



ISO 9001 : 2008 Company

## Satra Properties (India) Limited

Dev Plaza, 2nd floor, Opp. Andheri Fire Station, S.V.Road, Andheri (West), Mumbai - 400 058.  
Tel: +91 - 22 - 2671 9999 • Fax: +91 - 22 - 2620 3999 • E-mail: info@satraproperties.in

Date: 8<sup>th</sup> October, 2016

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
E-mail: corp.relations@bseindia.com

**Sub: Submission of Adopted Annual Report for the Financial Year 2015-16**

**Ref: BSE Code No. 508996**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the Financial Year 2015-16 as approved by the members in its 33<sup>rd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016

Kindly take the above on record and oblige.

Thanking you.

For Satra Properties (India) Limited

A handwritten signature in blue ink, appearing to read 'Manan Y. Udani'.

**Manan Y. Udani**

**Company Secretary & Compliance Officer**

Encl: As above





**SATRA**  
PROPERTIES (INDIA) LTD.



# Shaping Tomorrow...Today!

Annual Report 2015-16



# Celebrity living finds a new address in Bandra.

## Satra LE88 – Bandra’s latest iconic landmark.

Satra Group has emerged as a name to reckon with; where the city finds its piece of exclusivity. We have been torch-bearers for lifestyle residential & commercial projects that adorn not just the cityscape, but also other prime addresses pan-India. Throughout our journey, we have been instrumental in transforming spaces, and equipping them with luxuries, amenities and unparalleled experiences. A feat that has been achieved on our sheer merit.

Excellence comes inherent to us. Understanding customer desires, preparing a sketch of prospective growth, and designing spaces around their luxurious aspirations. These are just a few of the many protocols, which have enabled us become who we are today – *People’s preferred developer!*

With LE88 *Limited Edition Residences*, we enter a new horizon of ultra-luxury living in the queen of suburbs. An iconic creation overlooking Mumbai’s modern marvel, The Bandra Worli Sea-Link, LE88 promises an unparalleled lifestyle. Every feature is intricately crafted to offer you the highest standards in refined luxury.

Bask in tailor-made comforts as you enjoy unending views of the Arabian Sea from your private sundeck. Or indulge in a host of premium amenities, including the most significant one – *Peace of mind!* Experience a regal welcome, as we sprawl a modern kingdom at your feet, time and again.

High time that the City of dreams finally wakes up to authentic royalty. May we propose a toast to a life less ordinary!





**BANDRA - SEA LINK**

## LIMITED EDITION HOMES THAT CELEBRATE YOUR BEING!

4 BHK SEA FACING PREMIUM LUXURY RESIDENCES

Situated in the heart of Bandra | Extravagant lifestyle features on ground, podium and terrace level | Interiors designed by HBA, Singapore & Gauri Khan | Advanced 3 tier security & CCTV surveillance | 3 level podium parking Private lift with biometric entry | Private lobby and extravagant living rooms & more

Actual View



Disclaimer: The specifications, images and other details herein are only indicative and the developers/owners reserve their rights to change any or all of these in the interest of the development. This printed material does not constitute an offer and/or contract of any type between the developer/owner and the recipient. Any purchase/lease of this development shall be governed by the terms and conditions of the agreement for sale/lease entered into between parties and no details mentioned in this printed material shall in anyway govern such a transaction.

# Chairman's Message



IN THE  
MIDDLE OF  
DIFFICULTY LIES  
OPPORTUNITY.

**ALBERT  
EINSTEIN**



*Dear Shareholders,*

With the continuous efforts of the Government for ease of doing business, the constitutional amendment bill passed by both the houses of Parliament, paving way for the most awaited Goods and Service Tax bill, enactment

of Real Estate (Regulation and Development) Act and other major reforms, would result in the positive impact on the Indian economy and the real estate sector in coming years.

The process of various socio economic reforms pushed by the Government, will result in GDP growth to 7.20%, and is one of the fastest growing economy in the world. As this will result in spur in the consumer demand, and will eventually benefit the real estate industry.

Over the past several years, the Board has overseen the firm's evolution and growth. The Board strives continually to take a proactive approach to ensure that the appropriate structures and processes are in place to facilitate independent and effective oversight of operations, capital deployment, strategic growth initiatives and risk management practices. Subdued property price growth expectancy and booming financial investment alternatives have weakened the investment rationale for property, thereby keeping investors away. On the other hand, for end users, high property prices and low income growth continue to be the top concerns. For the road ahead, we believe steady enquiries mainly in the affordable and mid-segment is likely to bring back fence sitters. Falling interest rates coupled with the introduction of Real Estate (Regulation and Development) Act, 2016 are expected to stimulate end user demand due to the Developer's accountability, commitment, discipline & transparency.

Howsoever, despite of all the adversities during the year under review various ongoing projects gained momentum. During the financial year 2015-16, your company achieved turnover of ₹ 86 crores. That was increase of 149% as compared to the previous financial year due to increase in performance activities. Also, going forward various existing projects are gaining momentum, which will help company to generate the desired growth in terms of revenue and performance.

Your company has recently unveiled one of its prestigious residential project, spread over free hold land admeasuring 5560 Sqmetres in Matunga, CR Mumbai, having a development plan of 3 to 4 years. The management is committed to its expansion plans over a period of 5 years that will ensure unlocking the potential value of the projects, thereby creating wealth.

I extend thanks to my fellow directors for their ongoing commitment and our dedicated and hardworking employees who have enabled your company to hold its head high even in these challenging times. On behalf of the Board, I would also like to thank you, our shareholders, for your support. We remain committed towards sustained wealth creation, reduced finance cost and increased efficiency.

Regards,

**PRAFUL N. SATRA**

CHAIRMAN &  
MANAGING DIRECTOR



# LIVE BY THE FREEWAY.

DRIVE FAST ON LANE OF LIFESTYLE & COMFORT.



SATRA  
GROUP

— AT —

SATRA'S  
**EASTERN HEIGHTS**  
Your Comfort by the Freeway

ON EASTERN FREEWAY, UPPER CHEMBUR

— HOMES THAT SUIT YOUR EVERY NEED —

1BHK-580 SQ.FT.\* | 1.5BHK- 751 SQ.FT.\* | 2BHK- 891 SQ.FT.\*

(\*USABLE CARPET AREA)

MULTI-STOREY TOWER OFFERING SPACIOUS 1, 1.5 & 2 BHK APARTMENTS ADJACENT TO THE FREEWAY | WIDE BALCONIES FOR GRAND VIEW & EXPERIENCE DOUBLE HEIGHT ENTRANCE LOBBY | FINEST LIFESTYLE FACILITIES

Disclaimer: The specifications, images and other details herein are only indicative and the developers/owners reserve their rights to change any or all of these in the interest of the development. This printed material does not constitute an offer and/or contract of any type between the developer/owner and the recipient. Any purchase/lease of this development shall be governed by the terms and conditions of the agreement for sale/lease entered into between parties and no details mentioned in this printed material shall in anyway govern such a transaction.

[www.satraproperties.in](http://www.satraproperties.in)



# JODHPUR'S FIRST ALL-INCLUSIVE BUSINESS DESTINATION

**WORK IN FULL SWING**

**RETAIL**



**OFFICES**



**HOSPITALITY**



**SATRA  
PLAZA**  
NAI SADAK, JODHPUR

Disclaimer: The information contained in this banner is intended, solely to provide general information for discussion purpose to the prospective buyer and will not constitute or form part of any agreement or form the basis of any contract no warranty, neither representation nor covenant is given or implied as to the accuracy of the whole or any part of this information All plans, drawings, amenities, facilities, etc. are subject to the approval of the respective authorities and would be changed, if necessary. The discretion remains with the developer.



# SATRA MAHAVIR VILLE

----- MATUNGA CENTRAL -----



Actual Photograph

## PROJECT HALLMARKS:

PROPOSED 41 STOREY SKY CLASS TOWER

2, 2.5 & 3 BHK RESIDENCES

CUSTOMISABLE 4 & 5 BHK PALATIAL ABODES

HOMES STARTING FROM 90FT. ABOVE GROUND

EXPANSIVE PODIUM RECREATION ON 7<sup>TH</sup> LEVEL

5 LEVEL PODIUM CAR PARKING

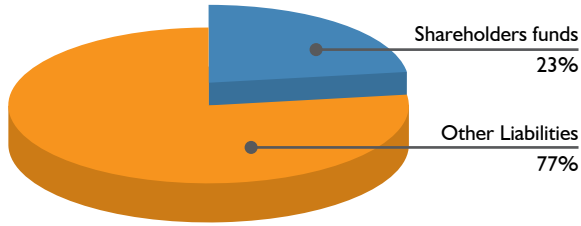


# Financial Highlights

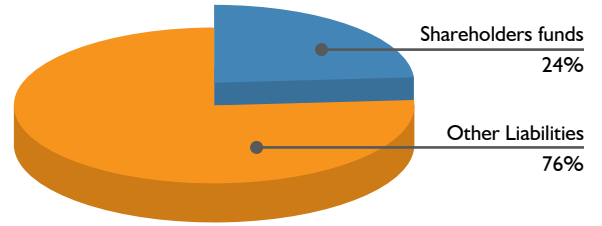
5 Years Financial Highlights						INR in Lacs
Sr. No.	Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
1	Total Revenue	10,102	7,172	9,360	9,724	22,260
2	Earning before depreciation, interest and taxes	1,379	1,817	3,241	3,761	3,793
3	Depreciation	12	33	18	23	49
4	Earning after taxes	442	132	400	505	390
5	Market capitalisation	12,075	16,409	10,488	6,277	7,568
6	Equity share capital	3,567	3,567	3,227	3,227	3,227
	[Face value per share (₹)]	2				
7	Reserve & Surplus	7,315	7,088	6,568	6,355	6,107
8	Equity shareholder's fund	10,882	10,655	9,795	9,582	9,334
9	Equity dividend (%)	5% #	5%	5%	5%	5%
10	Term Borrowings	17,339	11,957	17,162	17,548	22,662
11	Dividend payout	178 #	178	161	161	161
12	Total assets	47,660	43,719	40,557	42,620	45,808
	Key Indicators					
1	Earning per share (₹)	0.25	0.08	0.25	0.27	0.20
2	Diluted Earning per share (₹)	0.25	0.08	0.24	0.27	0.20
3	Book value per share (₹)	6.10	5.97	6.07	5.94	5.78
4	Net profit margin	4.84%	2.28%	4.35%	6.41%	1.85%
5	Debt equity ratio	1.59	1.12	1.75	1.83	2.43
6	Return on net worth	4.06%	1.24%	4.08%	5.27%	4.18%
7	Return on capital employed	3.55%	3.91%	6.64%	7.91%	5.79%

# Subject to approval of members in 33<sup>rd</sup> Annual General Meeting of the Company

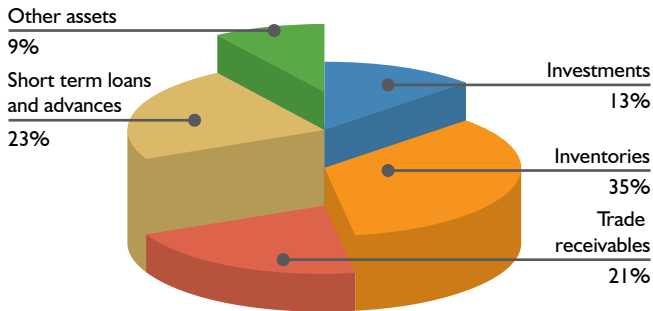
Shareholders funds and Other liabilities Standalone - 2016



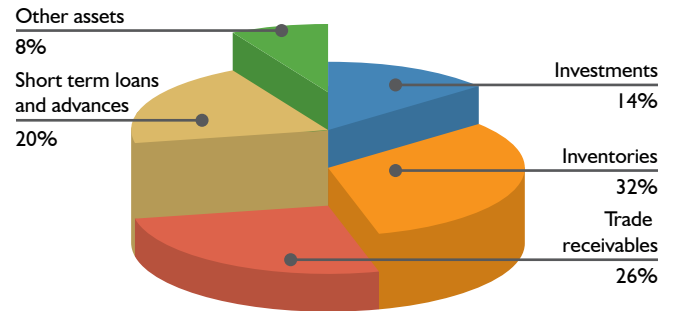
Shareholders funds and Other liabilities Standalone - 2015



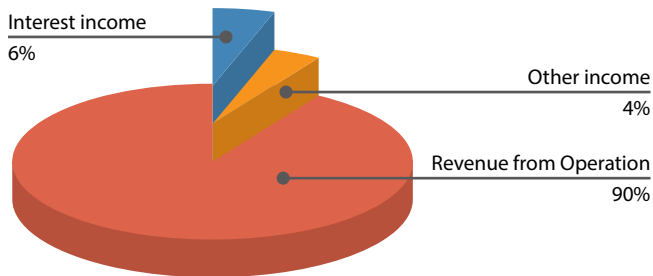
Total Assets Standalone - 2016



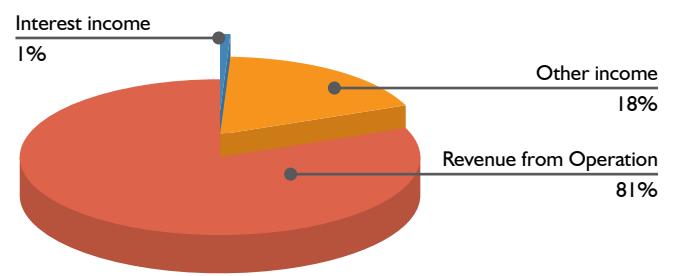
Total Assets Standalone - 2015



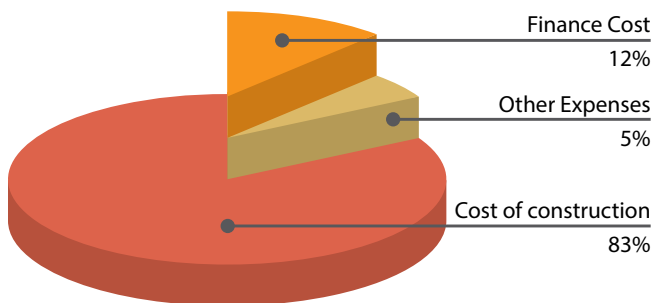
Revenue Breakup Standalone - 2016



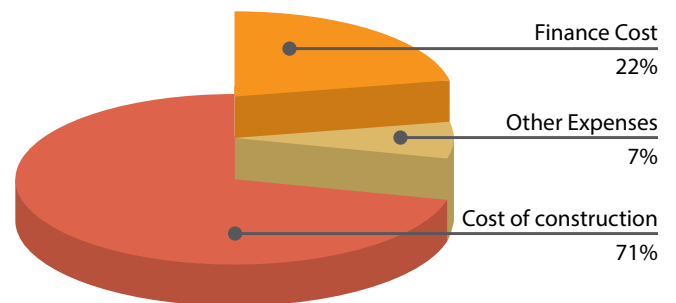
Revenue Breakup Standalone - 2015



Expenditure Standalone - 2016



Expenditure Standalone - 2015





## Visionaries' Speak



CHANGE IS  
THE ULTIMATE  
TRUTH.

**RAJAN P.  
SHAH**



One of the finest visionaries to have embraced the Real Estate business, and among the brightest luminaries at Satra Group, **Mr. Rajan P. Shah** holds the prestigious and significant position of Director at the Group. He brings along with him over 24 years of rich and first-hand experience of Conception, Management and Execution of varied Projects in the Construction industry. Giving his touch of excellence to every project he comes across, to make it the testaments of successful transformations in various parts of the country.

Combining technology with modern construction practices and business ethics with leadership values, he is a true master of the art. Leading his skills towards better quality and faster delivery of projects. Just like his in-depth experience, his associations with developments run far & wide, as far as over 3 million sq. ft. of successful completion and delivery to content customers.

His active participation right from inception to completion of every project, from guiding the Company in Liaisoning and Legal matters to the various phases of project development makes

him one of the key driving forces behind Company's resounding success over the years. Taking the company among the top names in business, and playing an integral role in building the future of the nation. Such unparalleled commitment, precision and focus time and again make him one of the key figures at Satra. As he firmly believes that *'Change is the ultimate truth. To make it an everlasting beauty is up to us.'*

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## Corporate Information

### BOARD OF DIRECTORS

**Praful N. Satra**  
*Chairman & Managing Director*

**Rajan P. Shah**  
*Director*

**Vidyadhar D. Khadilkar**  
*Independent Director*

**Sheetal S. Doshi**  
*Independent Director*

**Vishal R. Karia**  
*Independent Director*

**Kamlesh B. Limbachiya**  
*Independent Director*

### COMPANY SECRETARY & COMPLIANCE OFFICER

Manan Y. Udani

### AUDITORS

#### GMJ & Co.

3<sup>rd</sup> & 4<sup>th</sup> Floor, Vaastu Darshan, "B" Wing,  
Above Central Bank of India,  
Azad Road, Andheri (East),  
Mumbai – 400 069

### LEGAL ADVISORS & SOLICITORS

Bharat R. Zaveri

### ARCHITECTS & ENGINEERS

Vivek Bhole Architects Private Limited  
RSP Design Consultants (I) Private Limited  
JW Consultants LLP  
Electro Mech Consultant  
Planwell Architects

### BANKERS

ICICI Bank  
Axis Bank  
Syndicate Bank  
Allahabad Bank  
IDBI Bank

### INTERIOR DESIGNER

HBA, Singapore

### REGISTERED OFFICE

Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400 058.  
Tel No.: +91 (022) 2671 9999  
Fax No.: +91 (022) 2620 3999  
E-mail: [info@satraproperties.in](mailto:info@satraproperties.in)  
Website: [www.satraproperties.in](http://www.satraproperties.in)  
CIN: L65910MH1983PLC030083

### REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited  
17/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor,  
Makwana Road, Marol Naka,  
Andheri (East), Mumbai - 400 059.  
Tel No.: +91 (022) 4227 0400  
Fax No.: +91 (022) 2850 3748  
E-mail: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)  
Website: [www.adroitcorporate.com](http://www.adroitcorporate.com)

# SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058  
Tel.: 022 - 2671 9999 Fax: 022 - 2620 3999 Email: info@satraproperties.in CIN: L65910MH1983PLC030083  
Website: www.satraproperties.in



## NOTICE

Notice is hereby given that the thirty third Annual General Meeting of the members of **Satra Properties (India) Limited** will be held on **Friday, 30 September 2016 at 11.30 a.m.** at **Navinbhai Thakkar Hall, Ground Floor, Shradhdhanand Road, Vile Parle (East), Mumbai – 400 057**, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt
  - the standalone financial statements of the Company for the financial year ended 31 March 2016, including the audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and
  - the consolidated financial statements of the Company for the financial year ended 31 March 2016 including the report of the Auditors thereon.
- To declare Dividend on Equity Shares for the financial year 2015-16.
- To appoint a director in place of Mr. Rajan P. Shah (DIN: 00053917), who retires by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the Annual General Meeting held on 27 September 2014, the appointment of GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty sixth Annual General Meeting to be held in the calendar year 2019, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31 March 2017 as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors”.

### SPECIAL BUSINESS:

- Re-appointment of Mr. Praful N. Satra (DIN: 00053900) as Managing Director of the Company:  
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with Part I of Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and subject to such other requisite approvals, as may be required in this regard, consent of the members be and is hereby accorded for re-appointment of Mr. Praful N. Satra (DIN: 00053900) as Managing Director of the Company, liable to be retire by rotation, for a period of 5 (five) years, with effect from 13 May 2016 till 12 May 2021, on such terms and conditions as laid down in the Agreement entered between the Company and Mr. Praful N. Satra as the Managing Director of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement.

**RESOLVED FURTHER THAT** Mr. Praful N. Satra shall not draw remuneration (including perquisites, commission and sitting fees) in consideration of the services rendered by him as Managing Director of the Company. However, he shall be reimbursed with the expenses incurred by him during discharging his duties as the Managing Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors shall have absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said re-appointment and/or the agreement or any amendments thereto, as may be agreed between the Company and Mr. Praful N. Satra subject to the applicable provisions of the Act (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and with the approval of the Central Government, if required and pursuant to the provisions of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

- Approval of existing material related party transactions:  
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder, Regulation 23(4) read with Regulation 23(8) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing material contracts/ arrangements/ agreement/ transactions entered / to be entered into with Satra Buildcon Private Limited, being a subsidiary company, a related party as defined under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the rendering of services of works contract for an amount not exceeding in aggregate ₹ 400 Crores on such terms and conditions as may be mutually agreed upon between the Company and Satra Buildcon Private Limited.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

7. Approval of existing related party transactions:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder, Regulation 23 and other applicable regulations, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing contracts/ arrangements/ agreements/ transactions entered/ to be entered into with Mr. Praful N. Satra, being

a Managing Director of the Company, a related party as defined under section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the Leasing of property for an amount not exceeding in aggregate ₹ 8 Crores on such terms and conditions as may be mutually agreed upon between the Company and Mr. Praful N. Satra.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

8. Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and the Companies (Amendment) Act, 2015, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to approve all existing contracts/ agreements/ arrangements/ transactions already entered, whether material or not, and approve all the contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2016-17 onwards with the following parties being related parties as defined under the Act and the SEBI (LODR) Regulations, 2015 upto maximum amount as per details provided hereunder:

**Transactions as defined under Section 188(1) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (LODR) Regulations, 2015:**

Name/Category of Related Parties	Nature of Transactions	Amount
Satra Property Developers Private Limited- Wholly Owned Subsidiary	1. Providing Loans/ interest income, giving/ taking of advances 2. Making investment in securities 3. Providing corporate guarantees/collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts	₹ 1,000 Crores



Name/Category of Related Parties	Nature of Transactions	Amount
Satra Realty and Builders Limited- Step Down Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 600 Crores
Satra Estate Development Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 250 Crores
Satra Infrastructure and Land Developers Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 250 Crores
Satra Lifestyles Private Limited- Wholly Owned Subsidiary	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 100 Crores
Satra International Realtors Limited - Wholly Owned Subsidiary incorporated in Dubai	<ol style="list-style-type: none"> <li>1. Providing Loans/ interest income, giving/ taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts</li> </ol>	₹ 100 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

9. Approval of proposed transactions with related parties:

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and relevant rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof

for the time being in force as amended from time to time), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to enter into proposed contracts/ agreements/ arrangements/ transactions, whether material or not, and to approve all the proposed contracts/ agreements/ arrangements/ transactions to be entered into by the Company from the financial year 2016-17 onwards with the following related parties as defined under the Act upto maximum amount as per details provided hereunder:

**Transactions as defined under Section 188(1) of the Companies Act, 2013 and Regulation 2(1)(zc) of the SEBI (LODR) Regulations, 2015:**

<b>Name/Category of Related Parties</b>	<b>Nature of Transactions</b>	<b>Amount</b>
Satra Property Development Private Limited - Company in which Directors are interested	<ol style="list-style-type: none"> <li>1. Giving/Taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 250 Crores
Satra Buildcon Private Limited - Subsidiary Company	<ol style="list-style-type: none"> <li>1. Giving/Taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 600 Crores
RRB Realtors Private Limited - Step Down Subsidiary	<ol style="list-style-type: none"> <li>1. Giving/Taking of advances</li> <li>2. Making investment in securities</li> <li>3. Providing corporate guarantees/collaterals and securities to the lenders</li> <li>4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent</li> <li>5. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts</li> </ol>	₹ 150 Crores

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized on behalf of the Company to execute agreements, deeds, applications or any other necessary and related documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**  
**For Satra Properties (India) Limited**

**Manan Y. Udani**  
**Company Secretary**  
 Mumbai, 12 August 2016

**Registered Office:**  
 Dev Plaza, 2<sup>nd</sup> Floor,  
 Opp. Andheri Fire Station,  
 S.V. Road, Andheri (West),  
 Mumbai – 400 058





## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of business at Item Nos. 5 to 9 is appended hereto. Additional information pursuant to the Regulation 26 and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI (LODR) Regulations, 2015) and the details as required under SS-2 (Secretarial Standard-2 on General Meetings) of persons seeking appointment/re-appointment as Directors are furnished and forms part of Notice.
2. **A Member entitled to attend and vote at the thirty third Annual General Meeting** (hereinafter referred to as 'AGM') **is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** The instrument appointing the Proxy, duly completed and signed, must be deposited at the Company's Registered Office, not less than 48 hours before the commencement of AGM. Proxies submitted on behalf of the Limited Companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided that not less than three days notice in writing of the intention so to inspect is given to the company.
4. Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company's website [www.satraproperties.in](http://www.satraproperties.in)
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.  
  
The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has made necessary arrangements with Central Depository Services (India) Limited (hereinafter referred to as 'CDSL') to facilitate the members to cast their votes from a place other than venue of the AGM. Instruction and other information relating to remote e-voting are given in this Notice under Note No. 23. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 24 September 2016 to Friday 30 September 2016 (both days inclusive). If the final dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after 6 October 2016 as under:
  - a. To all the Beneficial Owners in respect of Equity Shares held in dematerialised form as per the data made available by the National Securities Depository Limited (hereinafter referred to as 'NSDL') and CDSL as of the close of the business hours on Friday, 23 September 2016 (Record date).
  - b. To all Members in respect of Equity Shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of the business hours on Friday, 23 September 2016 (Record date).
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
9. Members are requested to bring their copies of Annual report.
10. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the AGM.
11. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/ update E-mail ID/ mandates/ nominations/ power of attorney/ change of name/ change of address/ contact numbers etc. to their Depository Participants (hereinafter referred to as 'DP') with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited (hereinafter referred to as 'ACSPL') to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to ACSPL.
12. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to

ACSPL the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website [www.satraproperties.in](http://www.satraproperties.in) Members holding shares in demat mode may contact their respective DP for availing this facility.

13. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or ACSPL for assistance in this regard.
14. Kindly note that as per the SEBI (LODR) Regulations, 2015 it is mandatory for the company to print the bank account details of the investors on dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ACSPL/DP, as the case may be.
15. The Securities and Exchange Board of India has made it mandatory for all companies to use the Bank Account details furnished by the Depositories for crediting dividend. The Company has made arrangements for crediting the dividends through National Electronic Clearing Services (hereinafter referred to as 'NECS'), Electronic Clearing Services (hereinafter referred to as 'ECS'), National Automated Clearing House (hereinafter referred to as 'NACH') to investors holding shares in electronic and physical forms. Shareholders holding shares in physical form who wish to avail NECS/ECS/NACH facility, may authorize the Company with their NECS/ECS/NACH mandate in the prescribed form, which can be obtained from ACSPL. Members holding shares in electronic form may kindly note that their Bank details registered against their respective Depository Account as furnished by the respective DP to ACSPL will be used by the Company for payment of dividend and that the Company/ACSPL will not entertain any direct request from such Members for deletion of/change in such Bank details. Further, instructions if any, already given by the Members in respect of Shares held in physical form will not be automatically applicable to dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding Bank Accounts in which they wish to receive dividend, directly to their DP.
16. As per SEBI (LODR) Regulations, 2015, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the members/transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ACSPL while transacting in the securities market including transfer, transmission, transposition or any other corporate action.
17. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DP, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

18. Members may also note that the Notice of the AGM and the Annual Report 2015-16 will be available on the website of the Company - [www.satraproperties.in](http://www.satraproperties.in) and website of BSE Limited - [www.bseindia.com](http://www.bseindia.com). Notice of the AGM will also be available on the website of CDSL - [www.cdslindia.com](http://www.cdslindia.com). Members who require communication in physical form in addition to e-communication, may write to us at : [info@satraproperties.in](mailto:info@satraproperties.in)
19. The Members who are holding shares in physical form and have not registered their e-mail addresses are requested to register the same on the e-mail address - [info@adroitcorporate.com](mailto:info@adroitcorporate.com) for receiving all communications including Annual Report, Notices, Circulars etc. electronically, in order to support the 'Green Initiative'.
20. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during the business hours on any working days between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
21. Queries on accounts of the Company, if any, may be sent to the Company, at an early date so as to enable the Management to keep the information ready at the meeting.
22. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account have been transferred to the Investors Education and Protection Fund (hereinafter referred to as 'IEPF') established by the Central Government.

In accordance with the following schedule, the dividend for the following years, if unclaimed within a period of seven years, will be transferred to the IEPF:

Financial year ended	Date of declaration of dividend	Due date for transfer to IEPF	Type of dividend declared
31.03.2010	29.09.2010	28.11.2017	Final Dividend
31.03.2011	29.09.2011	28.11.2018	Final Dividend
31.03.2012	28.09.2012	27.11.2019	Final Dividend
31.03.2013	28.09.2013	27.11.2020	Final Dividend
31.03.2014	27.09.2014	26.11.2021	Final Dividend
31.03.2015	28.09.2015	27.11.2022	Final Dividend

Members who wish to claim the aforesaid unclaimed dividends, are requested to make their claims directly to the Company or to ACSPL before expiry of seven years from the date it is lying in the unpaid dividend account, without any delay for revalidation and encash them before the due dates and after complying with the prescribed procedure. The details of unclaimed dividends are available on the Company's website at [www.satraproperties.in](http://www.satraproperties.in). Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Companies unpaid dividend account shall be transferred to IEPF. Members whose amounts have been transferred to IEPF, shall be entitled to get refund of the dividend from IEPF after complying with the prescribed procedure under the Companies Act, 1956 or after complying with the prescribed procedure under the Companies Act, 2013 as and when notified.



23. Information and other instruction relating to remote e-voting are as under:

In compliance with Regulation 44(1) of SEBI (LODR) Regulations, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and amendments made thereto and SS-2, Company is pleased to offer remote e-voting facility as an option to all the Members of the Company to enable them to cast their votes electronically on all resolutions set forth in this Notice.

- (A) The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting.
- (B) The members, who have already exercised their votes through remote e-voting, may attend the Meeting but are prohibited to vote at the Meeting and their votes, if any, cast at the Meeting shall be treated as invalid.
- (C) Voting rights of the members shall be reckoned on the paid-up value of shares registered in the register of members/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Friday, 23 September 2016.
- (D) Person who is not a member as on the cut-off date should treat this notice for information purposes only.
- (E) Members having any grievances connected with the remote e-voting can contact Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent, 17/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059. Contact Person: Mr. Ganesh Salian. Telephone No. 022- 42270400; Email: ganeshs@adroitcorporate.com
- (F) Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and ballot voting at the venue of AGM in a fair and transparent manner.
- (G) The Scrutinizer shall, within a period not exceeding 2 (two) days from the conclusion of the remote e-voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of remote e-voting results and voting held at the AGM.

