
Poddar Shikshan Sanstha	Service of Project Consultancy	One Time	48.63	08-09-2016	NIL

For and on behalf of the Board of Directors

Dipak Kumar Poddar  
*Chairman*

DIN: 00001250

Mumbai, May 16, 2017



Annexure-C

# Form No. MR-3

## SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2017

[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,  
Poddar Housing And Development Limited  
Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Poddar Housing And Development Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017 ("Audit Period") 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- 4 The provisions of 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 were not applicable to the Company under the financial year under report;

- 5 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, 2013;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - 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;
- 6 Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI') were not applicable to the Company under the financial year under report:-
  - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
  - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and employee Stock Purchase Scheme) Guidelines, 1999;
  - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a Development Control Regulations for greater Mumbai, 1991.
- b Maharashtra Regional and Town Planning Act, 1966.
- c Mumbai Municipal Corporation Act, 1888.

- d Maharashtra Land Revenue Code, 1966.
- e Registration Act, 1908.
- f Indian Stamp Act, 1899 and Bombay Stamp Act, 1958.
- g Transfer of Property Act, 1882.
- h Maharashtra Ownership Flats Act, 1963.
- i Trade Marks Act, 1999.
- j Contract Labour (Regulation and Abolition) Act, 1970.

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

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules,

Regulations, Guidelines, Standards etc. mentioned above.

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in

compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I 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.

Dinesh Kumar Deora  
*Practising Company Secretary*

Place: Mumbai

FCS NO 5683

Date: 16-05-2017

COP NO 4119

Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.

## ANNEXURE - I

To,  
The Members,  
Poddar Housing And Development Limited  
Mumbai

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were 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. I believe that the processes and practices, followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of

financial records and books of accounts of the Company.

4. Wherever required, I 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 and regulations, standards is the responsibility of the management. My 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.

Dinesh Kumar Deora  
*Practising Company Secretary*

Place: Mumbai

FCS NO 5683

Date: 16-05-2017

COP NO 4119



Annexure-D

# Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Particulars required under Section 134(3)(m) of the Companies Act, 2013, read with the Rules 8(3) of the Companies (Account) Rules, 2014.

## A. FOREIGN EARNINGS & OUTGO

		2016-2017 (` Lacs)	2015-2016 (` Lacs)
a)	Total Earning for Foreign Exchange	NIL	NIL
	FOB Value of Exports Services	NIL	NIL
	Dividend	NIL	NIL
b)	Total Outgo in Foreign Exchange		
	Other Expenses	4.17	4.23

Annexure-E

# Form MGT-9

## EXTRACT OF ANNUAL RETURN

For The Financial Year Ended March 31, 2017

{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 :

i	CIN	L51909MH1982PLC143066
ii	Registration Date	28th June, 1982
iii	Name of the Company	Poddar Housing And Development Limited
iv	Category/sub Category of Company	Company having Share Capital
v	Address of the Registered Office and contact Details	Unit 3-5 Neeru Silk Mills, Mathuradas Mill Compound, N M Joshi Marg, Lower Parel, Mumbai 400013 Mr. Chandrakant Sharma- Company Secretary. Email: chandrakant.sharma@poddarhousing.com Tel: 022 66164444
vi	Whether Listed Company	Yes
vii	Name, Address and contact details of Registrar and Transfer Agent	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel: 022-25946970 rnt.helpdesk@linkintime.co.in

### 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
1.	Real Estate Activity	68100	100%

### III. Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name and address of the Company	CIN/GLN/LLPIN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Poddar Habitat Pvt Ltd	U45200MH2008PTC187290	Subsidiary	100%	2(87)
2.	Viva Poddar Housing Pvt Ltd	U45200MH2008PTC186494	Joint Venture	50%	-
3.	Mahaganpati Developers LLP	AAE-0165	LLP	99%	2(87)
4.	Shiv Shakti Developers	Not applicable	Partnership Firm	97%	2(87)
9.	Nav Nirman Agro	Not applicable	Partnership Firm	99%	2(87)
6.	Organically Grown Group, LLC	Not applicable	LLC	50%	-



## IV. Share Holding Pattern

(Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2016				Shareholding at the end of the year - 2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Shareholding of Promoter and Promoter Group</b>										
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	1077653	0	1077653	17.0639	1077653	0	1077653	17.0639	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	2775115	0	2775115	43.9420	2775115	0	2775115	43.9420	0.0000
	<b>Sub Total (A)(1)</b>	<b>3852768</b>	<b>0</b>	<b>3852768</b>	<b>61.0059</b>	<b>3852768</b>	<b>0</b>	<b>3852768</b>	<b>61.0059</b>	<b>0.0000</b>
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
	<b>Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)</b>	<b>3852768</b>	<b>0</b>	<b>3852768</b>	<b>61.0059</b>	<b>3852768</b>	<b>0</b>	<b>3852768</b>	<b>61.0059</b>	<b>0.0000</b>
<b>(B) Public Shareholding</b>										
[1]	Institutions									
(a)	Mutual Funds / UTI	539926	0	539926	8.5494	531173	0	531173	8.4108	-0.1386
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	735155	0	735155	11.6407	722105	0	722105	11.4340	-0.2067
(f)	Financial Institutions / Banks	50	0	50	0.0008	50	0	50	0.0008	0.0000
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	<b>Sub Total (B)(1)</b>	<b>1275131</b>	<b>0</b>	<b>1275131</b>	<b>20.1908</b>	<b>1253328</b>	<b>0</b>	<b>1253328</b>	<b>19.8456</b>	<b>-0.3452</b>
[2]	Central Government/ State Government(s)/ President of India									
	<b>Sub Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ` 1 lakh.	322709	152010	474719	7.5168	321648	147710	469358	7.4320	-0.0848



Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2016				Shareholding at the end of the year - 2017				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	363802	0	363802	5.7606	363802	0	363802	5.7606	0.0000
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Hindu Undivided Family	20809	0	20809	0.3295	24167	0	24167	0.3827	0.0532
	Non Resident Indians (Non Repat)	68049	0	68049	1.0775	66678	0	66678	1.0558	-0.0217
	Non Resident Indians (Repat)	47926	0	47926	0.7589	73859	0	73859	1.1695	0.4106
	Foreign Portfolio Investor (Individual)	0	0	0	0.0000	16000	0	16000	0.2533	0.2533
	Clearing Member	34316	0	34316	0.5434	35075	0	35075	0.5554	0.0120
	Bodies Corporate	141530	36350	177880	2.8166	124915	35450	160365	2.5393	-0.2773
	<b>Sub Total (B)(3)</b>	<b>999141</b>	<b>188360</b>	<b>1187501</b>	<b>18.8033</b>	<b>1026144</b>	<b>183160</b>	<b>1209304</b>	<b>19.1485</b>	<b>0.3452</b>
	<b>Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>2274272</b>	<b>188360</b>	<b>2462632</b>	<b>38.9941</b>	<b>2279472</b>	<b>183160</b>	<b>2462632</b>	<b>38.9941</b>	<b>0.0000</b>
	<b>Total (A)+(B)</b>	<b>6127040</b>	<b>188360</b>	<b>6315400</b>	<b>100.0000</b>	<b>6132240</b>	<b>183160</b>	<b>6315400</b>	<b>100.0000</b>	<b>0.0000</b>
<b>(C)</b>	<b>Non Promoter - Non Public</b>									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	<b>Total (A)+(B)+(C)</b>	<b>6127040</b>	<b>188360</b>	<b>6315400</b>	<b>100.0000</b>	<b>6132240</b>	<b>183160</b>	<b>6315400</b>	<b>100.0000</b>	

## ii) Shareholding of Promoters

Sr No	Shareholders Name	Shareholding at the beginning of the year - 2016			Shareholding at the end of the year - 2017			% change in shareholding during the year
		No.of Shares Held	% of total Shares of the company	%of Shares Pledged// encumbered to total shares	No.of Shares Held	% of total Shares of the company	%of Shares Pledged// encumbered to total shares	
1	Poddar Amalgamated Holdings Pvt Ltd	1857700	29.4154	0.0000	1857700	29.4154	0.0000	0.0000
2	Rohitashwa Dipakkumar Poddar	965653	15.2904	0.0000	965653	15.2904	0.0000	0.0000
3	Poddar Bhumi Holdings Ltd	676540	10.7125	0.0000	676540	10.7125	0.0000	0.0000
4	Brite Merchants Ltd	187547	2.9697	0.0000	187547	2.9697	0.0000	0.0000
5	Dipak Kumar Poddar	112000	1.7734	0.0000	112000	1.7734	0.0000	0.0000
6	Janpriya Traders Ltd	53328	0.8444	0.0000	53328	0.8444	0.0000	0.0000
	<b>Total</b>	<b>3852768</b>	<b>61.0059</b>	<b>0.0000</b>	<b>3852768</b>	<b>61.0059</b>	<b>0.0000</b>	<b>0.0000</b>



**iii) Change in Promoters Shareholding** (please specify, if there is no change)

Sl No	Shareholders name	Share holding at the beginning of the year		Share holding at the end of the year		% change in share holding during the year
		No. of shares	% of total shares of the company	No of shares	% of total shares of the Company	
		NIL				
	Total:					

**iv) Shareholding Pattern of top ten shareholders** (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding at the end of the year - 2017	
		No. of Shares Held	% of Total Shares of The Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of The Company
1	IDFC Premier Equity Fund	444189	7.0334			444189	7.0334
	At the end of The Year				444189	7.0334	
2	Goldman Sachs India Limited	289334	4.5814			289334	4.5814
	At the end of The Year				289334	4.5814	
3	Darashaw K Mehta	218000	3.4519			218000	3.4519
	At the end of The Year				218000	3.4519	
4	Eastspring Investments India Infrastructure Equity Open Limited	133308	2.1108			133308	2.1108
	At the end of The Year				133308	2.1108	
5	Valuequest India Moat Fund Limited	119626	1.8942			119626	1.8942
	At the end of The Year				119626	1.8942	
6	ICICI Prudential Growth Fund - Series 3	90651	1.4354			90651	1.4354
	Market Sell			03 Feb 2017	(1029)	89622	1.4191
	Market Sell			24 Mar 2017	(1076)	88546	1.4021
	Market Sell			31 Mar 2017	(1562)	86984	1.3773
	At the end of The Year				86984	1.3773	
7	Tihunaz Keki Mehta	86200	1.3649			86200	1.3649
	At the end of The Year				86200	1.3649	
8	Kitara India Micro Cap Growth Fund	84446	1.3371			84446	1.3371
	At the end of The Year				84446	1.3371	
9	Baman K Mehta	62000	0.9817			62000	0.9817
	At the end of The Year				62000	0.9817	
10	Hypnos Fund Limited	42638	0.6751			42638	0.6751
	At the end of The Year				42638	0.6751	

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors/KMP	Share holding at the beginning of the year		Cumulative share holding during the year	
		No. of shares	% of total shares of the Co.	No of shares	% of total shares of the Co

**Directors**

1	Mr. Dipak Kumar Poddar- Chairman				
	At the beginning of the Year	112000	1.77%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	112000	1.77%	112000	1.77%
2	Mr. Rohitashwa Poddar - Managing Director				
	At the beginning of the Year	965653	15.29%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	965653	0.02%	965653	15.29%
3	Mr. Shrikant Tembey - Director				
	At the beginning of the Year	1500	0.03%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	1500	0.02%	1500	0.02%

**KMP**

1	Mr. Omprakash Bhutada President & CFO				
	At the beginning of the Year	0	0.00%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	0	0.00%	0	0.00%
2	Mr. Chandrakant Sharma - Company Secretary				
	At the beginning of the Year	0	0.00%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year	0	0.00%	0	0.00%

**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	32.83	0.00	0.00	32.83
ii) Interest due but not paid				
iii) Interest accrue but not due				
Total (i+ii+iii)	32.83	0.00	0.00	32.83
<b>Change in Indebtedness during the financial year</b>				
Additional	06.15			06.15
Reduction	15.04			15.04



	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Net Change	8.89	0.00	0.00	8.89
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	23.94	23.94		
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total : (i+ii+iii)	23.94	0.00	0.00	23.94

## V. Remuneration of Directors and Key Managerial Personnel

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

(in Lacs)

Sl. No	Particulars of Remuneration	Name of MD/WTD		Total Amount
		Mr. Dipak Kumar Poddar	Mr. Rohitashwa Poddar	
1	Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	23.76	30.00	53.76
	Value of perquisites u/s 17(2) Income Tax Act, 1961	1.71	11.61	13.32
	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	As % of profit	-	-	-
	Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	25.47	41.61	67.08

### B. Remuneration to other directors:

(in Lacs)

Sl. No	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Shrikant Tembey	Mr. Ramakant Nayak	Mr. Tarun Kataria	Mrs. Sangeeta Purushottam	Mr. Dilip J Thakkar	
1.	Independent Directors						
	Fee for attending board committee meetings	1.95	1.95	0.60	0.75	0.00	5.25
	Commission						
	Others, please specify						
	Total (1)	1.95	1.95	0.60	0.75	0.00	5.25
2.	Other Non Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	0.60	0.60
	Commission						
	Others, please specify						
	Total (2)	0.00	0.00	0.00	0.00	0.60	0.60
	Total (B)=(1+2)	1.95	1.95	0.60	0.75	0.60	5.85
	Total Managerial Remuneration						72.93

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

Sl. No.	Particulars of remuneration	Key Managerial Personnel		Total
		President & Chief Financial Officer	Company Secretary	
1.	Gross salary			
a)	Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	71.97	14.22	86.19
b)	Value of perquisites u/s 17(2) Income Tax Act, 1961	0.71	0.53	1.24
c)	Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	As % of profit	NIL	NIL	NIL
	Others, specify	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total:	72.68	14.75	87.43

### VI. Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of penalty/punishment/compounding fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty					
Penalty			NA		
Penalty					
Punishment					
Compounding			NA		
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NA		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NA		
Compounding					



Annexure

# Corporate Governance Report

For The Financial Year Ended March 31, 2017

(Pursuant to Regulation 4 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015).

## Company's philosophy on Corporate Governance

Our Company fully subscribes to the principles and spirit of Corporate Governance. The corporate governance framework of our Company is based on an effective, independent Board of Directors, separation of the supervisory role of the Board of Directors from the executive management team and proper constitution of the committees of the Board of Directors. The Company has adopted transparency, disclosure, accountability and ethics as its business practices. The management believes that these principles will enable it to achieve the long-term objectives and goals. The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. The Company's philosophy on Corporate Governance is to ensure that resources are utilized in a manner that meets stakeholders' aspirations and society at large.

The Board of Directors functions either as a full Board or through various committees constituted to oversee specific operational areas. The executive management of our Company provides

the Board of Directors with detailed reports on the performance of our Company periodically.

## Board of Directors

### Composition and Size:

The Company's policy is to have a proper blend of Executive and Non-Executive Directors to maintain independence of the Board and at the same time separate Board's functions of governance from management. Presently, the Board consists of seven members- Executive Chairman, one Managing Director, one Non-Executive Director and four Non-Executive Independent Directors.

The day-to-day management of the Company is conducted by the Executive Chairman and Managing Director subject to the supervision, direction and control of the Board of Directors.

The Directors are not related to each other in terms of the definition of "relative" under the Companies Act, 2013, except Mr. Rohitashwa Poddar, Managing Director who is the son of Mr. Dipak Kumar Poddar, Chairman.

The Composition of the Board of Directors, the number of other Directorships and Committee positions held by each Director as on 31st March, 2017 is as under:

Name of Director	Category of Directorship	Number of Directorships in other companies*	Number of Chairmanship/ Membership in committees of other companies **	
			Chairman	Member
Mr. Dipak Kumar Poddar	Promoter & Chairman	7	Nil	2
Mr. Rohitashwa Poddar	Promoter & Managing Director	4	Nil	1
Mr. Dilip J. Thakkar	Non-Executive	7	3	4
Mr. Shrikant Tembey	Independent Non-Executive	Nil	Nil	Nil
Mr. Ramakant Nayak	Independent Non-Executive	6	3	6
Mr. Tarun Kataria	Independent Non-Executive	2	1	Nil
Mrs. Sangeeta Purushottam	Independent Non-Executive	Nil	Nil	Nil

\*Does not include Directorships in Private Limited / Section 25 Companies.

\*\*Represents Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee/Nomination and Remuneration Committee/ CSR Committee in other Companies.

**Attendance of each Director at the Board Meetings held in financial year 2016-2017 and at the last Annual General Meeting of the Company:**

Name of the Director	No. of Board Meetings held during the year	No. of Board Meetings attended	Attendance at the last AGM held on August 05, 2016
Mr. Dipak Kumar Poddar	6	6	Absent
Mr. Rohitashwa Poddar	6	6	Present
Mr. Dilip J. Thakkar	6	4	Absent
Mr. Shrikant Tembey	6	6	Present
Mr. Ramakant Nayak	6	6	Present
Mr. Tarun Kataria	6	4	Absent
Mrs. Sangeeta Puruthottam	6	5	Absent

**Board Meeting Details:**

During the year 6 Board Meetings were held and the gap between two Board Meetings did not exceed four months.

Date on which Board Meeting was held	Total Strength of the Board	No. of Directors Present
16th May, 2016	7	6
9th August, 2016	7	7
19th September, 2016	7	4
14th November, 2016	7	7
14th February, 2017	7	7
31st March, 2017	7	6

**Committees of the Board:**

Currently, the Board has the following Committees

- Audit Committee
- Stakeholder Relationship Committee
- CSR Committee
- Nomination and Remuneration Committee.

The Board decides the terms of reference of these Committees.

**A) Audit Committee:**

**Composition:**

The Audit Committee comprises of following four members, out of whom Two are independent directors and one is the Executive Chairman:

1. Mr. Shrikant Tembey – Chairman
2. Mr. Ramakant Nayak - Member
3. Mr. Dipak Kumar Poddar – Member

**Terms of reference:**

The terms of reference of the Audit Committee apart from those specified in the specified under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions contained in Section 177 of the Companies Act, 2013 broadly pertain to review of business practices, review of investment policies, reviews of compliances and review of systems and controls. They can be

broadly stated as follows:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and fair.
- b) Recommending to the Board, the appointment, re-appointment of the statutory auditors, fixation of audit fees and fees for other services.
- c) Reviewing with the management the quarterly financial statements before submission to the board for approval.
- d) Reviewing the adequacy of internal control systems and internal audit function 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.
- e) Discussing with internal auditors any significant findings and follow-up thereon.
- f) 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.
- g) Discussion with the 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.



- h) 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.
- i) Scrutiny of corporate loans and investments
- j) Approval or subsequent modification of transactions with related parties
- k) Valuation of the undertaking or asset of the company wherever it is necessary
- l) Monitoring the end use of funds raised through public offers and related matters

In addition to the above, all items listed in Regulation 18 of the (Listing Obligations and Disclosure Requirements) Regulations 2015.

#### Meetings and attendance:

During the financial year 2016-17 5 (Five) Audit Committee Meetings were held and the attendance of the Members of the Committee at the said Meetings were as follows:

Name of Member	Dates of Audit Committee Meetings				
	16th May, 2016	9th August, 2016	14th November, 2016	14th February, 2017	31st March, 2017
Mr. Shrikant Tembey	Present	Present	Present	Present	Present
Mr. Ramakant Nayak	Present	Present	Present	Present	Present
Mr. Dipak Kumar Poddar	Present	Present	Present	Present	Present

The auditors are the permanent invitees at the Meeting.

The Company Secretary acts as the Secretary of the Committee.

The Statutory Auditors of the company were present at Four (4) audit committee meetings held during the year.

The Chairman of the Audit Committee was present at the last Annual General Meeting.

#### B) Stakeholders Relationship Committee

The Committee comprises of:

1. Mr. Shrikant Tembey, Chairman
2. Mr. Dipak Kumar Poddar, Member
3. Mr. Rohitashwa Poddar, Member

Mr. Shrikant Tembey, an Independent Non-Executive Director, heads the Committee.

The terms of reference of the Stakeholders Relationship Committee, inter alia, approves issue of duplicate certificates an overseas and review all matters connected with transfer of securities of the Company. It also looks into redressal of shareholders/investor complaints, overall performance of the registrar and transfer agents and recommends improvement in the quality of investor services. It also monitors implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992.