The result shall be declared by Chairman or person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.satraproperties.in, on the agency's website i.e. CDSL viz. www.cdslindia.com and on the Registrar and Share Transfer Agent's website i.e. Adroit Corporate Services Private

Limited viz. www.adroitcorporate.com and communicated to BSE Limited, where shares of the Company are listed.

**(I) The process and manner for remote e-voting:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday 27 September 2016 at 9.00 a.m. and ends on Thursday 29 September 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23 September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Mentioned in name and address sticker) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SATRA PROPERTIES (INDIA) LIMITED.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 23 September 2016 may obtain login details by sending a request to Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**By Order of the Board of Directors  
For Satra Properties (India) Limited**

**Manan Y. Udani**  
**Company Secretary**  
Mumbai, 12 August 2016

**Registered Office:**  
Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400 058



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

### Item No. 5:

Pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12 February 2016 had approved the re-appointment of Mr. Praful N. Satra as the Managing Director of the Company for a further period of 5 (five) years with effect from 13 May 2016 till 12 May 2021, without remuneration, subject to approval of the shareholders on such terms and conditions as laid down in the Agreement entered between the Company and Mr. Praful N. Satra as the Managing Director of the Company. He shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013.

#### **Principal terms of the Agreement are as follows:**

**Duration of the Agreement:** 5 (Five) years with effect from 13 May 2016

**Remuneration:** Mr. Praful Nanji Satra shall not draw remuneration (including perquisites, commission and sitting fees) in consideration of the services rendered by him as Managing Director of the Company. However, he shall be reimbursed with the expenses incurred by him during discharging his duties as the Managing Director of the Company.

#### **Powers of the Board to decide/ amend/ alter/ vary the Terms and Conditions of Re-Appointment/Agreement:**

The Board of Directors shall have absolute power to decide, amend, alter and vary the terms and conditions including but not limited to the said re-appointment and/or the agreement or any amendments thereto, as may be agreed to between the Company and Mr. Praful N. Satra subject to the applicable provisions of Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force as amended from time to time) and with the approval of Central Government, if required and pursuant to the provisions of the Articles of Association of the Company.

#### **Duties and responsibilities:**

Subject to the superintendence, control and direction of the Board of Directors, Mr. Praful N. Satra is entrusted with substantial powers of management and shall be responsible for the general conduct and management of the business and affairs of the Company as enumerated in the Agreement and shall exercise the powers conferred on him by the Agreement or such other powers as may be delegated to him by the Board from time to time, subject to such restrictions and limitations as the Board may impose.

The Agreement with Mr. Praful N. Satra may be terminated earlier by either party giving to the other party one month notice of such termination.

Considering the significant contribution made by Mr. Praful N. Satra towards the growth of the Company, the Board recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or his relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

### Item No. 6:

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to existing material related party transactions with Satra Buildcon Private Limited, being a subsidiary company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) with respect to the rendering of services of works contract.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) came into force w.e.f. 1 December 2015 and with it the Listing Agreement stands rescinded. Regulation 23(8) of the SEBI (LODR) Regulations, 2015, requires that all existing material related party transactions entered prior to the date of notification of the said regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to the notification of the said regulations. In terms of Regulation 23(1) of SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

Accordingly, the approval of the shareholders is re-sought in terms of Regulation 23(4) read with Regulation 23(8) of the SEBI (LODR) Regulations, 2015 for existing material related party transactions entered / to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act,

2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	Satra Buildcon Private Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> 1. Mr. Praful N. Satra 2. Mr. Rajan P. Shah
3	Nature of Relationship	Satra Properties (India) Limited, holds 51% equity shares in Satra Buildcon Private Limited, its subsidiary company
4	Nature, Particulars of the contract or arrangement and Material Terms	The existing material transactions involves rendering of services of works contract on such terms and conditions as may be mutually agreed upon between the Company and Satra Buildcon Private Limited.
5	Monetary Value	₹ 400 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Audit Committee and the Board of Directors of the Company in their respective meetings, while approving the limits have ascertained, after considering the relevant facts and circumstances with respect to the transactions (as mentioned in resolution stated at Item No. 6 of the Notice) that they are in ordinary course of business and on arm's length basis.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 6 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

### ITEM No. 7:

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to existing related party transactions between Company and Mr. Praful N Satra, being a Managing Director of the company, a related party within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), with respect to the Leasing of property. The aforesaid transaction was / is also not a material related party transaction as defined in Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015.)

Accordingly, the approval of the shareholders is re-sought for all existing contracts/ arrangements/ agreements/ transactions entered/ to be entered into as a matter of abundant precaution and as a matter of good corporate governance and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	Mr. Praful N. Satra
2	Name of Director or Key Managerial Personnel who is related, if any	Mr. Praful N. Satra
3	Nature of Relationship	Managing Director
4	Nature, Particulars of the contract or arrangement and Material Terms	The existing contracts/ arrangements/ agreements/ transactions entered/ to be entered pertains to Leasing of property
5	Monetary Value	₹ 8 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	The Board of Directors have proposed to obtain approval of members in this regard as a matter of abundant precaution and as a matter of good corporate governance.

The Audit Committee and the Board of Directors of the Company in their respective meetings, while approving the limits have ascertained, after considering the relevant facts and circumstances with respect to the transactions (as mentioned in resolution stated at Item No. 7 of the Notice) that they are in ordinary course of business and on arm's length basis.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.





Except Mr. Praful N. Satra, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or his relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

**ITEM No. 8:**

The Company vide Postal Ballot Notice dated 21 July 2015 sought approval of the shareholders by passing Special Resolution dated 7 September 2015 under Clause 49(VII) of the erstwhile Listing Agreement pertaining to approval of transactions with related parties being Satra Property Developers Private Limited, Satra Estate Development Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Lifestyles Private Limited and Satra International Realtors Limited, being wholly owned subsidiaries and Satra Realty and Builders Limited, being step down wholly owned subsidiary, being related parties within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and pursuant to the Companies (Amendment) Act, 2015 notified with effect from 26 May 2015, the requirement of passing the resolution shall not apply for transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval with respect to the transactions with the respective companies as mentioned in the resolution as set out in Item No. 8 of the notice. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) came into force w.e.f. 1 December 2015 and with it the Listing Agreement stand rescinded. Regulation 23(8) of the SEBI (LODR) Regulations, 2015, requires that all existing material related party transactions entered prior to the date of notification of the said regulations and which may continue beyond such date shall be placed for approval of the shareholders

in the first General Meeting subsequent to the notification of Listing Regulations. In terms of Regulation 23(1) of SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the Company.

Regulation 23(4) of the SEBI (LODR) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Further, Regulation 23(5) of the SEBI (LODR) Regulations, 2015 provides that Regulation 23(4) of the SEBI (LODR) Regulations, 2015 shall not apply for the transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

In view of the above, the Audit Committee and the Board of Directors in their respective meetings, while approving the aforesaid limits have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, being wholly owned subsidiaries / step down wholly owned subsidiary, that all the aforesaid transactions that the Company proposes to enter into with the related parties as mentioned above are in ordinary course of business and on arm's length basis. The Board of Directors have proposed to obtain approval of shareholders in this regard as a matter of abundant precaution and as a matter of good corporate governance.

Accordingly, the approval of the shareholders is re-sought in terms of Regulation 23(4) read with Regulation 23(8) of the SEBI (LODR) Regulations, 2015 for existing material related party transactions entered / to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	1. Satra Property Developers Private Limited 2. Satra Realty and Builders Limited 3. Satra Estate Development Private Limited 4. Satra Infrastructure and Land Developers Private Limited 5. Satra Lifestyles Private Limited 6. Satra International Realtors Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> Mr. Praful N. Satra holds directorship in all above mentioned Companies Mr. Rajan P. Shah holds directorship in all above mentioned Companies except Satra International Realtors Limited

Sr. no	Particulars	Details
3	Nature of Relationship	1. Satra Property Developers Private Limited- Wholly Owned Subsidiary 2. Satra Realty and Builders Limited- Step Down Wholly Owned subsidiary 3. Satra Estate Development Private Limited- Wholly Owned Subsidiary 4. Satra Infrastructure and Land Developers Private Limited- Wholly Owned Subsidiary 5. Satra Lifestyles Private Limited- Wholly Owned Subsidiary 6. Satra International Realtors Limited- Wholly Owned Subsidiary incorporated in Dubai
4	Nature, Particulars of the contract or arrangement and Material Terms	1. Providing Loans/ interest income, giving/ taking advances 2. Making investment in securities 3. Providing corporate guarantees/collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including works contracts, labour contracts and other contracts
5	Monetary Value	1. Satra Property Developers Private Limited - ₹ 1000 Crores 2. Satra Realty and Builders Limited - ₹ 600 Crores 3. Satra Estate Development Private Limited - ₹ 250 Crores 4. Satra Infrastructure and Land Developers Private Limited - ₹ 250 Crores 5. Satra Lifestyles Private Limited - ₹ 100 Crores 6. Satra International Realtors Limited - ₹ 100 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	The Board of Directors have proposed to obtain approval of members in this regard as a matter of abundant precaution and as a matter of good corporate governance.

The Board of Directors of your Company recommends the Resolution as set out in Item No.8 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

#### ITEM No. 9:

Satra Property Development Private Limited - Company in which Directors are interested, Satra Buildcon Private Limited-Subsidiary Company and RRB Realtors Private Limited - Step Down Subsidiary are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and pursuant to Section 188 of the Companies Act, 2013 read with relevant rules framed thereunder and Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), the requirement of the approval of the Company by passing a resolution shall apply with respect to the proposed contracts/ agreements/ arrangements/ transactions to be entered into by the Company with the aforesaid related parties upto maximum amount as per the details as mentioned in resolution as set out in Item No. 9 of the notice.

Pursuant to the proviso of Regulation 23(1) of the SEBI (LODR) Regulations, 2015, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Regulation 23(4) of the SEBI (LODR) Regulations, 2015 provides that all material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In view of the above, the Audit Committee and the Board of Directors in their respective meetings, while approving the aforesaid limits have ascertained, after considering the relevant facts and circumstances with respect to each of the related parties, that all the transactions as mentioned in resolution as set out in Item No. 9 of the notice which the Company proposes to enter into with the related parties as mentioned above are in ordinary course of business and on arm's length basis.



Accordingly, the aforesaid related party transactions to be entered into and all the prescribed disclosure as required to be given pursuant to the Companies Act, 2013 read with relevant rules are stated herein below for the perusal of the shareholders:

Sr. no	Particulars	Details
1	Name of the Related Party	1.Satra Property Development Private Limited 2.Satra Buildcon Private Limited 3. RRB Realtors Private Limited
2	Name of Director or Key Managerial Personnel who is related, if any	<b>Directors:</b> Mr. Praful N. Satra Mr. Rajan P. Shah
3	Nature of Relationship	1.Satra Property Development Private Limited- Company in which Directors are interested 2.Satra Buildcon Private Limited- Subsidiary Company 3. RRB Realtors Private Limited- Step Down Subsidiary Company
4	Nature, Particulars of the contract or arrangement and Material Terms	1. Giving / Taking of advances 2. Making investment in securities 3. Providing corporate guarantees / collaterals and securities to the lenders 4. Selling, leasing or otherwise disposing of or buying property of any kind, directly or through appointment of agent 5. Availing or rendering of any services, directly or through appointment of agent including Works Contracts, Labour Contracts and Other Contracts
5	Monetary Value	1.Satra Property Development Private Limited – ₹ 250 Crores 2.Satra Buildcon Private Limited - ₹ 600 Crores 3. RRB Realtors Private Limited - ₹ 150 Crores
6	Any other relevant information or is important for the members to make decision on the proposed transaction	-

The Board of Directors of your Company recommends the Resolution as set out in Item No. 9 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Praful N. Satra and Mr. Rajan P. Shah, none of the Promoters, Directors, Manager, Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company. Mr. Praful N. Satra, Promoter and Managing Director and Mrs. Minaxi P. Satra, Promoter (also relative of Mr. Praful N. Satra, Director) of the Company are Directors of Satra Property Development Private Limited and hold together 100% shareholding in Satra Property Development Private Limited. Mrs. Minaxi P. Satra, Promoter (also relative of Mr. Praful N. Satra, Promoter and Managing Director) of the Company is a Managing Director in RRB Realtors Private Limited which is a Step down Subsidiary Company.

**ADDITIONAL INFORMATION/ DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:**

Name of Directors	Mr. Praful N. Satra	Mr. Rajan P. Shah
Date of Birth	18.09.1964	09.08.1970
First Date of Appointment as Director	01.06.2005	01.06.2005
Qualifications	HSC	S.Y. B.Com.
A brief resume of the directors/ Experience	Mr. Praful N. Satra, aged 51 years has a total experience of over 31 years in domestic and international business which includes 16 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has a vast experience in execution and management of wide variety of construction and development of projects. His core area of operations includes identification of land / properties and formulation of finance and business strategies.	Mr. Rajan P. Shah, aged 46 years has over 24 years of experience in the Real Estate Industry and construction activities in the execution and management of a wide variety of construction projects. He is guiding the Company in matters concerned with Project Execution, liasoning and legal matters relating to the Company.
Nature of expertise in specific functional areas	Wide experience in the Real estate Industry	Wide experience in the Real estate Industry
Names of companies in which the person also holds the directorship and membership and Chairmanship of Committees of the Board	<p><b>A. Directorships:</b></p> <ol style="list-style-type: none"> <li>Satra Properties (India) Limited</li> <li>Satra Property Developers Private Limited</li> <li>Satra Buildcon Private Limited</li> <li>Satra Estate Development Private Limited</li> <li>Satra Lifestyles Private Limited</li> <li>Satra Infrastructure and Land Developers Private Limited</li> <li>Satra International Realtors Limited</li> <li>Satra Realty and Builders Limited</li> <li>RRB Realtors Private Limited</li> <li>Satra Re-Development Company Limited</li> <li>Satra Property Development Private Limited</li> <li>Shravan Developers Private Limited</li> <li>Savla Realtors and Developers Private Limited</li> <li>Satra Retail Private Limited</li> <li>C. Bhansali Developers Private Limited</li> </ol> <p><b>Chairmanship of Committees:</b></p> <ol style="list-style-type: none"> <li><b>Satra Properties (India) Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> <li><b>Satra Property Developers Private Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> </ol>	<p><b>A. Directorships:</b></p> <ol style="list-style-type: none"> <li>Satra Properties (India) Limited</li> <li>Satra Property Developers Private Limited</li> <li>Satra Buildcon Private Limited</li> <li>Satra Estate Development Private Limited</li> <li>Satra Lifestyles Private Limited</li> <li>Satra Infrastructure and Land Developers Private Limited</li> <li>Satra Realty and Builders Limited</li> <li>RRB Realtors Private Limited</li> <li>Satra Re-Development Company Limited</li> <li>Satra Property Development Private Limited</li> <li>Shravan Developers Private Limited</li> </ol> <p><b>Membership of Committees:</b></p> <ol style="list-style-type: none"> <li><b>Satra Properties (India) Limited-</b> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Corporate Social Responsibility Committee</li> </ol> </li> <li><b>Satra Property Developers Private Limited-</b> <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> </ol> </li> </ol> <p><b>Chairmanship of Committees:</b></p> <ol style="list-style-type: none"> <li>Satra Property Developers Private Limited- <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and Remuneration Committee</li> </ol> </li> </ol>
Shareholding details held in the Company	7,37,98,106 Equity Shares	NIL





Name of Directors	Mr. Praful N. Satra	Mr. Rajan P. Shah
Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the company	None	None
Terms and conditions of appointment or re-appointment	Subject to the superintendence, control and direction of the Board of Directors, Mr. Praful N. Satra, Managing Director shall carry out the job assigned to him from time to time in respect of the ongoing as well as future projects of the Company and shall exercise the powers conferred on him / delegated to him by the Board from time to time, subject to such restrictions and limitations as the Board may impose. He shall also inform about the progress of the aforesaid project(s) periodically to the Board.	Non-Executive, Non-Independent Director-liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn by such person	Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2015-16)	Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2015-16)
Number of Meetings of the Board attended during the financial year 2015-16	5	4

**By Order of the Board of Directors  
For Satra Properties (India) Limited**

**Manan Y. Udani**  
Company Secretary  
Mumbai, 12 August 2016

**Registered Office:**  
Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station,  
S.V. Road, Andheri (West),  
Mumbai – 400 058

# Director's Report

To,

The Members,

## SATRA PROPERTIES (INDIA) LIMITED

Your Directors are pleased to present the 33<sup>rd</sup> Annual Report along with Audited Financial Statements for the Financial Year ended 31 March 2016.

### 1. FINANCIAL HIGHLIGHTS:

₹ in Lacs

Particulars	Standalone for the year	
	2015-16	2014-15
<b>Profit before Tax</b>	<b>185.26</b>	<b>269.18</b>
Less: Taxation	(256.43)	137.21
<b>Profit after Tax</b>	<b>441.69</b>	<b>131.97</b>
Add: Balance in Statement of Profit and Loss brought forward from previous year	1,874.64	2,890.41
<b>Profit available for appropriation</b>	<b>2,316.33</b>	<b>3,022.38</b>
<b>Less: Appropriations</b>		
Proposed Dividend and Tax on Dividend	214.67	147.75
Transfer to Debenture Redemption Reserve	-	1,000.00
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>2,101.66</b>	<b>1,874.63</b>

### 2. STATE OF THE COMPANY'S AFFAIRS / OPERATIONS:

On standalone basis, during the year under review, total income of your Company has increased by approx. 41% from ₹ 7,172 Lacs to ₹ 10,103 Lacs. The said increase in total income was due to progress of work contract and for the compensation received. The Consolidated total income of your Company for the year ended 31 March 2016 has increased by approx. 332% from ₹ 4,707 Lacs to ₹ 20,323 Lacs mainly due to recognition of revenue in one of the subsidiary company.

On standalone basis, during the year under review, your Company has registered an increase in the Profit after Tax by approximately 235% from ₹ 131.97 Lacs to ₹ 441.69 Lacs. The said increase is on account of achieving of higher margin as compared to the previous year. Also, on consolidated basis, there is a reduction in net loss from ₹ 2,803.84 Lacs in the previous year to ₹ 2,037.48 Lacs in the current year. The said loss is on account of unabsorbed financial & other period cost charged to profit & loss account of subsidiary companies due to delay in getting statutory approvals for launching of new projects. Further also, the Company is following percentage completion method of accounting and most of the projects undertaken under subsidiary and SPV's are in the initial stage of construction, the revenue from the said projects will be reflected in the future years.

The management is putting all its endeavors for undertaking new projects for development in joint venture through its subsidiaries and taking effective steps to improve overall performance of the Group by concentrating on executing the on-going and new projects at fast pace and reduction of borrowings.

Your Company has continued its focus on undertaking residential projects, in particular, SRA and re-development, which involves minimal capital investment and reduction of debt to minimize the burden of financial cost.

### Brief about various ongoing and upcoming Projects undertaken by your Company:

#### a. Satra Park, Borivali, Mumbai:

The project situated at Borivali, Mumbai, is the state-of-the-art residential cum high street shops, comprising of a Jain Temple and with artistically designed interiors and exteriors. It's a place where every corner is beautifully designed to enjoy the luxuries and offers a perfect blend of serene environment and comfortable living.

Your Company has already received part Occupation Certificate for shop segment and has completed the structural work for Residential complex and the finishing work is at the verge of completion. Your Company is targeting to complete the balance project work and deliver the same in due course.

#### b. Satra Wings, Kalina, Mumbai:

The proposed residential project at Kalina, Mumbai is planned to start in phases and will consist of varying sizes of apartments ranging from 1 BHK to 2 BHK. The said project is strategically located near Air India Colony, Kalina-Kurla Road and is expected to have aesthetically designed towers and terraced garden with panoramic airport view. It is proposed to encompass all amenities such as Swimming Pool, Jogging Track, Children's Play Area, Hi-tech Gymnasium and Efficient car parking spread on 3 levels.

The Company has received permission to start the basic construction activities and is planning to launch the project in due course.

#### c. Satra Plaaza, Jodhpur, Rajasthan:

The said project is being Developed/Constructed in the heart of city of Jodhpur at Nai Sarak, Old Girdhar Mandir, Near Ghanta Ghar Road which is considered



to be one of the most prime location for all types of business activities. The project is a mixture of High street shops, Commercial offices and Hotel with Restaurant, Meeting Rooms, Fitness Centre and other service area for hotel. The construction activity at site is in progress and is in advanced stage of completion as per schedule.

**Projects undertaken by Subsidiary Companies/Step-down Subsidiary Company:**

**d. Satra Hills, Ghatkopar, Mumbai:**

The proposed project is under Slum Rehabilitation Scheme awarded by the Slum Rehabilitation Authority. Nestled in nature's abundance and strategically located in the close proximity to the fast emerging industrial hub – Ghatkopar. The project is elevated on the hilly contours that offers kaleidoscopic view of entire Navi Mumbai. It shall also encompass high rise buildings with high speed elevators and all amenities such as landscaped gardens, swimming pools and gymnasium, which will make life of patrons cozier than ever.

The construction of transit camps has already been carried out and most of the tenements have been shifted to pave the way for construction of Rehabilitation buildings. The construction activity of Rehabilitation Building is in progress.

**e. Residential Project at Matunga (Central), Mumbai:**

The property is located at Central Matunga at Telang Road/Bhandarkar Road and it is 2 minutes walking distance from Matunga (Central) Railway station. It is proposed to rehabilitate existing residential/commercial tenements. It is proposed to construct 1 composite building with 3 wings comprising of 3 Basement + Ground + 22/24 upper floors having commercial & residential floors having built up area of 6 lacs sq. fts. The Company has received the commencement certificate and the Company has started the construction activity at site.

**f. Satra's Eastern Heights, Upper Chembur, Mumbai:**

The proposed residential project is a joint development project undertaken by one of the Step-down subsidiary Company under a Special Purpose Vehicle. The highlighting features of the project is a 17 km long stretch Eastern Freeway connecting South Mumbai and Eastern Suburbs passing through the plot, having exit and entry just 200 meters away from the project. This would attempt to eliminate traffic congestion for commuters plying to and for South Mumbai.

With necessary statutory permissions and approvals in place, the construction work for Rehabilitation and sale buildings are under progress and the Company proposes to complete the project in next 3-4 years.

**g. LE-88, Bandra, Mumbai:**

The proposed residential project is a Joint Development Agreement undertaken by one of the subsidiary Company by sharing the sale area in equal

proportion. The 26 storey residential building for sale is overlooking Mumbai's modern icon – Bandra-Worli Sea Link comprising of 81, 4 BHK units. The project is an ultra-luxurious residential genre and has roped in a team of highly reputed international firm of architects and consultants.

The Construction activity at site is in full swing and the Company proposes to complete the project in next 2-3 years.

Apart from the above, there are few projects, which are at the initial stage of negotiation.

**3. DIVIDEND:**

Your Directors are pleased to recommend, for approval of the members, Equity Dividend of ₹ 0.10/- per share (@ 5% per share) on 17,83,58,000 Equity Shares of ₹ 2/- each of the Company for the Financial Year 2015-16. The Dividend payout on Equity Shares, if declared as above, will result in outflow of ₹ 178.36 Lacs towards Dividend and ₹ 36.31 Lacs towards Dividend Tax, resulting in total outflow of ₹ 214.67 Lacs. The Register of Members and Share Transfer Books of the Company will remain closed from 24 September 2016 to 30 September 2016 (both days inclusive) for the purpose of Annual General Meeting to be held on 30 September 2016, as decided by the Board and for the payment of Equity Dividend.

**4. TRANSFER TO RESERVES:**

During the year under review, the Company has transferred ₹ 25 Lacs to General Reserves from Debenture Redemption Reserve on account of pre/part redemption of 100 Nos. of Secured Redeemable Non-Convertible Debentures.

**5. EXTRACT OF ANNUAL RETURN:**

In accordance with Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, an extract of annual return in the prescribed format is enclosed herewith as **Annexure I** to the Board's report.

**6. NUMBER OF MEETINGS OF THE BOARD:**

The Board met five times during the financial year, the details of which are given in the Corporate Governance Report that forms a part of this Annual Report.

**7. DIRECTOR'S RESPONSIBILITY STATEMENT:**

In accordance to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that

- in the preparation of the annual accounts for the financial year ended 31 March 2016, the applicable accounting standards have been followed and there have been no material departures;
- the directors 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 as at 31 March 2016 and of the profit of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records

in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- the directors have prepared the annual accounts on a going concern basis; and
- the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**8. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

Your Company has received declaration from all the Independent Directors of your Company, confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}.

**9. POLICY MATTERS:**

**a. Nomination and Remuneration Policy:**

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 adopted by the Board, is enclosed herewith as **Annexure II** to the Board's Report.

**b. Whistle Blower Policy and Vigil Mechanism:**

Your Company has adopted and established the necessary Whistle Blower Policy Vigil mechanism for Directors and employees to report deviations from the standards defined in the Code of Conduct adopted by the Board of Directors and reporting instances of unethical/improper conduct and taking suitable steps to investigate and correct the same.

**c. Risk Management:**

The Risk Management is overseen by the Board of Directors on a continuous basis. The Board oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

**10. AUDITORS AND AUDITORS REPORT:**

**a. Statutory Auditors:**

At the 31<sup>st</sup> Annual General Meeting held on 27 September 2014, GMJ & Co., Chartered Accountants, (Firm Registration No. 103429W) were appointed as statutory auditors of the Company for a term of five

consecutive years i.e. to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of GMJ & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

**EXPLANATIONS / COMMENTS BY THE BOARD IN THE AUDITOR'S REPORT:**

The Auditors have made certain comments in their Report concerning the Standalone financial statements of the Company. The Management puts forth its explanations as below:

- With reference to clause (vii)(a) of the Annexure to the Independent Auditors' Report on the Standalone financial statements; the Auditors have made a remark regarding delays in payment of statutory dues and pending undisputed statutory dues more than six months of ₹ 213.08 Lacs on account of Dividend Distribution Tax, ₹ 82.96 Lacs on account of Income Tax (including TDS), ₹ 338.78 Lacs on account of Value Added Tax (hereinafter referred to as 'VAT') and ₹ 326.11 Lacs on account of Interest on VAT. The Management has to state that the Company has already deposited ₹ 30.95 Lacs towards Income Tax (including TDS) and ₹ 23.59 Lacs towards VAT upto the date of this report. Your Company is taking necessary steps to collect VAT dues from buyers and also clear all its outstanding statutory liabilities very soon.

**b. Internal Auditors:**

During the year under review, on the recommendation of the Audit Committee, the Board of Directors appointed NGS & Co. LLP, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2015-16 to conduct Internal Audit of the functions and activities of the Company and submit their report to the Board as required under Section 138 of the Companies Act, 2013 and applicable Rules and provisions thereunder.

The Board has appointed NGS & Co. LLP, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2016-17.

**c. Secretarial Auditor:**

Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai, was appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The secretarial audit report for the Financial Year 2015-16 is enclosed herewith as **Annexure III** to the Board's





Report. There were no qualifications, reservation, adverse remarks or disclaimer given by the Secretarial Auditor.

The Board has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai, as secretarial auditor of the Company for the Financial Year 2016-17.

#### **11. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186:**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to financial statements provided in this Annual Report.

#### **12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All contracts/ arrangements/ transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. All the related party transactions were pre-approved by the Audit Committee.

In view of the same, disclosure in Form AOC-2 has been provided in **Annexure IV** to the Board's Report for the financial year ended 31 March 2016 with respect to the contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

A policy governing the related party transactions as approved by the Board may be accessed on the Company's website viz. [www.satraproperties.in](http://www.satraproperties.in).

Related party disclosures Forms part of the notes to the financial statements provided in this Annual Report.

#### **13. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report. During the Year under review, your Company has done pre/part redemption of 100 Nos. of Secured Redeemable Non-Convertible Debentures (NCDs) out of 5,600, 18% Secured Redeemable NCDs of (Rs. 1 Lac each fully paid up) which were issued on private placement basis. Further, pursuant to approval of debenture holders, the Board of Directors in their Meeting held on 1 April, 2016 has approved the revised date of redemption of balance 5,500 Nos. of NCDs along with revised rate of interest @ 12% to be compounded every 9 completed calendar month from the date of subscription of the respective NCDs. Accordingly, the NCDs will be redeemable from April 2017 to December 2017.

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

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are as follows:

#### **(A) Conservation of energy and Technology absorption:**

##### **i. The steps taken on conservation of energy:**

The Company constantly endeavours to achieve energy conservation in its products by adopting energy efficient products. From the project inception stage, through design and execution, to post-occupancy, we constantly work with internal and external teams to meet the Energy Performance. The following best practices are in place to achieve this objective:

- Energy efficient electronic ballast and lighting system;
- Heat Reflective paint;
- Adoption of high efficiency pumps, motors;
- LED Lamps for common areas & pathways;
- Use of energy efficient lamps, control gears and ballast VFDs highly efficient motors;
- Use of CFLs, fluorescent tubes and LEDs in the common areas of residential projects;
- Use of best quality wires, cables, switches and low self power loss breakers;
- Selection of high efficiency transformers, DG sets and other equipments;
- The use of separate energy meters for major common area loads so that power consumption can be monitored and efforts can be made to minimise the same;
- Use of energy efficient lifts with group control in residential projects;
- Use of energy, high energy efficiency equipment e.g. Elevators, Water Pumps, STP.

##### **ii. Steps taken by the Company for utilizing alternative sources of energy:**

The Company undertakes various measures to conserve energy by using energy efficient lighting systems, electric transmissions etc.

##### **iii. Capital investment on energy conservation equipment:**

The Company continues to make project level investments for reduction in consumption of energy. However, capital investment on energy conservation equipment cannot be quantified.

#### **(B) Technology Absorption:**

##### **i. The efforts made towards technology absorption:**

- The improvement of existing or the development/ deployment of new construction technologies to speed up the process and make construction more efficient;
- Researching the market for new machines, materials and developing methodologies for their effective use in our project sites;
- LEDs for common area lighting;

- Introduction of laser plummets for accurate making;
- Technologies like Aluminium formwork, Aluminum Profile & Accessories have been adopted;
- The Company uses modern technologies for implementation of its projects in consultation with Architects, Engineers and Designers.

**ii. The benefits derived like product improvement, cost reduction, product development or import substitution:**

- Construction methodologies have been revised to optimize the process through improved processes and new technologies.

**iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

The details of technology imported by the Company during the last three years are given below:

Sl. No.	The details of technology imported	The year of import	Whether technology has been fully absorbed	If not fully absorbed, areas where absorption has not taken, and the reasons thereof
1	Aluminum Profiles	2013-14	Yes	N.A

**iv. The Expenditure incurred on Research and Development:**

During the year under review, no expenditure has been incurred on Research and Development.

**(C) Foreign Exchange Earnings And Outgo:**

The Foreign Exchange outgo during the year was ₹ 514.78 Lacs for importing construction materials and there were no Foreign Exchange earnings in terms of actual inflows during the year under review.

**15. COMMITTEES OF THE BOARD:**

**i. Corporate Social Responsibility Committee:**

In accordance with Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee consisting of 3 Directors out of which 1 is an independent Director.

**The Composition of this Committee is as under:**

- Mr. Praful N. Satra, Chairman, Executive Director
- Mr. Rajan P. Shah, Member, Non-Executive Director
- Mr. Vidyadhar D. Khadilkar, Member, Independent Director

The Company has adopted a Corporate Social Responsibility policy which indicates the activities to be undertaken by the Company as specified

in Schedule VII to the Companies Act, 2013. The policy, including overview of projects or programs undertaken during the financial year 2015-16 is provided on the Company's website viz. [www.satraproperties.in](http://www.satraproperties.in)

During the year under review, as part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has contributed in the areas of animal welfare. These contributions are in accordance with Schedule VII of the Companies Act, 2013.

The annual report on our CSR activities is enclosed herewith as **Annexure V** to the Board's report.

**ii. Audit Committee:**

During the year under review, consequent to the appointment of Mr. Kamlesh B. Limbachiya w.e.f. 12 August 2015 and tendering of resignation by Mr. Vinayak D. Khadilkar w.e.f. 13 August 2015, the Board has reconstituted the Audit Committee comprising of three directors with independent directors forming a majority.

**The composition of this committee is as under:**

- Mr. Kamlesh B. Limbachiya - Chairman, Independent Director
- Mr. Vidyadhar D. Khadilkar - Member, Independent Director
- Mr. Rajan P. Shah - Member, Non-Executive Director

During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

**16. ANNUAL PERFORMANCE EVALUATION OF BOARD, IT'S COMMITTEES AND DIRECTORS:**

The evaluation of all the directors and the Board as a whole and that of its committees was conducted based on the criteria and framework adopted by the Board in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The following process was adopted for Board Evaluation:

Feedback was sought from each Director about their views on the performance of the Board covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with stakeholders. Feedback was also taken from every director on his assessment of the performance of each of the other Directors.

The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors.



Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting, summarising the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. The performance of the non-independent non-executive directors and Board Chairman was also reviewed by them. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board. It was also presented to the Board and a plan for improvements was agreed upon. Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

#### **17. THE CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the present nature of business of the Company but with a view to expand and diversify its present scope of operations, the Company has proposed new business activities which can be conveniently and advantageously combined with the existing business of the Company and which has good potential with respect to the future prospects of the Company. In this regard, approval of the shareholders for alteration of object clause was sought through Postal Ballot Notice dated 21 July 2015 and the same was duly approved by them on 7 September 2015.

#### **18. DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:**

As per the relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the changes in Directors and Key Managerial Personnel are detailed as follows:

Ms. Sheetal S. Doshi (DIN: 07136658) and Mr. Vishal R. Karia (DIN: 03473857), who were appointed as Additional Directors (Non-Executive, independent) by the Board of Directors w.e.f. 25 March 2015 and 31 March 2015 for a period up to 24 March 2020 and 30 March 2020 respectively i.e. for a term of 5 consecutive years, not liable to retire by rotation were confirmed as directors vide respective ordinary resolutions dated 7 September 2015 passed by members through postal Ballot.

Mr. Vinayak D. Khadilkar (DIN: 01548508), Independent Director, resigned as a Director of the Company with effect from 13 August 2015, in view of his health issues. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

In terms of Sections 149 and 152 of the Companies Act, 2013, re-appointment of Mr. Vidyadhar D. Khadilkar (DIN: 01548603), Independent Director not liable to retirement by rotation, was confirmed in the Annual General Meeting held on 28 September 2015 for another term of 5 years upto the conclusion of the thirty seventh

Annual General Meeting of the Company to be held in the calendar year 2020.

Further in terms of Section 149 and 152 of the Companies Act, 2013, Mr. Kamlesh B. Limbachiya (DIN: 07256660) who was appointed as Additional Director (Non-Executive, independent) by the Board of Directors w.e.f. 12 August 2015 for term of 5 (Five) years upto 11 August 2020, not liable to retirement by rotation was confirmed as director in the Annual General Meeting held on 28 September 2015.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 12 February 2016 has, subject to the approval of the members, re-appointed Mr. Praful N. Satra (DIN: 00053900) as Managing Director w.e.f. 13 May 2016 for a period of 5 years.

The proposal for re-appointment of Mr. Praful N. Satra and the terms and conditions of his re-appointment are set out in the notice convening the 33<sup>rd</sup> Annual General Meeting.

Mr. Bhavesh V. Sanghavi resigned as Chief Financial Officer and Key Managerial Personnel of the Company with effect from 30 April 2016. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

Mr. Rajan P. Shah retires (DIN:00053917) at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board has recommended his appointment.

The details of training and familiarization programme for Directors have been provided on the website of your Company viz. [www.satraproperties.in](http://www.satraproperties.in)

#### **19. SUBSIDIARIES:**

**Your Company has 8 Subsidiaries as detailed below:**

- a. Satra Property Developers Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Estate Development Private Limited and Satra International Realtors Limited are the Wholly owned subsidiaries of your Company.
- b. Satra Buildcon Private Limited is Subsidiary of your Company.
- c. Satra Realty and Builders Limited is the wholly owned step down subsidiary of your Company.
- d. RRB Realtors Private Limited is step down subsidiary of your Company.

The report on the performance and financial position of each of the subsidiary, associate and joint venture and salient features of the financial statements in the prescribed Form AOC-1 is enclosed as Annexure to Financial Statements.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of the subsidiary is available on our website viz. [www.satraproperties.in](http://www.satraproperties.in).

During the year under review, no Company has become/ceased to be a subsidiary, joint venture or associate of your Company.

The Audited Consolidated Financial Statements based on the Financial Statements received from Subsidiary/ Associate Companies as approved by their respective Board of Directors, have been prepared in accordance with the relevant accounting standards, as applicable. Your Company has presented the Consolidated Financial Statements which forms part of the Annual Report.

**20. DEPOSITS:**

During the year under review, your Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013. Further, in compliance with Rule (2)(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 read with amendment rules thereto, during the year under review, the Company accepted loan of ₹ 1,00,00,000/- from Mr. Praful N. Satra, Managing Director for business purpose along with a declaration in writing from him to the effect that the said loan amount is not being given out of funds acquired by borrowing or accepting loans or deposits from others. Further, the principal amount of the said loan has already been repaid in full during the year.

**21. SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (UNLISTED):**

During the Year under review, your Company has done pre/part redemption of 100 Nos. of Secured Redeemable Non-Convertible Debentures (NCD) out of 5,600, 18% Secured Redeemable NCD of (₹ 1 Lac each fully paid up) which were issued on private placement basis. Further, pursuant to approval of debenture holders, the Board of Directors in their Meeting held on 1 April 2016 has approved the revised date of redemption of balance 5,500 Nos. of NCD along with revised rate of interest @ 12% to be compounded every 9 completed calendar month from the date of subscription of the respective NCD. Accordingly, the NCD will be redeemable from April 2017 to December 2017.

**22. PARTICULARS OF EMPLOYEES:**

The table containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed herewith as **Annexure VI** to the Board's Report.

Further, in accordance with Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a statement containing particulars of employees as stipulated therein is enclosed herewith as **Annexure VII** to the Board's Report.

**23. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:**

Your Company has been practicing the principles of good Corporate Governance. A detailed Report on Corporate

Governance together with Management Discussion and Analysis Statement are included in this Annual Report.

**24. MANAGING DIRECTOR CERTIFICATION :**

In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, the Company has obtained compliance certificate from Mr. Praful N. Satra, Managing Director.

**25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has formulated an Internal Complaints Committee on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no cases/complaints pertaining to sexual harassment reported during the year under review.

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

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:**

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

**28. APPRECIATION:**

The Board of Directors expresses their appreciation for the assistance, guidance, co-operation and support extended to your Company by the financial institutions, banks, customers, vendors, professionals, Government authorities and to all the members and Debenture holders of the Company. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. Your Directors also place on record their deep sense of appreciation for the commitment and involvement of the Company's executives, staff and workers and looks forward to their continued co-operation.

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Praful N. Satra**  
*Chairman and Managing Director*  
Mumbai, 12 August 2016





# Annexure I

## Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March 2016

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

#### I. REGISTRATION AND OTHER DETAILS:

i) CIN:	L65910MH1983PLC030083
ii) Registration Date:	30 May 1983
iii) Name of the Company:	Satra Properties (India) Limited
iv) Category/Sub-Category of the Company:	Public Company limited by shares/Indian Non-Government Company
v) Address of the Registered office and contact details:	Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058 Tel: +91 - 022 - 2671 9999 Fax: +91 - 022 - 2620 3999 E-mail: info@satraproperties.in Website: www.satraproperties.in
vi) Whether listed Company	Yes. Listed on BSE Limited
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:	Adroit Corporate Services Private Limited 17/20, Jaferbhoy Industrial Estate, 1 <sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059 Tel: +91 - 022 - 4227 0400, Fax: +91 - 022 - 2850 3748 E-mail: info@adroitcorporate.com Website: www.adroitcorporate.com

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

All the business activities contributing 10 % or more of the total turnover of the Company:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1.	Development and construction of Properties	410 - Construction of buildings	100

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

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
<b>DIRECT SUBSIDIARIES</b>					
1.	Satra Property Developers Private Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058	U51900MH2000PTC126260	Wholly owned Subsidiary	100	2(87)
2.	Satra Buildcon Private Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058	U45400MH2007PTC175172	Subsidiary	51	2(87)
3.	Satra Estate Development Private Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058	U45400MH2007PTC175318	Wholly owned Subsidiary	100	2(87)
4.	Satra Infrastructure and Land Developers Private Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058	U45400MH2007PTC175176	Wholly owned Subsidiary	100	2(87)
5.	Satra Lifestyles Private Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058	U74999MH2007PTC175177	Wholly owned Subsidiary	100	2(87)

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
6.	Satra International Realtors Limited P.O. Box 6747, Dubai, UAE	N.A.	Wholly owned Subsidiary incorporated in Dubai	100	2(87)
<b>STEP DOWN SUBSIDIARIES</b>					
7.	Satra Realty and Builders Limited Dev Plaza, 2 <sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058	U45201MH2007PLC173246	Wholly owned Step down Subsidiary	100	2(87)
8.	RRB Realtors Private Limited Unit no. L-95, Lower Ground Floor, Prime Mall, Irla Society Road, Vile Parle (West), Mumbai – 400 056	U45200MH2006PTC164465	Step down Subsidiary	87.50	2(87)
<b>ASSOCIATE COMPANY</b>					
9.	C. Bhansali Developers Private Limited 5 & 6, Shakti Arcade, Plot No. 5, Sector - 19D, Vashi, Navi Mumbai - 400 703	U47200MH2005PTC157864	Associate	20	2(6)

**IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):**
**i) Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	12,00,000	-	12,00,000	0.67	12,00,000	-	12,00,000	0.67	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	65,00,000	-	65,00,000	3.64	65,00,000	-	65,00,000	3.64	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
f-i) Directors	7,37,98,106	-	7,37,98,106	41.38	7,37,98,106	-	7,37,98,106	41.38	-
f-ii) Directors - Relatives	48,037,356	-	48,037,356	26.94	48,037,356	-	48,037,356	26.94	-
<b>Sub-total (A) (1):-</b>	<b>12,95,35,462</b>	<b>-</b>	<b>12,95,35,462</b>	<b>72.63</b>	<b>12,95,35,462</b>	<b>-</b>	<b>12,95,35,462</b>	<b>72.63</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>12,95,35,462</b>	<b>-</b>	<b>12,95,35,462</b>	<b>72.63</b>	<b>12,95,35,462</b>	<b>-</b>	<b>12,95,35,462</b>	<b>72.63</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	100	-	100	0.00	100	-	100	0.00	-
c) Central Govt.	61,81,811	-	61,81,811	3.47	61,81,811	-	61,81,811	3.47	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-



Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	4,55,000	-	4,55,000	0.26	4,55,000	-	4,55,000	0.26	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>66,36,911</b>	<b>-</b>	<b>66,36,911</b>	<b>3.72</b>	<b>66,36,911</b>	<b>-</b>	<b>66,36,911</b>	<b>3.72</b>	<b>-</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1,04,14,771	500	1,04,15,271	5.84	1,02,37,333	500	1,02,37,833	5.74	(0.10)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	59,47,960	67,575	60,15,535	3.37	60,09,376	67,575	60,76,951	3.40	0.03
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2,03,69,762	53,22,375	2,56,92,137	14.40	2,04,48,277	53,22,375	2,57,70,652	14.45	0.05
c) Others (specify)									
i) Clearing member	7,974	-	7,974	0.01	45,371	-	45,371	0.03	0.02
ii) NRIs	54,710	-	54,710	0.03	54,820	-	54,820	0.03	-
<b>Sub-total (B)(2):-</b>	<b>3,67,95,177</b>	<b>53,90,450</b>	<b>4,21,85,627</b>	<b>23.65</b>	<b>3,67,95,177</b>	<b>53,90,450</b>	<b>4,21,85,627</b>	<b>23.65</b>	<b>-</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>4,34,32,088</b>	<b>53,90,450</b>	<b>4,88,22,538</b>	<b>27.37</b>	<b>4,34,32,088</b>	<b>53,90,450</b>	<b>4,88,22,538</b>	<b>27.37</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>17,29,67,550</b>	<b>53,90,450</b>	<b>17,83,58,000</b>	<b>100</b>	<b>17,29,67,550</b>	<b>53,90,450</b>	<b>17,83,58,000</b>	<b>100</b>	<b>-</b>

(ii) Shareholding of Promoters/Promoter group:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01.04.2015)			Shareholding at the end of the year (as on 31.03.2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Mr. Praful N. Satra	7,37,98,106	41.38	91.79	7,37,98,106	41.38	100	-
2	Mrs. Minaxi P. Satra	3,75,37,356	21.05	89.98	3,75,37,356	21.05	100	-
3	Mr. Rushabh P. Satra	60,00,000	3.37	-	60,00,000	3.37	-	-
4	Ms. Vrutika P. Satra	45,00,000	2.52	-	45,00,000	2.52	-	-
5	Satra Land Development Private Limited	40,00,000	2.24	-	40,00,000	2.24	-	-
6	Satra Infrastructure Development Private Limited	25,00,000	1.40	-	25,00,000	1.40	-	-
7	Jitendra K. Shah (HUF)	12,00,000	0.67	-	12,00,000	0.67	-	-
	<b>Total</b>	<b>1,29,535,462</b>	<b>72.63</b>	<b>78.37</b>	<b>1,29,535,462</b>	<b>72.63</b>	<b>85.95</b>	<b>-</b>

(iii) Change in Promoter's Shareholding (please specify, if there is no change):

Sl. No.	Shareholders Name	Shareholding		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Mr. Praful N. Satra</b>				
	At the beginning of the year	7,37,98,106	41.38	7,37,98,106	41.38
	At the End of the year	7,37,98,106	41.38	7,37,98,106	41.38
<b>2.</b>	<b>Mrs. Minaxi P. Satra</b>				
	At the beginning of the year	3,75,37,356	21.05	3,75,37,356	21.05
	At the End of the year	3,75,37,356	21.05	3,75,37,356	21.05
<b>3.</b>	<b>Mr. Rushabh P. Satra</b>				
	At the beginning of the year	60,00,000	3.37	60,00,000	3.37
	At the End of the year	60,00,000	3.37	60,00,000	3.37
<b>4.</b>	<b>Ms. Vrutika P. Satra</b>				
	At the beginning of the year	45,00,000	2.52	45,00,000	2.52
	At the End of the year	45,00,000	2.52	45,00,000	2.52
<b>5.</b>	<b>Satra Land Development Private Limited</b>				
	At the beginning of the year	40,00,000	2.24	40,00,000	2.24
	At the End of the year	40,00,000	2.24	40,00,000	2.24
<b>6.</b>	<b>Satra Infrastructure Development Private Limited</b>				
	At the beginning of the year	25,00,000	1.40	25,00,000	1.40
	At the End of the year	25,00,000	1.40	25,00,000	1.40
<b>7.</b>	<b>Jitendra K. Shah (HUF)</b>				
	At the beginning of the year	12,00,000	0.67	12,00,000	0.67
	At the End of the year	12,00,000	0.67	12,00,000	0.67

Note: There was no change in Promoter's Shareholding of the Company during the financial year under review.

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

Sl. No.	For each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Mr. Anil B. Mehta</b>				
	At the beginning of the year	91,54,450	5.13	91,54,450	5.13
	At the End of the year	91,54,450	5.13	91,54,450	5.13
<b>2.</b>	<b>Thakur Fininvest Private Limited</b>				
	At the beginning of the year	60,00,000	3.36	60,00,000	3.36
	At the End of the year	60,00,000	3.36	60,00,000	3.36
<b>3.</b>	<b>General Insurance Corporation of India</b>				
	At the beginning of the year	32,00,000	1.79	32,00,000	1.79
	At the End of the year	32,00,000	1.79	32,00,000	1.79
<b>4.</b>	<b>United India Insurance Company Limited</b>				
	At the beginning of the year	29,81,811	1.67	29,81,811	1.67
	At the End of the year	29,81,811	1.67	29,81,811	1.67
<b>5.</b>	<b>Mr. Babulal P. Shah</b>				
	At the beginning of the year	17,34,497	0.97	17,34,497	0.97
	At the End of the year	17,34,497	0.97	17,34,497	0.97
<b>6.</b>	<b>Regency Trust Ltd.</b>				
	At the beginning of the year	15,00,000	0.84	15,00,000	0.84
	At the End of the year	15,00,000	0.84	15,00,000	0.84





Sl. No.	For each of the Top 10 Shareholders	Shareholding		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>7.</b>	<b>Mr. Ramesh U. Ramchandani</b>				
	At the beginning of the year	7,62,513	0.43	7,62,513	0.43
	At the End of the year	7,62,513	0.43	7,62,513	0.43
<b>8.</b>	<b>Pravin Nanji Gala HUF</b>				
	At the beginning of the year	6,60,211	0.37	6,60,211	0.37
	At the End of the year	6,60,211	0.37	6,60,211	0.37
<b>9.</b>	<b>Mr. Udai Kothari</b>				
	At the beginning of the year	4,73,994	0.27	4,73,994	0.27
	Transfer of 4,50,000 shares on 04.03.2016	4,50,000	0.25	4,73,994	0.52
	At the End of the year	9,23,994	0.52	9,23,994	0.52
<b>10.</b>	<b>J B Shares And Stock Limited</b>				
	At the beginning of the year	4,55,104	0.26	4,55,104	0.26
	At the End of the year	4,55,104	0.26	4,55,104	0.26

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1.</b>	<b>Mr. Praful N. Satra</b>				
	At the beginning of the year	7,37,98,106	41.38	7,37,98,106	41.38
	At the End of the year	7,37,98,106	41.38	7,37,98,106	41.38
<b>2.</b>	<b>Mr. Rajan P. Shah</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>3.</b>	<b>Mr. Vidyadhar D. Khadilkar</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>4.</b>	<b>Mr. Vinayak D. Khadilkar (upto 12.08.2015)</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>5.</b>	<b>Ms. Sheetal S. Doshi</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>6.</b>	<b>Mr. Vishal R. Karia</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>7</b>	<b>Mr. Kamlesh B. Limbachiya (w.e.f. 12.08.2015)</b>				
	At the beginning of the year	N.A.	N.A.	-	-
	At the End of the year	-	-	-	-
<b>8.</b>	<b>Mr. Bhavesh V. Sanghavi</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-
<b>9.</b>	<b>Mr. Manan Y. Udani</b>				
	At the beginning of the year	-	-	-	-
	At the End of the year	-	-	-	-

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8,784.87	3,172.53	-	11,957.40
ii) Interest due but not paid	132.79	1,603.93	-	1,736.72
iii) Interest accrued but not due	934.44	-	-	934.44
<b>Total (i+ii+iii)</b>	<b>9,852.10</b>	<b>4,776.46</b>	<b>-</b>	<b>14,628.56</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	6,926.30	5,572.83	-	12,499.13
• Reduction	(4,101.16)	(2,585.31)	-	(6,686.47)
<b>Net Change</b>	<b>2,825.14</b>	<b>2,987.52</b>	<b>-</b>	<b>5,812.66</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	11,107.67	6,231.37	-	17,339.04
ii) Interest due but not paid	271.50	1,532.61	-	1,804.11
iii) Interest accrued but not due	1,298.07	-	-	1,298.07
<b>Total (i+ii+iii)</b>	<b>12,677.24</b>	<b>7,763.98</b>	<b>-</b>	<b>20,441.22</b>

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

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Mr. Praful N. Satra, Chairman and Managing Director		
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Mr. Praful N. Satra does not draw any remuneration.		
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others, please specify			
	<b>Total (A)</b>			
	Ceiling as per the Act	N.A.		

**B. Remuneration to other directors:**

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount	
		Mr. Rajan P. Shah	Mr. Vidyadhar D. Khadilkar	Mr. Vinayak D. Khadilkar (upto 12.08.2015)	Ms. Sheetal S. Doshi	Mr. Vishal R. Karia	Mr. Kamlesh B. Limbachiya (w.e.f. 13.08.2015)		
	<b>Designation</b>	<b>Non-Executive Director</b>	<b>Independent Director</b>						
	• Fee for attending board/committee meetings	-	0.93	0.45	0.20	0.40	0.33	2.31	
	• Commission	-	-	-	-	-	-	-	
	• Others, please specify	-	-	-	-	-	-	-	
	<b>Total (B)</b>		<b>0.93</b>	<b>0.45</b>	<b>0.20</b>	<b>0.40</b>	<b>0.33</b>	<b>2.31</b>	
	<b>Total Managerial Remuneration (A+ B)</b>	-	<b>0.93</b>	<b>0.45</b>	<b>0.20</b>	<b>0.40</b>	<b>0.33</b>	<b>2.31</b>	
	<b>Overall Ceiling as per the Act</b>	-	N.A. as only sitting fees paid.						



### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Manan Y. Udani Company Secretary	Mr. Bhavesh V. Sanghavi Chief Financial Officer	Total
1.	Gross salary	10.44	30.25	40.69
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>10.44</b>	<b>30.25</b>	<b>40.69</b>

### VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/ punishment/ compounding of offences for the year ended 31 March 2016.

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	-	-	-	-	-
Punishment	-		NIL		-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-		NIL		-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-		NIL		-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

**Satra Properties (India) Limited**

**Praful N. Satra**

Chairman and Managing Director

Mumbai, 12 August 2016

## Annexure II

### NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration policy has been prepared pursuant to the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}. In case of any inconsistency between the provisions of law and this policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. This policy on nomination and remuneration of Directors, Key Managerial Personnel (“KMP”), Senior Management and other employees has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

### CRITERIA FOR DETERMINING THE FOLLOWING:

#### Role of the Committee:

The role of the Nomination and Remuneration Committee will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, KMP and other employees.
- To devise a policy on Board diversity.

#### i. APPOINTMENT CRITERIA AND QUALIFICATIONS FOR DIRECTORS AND SENIOR MANAGEMENT:

- The Nomination and Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.
- The Company shall not appoint or continue the employment of any person as Managing Director or Whole-Time Director or Manager who is below the age of twenty one years and has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement

annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- Appointment of Independent Directors is also subject to compliance of provisions of Section 149 of the Act read with Schedule IV and rules thereunder and the SEBI (LODR) Regulations, 2015.
  - A Whole-Time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However, a Whole-Time KMP can be appointed as a Director, in any Company, with the permission of the Board of the Company.
- ii. **POLICY ON BOARD DIVERSITY, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS:**

The Company recognises that diversity at board level is a necessary requirement in ensuring an effective board. A mix of executive, independent and other non-executive directors is one important facet of diverse attributes that the company desires. Further, a diverse board representing differences in the educational qualifications, knowledge, experience, gender, age, thought and perspective results in delivering a competitive advantage and a better appreciation of the interests of stakeholders. These differences should be balanced against the need for a cohesive, effective board.

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company’s business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board’s working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Articles of Association of the Company and such other applicable acts, rules and regulations, if any.
- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.





- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

iii. **PERFORMANCE EVALUATION:**

a. **THE PERFORMANCE EVALUATION IS DESIGNED TO:**

- review the pre-determined role of the Board and individual Directors;
- assess how well directors are discharging their responsibilities;
- assess the performance of directors in discharging their responsibilities;
- regularly evaluate the Director's confidence in the integrity of the Company, the quality of the discussions at Board meetings and the degree of their knowledge; and
- enable Board members, individually and collectively, to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

b. **EVALUATION OF EVERY DIRECTORS PERFORMANCE (EXCLUDING INDEPENDENT DIRECTORS):**

The Committee shall evaluate the performance of each director on the basis of the following criteria set at yearly intervals:

- Participation in deliberations and bringing relevant experience to the board table at its various meetings.
- Specific contributions made during the year under review and if such contributions have made a positive effect on the Governance of the Company.
- The Directors have not achieved or attempted to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates.
- Fulfilment of expectations of the Board as set out in their letter of appointment.
- Steps taken by them in reporting of any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy if observed.
- Assistance and Cooperation provided to co-directors.
- The Directors have acted in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- Carrying out the assigned tasks and in a timely and efficient manner.
- Performance in times of crisis.
- Good and healthy personal Relationship with colleagues and other appropriate executives.

The Director has acted in accordance with the provisions of the Act and Rules made there under, SEBI (LODR) Regulations, 2015 Articles of Association of the Company, if any and the applicable regulations therein.

• **EVALUATION OF INDEPENDENT DIRECTORS PERFORMANCE:**

The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated) on the basis of the following criteria at yearly intervals and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

- Well preparedness and providing information to the Board/Committee meeting(s).
- Demonstration of willingness to devote time and effort to understand the Company and its business and readiness to participate in events outside the meeting room, such as site visits.
- Ability to remain focused at a governance level in Board/Committee meetings.
- Contributions at Board/Committee meetings with respect to high quality and innovation.
- Pro-active contribution to development of strategy and risk management of the Company.
- Performance and behaviour promoting mutual trust and respect within the Board/Committee.
- Effective and successful relationship management with fellow Board members and senior management.
- Understanding governance, regulatory, financial, fiduciary and ethical requirements of the Board/Committee.
- Actively and successfully refreshing knowledge and skills and updating with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions.
- Presenting views convincingly, listening and taking the views of fellow Board members affirmatively.
- Maintaining high standard of ethics and integrity.
- Exercising independent judgement in the best interest of Company.
- Ability to contribute to and monitor corporate governance practice.
- Adherence to the code of conduct for independent directors.

iv. **POLICY FOR REMUNERATION OF DIRECTORS, KMP, SENIOR MANAGEMENT AND OTHER EMPLOYEES:**

While formulating this policy, the Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Act, which are as under:

- The level and composition of remuneration so

determined by the Committee shall be reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

- The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.
- The remuneration to directors, KMP and Senior Managerial Personnel should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**KEY PRINCIPLES GOVERNING THIS POLICY ARE AS FOLLOWS:**

**i. Remuneration for independent directors and non-independent non-executive directors:**

- The independent directors and non-independent non-executive directors may be paid sitting fees for participation in the Board and other meetings and profit related commission, subject to the provisions of the Act and the SEBI (LODR) Regulations, 2015.
- Overall remuneration (sitting fees and commission, if any) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- The profit linked commission, if any, shall be in accordance with the statutory provisions of the Act and the rules made thereunder for the time being in force.
- Pursuant to the provisions of the Act, an Independent Director of the Company shall not be entitled to any Stock Options of the Company.

**ii. Managerial Remuneration to its Directors, including Managing Director/Whole-Time Director and its Manager, KMPs Senior Management Personnel and other employees:**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
  - Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent).
  - Driven by the role played by the individual.
  - Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay.
  - Consistent with recognised best practices.
  - Aligned to any regulatory requirements.
- The remuneration/ compensation/ profit-linked commission etc. to the Directors, including Managing Director/Whole-Time Director, and Manager if any will be determined by the Committee and recommended to the Board for approval.

The remuneration/ compensation/ profit-linked commission etc. if any shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company, if any, Act and shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible.
- The Company provides retirement benefits as applicable.
- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company may provide Directors including Managing Director/Whole-Time Director and its Manager such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act as amended from time to time. The specific amount if any payable to the Directors including Managing Director/Whole-Time Director and its Manager would be based on performance as evaluated by the Board or the Nomination and Remuneration Committee and approved by the Board.
- **Remuneration payable to Director for services rendered in other capacity:**
- The remuneration payable to the Directors, if any shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:
  - a) The services rendered are of a professional nature.
  - b) The Nomination and Remuneration Committee is of the opinion that the director possesses requisite qualification for the practice of the profession.
- Where any insurance is taken by the Company on behalf of its Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that, if such person is proved to be guilty, the premium paid on such insurance shall be treated as a part of the remuneration.



## Secretarial Audit Report

### Form No. MR-3

For the Financial year ended 31 March 2016

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

To,  
The Members,  
**Satra Properties (India) Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Satra Properties (India) 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 Satra Properties (India) Limited'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 on 31 March 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31 March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("The SEBI"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Debt securities of the Company are not listed on Stock Exchange)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable during the year under review)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable during the year under review)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws applicable specifically to the Company as per the representation given by the Company are as follows:-
  - (a) Development Control Regulations for Greater Mumbai, 1991
  - (b) Maharashtra Regional and Town Planning Act, 1966
  - (c) Mumbai Municipal Corporation Act, 1888
  - (d) Maharashtra Ownership Flats Act, 1963

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and uniform listing agreements entered with BSE in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. including other specific laws to the extent applicable to the Company as represented by management mentioned above.