#### Meetings and attendance:

During the financial year 2016-17 Four (4) Stakeholders Relationship Committee Meetings were held and the attendance of the Members of the Committee at the said Meeting was as follows:

Name of Member	Dates of Stakeholders Relationship Committee Meetings			
	24th June, 2016	30th September, 2016	30th December, 2017	03rd March, 2017
Mr. Shrikant Tembey	Present	Present	Present	Present
Mr. Rohitashwa Poddar	Present	Present	Present	Present
Mr. Dipak Kumar Poddar	Present	Present	Present	Present

Company Secretary acts as the Secretary of the Committee.

The Company has resolved all the complaints as at the end of financial year March 31, 2017 to the satisfaction of the shareholders and no complaints were pending for redressal.

#### C) CSR Committee:

The Committee comprises of:

1. Mr. Rohitashwa Poddar, Chairman
2. Mr. Dipak Kumar Poddar, Member
3. Mr. Shrikant Tembey, Member

Terms of reference: The CSR committee will provide guidelines and assistance in order to implement the CSR activities at Poddar. The guidelines are framed so as to cover the compliances under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy is updated on the company website and can be accessed at: <http://www.poddarhousing.com>

#### Meetings and attendance:

During the financial year 2016-17, One (1) CSR Committee Meetings were held: on 2nd January, 2017. The attendance of the Members of the Committee at the said Meetings



were as follows:

Name of Member	No. of Meetings held during the year	No. of Meetings attended
Mr. Shrikant Tembey	1	1
Mr. Rohitashwa Poddar	1	1
Mr. Dipak Kumar Poddar	1	1

Company Secretary acts as the Secretary of the Committee.

#### D) Nomination and Remuneration Committee:

The Committee comprises of:

1. Mr. Shrikant Tembey, Chairman
2. Mr. Ramakant Nayak, Member
3. Mrs. Sangeeta Purushottam, Member

The terms of reference of the Nomination and Remuneration Committee are wide covering the matters specified under Regulation 19 of the (Listing Obligations and Disclosure Requirements) Regulations 2015 and Section 178 of the Companies Act, 2013. They can be broadly stated as follows:

To formulate the criteria for appointment to the top level management and specifically to identify screen, review individuals qualified to serve as executive directors, non-executive directors and independent directors.

To recommend to the board a policy relating to the remuneration for the directors, key managerial personnel and other employees.

To carry out evaluation of every director's performance in accordance with a process that it seems fit and appropriate

During the financial year 2016-17 two Nomination and Remuneration Committee Meetings were

Held on 14th February 2017 and 31st March, 2017.

Name of Member	No. of Meetings held during the year	No. of Meetings attended
Mr. Shrikant Tembey	2	2
Mr. Ramakant Nayak	2	2
Mrs. Sangeeta Purushottam	2	2

Company Secretary acts as the Secretary of the Committee.

There were no pecuniary relationships and transactions of the Non - Executive Directors vis-à-vis the Company.

#### E) Independent Directors Meeting

During the year under review, the Independent Directors met on 9th August 2016, interalia to discuss:

- Evaluation of the performance of Non-Independent Directors and Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company taking into account the views of the Executive and Non-Executive Directors
- Evaluation of the quality, content and timelines of flow of information between the Management and Board that is necessary for the Board to effectively and reasonably perform its duties.

#### Remuneration To Directors:

##### Remuneration Policy:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

Individual Directors including the Chairman of the Board were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the

Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

The Executive Directors were paid remuneration as approved by the Board and the members in General Meeting. The remuneration comprises of salary, perquisites, allowances and commission/ performance incentive.

The Non-Executive Independent Directors are paid remuneration by way of sitting fees for attending the meetings of the Board or Committee thereof.

Details of remuneration paid to Directors during the financial year 2016-17 are as follows:



## 1) Executive Directors:

(` in Lacs)

Name of Director	Salary (`)	Benefits & Perquisites (`)	Commission / Performance Linked Incentives	Stock Options	Total
Mr. Dipak Kumar Poddar	23.76	1.71	Nil	Nil	25.79
Mr. Rohitashwa Poddar	30.00	11.61	Nil	Nil	41.61

(` in Lacs)

Name of Director	Sitting fees (`)	Commission / Performance Linked Incentives	Total
Mr. Shrikant Tembey	1.95	0.00	1.95
Mr. Dilip Thakkar	0.60	0.00	0.60
Mr. Ramakant Nayak	1.95	0.00	1.95
Mr. Tarun Kataria	0.60	0.00	0.60
Mrs. Sangeeta Purushottam	0.75	0.00	0.75

### Notes:

- The sitting fees indicated above includes fees paid for attending Meetings of the Board and Committee.
- There is no severance fee payable.

### Subsidiary Companies:

Name of the Company	% of Holding
Poddar Habitat Private Limited	100%

## Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the

Company's website at: [www.poddarhousing.com](http://www.poddarhousing.com)

## Disclosures:

- 1) There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management, their subsidiaries or relatives etc., during the year, that may have the potential conflict with the interests of the Company at large.
- 2) The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal

interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

- 3) There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
- 4) All mandatory requirements as per the SEBI Listing Regulations have been complied with by the Company.
- 5) The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
- 6) In terms of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Managing Director and the President & CFO have made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

## Means of Communication:

### Financial Results

The quarterly and annual financial results are generally published in Economic Times, Financial Express, Herald and Apla Mahanagar. The results are also displayed on Company's

website: [www.poddarhousing.com](http://www.poddarhousing.com). The official news releases are also displayed on the website of the Company.

Since the half-yearly financial results are published in leading newspapers and displayed on the website, the same are not mailed to the shareholders of the Company.

### Details of General Body Meetings:

Corporate Identity Number (CIN): L51909MH1982PLC143066.

The Company is registered at Mumbai in the State of Maharashtra, India.

The details of the last three Annual General Meetings held:

Year	Location	Date
34th Annual General Meeting*	Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021	05th August, 2016
33rd Annual General Meeting**	Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021	05th August, 2015
32nd Annual General Meeting***	Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021	05th August, 2014

\* No Special Resolution was passed at the AGM.

\*\* Two Special Resolutions were passed at the AGM-

- 1 Approval for appointment of Managing Director &
- 2 approval for substituting the Articles of Association of the company with a new set of Articles of Association.

\*\*\* One Special Resolutions was passed at the AGM- Approval for appointment of Whole Time Director designated as Executive Chairman.

Postal ballots were used /invited for voting for passing Resolution U/s 293(1)(a) and 293(1)(d) of the Companies Act, 1956 vide Notice dated 3rd April, 2011.

Postal ballots were used /invited for voting for passing Resolution under section 42, 62(1)(c), under section 13, under section 180 (1) (c) and under section 180 (1) (c) of the Companies Act, 2013 vide Notice dated 5th December, 2014.

### 35th Annual General Meeting:

Date : 17th August, 2017

Time : 3.00 P.M.

Venue: : Kilachand Conference Room, Indian Merchants Chamber, Churchgate, Mumbai 400020.

### Financial Calendar (tentative)

Unaudited results for the Quarter ended 30th June 2017	4th week of July 2017
Annual General Meeting	8th August, 2017
Unaudited results for the Quarter ended 30th September 2017	4th week October 2017
Unaudited results for the Quarter ended 31st December 2017	4th week January 2018
Audited results for the year ended March 2018	2nd week May 2018

### Date of Book closure

10th August, 2017 to 17th August, 2017

### Dividend Payment Date

On or after 24th August 2017 but within the statutory time limit.

### Listing on Stock Exchanges

The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001  
Stock Code : 523628

National Stock Exchange of India Limited\*  
Exchange Plaza, Bandra Kurla Complex  
Bandra, Mumbai-400051  
Scrip Code : PODDARHOUS

Demat ISIN for NSDL and CDSL: INE888B01018

\* NSE has approved the listing of Equity shares of the Company w.e.f. 10th April 2017.

Annual Listing Fees for the year 2017-18 has been paid to the above Stock Exchanges.

### Insider Trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted wef 15th May, 2015 a "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders".

The code is posted on the Company Website. The Company keeps the Code updated as per the requirements of SEBI from time to time.

### Code of Conduct:

The Company has adopted a Code of Conduct for Directors and Senior Management, which is hosted on the web site of the Company. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes whistle blower provisions, where the employees of the Company can voice their concerns on



violation and potential violation of this Code in a responsible and effective manner.

The Chairman of the Company has given a declaration of due compliance with Code of Conduct by the Directors and Senior Management.

### Market Information

Market price data- monthly high/low and trading volumes during the last financial year on the BSE

Months	High	Low	Close	No. of Shares traded
	(₹)	(₹)	(₹)	
Apr-16	1,280.00	1,070.00	1,215.75	2,450
May-16	1,248.00	975.00	1,018.40	7,070
Jun-16	1,060.00	900.00	920.15	10,954
Jul-16	1,100.00	904.00	1,048.50	17,904
Aug-16	1,098.00	943.15	1,008.95	10,732
Sep-16	1,074.40	866.00	968.25	15,421
Oct-16	1,030.00	932.25	971.00	12,065
Nov-16	1,120.00	896.00	953.25	13,821
Dec-16	1,000.00	850.00	880.95	19,150
Jan-17	1,215.00	960.35	973.00	13,366
Feb-17	1,081.00	856.20	924.60	16,318
Mar-17	965.00	871.00	945.80	13,015
Total				152266

The Company has received listing approval of its Equity Shares at national Stock Exchange of India Limited w.e.f. 10th April 2017 therefore there is no trading at NSE during the FY 2016-17.

### Distribution of Shareholding (As on 31st March, 2017)

Range of Holding	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total shares
1 - 500	2352	92.90%	240502	3.81%
501 - 1000	63	2.49%	48754	0.77%
1001 - 2000	38	1.50%	57644	0.92%
2001 - 3000	14	0.55%	35669	0.57%
3001 - 4000	10	0.39%	35597	0.56%
4001 - 5000	6	0.24%	29471	0.46%
5001 - 10000	16	0.63%	121044	1.92%
10001 & above	33	1.30%	5746719	90.99%
Total	2532	100.00	6315400	100.00

### Shareholding Pattern (As on 31st March, 2017)

Category	No. of shares held	Percentage of shareholding
<b>Promoter &amp; Promoter Group</b>		
Promoters		
-Indian Promoters	3852768	61.01%
-Foreign Promoters	0	0.00%
Persons acting in Concert	0	0.00%
<b>Sub-Total</b>	<b>3852768</b>	<b>61.01%</b>

Category	No. of shares held	Percentage of shareholding
<b>Public Shareholdings</b>		
Institutions		
Mutual Funds/UTI	531173	8.41%
Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	50	0.00%
Foreign Institutional Investors	722105	11.43%
<b>Sub-Total</b>	<b>1253328</b>	<b>19.85%</b>
<b>Others</b>		
Private Corporate Bodies	160365	2.54%
Indian Public	833160	13.20%
NRI/OCBs	140537	2.23%
Any other (please specify)	75242	1.19%
<b>Sub-Total</b>	<b>1209302</b>	<b>19.14%</b>
<b>GRAND TOTAL</b>	<b>6315400</b>	<b>100.00%</b>

#### Disclosure of information on pledged shares:

The details of shares pledged by promoter are as follows:

Name of Promoter/ Promoter Group	No. of shares held	No. of shares pledged	% of total shares pledged to total no of shares held by entity in the Company	% of shares pledged to the total no of outstanding shares of the Company
NIL	NIL	NIL	NIL	NIL

#### Details showing Shareholding of more than 1% of the Capital as on 31st March, 2017

Sl. No	Name of Shareholder	Number of Shares	% of Capital
1	PODDAR AMALGAMATED HOLDINGS PVT LTD	1857700	29.42
2	ROHITASHWA DIPAKKUMAR PODDAR	965653	15.29
3	PODDAR BHUMI HOLDINGS LIMITED	676540	10.71
4	IDFC PREMIER EQUITY FUND	444189	7.03
5	GOLDMAN SACHS INDIA FUND LIMITED	289334	4.58
6	DARASHAW K MEHTA	218000	3.45
7	BRITE MERCHANTS LTD	187547	2.97
8	EASTSPRING INVESTMENTS INDIA INFRASTRUCTURE EQUITY OPEN LIMITED	133308	2.11
9	VALUEQUEST INDIA MOAT FUND LIMITED	119626	1.89
10	DIPAK KUMAR PODDAR	112000	1.77
11	KITARA INDIA MICRO CAP GROWTH FUND	84446	1.33

#### ADR/GDR:

The Company has not issued any ADR/GDR.

#### Dematerialization of shares and liquidity

The Equity Shares of your Company are traded in compulsory dematerialization form.

As on 31st March, 2017 – 61,32,240 Equity Shares (97.10%) of the Company was held in dematerialized form.

**Address for correspondence:**

Poddar Housing and Development Limited  
 Unit 3-5 Neeru Silk Mills  
 Mathuradas Mill Compound  
 126 NM Joshi Marg, Lower Parel (W)  
 Mumbai 400013,  
 Tel: 66164444 / Fax: 66164409  
 E-mail: chandrakant.sharma@poddarhousing.com

**Name of Company Secretary/Compliance Officer**

Mr. Chandrakant Sharma

Shareholders, who continue to hold shares in physical form, are requested to dematerialise their shares and avail various benefits of dealing in securities in electronic/dematerialised form. For any clarification, assistance or information, please contact the Registrars and Share Transfer Agents of the Company. The shareholders have the option to hold Company's shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (I) Limited (CDSL).

The break-up of shares in physical and demat form as on March 31, 2017 is given below:

	No. of Shares	% of Total Shares
No. of shares in physical form	183160	2.90
No. of shares in demat form		
(1) With NSDL	4781572	75.71
(2) With CDSL	1350668	21.39
Total No. of Shares	6315400	100.00

**Register and Share Transfer Agents**

For all work related to share registry in terms of both physical and electronic segment, the Company has appointed Register and Share Transfer Agents whose details are given below:

Link Intime India Pvt. Ltd  
 C 101, 247 Park,  
 L B S Marg, Vikhroli West, Mumbai 400 083.  
 e-mail : rnt.helpdesk@linkintime.co.in  
 Phone No. : +91 22 49186000  
 Fax : +91 22 49186060

**Address for correspondence:**

Shareholders may address their communication to Company's Registrars and Share Transfer Agent or the Secretarial Department of the Company at the following address:

- Link Intime India Private Limited  
 Unit: Poddar Housing and Development Limited  
 C 101, 247 Park, L B S Marg, Vikhroli West,  
 Mumbai 400 083  
 Contact Person: Mrs. Sangeeta Lotankar  
 Tel. No.: +91 22 49186000  
 Email id: rnt.helpdesk@linkintime.co.in
- Secretarial Department  
 Poddar Housing and Development Limited  
 Unit 3-6 Neeru Silk Mills,  
 Mathuradas Mill Compound,  
 N M Joshi Marg, Lower Parel, Mumbai-13  
 Contact Person: Mr. Chandrakant Sharma  
 Tel No.: +91- 22-66164444  
 Email id: chandrakant.sharma@poddarhousing.com

**Unpaid/ Unclaimed Dividends**

The Company is required to transfer dividends which have remained unpaid /unclaimed for a period of seven years to the Investor Education and Protection Fund (IEPF). Shareholders are requested to ensure that they claim the dividend(s) from the Company before it is transferred to the Investor Education and Protection Fund.

The due dates for transfer to IEPF of dividends remaining unclaimed/ unpaid since 2009-10 are given below:

(` in Lacs)

Financial year	Unclaimed dividend amount as on 31.03.2017 (in `)	Due date for transfer to IEPF
2009-10 - Final	2.40	12-Oct-17
2010-11 – Final	2.45	15-Aug-18
2011-12 – Final	2.58	29-Aug-19
2012-13 – Final	1.92	29-Aug-20
2013-14 – Final	1.96	9-Sep-21
2014-15 – Final	2.00	9-Sep-22
2015-16 – Final	2.02	9-Sep-23

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# Managing Director's Certification

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## Declaration on Code of Conduct to the Members of Poddar Housing and Development Limited

This is to inform that the Company has adopted a Code of Conduct for its Board Members and Senior Management. The Code is posted on the Company's website.

I confirm that the Company has in respect of the year ended 31st March, 2017, received from the senior management team of the Company and the Members of the Board affirmations of compliance with the Code of Conduct as applicable to them.

Place: Mumbai  
Date: May 16, 2017

Rohitashwa Poddar  
*Managing Director*

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## Declaration on Financial Statements

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Twelve months period ended 31st March 2017 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) They are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company 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 steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that
  - i) There have been no significant changes in internal control over financial reporting during the year.
  - ii) There has been no significant change in accounting policies during the year
  - iii) There have been 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 Company's internal control system over financial reporting.

Place : Mumbai  
Date : May 16, 2017

Rohitashwa Poddar  
*Managing Director*

Omprakash Bhutada  
*President and CFO*



# Auditors' Certificate on Corporate Governance

To the Members of  
Poddar Housing and Development Limited

We have examined the compliance of conditions of corporate governance by Poddar Housing and Development Limited ('the Company') for the year ended 31 March 2017, as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 ('the Regulations').

## Management's responsibility

The Company's management also takes full responsibility of the compliance of conditions of corporate governance as stipulated in the Regulations.

## Auditors' responsibility

Our examination was limited to 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 opinion on the financial statements of the Company.

We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify based on the work done.

## Conclusion

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the aforementioned Regulations.

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

## Restrictions on use

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For R. S. SHAH & Co.  
Chartered Accountants  
Firm's Registration No: 109762W

Ranjeet S. Shah  
*Proprietor*  
Membership No: 030108

Mumbai  
Dated: 16th May 2017



# Financial Statement



## Independent Auditor's Report

To,  
The members of  
PODDAR HOUSING AND DEVELOPMENT LTD.

### REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of PODDAR HOUSING AND DEVELOPMENT LTD. ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

### EMPHASIS OF MATTER

Note 12(b) to the financial statements regarding significant delay in transferring the land / land development rights against the recoverables of H3270.18 lacs mainly given in F.Y.2012-13 to a joint venture company which in turn advanced H3000 lacs to the other entities of joint venture partner for the purpose of procuring the aforesaid land / land development right, resulting into sticky advances. However, we are informed by

the management that those entities have in principle agreed to transfer the land / land development rights directly to the Company in due course of time.

Our opinion is not qualified in respect of this matter.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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 written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, 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"; and

- g) 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 Company has disclosed the impact of pending litigations on the financial position in the financial statements - refer Note 35 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided the requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified bank notes during the period from November 8th 2016 to December 30th 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 36 to the standalone financial statements.

For R.S. SHAH & COMPANY  
Chartered Accountants  
Firm's Registration Number: 109762W

Place : MUMBAI  
Dated : 16th May 2017

R. S. SHAH  
(proprietor)  
Membership No.030108



## Annexure – A to the Auditor’s Report

The Annexure referred to in Paragraph 1 of the Auditors Report of Even date to the Members of PODDAR HOUSING AND DEVELOPMENT LTD.

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.
- b) We are informed that the Company has carried out physical verification of fixed assets at the year end. The reconciliation with the books records of certain fixed assets are in progress. Necessary effect will be given in the accounts as and when the same is completed. However, we are informed that the effect would not be very significant.
- c) According to information and explanations given to us and on the basis of examination of the documents, the title deeds of the immovable property included in the fixed assets are registered in the name of the Company.
- ii) a) The inventories have been physically verified by the management during the year except stock lying with third parties for which the confirmations are obtained. In our opinion, the frequency of verification is reasonable.
- b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining stock records in respect of items of construction division and discrepancies noticed were not significant between book records and physical verification.
- iii) As per the information furnished, the Company has given unsecured loans to a subsidiary and an erstwhile subsidiary
- b) According to the information and explanations given to us, there are no disputed liability of the Company in respect of Income-tax, Sales Tax, Service Tax, Customs duty, Excise duty, Stamp duty and Cess as at 31st March 2017, except the following:
- |   |             |                             |
|---|-------------|-----------------------------|
| 1) Stamp Duty and Cess<br>In respect of Goregaon land | 19.70 lacs  | Joint Sub-Registrar, Mumbai |
| 2) Open Land Tax<br>In respect of Tisgaon Land        | 138.56 lacs | Collector-KDMC              |
- company amounting to Rs.153.67 lacs (Prev. Yr. H534.23 lacs) listed in the register maintained under section 189 of the Companies Act, 2013. Loan to subsidiary is in the nature of quasi capital and repayment thereof would depend on surplus cash flow with that subsidiary. During the year, the Company has also received a significant amount from the above subsidiary. Further the said subsidiary is paying interest regularly. However, in case of erstwhile subsidiary we are informed the repayment of loan of H39.37 lacs is expected to be received in a short time.
- iv) As per the information and explanations given to us, there are no transactions during the year in respect of loans, investments, guarantees and security in contravention to section 185 and 186 of Companies Act, 2013.
- v) The Company has not accepted any deposits from public.
- vi) We are informed as well as we have broadly reviewed the cost records in respect of construction activities pursuant to the rule made by the Central Government of India under subsection (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the specified records have been maintained. We have, however, not made a detailed examination of the same.
- vii) 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 regular in depositing the undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, customs duty, service tax, excise duty, cess and other material statutory dues as applicable with the appropriate authorities except with insignificant delay.