**I further report that**, the Board of Directors of the Company is duly constituted with proper balance of Executive, 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 the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda

items before the meeting and for meaningful participation at the meeting.

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

**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.

**I further report that** during the audit period the Company has:-

1. Passed special resolutions relating to Major transactions of the Company through postal ballot notice dated 21 July 2015:-
  - (a) Offer or invite for Subscription of Non-Convertible Debentures on private placement basis.
  - (b) Amendment to Main object Clause of the Memorandum of Association.
  - (c) Amendment to Clause III(B), Clause III(C) and Clause IV of the Memorandum of Association.
  - (d) Approval of existing and proposed related party transactions.

2. Passed Special resolution relating to re-appointment of Mr. Vidyadhar D. Khadilkar as an Independent director for second term in 32<sup>nd</sup> Annual General Meeting held on 28 September 2015.
3. The Company has partly redeemed pre-matured 100 Secured Redeemable Non-Convertible Debentures (NCD) of ₹ 1 Lac each fully paid up out of 5600 NCD. During the year interest rate on 5,600 NCD amounting to ₹ 56 Crores was revised with a reduction in rate of interest from 18% p.a. to 12% p.a. from the date of subscription and extended redemption period by one year.

**For D. M. Zaveri & Co**  
Company Secretaries

**Dharmesh Zaveri**  
(Proprietor)  
**FCS. No.: 5418**  
**CP No.: 4363**

Place: Mumbai  
Date: 12 August 2016





## Annexure IV

### 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 arm's length transactions under third proviso thereto**

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

There were no contracts or arrangements or transactions entered into during the year ended 31 March 2016, which were not on arm's length basis.

- Name(s) of the related party and nature of relationship- Not Applicable
- Nature of contracts/ arrangements/ transactions- Not Applicable
- Duration of the contracts/ arrangements/ transactions- Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any - Not Applicable
- Justification for entering into such contracts or arrangements or transactions- Not Applicable
- Date(s) of approval by the Board - Not Applicable
- Amount paid as advances, if any: Not Applicable
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188- Not Applicable

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

Sr. No.	Name(s) of the related party and Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the Contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Satra Buildcon Private Limited- Subsidiary Company	Rendering of Services of works contract by Satra Properties (India) Limited to Satra Buildcon Private Limited	Ongoing, subject to renewal as per contractual terms	The Company has rendered services of works contracts amounting ₹ 7,418.61/- Lacs for the financial year ended 31 March 2016.	1 February 2014	N.A.
		Corporate Guarantee	Ongoing, subject to renewal as per contractual terms	The Company has given Corporate Guarantee amounting to ₹ 80 Crores on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting to ₹ 130 crore	12 February 2015	N.A.

For and on behalf of the Board of Directors

**Satra Properties (India) Limited**

**Praful N. Satra**

*Chairman and Managing Director*

Mumbai, 12 August 2016

## Annexure V

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2015-16

[Pursuant to the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>Corporate Social Responsibility (CSR) is the Company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods.</p> <p><b>Satra Properties (India) Limited</b> has undertaken and shall continue to undertake appropriate CSR measures having direct, measurable and positive economic, social, and environmental impact on the community with particular emphasis on the local area and areas around where it operates. Our CSR, thus, is not limited to philanthropy, but also includes large initiatives that leads us to social development and institution building.</p> <p>The Projects/Programmes undertaken or proposed to be undertaken either by an Implementation Agency or the Company directly are/shall be in line with the activities enumerated in Schedule VII of the Companies Act, 2013 with rules framed thereunder (including any statutory modifications or re enactments thereof for the time being in force as amended from time to time).</p> <p>The detailed Corporate Social Responsibility Policy is available on the website of the Company at <a href="http://www.satraproperties.in">www.satraproperties.in</a> that gives an overview of the projects or programmes undertaken by the Company.</p>
2.	The Composition of the CSR Committee	<p><b>CSR Committee:</b></p> <p>We have a CSR Committee formed by the Board of Directors of the Company that provides an oversight of the execution of CSR policy to ensure that the CSR objectives of the Company are met. Our CSR committee comprises of:</p> <ul style="list-style-type: none"> <li>• Praful N. Satra, Chairman and Managing Director- Chairman of the Committee</li> <li>• Rajan P. Shah , Director- Member of the Committee</li> <li>• Vidyadhar D. Khadilkar, Independent Director- Member of the Committee</li> </ul>
3.	Average net profit of the Company for last three financial years.	₹ 628.16 Lacs (as per Section 198 of Companies Act, 2013)
4.	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	₹ 12.56 Lacs
5.	Details of CSR spent during the financial year	
(a)	Total amount to be spent for the financial year	₹ 12.56 Lacs. However, the Company has spent an amount of ₹ 13 Lacs during the year.
(b)	Amount unspent, if any	NIL



(c) Manner in which the amount spent during the financial year is detailed below:							
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period (as on 31.03.2016)	Amount spent: Direct or through implementing agency
1.	Animal Welfare through Shree Kutch Vagad Lakadia Panjrapole	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.	Bhachau, District-Kutch, Gujarat	₹ 13 Lacs	₹ 13 Lacs	₹ 13 Lacs	Direct
<b>Direct Expenditure</b>				<b>₹ 13 Lacs</b>	<b>₹ 13 Lacs</b>	<b>₹ 13 Lacs</b>	
<b>Overhead</b>				-	-	-	
<b>Total</b>				<b>₹ 13 Lacs</b>	<b>₹ 13 Lacs</b>	<b>₹ 13 Lacs</b>	
6.	In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.			Satra Properties (India) Limited has met the requirements on CSR activities. There is no shortfall as such in the CSR expenditure as compared to the stipulated 2% of the average net profits of the last three financial years. In fact, the CSR expenditure is higher than the mandated amount for the Company.			
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.			The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company.			

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Vidyadhar D. Khadilkar**      **Praful N. Satra**  
 Director                              Chairman and Managing Director

Mumbai, 12 August 2016

## Annexure VI

### Disclosure of Remuneration under Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2015-16:

Name of Directors	Ratio
Mr. Praful N. Satra, Chairman and Managing Director	-
Mr. Rajan P. Shah, Non-Executive Director	-
Mr. Vidyadhar D. Khadilkar, Independent Director	-
Mr. Vinayak D. Khadilkar, Independent Director (ceased to be an independent director w.e.f. 13.08.2015)	-
Ms. Sheetal S. Doshi, Independent Director	-
Mr. Vishal R. Karia, Independent Director	-
Mr. Kamlesh B. Limbachiya, Independent Director (appointed as an Independent Director w.e.f. 12.08.2015)	-

\*No remuneration is paid except Sitting Fees

- b. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015-16:

Name of Directors, Chief Financial Officer and Company Secretary	Percentage increase in remuneration in the financial year
Mr. Praful N. Satra, Chairman and Managing Director	-
Mr. Rajan P. Shah, Non-Executive Director	-
Mr. Vidyadhar D. Khadilkar, Independent Director	-
Mr. Vinayak D. Khadilkar, Independent Director (ceased to be an independent director w.e.f. 13.08.2015)	-
Ms. Sheetal S. Doshi, Independent Director	-
Mr. Vishal R. Karia, Independent Director	-
Mr. Kamlesh B. Limbachiya, Independent Director (appointed as an Independent Director w.e.f. 12.08.2015)	-
Mr. Bhavesh V. Sanghavi, Chief Financial Officer	32.97
Mr. Manan Y. Udani, Company Secretary	19.72

- c. The percentage decrease in the median remuneration of employees in the financial year 2015-16 is 10.21%
- d. The Company has 86 permanent Employees on the rolls of Company as on 31 March 2016.
- e. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**  
 Average percentile increase made in the salaries of employees other than the managerial personnel (Chief Financial Officer and Company Secretary) in the last financial year was increase of 24.26% This is based on the Nomination and Remuneration policy of the Company that rewards people differentially based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relativities are taken care of.
- f. It is hereby affirmed that the remuneration paid during the year was as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Praful N. Satra**  
*Chairman and Managing Director*  
 Mumbai, 12 August 2016



# Annexure VII

Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the year ended 31 March 2016:

Sr. No.	Name of the Employee	Designation	Gross Remuneration p.a. in (₹)	Nature of Employment	Qualifications	Total Experience	Date of Commencement of Employment with the company	Age	Last Employment held before joining the company
1	Bhavesh Sanghavi	Chief Financial Officer	30,25,000	Permanent	C.A., B Com	18 Yrs	1-Sep-07	40 Yrs	Self Employed Consultant
2	Bhupesh Raikar	Manager Execution	17,05,000	Permanent	B. E. (Construction), PGDCM (NICNAR)	22 Yrs	1-Aug-10	40 Yrs	Self Employed Consultant
3	Ramesh Gada	Manager Purchase	11,64,573	Permanent	B Com, Diploma in DTP, Software Engg.	28 Yrs	21-Aug-08	51 Yrs	Jignesh Retail India Pvt. Ltd.
4	Swati Doshi	Architect	11,17,352	Permanent	B. Arch.	8 Yrs	1-Dec-14	31 Yrs	Samir Bhojwani Developers
5	Saurabh Jain	Audit Manager	11,03,008	Permanent	C.A., B Com	9.5 Yrs	1-Sep-08	31 Yrs	Arun M Agarwal & Associates
6	Vinaykumar Maroo	Business Manager-Project in Charge	10,69,125	Permanent	Under Graduate	41 Yrs	1-Sep-13	60 Yrs	Lakhani Builders Pvt. Ltd.
7	Manan Udani	Company Secretary	10,44,086	Permanent	CS, LLB, B Com	8 Yrs	30-Nov-09	32 Yrs	Satra Property Developers Pvt. Ltd.
8	Sanjay Gadre	Senior Engineer	9,35,188	Permanent	D. C. E., Land Surveying Industrial Training	23 Yrs	5-Nov-07	50 Yrs	Motawani Builder
9	Padmanabha Poojari	Project Manager	8,19,060	Permanent	D. C. E.	26 Yrs	1-Jul-09	47 Yrs	Emrill Services L.L.C. (Emaar)
10	Rajesh Kacha	GM (Operations)	6,89,478	Permanent	Under Graduate	32 Yrs	11-Dec-09	52 Yrs	Bhagyakiran Construction Company

#### Notes:

- I) None of the above employee is a relative of any Director of the Company within the meaning of relative under the Companies Act, 2013.
- II) As of 31 March 2016, none of the above employees by himself/herself or along with his/her spouse and dependent children, held 2% or more of the equity shares in the Company as referred to in sub-clause (iii) of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board of Directors**  
**Satra Properties (India) Limited**

**Praful N. Satra**  
 Chairman and Managing Director  
 Mumbai, 12 August 2016



# Management Discussion & Analysis Statement

## INDUSTRY STRUCTURE AND DEVELOPMENT

In the midst of a weak global economy and China's economy on a downward trend, India's economic growth rate has eclipsed all others. Meanwhile, India's inflation is receding and investors are bullish on growth of the Indian Economy. After the Brexit, the global forecast for 2017 was cut by 0.1% to 3.4%. Though the real effect of Brexit, adding elements of economic and political stability, will require many months to gradually stabilize. India has come out as a shining star in the emerging market.

India's economic growth accelerated in fiscal 2015 despite a double digit decline in exports. Further, it is projected to slide marginally in 2016 due to delay in public investments, stressed banking assets, and decline in exports. However, the Indian economy is projected to remain strong at 7.5%, on account of good monsoon after there being two years of drought, boost in private consumption and various government reforms and policies that includes passage of Goods and Service Tax (constitutional amendment) bill, large increase in public wages by the implementation of the 7<sup>th</sup> pay commission recommendations, government's decision for infusing capital in the public sector banks. This coupled with the Reserve Bank of India's monetary policies for interest rate cuts will have a positive results for the Indian economy.

On the front of social infrastructure, government initiatives like start up India, stand up India, would create job opportunities for masses, which will help improve the productivity thereby increasing the per capita income.

With the passage of Real Estate Regulatory Authority Act by the Central Government, which will not only bring transparency and commitment towards its customers but will also boost investments in the real estate sector.

## OPPORTUNITIES

The company is a Mumbai centric with most of the projects located at strategic and premium locations. Your company focus across all the segments ranging from hi-end and ultra-luxurious projects to medium budget residential flats.

## RISKS AND THREATS

### Market Price fluctuation

Your company is prone to the downward trend in the real estate market due to various social, economic and political factors that may be beyond control. To mitigate the risk of fall in prices, your company is following sale model and hence it is in a better position in locking the price of flats by initiating bookings of its inventories at every stages of the project. Your company has good experience in managing land banks and putting it in a better position against any downward in the price.

### Project Execution

Execution depends on several factors major being availability of labour and raw materials, getting approvals and various regulatory clearances and other utility services and minimization of litigation. To mitigate the risk of timely and quality execution, your company manages the adversities with cautious approach, meticulous planning and by engaging of experienced contractors, renowned architects and solicitors firm to guide the company.

### Change in Government Policies

Your Company faces risk of change in Government policies and to mitigate the risk, the company is having a regulatory and compliance system at every stage.

### Financing Costs.

The acquisition of land and development rights needs substantial capital outflow. Inadequate funding resources and high interest cost may impact regular business operations. Your company manages to build cash flows reserves from its internal accruals by following sale model.

## SEGMENT WISE OR PRODUCT WISE PERFORMANCE.

The company is operating in single segment i.e. Real Estate and construction and there is only one reportable segment.

## FUTURE PLANS AND OUTLOOK

Your company has planned to follow a cautious approach by getting all the concessions and approvals in place to avoid any unforeseen and adverse compliance due to the change in the government policies. Also, for the title clear for all its upcoming projects to be launched in future. Further, your company continuous to focus on redevelopment under SRA, to minimize the risk of intensive upfront capital investments. Also, it is looking forward to partner itself with other real estate developers for getting the synergy in operations, reduction in finance cost and also to minimize its risk of operations.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and Compliance with regulations and applicable laws and providing protection against misuse or losses from unauthorized use or deposition.

## DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE:

### 1. Income:

Revenue is recognized when significant cost has been incurred on the project as compared to total estimated cost of project. During the year, your Company's total income increased by 40.87% from ₹ 7,172 Lacs in the year 2014-15 to ₹ 10,103 Lacs in the year 2015-16 due to increase in performance of work contracts. On consolidated basis, the total income increased by 331.76% from ₹ 4,707 Lacs in the year 2014-15 to ₹ 20,323 Lacs in the year 2015-16. The said increase is due to increase of revenue from sale of property in one of subsidiary Company.

### 2. Expenses:

Cost of material consumed for the project includes land cost, TDR, construction cost, finance cost and other incidental cost directly associated to a project. When revenue is not recognized for the undivided shares of land, it is transferred to work-in-progress. The construction cost of the Company



increased by 67.29% from ₹ 4,910 Lacs in the year 2014-15 to ₹ 8,214 Lacs in the year 2015-16. On consolidated basis, the construction cost increased by 733.43% from ₹ 2,342 Lacs in the year 2014-15 to ₹ 19,519 Lacs in the year 2015-16. Financial cost not attributable to specific projects are charged to statement of profit and loss after capitalizing some portion to inventories as per the Accounting Standards. During the year, there was reduction in finance cost by 21.93% from ₹ 1,514 Lacs in the year 2014-15 to ₹ 1,182 Lacs in the year 2015-16. On consolidation basis, the finance cost has decreased by 6.17% from ₹ 1,962 Lacs in the year 2014-15 to ₹ 1,841 Lacs in the year 2015-16. Your Company's employee's cost was at ₹ 150 Lacs for the year as against ₹ 99 Lacs in the previous year. On consolidated basis, the employee cost was at ₹ 254 Lacs for the year as against ₹ 210 Lacs in the previous year. Other expenses of the Company were at ₹ 359 Lacs for the current year as against ₹ 346 Lacs in the previous year and on consolidated basis, the other expenses were at ₹ 1,333 Lacs for the current year as against ₹ 1,556 lacs in the previous year.

### 3. Profit and margin growth:

The profit from operations before tax has decreased by 31.23% from ₹ 269 Lacs to ₹ 185 lacs in current year. The said decrease is due to lower margin in work contracts as compare to sale of property and during the year major revenue is recognized from Work contracts. The overall profit after tax increased by 234.85% from ₹ 132 Lacs in the year 2014-15 to ₹ 442 Lacs in the year 2015-16 on standalone basis due to reversal of provision for taxes of earlier years. The losses are booked in the year 2015-16 of ₹ 2,037 Lacs on consolidation basis.

The management is taking effective steps to improve overall performance of the Group by concentrating on executing the on-going and new projects at fast pace and reduction of debt to minimize the burden of financial cost.

### 4. Shareholders' funds:

Shareholders' funds represent equity share capital, preference share capital, money received against share warrants and reserves and surplus. During the year 2015-16, the shareholders' funds is marginally increased from ₹ 10,655 Lacs for the year 2014-15 to ₹ 10,882 Lacs for the year 2015-16. Shareholders' funds comprises of ₹ 3,567 Lacs equity share capital and reserves and surplus of ₹ 7,315 Lacs for the current year.

### 5. Current liabilities and non-current liabilities:

Current liabilities include short-term borrowings, trade payables, short-term provision and other current liabilities.

Non-current liabilities include long-term provisions. During the year, current liabilities increased by 11.20% from ₹ 33,045 Lacs to ₹ 36,745 Lacs. This was on account of increasing short term borrowings and trade payables.

### 6. Current assets and non-current assets:

Current assets comprises of inventories, trade receivables, cash and bank balances, short-term loans and advances and other current assets. Non-current assets include fixed assets, non-current investments, deferred tax assets and long-term loans and advances. Inventories represent construction work-in-progress and stock of materials, the said cost is transferred to cost of construction at the time of recognizing revenues. During the year trade receivables have decreased by 11.97% from ₹ 11,256 Lacs to ₹ 9,909 lacs. Short-term loans and advances represent loans given to subsidiaries, associates and other companies. The short-term loans and advances have increased by 24.25% from ₹ 8,903 Lacs to ₹ 11,062 Lacs in the current year due to loan given to subsidiary companies for projects.

## HUMAN RESOURCES DEVELOPMENT

Your Company is empanelled with a highly profiled and passionate leaders, to nurture and harness core management teams. The company has harmonious employee relation and there is close interaction between the management and the employees to facilitate smooth functioning of our organization activities. The company strongly believes that's its intrinsic strength lies in the quality of its dedicated and motivated employees. The group has an employee strength of 86 Nos.

## CAUTIONARY STATEMENT

The statements in this Report, particularly which relate to management discussion and analysis describing the Company's objectives, plans, projections, estimates, expectations or prediction, may constitute "forward looking statements" within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectations of future events, actual results may differ substantially or materially from those expressed or implied in the statement depending on the circumstances, which are beyond the control of the Company like economic conditions, finished goods prices, change in government regulations and tax regime etc. The Company assumes no responsibility to publically amend, modify or revise in respect of forward looking statements on the basis of subsequent developments, information or events.

# Report on Corporate Governance

Corporate Governance is a systematic process by which an organization is directed, administered, managed and controlled. Corporate Governance encompasses adhering effectively to the governing laws, procedures, practices and the implicit rule that determines a management's ability to make sound decisions in the best interest of all its stakeholders, viz. shareholders, the Board of Directors, employees, customers, creditors, suppliers and the community at large. Corporate Governance is primarily based on the principles of transparency and fairness, integrity and ethical conduct, empowerment and accountability, full disclosure and compliances, stakeholder's interest, etc.

The Company has complied with the requirements of Corporate Governance as stipulated under the Clause 49 of the erstwhile Listing Agreement and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}.

## 1. Company's Philosophy on Code of Governance:

The Company reiterates its commitment to adhere to the highest standards of Corporate Governance which is founded upon a rich legacy of integrity, fairness, transparency, equity and accountability. We believe that good Corporate Governance practices should be enshrined in all the operations and functioning of the Company and thus are pivotal to enhance and retain investor's trust. The Company's philosophy on Corporate Governance envisages attainment of highest level of integrity, fairness, transparency, equity and accountability in all facets of its functioning and in its interactions with shareholders, employees, government, regulatory bodies and the community at large. The Company recognizes good Corporate Governance practices as a key driver to sustainable growth and value creation and thus encourages timely and accurate dissemination of information to all their stakeholders. Accordingly, the Company has adopted a Code of Conduct for Board of Directors and Senior Management.

## 2. Board of Directors:

The Company believes that an active, well informed and an independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises of an optimum combination of Executive, Non-executive, Woman Director and Independent Directors so as to preserve and maintain the independence of the Board. The Composition of the Board of Directors of the Company is in accordance with Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

### Director's Profile:

**Mr. Praful N. Satra** (DIN: 00053900), Promoter, Chairman and Managing Director of the Company, has a total experience of over 31 years in domestic and international business which includes 16 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has a vast experience in execution and management of wide variety of construction and development of projects. His core area of operations includes identification of land/properties and formulation of finance and business strategies.

He also holds Directorship in various Companies viz; Satra Property Developers Private Limited, Satra Buildcon Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra International Realtors Limited, Satra Realty and Builders Limited, Satra Re-Development Company Limited, Satra Property Development Private Limited, Satra Retail Private Limited, Shraavan Developers Private Limited, Savla Realtors and Developers Private Limited, C. Bhansali Developers Private Limited and RRB Realtors Private Limited as on 31 March 2016.

He holds 7,37,98,106 Equity Shares of the Company in his name as on 31 March 2016. However, he does not hold any Preference Shares/ Debentures/ Convertible instruments any other securities of the Company in his name as on 31 March 2016.

**Mr. Rajan P. Shah** (DIN: 00053917), Director of the Company, has over 24 years of experience in the Real Estate Industry and construction activities in the execution and management of a wide variety of construction projects. He is guiding the Company in matters concerned with Project Execution, liasoning and legal matters relating to the Company.

He also holds Directorship in various Companies viz; Satra Property Developers Private Limited, Satra Buildcon Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Realty and Builders Limited, Satra Re-Development Company Limited, Satra Property Development Private Limited, RRB Realtors Private Limited and Shraavan Developers Private Limited as on 31 March 2016.

He does not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in his name as on 31 March 2016.

**Mr. Vidyadhar D. Khadilkar** (DIN: 01548603), an Independent Director of the Company, holds a Diploma in Civil and Sanitary Engineering from the Victoria Jubilee Technical Institute, Mumbai. He has a total work experience of over 36 years. He was in-charge of the prestigious Morbe Dam Project of Navi Mumbai Municipal Corporation as an Executive Engineer. He was appointed by the State Government of Maharashtra, WS & S Department as a Member of Committee for Interconnecting all the Water Sources in Mumbai Metropolitan Region Area. He was also appointed by Navi Mumbai Municipal Corporation as a Member Secretary of its Expert Committee to decide permanent Water Source for Navi Mumbai City. He was assigned the Job of preparing and implementing 24 x 7 water supply systems in Navi Mumbai Area with atomization to achieve savings in Energy Charges and Economizing Operational Cost. He has worked as an Engineer with state PWD of the Government of Maharashtra and also was associated with CIDCO Limited, a town planning authority of Navi Mumbai. He joined our Board on 26 May 2007.

He also holds Directorship in Satra Property Developers Private Limited (wholly owned subsidiary of the Company) in compliance with the erstwhile Clause 49 of the Listing Agreement and Regulation 24 (1) of the SEBI (LODR) Regulations, 2015.

He does not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in his name as on 31 March 2016.





**Mr. Vinayak D. Khadilkar** (DIN: 01548508), an Independent Director of the Company, holds a Bachelor's degree in Commerce from University of Mumbai. He is a practicing Chartered Accountant and has over 33 years of experience in the field of Finance, Accounts, Audit and Taxation. Mr. Vinayak D. Khadilkar joined our Company on 26 May 2007 and has tendered his resignation w.e.f. 13 August 2015.

He did not hold Directorship in any other Company and did not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in his name during his tenure.

**Ms. Sheetal S. Doshi** (DIN: 07136658), appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors w.e.f. 25 March 2015 and subsequently confirmed as an Independent Director of the Company vide ordinary resolution dated 7 September 2015 passed through postal Ballot, holds a Bachelor's degree in Arts from University of Mumbai, a Diploma in Human Resource Management from the Wellingkar's Institute of Management and Masters in Animation from Workstation. She also held the position of Vice President in a prominent Marketing and Media Company in 2007-08 and was involved in performing events and planning on brand projects and was associated with Electronic Media Pvt. Ltd. as the Head of Department in the year 2006. She has specialized and has an enormous overall experience of around 10 years in Brand development, digital marketing, social media marketing etc. and is currently the owner of Via Vistas- simple ideas, big impact since 2009. She also holds Independent Directorship in Satra Property Developers Private Limited, Satra Buildcon Private Limited and Satra Realty and Builders Limited.

She does not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in her name as on 31 March 2016.

**Mr. Vishal R. Karia** (DIN: 03473857), appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors w.e.f. 31 March 2015 and subsequently confirmed as an Independent Director of the Company vide ordinary resolution dated 7 September 2015 passed through postal Ballot. has an experience of over 8 years in Construction Industry and of over 6 years in Hotel Industry. His core area is of operations and includes identification of land/properties and formulation of business strategies. He believes in merging the international culture adopted worldwide in real estate industry and construction business which shall help in the growth of the Company. He also has vast experience in execution and management of a wide variety of construction and development of projects.

He also holds Independent Directorship in Satra Property Developers Private Limited, Satra Buildcon Private Limited and Satra Realty and Builders Limited.

He does not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in his name as on 31 March 2016.

**Mr. Kamlesh B. Limbachiya** (DIN: 07256660) appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors w.e.f. 12 August 2015 and subsequently confirmed as an Independent Director of the Company in the Annual General Meeting held on 28 September 2015, has a total Work experience of 26 Years in the field of Accounts, Finance, Sales Tax and Human Resources & Administration.

He does not hold Directorship in any other Company.

He does not hold any Shares/ Debentures/ Convertible instruments/ any other securities of the Company in his name.

**The Composition and category of Directors, and details of Directorship/ Membership of Committees/ Chairmanship of Committees of the respective directors as on 31 March 2016 are as under:**

Name of the Director	Category	Number of Companies		
		Directorship(s)	Committee Membership(s)	Committee Chairperson(s)
Mr. Praful N. Satra	Promoter, Non-Independent, Executive Director	9	-	-
Mr. Rajan P. Shah	Non-Executive, Non-Independent Director	9	3	-
Mr. Vidyadhar D. Khadilkar	Non-Executive, Independent Director	2	3	1
Mr. Vinayak D. Khadilkar#	Non-Executive, Independent Director	1	2	1
Ms. Sheetal S Doshi	Non-Executive, Independent Director	4	2	-
Mr. Vishal R. Karia	Non-Executive, Independent Director	4	3	-
Mr. Kamlesh B. Limbachiya*	Non-Executive, Independent Director	1	2	1

\* Mr. Kamlesh B. Limbachiya has been appointed as an Independent Director w.e.f 12 August 2015.

# Mr. Vinayak D. Khadilkar has tendered his resignation w.e.f. 13 August 2015.

**Notes - In accordance with the Regulation 26 of the SEBI (LODR) Regulations, 2015:**

- The Directorships held by Directors as mentioned above includes Public Limited Companies [including directorship in Satra Properties (India) Limited] but excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 (the Act).
- Memberships/Chairmanships of only the Audit Committees and Stakeholder's Relationship Committees of all Public Limited Companies have been considered.
- Private company which is a subsidiary of public company is considered as a public company.

4. No Director is related to any other Director on the Board (inter-se) in terms of erstwhile Listing Agreement and SEBI (LODR) Regulations, 2015 except Mr. Vinayak D. Khadilkar and Mr. Vidyadhar D. Khadilkar, who were related to each other as brothers.

**Board Meetings:**

During the Financial Year ended 31 March 2016, Five Board Meetings were held on 29 May 2015, 21 July 2015, 12 August 2015, 9 November 2015 and 12 February 2016.

**Composition of Board as on 31 March 2016 and attendance of Directors at the Board meetings and Annual General Meeting during the financial year ended 31 March 2016 are given below:**

Name of the Director	Number of Meetings Held	Number of Meetings Attended	Attendance at the Annual General Meeting held on 28 September 2015
Mr. Praful N. Satra	5	5	Yes
Mr. Rajan P. Shah	5	4	Yes
Mr. Vidyadhar D. Khadilkar	5	5	Yes
Mr. Vinayak D. Khadilkar #	5	3	N.A.
Ms. Sheetal S. Doshi	5	2	Yes
Mr. Vishal R. Karia	5	4	No
Mr. Kamlesh B. Limbachiya*	5	2	Yes

\* Mr. Kamlesh B. Limbachiya has been appointed as an Independent Director w.e.f 12 August 2015. Two meetings were held during his tenure.

# Mr. Vinayak D. Khadilkar has tendered his resignation w.e.f. 13 August 2015. Three meetings were held during his tenure.

The Policy of conducting the Familiarisation Program and the details of the Familiarisation Programme imparted to Independent Directors of the Company has been disclosed on the website of the Company at <http://satraproperties.in/investor-relation.html>.

**3. Audit Committee:**

The terms of reference and role of the Audit Committee are in accordance with the Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Act. The Audit Committee comprised of 3 Non-Executive Directors, out of which two-third Directors, viz Mr. Vinayak D. Khadilkar (Chairman) and Mr. Vidyadhar D. Khadilkar were Independent Directors and Mr. Rajan P. Shah was a Non-executive Director.

Subsequently, pursuant to the appointment of Mr. Kamlesh B. Limbachiya as an Independent Director w.e.f. 12 August 2015 and the resignation of Mr. Vinayak D. Khadilkar w.e.f. 13 August 2015, the Audit Committee was reconstituted by the Board vide its meeting held on 12 August 2015 and Mr. Kamlesh B. Limbachiya having accounting/financial management expertise was appointed as Chairman of the Committee w.e.f. 13 August 2015.

As on 31 March 2016, the Audit Committee of the Company comprised of 3 Non-Executive Directors, out of which two-third Directors, viz Mr. Kamlesh B. Limbachiya (Chairman) and Mr. Vidyadhar D. Khadilkar were Independent Directors and Mr. Rajan P. Shah was a Non-executive Director.

All the Members of the Audit Committee are financially literate and have the ability to read and understand financial statements as required under Regulation 18 of the SEBI (LODR) Regulations, 2015 and section 177 of the Act. Mr. Manan Y. Udani, Company Secretary of the Company acts as the Secretary to the Audit Committee.

**The terms of reference of the Audit Committee, inter alia, includes the following:**

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommending the appointment, remuneration and terms of appointment of the Auditors of the Company;
- Approving of payment to statutory auditors for any other services rendered by the statutory auditors;
- Review and examine with the management, the Annual Financial Statements and Auditor’s Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Monitoring and Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted



by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 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;

- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**B. Reviewing the following information:**

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters/letters of Internal Control Weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to Internal Control Weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Audit Committee Meetings:**

During the Financial Year ended 31 March 2016, Five Audit Committee Meetings were held on 29 May 2015, 21 July, 2015, 12 August 2015, 7 November 2015 and 12 February 2016.

Mr. Kamlesh B. Limbachiya, Chairman of Audit Committee was present at the last Annual General Meeting held on 28 September 2015.

**Composition of Audit Committee as on 31 March 2016 and attendance of Directors during the financial year ended 31 March 2016 are given below:**

Name of the Director	Category	Number of Meetings Held	Number of Meetings Attended
Mr. Vinayak D. Khadilkar (Upto 12 August 2015)	Chairman, Independent Director	5	3
Mr. Kamlesh B. Limbachiya (w.e.f 13 August 2015)	Chairman, Independent Director	5	2
Mr. Vidyadhar D. Khadilkar	Member, Independent Director	5	5
Mr. Rajan P. Shah	Member, Non-Executive Director	5	4

Three and two meetings were held during the tenure of Mr. Vinayak D. Khadilkar and Mr. Kamlesh B. Limbachiya (appointed as an Independent Director w.e.f. 12 August 2015) respectively.

**4. Nomination and Remuneration Committee:**

The terms of reference and role of the Nomination and Remuneration Committee are in accordance with the Regulation 19 of the SEBI (LODR) Regulations, 2015 and Section 178 of the Act. The Nomination and Remuneration Committee comprised of 3 Non-Executive Directors, out of which one-half Directors, viz. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Vinayak D. Khadilkar were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

Subsequently, pursuant to the appointment of Mr. Kamlesh B. Limbachiya as an Independent Director w.e.f. 12 August 2015 and the resignation of Mr. Vinayak D. Khadilkar w.e.f. 13 August 2015, the Nomination and Remuneration Committee was reconstituted by the Board vide its meeting held on 12 August 2015 and Mr. Kamlesh B. Limbachiya was appointed as member of the Committee w.e.f. 13 August 2015.

As on 31 March 2016, the Nomination and Remuneration Committee of the Company comprised of 3 Non-Executive Directors, out of which which fifty percent Directors, viz Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Kamlesh B. Limbachiya were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

**Terms of Reference of the Committee, inter alia, includes the following:**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of directors;
- Devising a policy on diversity of Board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

In terms of the provisions of Section 178(3) of the Act and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company and a Policy on Board Diversity. The performance evaluation criteria for Independent Directors has also been specified in the Nomination and Remuneration policy, which is enclosed as Annexure - II to the Board's Report.

**Remuneration to Directors:**

During the Financial Year 2015-16, the Company did not pay remuneration to any Director, except sitting fees to Non-Executive Independent Directors. The sitting fees did not exceed the limits prescribed under Section 197 of the Act along with the relevant rules prescribed thereunder. The Non-Executive Independent Directors of the Company were paid sitting fees per meeting during the Financial Year under review subject to applicable taxes, levies, etc., if any, for attending various Meetings of the Board or its Committees. The Non-Executive Independent Directors are paid sitting fees of ₹ 10,000/- for attending each Board Meeting and ₹ 2,500/- for attending other Committee Meetings of the Company.

**The details of the remuneration paid to the Directors for the year 2015-16 are given below:**

(₹ in lacs)

Name of the Director	Remuneration Paid				
	Salary	Bonus	Perquisites/ Benefits etc.	Sitting Fees	Commission
Mr. Praful N. Satra	-	-	-	-	-
Mr. Rajan P. Shah	-	-	-	-	-
Mr. Vidyadhar D. Khadilkar	-	-	-	0.93	-
Mr. Vinayak D. Khadilkar (upto 12 August, 2015)	-	-	-	0.45	-
Ms. Sheetal S. Doshi	-	-	-	0.20	-
Mr. Vishal R. Karia	-	-	-	0.40	-
Mr. Kamlesh B. Limbachiya (w.e.f. 13 August, 2015)	-	-	-	0.33	-

There was no pecuniary relationship or transactions with Non – Executive Directors vis-à-vis the Company. The Company pays only sitting fees to the Independent Directors.

The Company presently does not have a scheme for grant of stock options.

There is no separate provision for payment of severance fees to Director(s).

**Nomination and Remuneration Committee Meetings:**

During the Financial Year ended 31 March 2016, two Nomination and Remuneration Committee Meetings were held on 12 August 2015 and 12 February 2016.

**Composition of Nomination and Remuneration Committee as on 31 March 2016 and attendance of Directors during the financial year ended 31 March 2016 are given below:**

Name of the Director	Category	Number of Meetings Held	Number of Meetings Attended
Mr. Vidyadhar D. Khadilkar	Chairman, Independent Director	2	2
Mr. Vinayak D. Khadilkar#	Member, Independent Director	2	1
Mr. Kamlesh B. Limbachiya*	Member, Independent Director	2	1
Mr. Rajan P. Shah	Member, Non-Executive Director	2	2

\* Mr. Kamlesh B. Limbachiya has been appointed as an Independent Director w.e.f 12 August 2015 and member of Nomination and Remuneration Committee w.e.f. 13 August 2015. One meeting was held during his tenure.

# Mr. Vinayak D. Khadilkar has tendered his resignation w.e.f. 13 August 2015. One meeting was held during his tenure.



#### 5. Stakeholders Relationship Committee:

The Company has always valued its investor's and stakeholder's relationships. The Stakeholders Relationship Committee ensures proper and speedy redressal of Shareholder's/ Investor's complaints. It is empowered to look into redressal of Shareholder's and Debenture Holder's complaints which inter alia include transfer of shares, non-receipt of annual report, non-receipt of declared dividends and other miscellaneous complaints. The Stakeholders Relationship Committee comprised of 3 Non-Executive Directors, out of which two Directors, viz. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Vinayak D. Khadilkar were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

Subsequently, pursuant to the appointment of Mr. Kamlesh B. Limbachiya as an Independent Director w.e.f. 12 August

2015 and the resignation of Mr. Vinayak D. Khadilkar w.e.f. 13 August 2015, the Stakeholders Relationship Committee was reconstituted by the Board vide its meeting held on 12 August 2015 and Mr. Kamlesh B. Limbachiya was appointed as member of the Committee w.e.f. 13 August 2015.

As on 31 March 2016, the Stakeholders Relationship Committee of the Company comprised of 3 Non-Executive Directors, out of which two Directors, viz Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Kamlesh B. Limbachiya were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

During the period under review, the Stakeholders Relationship Committee met four times on 29 May 2015; 12 August 2015; 7 November 2015 and 12 February 2016.

**Composition of Stakeholders Relationship Committee as on 31 March 2016 and attendance of Directors during the financial year ended 31 March 2016 are given below:**

Name of the Director	Category of Directors	Number of Meetings Held	Number of Meetings Attended
Mr. Vidyadhar D. Khadilkar	Chairman, Independent Director	4	4
Mr. Vinayak D. Khadilkar#	Member, Independent Director	4	2
Mr. Kamlesh B. Limbachiya*	Member, Independent Director	4	2
Mr. Rajan P. Shah	Member, Non-Executive Director	4	3

\*Mr. Kamlesh B. Limbachiya has been appointed as an Independent Director w.e.f. 12 August 2015 and member of Stakeholders Relationship Committee w.e.f. 13 August 2015. Two meetings were held during his tenure.

# Mr. Vinayak D. Khadilkar has tendered his resignation w.e.f. 13 August 2015. Two meetings were held during his tenure

#### Name and Designation of the Compliance officer:

Mr. Manan Y. Udani – Company Secretary is the Compliance Officer of the Company for complying with requirements of the SEBI (LODR) Regulations, 2015.

#### Shareholders Complaints during the Financial Year 2015-16:

The number of complaints received and resolved to the satisfaction of investors during the Financial year ended 31 March 2016 and their break-up are as under:

Particulars	Received	Resolved	Pending
No. of Complaints	2	2	NIL

#### 6. Allotment Committee:

The Board of Directors of your Company had constituted an Allotment Committee to work out the modalities and other procedural matters with regard to the issue and allotment of 1,70,00,000 warrants of ₹ 5.20/- each which had been duly converted into equivalent equity shares of nominal value of ₹ 2/- each at a price of ₹ 5.20/- per share, including premium of ₹ 3.20/- per share which were allotted to the promoter group on preferential basis vide the meeting of the Committee held on 30 January 2015 and upon all related activities being concluded, the Board of Directors dissolved the said Committee.

#### 7. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Act the Board constituted the Corporate Social Responsibility (“CSR”) Committee. The CSR Committee consists of three Directors of which one director is an Independent Director. It provides guidance on various CSR activities to be undertaken by the Company and monitors its progress. The terms of reference for the CSR Committee include:

- (1) Formulate a CSR Policy which shall indicate activities to be undertaken by the Company.
- (2) Recommend the CSR Policy to the Board.
- (3) Recommend the amount of expenditure to be incurred on the activities.
- (4) Monitor the Policy from time to time as per the CSR policy

During the Financial Year ended 31 March 2016 one Corporate Social Responsibility Committee Meeting was held on 28 March 2016.



Composition of Corporate Social Responsibility Committee as on 31 March 2016 and attendance of Directors during the financial year ended 31 March 2016 are given below:

Name of the Director	Category	Number of Meetings Held	Number of Meetings Attended
Mr. Praful N. Satra	Chairman, Executive Director	1	1
Mr. Rajan P. Shah	Member, Non-Executive Director	1	1
Mr. Vidyadhar D. Khadilkar	Member, Independent Director	1	1

Annual Report on CSR activities forms a part of the Director's Report detailing Contribution to the CSR activities.

**8. Separate Meeting of Independent Directors:**

During the Financial Year 2015-16, a separate meeting of Independent Directors was held on 28 March 2016 to review the performance of non-independent directors and the Board of directors as a whole, review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and review various parameters for assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board of directors to effectively and reasonably perform their duties.

**9. General Body Meetings:**

- **Details of venue, date and time of the last three Annual General Meetings held:**

Financial Year	Venue	Day and Date	Time
2014-15	Navinbhai Thakkar Hall Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057	Monday, 28 September 2015	4.00 p.m.
2013-14		Saturday, 27 September 2014	12.00 Noon
2012-13		Saturday, 28 September 2013	4.00 p.m.

- **Special Resolutions passed in the previous three Annual General Meetings:**

Year	Date	Time	Resolution
2014-15	28 September 2015	4.00 p.m.	To re-appointment Mr. Vidyadhar D. Khadilkar (DIN: 01548603), as an Independent Director
2013-14	27 September 2014	12.00 noon	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

- **Passing of Special Resolutions by Postal Ballot during the last year:**

During the Financial Year 2015-16, pursuant to Section 110 of the Act read with Rules framed thereunder and other applicable provisions, if any, of the Act (including any amendment thereto or re-enactment thereof), the Company had passed the following Special Resolutions through Postal Ballot as per the details mentioned below:

Date of Report by the Scrutinizer	Date of Declaration of Results/Date of Approval of Members	Name of the Scrutinizer	Special Resolutions passed through Postal Ballot
9 September 2015	Date of Approval of Members - 7 September 2015  Date of Declaration of Results - 9 September 2015	Mr. Dharmesh Zaveri Practicing Company Secretary of D. M. Zaveri & Co.	1. To offer or invite for Subscription of Non-Convertible Debentures on private placement basis 2. Amendment to Main Object Clause of the Memorandum of Association 3. Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association 4. Amendment to Clause IV of the Memorandum of Association 5. Approval of existing material related party transactions 6. Approval of existing related party transactions 7. Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary 8. Approval of proposed transactions with related parties



• **Details of voting pattern:**

Description of Resolution	No. of shares held	No. of Votes			% of Votes		
		In Favour	Against	Invalid	In Favour	Against	Invalid
To offer or invite for Subscription of Non-Convertible Debentures on private placement basis- Special Resolution	14,39,21,332	14,39,20,030	1,302	NIL	99.9991	0.0009	NIL
Amendment to Main Object Clause of the Memorandum of Association- Special Resolution	14,39,20,802	14,39,20,037	765	NIL	99.9995	0.0005	NIL
Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association- Special Resolution	14,39,20,802	14,39,20,037	765	NIL	99.9995	0.0005	NIL
Amendment to Clause IV of the Memorandum of Association- Special Resolution	14,39,20,802	14,39,20,037	765	NIL	99.9995	0.0005	NIL
Approval of existing material related party transactions- Special Resolution	1,43,85,870	1,43,84,568	1,302	NIL	99.9909	0.0091	NIL
Approval of existing related party transactions- Special Resolution	1,43,85,870	1,43,84,568	1,302	NIL	99.9909	0.0091	NIL
Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary- Special Resolution	1,43,85,870	1,43,84,568	1,302	NIL	99.9909	0.0091	NIL
Approval of proposed transactions with related parties- Special Resolution	1,43,85,870	1,43,84,568	1,302	NIL	99.9909	0.0091	NIL

• **Person who conducted the postal ballot exercise:**

The Company had appointed Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

• **Whether any special resolution is proposed to be conducted through postal ballot:**

No special resolution is proposed to be conducted through postal ballot.

• **Procedure for Postal Ballot:**

In compliance with the Regulation 44(1) of the SEBI (LODR) Regulations, 2015 and Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder, the Company provides remote e-voting facility as an option to all its members, to enable them to cast their votes electronically. The Company engages the services of Central Depository Services (India) Limited for the purpose of providing remote e-voting facility to all its members. The members have the option to vote either by physical ballot or remote e-voting. The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes by permissible mode to its members whose names appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice along with postal ballot form is sent to members in electronic form to the email addresses registered with their depository participants or the Company. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act read with Rules framed thereunder. Voting is reckoned in proportion to the Member's share of voting rights on the paid-up share capital of the Company as on the record date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members

desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting. The scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the Chairman/ Director. The results are also displayed on the website of the Company, www.satraproperties.in, besides being communicated to the stock exchanges, agency and registrar and share transfer agent.

• **Subsidiary Companies**

Mr. Vidyadhar D. Khadilkar, Independent Director of the Company holds a position as Independent Director in Satra Property Developers Private Limited, a material unlisted Indian Subsidiary Company, as required under Regulation 24(1) of the SEBI (LODR) Regulations, 2015 for the Financial Year 2015-16.

In terms of regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015, Satra Buildcon Private Limited has become a material unlisted Indian Subsidiary Company for the Financial Year 2016-17. As required under Regulation 24(1) of the SEBI (LODR) Regulations, 2015, Mr. Vishal R. Karia, Independent Director of the Company holds a position as Independent Director in Satra Buildcon Private Limited.

The Audit Committee of the Company reviews the financial statement, in particular, the investments made by the unlisted subsidiary and the minutes of the meetings of the Board of directors of the unlisted subsidiary, etc. to the extent applicable as per the Regulation 24 of the SEBI (LODR) Regulations, 2015.

**9. Disclosures:**

- During the period under review, there were no materially significant related party transactions that had potential conflict with the interests of the Company at large.
- During the last 3 years, there were no strictures or penalties imposed on the Company by either the Stock

Exchange or SEBI or any statutory authority for noncompliance of any matter related to the capital markets.

- The Company has adopted the Whistle Blower Policy and Vigil mechanism for Directors and employees to report genuine concerns and provides for adequate safeguards against victimization of directors and employees or any other person who avails the mechanism. This mechanism also provides for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. No Director or employee who wanted to report a concern was denied access to the Chairman of the Audit Committee. Web link of Whistle Blower Policy and Vigil mechanism is <http://satraproperties.in/pdf/policies/whistle-blower-policy-and-vigil-mechanism.pdf>
- The Company has complied with the mandatory requirements as contained in the erstwhile Clause 49 of the Listing Agreement and the SEBI (LODR) Regulations, 2015.
- Web link of the Policy for determining 'material' subsidiaries is <http://satraproperties.in/pdf/policies/policy-for-determining-material-subsiidiaries.pdf> and of the Policy on dealing with related party transactions is <http://satraproperties.in/pdf/policies/related-party-transaction-policy.pdf>
- Disclosure of commodity price risks and commodity hedging activities: Provided in the General Shareholder information.
- The Company has complied with the following discretionary requirement as prescribed in Part E of Schedule II of the SEBI (LODR) Regulations, 2015:  
Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.
- The Company has complied with all the requirements of Regulations 17 to 27, Regulation 46(2)(b) to (i) which were applicable to the Company.

#### 10. Means of Communication:

Quarterly, Half Yearly and Annual results are regularly submitted to the BSE Limited where the securities of the Company are listed and are also published in leading newspapers in India which includes the Financial Express, Free Press Journal, Navshakti and Pudhari. The Company has also displayed the results as specified under Regulation 33 read with Regulation 46 of the SEBI (LODR) Regulations, 2015 on the Company's website [www.satraproperties.in](http://www.satraproperties.in) under separate section 'Investor Relationship'. No specific presentation has been made to institutional investors or to the analysts. Press Releases and any other official news releases made by the Company from time to time are also displayed on the Company's website.

The Company's website [www.satraproperties.in](http://www.satraproperties.in) contains a separate dedicated section for Investors, the link to which is <http://satraproperties.in/investor-relation.html#> where all information and relevant policies to be provided under applicable regulatory requirements are available on the website in a user friendly form.

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# Certificate on Corporate Governance

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To,

The Members of

**SATRA PROPERTIES (INDIA) LIMITED**

I have examined the compliance of conditions of Corporate Governance by Satra Properties (India) Limited ('the Company'), for the Financial Year ended 31 March 2016, as stipulated in

- Clause 49 [excluding clause 49(VII)(E)] of the Listing Agreements with the stock exchange for the period from April 1, 2015 to November 30, 2015.
- Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange for the period from April 1, 2015 to September 1, 2015.
- Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and
- Regulation 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.

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

In my opinion and to the best of my information and according to our examination of the relevant records and the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of the Schedule V of the Listing regulations for the respective periods of applicability as specified under paragraph 1 above, during the period ended March 31, 2016.

I 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.

For **D. M. Zaveri & Co.**  
*Company Secretaries*

**Dharmesh Zaveri**  
*Proprietor*

**FCS. No.: 5418**

**CP No.: 4363**

Place: Mumbai

Date: 12 August 2016

## General Shareholder Information

### 33<sup>rd</sup> Annual General Meeting

- (i) **Date, Time and Venue** : Friday, 30 September 2016 at 11.30 A.M.  
Navinbhai Thakkar Hall, Ground Floor,  
Shraddhanand Road, Vile Parle (East),  
Mumbai – 400 057
- (ii) **Financial Year** : 1 April 2015 to 31 March 2016
- a) Calendar of Financial Year ended 31 March 2016**  
For the Financial year ended 31 March 2016, quarterly/ annual financial results were announced on the following dates:  
First Quarter Results : 12 August 2015  
Second Quarter and Half yearly Results : 9 November 2015  
Third Quarter Results : 12 February 2016  
Fourth Quarter and Annual Results : 27 May 2016
- b) Tentative Calendar for financial year ending 31 March 2017**  
Tentative schedule for declaration of quarterly/ annual financial results during the financial year 2016-17  
First Quarter Results : 12 August 2016  
Second Quarter and Half yearly Results : 2<sup>nd</sup> week of November 2016  
Third Quarter Results : 2<sup>nd</sup> week of February 2017  
Fourth Quarter and Annual Results : 4<sup>th</sup>/5<sup>th</sup> week of May 2017
- (iii) **Date of Book Closure** : The Company's Register of Members and Share Transfer Books will remain closed from Saturday, 24 September 2016 to Friday, 30 September 2016 (both days inclusive)
- (iv) **Dividend Payment Date** : On or after 6 October 2016
- (v) **Listing on Stock Exchanges** : BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
E-mail: corp.realtions@bseindia.com  
The listing fees for fiscal 2017 has been paid.
- (vi) **CIN** : L65910MH1983PLC030083
- (vii) **ISIN Number** : Equity Shares - INE086E01021
- (viii) **Stock Code** : Equity Shares – 508996
- (ix) **Market Price Data** : The performance of the Equity Shares of the Company i.e. the high, low and number of Equity Shares traded during each month in the Financial Year 2015-16 on the BSE Limited depicting the liquidity of the Company's Equity Shares for the Financial Year ended 31 March 2016, on the said exchange is given hereunder:

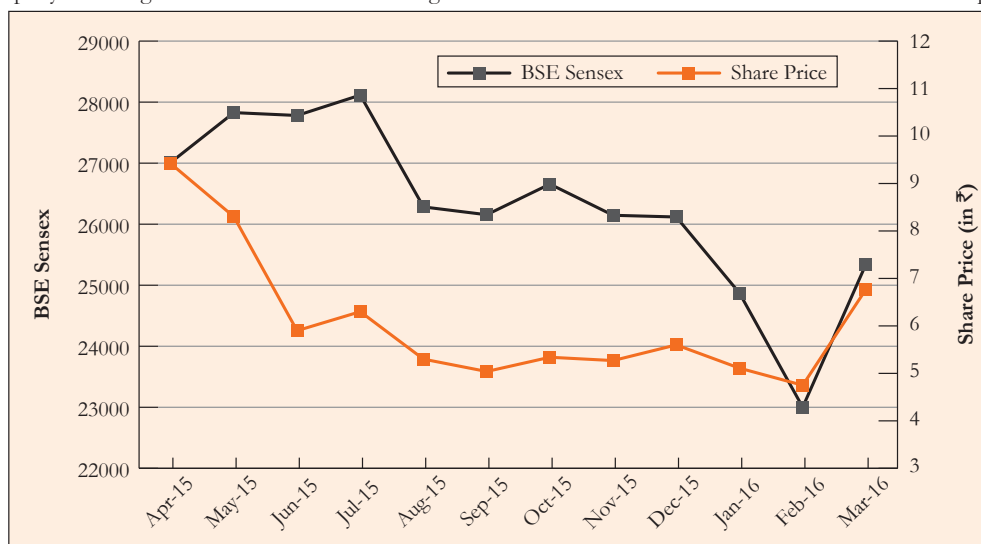
Months	High - ₹	Low - ₹	Volume - Nos.
April 2015	12.25	9.00	6,89,456
May 2015	9.75	5.45	5,01,374
June 2015	8.50	5.88	5,14,249
July 2015	6.81	5.80	4,73,625
August 2015	6.50	4.47	6,35,901
September 2015	6.20	4.50	1,14,838
October 2015	6.40	4.20	3,14,694
November 2015	6.80	4.12	1,81,032
December 2015	5.99	4.81	88,479
January 2016	6.79	4.37	1,88,821
February 2016	5.85	4.32	1,57,567
March 2016	7.18	4.11	6,26,988





(x) **Share price performance in comparison to broad-based indices – BSE Sensex**

Your Company's Closing Share Price movement during the Financial Year 2015-16 on BSE Limited vis-à-vis respective indices:



(xi) **Registrar and Transfer Agent**

**ADROIT CORPORATE SERVICES PRIVATE LIMITED**

Unit: **Satra Properties (India) Limited**

17/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road,

Marol Naka, Andheri (East), Mumbai – 400 059

Tel: +91 - 022 – 4227 0400, Fax: +91 – 022 – 2850 3748

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

Website: [www.adroitcorporate.com](http://www.adroitcorporate.com)

(xii) **Share Transfer System**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} the Board of Directors of the Company, in order to expedite the process of share transfers, has delegated the power of share transfer to its Registrar and Share Transfer Agent - Adroit Corporate Services Private Limited.

Securities lodged for transfer are normally processed within the stipulated time as specified in the SEBI (LODR) Regulations, 2015 and applicable provisions of the Companies Act, 2013 read with the specified rules thereunder.

The Company obtains from the Company Secretary in practice, a half-yearly certificate for compliance with the requirements of Regulation 40(9) of the SEBI (LODR) Regulations, 2015 and files a copy of the same with the Stock Exchange within the stipulated time. Also, as required under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 the Company has filed a certificate issued by the Registrar and Share Transfer Agent and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by its Registrar and Share Transfer Agent - Adroit Corporate Services Private Limited, which is registered with SEBI.

(xiii) **Distribution of Shareholding size class as on 31 March 2016**

Number of Shares held (F.V. of ₹ 2/- each)	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1 – 500	2,768	62.26	4,82,370	0.27
501 – 1,000	634	14.26	5,42,245	0.30
1,001 – 2,000	403	9.06	6,40,744	0.36
2,001 – 3,000	145	3.26	3,80,953	0.21
3,001 – 4,000	46	1.03	1,66,075	0.09
4,001 – 5,000	94	2.12	4,54,127	0.26
5,001 – 10,000	111	2.50	8,31,415	0.47
10,001 – above	245	5.51	17,48,60,071	98.04
<b>Total</b>	<b>4,446</b>	<b>100</b>	<b>17,83,58,000</b>	<b>100</b>

**Distribution of shareholding by ownership as on 31 March 2016**

Category	No. of Shares	% of Total
<b>A. Shareholding of Promoter and Promoter Group</b>		
<b>1. Indian</b>		
a) Individuals/Hindu Undivided Family	12,00,000	0.67
b) Bodies Corporate	65,00,000	3.64
c) Directors	73,798,106	41.38
d) Director's – Relatives	4,80,37,356	26.94
<b>Sub-Total (A)(1)</b>	<b>12,95,35,462</b>	<b>72.63</b>
<b>2. Foreign</b>	-	-
<b>Sub-Total (A)(2)</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>12,95,35,462</b>	<b>72.63</b>
<b>B. Public Shareholding</b>		
<b>1. Institutions</b>		
a) Financial Institutions/Banks	100	0.00
b) Central Government/State Government(s)/President of India	61,81,811	3.46
c) Foreign Institutional Investors	4,55,000	0.26
<b>Sub-Total (B)(1)</b>	<b>66,36,911</b>	<b>3.72</b>
<b>2. Non-Institutions</b>		
a) Bodies Corporate	1,02,37,833	5.74
b) Individuals		
bi) Individual shareholders holding nominal share capital up to ₹ 2 lac	91,89,863	5.15
bii) Individual shareholders holding nominal share capital in excess of ₹ 2 lac	2,26,57,740	12.70
ci) Clearing Member	45,371	0.03
cii) Non-Resident Individuals	54,820	0.03
<b>Sub-Total (B)(2)</b>	<b>42,185,627</b>	<b>23.65</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>48,822,538</b>	<b>27.37</b>
<b>Grand Total (A)+(B)</b>	<b>17,83,58,000</b>	<b>100</b>

**(xiv) Dematerialisation of Shares and Liquidity**

As at 31 March 2016, 96.98% of shareholding aggregating to 17,29,67,550 equity shares were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited, while 3.02% of shareholding aggregating to 53,90,450 equity shares were held in physical form.

**(xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity**

As on 31 March 2016, the Company did not have any outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

**(xvi) Commodity price risk or foreign exchange risk and hedging activities**

During the year under review, the Company had undertaken foreign exchange transactions for the purpose of import of construction materials. Since, the impact of the foreign exchange rate fluctuations on these transactions was insignificant, the management did not consider hedging the same.

**(xvii) Plant location**

The Company does not have any manufacturing activity.

**(xviii) Address for Correspondence**
**ADROIT CORPORATE SERVICES PRIVATE LIMITED**

Unit: Satra Properties (India) Limited  
17/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor,  
Makwana Road, Marol Naka,  
Andheri (East), Mumbai – 400 059  
Tel: +91 - 022 – 4227 0400,  
Fax: +91 – 022 – 2850 3748  
Email: info@adroitcorporate.com  
Website: www.adroitcorporate.com

**SATRA PROPERTIES (INDIA) LIMITED**

Dev Plaza, 2<sup>nd</sup> Floor,  
Opp. Andheri Fire Station, S.V. Road,  
Andheri (West), Mumbai – 400 058  
Tel: +91 - 022 – 2671 9999,  
Fax: +91 – 022 – 2620 3999  
Email: info@satraproperties.in  
Website: www.satraproperties.in

**DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

I declare that all Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for Board Members and Senior Management for the Financial Year 2015-16.

**Praful N. Satra**  
Chairman and Managing Director  
Mumbai, 12 August 2016



# Independent Auditors' Report

To the Members of

## Satra Properties (India) Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Satra Properties (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, and 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 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 Companies Act, 2013, 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 control, 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 provision 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 accounting policies used and the reasonableness of the accounting estimates made by the Company 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 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements.

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" statement on the matters specified in the paragraph 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 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 March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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 explanation given to us:
  - i. The company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note 28 of the financial statements as at March 31, 2016.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2016.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company during the year ended March 31, 2016.