- viii) The Company has not defaulted in the loans or borrowings to a financial institution, bank and government. The Company has not issued any debentures till date.
- ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x) 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.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has complied with the provisions of Section 197 read with Schedule V of the Companies Act 2013 in respect of the managerial remuneration.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R.S. SHAH & COMPANY  
Chartered Accountants  
Firm's Registration Number: 109762W

R. S. SHAH  
(proprietor)

Place : MUMBAI  
Dated : 16th May 2017

Membership No.030108



## Annexure – B to the Auditor’s Report

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

We have audited the internal financial controls over financial reporting of PODDAR HOUSING AND DEVELOPMENT LIMITD (“the Company”) as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘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

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised

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acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

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

reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R.S. SHAH & COMPANY  
Chartered Accountants  
Firm's Registration Number: 109762W

Place : MUMBAI  
Dated : 16th May 2017

R. S. SHAH  
(proprietor)  
Membership No.030108



## Balance Sheet as at 31st March 2017

Particulars	Note No.	As at 31.03.2017 H in Lacs	As at 31.03.2016 H in Lacs
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2	631.54	631.54
(b) Reserves & Surplus	3	21522.86	21568.97
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings	4	23.94	32.83
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	5	5.00	111.00
(d) Long-term provisions	6	-	73.68
<b>(3) Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables		358.44	214.64
(c) Other current liabilities	7	4391.63	2509.74
(d) Short-term provisions	8	170.97	162.88
<b>TOTAL</b>		<b>27104.38</b>	<b>25305.28</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	9		
(i) Tangible assets		275.40	338.40
(ii) Intangible assets		2.61	5.70
(iii) Capital work-in-progress		5.55	-
(b) Non-current investments	10	119.45	194.24
(c) Deferred tax assets (Net)	11	8.40	4.58
(d) Long-term loans and advances	12	6510.60	4576.46
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments	13	6241.87	12448.86
(b) Inventories	14	12802.12	6940.13
(c) Trade receivables	15	169.40	376.83
(d) Cash and cash equivalents	16	304.98	235.34
(e) Short-term loans and advances	17	664.00	184.74
(f) Other current assets		-	-
<b>TOTAL</b>		<b>27104.38</b>	<b>25305.28</b>
<b>III. Contingent Liabilities and Commitments (To the extent not provided for)</b>			
Notes attached to and forming part of accounts			
Significant Accounting Policies	1		

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director



## Profit and Loss Statement for the year ended 31st March 2017

Particulars	Note No.	2016-2017 H in Lacs	2015-2016 H in Lacs
I. Revenue from operations	19	3309.21	12905.43
II. Other income	20	779.56	966.03
III. Total Revenue ( I + II )		4088.77	13871.46
IV. Expenses :			
Cost of construction	21	3680.42	3339.32
(Increase)/Decrease in stock	22	(1456.79)	6557.61
Employee benefit expenses	23	511.96	423.88
Finance costs	24	5.34	7.95
Depreciation and Amortisation expenses		57.72	80.15
Other expenses	25	1196.10	1143.47
Total expenses		3994.75	11552.38
V. Profit before exceptional and extraordinary items and tax (III-IV)		94.02	2319.08
VI. Exceptional items	26	(7.38)	(117.21)
VII. Profit before extraordinary items and tax (V - VI)		86.64	2201.87
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		86.64	2201.87
X. Tax expenses:			
1) Current tax		20.63	(631.70)
2) Deferred tax		3.82	5.35
* represent excess provision written back		24.45	(626.35)
XI. Profit / (Loss) for the year from continuing operations (IX - X)		111.09	1575.52
XII. Profit / (Loss) for the year from discontinuing operations		-	-
XIII. Tax expenses of discontinuing operations		-	-
XIV. Profit / (Loss) for the year from discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit / (Loss) for the year (XI + XIV)		111.09	1575.52
XVI. Earning per Share (in H)			
Basic		1.76	24.95
Diluted		1.76	24.95
Notes attached to and forming part of accounts			
Significant Accounting Policies	1		

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director



## Cash Flow Statement as at 31st March 2017

Particulars	Year ended 31st March 2017		Year ended 31st March 2016	
	H in Lacs		H in Lacs	
<b>A. Cash Flow from Operating Activities</b>				
Net Profit / (Loss) after Tax and Extra-Ordinary Items		111.09		1575.52
Adjustments For				
Depreciation and Amortization expenses	57.72		80.15	
Diminution in value of Investments	7.38		2.21	
(Profit) / Loss on Sale of Fixed Assets	6.93		(0.01)	
(Profit) / Loss on Sale of Investments	(108.85)		(181.44)	
Share of Loss / (Profit) in Partnership	5.96		5.25	
Interest Received	(58.25)		(63.71)	
Interest Paid	5.34		7.95	
Dividend Received	(553.36)		(690.30)	
Deferred Tax	(3.82)	(640.95)	(5.35)	(845.25)
Operating Profit / (Loss) before changes in assets and liabilities		(529.86)		730.27
Changes in assets and liabilities				
Trade & Other Receivables	(2205.97)		(428.65)	
Inventories	(5861.99)		4196.44	
Liabilities and provisions	1854.10	(6213.86)	(6380.18)	(2612.39)
<b>Net Cash Flow from Operating Activities (A)</b>		<b>(6743.72)</b>		<b>(1882.12)</b>
<b>B. Cash Flow from Investing Activities</b>				
(Purchase) / Sale of Fixed Assets	(4.11)		540.17	
(Purchase) / Sale of Investments	6377.29		976.67	
Foreign Currency Translation Reserve on Foreign Investments	(43.18)		3.26	
Interest Received	58.25		63.71	
Dividend Received	553.36	6941.61	690.30	2274.11
<b>Net Cash Flow from Investing Activities (B)</b>		<b>6941.61</b>		<b>2274.11</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from / (Repayment of) Borrowings	(8.89)		(392.66)	
Dividend Paid including tax thereon	(114.02)		(114.02)	
Interest Paid	(5.34)	(128.25)	(7.95)	(514.63)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(128.25)</b>		<b>(514.63)</b>
<b>Net increase (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>69.64</b>		<b>(122.64)</b>
Cash & Cash Equivalents (Opening Balance)		235.34		357.98
Cash & Cash Equivalents (Closing Balance)		304.98		235.34

Notes: 1) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 on the cash flow statement issued by the ICAI.

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director

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## Notes attached to and forming part of the accounts

### Note 1 Significant accounting policies

#### A. Method of Accounting and Basis of preparation of Financial Statements

- a) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of overdue interest from the customers where the recovery thereof is uncertain.
- b) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- c) The financial statements have been prepared in compliance with all material aspects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### B. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported accounts of revenue and expenses for the year presented. Actual results could differ from these estimates.

#### C. Fixed Assets and Depreciation

##### a) Fixed assets:

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost comprises of the purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.

##### b) Depreciation:

- i) Depreciation is being provided on Straight Line Method on the basis of systematic allocation of the depreciable amount of the assets over its useful life as stated in Schedule II of the Companies Act, 2013.
- ii) Depreciation on assets sold, discarded or scrapped, is provided upto the date on which the said asset is sold, discarded or scrapped.
- iii) In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets.

#### D. Impairment

- a) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.
- b) Previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

#### E. Investments

Long-term Investments are valued at cost of acquisition (including cost of purchase, brokerage, and other related expenses incurred thereon). However, provision is made for any diminution in value, other than temporary, in which case the carrying value is reduced to recognize the decline and the same is being reversed when value of those investments is improved. Current investments are valued at lower of the cost or market value at the end of the year.

#### F. Exchange Fluctuations

Trade receivables, payables and loans & advances in the foreign currency which are outstanding as on the date of balance



## Notes attached to and forming part of the accounts

sheet are converted on the basis of rates prevailing at the year-end except those where chances of recovery are remote and the same are shown at diminished value. Exchange differences arising on settlement of monetary items during the year are recognized as forex gain or loss of that year.

### G. Inventories

#### Realty & Construction

- a) Land and Land Development Right in hand are valued at cost including incidental and development expenses and other specific expenses incurred to protect the same.
- b) Construction materials are valued at cost.
- c) Work in progress is valued at cost consisting of land, land development, construction, infrastructure, finance cost of funds earmarked to the project and other costs directly attributable to the project in accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012), issued by ICAI.
- d)
  - i) Finished goods, which are unsold, are valued at cost, consisting of land and land development rights, construction, infrastructure, finance and other costs directly attributable to the project, or market value whichever is lower. For this purpose market value is considered as per rate taken for stamp duty valuation.
  - ii) Finished goods which are sold but possession of which could not be given, on account of technical reasons or otherwise, are valued at the agreed sale price.

### H. Revenue Recognition

#### a) In respect of property sale transaction

The Company is following the percentage completion method of accounting in accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by ICAI. As per the aforesaid Guidance Note, the revenue on the project is recognized provided following thresholds have been met:

1. All critical approvals necessary for the commencement have been obtained;
2. The expenditure incurred on construction and development costs is not less than 25 percent of the total estimated construction and development costs;
3. At least 25 percent of the saleable project area is secured by the registered agreements with buyers; and
4. At least 10 percent of the agreement value is realized at the reporting date in respect of such agreements and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts

Determination of revenue under the above method necessarily involves making estimates, some of which are of technical nature, concerning, where relevant, the percentages of completion, the cost to completion, the expected revenue from the project or activity and the foreseeable losses to completion. The estimates of project income, as well as the project costs, are reviewed periodically. The effect of changes, if any, to the estimates is recognized in the financial statements for the period in which such changes are determined. Revenue from the project is recognized net of revenue attributable to the land owners. Losses, if any, are provided for immediately.

Further contribution to other amenities is accounted for as and when due as per the terms of agreement to sale.

- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable where the recovery thereof is reasonably certain. In other case, the same is accounted for as and when realized.
- c) Dividend income is recognized when the shareholders' right to receive the payment is established.

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## Notes attached to and forming part of the accounts

### I. Advances from customers

The amounts received from the customers against progressive demand note from time to time, are credited to Advances against sale of flats and the same are treated as Current Liabilities and adjusted against the sale value as per the terms of the agreement at the time of recognizing the revenue. Moreover, the amounts lying in the debit to account of certain customers, due to the difference in surrender value of the flat and rate at which it was originally booked, are being netted off from the aggregate credit of the customer's account and finally reduced from the sale value whenever revenue of such flats is recognized.

### J. Gratuity, Leave Encashment & Retirement Benefits

- a) The Company has taken group insurance policy in respect of future Gratuity liability for all its employees and contributes annual premium on the basis of liability determined by LIC on actuarial basis.
- b) The Company provides for unutilised privilege leave and leave travel allowance available to its employees on the assumption that all of its employees would retire at the end of the year.

### K. Taxation

#### a) Income Tax

Provision for Income tax is made on the basis of the taxable income as per the provisions of Income Tax Act, 1961 and the relevant Finance Act. Tax payments are set-off against provisions.

#### b) Deferred Tax

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the basis of the tax rate and the tax laws enacted or subsequently enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### L. Earnings per Share

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

### M. Provisions and Contingent liabilities

Provisions are recognized when the company has a present obligation as a result of past events for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed when the company has a possible obligation and it is probable that a cash outflow will not be required to settle the obligation.

### N. Other Accounting Policies

These are consistent with the generally accepted accounting policies.



## Notes attached to and forming part of the accounts

### Note 2 Shareholders' funds

Particulars	As at 31.03.2017 H in Lacs	As at 31.03.2016 H in Lacs
<b>Share Capital</b>		
<b>Authorised</b>		
70,00,000 Equity Shares of H10/- each	700.00	700.00
<b>Issued,Subscribed and paid up</b>		
63,15,400 Equity Shares of H10/- each at par fully paid up	631.54	631.54
	<b>631.54</b>	<b>631.54</b>

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31.03.2017		As at 31.03.2016	
	No.of Shares	H in Lacs	No.of Shares	H in Lacs
<b>Equity Shares</b>				
At the beginning of the year	6315400	631.54	6315400	631.54
Outstanding at the end of the year	<b>6315400</b>	<b>631.54</b>	<b>6315400</b>	<b>631.54</b>

b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of H10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding.

c) Shareholders holding more than 5 percent shares :

Particulars	As at 31.03.2017		As at 31.03.2016	
	Shares	Qty	Shares	Qty
(i) Poddar Amalgamated Holdings Pvt. Ltd.	Shares	1857700	Shares	1857700
(ii) Rohitashwa Poddar	Shares	965653	Shares	965653
(iii) Poddar Bhumi Holdings Ltd.	Shares	676540	Shares	676540
(iv) IDFC Premier Equity Fund	Shares	444189	Shares	444189

## Notes attached to and forming part of the accounts

### Note 3 Reserves and Surplus

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
1 Securities Premium Reserve		12096.49		12096.49
2 General Reserve				
Balance as per Last Balance sheet	3500.00		3000.00	
Add : Addition during the year	-	3500.00	500.00	3500.00
3 Other Reserves				
Foreign Currency Translation Reserve				
Balance as per Last Balance sheet	43.18		39.92	
Less : Adjustments during the year	(43.18)	-	3.26	43.18
4 Surplus in Statement of Profit & Loss				
Balance as per Last Balance sheet	5929.30		4967.80	
Add : Profit for the year	111.09		1575.52	
	6040.39		6543.32	
Less : Transferred to General Reserve	-		(500.00)	
Proposed Dividend including tax thereon (H1.50 per share, Prev. Yr. H1.50 per share)	(114.02)	5926.37	(114.02)	5929.30
		21522.86		21568.97

### Note 4 Long-term borrowings

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Secured Loans - Term				
(by hypothecation of specific vehicles)				
Vehicles				
Banks		17.79		32.83
Others		6.15		-
		23.94		32.83

### Note 5 Other Long term liabilities

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Security Deposit against Lease from related parties		5.00		5.00
Payable towards Land Development Rights		-		106.00
		5.00		111.00



## Notes attached to and forming part of the accounts

### Note 6 Long-term provisions

Particulars	As at 31.03.2017		As at 31.03.2016
	H in Lacs		H in Lacs
Provision for Taxation		-	73.68
		-	73.68

### Note 7 Other current liabilities

Particulars	As at 31.03.2017		As at 31.03.2016
	H in Lacs		H in Lacs
Current Maturities of Long - Term Debt		16.40	23.19
Interest accrued but not due on Borrowings		0.27	0.36
Unclaimed Dividends		15.33	16.38
Advance against sale of flats		2627.31	1827.67
Advance against transfer of Development Rights		85.00	85.00
Deposits & other receipts from customers		60.87	146.53
Other statutory liabilities		43.87	30.58
Payable against Purchase of Land		1359.00	106.00
Other liabilities		183.58	274.03
		<b>4391.63</b>	<b>2509.74</b>

### Note 8 Short-term provisions

Particulars	As at 31.03.2017		As at 31.03.2016
	H in Lacs		H in Lacs
Provision for Employee benefits		34.95	28.67
Proposed Dividend		94.73	94.73
Provision for tax on dividend distribution		19.29	19.29
Other provisions		22.00	20.19
		<b>170.97</b>	<b>162.88</b>



## Notes attached to and forming part of the accounts

### Note 9 FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK (AT COST)			DEPRECIATION			NET BLOCK		H in Lacs
		As at 01.04.2016	Additions During the Year	Deduction During the Year	Total as 31.03.2017	UP TO 01.04.2016	For the Year	Deduction For the Year	Up to 31.03.2017	
	<b>TANGIBLE ASSETS</b>									
1	BUILDING	71.48*	-	-	71.48	17.38	1.12	-	18.50	54.10
2	CONSTRUCTION EQUIPMENTS	72.24	-	20.71	51.53	26.51	6.36	11.68	21.19	45.73
3	FURNITURE & FIXTURES	71.16	3.98	-	75.14	31.49	7.51	-	39.00	39.67
4	VEHICLES	391.51**	9.26	76.74	324.03	219.86	27.25	48.80	198.31	171.65
5	DATA PROCESSING MACHINES	55.50	4.08	-	59.58	42.88	6.18	-	49.06	12.62
6	OFFICE EQUIPMENTS	40.26	11.52	3.00	48.78	25.63	6.21	2.76	29.08	14.63
		<b>702.15</b>	<b>28.84</b>	<b>100.45</b>	<b>630.54</b>	<b>363.75</b>	<b>54.63</b>	<b>63.24</b>	<b>355.14</b>	<b>338.40</b>
	<b>INTANGIBLE ASSETS</b>									
7	COMPUTER SOFTWARE	15.97	-	-	15.97	10.27	3.09	-	13.36	5.70
	<b>TOTAL</b>	<b>718.12</b>	<b>28.84</b>	<b>100.45</b>	<b>646.51</b>	<b>374.02</b>	<b>57.72</b>	<b>63.24</b>	<b>368.50</b>	<b>344.10</b>
	PREVIOUS YEAR	649.53	76.94	8.35	718.12	297.23	80.15	3.36	374.02	344.10

\* includes H 250/- of 5 shares of H50/- each in the Shri Brij Kutir Co-Operative Housing Society Ltd.

\*\* Certain vehicles are registered in the name of a Director & Employees.

Vehicles includes H3.07 lacs being the value of the stolen car for which insurance claim has been filed. Necessary impact will be given in the accounts on settlement of the claim.



## Notes attached to and forming part of the accounts

### Note 10 Non-current Investments

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
1 Investment in Property - Freehold Land *		38.40		38.40
		38.40		38.40
2 Investment in Equity Instrument				
(i) Quoted shares				
95,000 Equity Shares of H 10/- each fully paid up of GTL Ltd		239.52		239.52
37,049 Equity Shares of H10/- each fully paid up of NHPC Ltd		13.34		13.34
		252.86		252.86
Less : Provision for diminution in value of investments		(224.74)		(232.76)
Total		28.12		20.10
Market Value of Quoted Shares		28.12		20.10
(ii) Unquoted shares				
I) In Subsidiaries				
10,000 Equity Shares of H10/- each fully paid up of Poddar Habitat P.Ltd (100 % ownership) **		1.00		1.00
Poddar Housing FZC ***		-		25.28
(Prev. Yr. AED 143824.90 twds 100 % ownership)				
Prev. Yr. AED 135000/- twds 90% ownership)				
II) Joint Venture				
5,000 Equity Shares of H10/- each fully paid up of Viva Poddar Housing Pvt. Ltd		0.50		0.50
III) Others				
19,019 Equity Shares of H10/- each fully paid up of Poddar Amalgamated Holdings P.Ltd		1.14		1.14
24,000 Equity Shares of H10/- each fully paid up of Janpriya Traders Ltd.		0.51		0.51
22,550 Equity Shares of H10/- each fully paid up of Brite Merchants Ltd		0.46		0.46
30 Equity Shares of H50/- each fully paid up of Gopinath Patil Parsik Janta Sahakari Bank Ltd		0.02		0.02
Total Cost of Unquoted Investments		3.63		28.91
# The same was a subsidiary in the previous year.				
3 Investment in partnership firms & LLC				
Organically Grown Group LLC ****		76.97		82.00
Less : Loss for the year		(5.62)		(5.03)
		71.35		76.97
Less : Adjustment in respect of foreign currency translation reserve.		(36.17)		-
Less : Provision for diminution in value of LLC		(30.79)	4.39	(15.39)
Nav Nirman Agro		8.97		9.09
Shiv Shakti Developers		35.27		35.27
Mahaganpati Developers LLP		0.67		0.89
Total Cost of Investment in Partnership		49.30		106.83
Total		119.45		194.24

## Notes attached to and forming part of the accounts

\* Represents Land (Freehold) at Badlapur which has been given on long term lease of 30 years to Poddar Shikshan Sanstha, a related party, pursuant to the agreement dt.25.09.2014

\*\* 2 Shares are held on behalf of the company by nominees.

\*\*\* The Company has sold the shares during the year pursuant to Board Resolution dated 14th February 2017 which are in process of transfer on compliance of certain statutory requirements and realization of the proceeds thereafter.

\*\*\*\* In absence of the availability of the financial statements and there being no business activity since long, it is thought prudent to provide the significant amount of investment after adjusting foreign currency translation reserve.

List of Investments in Partnership Firms (Associates):

The Company has entered into partnership arrangements with the following:

Name of Firm	Ownership(%)	Capital as on 31.03.2017 H in Lacs	Company's Share Profit/Loss H in Lacs
<b>A) Organically LLC, USA</b>			
Partners			*
1) Poddar Housing and Development Ltd.	50%	4.39	(5.62)
		(61.58)	(-5.02)
2) MJIR Inc., USA	50%		
* Equivalent to USD 8771/-			
<b>B) Nav Nirman Agro</b>		8.97	(0.12)
		(9.09)	(-0.13)
Partners			
1) Poddar Housing and Development Ltd.	99%		
2) Individuals	1%		
<b>C) Shivshakti Developers</b>		35.27	-
		(35.27)	(-)
Partners			
1) Poddar Housing and Development Ltd.	97%		
2) Poddar Habitat Pvt. Ltd	3%		
<b>D) Mahaganpati Developers LLP</b>		0.67	(0.22)
		(0.89)	(-0.10)
Partners			
1) Poddar Housing and Development Ltd.	99%		
2) Poddar Habitat Pvt. Ltd	1%		



## Notes attached to and forming part of the accounts

### Note 11 Deferred tax assets (Net)

The Deferred Tax Assets / (Liability) comprises of tax effect of timing differences on account of:

Particulars	As at 31.03.2016 H in Lacs	For the Current Year H in Lacs	As at 31.03.2017 H in Lacs
For the Current Year			
Difference between the Net Block as per Books & Net Block after allowing the Depreciation U/s 32 of Income Tax Act, 1961	1.19	3.94	5.13
Provision for Employees' benefit	3.39	(0.12)	3.27
<b>TOTAL</b>	<b>4.58</b>	<b>3.82</b>	<b>8.40</b>

### Note 12 Long-term loans and advances

Particulars	As at 31.03.2017 H in Lacs		As at 31.03.2016 H in Lacs	
(Unsecured, considered good except stated otherwise)				
1 Security Deposits		30.48		27.73
2 Loans & advances to related parties				
(i) Subsidiaries	114.30		541.81	
(ii) Joint Venture	3270.18		3270.18	
(iii) Others	39.97	3424.45	39.97	3851.96
3 Loans & advances to others				
(i) Loans & Advances				
- Considered good	-		125.24	
- Considered doubtful	246.17		146.17	
	246.17		271.41	
Less : Provision	(246.17)	-	(146.17)	125.24
(ii) Advances recoverable in cash or kind or for value to be received				
- Considered good	47.49		1.11	
- Considered doubtful	3.07		3.07	
	50.56		4.18	
Less : Provision	(3.07)	47.49	(3.07)	1.11
(iii) Advances and Other Incidentals for Mohili Project		140.00		140.00
(iv) Advances and Other Incidentals for Tisgaon Project		228.48		168.48
(v) Advances against JDA - Bhivpuri Extension		33.30		33.30
(vi) Advances and Other Incidental for Mharal Project		283.93		-
(vii) Advances and Other Incidentals for Badlapur Ext.3 Project		342.22		-
(viii) Advances and Other Incidentals for Badlapur Ext.2 Project		5.64		-
(ix) Advances and Other Incidentals for SRA Project				
Goregaon Project	176.29		122.76	
Vidhyavihar Project	106.30		105.88	
Chembur Project	579.80		-	
Kandivali (Akurli) Project	295.33		-	
Kandivali (Vadhvan) Project	209.15		-	
Lower Parel Project	54.00		-	
Andheri Project	500.00	1920.87	-	228.64
4 Statutory Advances		53.74		
		<b>6510.60</b>		<b>4576.46</b>

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## Notes attached to and forming part of the accounts

### Note 12 Long-term loans and advances (contd.)

#### a) Loans & advances to Subsidiary represent

Loan of H114.30 lacs (Prev. Yr. H501.32 lacs) carrying interest @ 12% p.a. given as quasi-capital for development of the project and the same is being recovered as and when the said subsidiary generates surplus money. However, the interest is recovered annually.

#### b) Loans & advances to Joint Venture

1 The Company had advanced aggregate amount of H3030 lacs (Prev. Yr. H3030 lacs) to the Joint Venture company for procurement of land, mainly in the year 2012-13. The said Joint Venture company in turn had advanced H3000 lacs to other entities of joint venture partner towards procurement of land and development rights. The Company has entered into a supplementary agreement dated 22-Apr-2017 with the concerned parties to transfer the land directly to the Company within a stipulated time, on the selection and jointly earmarking the area of the land which is expected to be completed soon. The Joint venture Company has also obtained the confirmation of such advances. In view of that the Board is of the opinion that the above advances are good and recoverable. On the completion of the transfer of the land in the name of the Company, the shares held by the Company will be transferred to the other partner / nominee.

2 In addition to above, the Company has to recover an amount aggregating to H240.18 lacs (prev. Yr. H240.18 lacs) from the Joint Venture company which would also be appropriated towards the land as mentioned above and accordingly, the same is also considered good and recoverable.

#### c) Advances and Other Incidentals for Mohili Project include

Payment of H120 lacs (Prev. Yr. H120 lacs) as advances for supply of construction materials at the time of commencement of construction at terms and conditions to be mutually agreed upon. The said advances have been ratified by the Board. However there is no further progress in the matter as the necessary approvals of the project are yet to be received.

#### d) Advances and Other Incidentals for Tisgaon Project include

1a) Pursuant to the joint development agreement dt.27-Oct-2010 and supplementary agreement dt.11-Feb-2016, the Company has agreed to allot 30080 sqft. saleable area to the landowners out of the total constructed area and paid aggregate adjustable advances of H155 lacs. In addition to the above, the Company has also agreed to pay a sum of H1 lac per month to the landowners w.e.f. 01-Mar-2016 till the completion of the project and H13 lacs (Prev. Yr. H1 lacs) has been paid towards the same till date. The same shall be appropriated out of the sale proceeds of the allotted area.

b) Further, the Company had also entered into Joint Development Agreement with other parties in respect of other land parcels and paid advance of H35.20 lacs (H37.20 lacs) with an understanding that certain portion of constructed area would be given to them as compensation towards cost of land and the above amount would be adjusted against the sale proceeds of their rights.

2 The Company has submitted revised plan for approval to the authorities in view of expiry of period of validity in commencement of construction on account of injunction given by the Bombay High Court which has now been removed. However as per the revised plan, which has been submitted as per new rules, the Company has been entitled for extra FSI. The Company expects that revised plan would be approved shortly.

3 The Company has also given advances of H20.28 lacs (Prev. yr. H20.28 lacs) towards charges for aggregation of land at Tisgaon Dombivali Maharashtra. The same would be debited to cost of project as and when the Company commences the development of the project and any amount, if payable, would also debited to the same as and when settled.

#### e) Advances and Other Incidentals for Bhivpuri Extension

The Company has entered into a Joint Venture agreement for construction of residential complex with one of the employees and paid an advance of H33.30 lacs (Prev. Yr. H33.30 lacs) to be appropriated against the sale of area allotted to him under Joint Venture agreement. The Company has received necessary approvals in the matter and also commenced construction in slow manner in view of unfavourable market conditions.



## Notes attached to and forming part of the accounts

### Note 12 Long-term loans and advances (contd.)

#### f) Advances and Other Incidentals for Mharal Project represent

The payment of administrative and security expenses of H283.93 lacs. The Company is in process of obtaining the necessary approvals and the above cost shall be charged to the cost of construction once the project is commenced.

#### g) Advances and Other Incidentals for Badlapur Ext.3 project

- 1 The Company is aggregating land at Badlapur Extension-3 for launching future project in that area and 8.454 acres have been procured for a total consideration of H643.26 lacs against which an advance of H274.45 lacs has been given as on 31-Mar-2017 pending execution of final conveyance.
- 2 The Company has given advances for acquisition of additional land to the land owner directly / through its employee amounting to H24.03 lacs which will be registered in favour of the Company in due course of time.

#### h) Advances and Other Incidentals for SRA project include

##### 1 Goregaon Project

Represent various advances aggregating to H158.29 lacs (Prev. Yr. H114.76 lacs) given to different parties for rendering liaison and other services to be appropriated towards constructed area to be allotted against the said services on approval of projects or otherwise.

##### 2 Vidhyavihar Project

represent the payment of expenses of H34.63 lacs (Prev. Yr. H34.63 lacs) and advances of H71.67 lacs (Prev. Yr. H71.25 lacs) towards the proposed joint redevelopment project at Vidhyavihar including incidentals, pending documentation. Moreover there are certain litigations, which will be resolved in due course of time. The recovery of the advances would only be feasible on positive development in the matter.

##### 3 Chembur Project

The Company has entered into a joint development agreement with M/s Satre Infrastructure Pvt. Ltd. for redevelopment of land under SRA on the land belonging to Maharashtra government and MHADA with 157 hutments under the SRA scheme on 15% revenue sharing basis and advanced H579.80 lacs thereagainst which will be appropriated against the same on completion of the project. The Company's name has been included as joint developer and also received the approval of commencement of construction of SRA building as well as part approval for commencement of construction of the saleable area from the said authority and construction is under progress.

##### 4 Kandivali (Akurli) Project

i) Pursuant to the deed of conveyance dated 27.01.2017 the Company has acquired 5937 Sq. mtrs. of land comprising of 282 slum dwellers for an aggregate consideration of H2500 lacs from M/s. Navkar Construction, Mumbai. The said vendor had also entered into the re-development agreement with the Co-op. Society of those slum dwellers and had obtained letter of intent from the competent authority. The Company has also entered into tri-party joint development agreement with the said vendor and the society of slum dwellers. As per terms and conditions agreed between the Company and the vendor, they shall be entitled for 15 % of gross receipts of the project against which H208.09 lacs has been paid as an advance as on 31st March 2017. All the development and construction expenses of the project shall be borne by the Company. The Company is taking necessary steps to register as joint developer with Slum Rehabilitation Authority.

ii) In addition to above, the Company has paid Rs.78.17 lacs towards facilitation and shifting cost which would be charged to cost of project on receipt of commencement certificate from the slum authorities.

##### 5 Kandivali (Vadhvan) Project

The Company has entered into an agreement with Bandongri Co-Op. Hsg. Society Ltd.(Proposed), having 1200 slum dwellers to develop the 32779.264 sq. mtrs.of the land under SRA Scheme, jointly with M/s.VTO Sweet Homes Pvt. Ltd., as Co-developers. Further the Company has planned to acquire the land from various owners of the said slum dwellers in due

## Notes attached to and forming part of the accounts

### Note 12 Long-term loans and advances (contd.)

course of time. On completion of various formalities, regarding the registration of above society and on declaration of the said land as a slum under SRA scheme by the authorities, the Company jointly with the Co-developers would enter into Joint Development Agreement with the aforesaid society. In the meantime the Company has given an advance of H28.20 lacs to the said co-developer, and amount of H56 lacs towards purchase of land and H51.20 lacs towards rendering various services for the project which have been debited as advance against the said project.

#### 6 Lower Parel Project

The Company has entered into a MOU with Thought Waves, being a facilitator, who would assist in negotiating the purchase of 10330 sq. feet of SRA land to be developed situated at Lower Parel (West) against which the Company has paid advance of H54 lacs as on 31-Mar-2017. The said advances are part consideration against the share of revenue from the project if finalized within a stipulated period or otherwise to be refunded.

#### 7 Andheri Project

The Company has made an understanding with the other company to jointly develop a slum rehabilitation project at Andheri (E) and paid an amount of H500 lacs as an earnest money. Due diligence and title search work are in progress. Necessary agreements as well as other documents are being executed and confirmation has been obtained from the other party. The Board ratifies the same.

### Note 13 Current Investments

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(i) Quoted				
MUTUAL FUNDS				
56415483.086 Reliance Arbitrage Advantage Fund- Direct Monthly Dividend Plan Reinvestment (Prev. Yr. 116481292.544 units)		5984.24		12337.20
6496.191 Reliance Liquid Fund Treasury Plan Direct Growth Plan* Growth Option (Prev. Yr. 3026.554 units)		257.63		111.66
Cost of Mutual Funds		6241.87		12448.86
Market Value of Quoted Investments		6346.82		12480.40

\* includes 2270.76 units aggregating to H110 lacs being the amount switched over from Arbitrage fund to Treasury Plan since the same was credited by Mutual fund in the month of April'2017.



## Notes attached to and forming part of the accounts

### Note 14 Inventories

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(As taken, valued & Certified by the management)				
1 Construction Materials		110.70		59.77
2 Work in Progress				
- Land & Related expenses	254.91		254.91	
- Construction and Other Development expenses	3332.78	3587.69	1469.87	1724.78
3 Finished Goods		561.22		967.34
4 Land Development Rights		1548.91		1383.50
5 Land & Structures thereon at Goregaon		903.74		903.74
6 Land & Land development - Mharal		2793.35		1901.00
7 SRA Land at Kandivali (Akurli)		3296.51		-
		12802.12		6940.13

#### a) Land Development Rights include

- i) H1288.67 lacs (Pr. Yr. H1123.26 lacs) including incidental expenses for procurement / development of Land at Badlapur extension for which necessary permission from various authorities are awaited.
- ii) H260.24 lacs (Prev. Yr. H260.24 lacs) including incidental expenses for procurement / development of Land at Mohili for which necessary permission from various authorities are awaited.
- iii) The Company has given a piece and parcel of land, admeasuring 2800 Sq. Mtrs. out of the survey No.29/2A, included in Badlapur extension project above, to MSEDCL for long term lease of 99 years at a token premium of H99 for entire period to construct and establish sub-station for supplying electricity to all our Badlapur projects including others.

#### b) Land & Structures thereon at Goregaon

The Company had purchased 14983.10 Sq. Mtrs. alongwith the structures mostly occupied by the tenants / occupant and slum notified area for purpose of redevelopment in Goregaon (East) Mumbai. The slum owners had formed the society and the said society has appointed M/s. Shiv Shakti Developers, a firm in which the Company and its subsidiary are partners, as the developers. The said firm has applied for necessary permissions under SRA Rules with the appropriate authorities which is pending. In addition to above, the Company is also planning to redevelop other areas along with various tenants / occupants for which necessary steps will be taken in due course of time.

#### c) Land at Mharal

- 1 Land at Mharal represents the cost of H1901 lacs (Prev. Yr. H1901 lacs) land, including stamp duty, land development cost, other administrative and security cost, acquired as per agreement dated on 24-Sept-2015 on 'As and Where' basis. Certain portion of the said land has been un-authorisedly occupied by other persons. The Company is taking necessary steps to get the said land vacated from such unauthorised occupants. However, the land has already been conveyed in favour of the Company.
- 2 In addition to above during the year Company has paid H892.35 lacs as compensation (including stamp duty, brokerage and other incidentals) to other parties to remove their name from the property card in order to convey the title of the said land in the favour of the Company.

#### d) SRA Land at Kandivali (Akurli)

The Company has acquired freehold land measuring 5937 sq mtrs with 282 hutments from M/s Navkar Construction for the purpose of redevelopment jointly with the said firm.



## Notes attached to and forming part of the accounts

### Note 15 Trade Receivables

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(Unsecured, considered good unless otherwise stated)				
Outstanding for the period of more than six months				
- Considered good *	85.38		38.64	
- Considered doubtful	88.15		69.22	
	173.53		107.86	
Less : Provision for Doubtful debts	(88.15)	85.38	(69.22)	38.64
Others		84.02	338.19	338.19
		169.40		376.83

\* Due from a related party H34.52 lacs, which has since been received.

Trade receivables include H84.63 lacs (Prev. Yr. H69.63 lacs) towards maintenance charges recoverable from the customers after handing over the possession in respect of Bhivpuri Project which have been disputed by them. The matter is under negotiation and recovery thereof would depend on final outcome in the matter. However as per prudent policy, the management has made a provision of H70.77 lacs (Prev. Yr. H56.16 lacs) in the accounts.

### Note 16 Cash & Cash Equivalents

	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
1 Balance with bank				
(i) Current A/c.	207.35		204.55	
(ii) Unpaid Dividend	15.33		16.38	
(iii) Term Deposits against guarantee (incl. accrued interest)	65.73	288.41	6.57	227.50
2 Cash on hand		16.57		7.84
		304.98		235.34

### Note 17 Short-term Loans and Advances

	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(Unsecured, considered good except stated otherwise)				
1 Loans & advances to related parties				
(i) Subsidiaries	39.31		26.42	
(ii) Others	-	39.31	0.44	26.86
2 Loans & advances to others				
Loans (Considered good) *		179.37		-
3 Advances recoverable in cash or kind for value to be received				
Considered good	433.02		146.57	
Considered Doubtful	5.54		1.22	
	438.56		147.79	
Less : Provision for Doubtful Loans & Advances	(5.54)	433.02	(1.22)	146.57
4 Employee Benefit Plan Assets (Net) As per AS-15		12.30		11.31
		664.00		184.74

includes H39.37 Lacs from erstwhile subsidiary Company.