**For GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

**Haridas Bhat**

Partner

Membership Number: 039070

**Mumbai, 27 May 2016**



## Annexure A to the Independent Auditor's Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. According to the information and explanations given to us, the Fixed Assets have been physically verified by the management during the year, no material discrepancies were noticed on such verification with book records. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
- c. According to the information and explanations given to us and on the basis of our examination of the records, the company does not have any immovable property and hence this paragraph is not applicable to the company.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification between physical stock and book records.
- iii. In respect of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered under register maintained under section 189 of the Companies Act, 2013;
  - a. In our opinion, the terms and conditions on which the loans have been granted are not, prima facie, prejudicial to the interest of the company;
  - b. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, this paragraph is not applicable to the Company in respect of repayment of the principal amount.
  - c. There are no overdue amounts in respect of loans granted to the parties covered under register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us and based on our examination of the records, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security given, if any.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and other relevant provisions with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing with appropriate authorities the amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable *except for dues in respect of Service Tax, Value added tax, Dividend Distribution Tax, Income Tax, Works Contract Tax and TDS which have generally been regularly deposited during the year by the Company with the appropriate authorities, and there have been significant delays in few cases.*  
 According to the information and explanations given to us, *except for ₹ 2,13,07,899 /- on account of Dividend distribution tax, ₹ 82,96,075/- on account of Income-tax (Including TDS), ₹ 3,38,77,883/- on account of Value added tax and ₹ 3,26,10,701/- on account of interest on Value added tax*, no undisputed amounts payable in respect of Profession tax, Customs duty, Provident fund, Works contract tax, Cess, Service tax and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, following dues have not been deposited with the concerned authorities on account of dispute as at 31st March, 2016:

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	3,45,14,540	Asst. Yr. 2012-13	Commissioner of Income Tax (Appeals)
		6,90,02,060	Asst. Yr. 2011-12	
		58,21,550	Asst. Yr. 2008-09	Assessing Officer
		1,62,135	Asst. Yr. 2007-08	
		3,26,038	Asst. Yr. 2007-08	
Income Tax Act, 1961	TDS	1,33,49,391	Asst. Yr. 2007-08 to Asst. Yr. 2015-16	Income Tax Appellate Tribunal Assessing Officer



viii. In According to the information and explanations given to us, the company has not defaulted in repayment of dues to banks and financial Institution.

*During the year, interest rate on 5,600 Non-Convertible Debentures amounting to ₹ 56 Crores was revised, with a reduction in rate of interest from 18% p.a. to 12% p.a. from the date of subscription and extension in the period of redemption period by one year.*

The Company does not have any loan or borrowings from the government during the year.

ix. In our opinion and according to the information and explanations given to us, the monies raised by way of term loans were applied for the purposes for which they were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.

x. According to the information and explanations given to us, no material fraud by the company or on the Company by its officer or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanation give to us and based on our examination of the records, the Company has not paid/ provided for managerial remuneration. Therefore, paragraph 3 (xi) of the Order is not applicable.

xii. In our opinion and according to the information given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanation give to us and based on our examination of the records of the Company, the transactions with related parties are in compliance of section 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.

xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the company.

xv. The company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore, 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 GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

**Haridas Bhat**

Partner

Membership Number: 039070

**Mumbai, 27 May 2016**



## **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 **Satra Properties (India) Limited** (“the Company”) as of March 31, 2016 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 Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 judgments, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial 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 March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **For GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

#### **Haridas Bhat**

Partner

Membership Number: 039070

Mumbai, 27 May 2016

# BALANCE SHEET

as at 31 March 2016

		(Currency: Indian Rupees)	
	Notes	2016	2015
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share capital	3	356,716,000	356,716,000
Reserves and surplus	4	731,529,432	708,827,231
Money received against share warrants	5	-	-
		<b>1,088,245,432</b>	<b>1,065,543,231</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term provisions	6	3,278,080	1,852,299
		<b>3,278,080</b>	<b>1,852,299</b>
<b>CURRENT LIABILITIES</b>			
Short-term borrowings	7	1,733,904,093	1,195,739,842
Trade payables	8	463,714,982	354,193,417
Other current liabilities	9	1,425,247,253	1,653,417,576
Short-term provisions	10	51,660,358	101,174,051
		<b>3,674,526,686</b>	<b>3,304,524,886</b>
<b>TOTAL</b>		<b>4,766,050,198</b>	<b>4,371,920,416</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed assets	11		
- Tangible assets		8,348,665	3,843,187
- Capital work-in-progress		1,343,268	-
		<b>9,691,933</b>	<b>3,843,187</b>
Non-current investments	12	598,710,450	598,710,450
Deferred tax assets	13	6,587,773	6,594,977
Long-term loans and advances	14	31,271,702	14,563,469
		<b>646,261,858</b>	<b>623,712,083</b>
<b>CURRENT ASSETS</b>			
Inventories	15	1,653,571,044	1,416,101,474
Trade receivables	16	990,920,941	1,125,641,477
Cash and bank balances	17	26,824,775	18,028,370
Short-term loans and advances	18	1,106,179,452	890,327,563
Other current assets	19	342,292,128	298,109,449
		<b>4,119,788,340</b>	<b>3,748,208,333</b>
<b>TOTAL</b>		<b>4,766,050,198</b>	<b>4,371,920,416</b>
Significant accounting policies	2		
Notes to the financial statements	1-37		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **GMJ & Co.**  
Chartered Accountants  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
Satra Properties (India) Limited

**Haridas Bhat**  
Partner  
Membership No. 039070

**Manan Y. Udani**  
Company Secretary

**Vidyadhar D. Khadilkar**  
Director  
DIN: 01548603

**Praful N. Satra**  
Chairman and Managing Director  
DIN : 00053900

Mumbai, 27 May 2016

Mumbai, 27 May 2016

# STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2016



(Currency: Indian Rupees)

	Notes	2016	2015
<b>INCOME</b>			
Revenue from operations	20	912,415,847	579,783,519
Other income	21	97,842,207	137,400,644
<b>Total revenue</b>		<b>1,010,258,054</b>	<b>717,184,163</b>
<b>EXPENSES</b>			
Cost of construction	22	821,384,720	491,039,050
Employee benefits	23	15,049,992	9,887,819
Finance costs	24	118,199,803	151,429,223
Depreciation and amortisation	11	1,242,736	3,333,630
Other expenses	25	35,855,050	34,576,488
<b>Total expenses</b>		<b>991,732,301</b>	<b>690,266,210</b>
<b>Profit before tax</b>		<b>18,525,753</b>	<b>26,917,953</b>
<b>Tax expenses:</b>			
Current tax		5,600,000	14,253,000
Prior year (credit)/charge		(31,250,401)	(472,031)
Deferred tax charge/(credit)		7,204	(59,758)
<b>Profit after tax</b>		<b>44,168,950</b>	<b>13,196,742</b>
<b>Earnings per equity share (₹)</b>			
Basic (par value of ₹ 2 per share)	27	0.25	0.08
Diluted (par value of ₹ 2 per share)		0.25	0.08
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	1-37		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **GMJ & Co.**  
Chartered Accountants  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Haridas Bhat**  
Partner  
Membership No. 039070

**Manan Y. Udani**  
Company Secretary

**Vidyadhar D. Khadilkar**  
Director  
DIN: 01548603

**Praful N. Satra**  
Chairman and Managing Director  
DIN: 00053900

Mumbai, 27 May 2016

Mumbai, 27 May 2016

# CASH FLOW STATEMENT

for the year ended 31 March 2016

(Currency: Indian Rupees)

	2016	2015
<b>A CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Profit before tax	18,525,753	26,917,953
Adjusted for:		
Depreciation / amortisation	1,242,736	3,333,630
Dividend income	(6,240)	(7,488)
Loss / (profit) on sale of fixed assets	(6,993)	(10,643)
Interest income	(55,408,818)	(6,746,659)
Finance costs	118,199,803	151,429,223
	<u>64,020,488</u>	<u>147,998,063</u>
<b>Operating profit before working capital changes</b>	<b>82,546,241</b>	<b>174,916,016</b>
<b>Changes in working capital</b>		
(Increase) / decrease in inventories	(134,747,351)	(48,710,649)
(Increase) / decrease in trade receivables	134,720,536	167,490,411
(Increase) / decrease in short-term loans and advances	(48,175,205)	(185,252,205)
Increase / (decrease) in trade payables	109,521,565	5,371,574
Increase / (decrease) in long-term provisions	1,425,781	854,740
Increase / (decrease) in short-term provisions	152,258	63,192
Increase / (decrease) in other current liabilities	(271,327,000)	690,257,427
	<u>(208,429,416)</u>	<u>630,074,490</u>
<b>Cash generated from operations</b>	<b>(125,883,175)</b>	<b>804,990,506</b>
Taxes paid (net of refund)	(36,433,903)	(32,481,013)
<b>Net cash generated from operating activities</b>	<b>(162,317,078)</b>	<b>772,509,493</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of fixed assets	(8,481,418)	(1,083,941)
Proceeds from sale of fixed assets	75,556	40,000
Investment in equity shares of subsidiaries	-	(900,000)
Loans given	(794,002,489)	(198,610,551)
Loans repaid	626,325,805	30,982,268
Investment in fixed deposits (including earmarked balances)	(8,628,143)	6,476,176
Dividend received	6,240	7,488
Interest received	10,190,092	8,994,197
<b>Net cash (used) by investing activities</b>	<b>(174,514,357)</b>	<b>(154,094,363)</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Money received against share warrants	-	66,300,000
Proceeds from short-term borrowings	1,051,879,335	759,077,720
Repayment of short-term borrowings	(513,715,081)	(1,279,539,023)
Dividend paid	(17,679,079)	(15,925,769)
Finance costs paid	(183,485,478)	(148,595,362)
<b>Net cash (used) by financing activities</b>	<b>336,999,697</b>	<b>(618,682,434)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>168,262</b>	<b>(267,304)</b>
Cash and cash equivalents, beginning of year	6,183,643	6,450,947
Cash and cash equivalents, end of year	<u>6,351,905</u>	<u>6,183,643</u>
<b>Components of cash and cash equivalents</b>		
Cash on hand	2,354,728	1,539,058
Balances with banks		
- On current accounts	3,997,177	4,644,585
	<u>6,351,905</u>	<u>6,183,643</u>

## Note:

1. Cash flow statement has been prepared using the indirect method as prescribed in Accounting Standard - 3.

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

For and on behalf of the Board of Directors  
Satra Properties (India) Limited

**Haridas Bhat**

Partner

Membership No. 039070

Mumbai, 27 May 2016

**Manan Y. Udani**

Company Secretary

Mumbai, 27 May 2016

**Vidyadhar D. Khadilkar**

Director

DIN: 01548603

**Praful N. Satra**

Chairman and Managing Director

DIN : 00053900



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

### 1. COMPANY OVERVIEW

The Company was incorporated on 30 May 1983 as Express Leasing Limited. The name of the Company was changed to Satra Properties (India) Limited ('the Company') on 8 December 2005. The Company is engaged in the business of real estate development and trading in properties, transferable development rights and construction contracts.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

#### 2.1 Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

#### 2.2 Current / Non-current classification

The assets and liabilities are classified into current or non-current.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the balance sheet date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

#### *Operating cycle*

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 3 to 4 years for the purpose of current and non-current classification of assets and liabilities.

#### 2.3 Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

#### 2.4 Fixed assets and depreciation / amortization and capital work-in-progress

##### *Tangible assets*

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation is provided on the written down value method. The rates of depreciation are calculated as prescribed in Schedule II of the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

(Currency: Indian Rupees)

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Plant and equipment and furniture and fixtures, costing individually ₹ 5,000 or less, are depreciated fully in the year of purchase.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

**2.5 Impairment of assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

**2.6 Investments**

Investments are classified into long-term investments and current investments. Investments that are intended to be held for one year or more are classified as long-term investments and investments that are intended to be held for less than one year are classified as current investments.

Long-term investments are valued at cost of acquisition less permanent diminution in value.

Current investments are valued at lower of cost or fair value determined on individual investment basis.

**2.7 Inventories**

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, borrowing costs and construction overheads are taken as the cost of construction work-in-progress.

Material at site comprises of building material, components and stores and spares.

Inventories are valued as lower of cost and net realizable value. Cost is determined on the first in first out ('FIFO') basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**2.8 Borrowing costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to circumstances other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

**2.9 Employee benefits****(a) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

**(b) Post-employment benefits***Defined contribution plans:*

The Company makes specified monthly contributions towards employee provident fund. The Company's contribution paid/payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

*Defined benefit plan:*

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

#### 2.10 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from real estate sales is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the acts are performed, i.e., on the percentage of completion basis.

Revenue from constructions contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract.

Unbilled work-in-progress is valued at lower of cost and net realizable value upto the stage of completion. Cost includes direct material, labour cost and appropriate overheads.

Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion. The estimates of cost are periodically reviewed by the management and the effect of changes in estimates is recognised in the period such changes are recognised. When the total project cost is estimated to exceed total revenues from the project, the loss is recognised immediately.

Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

In view of the nature of service rendered, revenue is recognized provided the consideration is reliably determinable and no significant uncertainty exists regarding the amount of consideration.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

#### 2.11 Taxation

Income-tax expense comprises current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income-tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however; where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

#### 2.12 Foreign currency transactions

Foreign currency transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary assets such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

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(Currency: Indian Rupees)

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### 2.13 Operating lease

Lease rentals in respect of assets acquired on operating leases are recognised in the statement of profit and loss on a straight line basis over the lease term.

#### 2.14 Earnings per share (EPS)

The Basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

#### 2.15 Provisions and contingent liabilities

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognised in the financial statements.

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016



(Currency: Indian Rupees)

### 3. SHARE CAPITAL

#### Authorised capital:

210,000,000 (2015: 210,000,000) equity shares [Par value of ₹ 2/- per shares]

8,000,000 (2015: 8,000,000) 8% cumulative redeemable preference shares  
[Par value of ₹ 10/- per shares]

#### Issued, subscribed and paid-up:

178,358,000 (2015: 178,358,000) equity shares of ₹ 2/- par value, fully paid-up

	2016	2015
	420,000,000	420,000,000
	80,000,000	80,000,000
	500,000,000	500,000,000
	356,716,000	356,716,000
	356,716,000	356,716,000

#### Sub-notes:

#### 1. The reconciliation of the number of equity shares outstanding as at the year end is set as below:

Equity shares	31 March 2016		31 March 2015	
	Number of equity shares (units)	Amount	Number of equity shares (units)	Amount
At the beginning and at the end of the year	178,358,000	356,716,000	161,358,000	322,716,000
Add: issued during the year [refer note 5(i)]	-	-	17,000,000	34,000,000
At the end of the year	178,358,000	356,716,000	178,358,000	356,716,000

#### 2. Rights, preferences and restrictions attached to shares

##### Equity shares:

The Company has only one class of equity shares having a par value of ₹ 2 each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March 2016, the Company has proposed final dividend of ₹ 0.10 per equity share (2015: final dividend of ₹ 0.10 per equity share). In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

#### 3. The details of shareholders holding more than 5% of the equity shares of the Company as at year end is as below:

Name of equity shareholder	31 March 2016		31 March 2015	
	No. of shares held	% of holding	No. of shares held	% of holding
Praful N. Satra	73,798,106	41.38	73,798,106	41.38
Minaxi P. Satra	37,537,356	21.05	37,537,356	21.05
Anil B. Mehta	9,154,450	5.13	9,154,450	5.13



NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016

(Currency: Indian Rupees)

4. RESERVES AND SURPLUS	2016	2015
<b>Capital reserve</b>		
Reserve on amalgamation (at the commencement and end of the year)	21,796,437	21,796,437
<b>Capital redemption reserve</b>		
At the commencement of the year	74,000,000	74,000,000
Add : Transferred during the year	-	-
At the end of the year	74,000,000	74,000,000
<b>Securities premium reserve</b>		
At the commencement of the year	162,400,000	108,000,000
Add : On issue of equity shares	-	54,400,000
At the end of the year	162,400,000	162,400,000
<b>Debenture redemption reserve</b>		
At the commencement of the year	140,000,000	40,000,000
Add : Transferred during the year from surplus in statement of profit and loss	-	100,000,000
Less : Transferred to general reserve	2,500,000	-
At the end of the year	137,500,000	140,000,000
<b>General reserve</b>		
At the commencement of the year	123,166,888	123,166,888
Add : Transferred during the year	2,500,000	-
Less : Transferred to capital redemption reserve	-	-
At the end of the year	125,666,888	123,166,888
<b>Surplus in the statement of profit and loss</b>		
At the commencement of the year	187,463,906	289,839,528
Less : Adjustment relating to fixed assets [refer note 11(ii)]	-	(798,089)
Revised balance at the commencement of year	187,463,906	289,041,439
Add : Profit for the year	44,168,950	13,196,742
	231,632,856	302,238,181
Less : Appropriations		
Proposed dividend on equity shares	17,835,800	17,835,800
Tax on proposed dividend on equity shares	3,630,949	3,651,821
Dividend distribution tax adjustment	-	(6,713,346)
Transfer to debenture redemption reserve	-	100,000,000
Total appropriations	21,466,749	114,774,275
Net surplus in the statement of profit and loss	210,166,107	187,463,906
	731,529,432	708,827,231
<b>5. MONEY RECEIVED AGAINST SHARE WARRANTS</b>		
17,000,000 share warrants allotted with an option to convert into equivalent equity share		
At the commencement of the year	-	22,100,000
Add: Money received during the year	-	66,300,000
Less: Conversion into equivalent equity shares	-	(88,400,000)
	-	-
(i) The Company had allotted 17,000,000 warrants of issue price of ₹ 5.20 each with an option to convert each warrant into one equity share of Nominal Value of ₹ 2 each at a price of ₹ 5.20 per share, including premium of ₹ 3.20 per share to the promoter group on preferential basis. The share warrants were converted into equivalent equity shares in previous year.		
<b>6. LONG-TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
Provision for gratuity [refer Note 31]	3,278,080	1,852,299
	3,278,080	1,852,299

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016



(Currency: Indian Rupees)

## 7. SHORT-TERM BORROWINGS

### Secured borrowings

5,500 (2015: 5,600) redeemable non-convertible debentures of ₹ 100,000 each [refer Note 7(i) & 7(ix)]

	2016	2015
	550,000,000	560,000,000
<b>From banks</b>		
Bank overdraft [refer Note 7(ii)]	8,489,929	8,108,082
Term loan [refer Notes 7(iii) & 7(ix)]	4,077,186	-
From others [refer Notes 7(iv),7(v), 7(ix) & 34(iv)]	548,200,000	310,379,000
<b>Unsecured borrowings</b>		
<b>From banks</b>		
Bank overdraft [refer Notes 7(vi) & 7(ix)]	26,036,978	-
From others [refer Notes 7 (vii), (viii), (ix) & 7(x)]	597,100,000	317,252,760
	<b>1,733,904,093</b>	<b>1,195,739,842</b>

### From banks

Bank overdraft [refer Note 7(ii)]

Term loan [refer Notes 7(iii) & 7(ix)]

From others [refer Notes 7(iv),7(v), 7(ix) & 34(iv)]

### Unsecured borrowings

From banks

Bank overdraft [refer Notes 7(vi) & 7(ix)]

From others [refer Notes 7 (vii), (viii), (ix) & 7(x)]

### Notes:

#### A. Details of security on loans

- (i) Non Convertible Debentures (NCD) are secured against first equitable mortgage over the leasehold rights on plot at Jodhpur and charge over escrow account on receivables from the project situated at Jodhpur. The interest on debentures is 12% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable from April 2017 to December 2017. During the year company has redeemed 100 nos. of debentures.
- (ii) Bank overdraft of ₹ 0.85 crores (2015: ₹ 0.81 crores) is secured against fixed deposits and interest rate is bank rate plus 2%.
- (iii) Commercial equipment loans (2 nos.) are secured by hypothecation of the respective equipment purchased. The loans are repayable in equated monthly installments of ₹ 59,870 for each loan beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in August 2019.
- (iv) Term loan of ₹ 31.04 crore was secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, *pari passu* charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carried an interest rate of 19% p.a. and was repayable in 4 equal quarterly installments of ₹ 8.125 crores started from May 2015.
- (v) Term Loan of ₹ 54.82 crores is secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, *pari passu* charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carries an interest rate of 22% p.a. and is repayable in 4 equal quarterly installments of ₹ 15.00 crores started from end of 39th month from the date of first disbursement.
- (vi) Bank overdraft of ₹ 2.60 crores (2015: ₹ Nil) carries an interest rate of base rate plus 2.90% to 3% p.a.
- (vii) ₹ Nil (2015: 0.65 crore) term loan carried an interest rate of 19% p.a. which was payable in lump sum by 7 September 2015.
- (viii) Term loan of ₹ 19.96 crores (2015: ₹ 10.76 crores) carries an interest rate of 17.85% p.a. and is secured by personal assets of directors/ shareholders. The term loan is repayable in equated monthly installment of ₹ 72,30,479 (including interest) starting from June 2016. The last installment is due by May 2019.
- (ix) All the above term loans, bank overdraft and the debentures are secured by personal guarantees of director/shareholders of the Company.
- (x) Other unsecured loans are repayable on demand and carrying interest rates ranging upto 18% p.a.

## 8. TRADE PAYABLES

Dues to micro, small and medium enterprises [refer Note 33]

Others

	2016	2015
	-	-
	463,714,982	354,193,417
	<b>463,714,982</b>	<b>354,193,417</b>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016

(Currency: Indian Rupees)

**9. OTHER CURRENT LIABILITIES**

	2016	2015
Interest accrued but not due on borrowings		
- debentures	129,806,652	93,443,870
Interest accrued and due on borrowings		
- term loans	27,150,411	13,381,223
- unsecured loans		
others	152,813,249	160,392,901
related party	447,638	-
Unpaid dividend *	668,278	511,557
Other payables		
- advance received from customer	146,002,163	218,957,242
- refundable advances	351,266,836	339,227,015
- statutory dues payable**	103,143,128	94,582,835
- employee benefits payable	3,652,758	1,989,209
- interest free deposits [refer Note 32]	435,200,000	688,500,000
- other liabilities	75,096,140	42,431,724
	1,425,247,253	1,653,417,576

\* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

\*\* Includes provision on account of tax deducted at source, value added tax, service tax, labour cess etc.

**10. SHORT-TERM PROVISIONS**

**Provision for employee benefits**

Provision for gratuity [refer Note 31]	332,969	156,011
	332,969	156,011

**Other provisions**

Provision for taxation [net of advance tax and tax deducted at source ₹ 87,047,921 (2015: ₹ 115,146,733)]	7,527,421	62,655,851
Provision for wealth tax	-	24,700
Proposed dividend on equity shares	17,835,800	17,835,800
Tax on proposed dividend	25,964,168	20,501,689
	51,327,389	101,018,040
	51,660,358	101,174,051

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016



11. **FIXED ASSETS** (Currency: Indian Rupees)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION			NET BLOCK As at 31 March 2016
	As at 1 April 2015	Additions	Deletions/ Disposals/ Adjustments	As at 1 April 2015	For the year	On Deletions/ Disposals/ Adjustments	
<b>Tangible assets</b>							
Plant and machinery	3,639,313	6,284,581	-	2,940,263	951,629	-	3,891,892
Computer	6,277,053	662,136	-	5,710,846	542,139	-	6,252,985
Furniture and fittings	2,271,786	69,346	-	1,971,065	112,368	-	2,083,433
Office equipment	6,802,419	68,750	-	6,278,665	280,707	-	6,559,372
Vehicles	13,984,489	53,335	355,716	12,231,034	677,266	287,155	1,060,963
<b>Capital work-in-progress</b>	-	1,343,268	-	-	-	-	1,343,268
<b>Total</b>	<b>32,975,060</b>	<b>8,481,416</b>	<b>355,716</b>	<b>29,131,873</b>	<b>2,564,109</b>	<b>287,155</b>	<b>31,408,827</b>

**Note:**

(i) Depreciation aggregating ₹ 13,21,371 (2015: ₹ 717,176) has been transferred to 'construction work-in-progress' and ₹ NIL (2015: ₹ 106,659) has been transferred to 'investment under construction property'.

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION			NET BLOCK As at 31 March 2015
	As at 1 April 2014	Additions	Deletion/ Disposal/ Adjustments	As at 1 April 2014	For the year	On Deletion/ Disposal/ Adjustments	
<b>Tangible assets</b>							
Leaschold improvements	25,331,539	-	25,331,539	25,331,539	-	25,331,539	-
Plant and machinery	3,289,076	350,237	-	2,730,895	209,368	-	2,940,263
Computer	6,032,080	244,973	-	4,576,632	1,134,214	-	5,710,846
Furniture and fittings	2,144,824	126,962	-	1,807,894	163,171	-	1,971,065
Office equipment	6,440,654	361,765	-	3,716,546	2,562,119	-	6,278,665
Temporary structures	407,275	-	407,275	407,275	-	407,275	-
Vehicles	14,265,186	-	280,697	11,212,394	1,269,980	251,340	12,231,034
<b>Total</b>	<b>57,910,634</b>	<b>1,083,937</b>	<b>26,019,511</b>	<b>49,783,175</b>	<b>5,338,852</b>	<b>25,990,154</b>	<b>29,131,873</b>

**Notes:**

(i) Depreciation aggregating ₹ 717,176 (2014: ₹ 471,218) has been transferred to 'construction work-in-progress' and ₹ 106,659 (2014: ₹ NIL) has been transferred to 'investment under construction property'.

(ii) Pursuant to the enactment of Companies Act 2013, the Company had applied the estimated useful lives as specified in Schedule II, Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1 April 2014 had been adjusted, in the opening balance of Profit and Loss Account amounting to ₹ 798,089 (net of tax of ₹ 383,303).

NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016

(Currency: Indian Rupees)

	2016	2015
<b>12. NON-CURRENT INVESTMENTS (AT COST)</b>		
<b>Trade investments : unquoted</b>		
<b>Investment in equity instruments</b>		
<b>(Par value of ₹ 10/- and fully paid-up, unless otherwise stated)</b>		
<i>In subsidiaries</i>		
10,000 (2015: 10,000) equity shares of Satra Buildcon Private Limited	100,000	100,000
40,000 (2015: 40,000) equity shares of Satra Estate Development Private Limited	400,000	400,000
40,000 (2015: 40,000) equity shares of Satra Infrastructure and Land Developers Private Limited	400,000	400,000
40,000 (2015: 40,000) equity shares of Satra Lifestyles Private Limited	400,000	400,000
14,603,900 (2015: 14,603,900) equity shares of Satra Property Developers Private Limited	585,616,450	585,616,450
100 (2015: 100) equity shares of Satra International Realtors Limited, UAE of AED 10,000 each	11,711,600	11,711,600
<i>In associates</i>		
2,000 (2015: 2,000) equity shares of C. Bhansali Developers Private Limited.	20,000	20,000
<b>Other non-current investments</b>		
624 (2015: 624) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each.	62,400	62,400
Aggregate amount of unquoted investments	598,710,450	598,710,450
<b>Investment in property under construction [refer Note 12(i)]</b>		
Development rights	-	412,583,740
Professional and legal fees	-	7,999,056
Civil, electrical and contracting	-	207,384,723
Depreciation and amortisation [refer Note 11]	-	432,895
Administrative and other expenses	-	10,344,971
Borrowing costs	-	301,231,393
	-	939,976,778
Less: Transferred to inventory	-	(939,976,778)
	598,710,450	598,710,450
(i) During the previous year the Company had re-classified costs incurred on its Jodhpur project from construction work-in-progress (inventories) to investment property under construction (non-current investments).		
<b>13. DEFERRED TAX ASSETS</b>		
The components of deferred tax balances are as follows:		
- difference between book depreciation and depreciation as per Income Tax Act, 1961.	5,471,959	5,591,106
Add: Adjustment relating to fixed assets [refer Note 11(ii)]	-	383,303
	5,471,959	5,974,409
- on provision allowable on a payment basis under the Income Tax Act, 1961	1,115,814	620,568
	6,587,773	6,594,977
<b>14. LONG-TERM LOANS AND ADVANCES</b>		
<i>(unsecured and considered good)</i>		
- Advance tax and tax deducted at source [net of provision for tax ₹ 69,213,523 (2015: ₹ 63,613,523)]	31,271,702	14,563,469
	31,271,702	14,563,469
<b>15. INVENTORIES</b>		
Construction work-in-progress [refer Notes 12(i), 26 & 32]	1,631,149,095	1,394,796,109
Materials at site	22,421,949	21,305,365
	1,653,571,044	1,416,101,474



# NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2016



(Currency: Indian Rupees)

	2016	2015
<b>16. TRADE RECEIVABLES</b>		
<i>(unsecured and considered good)</i>		
Debts outstanding for a period exceeding six months from the date they are due for payment	861,596,823	980,947,110
Other debts [for related party refer Note 32]	129,324,118	144,694,367
	<b>990,920,941</b>	<b>1,125,641,477</b>
<b>17. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	2,354,728	1,539,058
Balances with banks		
- On current accounts	3,997,177	4,644,585
	<b>6,351,905</b>	<b>6,183,643</b>
<b>Other bank balances</b>		
- Earmarked balances with banks (under lien)	677,116	530,225
- Balances in deposits with original maturity of less than 12 months but more than 3 months	19,795,754	11,314,502
	<b>26,824,775</b>	<b>18,028,370</b>
<b>Details of bank balances/deposits</b>		
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	19,795,754	11,314,502
<b>18. SHORT-TERM LOANS AND ADVANCES</b>		
<i>(Unsecured and considered good)</i>		
Short-term loans and advances given to related parties [refer Notes 32 & 36]	670,504,515	437,937,280
Loans and advances given to other parties	376,131,708	357,457,522
<b>Others</b>		
- Advances to staff	160,000	273,250
- Advances to vendors	48,252,213	85,739,533
- Prepaid expenses	1,601,235	1,105,565
- Deposits*	8,086,576	5,308,971
- Balance with revenue authorities	1,443,205	2,505,442
	<b>1,106,179,452</b>	<b>890,327,563</b>
* Includes ₹ 2,150,000 (2015: ₹ 2,150,000) rent deposit given to the Managing Director.		
<b>19. OTHER CURRENT ASSETS</b>		
Interest accrued on fixed deposits with banks	167,483	128,994
Interest accrued and due from related parties [refer Note 32]	328,898,539	286,996,685
Interest accrued and due from other parties	13,226,106	10,983,770
	<b>342,292,128</b>	<b>298,109,449</b>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

(Currency: Indian Rupees)

	2016	2015
<b>20. REVENUE FROM OPERATIONS</b>		
Revenue from sale of properties	14,477,412	229,978,629
Revenue from work contract	847,938,435	349,804,890
<b>Other operating revenues</b>		
Compensation received	50,000,000	-
	<b>912,415,847</b>	<b>579,783,519</b>
<b>21. OTHER INCOME</b>		
Interest income on		
- fixed deposits with banks	1,217,349	1,195,127
- loans given to related parties [refer Note 32]	49,840,690	3,302,899
- loans given to other party	3,314,733	2,248,633
- other interest	1,036,046	-
Dividend from others	6,240	7,488
<b>Other non-operating income</b>		
- liabilities written back to the extent no longer required	41,354,235	130,635,854
- profit on sale of fixed assets	6,993	10,643
- foreign exchange gain	808,249	-
- other income	257,672	-
	<b>97,842,207</b>	<b>137,400,644</b>
<b>22. COST OF CONSTRUCTION</b>		
<b>Opening inventory</b>		
Material at site	21,305,365	14,190,350
Construction work-in-progress	1,394,796,109	405,477,187
Finished goods	-	12,437,254
	<b>(A) 1,416,101,474</b>	<b>432,104,791</b>
<b>Incurred during the year</b>		
Development rights / land cost	189,733	-
Professional and legal fees	3,884,365	3,532,798
Civil, electrical and contracting	840,089,338	451,688,912
Depreciation and amortisation [refer Note 11]	1,321,371	717,176
Administrative and other expenses	42,265,205	12,372,065
Borrowing costs [refer Note 24]	101,400,848	65,551,004
Compensation paid	69,703,430	1,197,000
'Transfer from 'investment in property under construction' (including borrowing cost of ₹ 27,637,944 and depreciation of ₹ 106,659 incurred during the previous year)	-	939,976,778
	<b>(B) 1,058,854,290</b>	<b>1,475,035,733</b>
<b>Closing inventory</b>		
Material at site	22,421,949	21,305,365
Construction work-in-progress	1,631,149,095	1,394,796,109
Finished goods	-	-
	<b>(C) 1,653,571,044</b>	<b>1,416,101,474</b>
	<b>(A)+(B)-(C) 821,384,720</b>	<b>491,039,050</b>
<b>23. EMPLOYEE BENEFITS</b>		
Salaries, wages and bonus	11,527,113	7,760,288
Contribution to provident and other funds	1,573,969	1,029,292
Staff welfare expenses	245,821	140,312
Gratuity (refer Note 31)	1,703,089	957,927
	<b>15,049,992</b>	<b>9,887,819</b>

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016



(Currency: Indian Rupees)

## 24. FINANCE COSTS

### Interest on short-term borrowings

	2016	2015
Debtentures	40,403,091	99,356,112
From banks	2,272,347	692,788
Others	155,256,369	119,194,988
Interest on delayed payment of trade payables	4,526,513	5,548,364
Interest on delayed payment of statutory dues	5,130,305	14,356,013

### Other borrowing costs

Processing charges	9,504,680	4,469,906
Stamp duty	1,400,000	1,000,000
Other Charges	1,107,346	-

	219,600,651	244,618,171
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Less: Borrowing costs transferred to construction work-in-progress/ investment under construction property (refer Note 22)	101,400,848	93,188,948
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	118,199,803	151,429,223
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## 25. OTHER EXPENSES

Profession and legal fees	5,952,003	3,132,974
Advertisement and sales promotion expenses	8,443,313	3,399,474
Power and fuel	2,247,118	2,371,756
Rent	11,628,175	12,338,243
Telephone expenses	343,480	299,048
Bad debts	-	5,544,567
Foreign exchange loss	-	504,258
Repairs and maintenance		
- Others	703,474	266,716
Insurance	43,204	66,674
Rates and taxes	953,334	556,526
Payment to auditors (including service tax)		
As auditors		
- Statutory audit	458,000	449,440
- Tax audit	229,000	224,720
- Limited review of quarterly results	685,000	898,880
In other capacity		
- Taxation matters	3,280	185,020
Directors' sitting fees	260,409	342,698
Corporate Social Responsibility (CSR) expenditure	1,350,000	1,900,000
Printing and stationery	859,284	892,563
Miscellaneous expenses	1,695,976	1,202,931
	35,855,050	34,576,488

## 26. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD (AS) 7 (REVISED) "CONSTRUCTION CONTRACTS"

Contract revenue recognised for the year	847,938,435	349,804,890
Aggregate amount of contract costs incurred (net of inventory adjustments) for contracts existing as at the year end	655,819,464	324,123,977
Aggregate contract profits/losses recognized for contracts existing as at the year end	192,118,971	25,680,913
Contract advances	72,405,408	175,040,976
Retention money	4,847,400	2,632,291
Gross Amount due from Customers for contract work	141,615,946	72,142,422
Gross Amount due to customers for contract work	72,405,408	175,040,976

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

(Currency: Indian Rupees)

Particulars	2016	2015
<b>27. EARNINGS PER SHARE</b>		
<b>Basic earnings per share</b>		
Net profit after tax attributable to equity shareholders (A)	44,168,950	13,196,742
Number of equity shares at the beginning of the year	178,358,000	161,358,000
Number of equity shares outstanding at the end of the year (B)	178,358,000	178,358,000
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C)	178,358,000	164,199,096
Basic earnings (in rupees) per share of par value ₹ 2 (A)/(C)	0.25	0.08
<b>Dilutive earnings per share</b>		
Net profit after tax attributable to equity shareholders (Existing and potential) (A)	44,168,950	13,196,742
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B)	178,358,000	164,199,096
Weighted average number of potential equity shares outstanding during the year (C)	-	-
Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C)	178,358,000	164,199,096
Dilutive earnings (in rupees) per share of par value ₹ 2 (A)/(D)	0.25	0.08
<b>28. CONTINGENCIES</b>		
Income tax liabilities under dispute	123,251,696	171,626,367
Corporate guarantee given on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting of ₹ 130 crores	800,000,000	600,000,000

**29. SEGMENT REPORTING**

The Company is operating in the real estate and construction industry and has only domestic sales. Therefore, the Company has only one reportable business segment, which is real estate development and trading in properties and transferable development rights and construction contracts and only one reportable geographical segment. Accordingly, these financial statements are reflective of the information required by the Accounting Standard 17 on 'Segment reporting'.

**30. CIF VALUES OF IMPORTED GOODS**

Particulars	2016	2015
Construction materials	51,478,126	-
	51,478,126	-

**31. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'**

**i) Defined Benefit Plans**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

Particulars	2016	2015
<b>I. Change in the defined benefits obligation</b>		
Liability at the beginning of the year	2,008,310	1,080,499
Interest cost	152,735	98,021
Current service cost	730,177	403,437
Benefits paid	(100,350)	(30,115)
Actuarial (gain) / loss on obligations	820,177	456,468
<b>Liability at the end of the year</b>	<b>3,611,049</b>	<b>2,008,310</b>
<b>II. Amount recognised in the balance sheet</b>		
Liability at the end of the year	3,611,049	2,008,310
Fair value of plan assets at the end of the year	-	-
Difference	(3,611,049)	(2,008,310)
Amount recognised in the balance sheet	(3,611,049)	(2,008,310)
<b>III. Expenses recognised in the statement of profit and loss</b>		
Current service cost	730,177	403,437
Interest cost	152,735	98,021
Expected return on plan assets	-	-
Net actuarial (gain) / loss to be recognized	820,177	456,468
Expense recognised in the statement of profit and loss	1,703,089	957,926

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016



(Currency: Indian Rupees)

	2016					2015
<b>IV. Balance sheet reconciliation</b>						
Opening net liability	2,008,310					1,080,499
Expense as above	1,703,089					957,927
Benefits paid	(100,350)					(30,115)
Amount recognised in the balance sheet	3,611,049					2,008,310
<b>V. Actuarial assumptions</b>						
Discount rate	8.00%					7.80%
Salary escalation	6.00%					6.00%
<b>VI. Reconciliation of present value obligation and the fair value of plan assets</b>	2016	2015	2014	2013	2012	
Present value of defined benefits obligation	3,611,049	2,008,310	1,080,499	1,382,443	923,536	
Fair value of the plan assets	-	-	-	-	-	
Deficit in the plan	3,611,049	2,008,310	1,080,499	1,382,443	923,536	
<b>VII. Experience adjustments on:</b>						
Plan liabilities (gain)/loss	(820,177)	(456,468)	(615,073)	29,793	(981,359)	
Plan assets	-	-	-	-	-	
<b>VIII. Schedule VI details</b>				2016	2015	
Current liability				332,969	156,011	
Non-current liability				3,278,080	1,852,299	

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Company's liability on account of gratuity is not funded and hence the disclosures relating to the planned assets are not applicable.

## ii) Defined contribution plan

Contribution to provident and other funds aggregating to ₹ 1,573,969 [2015: ₹ 1,029,292] is recognised as an expense and included in "Employee benefits expense".

## iii) Compensated absences

Compensated absences for employee benefits of ₹ 638,147 [2015: ₹ 430,919] has been recognised as a gain/expense during the year.

## 32. RELATED PARTY DISCLOSURES

### A. Parties where control exists:

#### I. Praful N. Satra –Chairman and Managing Director (also key managerial personnel)

#### II. Subsidiaries

- Satra Property Developers Private Limited
- Satra Buildcon Private Limited
- Satra Estate Development Private Limited
- Satra Infrastructure and Land Developers Private Limited
- Satra Lifestyles Private Limited
- Satra International Realtors Limited, UAE

#### III. Step down subsidiaries

- Satra Realty and Builders Limited
- RRB Realtors Private Limited

### B. Other related parties:

#### I. Associates

- C. Bhansali Developers Private Limited

#### II. Entities over which key managerial personnel or their relatives exercises significant influence (Where transactions have taken place during the year)

- Satra Infrastructure Development Private Limited
- Satra Property Development Private Limited
- Satra Land Development Private Limited



NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

(Currency: Indian Rupees)

32. RELATED PARTY DISCLOSURES (Continued)

III. Relative of Key Managerial Personnel (Where transactions have taken place during the year)

- Rushabh P. Satra
- Vrutika P. Satra

Disclosure of transaction between the Company and related parties and the status of outstanding balances

Sr. No.	Nature of transaction	Subsidiary/ Stepdown subsidiary company		Associates/ Joint Venture		Entities over which key managerial personnel or their relatives exercises significant influence		Key managerial personnel and their relatives		Total	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
1	Loan taken	-	-	-	-	-	-	10,000,000	-	10,000,000	-
2	Advances received	-	-	-	-	-	-	-	66,825,000	-	66,825,000
3	Loans given	449,932,470	133,720,000	-	-	-	-	-	-	449,932,470	133,720,000
4	Interest income	49,840,690	3,302,899	-	-	-	-	-	-	49,840,690	3,302,899
5	Interest expenses	-	-	-	-	-	-	497,377	-	497,377	-
6	Receiving of services	-	-	-	-	-	-	13,855,017	12,338,243	13,855,017	12,338,243
7	Services provided (excl. taxes)	814,630,847	264,326,242	-	-	-	-	-	-	814,630,847	264,326,242
8	Share issued (incl. premium)	-	-	-	-	-	33,800,000	-	54,600,000	-	88,400,000
9	Share warrant issued	-	-	-	-	-	25,350,000	-	40,950,000	-	66,300,000
10	Deposit received	-	426,000,000	-	-	-	-	-	-	-	426,000,000
11	Investment in subsidiaries	-	900,000	-	-	-	-	-	-	-	900,000
<b>Outstanding balances receivable</b>											
1	Loans alongwith the net interest	877,213,923	602,744,834	122,189,131	122,189,131	-	-	-	-	999,403,054	724,933,965
2	Deposit given	-	-	-	-	-	-	2,150,000	2,150,000	2,150,000	2,150,000
3	Advances given	-	-	4,000,000	4,000,000	-	-	-	-	4,000,000	4,000,000
4	Sundry debtors	73,602,850	14,415,306	-	-	-	-	-	-	73,602,850	14,415,306
<b>Outstanding balances payables</b>											
1	Loans alongwith the net interest	-	-	-	-	-	-	447,638	-	447,638	-
2	Deposits taken	430,200,000	433,500,000	-	-	-	-	-	-	430,200,000	433,500,000
3	Sundry creditors	-	-	-	-	-	-	570,600	3,149,523	570,600	3,149,523
4	Advance received	72,405,408	175,040,976	-	-	-	-	-	-	72,405,408	175,040,976

Details of material related party transactions which are more than 10% of the total transactions of the same type with a related party during the year ended 31 March 2016.

Sr. No.	Nature of transaction	Total	
		2016	2015
1.	<b>Loan taken</b> Praful N. Satra	10,000,000	-
2.	<b>Advances Received</b> Praful N. Satra	-	66,825,000
3.	<b>Loans given</b> Satra Property Developers Private Limited	434,750,028	132,020,000
4.	<b>Interest income</b> Satra Property Developers Private Limited	49,078,005	3,283,074
5.	<b>Interest expenses</b> Praful N. Satra	497,377	-
6.	<b>Receiving of services</b> Praful N. Satra Rushabh P. Satra	13,221,017 634,000	12,338,243 -

# NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016



(Currency: Indian Rupees)

## 32. RELATED PARTY DISCLOSURES (Continued)

Sr. No.	Nature of transaction	Total	
		2016	2015
7.	<b>Services provided</b>		
	Satra Buildcon Private Limited	741,860,573	250,699,071
8.	<b>Share issued (incl. premium)</b>		
	Rushabh P. Satra	-	31,200,000
	Vrutika P. Satra	-	23,400,000
	Satra Land Development Private Limited	-	20,800,000
	Satra Infrastructure Development Private Limited	-	13,000,000
9.	<b>Share warrant issued</b>		
	Rushabh P. Satra	-	23,400,000
	Vrutika P. Satra	-	17,550,000
	Satra Land Development Private Limited	-	15,600,000
	Satra Infrastructure Development Private Limited	-	9,750,000
10.	<b>Deposit received</b>		
	Satra Buildcon Private Limited	-	397,000,000
11.	<b>Investment in subsidiaries</b>		
	Satra Estate Development Private Limited	-	30,000
	Satra Infrastructure and Land Developers Private Limited	-	30,000
	Satra Lifestyles Private Limited	-	30,000
	<i>Outstanding balances receivable</i>		
1.	<b>Loans alongwith the net interest</b>		
	Satra Property Developers Private Limited	373,715,570	115,115,340
	Satra International Realtors Limited	487,511,652	487,511,652
	C. Bhansali Developers Private Limited	122,189,131	122,189,131
2.	<b>Deposits</b>		
	Praful N. Satra	2,150,000	2,150,000
3.	<b>Advances given</b>		
	C. Bhansali Developers Private Limited	4,000,000	4,000,000
4.	<b>Sundry debtors</b>		
	Satra Realty and Builder Limited	73,602,850	14,415,306
	<i>Outstanding balances payables</i>		
1.	<b>Loans alongwith the net interest</b>		
	Praful N. Satra	447,638	-
2.	<b>Deposits</b>		
	Satra Buildcon Private Limited	401,200,000	404,500,000
3.	<b>Sundry creditors</b>		
	Praful N. Satra	-	3,149,523
	Rushabh P. Satra	570,600	-
4.	<b>Advance received</b>		
	Satra Buildcon Private Limited	72,405,408	175,040,976

## 33. MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company has not received any information from the “suppliers” regarding their status under the Micro Small and Medium Enterprises Development Act, 2006.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2016

(Currency: Indian Rupees)

	2016	2015
Principal amount remaining unpaid to any supplier as at the period end	-	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-

34. OTHER MATTERS

- i) In format in with regard to other matters specified in Schedule III of the Act, is either nil or not applicable to the Company for the year.
- ii) In the opinion of the directors, current assets, loans and advances have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business. Sundry Debtors, Creditors and advances are subject to confirmation.
- iii) In the opinion of the directors, provision has been made for all known liabilities and the same is not in excess of the amounts considered reasonably necessary.

35. DISCLOSURE AS REQUIRED BY SCHEDULE V(A)(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

i. Particulars in respect of loans and advances to subsidiary companies:

	Name of the Company		Balance as at		Maximum outstanding during the year	
	2016	2015	2016	2015		
1	Satra International Realtors Limited*	487,511,652	487,511,652	487,511,652	487,511,652	
2	Satra Property Developers Private Limited	373,715,570	115,115,340	505,725,368	115,115,340	
3	Satra Estate Development Pvt Limited	6,718,280	117,842	6,718,280	1,700,000	

ii. Particulars of loans and advances to associates:

	Name of the Company		Balance as at		Maximum outstanding during the year	
	2016	2015	2016	2015		
1	C. Bhansali Developers Private Limited*	126,189,131	126,189,131	126,189,131	126,189,131	

All the above loans and advances are given for business purpose.

\* Non-interest bearing loans.

36. Details of loans given, Investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads. [Refer Note 28 and Note 35].

37. PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped / reclassified wherever necessary, to conform to current year's classification.

As per our report of even date attached.

For **GMJ & Co.**  
Chartered Accountants  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
Satra Properties (India) Limited

**Haridas Bhat**  
Partner  
Membership No. 039070  
Mumbai, 27 May 2016

**Manan Y. Udani**  
Company Secretary  
**Vidyadhar D. Khadilkar**  
Director  
DIN: 01548603  
Mumbai, 27 May 2016

**Praful N. Satra**  
Chairman and Managing Director  
DIN : 00053900



# Independent Auditors' Report

To the Board of Directors of

**Satra Properties (India) Limited**

## **Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Satra Properties (India) Limited** (hereinafter referred to as “**the Holding Company**”) and its subsidiaries (**the Holding Company and its subsidiaries together referred to as “the Company” or “the Group”**) its associates companies, comprising the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

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

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

## **Auditor's Responsibility**

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements of the subsidiaries and associates noted below, 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:

- (i) in the case of the consolidated balance sheet, of the state of affairs of the Group as at 31 March 2016;
- (ii) in the case of the consolidated statement of profit and loss, of the loss of the Group for the year ended on that date; and
- (iii) in the case of the consolidated cash flow statement, of the cash flows of the Group for the year ended on that date.

## **Other matter**

- a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of Rs. 343,44,07,014 as at March 31, 2016, total revenues of Rs. 184,13,23,163 and net cash out flows of Rs. 5,80,320 for the year then ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.

- b) We have relied upon the unaudited financial statements of an associate whose financial statements reflect Group's share of profit of Rs Nil for the year ended on 31 March 2016. These unaudited financial statements as certified by the respective management of the company has been furnished to us by the management, and our opinion, in so far as it relates to the amounts included in respect of the associate, is based solely on such unaudited financial statements certified by the management.

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 reports of the other auditors and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

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 purposes 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 so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, 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 the 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 the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies, its associate companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A", which is based on the Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 29 of the financial statements as at March 31, 2016.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2016.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India during the year ended March 31, 2016.

### For GMJ & Co.

Chartered Accountants

Firm Registration Number: 103429W

### Haridas Bhat

Partner

Membership Number: 039070

Mumbai, 27 May 2016





## **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”)**

We have audited the internal financial controls over financial reporting of **Satra Properties (India) Limited** (“the Holding Company”) and its subsidiary companies which are incorporated in India as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 judgments, 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 and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial 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 to the best of our information and according to the explanations given to us, the Company and its subsidiary 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 March 31, 2016, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

#### **Other Matter**

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 insofar as it relates to 2 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

#### **For GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

#### **Haridas Bhat**

Partner

Membership Number: 039070

Mumbai, 27 May 2016

# CONSOLIDATED BALANCE SHEET

as at 31 March 2016

		(Currency: Indian Rupees)	
		2016	2015
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
	Notes		
Share capital	3	356,716,000	356,716,000
Reserves and surplus	4	256,223,997	481,437,490
Money received against share warrants	5	-	-
		<b>612,939,997</b>	<b>838,153,490</b>
<b>Minority interest</b>		<b>2,968</b>	<b>4,335</b>
<b>NON-CURRENT LIABILITIES</b>			
Long-term borrowing	6	553,363,127	607,575,504
Long-term provisions	7	7,216,621	4,649,196
		<b>560,579,748</b>	<b>612,224,700</b>
<b>CURRENT LIABILITIES</b>			
Short-term borrowings	8	5,115,506,785	4,298,464,770
Trade payables	9	672,953,283	511,896,487
Other current liabilities	10	3,571,707,677	3,436,006,031
Short-term provisions	11	161,220,265	262,525,657
		<b>9,521,388,010</b>	<b>8,508,892,945</b>
		<b>10,694,910,723</b>	<b>9,959,275,470</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed assets	12		
- Tangible assets		22,783,254	21,002,340
- Intangible assets		3,852,472	4,334,031
- Capital working-in-progress		1,343,268	-
		<b>27,978,994</b>	<b>25,336,371</b>
Non-current investments	13	26,594,800	21,594,800
Deferred tax assets	14	37,233,932	6,594,977
Long-term loans and advances	15	67,794,361	25,621,606
		<b>131,623,093</b>	<b>53,811,383</b>
<b>CURRENT ASSETS</b>			
Inventories	16	6,053,401,798	5,942,759,067
Trade receivables	17	1,468,907,087	1,217,158,904
Cash and bank balances	18	77,179,932	64,546,007
Short-term loans and advances	19	2,809,090,032	2,531,939,304
Other current assets	20	126,729,787	123,724,434
		<b>10,535,308,636</b>	<b>9,880,127,716</b>
		<b>10,694,910,723</b>	<b>9,959,275,470</b>
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	1-40		

The notes referred to above form an integral part of these financial statements.  
As per our report of even date attached.

For **GMJ & Co.**  
*Chartered Accountants*  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Haridas Bhat**  
*Partner*  
Membership No. 039070

**Manan Y. Udani**  
*Company Secretary*

**Vidyadhar D. Khadilkar**  
*Director*  
DIN: 01548603

**Praful N. Satra**  
*Chairman and Managing Director*  
DIN : 00053900

Mumbai, 27 May 2016

Mumbai, 27 May 2016

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2016



(Currency: Indian Rupees)

	Notes	2016	2015
<b>INCOME</b>			
Revenue from operations	21	1,968,070,439	308,146,215
Other income	22	64,249,082	162,535,697
<b>Total revenue</b>		<b>2,032,319,521</b>	<b>470,681,912</b>
<b>EXPENSES</b>			
Cost of construction	23	1,951,939,695	234,187,481
Employee benefits	24	25,366,325	21,035,739
Finance costs	25	184,137,540	196,240,502
Depreciation and amortisation	12	5,121,572	9,158,324
Other expenses	26	133,285,852	155,611,583
Prior period expenses	27	-	117,803,462
Goodwill on consolidation amortised		481,559	481,559
<b>Total expenses</b>		<b>2,300,332,543</b>	<b>734,518,650</b>
<b>Profit before tax</b>		<b>(268,013,022)</b>	<b>(263,836,738)</b>
<b>Tax expenses:</b>			
Current tax		7,609,514	14,253,000
MAT entitlement		(2,009,514)	-
Prior year (credit)/charge of current tax		(39,225,956)	(473,058)
Deferred tax charge/(credit)		(30,638,955)	2,767,715
<b>Profit after tax</b>		<b>(203,748,111)</b>	<b>(280,384,395)</b>
Less: Profit attributable to minority interest		(1,367)	(158,610)
		<b>(203,746,744)</b>	<b>(280,225,785)</b>
<b>Earnings per equity share (₹)</b>			
Basic (par value of ₹ 2 per share)	28	(1.14)	(1.71)
Diluted (par value of ₹ 2 per share)	28	(1.14)	(1.71)
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	1-40		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **GMJ & Co.**  
Chartered Accountants  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Haridas Bhat**  
Partner  
Membership No. 039070

**Manan Y. Udani**  
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**Vidyadhar D. Khadilkar**  
Director  
DIN: 01548603

**Prafal N. Satra**  
Chairman and Managing Director  
DIN : 00053900

**Mumbai, 27 May 2016**

**Mumbai, 27 May 2016**

# CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2016

(Currency: Indian Rupees)

	2016	2015
<b>A CASH FLOWS FROM OPERATING ACTIVITIES :</b>		
Profit before tax	(268,013,022)	(263,836,738)
Adjusted for:		
Depreciation/amortisation	5,121,572	9,158,324
Goodwill amortised	481,559	481,559
Dividend income	(6,240)	(7,488)
Net foreign exchange fluctuation	3,746,597	3,440,425
Loss/(profit) on sale of fixed assets	(6,993)	(10,643)
Loss/(profit) on sale of investment	-	59,697
Interest income	(15,351,935)	(27,176,632)
Finance costs	184,119,216	196,240,502
	<u>178,103,776</u>	<u>182,185,744</u>
<b>Operating profit before working capital changes</b>	<b>(89,909,246)</b>	<b>(81,650,994)</b>
<b>Changes in working capital</b>		
(Increase)/decrease in inventories	530,805,664	(572,597,063)
(Increase)/decrease in trade receivables	(370,123,271)	173,933,046
(Increase)/decrease in short-term loans and advances	(404,121,122)	(1,109,772,743)
(Increase)/decrease in long-term loans and advances	(1,331,337)	-
(Increase)/decrease in other current assets	(100,073,535)	(532,705,984)
Increase/(decrease) in trade payables	298,147,358	(333,657,028)
Increase/(decrease) in long-term provisions	2,567,425	2,419,884
Increase/(decrease) in short-term provisions	119,069	6,848,809
Increase/(decrease) in other current liabilities	(480,074,028)	2,656,010,942
	<u>(524,083,777)</u>	<u>290,479,863</u>
<b>Cash generated from operations</b>	<b>(613,993,023)</b>	<b>208,828,869</b>
Taxes paid (net of refund)	(116,156,863)	(84,087,490)
<b>Net cash generated from operating activities</b>	<b>(730,149,886)</b>	<b>124,741,379</b>
<b>B CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Purchase of fixed assets	(11,986,251)	(3,719,532)
Proceeds from sale of fixed assets	75,556	40,000
Loans given	(353,570,019)	(358,513,527)
Loans repaid	560,432,138	120,132,590
Investment in fixed deposits (including earmarked balances)	(17,401,023)	(12,359,571)
Investment made/sold	-	30,923
Dividend received	6,240	7,488
Interest received	(31,683,984)	34,111,031
<b>Net cash (used) by investing activities</b>	<b>145,872,657</b>	<b>(220,270,598)</b>
<b>C CASH FLOWS FROM FINANCING ACTIVITIES :</b>		
Money received against share warrants	-	66,300,000
Proceeds from long-term borrowings	200,122,229	600,442,346
Repayment of long-term borrowings	(4,361,000)	(4,006,701)
Proceeds from short-term borrowings	2,356,663,298	2,378,306,260
Repayment of short-term borrowings	(1,508,202,097)	(2,467,441,791)
Net foreign exchange fluctuation	(4,472,255)	(3,440,425)
Dividend paid	(17,679,079)	(15,925,769)
Finance costs paid	(435,860,966)	(459,529,167)
<b>Net cash (used) by financing activities</b>	<b>586,210,131</b>	<b>94,704,753</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>1,932,902</b>	<b>(824,466)</b>
Cash and cash equivalents, beginning of year	19,955,202	20,779,668
Cash and cash equivalents, end of year	<u>21,888,104</u>	<u>19,955,202</u>
<b>Components of cash and cash equivalents</b>		
Cash on hand	7,197,796	5,487,571
Balances with banks		
- On current accounts	14,690,308	14,467,631
	<u>21,888,104</u>	<u>19,955,202</u>

**Note:**

1. The Cash Flow Statement has been prepared under the "Indirect Method" as prescribed in Accounting Standard - 3 'Cash Flow Statements'.

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

For and on behalf of the Board of Directors

Satra Properties (India) Limited

**Haridas Bhat**

Partner

Membership No. 039070

Mumbai, 27 May 2016

**Manan Y. Udani**

Company Secretary

Mumbai, 27 May 2016

**Vidyadhar D. Khadilkar**

Director

DIN: 01548603

**Praful N. Satra**

Chairman and Managing Director

DIN : 00053900

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

### 1. COMPANY OVERVIEW:

The Company was incorporated on 30 May 1983 as Express Leasing Limited. The name of the Company was changed to Satra Properties (India) Limited ("the Company") on 8 December 2005. The Company and its subsidiaries are engaged in the business of real estate development and trading in properties and transferable development rights.

#### 1.1 Principles of consolidation:

The consolidated financial statements relate to the Company and all of its subsidiary companies and companies controlled, that is, companies over which the Company exercises control/joint control over ownership and voting power and the associates and joint venture (herein after collectively referred to as the "Group"). The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and resultant unrealized profits or losses in accordance with the Accounting Standard – 21 "Consolidated Financial Statements" prescribed u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014 issued by the Central Government.
- In case of foreign subsidiaries, revenue items are consolidated at the average exchange rate prevailing during the year. All monetary assets and liabilities are converted at the exchange rate prevailing at the end of the year and non-monetary assets and liabilities at the exchange rate prevailing on the date of the transaction. Any exchange difference arising on consolidation of integral foreign operation is recognised in the statement of profit and loss.
- Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of the investment in subsidiaries are recognised as goodwill or capital reserve, as the case may be.
- The difference between the proceeds from disposal of investment in a subsidiary or in a company, controlled by the Company, and the proportionate carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated statement of profit and loss as the profit or loss on disposal of investment in subsidiaries.
- Investment in associates, where the Company directly or indirectly through subsidiaries holds 20% or more of equity, are accounted for using equity method in accordance with Accounting Standard – 23 "Accounting for investments in associates in consolidated financial statements". The Company accounts for its share in the change of the net assets of the associates, post acquisition after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its statement of profit and loss to the extent such change is attributable to the Associates' statement of profit and loss, based on available information. The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as goodwill or capital reserve as the case may be.
- If, under the equity method, the Company's share of losses of an associate equals or exceeds the carrying amount of the investment, the Company discontinues recognizing its share of further losses and the investment is reported at nil value. Additional losses are provided for to the extent that the Company has incurred obligations or made payments on behalf of the associate to satisfy obligations of the associate that the Company has guaranteed or to which the Company is otherwise committed. If the associate subsequently reports profits, the Company resumes including its share of those profits only after its share of the profits equals the share of net losses that have not been recognised.
- Goodwill on consolidation is amortised over a period of 10 years from the date of acquisition/investment.
- As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's stand alone financial statements.

The list of subsidiary companies which are included in the consolidated financial statements are as under:

Name of the Company	Country of incorporation	% holding
Satra Property Developers Private Limited	India	100%
Satra Buildcon Private Limited	India	51%
Satra Lifestyles Private Limited	India	100%
Satra Estate Development Private Limited	India	100%
Satra Infrastructure and Land Developers Private Limited	India	100%
RRB Realtors Private Limited	India	87.5%
Satra Realty and Builders Limited	India	100%
Satra International Realtors Limited	United Arab Emirates	100%

The list of associate companies considered in the consolidated financial statements is as under:

Name of the Company	Country of Incorporation	% holding
C. Bhansali Developers Private Limited	India	20%

Investments other than in Subsidiaries and Associates are accounted as per Accounting Standard 13 – "Accounting for Investments".