## Notes attached to and forming part of the accounts

### Note 18 Contingent liabilities and Commitments (not provided for):

- Guarantee given by a bank on behalf of the Company amounting to H63.50 lacs against lien of term deposits.
- Capital contracts remaining to be executed not provided for H15 lacs (net off advances).
- Claim against Company not acknowledged as debt. H104.95 lacs

### Note 19 Revenue from operations

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
(i) Sales	3045.42	11826.89
(ii) Other Operating revenues		
Interest received on overdue payments	47.83	82.15
Surrender & forfeitures	24.16	34.54
Contribution towards other amenities	142.39	957.31
Brokerage received	9.41	4.54
Project Consultancy/Supervision charges	40.00	-
	<b>3309.21</b>	<b>12905.43</b>

### Note 20 Other Income

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Dividend received	553.36	690.30
Interest received	58.25	63.71
Sundry balances written back	49.36	19.37
Profit on sale of investments	108.85	181.44
Profit on sale of fixed assets	-	0.01
Rent received	6.00	8.00
Miscellaneous income	3.74	3.20
	<b>779.56</b>	<b>966.03</b>

### Note 21 Cost of Construction

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Expenses incurred during the year		
Land / Land related cost A1	1.19	17.00
Development & Construction Cost A2	2399.98	2648.07
Administration Cost A3	338.08	410.52
Marketing Cost A4	-	230.95
Finance Cost A5	-	32.78
Expenses related to Chembur SRA project A6	941.17	
	<b>3680.42</b>	<b>3339.32</b>
<b>NOTE NO 'A1'</b>		
<b>LAND / LAND RELATED COST</b>		
- Land	-	-
- Land Related Expenses	1.19	17.00
	<b>1.19</b>	<b>17.00</b>

## Notes attached to and forming part of the accounts

### Note 21 Cost of Construction (contd.)

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
<b>NOTE NO `A2'</b>		
<b>DEVELOPMENT &amp; CONSTRUCTION COST *</b>		
Materials Consumed :		
Opening Stock	19.16	160.59
Add : Purchases during the year	672.72	428.99
	691.88	589.58
Less : Closing Stock	57.03	19.16
	634.85	570.42
Less : Post Possession Maintenance	-	26.53
	634.85	543.89
Labour charges (incl.works contract)	989.31	1156.00
Other construction expenses	87.82	202.01
Infrastructure cost	455.96	630.94
Legal & Professional / Service charges	74.28	56.41
Electricity Expenses	41.56	58.82
Royalty	116.20	-
	2399.98	2648.07
* includes H407.81 for SRA Chembur.		
<b>NOTE NO `A3'</b>		
<b>ADMINISTRATION COST</b>		
Employee benefit expenses		
- Salaries	322.96	275.49
- Contribution to Provident & other funds	11.41	12.15
- Staff Welfare Expenses	3.71	4.26
Legal & Professional Fees	-	3.98
Insurance	-	6.47
Rates & Taxes	-	15.78
Repairs & Maintainance	-	7.05
Site Expenses	-	45.49
Miscellaneous expenses	-	39.85
	338.08	410.52
<b>NOTE NO `A4'</b>		
<b>MARKETING COST</b>		
Advertisements	-	131.06
Brokerage (net)	-	62.93
Miscellaneous expenses	-	36.96
	-	230.95
<b>NOTE NO `A5'</b>		
<b>FINANCE COST</b>		
Interest and other finance charges	-	32.78
	-	32.78
<b>NOTE NO `A6'</b>		
<b>EXPENSES RELATED TO CHEMBUR SRA PROJECT</b>		
Facillitation expenses	199.50	-
Brokerage paid	300.00	-
Land Premium & Fees to SRA Authority	314.61	-
Others	127.06	-
	941.17	-



## Notes attached to and forming part of the accounts

### Note 22 (Increase)/Decrease in stock

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Closing Stock		
Completed Flats / Shops	561.22	967.34
Work in progress	3587.69	1724.78
	4148.91	2692.12
Less : Opening Stock		
Completed Flats / Shops	967.34	844.96
Work in progress	1724.78	8404.77
	2692.12	9249.73
	(1456.79)	6557.61

### Note 23 Employee benefit expenses\*

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
1 Salaries & Bonus	446.36	372.40
2 Company's Contribution to Provident & other funds	21.90	18.09
3 Staff Welfare Expenses	5.67	6.25
4 Contribution to Gratuity fund as per AS-15	13.39	9.53
5 Insurance premium - Group health / accident	24.64	17.61
	511.96	423.88

### Note 24 Finance cost\*

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Interest	5.34	7.95
	5.34	7.95

\*Excluding the expenses related to Construction debited to cost of Construction in Note "AS"

## Notes attached to and forming part of the accounts

### Note 25 Other Expenses\*

Particulars	2016-17 H in Lacs		2015-16 H in Lacs	
Rent		132.99		126.18
Insurance Expenses		9.64		2.65
Auditors remuneration :				
Audit Fees	12.50		17.50	
Other Services	5.43	17.93	2.10	19.60
Managerial Remuneration		59.93		60.04
Board Meeting Fees		6.00		4.95
Legal, Professional & Service Charges		114.32		115.70
Telephone & Postage Expenses		23.91		14.70
Repairs & Maintenance				
- Others	9.19		13.89	
- Post Possession Maintenance	24.53	33.72	48.74	62.63
Motor Car Expenses		60.85		51.97
Electricity Expenses		48.64		19.31
Miscellaneous Expenses		127.10		68.90
Loss on Sale of Fixed Assets / Discarded		6.93		-
Donations		32.70		56.65
Share of Loss in Partnership		5.96		5.25
Provision for Doubtful Debts / Advances		123.51		66.82
Rates & Taxes		39.10		11.64
Business Promotion expenses		55.05		65.65
Marketing and Publicity expenses				
Brokerage	119.55		35.18	
Advertisement expenses	82.22		238.29	
Legal & Professional Fees & Service charges	47.33		52.29	
Others	48.72	297.82	65.07	390.83
		1196.10		1143.47

\*Certain expenses have been apportioned to the respective project and debited to cost of construction in Note "A3" & "A4"

### Note 26 Exceptional Items

Particulars	2016-17 H in Lacs		2015-16 H in Lacs	
Reversal of diminution in value of investments		8.01		13.18
Provision for diminution in value of LLC		(15.39)		(15.39)
Provision for doubtful loans & advances		-		(115.00)
		(7.38)		(117.21)

### Note 27 Expenditure in Foreign Currency

Particulars	2016-17 H in Lacs		2015-16 H in Lacs	
Travelling expenses		2.48		4.23
Marketing and Publicity expenses		0.94		-
Fees & Stamp		0.75		-



## Notes attached to and forming part of the accounts

### Note 28

Loans & Advances, Sundry Debtors, Creditors are subject to confirmations and reconciliations.

### Note 29

The disclosures in respect of the Defined Benefit Gratuity plan (to the extent of information made available by LIC) are given below as per AS-15:

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
<b>Change in present value of obligation :</b>		
Obligation at beginning of the year	91.25	75.33
Current Service Cost	9.72	10.24
Interest Cost	7.30	6.03
Actuarial (gain)/loss	4.70	0.25
Benefit paid	(1.77)	(0.60)
Obligation at the end of the year	111.20	91.25
<b>Change in Plan Assets :</b>		
Fair Value of Plan Assets at beginning of the year	102.56	76.71
Expected return on plan assets	8.33	6.99
Actuarial gain / (loss)	-	-
Contributions	14.38	19.46
Benefit paid	(1.77)	(0.60)
Fair value of plan Assets at the end of the year	123.50	102.56
<b>Reconciliation of present value of the obligation and the fair value of plan Assets and amounts recognized in the Balance Sheet:</b>		
Present value of the obligation at the end of the year	111.20	91.25
Fair Value of plan Assets at the end of the year	123.50	102.56
Net Assets/(Liability)	12.30	11.31
<b>Gratuity cost recognised for the year :</b>		
Current service Cost	9.72	10.24
Interest Cost	7.30	6.03
Expected return on plan assets	(8.33)	(6.99)
Actuarial (gain) / loss	4.70	0.25
Net gratuity cost (gain) / loss	13.39	9.53
<b>Asumptions :</b>		
Discount rate	8.00	8.00
Rate of growth in salary levels *	5	5

\* The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and relevant factors.

### Note 30

The Company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to the amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

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## Notes attached to and forming part of the accounts

### Note 31 Related Party Disclosures

1 Related party disclosures, as required by AS-18, "Related Party Disclosures" are given below:

i List of Subsidiaries

Poddar Habitat Pvt. Ltd

ii List of Joint Venture

Viva Poddar Housing Pvt. Ltd

iii List of Partnership Firms (Associates) :

Organically Grown Group LLC

Nav Nirman Agro

Shiv Shakti Developers

Mahaganpati Developers LLP

iv **Enterprises over which Key Management personnel/Relatives have significant influence:**

Poddar Bhumi Holdings Ltd

Brite Merchants Ltd

Poddar Heaven Homes Ltd

Poddar Amalgamated Holdings Pvt. Ltd

Poddar Shikshan Sanstha

Poddar Foundation

Poddar Infrastructure Pvt. Ltd

Poddar Natural Resources And Ores Ltd

Poddar Leisure Infrastructure Pvt. Ltd

Poddar Housing Pvt. Ltd

Janpriya Traders Ltd

Mumbaikar Festival Conveners LLP

v **Key Managerial Person:**

Shri Dipak Kumar Poddar – Executive Chairman

Shri Rohitashwa Poddar - Managing Director

Shri Om Bhutada - Chief Financial Officer

Shri Chandrakant Sharma - Company Secretary



## Notes attached to and forming part of the accounts

Note 31(2) The following transactions were carried out with the related parties in the ordinary course of business:

(a) Details relating to parties referred to in Items 1(i) (ii) (iii) and (iv) above

H in Lacs

Particulars	A		B		C		D		Total A+B+C+D	
	Subsidiary		Joint Venture		Invemnt in Partnership		Enterprises over which key Management personnel/Relatives have significant influence			
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Opening Balance	568.23	208.01	3270.18	3270.18	39.97	39.37	(4.56)	(5.00)	3873.82	3512.56
Loan Given	11.00	367.00	-	-	-	-	-	-	11.00	367.00
Loan Repaid by party	-	-	-	-	-	-	-	-	-	-
Interest receivable	39.31	26.42	-	-	-	-	-	29.00	39.31	55.42
Receipt against interest receivable	-	-	-	-	-	-	-	(29.00)	-	(29.00)
Advance Received	(32.32)	(39.72)	-	-	-	-	(0.36)	(3.78)	(32.68)	(43.50)
Advance repaid	32.32	39.72	-	-	-	-	0.36	3.78	32.68	43.50
Advance Given	11.10	-	-	-	-	5.00	0.51	2.00	11.61	7.00
Advance recovered	(12.23)	-	-	-	-	-	(0.51)	(2.00)	(12.74)	(2.00)
Lease Deposit received	-	-	-	-	-	-	-	-	-	-
Expenses incurred by us on behalf of others	205.70	177.48	-	-	-	0.01	54.17	102.68	259.87	280.17
Amount recovered against exp. incurred on behalf of others	(205.70)	(168.07)	-	-	-	(0.01)	(39.40)	(86.72)	(245.10)	(254.80)
Rent receivable/(payable)	-	-	-	-	-	-	(54.12)	(51.52)	(54.12)	(51.52)
Rent (recived) / paid	-	-	-	-	-	-	40.77	36.00	40.77	36.00
Sales of Material	-	5.32	-	-	-	-	-	-	-	5.32
Sales / (Purchase) of Fixed Assets	-	5.60	-	-	-	-	(1.55)	-	(1.55)	5.60
Amt. received / (Paid) agaianst Sales	-	(5.60)	-	-	-	-	0.13	-	0.13	(5.60)
Sales of Immovable Property	-	-	-	-	-	-	-	1000.00	-	1000.00
Amt. received agaianst Sales	-	-	-	-	-	-	-	(1000.00)	-	(1000.00)
Donation	-	-	-	-	-	-	-	5.00	-	5.00
Donation given	-	-	-	-	-	-	-	(5.00)	-	(5.00)
Consultancy charges	-	-	-	-	-	-	46.00	-	46.00	-
Consultancy charges received	-	-	-	-	-	-	(11.48)	-	(11.48)	-
Amount transfered from subsidiary to enterprises	-	(0.19)	-	-	-	-	-	-	-	(0.19)
Ceases to be subsidiary during the year	(39.36)	-	-	-	-	-	-	-	(39.36)	-
Amount receivable/payable last year (received) / paid during the year	(424.44)	(47.74)	-	-	-	(4.40)	(0.44)	(0.19)	(424.88)	(52.33)
Balance Receivable/payable as at year end	153.61	568.23	3270.18	3270.18	39.97	39.97	29.52	(4.56)	3493.28	3873.82



## Notes attached to and forming part of the accounts

(b) Details relating to parties referred to in Items 1 (v) above

Managerial Remuneration	Executive Chariman H in Lacs	Managing Director H in Lacs	Chief Financial Officer	Company Secretary
Salary & Allowances	23.76	30.00	71.97	14.22
	(23.76)	(30.00)	(39.62)	(11.10)
Perquisites	1.71	8.01	0.71	0.53
(as valued as per Income tax rules)	(1.03)	(4.72)	(-)	(-)
Contribution to PF & other fund	-	3.60	-	-
	(-)	(3.60)	(-)	-
<b>Total</b>	<b>25.47</b>	<b>41.61</b>	<b>72.68</b>	<b>14.75</b>
	<b>(24.79)</b>	<b>(38.32)</b>	<b>(39.62)</b>	<b>(11.10)</b>

### Note 32

Disclosure of provision as required under AS – 29 on 'Provisions, Contingent Liabilities and Contingent Assets' issued by the Institute of Chartered Accountants of India.

Nature of provision	Leave Encashment H in Lacs	LTA H in Lacs
Opening Balance	-	3.07
	(7.57)	(5.40)
Additions	-	4.74
	-	(2.92)
Utilization	-	3.07
	(7.46)	(5.25)
Reversal	-	-
	(0.11)	-
Closing Balance	-	4.74
	(0.00)	(3.07)

### Note 33

The Company has, the following joint venture and its proportionate share in the assets, liabilities, income and expenditure of the joint venture company is given below :

Nature of provision	Leave Encashment H in Lacs	LTA H in Lacs
Name of the Company : Viva Poddar Housing Pvt. Ltd		
Country of Incorporation : India		
Percentage of Share Holding	50%	50%
<b>Assets :</b>		
Non-current assets	-	-
Current assets	3139.59	3139.59
<b>Total</b>	<b>3139.59</b>	<b>3139.59</b>
<b>Liabilities :</b>		
Non-current liabilities	-	-
Current liabilities	3139.09	3139.09
<b>Total</b>	<b>3139.09</b>	<b>3139.09</b>
Income	-	-
Expenditure	-	-

\* The figures relating to income and expenditure has not been given since the company has not commenced the commercial activities.



## Notes attached to and forming part of the accounts

### Note 34

#### Earnings Per Share (EPS)

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
Net Profit for the Year (H In Lacs)		111.09		1575.52
Weighted average number of equity shares				
Basic (in Numbers)		6315400		6315400
Diluted (in Numbers)		6315400		6315400
Nominal value of shares (in H)		10		10
Earning per share (in H)				
Basic		1.76		24.95
Diluted		1.76		24.95

### Note 35 Pending Litigations against the Company

- In Case of Bhivpuri project, certain occupants and four societies out of 12 societies of the said project have filed criminal complaint against the Company in the matter of occupation certificate issued by the Gram panchayat in 2014, erroneously, claiming it should have been issued by the Collector. The Company states that these litigants are residents and societies from a large group of residents which have not paid huge past dues for maintenance to the Company and hence this is an unwarranted complaint. However to maintain its image and put the matter finally to rest, the Company has made necessary applications for re approval of the OC as required and also contesting the matter suitably in the concerned court. Further the Company is voluntarily providing certain additional facilities to the residents to pacify them in the matter. The total cost of the same is estimated at H100 lacs.
- The Company had received demand for additional payments of stamp duty in respect of Goregaon Land against Registrar document No.10117 dated 21-Dec-2013 of H19.70 lacs (Prev. Yr. H19.70 lacs) which is disputed by the Company. The same will be accounted for as and when the matter is settled .
- The Company has received a fresh demand dt.10 -Mar - 2017 towards open land tax in respect of Tisgaon land raised by the Kalyan Dombivali Municipal Corporation of H138.56 lacs after adjusting the payment (under protest) made in the earlier years. The balance amount will be accounted for as and when the matter is settled.

In addition to above, and as per the information available with the Company, there are no litigations pending against the Company which could have significant financial impact on the Company, except in the normal course of business.

### Note 36 Disclosure on specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA G.S.R.308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below :

Particulars	SBNs*	Other	
		Denomination	
Closing Cash in hand as on November 08, 2016	1564500	958278	2522778
(+) Permitted Receipts	-	2293952	2293952
(-) Permitted Payments	-	2396772	2396772
(-) Amount deposited in Banks	1564500	113700	1678200
Closing Cash in hand as on December 30, 2016		741758	741758

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

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## Notes attached to and forming part of the accounts

### Note 37

As per the provisions of Section 135 of the Companies Act 2013, the Company was required to contribute an amount of H44.34 lacs towards CSR activities, whereas, during the year the Company has contributed an amount of H25 lacs. The balance amount shall be utilised towards the said CSR activities in the forthcoming year.

### Note 38

The Company is dealing in only real estate segment. Hence, AS-17 on 'Segment Reporting' is not applicable to the Company.

### Note 39

The figures in the bracket represent the figures of the previous year.

### Note 40

Previous year figures are regrouped/re-arranged wherever necessary.

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director



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# Consolidated **Financial Statement**

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## Independent Auditor's Report

To,  
The embers of  
PODDAR HOUSING AND DEVELOPMENT LTD.

### REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of PODDAR HOUSING AND DEVELOPMENT LTD. ("the Holding Company"), and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") and its jointly controlled entity comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information ("the consolidated financial statements").

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and



its jointly controlled entity as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### EMPHASIS OF MATTER

We draw your attention to the following matters with respect to the financial statements:-

- a. Note 14(f) to the financial statements regarding significant delay in transferring the land / land development rights against the advance of H3000 lacs given by the joint venture company to other entities of joint venture partner for the purpose of procuring the aforesaid land / land development right, resulting into sticky advances. However, we are informed by the management that those entities have in principle agreed to transfer the land / land development rights directly to the Company in due course of time.

Our opinion is not qualified in respect of these matters.

#### OTHER MATTER

We did not audit the financial statements of a jointly controlled entity, whose financial statements (before consolidation adjustments) reflect total assets of H6279.18 lacs as at 31st March 2017 and total revenues of HNil lacs for the year then ended on that date. These financial statements and other financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entity, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entity, is based solely on such unaudited financial statements and other financial information.

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

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, we report, to the extent applicable, 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 purpose of our audit of the aforesaid consolidated financial statements.

- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and reports of other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors of the Holding Company as on 31st March, 2017, taken on record by the Board of Directors of the Holding Company and the reports of statutory auditors of its subsidiary company and jointly controlled entity incorporated in India, none of the Directors of the Group companies and jointly controlled entity incorporated in India is disqualified as on 31st March, 2017, 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 Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) 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 Group has disclosed the impact of pending litigations on the financial position in the financial statements – refer Note 34 to the financial statements;

- 
- ii. The Group and the jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - 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 company and jointly controlled entity incorporated in India.
  - iv. The Company has provided the requisite disclosures in its consolidated financial statements as to holdings as well as dealings in specified bank notes during the period from

November 8th 2016 to December 30th 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 35 to the standalone financial statements.

For **R.S. SHAH & COMPANY**  
Chartered Accountants  
Firm's Registration Number: 109762W

Place : MUMBAI  
Dated : 16th May 2017

**R. S. SHAH**  
(proprietor)  
Membership No.030108



## Annexure – A to the Auditor’s Report

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

In conjunction with the audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2017, we have audited the internal financial controls over financial reporting of PODDAR HOUSING AND DEVELOPMENT LIMITED (“the Holding Company”) and its subsidiary company, and jointly controlled entity, which are companies incorporated in India, as of that date.

### MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

### AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those

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

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

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

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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



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only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

#### OPINION

In our opinion, the Holding Company, its subsidiary company and its jointly controlled entity, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were

operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### OTHER MATTERS

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to a jointly controlled entity, which is a company incorporated in India, being unaudited, is based on the certificate obtained from the management of the Holding Company.

For R.S. SHAH & COMPANY  
Chartered Accountants  
Firm's Registration Number: 109762W

Place : MUMBAI  
Dated : 16th May 2017

R. S. SHAH  
(proprietor)  
Membership No.030108



## Consolidated Balance Sheet as at 31st March 2017

Particulars	Note No.	As at 31.03.2017 H in Lacs	As at 31.03.2016 H in Lacs
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share Capital	2	631.54	631.54
(b) Reserves & Surplus	3	21901.59	21889.97
<b>(2) Non-current liabilities</b>			
(a) Long-term borrowings	4	285.94	294.83
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	5	5.00	111.00
(d) Long-term provisions	6	-	94.67
<b>(3) Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables		395.77	273.21
(c) Other current liabilities	7	5302.89	4119.75
(d) Short-term provisions	8	207.69	180.98
<b>TOTAL</b>		<b>28730.42</b>	<b>27595.95</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	9		
(i) Tangible assets		284.45	349.51
(ii) Intangible assets		2.61	5.70
(iii) Capital work-in-progress		5.55	-
(b) Non-current investments	10	118.34	319.42
(c) Deferred tax assets (Net)	11	9.14	5.14
(d) Long-term loans and advances	12	3241.49	932.99
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments	13	6308.15	12448.86
(b) Inventories	14	17503.28	12525.52
(c) Trade receivables	15	209.63	453.22
(d) Cash and cash equivalents	16	392.39	324.23
(e) Short-term loans and advances	17	652.87	228.84
(f) Other current assets		2.52	2.52
<b>TOTAL</b>		<b>28730.42</b>	<b>27595.95</b>
<b>III. Contingent Liabilities and Commitments (To the extent not provided for)</b>			
Notes attached to and forming part of accounts			
Significant Accounting Policies	1		

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director

## Consolidated Profit and Loss Statement for the year ended 31st March 2017

Particulars	Note No.	2016-2017 H in Lacs	2015-2016 H in Lacs
I. Revenue from operations	19	5389.57	14514.06
II. Other income	20	749.77	938.95
III. Total Revenue ( I + II )		6139.34	15453.01
IV. Expenses :			
Cost of construction	21	4528.72	4810.35
(Increase)/Decrease in stock	22	(599.55)	6490.99
Employee benefit expenses	23	514.48	429.95
Finance costs	24	5.34	10.46
Depreciation and Amortisation expenses		59.78	82.20
Other expenses	25	1212.31	1166.91
Total expenses		5721.08	5721.08
V. Profit before exceptional and extraordinary items and tax (III-IV)		418.26	2462.15
VI. Exceptional items	26	(7.38)	(117.21)
VII. Profit before extraordinary items and tax (V - VI)		410.88	2344.94
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		410.88	2201.87
X. Tax expenses:			
1) Current tax		(89.37)	(685.90)
2) Deferred tax		4.00	4.78
* represent excess provision written back		(85.37)	(681.12)
XI. Minority Interest		-	1.23
XII. Profit / (Loss) for the year from continuing operations (IX - X - XI)		325.51	1665.05
XIII. Profit / (Loss) for the year from discontinuing operations		-	-
XIV. Tax expenses of discontinuing operations		-	-
XV. Profit /(Loss) for the year from discontinuing operations (after tax) (XII-XIII)		-	-
XVI. Profit / (Loss) for the year (XII + XV)		325.51	1665.05
XVII. Earning per Share (in H)			
Basic		5.15	26.36
Diluted		5.15	26.36
Notes attached to and forming part of accounts			
Significant Accounting Policies	1		

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director



## Consolidated Cash Flow Statement as at 31st March 2017

Particulars	Year ended 31st March 2017		Year ended 31st March 2016	
	H in Lacs		H in Lacs	
<b>A. Cash Flow from Operating Activities</b>				
Net Profit / (Loss) after Tax and Extra-Ordinary Items		325.51		1665.05
Adjustments For				
Depreciation and Amortization expenses	59.78		82.20	
Diminution in value of Investments	7.38		2.21	
(Profit) / Loss on Sale of Fixed Assets	6.93		(0.01)	
(Profit) / Loss on Sale of Investments	(115.13)		(182.84)	
Share of Loss / (Profit) in Partnership	5.96		5.25	
Interest Received	(14.58)		(34.35)	
Interest Paid	5.34		10.46	
Dividend Received	(553.36)		(690.30)	
Deferred Tax	(4.00)		(4.78)	
Statutory Reserves	-	(601.68)	0.74	(811.42)
Operating Profit / (Loss) before changes in assets and liabilities		(276.17)		853.63
Changes in assets and liabilities				
Trade & Other Receivables	(2488.94)		(152.86)	
Inventories	(4977.76)		4209.68	
Liabilities and provisions	1131.74	(6334.96)	(6707.88)	(2651.06)
<b>Net Cash Flow from Operating Activities (A)</b>		<b>(6611.13)</b>		<b>(1797.43)</b>
<b>B. Cash Flow from Investing Activities</b>				
(Purchase) / Sale of Fixed Assets	(4.11)		530.83	
(Purchase) / Sale of Investments	6443.58		978.03	
Effect of hiving off the subsidiaries	(156.69)		2.17	
Foreign Currency Translation Reserve on Foreign Investments	(43.18)		11.84	
Capital Reserve on consolidation	-		1.09	
Interest Received	14.58		34.35	
Dividend Received	553.36	6807.54	690.30	2248.61
<b>Net Cash Flow from Investing Activities (B)</b>		<b>6807.54</b>		<b>2248.61</b>

Particulars	Year ended 31st March 2017 H in Lacs		Year ended 31st March 2016 H in Lacs	
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from / (Repayment of) Borrowings	(8.89)		(442.66)	
Dividend Paid including tax thereon	(114.02)		(114.02)	
Minority Interest	-		(1.23)	
Interest Paid	(5.34)	(128.25)	(10.46)	(568.37)
<b>Net Cash Flow from Financing Activities (C)</b>		<b>(128.25)</b>		<b>(568.37)</b>
<b>Net increase (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>		<b>68.16</b>		<b>(117.19)</b>
Cash & Cash Equivalents (Opening Balance)		324.23		441.42
Cash & Cash Equivalents (Closing Balance)		392.39		324.23

Notes: 1) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 on the cash flow statement issued by the ICAI.

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
**Dipak Kumar Poddar**  
Executive Chairman

**Omprakash Bhutada**  
President & Chief Financial Officer

**Chandrakant Sharma**  
Company Secretary

**Rohitashwa Poddar**  
Managing Director

**Shrikant Tembey**  
Director



## Notes attached to and forming part of the accounts

### Note 1 Significant accounting policies

#### BASIS OF CONSOLIDATION

- a) The Consolidated Financial Statements (CFS) relate to Poddar Housing and Development Ltd, the Company, its subsidiary company and its joint venture. Details of the same are given below:-

Name of the Company	Country of Incorporation	Proportion of Ownership	Year Ending
<b>Subsidiary</b>			
Poddar Habitat Pvt. Ltd.	India	100%	31.03.2017
<b>Joint Venture</b>			
Viva Poddar Housing Pvt. Ltd.	India	50%	31.03.2017

The Company has sold the Investment in its foreign subsidiary i.e. Poddar Housing (FZE) at par on March 22, 2017.

- b) The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra-group balances and intra-group transactions and resulting unrealized profits and losses. The financial statements of subsidiary used in preparation of CFS are drawn up to the same reporting date as that of the Company i.e. for the year ended 31.03.2017.
- c) The interest in joint venture has been consolidated by using the proportionate consolidation method by showing separate line items for the Company's share of the assets, liabilities, income and expenses in the joint venture after eliminating intra group balances and intra group transactions and resulting unrealized profits and losses. However, there is no income or expense for the current year as the joint venture company is yet to commence its commercial activities.
- d) The CFS have been prepared in accordance with Accounting Standard – 21 on 'Consolidated Financial Statements', Accounting Standard – 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' and Accounting Standard – 27 on 'Financial Reporting of Interest in Joint Ventures'.

#### A. Method of Accounting and Basis of preparation of Financial Statements

- a) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of overdue interest from the customers where the recovery thereof is uncertain.
- b) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- c) The financial statements have been prepared in compliance with all material aspects with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

#### B. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported accounts of revenue and expenses for the year presented. Actual results could differ from these estimates.

#### C. Fixed Assets and Depreciation

##### a) Fixed assets:

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. The cost comprises of the purchase price and any attributable cost of bringing the assets to its working conditions for its intended use.

##### b) Depreciation:

- i) Depreciation is being provided on Straight Line Method on the basis of systematic allocation of the depreciable amount of the assets over its useful life as stated in Schedule II of the Companies Act, 2013.

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## Notes attached to and forming part of the accounts

- ii) Depreciation on assets sold, discarded or scrapped, is provided upto the date on which the said asset is sold, discarded or scrapped.
- iii) In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets.

### D. Impairment

- a) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.
- b) Previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

### E. Investments

Long-term Investments are valued at cost of acquisition (including cost of purchase, brokerage, and other related expenses incurred thereon). However, provision is made for any diminution in value, other than temporary, in which case the carrying value is reduced to recognize the decline and the same is being reversed when value of those investments is improved. Current investments are valued at lower of the cost or market value at the end of the year.

### F. Exchange Fluctuations

Trade receivables, payables and loans & advances in the foreign currency which are outstanding as on the date of balance sheet are converted on the basis of rates prevailing at the year-end except those where chances of recovery are remote and the same are shown at diminished value. Exchange differences arising on settlement of monetary items during the year are recognized as forex gain or loss of that year.

### G. Inventories

#### Realty & Construction

- a) Land and Land Development Right in hand are valued at cost including incidental and development expenses and other specific expenses incurred to protect the same.
- b) Construction materials are valued at cost.
- c) Work in progress is valued at cost consisting of land, land development, construction, infrastructure, finance cost of funds earmarked to the project and other costs directly attributable to the project plus the differential amount of cost incurred in respect of area allotted to land owners in case of joint development (in case of the subsidiary), in accordance with the Guidance Note on Accounting for Real Estate Transactions (Revised 2012), issued by ICAI.
- d) 1.i) Finished goods, which are unsold, are valued at cost, consisting of land and land development rights, construction, infrastructure, finance and other costs directly attributable to the project, or market value whichever is lower. For this purpose market value is considered as per rate taken for stamp duty valuation.
  - ii) Finished goods which are sold but possession of which could not be given, on account of technical reasons or otherwise, are valued at the agreed sale price.
- 2. However, in respect of the subsidiary, finished goods are valued at are valued at cost, consisting of land and land development rights, construction, infrastructure, finance and other costs directly attributable to the project, or market value whichever is lower. For this purpose items of similar nature are compared in totality.

### H. Revenue Recognition

#### a) In respect of property sale transaction

The Company is following the percentage completion method of accounting in accordance with the Guidance Note on



## Notes attached to and forming part of the accounts

Accounting for Real Estate Transactions (Revised 2012) issued by ICAI. As per the aforesaid Guidance Note, the revenue on the project is recognized provided following thresholds have been met:-

1. All critical approvals necessary for the commencement have been obtained;
2. The expenditure incurred on construction and development costs is not less than 25 percent of the total estimated construction and development costs;
3. At least 25 percent of the saleable project area is secured by the registered agreements with buyers; and
4. At least 10 percent of the agreement value is realized at the reporting date in respect of such agreements and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.

Determination of revenue under the above method necessarily involves making estimates, some of which are of technical nature, concerning, where relevant, the percentages of completion, the cost to completion, the expected revenue from the project or activity and the foreseeable losses to completion. The estimates of project income, as well as the project costs, are reviewed periodically. The effect of changes, if any, to the estimates is recognized in the financial statements for the period in which such changes are determined. Revenue from the project is recognized net of revenue attributable to the land owners. Losses, if any, are provided for immediately.

Further contribution to other amenities is accounted for as and when due as per the terms of agreement to sale.

- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable where the recovery thereof is reasonably certain. In other case, the same is accounted for as and when realized.
  - c) Dividend income is recognized when the shareholders' right to receive the payment is established.
- I. **Joint Venture Development (in respect of the subsidiary)**

The subsidiary company has agreed in principle with the land owners, being the promoters of the Group, for construction and development of real estate project at Atgaon in phases, subject to various statutory approvals. However, the said subsidiary has so far received the approval of first phase, out of the two phases for which it has made agreements. As per the terms of joint development agreements, the Land owner shall be entitled to receive specific constructed area earmarked in the agreements against the recovery of the construction cost of H1276/- sq.ft.

J. **Advances from customers**

The amounts received from the customers against progressive demand note from time to time, are credited to Advances against sale of flats and the same are treated as Current Liabilities and adjusted against the sale value as per the terms of the agreement at the time of recognizing the revenue. Moreover, the amounts lying in the debit to account of certain customers, due to the difference in surrender value of the flat and rate at which it was originally booked, are being netted off from the aggregate credit of the customer's account and finally reduced from the sale value whenever revenue of such flats is recognized.

Additionally, in respect of the subsidiary, the amount received from the customers against the sale of flats, which are earmarked to land owners, towards progressive demand note issued from time to time, are credited to Advances against sale of flats – Land owners against which all the amounts due from the land owners, including the recovery of progressive construction cost which are recoverable in a phased manner as per the terms of the agreements entered from time to time, are adjusted there from. The balance amount, subject to Note 14(e), is payable to the land owners and the same is included in Other Current Liabilities

K. **Gratuity, Leave Encashment & Retirement Benefits**

- a) The Company has taken group insurance policy in respect of future Gratuity liability for all its employees and contributes annual premium on the basis of liability determined by LIC on actuarial basis.
- b) The Company provides for unutilised privilege leave and leave travel allowance available to its employees on the assumption that all of its employees would retire at the end of the year.



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## Notes attached to and forming part of the accounts

### L. Taxation

#### a) Income Tax

Provision for Income tax is made on the basis of the taxable income as per the provisions of Income Tax Act, 1961 and the relevant Finance Act. Tax payments are set-off against provisions.

#### b) Deferred Tax

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the basis of the tax rate and the tax laws enacted or subsequently enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### M. Earnings per Share

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

### N. Provisions and Contingent liabilities

Provisions are recognized when the company has a present obligation as a result of past events for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed when the company has a possible obligation and it is probable that a cash outflow will not be required to settle the obligation.

### O. Other Accounting Policies

These are consistent with the generally accepted accounting policies.



## Notes attached to and forming part of the accounts

### Note 2 Shareholders' funds

Particulars	As at 31.03.2017 H in Lacs	As at 31.03.2016 H in Lacs
Share Capital		
Authorised		
70,00,000 Equity Shares of H10/- each	700.00	700.00
Issued,Subscribed and paid up		
63,15,400 Equity Shares of H10/- each at par fully paid up	631.54	631.54
	631.54	631.54

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

Particulars	As at 31.03.2017		As at 31.03.2016	
	No.of Shares	H in Lacs	No.of Shares	H in Lacs
Equity Shares				
At the beginning of the year	6315400	631.54	6315400	631.54
Outstanding at the end of the year	6315400	631.54	6315400	631.54

b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having a par value of H10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding.

c) Shareholders holding more than 5 percent shares :

Particulars	As at 31.03.2017		As at 31.03.2016	
	Shares	Qty	Shares	Qty
(i) Poddar Amalgamated Holdings Pvt. Ltd.	Shares	1857700	Shares	1857700
(ii) Rohitashwa Poddar	Shares	965653	Shares	965653
(iii) Poddar Bhumi Holdings Ltd.	Shares	676540	Shares	676540
(iv) IDFC Premier Equity Fund	Shares	444189	Shares	444189

## Notes attached to and forming part of the accounts

### Note 3 Reserves and Surplus

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
<b>1 Capital Reserve on consolidation as per AS-21</b>	1.09	-	1.09	
Less : Effect of hiving off the foreign subsidiary	(1.09)	-	-	1.09
<b>2 Securities Premium Reserve</b>		12096.49		12096.49
<b>3 General Reserve</b>				
Balance as per Last Balance sheet	3500.00		3000.00	
Add : Addition during the year	-	3500.00	500.00	3500.00
<b>4 Other Reserves</b>				
Foreign Currency Translation Reserve				
Balance as per Last Balance sheet	138.03		126.19	
Less : Adjustments during the year	(43.18)		11.84	
	94.85		138.03	
Less : Effect of hiving off the foreign subsidiary	(94.85)	-	-	138.03
<b>5 Statutory Reserve</b>	13.19		13.19	
Less : Effect of hiving off the foreign subsidiary	(13.19)	-	-	13.19
<b>6 Surplus in Statement of Profit &amp; Loss</b>				
Balance as per Last Balance sheet	6141.17		5089.20	
Add : Effect of hiving off the subsidiaries	-		2.17	
Less : Effect of hiving off the foreign subsidiary	(47.56)		-	
Add : Profit for the year	325.51		1665.05	
	6419.12		6756.42	
Less : Transferred to General Reserve Proposed Dividend	-		(500.00)	
including tax thereon (H1.50 per share, Prev. Yr. H1.50 per share)	(114.02)		(114.02)	
	6305.10		6142.40	
Minority Interest adjusted being negative and irrecoverable	-	6305.10	(1.23)	6141.17
		21901.59		21889.97

### Note 4 Long-term borrowings

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
<b>Secured Loans - Term</b>				
(by hypothecation of specific vehicles)				
Vehicles				
Banks		17.79		32.83
Others		6.15		-
		23.94		32.83
<b>Unsecured Loans</b>				
From related parties		262.00		262.00
		262.00		262.00
		285.94		294.83

Unsecured loans, in case of the subsidiary, are payable from the revenue after meeting out all the liabilities. However, the interest on loan is payable on yearly - rest.



## Notes attached to and forming part of the accounts

### Note 5 Other Long term liabilities

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Security Deposit against Lease from related parties		5.00		5.00
Payable towards Land Development Rights		-		106.00
		5.00		111.00

### Note 6 Long-term provisions

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Provision for Taxation		-		94.67
		-		94.67

### Note 7 Other current liabilities

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Current Maturities of Long - Term Debt		16.40		23.19
Interest accrued but not due on Borrowings		0.27		0.36
Interest accrued and due on Borrowings (Related parties)		28.30		31.43
Unclaimed Dividends		15.33		16.38
Advance against sale of flats		2972.18		2777.40
Advance against sale of flats of land owner		374.61		506.13
Advance against transfer of Development Rights		85.00		85.00
Deposits & other receipts from customers		127.74		153.52
Other statutory liabilities		62.04		49.12
Payable against Purchase of Land		1359.00		106.00
Other liabilities		262.02		371.22
		5302.89		4119.75

### Note 8 Short-term provisions

Particulars	As at 31.03.2017		As at 31.03.2016	
		H in Lacs		H in Lacs
Provision for Employee benefits		39.36		33.17
Proposed Dividend		94.73		94.73
Provision for tax on dividend distribution		19.29		19.29
Other provisions		54.31		33.79
		207.69		180.98

## Notes attached to and forming part of the accounts

### Note 9 FIXED ASSETS

Sl. No.	Particulars	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
		As at 01.04.2016	Additions During the Year	Deduction During the Year	Total as 31.03.2017	UP TO 01.04.2016	For the Year	Deduction For the Year	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
			Year	Year			Year	Year			
	<b>TANGIBLE ASSETS</b>										
1	BUILDING	71.48*	-	-	71.48	17.38	1.12	-	18.50	52.98	54.10
2	CONSTRUCTION EQUIPMENTS	79.59	-	20.71	58.88	26.74	7.03	11.68	22.09	36.79	52.85
3	FURNITURE & FIXTURES	72.03	3.98	-	76.01	31.95	7.65	-	39.60	36.41	40.08
4	VEHICLES	391.51**	9.26	76.74	324.03	219.86	27.25	48.80	198.31	125.72	171.65
5	DATA PROCESSING MACHINES	58.35	4.08	-	62.43	45.01	6.52	-	51.53	10.90	13.34
6	OFFICE EQUIPMENTS	45.75	11.52	3.00	54.27	28.26	7.12	2.76	32.62	21.65	17.49
		<b>718.71</b>	<b>28.84</b>	<b>100.45</b>	<b>647.10</b>	<b>369.20</b>	<b>56.69</b>	<b>63.24</b>	<b>362.65</b>	<b>284.45</b>	<b>349.51</b>
	<b>INTANGIBLE ASSETS</b>										
7	COMPUTER SOFTWARE	15.97	-	-	15.97	10.27	3.09	-	13.36	2.61	5.70
	<b>TOTAL</b>	<b>734.68</b>	<b>28.84</b>	<b>100.45</b>	<b>663.07</b>	<b>379.47</b>	<b>59.78</b>	<b>63.24</b>	<b>376.01</b>	<b>287.06</b>	<b>355.21</b>
	<b>PREVIOUS YEAR</b>	<b>656.75</b>	<b>86.67</b>	<b>8.74</b>	<b>734.68</b>	<b>300.63</b>	<b>82.20</b>	<b>3.36</b>	<b>379.47</b>	<b>355.21</b>	

\* includes H 250/- of 5 shares of H 50/- each in the Shri Brij Kutir Co-Operative Housing Society Ltd.

\*\* Certain vehicles are registered in the name of a Director & Employees.

Vehicles includes H3.07 lacs being the value of the stolen car for which insurance claim has been filed. Necessary impact will be given in the accounts on settlement of the claim.



## Notes attached to and forming part of the accounts

### Note 10 Non-current Investments

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
1 Investment in Property - Freehold Land *		38.40		38.40
		38.40		38.40
2 Investment in Equity Instrument				
(i) Quoted shares				
95000 Equity Shares of H10/- each fully paid up of GTL Ltd		239.52		239.52
37049 Equity Shares of H10/- each fully paid up of NHPC Ltd		13.34		13.34
		252.86		252.86
Less : Provision for diminution in value of investments		(224.74)		(232.76)
Total		28.12		20.10
Market Value of Quoted Shares		28.12		20.10
(ii) Unquoted shares				
1) Other				
19019 Equity Shares of H10/- each fully paid up of Poddar Amalgamated Holdings P.Ltd		1.14		1.14
24000 Equity Shares of H10/- each fully paid up of Janpriya Traders Ltd.		0.51		0.51
22550 Equity Shares of H10/- each fully paid up of Brite Merchants Ltd		0.46		0.46
30 Equity Shares of H50/- each fully paid up of Gopinath Patil Parsik Janta Sahakari Bank Ltd		0.02		0.02
Capitoline Ventures II LLC		-		125.20
Total Cost of Unquoted Investments		2.13		127.33
3 Investment in partnership firms & LLC				
Organically Grown Group LLC **	76.97		82.00	
Less : Loss for the year	(5.62)		(5.03)	
	71.35		76.97	
Less : Adjustment in respect of foreign currency translation reserve.	(36.17)		-	
Less : Provision for diminution in value of LLC	(30.79)	4.39	(15.39)	61.58
Nav Nirman Agro		8.97		9.09
Shiv Shakti Developers		35.65		35.65
Mahaganpati Developers LLP		0.68		0.90
Total Cost of Investment in Partnership		49.69		107.22
4 Associates				
Goldenhand Consulting DWC LLC		-		26.37
Total		118.34		319.42

\* Represents Land (Freehold) at Badlapur which has been given on long term lease of 30 years to Poddar Shikshan Sanstha, a related party, pursuant to the agreement dt.25.09.2014

\*\* In absence of the availability of the financial statements and there being no business activity since long, it is thought prudent to provide the significant amount of investment after adjusting foreign currency translation reserve.

List of Investments in Partnership Firms (Associates):-

## Notes attached to and forming part of the accounts

### Note 10 Non-current Investments (contd.)

The Company has entered into partnership arrangements with the following:-

Name of Firm	Ownership(%)	Capital as on 31.03.2017 H in Lacs	Company's Share Profit/Loss H in Lacs
<b>A) Organically LLC, USA</b>			
Partners			*
1) Poddar Housing and Development Ltd.	50%	4.39	(5.62)
		(61.58)	(-5.02)
2) MJIR Inc., USA	50%		
* Equivalent to USD 8771/-			
<b>B) Nav Nirman Agro</b>		8.97	(0.12)
		(9.09)	(-0.13)
Partners			
1) Poddar Housing and Development Ltd.	99%		
2) Individuals	1%		
<b>C) Shivshakti Developers</b>		35.65	-
		(35.65)	(-)
Partners			
1) Poddar Housing and Development Ltd.	97%		
2) Poddar Habitat Pvt. Ltd	3%		
<b>D) Mahaganpati Developers LLP</b>		0.68	(0.22)
		(0.90)	(-0.10)
Partners			
1) Poddar Housing and Development Ltd.	99%		
2) Poddar Habitat Pvt. Ltd	1%		

### Note 11 Deferred tax assets (Net)

The Deferred Tax Assets / (Liability) comprises of tax effect of timing differences on account of:

Particulars	As at 31.03.2016 H in Lacs	For the Current Year H in Lacs	As at 31.03.2017 H in Lacs
Difference between the Net Block as per Books & Net Block after allowing the Depreciation U/s 32 of Income Tax Act, 1961	1.32	4.00	5.32
Provision for Employees' benefit	3.82	-	3.82
<b>TOTAL</b>	<b>5.14</b>	<b>4.00</b>	<b>9.14</b>



## Notes attached to and forming part of the accounts

### Note 12 Long-term loans and advances

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(Unsecured, considered good except stated otherwise)				
1 Security Deposits		34.76		31.50
2 Loans & advances to related parties				
(ii) Joint Venture	131.09		131.09	
(iii) Others	39.97	171.06	73.63	204.72
3 Loans & advances to others				
(i) Loans & Advances				
- Considered good	-		125.24	
- Considered doubtful	246.17		146.17	
	246.17		271.41	
Less : Provision	(246.17)	-	(146.17)	125.24
(ii) Advances recoverable in cash or kind or for value to be received				
- Considered good	47.49		1.11	
- Considered doubtful	3.07		3.07	
	50.56		4.18	
Less : Provision	(3.07)	47.49	(3.07)	1.11
(iii) Advances and Other Incidentals for Mohili Project		140.00		140.00
(iv) Advances and Other Incidentals for Tisgaon Project		228.48		168.48
(v) Advances against JDA - Bhivpuri Extension		33.30		33.30
(vi) Advances and Other Incidental for Mharal Project		283.93		-
(vii) Advances and Other Incidentals for Badlapur Ext.3 Project		342.22		-
(viii) Advances and Other Incidentals for Badlapur Ext.2 Project		5.64		-
(ix) Advances and Other Incidentals for SRA Project				
Goregaon Project	176.29		122.76	
Vidhyavihar Project	106.30		105.88	
Chembur Project	579.80		-	
Kandivali (Akurli) Project	295.33		-	
Kandivali (Vadhvan) Project	209.15		-	
Lower Parel Project	54.00		-	
Andheri Project	500.00	1920.87	-	228.64
4 Statutory Advances		33.74		
		3241.49		932.99

a) **Advances and Other Incidentals for Mohili Project include**

Payment of H120 lacs (Prev. Yr. H120 lacs) as advances for supply of construction materials at the time of commencement of construction at terms and conditions to be mutually agreed upon. The said advances have been ratified by the Board. However there is no further progress in the matter as the necessary approvals of the project are yet to be received.

b) **Advances and Other Incidentals for Tisgaon Project include**

1a) Pursuant to the joint development agreement dt.27-Oct-2010 and supplementary agreement dt.11-Feb-2016, the Company has agreed to allot 30080 sqft. saleable area to the landowners out of the total constructed area and paid aggregate adjustable advances of H155 lacs. In addition to the above, the Company has also agreed to pay a sum of H1 lac per month to the landowners w.e.f. 01-Mar-2016 till the completion of the project and H13 lacs (Prev. Yr. H1 lacs) has been paid towards the same till date. The same shall be appropriated out of the sale proceeds of the allotted area.



## Notes attached to and forming part of the accounts

### Note 12 Long-term loans and advances (contd.)

- b) Further, the Company had also entered into Joint Development Agreement with other parties in respect of other land parcels and paid advance of H35.20 lacs (H37.20 lacs) with an understanding that certain portion of constructed area would be given to them as compensation towards cost of land and the above amount would be adjusted against the sale proceeds of their rights.
- 2 The Company has submitted revised plan for approval to the authorities in view of expiry of period of validity in commencement of construction on account of injunction given by the Bombay High Court which has now been removed. However as per the revised plan, which has been submitted as per new rules, the Company has been entitled for extra FSI. The Company expects that revised plan would be approved shortly.
- 3 The Company has also given advances of H20.28 lacs (Prev. yr.H20.28 lacs) towards charges for aggregation of land at Tisgaon Dombivali Maharashtra. The same would be debited to cost of project as and when the Company commences the development of the project and any amount, if payable, would also debited to the same as and when settled.
- c) **Advances and Other Incidentals for Bhivpuri Extension**  
The Company has entered into a Joint Venture agreement for construction of residential complex with one of the employees and paid an advance of H33.30 lacs (Prev. Yr. H33.30 lacs) to be appropriated against the sale of area allotted to him under Joint Venture agreement. The Company has received necessary approvals in the matter and also commenced construction in slow manner in view of unfavourable market conditions.
- d) **Advances and Other Incidentals for Mharal Project represent**  
The payment of administrative and security expenses of H283.93 lacs. The Company is in process of obtaining the necessary approvals and the above cost shall be charged to the cost of construction once the project is commenced.
- e) **Advances and Other Incidentals for Badlapur Ext.3 project**  
1 The Company is aggregating land at Badlapur Extension-3 for launching future project in that area and 8.454 acres have been procured for a total consideration of H643.26 lacs against which an advance of H274.45 lacs has been given as on 31-Mar-2017 pending execution of final conveyance.  
2 The Company has given advances for acquisition of additional land to the land owner directly / through its employee amounting to H24.03 lacs which will be registered in favour of the Company in due course of time.
- f) **Advances and Other Incidentals for SRA project include**  
1 **Goregaon Project**  
Represent various advances aggregating to H158.29 lacs (Prev. Yr. H114.76 lacs) given to different parties for rendering liaison and other services to be appropriated towards constructed area to be allotted against the said services on approval of projects or otherwise.  
2 **Vidhyavihar Project**  
represent the payment of expenses of H34.63 lacs (Prev. Yr.H34.63 lacs) and advances of H71.67 lacs (Prev. Yr. H71.25 lacs) towards the proposed joint redevelopment project at Vidhyavihar including incidentals, pending documentation. Moreover there are certain litigations, which will be resolved in due course of time. The recovery of the advances would only be feasible on positive development in the matter.  
3 **Chembur Project**  
The Company has entered into a joint development agreement with M/s Satre Infrastructure Pvt. Ltd. for redevelopment of land under SRA on the land belonging to Maharashtra government and MHADA with 157 hutments under the SRA scheme on 15% revenue sharing basis and advanced H579.80 lacs thereagainst which will be appropriated against the same on completion of the project. The Company's name has been included as joint developer and also received the approval of commencement of construction of SRA building as well as part approval for commencement of construction of the saleable area from the said authority and construction is under progress.



## Notes attached to and forming part of the accounts

### 4 Kandivali (Akurli) Project

- i) Pursuant to the deed of conveyance dated 27.01.2017 the Company has acquired 5937 Sq. mtrs. of land comprising of 282 slum dwellers for an aggregate consideration of H2500 lacs from M/s. Navkar Construction, Mumbai. The said vendor had also entered into the re-development agreement with the Co-op. Society of those slum dwellers and had obtained letter of intent from the competent authority. The Company has also entered into tri-party joint development agreement with the said vendor and the society of slum dwellers. As per terms and conditions agreed between the Company and the vendor, they shall be entitled for 15 % of gross receipts of the project against which H208.09 lacs has been paid as an advance as on 31st March 2017. All the development and construction expenses of the project shall be borne by the Company. The Company is taking necessary steps to register as joint developer with Slum Rehabilitation Authority.
- ii) In addition to above, the Company has paid Rs.78.17 lacs towards facilitation and shifting cost which would be charged to cost of project on receipt of commencement certificate from the slum authorities.

### 5 Kandivali (Vadhvan) Project

The Company has entered into an agreement with Bandongri Co-Op. Hsg. Society Ltd.(Proposed), having 1200 slum dwellers to develop the 32779.264 sq. mtrs.of the land under SRA Scheme, jointly with M/s.VTO Sweet Homes Pvt. Ltd., as Co-developers. Further the Company has planned to acquire the land from various owners of the said slum dwellers in due course of time. On completion of various formalities, regarding the registration of above society and on declaration of the said land as a slum under SRA scheme by the authorities, the Company jointly with the Co-developers would enter into Joint Development Agreement with the aforesaid society. In the meantime the Company has given an advance of H28.20 lacs to said co-developer, and amount of H56 lacs towards purchase of land and H51.20 lacs towards rendering various services for the project which have been debited as advance against the said project.

### 6 Lower Parel Project

The Company has entered into a MOU with Thought Waves, being a facilitator, who would assist in negotiating the purchase of 10330 sq. feet of SRA land to be developed situated at Lower Parel (West) against which the Company has paid advance of H54 lacs as on 31-Mar-2017. The said advances are part consideration against the share of revenue from the project if finalized within a stipulated period or otherwise to be refunded.

### 7 Andheri Project

The Company has made an understanding with the other company to jointly develop a slum rehabilitation project at Andheri (E) and paid an amount of H500 lacs as an earnest money. Due diligence and title search work are in progress. Necessary agreements as well as other documents are being executed and confirmation has been obtained from the other party. The Board ratifies the same.

## Note 13 Current Investments

Particulars	As at 31.03.2017 H in Lacs	As at 31.03.2016 H in Lacs
(i) Quoted		
MUTUAL FUNDS		
56415483.086 Reliance Arbitrage Advantage Fund- Direct Monthly Dividend Plan Reinvestment (Prev. Yr. 116481292.544 units)	5984.24	12337.20
6496.191 Reliance Liquid Fund Treasury Plan Direct Growth Plan* Growth Option (Prev. Yr. 3026.554 units)	257.63	111.66
16460.864 Birla Sun Life Cash Manager Growth Direct Plan (Prev.Yr.Nil units)	66.28	-
Cost of Mutual Funds	6308.15	12448.86
Market Value of Quoted Investments	6413.66	12480.40

\* includes 2270.76 units aggregating to H110 lacs being the amount switched over from Arbitrage fund to Treasury Plan since the same was credited by Mutual fund in the month of April'2017.

## Notes attached to and forming part of the accounts

### Note 14 Inventories

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(As taken, valued & Certified by the management)				
1 Construction Materials		139.67		115.73
2 Work in Progress				
- Land & Related expenses	254.91		254.91	
- Construction and Other Development expenses	4342.94	4597.85	2974.90	3229.81
3 Finished Goods		1086.72		1855.21
4 Land Development Rights		1548.91		1383.50
5 Land & Structures thereon at Goregaon		903.74		903.74
6 Land & Land development - Mharal		2793.35		1901.00
7 SRA Land at Kandivali (Akurli)		3296.51		-
Share in Joint venture		3136.53		3136.53
		17503.28		12525.52

#### a) Land Development Rights include

- i) H1288.67 lacs (Pr. Yr. H1123.26 lacs) including incidental expenses for procurement / development of Land at Badlapur extension for which necessary permission from various authorities are awaited.
- ii) H260.24 lacs (Prev. Yr. H260.24 lacs) including incidental expenses for procurement / development of Land at Mohili for which necessary permission from various authorities are awaited.
- iii) The Company has given a piece and parcel of land, admeasuring 2800 Sq. Mtrs. out of the survey No.29/2A, included in Badlapur extension project above, to MSEDCL for long term lease of 99 years at a token premium of H99 for entire period to construct and establish sub-station for supplying electricity to all our Badlapur projects including others.

#### b) Land & Structures thereon at Goregaon

The Company had purchased 14983.10 Sq. Mtrs. alongwith the structures mostly occupied by the tenants / occupant and slum notified area for purpose of redevelopment in Goregaon (East) Mumbai. The slum owners had formed the society and the said society has appointed M/s. Shiv Shakti Developers, a firm in which the Company and its subsidiary are partners, as the developers. The said firm has applied for necessary permissions under SRA Rules with the appropriate authorities which is pending. In addition to above, the Company is also planning to redevelop other areas along with various tenants / occupants for which necessary steps will be taken in due course of time.

#### c) Land at Mharal

- 1 Land at Mharal represents the cost of H1901 lacs (Prev. Yr. H1901 lacs) land, including stamp duty, land development cost, other administrative and security cost, acquired as per agreement dated on 24-Sept-2015 on 'As and Where' basis. Certain portion of the said land has been un-authorisedly occupied by other persons. The Company is taking necessary steps to get the said land vacated from such unauthorised occupants. However, the land has already been conveyed in favour of the Company.
- 2 In addition to above during the year Company has paid H892.35 lacs as compensation (including stamp duty, brokerage and other incidentals) to other parties to remove their name from the property card in order to convey the title of the said land in the favour of the Company.

#### d) SRA Land at Kandivali (Akurli)

The Company has acquired freehold land measuring 5937 sq mtrs with 282 hutments from M/s Navkar Construction for the purpose of redevelopment jointly with the said firm.



## Notes attached to and forming part of the accounts

- e) Work in Progress includes H973.08 lacs (Prev.Yr.H930.86 lacs) incurred towards development of infrastructure by the subsidiary company on the land which is in principle agreed to be developed jointly belonging to the promoters of the Group, after obtaining certain statutory approvals. However, if such approvals are not received within the reasonable time or otherwise agreed between the parties, the said amount will be recovered from the consideration of sale of constructed area allotted to them under Phase - I of Atgaon project or otherwise.
- f) Share in the joint venture includes H3000 lacs being the advance given by joint venture company to other entities of the joint venture partner, out of the funds provided by the Company towards procurement of land and development rights. The Company entered into a supplementary agreement dated 22-Apr-2017 with the concerned parties to transfer the land directly to the Company within a stipulated time, on the selection and jointly earmarking the area of the land which is expected to be completed soon. The Joint venture company has also obtained the confirmation of such advances. In view of that the Board is of the opinion that the above advances are good and recoverable. On the completion of the transfer of the land in the name of the Company, the shares held by the Company will be transferred to the other partner / nominee.

### Note 15 Trade Receivables

Particulars	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(Unsecured, considered good unless otherwise stated)				
Outstanding for the period of more than six months				
- Considered good *	118.85		38.64	
- Considered doubtful	88.15		69.22	
	207.00		107.86	
Less : Provision for Doubtful debts	(88.15)	118.85	(69.22)	38.64
Others		90.78		414.58
		209.63		453.22

\* Due from a related party H34.52 lacs, which has since been received.

Trade receivables include H84.63 lacs (Prev. Yr. H69.63 lacs) towards maintenance charges recoverable from the customers after handing over the possession in respect of Bhivpuri Project which have been disputed by them. The matter is under negotiation and recovery thereof would depend on final outcome in the matter. However as per prudent policy, the management has made a provision of H70.77 lacs (Prev. Yr. H56.16 lacs) in the accounts.

### Note 16 Cash & Cash Equivalents

	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
1 Balance with bank				
(i) Current A/c.	292.84		221.43	
(ii) Unpaid Dividend	15.33		16.38	
(iii) Term Deposits against guarantee (incl. accrued interest)	65.73	373.90	6.57	244.38
2 Cheques on hand				70.22
3 Cash on hand		17.95		9.09
4 Share in Joint venture		0.54		0.54
		392.39		324.23

## Notes attached to and forming part of the accounts

### Note 17 Short-term Loans and Advances

	As at 31.03.2017		As at 31.03.2016	
	H in Lacs		H in Lacs	
(Unsecured, considered good except stated otherwise)				
1 Loans & advances to related parties		-		0.44
2 Loans & advances to others				
Loans (Considered good) *		179.37		35.16
3 Advances recoverable in cash or kind for value to be received				
Considered good	461.20		181.31	
Considered Doubtful	5.54		1.22	
	466.74		182.53	
Less : Provision for Doubtful Loans & Advances	(5.54)	461.20	(1.22)	181.31
4 Employee Benefit Plan Assets (Net) As per AS-15		12.30		11.31
5 Security Deposits		-		0.62
		652.87		228.84

\*Includes H39.37 lacs due from erstwhile subsidiary Company.

### Note 18 Contingent liabilities and Commitments (not provided for):

- Guarantee given by a bank on behalf of the Company amounting to H63.50 lacs against lien of term deposits.
- Capital contracts remaining to be executed not provided for H15 lacs (net off advances).
- Claim against Company not acknowledged as debt. H104.95 lacs

### Note 19 Revenue from operations

Particulars	2016-17		2015-16	
	H in Lacs		H in Lacs	
(i) Sales		4931.89		13333.06
(ii) Other Operating revenues				
Interest received on overdue payments		52.29		82.15
Surrender & forfeitures		29.64		39.26
Contribution towards other amenities		326.34		1054.63
Brokerage received		9.41		4.96
Project Consultancy/Supervision charges		40.00		-
		5389.57		14514.06

### Note 20 Other Income

Particulars	2016-17		2015-16	
	H in Lacs		H in Lacs	
Dividend received		553.36		690.30
Interest received		14.58		34.35
Sundry balances written back		54.19		20.06
Profit on sale of investments		115.13		182.84
Profit on sale of fixed assets		-		0.01
Rent received		6.00		8.00
Miscellaneous income		6.51		3.39
		749.77		938.95



## Notes attached to and forming part of the accounts

### Note 21 Cost of Construction

Particulars		2016-17 H in Lacs	2015-16 H in Lacs
Expenses incurred during the year			
Land / Land related cost	A1	1.19	17.00
Development & Construction Cost	A2	2873.26	3839.20
Administration Cost	A3	486.98	564.48
Marketing Cost	A4	192.96	321.74
Finance Cost	A5	33.16	67.93
Expenses related to Chembur SRA project	A6	941.17	-
		4528.72	4810.35
<b>NOTE NO 'A1'</b>			
<b>LAND / LAND RELATED COST</b>			
- Land		-	-
- Land Related Expenses		1.19	17.00
		1.19	17.00
<b>NOTE NO 'A2'</b>			
<b>DEVELOPMENT &amp; CONSTRUCTION COST *</b>			
Materials Consumed :			
Opening Stock		57.87	269.70
Add : Purchases during the year		799.65	589.77
Less : Closing Stock		857.52	859.47
		72.90	57.87
		784.62	801.60
Less : Post Possession Maintenance		-	26.53
		784.62	775.07
Labour charges (incl.works contract)		1345.26	1903.18
Other construction expenses		201.48	253.09
Infrastructure cost		561.78	1071.99
Legal & Professional / Service charges		74.28	56.41
Electricity Expenses		41.56	58.82
Royalty		116.20	-
Less : Construction Cost from Land Owners		(251.92)	(279.36)
		2873.26	3839.20
* includes H407.81 for SRA Chembur.			
<b>NOTE NO 'A3'</b>			
<b>ADMINISTRATION COST</b>			
<b>Employee benefit expenses</b>			
- Salaries		427.94	386.21
- Contribution to Provident & other funds		13.91	15.07
- Staff Welfare Expenses		3.84	4.68
Legal & Professional Fees		29.35	19.10
Insurance		1.96	10.05
Rates & Taxes		7.15	17.19
Repairs & Maintainance		-	7.05
Site Expenses		-	45.49
Miscellaneous expenses		2.83	59.64
		486.98	564.48

## Notes attached to and forming part of the accounts

### Note 21 Cost of Construction (contd.)

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
<b>NOTE NO 'A4'</b>		
<b>MARKETING COST</b>		
Advertisements	89.39	193.06
Brokerage	10.95	71.50
Rates & Taxes	43.15	12.09
Miscellaneous expenses	49.47	45.09
	<b>192.96</b>	<b>321.74</b>
<b>NOTE NO 'A5'</b>		
<b>FINANCE COST</b>		
Interest and other finance charges	33.16	67.93
	<b>33.16</b>	<b>67.93</b>
<b>NOTE NO 'A6'</b>		
<b>EXPENSES RELATED TO CHEMBUR SRA PROJECT</b>		
Facilitation expenses	199.50	-
Brokerage paid	300.00	-
Land Premium & Fees to SRA Authority	314.61	-
Others	127.06	-
	<b>941.17</b>	<b>-</b>

### Note 22 (Increase)/Decrease in stock

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Closing Stock		
Completed Flats / Shops	1086.72	1855.21
Work in progress	4597.85	3229.81
	<b>5684.57</b>	<b>5085.02</b>
Less : Opening Stock		
Completed Flats / Shops	1855.21	844.96
Work in progress	3229.81	10731.05
	<b>5085.02</b>	<b>11576.01</b>
	<b>(599.55)</b>	<b>6490.99</b>

### Note 23 Employee benefit expenses\*

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
1 Salaries & Bonus	448.73	378.22
2 Company's Contribution to Provident & other funds	22.05	18.34
3 Staff Welfare Expenses	5.67	6.25
4 Contribution to Gratuity fund as per AS-15	13.39	9.53
5 Insurance premium - Group health / accident	24.64	17.61
	<b>514.48</b>	<b>429.95</b>

\* Excluding the expenses related to construction debited to cost of construction in Note "A3".



## Notes attached to and forming part of the accounts

### Note 24 Finance cost\*

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Interest	5.34	7.95
Bank Charges	-	2.51
	5.34	10.46

\* Excluding the expenses related to construction debited to cost of construction in Note "A5".

### Note 25 Other Expenses\*

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Rent	134.11	129.87
Insurance Expenses	9.64	2.65
Auditors remuneration :		
Audit Fees	18.50	22.50
Other Services	5.43	2.10
	23.93	24.60
Managerial Remuneration	59.93	60.04
Board Meeting Fees	6.00	4.95
Legal, Professional & Service Charges	117.82	118.20
Telephone & Postage Expenses	24.36	16.23
Repairs & Maintenance		
- Others	9.19	13.89
- Post Possession Maintenance	24.53	48.74
	33.72	62.63
Motor Car Expenses	61.79	52.46
Electricity Expenses	48.68	19.31
Miscellaneous Expenses	130.42	72.94
Loss on Sale of Fixed Assets / Discarded	6.93	-
Donations	32.70	56.75
Share of Loss in Partnership	5.96	5.25
Provision for Doubtful Debts / Advances	123.51	66.82
Rates & Taxes	39.94	12.23
Business Promotion expenses	55.05	65.65
Fees & Charges	-	5.50
Marketing and Publicity expenses		0.00
Brokerage	119.55	35.18
Advertisement expenses	82.22	238.29
Legal & Professional Fees & Service charges	47.33	52.29
Others	48.72	65.07
	297.82	390.83
	1212.31	1166.91

\*Certain expenses have been apportioned to the respective project and debited to cost of construction in Note "A3" & "A4"



## Notes attached to and forming part of the accounts

### Note 26 Exceptional Items

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Reversal of diminution in value of investments	8.01	13.18
Provision for diminution in value of LLC	(15.39)	(15.39)
Provision for doubtful loans & advances	-	(115.00)
	(7.38)	(117.21)

### Note 27 Expenditure in Foreign Currency

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Travelling expenses	2.48	4.23
Marketing and Publicity expenses	0.94	-
Fees & Stamp	0.75	-

### Note 28

Loans & Advances, Sundry Debtors, Creditors are subject to confirmations and reconciliations.

### Note 29

The disclosures in respect of the Defined Benefit Gratuity plan (to the extent of information made available by LIC) are given below as per AS-15:

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
<b>Change in present value of obligation :</b>		
Obligation at beginning of the year	91.25	75.33
Current Service Cost	9.72	10.24
Interest Cost	7.30	6.03
Actuarial (gain)/loss	4.70	0.25
Benefit paid	(1.77)	(0.60)
Obligation at the end of the year	111.20	91.25
<b>Change in Plan Assets :</b>		
Fair Value of Plan Assets at beginning of the year	102.56	76.71
Expected return on plan assets	8.33	6.99
Actuarial gain / (loss)	-	-
Contributions	14.38	19.46
Benefit paid	(1.77)	(0.60)
Fair value of plan Assets at the end of the year	123.50	102.56
<b>Reconciliation of present value of the obligation and the fair value of plan Assets and amounts recognized in the Balance Sheet:</b>		
Present value of the obligation at the end of the year	111.20	91.25
Fair Value of plan Assets at the end of the year	123.50	102.56
Net Assets/(Liability)	12.30	11.31
<b>Gratuity cost recognised for the year :</b>		
Current service Cost	9.72	10.24



## Notes attached to and forming part of the accounts

### Note 29 (contd.)

The disclosures in respect of the Defined Benefit Gratuity plan (to the extent of information made available by LIC) are given below as per AS-15:

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Interest Cost	7.30	6.03
Expected return on plan assets	(8.33)	(6.99)
Actuarial (gain) / loss	4.70	0.25
Net gratuity cost (gain) / loss	13.39	9.53
<b>Asumptions :</b>		
Discount rate	8.00	8.00
Rate of growth in salary levels *	5	5

\* The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and relevant factors.

### Note 30

The Company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to the amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

### Note 31 Related Party Disclosures

1 Related party disclosures, as required by AS-18, "Related Party Disclosures" are given below:

i List of Joint Venture

Viva Poddar Housing Pvt. Ltd

ii List of Partnership Firms (Associates) :

Organically Grown Group LLC

Nav Nirman Agro

Shiv Shakti Developers

Mahaganpati Developers LLP

iii Enterprises over which Key Management personnel/Relatives have significant influence:

Poddar Bhumi Holdings Ltd

Brite Merchants Ltd

Poddar Heaven Homes Ltd

Poddar Amalgamated Holdings Pvt. Ltd

Poddar Shikshan Sanstha

Poddar Foundation

Poddar Infrastructure Pvt. Ltd

Poddar Natural Resources And Ores Ltd

Poddar Leisure Infrastructure Pvt. Ltd

Poddar Housing Pvt. Ltd

Janpriya Traders Ltd

Mumbaikar Festival Conveners LLP

iv Key Managerial Person:

Shri Dipak Kumar Poddar – Executive Chairman

Shri Rohitashwa Poddar - Managing Director

Shri Om Bhutada - Chief Financial Officer

Shri Chandrakant Sharma - Company Secretary

## Notes attached to and forming part of the accounts

Note 31(2) The following transactions were carried out with the related parties in the ordinary course of business:

(a) Details relating to parties referred to in Items 1(i) (ii) and (iii) above

H in Lacs

Particulars	A		B		C		Total A+B+C	
	Joint Venture		Invemnt in Partnership		Enterprises over which key Management personnel/Relatives have significant influence			
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Opening Balance	3270.18	3270.18	39.97	39.37	(4.56)	(5.00)	3305.59	3304.55
Interest receivable	-	-	-	-	-	29.00	-	29.00
Receipt against interest receivable	-	-	-	-	-	(29.00)	-	(29.00)
Advance Received	-	-	-	-	(0.36)	(3.78)	(0.36)	(3.78)
Advance repaid	-	-	-	-	0.36	3.78	0.36	3.78
Advance Given	-	-	-	5.00	0.51	2.00	0.51	7.00
Advance recovered	-	-	-	-	(0.51)	(2.00)	(0.51)	(2.00)
Expenses incurred by us on behalf of others	-	-	-	0.01	54.17	102.68	54.17	102.69
Amount recovered against exp. incurred on behalf of others	-	-	-	(0.01)	(39.40)	(86.72)	(39.40)	(86.73)
Rent receivable/(payable)	-	-	-	-	(54.12)	(51.52)	(54.12)	(51.52)
Rent (received) / paid	-	-	-	-	40.77	36.00	40.77	36.00
Sales / (Purchase) of Fixed Assets	-	-	-	-	(1.55)	-	(1.55)	-
Amt. received / (Paid) agaianst Sales	-	-	-	-	0.13	-	0.13	-
Sales of Immovable Property	-	-	-	-	-	1000.00	-	1000.00
Amt. received agaianst Sales	-	-	-	-	-	(1000.00)	-	(1000.00)
Donation	-	-	-	-	-	5.00	-	5.00
Donation given	-	-	-	-	-	(5.00)	-	(5.00)
Consultancy charges	-	-	-	-	46.00	-	46.00	-
Consultancy charges received	-	-	-	-	(11.48)	-	(11.48)	-
Amount transferred from subsidiary to enterprises	-	-	-	-	-	0.19	-	0.19
Amount receivable/payable last year (received) / paid during the year	-	-	-	(4.40)	(0.44)	(0.19)	(0.44)	(4.59)
Balance Receivable/payable as at year end	3270.18	3270.18	39.97	39.97	29.52	(4.56)	3339.67	3305.59



## Notes attached to and forming part of the accounts

### (b) Details relating to parties referred to in Items 1 (v) above

Managerial Remuneration	Executive Chariman H in Lacs	Managing Director H in Lacs	Chief Financial Officer	Company Secretary
Salary & Allowances	23.76	30.00	71.97	14.22
	(23.76)	(30.00)	(39.62)	(11.10)
Perquisites	1.71	8.01	0.71	0.53
(as valued as per Income tax rules)	(1.03)	(4.72)	(-)	(-)
Contribution to PF & other fund	-	3.60	-	-
	(-)	(3.60)	(-)	-
<b>Total</b>	<b>25.47</b>	<b>41.61</b>	<b>72.68</b>	<b>14.75</b>
	<b>(24.79)</b>	<b>(38.32)</b>	<b>(39.62)</b>	<b>(11.10)</b>

### (c) Details of related party transactions of Domestic subsidiary

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
1 Poddar Amalgamated Holdings P.Ltd		
i Loan taken in earlier year	-	50.00
Loan repaid	-	(50.00)
ii Interest		
Opening balance	3.13	6.75
Interest Expenses	-	3.13
	3.13	9.88
Interest Repaid	(3.13)	(6.75)
	-	3.13
iii Rent	1.08	1.08
Rent paid	(1.08)	(1.08)
iv Advance taken	-	-
Advance repaid	-	-
2 Poddar Heaven Homes Ltd (formerly known as Knitrite Apparelco Ltd)		
i Advance taken	-	10.88
Advance Repaid	-	(10.88)
3 Poddar Bhumi Holdings Ltd (formerly known as Suvijay Exports Ltd)		
Opening balance	262.00	262.00
i Loan taken	-	-
	262.00	262.00
Interest		
Opening balance	28.30	33.28
ii Interest	28.30	28.30
	56.60	61.58
Interest Repaid	(28.30)	(33.28)
	28.30	28.30
4 Key Managerial Person and Relatives		
1 Dipak Kumar Poddar - Director		
Opening balance	265.14	285.69

## Notes attached to and forming part of the accounts

(c) Details of related party transactions of Domestic subsidiary

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Amount received towards sale of area allotted under JDA	(290.84)	138.60
	(25.70)	424.29
Recovery of construction cost & statutory payments collected/ (made) on behalf	209.03	(159.15)
	183.33	265.14
2 Rohitashwa Poddar - Director		
Opening balance	240.99	239.04
Amount received towards sale of area allotted under JDA	(282.18)	157.46
	(41.19)	396.50
Recovery of construction cost & statutory payments collected/ (made) on behalf	232.47	(155.51)
	191.28	240.99
3 Shruti Nahar - Relative of Director		
Legal & Professional Fees Paid	3.96	2.10
4 Manju Dhoot - Relative of Director		
Salary & Allowances paid	-	4.90
5 Sheetal Dhoot - Relative of Director		
Salary & Allowances paid	4.64	-
6 Sheetal / Sagar Dhoot - Relative of Director		
Received towards sale of shop at arm's length price	0.43	3.65

### Note 32

Disclosure of provision as required under AS – 29 on ' Provisions, Contingent Liabilities and Contingent Assets' issued by the Institute of Chartered Accountants of India.

Nature of provision	Leave Encashment H in Lacs	LTA H in Lacs
Opening Balance	-	3.07
	(7.57)	(5.40)
Additions	-	4.74
	-	(2.92)
Utilization	-	3.07
	(7.46)	(5.25)
Reversal	-	-
	(0.11)	-
Closing Balance	-	4.74
	(0.00)	(3.07)



## Notes attached to and forming part of the accounts

### Note 33

#### Earnings Per Share (EPS)

Particulars	2016-17 H in Lacs	2015-16 H in Lacs
Net Profit for the Year (H In Lacs)	325.51	1665.05
Weighted average number of equity shares		
Basic (in Numbers)	6315400	6315400
Diluted (in Numbers)	6315400	6315400
Nominal value of shares (in H)	10	10
Earning per share (in H)		
Basic	5.15	26.36
Diluted	5.15	26.36

### Note 34 Pending Litigations against the Company

- In Case of Bhivpuri project, certain occupants and four societies out of 12 societies of the said project have filed criminal complaint against the Company in the matter of occupation certificate issued by the Gram panchayat in 2014, erroneously, claiming it should have been issued by the Collector. The Company states that these litigants are residents and societies from a large group of residents which have not paid huge past dues for maintenance to the Company and hence this is an unwarranted complaint. However to maintain its image and put the matter finally to rest, the Company has made necessary applications for re approval of the OC as required and also contesting the matter suitably in the concerned court. Further the Company is voluntarily providing certain additional facilities to the residents to pacify them in the matter. The total cost of the same is estimated at H100 lacs.
- The Company had received demand for additional payments of stamp duty in respect of Goregaon Land against Registrar document No.10117 dated 21-Dec-2013 of H19.70 lacs (Prev. Yr. H19.70 lacs) which is disputed by the Company. The same will be accounted for as and when the matter is settled.
- The Company has received a fresh demand dt.10 -Mar - 2017 towards open land tax in respect of Tisgaon land raised by the Kalyan Dombivali Municipal Corporation of H138.56 lacs after adjusting the payment (under protest) made in the earlier years. The balance amount will be accounted for as and when the matter is settled.

In addition to above, and as per the information available with the Company, there are no litigations pending against the Company which could have significant financial impact on the Company, except in the normal course of business.

### Note 35 Disclosure on specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA G.S.R.308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below :

Particulars	SBNs*	Other Denomination	Total
Closing Cash in hand as on November 08, 2016	1822000	959894	2781894
(+) Permitted Receipts	-	2873952	2873952
(-) Permitted Payments	-	2741456	2741456
(-) Amount deposited in Banks	1822000	113700	1935700
Closing Cash in hand as on December 30, 2016		978690	978690

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

## Notes attached to and forming part of the accounts

### Note 36

Additional information as required under Schedule III of Companies Act, 2013 in respect of Consolidated Financial Statements

Particulars	Net Assets, i.e., total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated net assets	Amount	As % of Consolidated net assets	Amount
<b>A Parent</b>				
Poddar Housing and Development Ltd	98.31%	22152.90	34.13%	111.09
<b>B Subsidiaries</b>				
<b>i Indian</b>				
Poddar Habitat Pvt. Ltd	1.69%	379.73	65.87%	214.42
<b>C Joint Ventures (as per proportionate consolidation method)</b>				
<b>Indian</b>				
1 Viva Poddar Housing Pvt. Ltd	0.00%	0.50	-	-
	<b>100.00%</b>	<b>22533.13</b>	<b>100.00%</b>	<b>325.51</b>
<b>Associates / Partnership** (Investment as per the equity method)</b>				
<b>Indian</b>				
1 Nav Nirman Agro		8.97		(0.12)
2 Shiv Shakti Developers		35.65		-
3 Mahaganpati Developers LLP		0.68		0.22
<b>Foreign</b>				
1 Organically Grown Group LLC		4.39		(5.62)
** Impact for the same has already been considered in the Financial statements of the respective parent company.				

### Note 37

As per the provisions of Section 135 of the Companies Act 2013, the Company was required to contribute an amount of H44.34 lacs towards CSR activities, whereas, during the year the Company has contributed an amount of H25 lacs. The balance amount shall be utilised towards the said CSR activities in the forthcoming year.

### Note 38

The Company is dealing in only real estate segment. Hence, AS-17 on 'Segment Reporting' is not applicable to the Company.

### Note 39

The figures in the bracket represent the figures of the previous year.

### Note 40

Previous year figures are regrouped/re-arranged wherever necessary.

As per our report of even date

For R.S.SHAH & CO.  
Chartered Accountants  
Firm's Registration Number:109762W

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Place : Mumbai  
Dated : 16th May 2017

For and on behalf of the Board  
Dipak Kumar Poddar  
Executive Chairman

Omprakash Bhutada  
President & Chief Financial Officer

Chandrakant Sharma  
Company Secretary

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director







## Poddar Housing and Development Limited

CIN: L51909MH1982PLC143066

Registered Office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills Compound, 126, N. M. Joshi Marg, Lowerparel (W), Mumbai – 400013

Tel : 022-66164444 Fax : 022-66164409 ; Email : chandrakant.sharma@poddarhousing.com Website: www.poddarhousing.com

### ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	
Joint holder(s)	
No. of Shares held	

- 1) I hereby record my presence at the Thirty Fifth ANNUAL GENERAL MEETING of the Company being held on Thursday 17th August, 2017, at 03.00 p.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chamber, Churchgate, Mumbai 400020, Maharashtra.
- 2) Signature of the Shareholder/Proxy Present
- 3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 4) Shareholder / Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

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### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	PASSWORD / PIN
106539	Please Refer the Address Sticker

**Note:**

The Voting period starts from 09.00 a.m. on Monday 14th August, 2017 and ends at 5.00 p.m. on Wednesday 16th August, 2017. Thereafter, the voting module will be disabled by NSDL. Kindly refer e-voting instructions on the notice of AGM.





## Poddar Housing and Development Limited

CIN: L51909MH1982PLC143066

Registered Office: Unit No.3-5, Neeru Silk Mills, Mathurdas Mills Compound, 126, N. M. Joshi Marg, Lowerparel (W), Mumbai – 400013

Tel : 022-66164444 Fax : 022-66164409 ; Email : chandrakant.sharma@poddarhousing.com Website: www.poddarhousing.com

### PROXY FORM

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

Name of the Member(s) :	
Registered Address:	
E-mail ID:	
Folio No./Client ID:	
DP ID:	

I/We being the member(s) of \_\_\_\_\_, shares of the above named company, hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Fifth Annual General Meeting of the Company, to be held on Thursday 17th August, 2017, at 3.00 p.m. at Kilachand Conference Room, 2nd Floor, India Merchant Chamber, Churchgate, Mumbai 400020, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolution No.:

- To consider and adopt
  - the audited financial statement of the Company for the financial year ended 31st March 2017, the Reports of the Board of Directors' and Auditors' thereon.
  - the audited consolidated financial statement of the Company for the financial year ended 31st March 2017
- To declare dividend on Equity Shares for the year ended 31st March, 2017.
- To appoint a Director in place of Mr. Rohitashwa Poddar (DIN 00001262), who retires by rotation and being eligible, offers himself, for re-appointment.
- To approve the appointment of statutory Auditors and to fix their remuneration.

#### SPECIAL BUSINESS

- To pass a Special resolution for approval of appointment of Shri Dipak Kumar Poddar as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years with effect from 31st March 2017.
- To pass a resolution for approval of the remuneration payable to Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2018.
- To pass a resolution for approval of appointment Mrs. Prakriti Poddar as Chief Operating Officer (COO) of the Company.
- To pass a Special resolution for enable conversion of loan into equity.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

## Route Map to the AGM venue

Venue: Kilachand Conference Room, 2nd Floor, Indian Merchant Chamber, Churchgate, Mumbai 400020, Maharashtra











**PODDAR**  
—HOUSING—  
HOMES FOR LIFE

Registered Office

Unit No. 3-5, Neeru Silk Mills, Mathurdas Mills Compound, 126,  
N. M. Joshi Marg, Lowerparel (W), Mumbai - 400 013

Website: [www.poddarhousing.com](http://www.poddarhousing.com)