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### for the year ended 31 March 2016

(Currency: Indian Rupees)

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

##### 2.1 Basis of preparation of consolidated financial statements:

The consolidated financial statements have been prepared and presented on the historical cost convention on accrual basis and comprises mandatory accounting standards as prescribed u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

##### 2.2 Current/Non-current classification:

The assets and liabilities are classified into Current or Non-current.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the balance sheet date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

##### *Operating cycle*

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 3 to 4 years for the purpose of current/non-current classification of assets and liabilities.

##### 2.3 Use of Estimates:

The preparation of consolidated financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

##### 2.4 Inventories:

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, borrowing costs and construction overheads are taken as the cost of the construction work-in-progress.

Material at site comprises of building material, components and stores and spares.

Stock-in-trade comprises of completed projects that are unsold.

Inventories are valued as lower of cost and net realizable value. Cost is determined on the first in first out ('FIFO') basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

##### 2.5 Revenue recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Income from real estate sales is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the acts are performed, i.e., on the percentage of completion basis.

Revenue from constructions contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

Unbilled work-in-progress valued at lower of cost ad net realizable value up-to the stage of completion. Cost includes direct material, labour cost and appropriate overheads.

Determination of revenues under the percentage of completion method necessarily involves making estimates by the management some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion. The estimates of cost are periodically reviewed by the management and the effect of changes in estimates is recognised in the period such changes are recognised. When the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

Revenue from trading activity, property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

In view of the nature of service rendered, revenue is recognized provided the consideration is reliably determinable and no significant uncertainty exists regarding the amount of consideration.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

### 2.6 Fixed assets and depreciation/amortisation and capital work-in-progress:

#### *Tangible assets*

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation is provided on the written down value method. The rates of depreciation are calculated as prescribed in Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule II, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Plant and equipment and furniture and fixtures, costing individually ₹ 5,000 or less, are depreciated fully in the year of purchase.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

### 2.7 Foreign currency transactions:

Foreign exchange transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary asset such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

### 2.8 Investments:

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long-term investments which is expected to be realized within 12 months after the reporting date is also presented under 'current assets' as "current portion of long-term investments" in consonance with the current/non-current classification scheme of Schedule III.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, borrowing cost and costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

#### *Investment property under construction:*

Profit or loss on sale of investments is determined on the basis of weighted average carrying amount of investments disposed off.

Property that is being constructed for future use as investment property is accounted for as Investment property under construction until construction or development is complete.

Investment property under construction represents the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

### 2.9 Employee benefits:

#### (a) Short-term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

### for the year ended 31 March 2016

(Currency: Indian Rupees)

**(b) Post employment benefits:***Defined contribution plans:*

The Group makes specified monthly contributions towards employee provident fund. The Group's contribution paid/payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

*Defined benefit plan:*

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

When the calculation results in a benefit to the Group, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

**2.10 Borrowing costs:**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to, other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

**2.11 Operating lease:**

Lease rentals in respect of assets acquired on operating leases are recognized in the statement of profit and loss on a straight line basis over the lease term.

**2.12 Earnings per share (EPS):**

The basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

**2.13 Taxation:**

Income tax expense comprises of current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

**2.14 Impairment of assets:**

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

**2.15 Provisions and contingent liabilities:**

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## as at 31 March 2016



(Currency: Indian Rupees)

### 3 SHARE CAPITAL

#### Authorised capital:

210,000,000 (2015: 210,000,000) equity shares [Par value of ₹ 2/- per shares]

8,000,000 (2015: 8,000,000) 8% cumulative redeemable preference shares

[Par value of ₹ 10/- per shares]

#### Issued, subscribed and paid-up:

178,358,000 (2015: 178,358,000) equity shares of ₹ 2 par value, fully paid up

	2016	2015
	420,000,000	420,000,000
	80,000,000	80,000,000
	<b>500,000,000</b>	<b>500,000,000</b>
	356,716,000	356,716,000
	<b>356,716,000</b>	<b>356,716,000</b>

#### Sub-notes :

1. The reconciliation of the number of equity shares and preference shares outstanding as at the year end is set as below:

	31 March 2016		31 March 2015	
	Number of equity shares (units)	Amount	Number of equity shares (units)	Amount
Equity shares				
At the beginning of the year	178,358,000	356,716,000	161,358,000	322,716,000
Add: issued during the year [refer Note 5(i)]	-	-	17,000,000	34,000,000
At the end of the year	<b>178,358,000</b>	<b>356,716,000</b>	178,358,000	356,716,000

2. Rights, preferences and restrictions attached to shares

#### Equity shares:

The Company has only one class of equity shares having a par value of ₹ 2 each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March 2016, the Company has proposed final dividend of ₹ 0.10 per equity share (2015: final dividend of ₹ 0.10 per equity share). In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

3. The details of shareholders holding more than 5% of the equity shares of the Company as at year end is as below :

Name of equity shareholder	31 March 2016		31 March 2015	
	No. of shares held	% of holding	No. of shares held	% of holding
Praful N. Satra	73,798,106	41.38	73,798,106	41.38
Minaxi P. Satra	37,537,356	21.05	37,537,356	21.05
Anil B. Mehta	9,154,450	5.13	9,154,450	5.13

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
as at 31 March 2016

(Currency: Indian Rupees)

4. RESERVES AND SURPLUS	2016	2015
<b>Capital reserve</b>		
Reserve on amalgamation (at the commencement and end of the year)	21,796,437	21,796,437
<b>Capital redemption reserve</b>		
At the commencement of the year	74,000,000	74,000,000
Add: Transferred in the current year	-	-
At the end of the year	74,000,000	74,000,000
<b>Securities premium reserve (at the commencement and end of the year)</b>		
At the commencement of the year	162,400,000	108,000,000
Add: Equity shares issued during the year	-	54,400,000
At the end of the year	162,400,000	162,400,000
<b>Debenture redemption reserve</b>		
At the commencement of the year	140,000,000	40,000,000
Add: Transferred in the current year	-	100,000,000
Less: Transferred to general reserve	2,500,000	-
At the end of the year	137,500,000	140,000,000
<b>General reserve</b>		
At the commencement of the year	156,458,822	156,458,822
Add: Transferred in the current year	2,500,000	-
At the end of the year	158,958,822	156,458,822
<b>Surplus in the statement of profit and loss</b>		
At the commencement of the year	(73,217,769)	325,935,835
Less: Adjustment relating to fixed assets [refer Note 12(ii)]	-	(4,153,544)
Revised balance at the commencement of year	(73,217,769)	321,782,291
Add: Profit/(loss) for the year	(203,746,744)	(280,225,785)
	(276,964,513)	41,556,506
Less: Appropriations		
Proposed dividend on equity shares	17,835,800	17,835,800
Tax on proposed dividend on equity shares	3,630,949	3,651,821
Dividend distribution tax adjustments	-	(6,713,346)
Transfer to debenture redemption reserve	-	100,000,000
<b>Total appropriations</b>	21,466,749	114,774,275
<b>Net surplus in the statement of profit and loss</b>	(298,431,262)	(73,217,769)
	256,223,997	481,437,490
<b>5. MONEY RECEIVED AGAINST SHARE WARRANTS</b>		
17,000,000 share warrants allotted with an option to convert into equivalent equity share: [refer Note 5(i)]		
At the commencement of the year	-	22,100,000
Add: Money received during the year	-	66,300,000
Less: Conversion into equivalent equity shares	-	(88,400,000)
	-	-
<b>Note:</b>		
(i) The Company had allotted 17,000,000 warrants of issue price of ₹ 5.20 each with an option to convert each warrant into one equity share of Nominal Value of ₹ 2 par value at a price of ₹ 5.20 per share, including premium of ₹ 3.20 per share to the promoter group on preferential basis. The share warrants were converted into equivalent equity shares in previous year.		
<b>6. LONG-TERM BORROWINGS</b>		
<b>Secured borrowings</b>		
From banks		
- Term loans [refer Note 6(i)]	550,000,000	600,000,000
- Vehicle loans [refer Note 6(ii)]	696,090	2,451,637
From others	2,667,037	5,123,867
- Vehicle loans [refer Note 6(ii)]	553,363,127	607,575,504



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## as at 31 March 2016



(Currency: Indian Rupees)

### Details of security on loans

- (i) Term loan of ₹ 80 (2015: ₹ 60) crores (₹ 25 crores shown under Note 10) is secured by way of security interest on development rights, unsold units along with charge on escrow account of receivables. The said term loan is further secured by personal guarantee of directors along with corporate guarantee given by holding company. The loan carries an interest rate of Banks' base rate plus 350 bps payable monthly and principal shall be repaid in 6 quarterly installments commencing after a moratorium period of 30 months from the date of first disbursement i.e. beginning from February 2017.
- (ii) Vehicle loans are secured by hypothecation of the respective vehicles purchased. The loans are repayable in equated monthly installments of ₹ 1,74,988, ₹ 19,400, ₹ 88,333, ₹ 1,51,749, ₹ 12,138 & ₹ 9,749 respectively beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in April 2017, December 2017, February 2018, April 2018, August 2018 & May 2019 respectively.

### 7. LONG-TERM PROVISIONS

	2016	2015
Provision for employee benefits		
Provision for gratuity [refer Note 34]	7,216,621	4,649,196
	<b>7,216,621</b>	<b>4,649,196</b>

### 8. SHORT-TERM BORROWINGS

#### Secured borrowings

5,500 (2015: 5,600) redeemable non-convertible debentures of ₹ 100,000 each [refer Notes 8(i) & 8(xiv)]	550,000,000	560,000,000
From banks		
- bank overdraft [refer Note 8(ii) & 8(xiv)]	13,185,811	12,698,911
- term loans [refer Note 8(iii)]	4,077,186	-
Vehicle loan [refer Note 6(ii)]	-	323,341
From others		
- term loans [refer Note 8(iv) to (ix)]	2,229,320,000	1,936,854,000

#### Unsecured borrowings

From banks		
-bank overdraft [refer Notes 8(x), (xiv)]	26,036,978	-
From related parties [refer Note 8(xi)]	953,350,018	908,700,000
From others [refer Notes 8(xi), (xii)(xiii), (xiv)]	1,339,536,792	879,888,518
	<b>5,115,506,785</b>	<b>4,298,464,770</b>

### Notes:

#### Details of security on loans

- (i) Non-Convertible Debentures (NCD) are secured against first equitable mortgage over the leasehold rights on plot at Jodhpur and charge over escrow account on receivables from the project situated at Jodhpur. The interest on debentures is 12% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable from April 2017 to December 2017. During the year company has redeemed 100 Nos. of debentures.
- (ii) Bank overdraft of ₹ 1.32 crores (2015 : ₹ 1.27 crores) is secured against fixed deposits of ₹ 1.81 crores with the same banks.
- (iii) Commercial equipment loans (2 nos.) are secured by hypothecation of the respective equipment purchased. The loans are repayable in equated monthly installments of ₹ 59,870 for each loan beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in August 2019.
- (iv) During the previous year term loan of ₹ 31.04 crores was secured by way of first and exclusive charge on unsold units/flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold/unsold units in the project at Vashi. The loan carried an interest rate of 19% p.a. and was repayable in 4 equal quarterly installments of ₹ 8.125 crores started from May 2015.
- (v) Term Loan of ₹ 54.82 crores is secured by way of first and exclusive charge on unsold units/flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold/unsold units in the project at Vashi. The loan carries an interest rate of 22% p.a. and is repayable in 4 equal quarterly installments of ₹ 15.00 crores started from end of 39th month from the date of first disbursement.
- (vi) Loan of ₹ 75 crores is secured by way of mortgage of the property situated at Matunga, Mumbai by way of deposit of title deed. Principal is repayable within 36 months from the date of each disbursement starting June, 2016. Last instalment is due in December, 2016.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**as at 31 March 2016**

(Currency: Indian Rupees)

- (vii) ₹ 32.50 Crores was secured against registered mortgage on sale component to be generated on consumption of free sale FSI in slum rehabilitation project at Ghatkopar, Mumbai (except area coming to the share of joint venture partners) alongwith charge on scheduled & additional receivables, insurance receipts from the project and escrow account of receivables. The loan was carrying an interest rate of 24% p.a. payable on quarterly basis. Repayable in 6 equal quarterly installments of ₹ 5.42 Crores each starting from June 2015 quarter.
- (viii) ₹ 65 Crores (disbursed till 31 March 2016 ₹ 58.75 Crores) is secured against registered mortgage on right to develop slum area under scheme framed by slum rehabilitation project on plot at Ghatkopar, Mumbai (except area coming to the share of joint venture partners) alongwith charge on scheduled receivables, additional receivables, all insurance receipts from the project and charge on escrow account of receivables and the term loan is further secured by security owned by directors. The loan carries an interest rate of 22% p.a. payable on quarterly basis. Repayable in 4 equal quarterly installments of ₹ 16.25 Crores each starting from April 2019.
- (ix) ₹ 34.36 (2015: ₹ 55.15) Crores is secured against exclusive mortgage on residential project at Upper Chembur, Mumbai alongwith charge on scheduled receivables, additional receivables, insurance receipts from the project and escrow account of receivables. The loan carries an interest rate of 18% p.a. alongwith 5% revenue sharing. Repayable in 8 equal quarterly installments of ₹ 7.5 Crores starting from March 2015.
- (x) Bank overdraft of ₹ 2.60 Crores (2015 : ₹ Nil) carries an interest rate of base rate plus 2.90% to 3% p.a.
- (xi) Loan from related parties and other unsecured loans are repayable on demand and carries an interest rates ranging upto 18% p.a.
- (xii) Term loan of ₹ 19.96 Crores (2015: ₹ 10.76 Crores) carries an interest rate of 17.85% p.a. and is secured by personal assets of directors/ shareholders. The term loan is repayable in equated monthly installment of ₹ 72,30,479 (including interest) starting from June 2016. The last installment is due by May 2019.
- (xiii) ₹ Nil (2015 : ₹ 0.65 Crores) term loan carried an interest rate of 19% p.a. which was payable in lump sum by 7 September 2015.
- (xiv) All the above term loans, bank overdraft and the debentures are secured by personal guarantees of director / shareholders of the Company.

**9. TRADE PAYABLES**

 Dues to Micro, small and medium enterprises [refer Note 37]  
 Others

2016	2015
-	-
<b>672,953,283</b>	511,896,487
<b>672,953,283</b>	<b>511,896,487</b>

**10. OTHER CURRENT LIABILITIES**
**Current maturities of long-term borrowings**

From banks (Secured)

- term loans [refer Note 6(i)]

- vehicle loans [refer Note 6(ii)]

From others (secured)

- vehicle loans [refer Note 6(ii)]

Interest accrued but not due on borrowings

- debentures

Interest accrued and due on borrowings

- term loans

- unsecured loans

related party

Others

Unpaid dividend \*

Other payables

- advance received from customer [refer Note 35]

- refundable advances

- deposits

- statutory dues payable\*\*

- employee benefits payable

- interest free security deposit from customer/others

- other liabilities

250,000,000	-
2,965,398	2,421,207
1,922,038	2,169,282
129,806,652	93,443,870
50,672,943	38,268,162
297,745,872	132,609,701
236,395,757	201,256,469
668,278	511,557
1,697,022,292	1,828,527,916
367,266,836	355,227,015
177,225,810	-
275,842,011	266,008,841
11,856,356	5,952,652
5,000,000	449,444,265
67,317,434	60,165,094
<b>3,571,707,677</b>	<b>3,436,006,031</b>

\* There had been no delay in amounts due and outstanding to be credited to the Investor Education and Protection Fund.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## as at 31 March 2016



(Currency: Indian Rupees)

\*\* Includes provision on account of tax deducted at source, value added tax, service tax, labour cess etc.

### 11. SHORT-TERM PROVISIONS

#### Provision for employee benefits

Provision for gratuity [refer note 34]

#### Other provisions

Provision for taxation [net of advance tax and tax deducted at source

₹ 31,88,39,315 (2015: ₹ 28,30,38,677)

Provision for wealth tax

Proposed dividend on equity shares

Tax on dividend on shares

	2016	2015
	<b>663,161</b>	489,892
	<b>663,161</b>	489,892
	<b>96,950,978</b>	205,300,002
	-	54,200
	<b>17,835,800</b>	17,835,800
	<b>45,770,326</b>	38,845,763
	<b>160,557,104</b>	262,035,765
	<b>161,220,265</b>	262,525,657

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
as at 31 March 2016

12. FIXED ASSETS		(Currency: Indian Rupees)									
		GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK		
Particulars	As at 1 April 2015	Additions	Deletions/ Disposals	As at 31 March 2016	As at 1 April 2015	For the year	On Deletions/ Disposals	As at 31 March 2016	As at 31 March 2016	NET BLOCK 2016	
<b>Tangible Assets</b>											
Plant and machinery	3,748,638	6,284,581	-	10,033,219	2,963,876	974,415	-	3,938,291	3,938,291	6,094,928	
Computer	7,857,721	1,540,348	-	9,398,069	6,814,194	1,129,239	-	7,943,433	7,943,433	1,454,636	
Furniture and fittings	5,334,384	174,138	-	5,508,522	3,876,647	539,105	-	4,415,752	4,415,752	1,092,770	
Office equipment	9,267,599	2,098,943	-	11,366,542	7,600,853	1,264,923	-	8,865,776	8,865,776	2,500,766	
Building	2,633,240	-	-	2,633,240	557,747	101,500	-	659,247	659,247	1,973,993	
Vehicles	42,411,506	544,971	355,716	42,600,761	28,437,431	4,784,324	287,155	32,934,600	32,934,600	9,666,161	
<b>Capital work-in-progress</b>											
<b>Total</b>	<b>71,253,088</b>	<b>11,986,249</b>	<b>355,716</b>	<b>82,883,621</b>	<b>50,250,748</b>	<b>8,793,506</b>	<b>287,155</b>	<b>58,757,099</b>	<b>58,757,099</b>	<b>24,126,522</b>	
<b>Intangible assets</b>											
Goodwill on acquisition	4,815,590	-	-	4,815,590	481,559	481,559	-	963,118	963,118	3,852,472	
<b>Note:</b>											
(i) Depreciation aggregating ₹ 36,71,932 (2015: ₹ 25,34,175) has been transferred to 'construction work-in-progress' and ₹ NIL (2015: ₹ 106,659) has been transferred to 'investment under construction property'											

		(Currency: Indian Rupees)									
		GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION				NET BLOCK		
Particulars	As at 1 April 2014	Additions	Deletions/ Disposals	As at 31 March 2015	As at 1 April 2014	For the year	On Deletions/ Disposals	As at 31 March 2015	As at 31 March 2015	NET BLOCK 2015	
<b>Tangible Assets</b>											
Leasehold improvements	25,331,539	-	25,331,539	-	25,331,539	-	25,331,539	-	-	-	
Plant and machinery	20,636,829	421,112	17,309,303	3,748,638	15,161,346	5,111,833	17,309,303	2,963,876	2,963,876	784,762	
Computer	6,982,348	875,373	-	7,857,721	5,234,411	1,579,783	-	6,814,194	6,814,194	1,043,527	
Furniture and fittings	5,207,422	126,962	-	5,334,384	3,207,097	669,550	-	3,876,647	3,876,647	1,457,737	
Office equipment	8,318,846	948,753	-	9,267,599	4,037,672	3,563,181	-	7,600,853	7,600,853	1,666,746	
Temporary structures	457,775	-	457,775	-	457,775	-	457,775	-	-	-	
Building	2,633,240	-	-	2,633,240	451,028	106,719	-	557,747	557,747	2,075,493	
Vehicles	41,344,875	1,347,328	280,697	42,411,506	21,794,033	6,894,738	251,340	28,437,431	28,437,431	13,974,075	
<b>Total</b>	<b>110,912,874</b>	<b>3,719,528</b>	<b>43,379,314</b>	<b>71,253,088</b>	<b>75,674,901</b>	<b>17,925,804</b>	<b>43,349,957</b>	<b>50,250,748</b>	<b>50,250,748</b>	<b>21,002,340</b>	
<b>Intangible assets</b>											
Goodwill on acquisition	4,815,590	-	-	4,815,590	481,559	481,559	-	963,118	963,118	4,334,031	
<b>Notes:</b>											
(i) Depreciation aggregating ₹ 25,34,175 (2014: ₹ 18,85,910) had been transferred to 'construction work-in-progress' and ₹ 106,659 (2014: ₹ NIL) has been transferred to 'investment under construction property'											
(ii) Pursuant to the enactment of Companies Act 2013, the company had applied the estimated useful lives as specified in Schedule II, Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives. The written down value of Fixed Assets whose lives had expired as at 1st April 2014 had been adjusted, in the opening balance of Profit and Loss Account amounting to ₹ 41,53,543 (net of tax of ₹ 19,73,108).											

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## as at 31 March 2016



(Currency: Indian Rupees)

	2016	2015
<b>13. NON-CURRENT INVESTMENTS (AT COST)</b>		
<b>Other non-current investments</b>		
948 (2015: 948) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each	94,800	94,800
20,000 (2015: 20,000) equity shares of The Greater Bombay Co-operative Bank Ltd. of ₹ 25 each, fully paid-up	500,000	500,000
Aggregate amount of investments	(A) 594,800	594,800
Aggregate amount of unquoted investments	594,800	594,800
Balance in deposits with original maturity of more than 12 months [refer Note 6] (given as security towards term loan)	(B) 26,000,000	21,000,000
	(C) -	939,976,778
Less: Transferred to inventory	(D) -	(939,976,778)
	(A+B+C+D) 26,594,800	21,594,800
(i) Pursuant to change in the management's business plans in respect of the Company's Jodhpur project from lease model to sale model, the Company has re-classified costs incurred till date on its Jodhpur project from construction work-in-progress (inventories) to investment property under construction (non-current investments).		
<b>14. DEFERRED TAX ASSETS</b>		
The components of deferred tax balances are as follows:-		
- Difference between book depreciation and depreciation as per Income Tax Act, 1961	9,026,580	8,400,473
Add: Adjustment relating to fixed assets [refer Note 12(ii)]	-	387,099
	9,026,580	8,787,572
- On provision allowable on a payment basis under the Income Tax Act, 1961	2,434,852	1,336,066
- Business loss and unabsorbed depreciation	46,403,693	28,815,197
Less: Differential deferred tax assets not recognised*	(20,631,193)	(32,343,858)
	37,233,932	6,594,977
* As a matter of prudence, no Deferred Tax Asset has been recognized in the books of one of the subsidiary company according to the accounting policy of the Companies.		
<b>15. LONG-TERM LOANS AND ADVANCES</b>		
- Advance tax and tax deducted at source [net of provision for tax ₹ 6,92,13,523 (2015: ₹ 6,36,13,523)]	67,794,361	25,621,606
	67,794,361	25,621,606
<b>16. INVENTORIES</b>		
Construction work-in-progress [refer Note 13(i)]	6,019,302,587	5,912,900,313
Materials at site	29,533,872	24,084,053
Finished goods	4,565,339	5,774,701
	6,053,401,798	5,942,759,067



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**as at 31 March 2016**

(Currency: Indian Rupees)

	2016	2015
<b>17. TRADE RECEIVABLES</b>		
<i>(unsecured and considered good)</i>		
Debts outstanding for a period exceeding six months from the date they are due for payment	967,824,853	1,080,216,811
Other debts	501,082,234	136,942,093
	<b>1,468,907,087</b>	<b>1,217,158,904</b>
<b>18. CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Cash on hand	6,737,040	5,487,571
Balances with banks		
- On current accounts	15,151,064	14,467,631
	<b>21,888,104</b>	<b>19,955,202</b>
<b>Other bank balances</b>		
- Earmarked balances with banks (under lien)	687,147	540,256
- Balances in deposits with original maturity of less than 12 months but more than 3 months	54,604,681	44,050,549
	<b>77,179,932</b>	<b>64,546,007</b>
<b>Details of bank balances/deposits</b>		
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	54,604,681	44,050,549
(i) Deposits amounting to ₹ 2.94 crores (2015: ₹ 2.68 crores) are under lien for bank guarantee.		
(ii) Deposits amounting to ₹ 60.42 lakhs (2015: ₹ 56.29 lakhs) are under lien for overdraft facility.		
<b>19. SHORT-TERM LOANS AND ADVANCES</b>		
<i>(Unsecured and considered good)</i>		
Short-term loans and advances given to related parties [refer Note 35]	77,388,305	83,806,037
Loans and advances given to other parties [refer Note 39]	1,657,443,101	1,769,122,676
<b>Others</b>		
- Advances to staff	400,000	407,250
- Advances to vendors	185,005,997	182,031,106
- Advances for property	72,070,368	40,000,000
- Prepaid expenses	2,110,322	2,553,065
- Deposits*	802,994,454	444,155,449
- Balance with Government authorities	11,677,485	9,863,721
	<b>2,809,090,032</b>	<b>2,531,939,304</b>
* includes ₹ 3,300,000 (2015: ₹ 3,300,000) rent deposit given to the Managing Director of holding company as well as in capacity of Director in one of the subsidiary company.		
<b>20. OTHER CURRENT ASSETS</b>		
Interest accrued on fixed deposits with banks	5,859,891	4,119,606
Interest accrued and due from related parties	44,800,826	44,800,916
Interest accrued and due from other parties	74,369,070	72,011,337
Fixed deposits with bank [refer Note 18(i)]	1,700,000	-
Prepaid taxes	-	2,792,575
	<b>126,729,787</b>	<b>123,724,434</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

	2016	2015
<b>21. REVENUE FROM OPERATIONS</b>		
Revenue from sale of properties	1,854,665,108	239,862,129
Revenue from work contract	57,259,631	66,000,839
<b>Other operating revenues</b>		
Development charges	30,000	518,500
Forfeiture income	-	296,908
Rental income	6,115,700	1,117,839
Tenancy rights	-	350,000
Compensation received	50,000,000	-
	<b>1,968,070,439</b>	<b>308,146,215</b>
<b>22. OTHER INCOME</b>		
Interest income on		
- fixed deposits with banks	6,522,150	5,786,238
- loans given to related parties [refer Note 35]	-	67,229
- loans given to other party	7,793,739	21,323,165
- other Interest	1,053,146	-
Dividend from others	6,240	7,488
<b>Other non-operating income</b>		
- liabilities written back to the extent no longer required	47,075,235	135,340,934
- profit on sale of fixed assets	6,993	10,643
- foreign exchange gain	1,533,907	-
- other income	257,672	-
	<b>64,249,082</b>	<b>162,535,697</b>
<b>23. COST OF CONSTRUCTION</b>		
<b>Opening inventory</b>		
Material at site	24,084,053	15,916,712
Construction work-in-progress	5,912,900,314	3,924,149,769
Finished goods	5,774,701	24,821,115
	<b>(A) 5,942,759,068</b>	<b>3,964,887,596</b>
<b>Incurred during the year</b>		
Development rights/land cost	189,733	88,090
Professional and legal fees	60,980,293	49,526,988
Civil, electrical and contracting	1,203,714,051	631,450,454
Depreciation and amortisation [refer Note 13]	3,671,932	2,534,175
Administrative and other expenses	112,444,815	55,915,616
Statutory dues and other expenses	46,224,494	54,374,651
Borrowing costs [refer Note 27]	565,653,677	476,744,200
Compensation paid	69,703,430	1,448,000
Transfer from 'investment in property under construction' [including borrowing cost of ₹ Nil (2015: ₹ 27,637,944) and depreciation of ₹ Nil (2015: ₹ 106,659)]	-	939,976,778
	<b>(B) 2,062,582,425</b>	<b>2,212,058,952</b>
<b>Closing inventory</b>		
Material at site	28,149,685	24,084,053
Construction work-in-progress	6,019,302,587	5,912,900,313
Finished goods	5,949,526	5,774,701
	<b>(C) 6,053,401,798</b>	<b>5,942,759,067</b>
	<b>(A)+(B)-(C) 1,951,939,695</b>	<b>234,187,481</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**for the year ended 31 March 2016**

(Currency: Indian Rupees)

	2016	2015
<b>24. EMPLOYEE BENEFITS</b>		
Salaries, wages and bonus	19,400,094	13,350,574
Directors' remuneration	2,400,000	5,400,000
Contribution to provident and other funds	1,573,969	1,029,292
Staff welfare expenses	434,699	318,678
Gratuity [refer Note 34]	1,557,563	937,195
	<b>25,366,325</b>	<b>21,035,739</b>
<b>25. FINANCE COSTS</b>		
<b>Interest on long-term borrowings</b>		
From others		
- vehicle loans	238,084	321,291
<b>Interest on short-term borrowings</b>		
Debentures	40,403,091	99,356,112
From banks	101,030,700	65,613,099
Others [refer Note 35]	556,460,599	461,350,348
Interest on delayed payment of trade payables	4,526,513	5,548,364
Interest on delayed payment of statutory dues	24,871,179	40,570,009
<b>Other borrowing costs</b>		
Other borrowing cost	-	1,078,559
Processing charges	17,522,256	24,384,261
Others	3,338,795	1,400,603
Stamp duty	1,400,000	1,000,000
	<b>749,791,217</b>	<b>700,622,646</b>
Less: Borrowing costs transferred to construction work-in-progress [refer Note 23]	565,653,677	504,382,144
	<b>184,137,540</b>	<b>196,240,502</b>
<b>26. OTHER EXPENSES</b>		
Profession and legal fees	7,207,601	4,047,450
Advertisement and sales promotion expenses	88,917,385	109,704,816
Power and fuel	2,247,118	2,371,756
Rent	18,368,570	18,623,660
Telephone expenses	843,324	787,939
Travelling expenses	8,454	-
Bad debts	-	5,544,567
Foreign exchange loss	4,472,255	3,944,684
Conveyance	17,143	272,370
Repairs and maintenance		
- others	735,038	306,236
Insurance	244,592	245,666
Rates and taxes	1,448,895	638,310
Payment to auditors (including service tax)		
As auditors		
- statutory audit	1,636,985	1,417,884
- tax audit	545,140	605,808
- limited review of quarterly results	685,000	898,880
In other capacity		
- taxation matters	3,280	185,020
Loss on sale of investment	-	59,697
Directors' sitting fees	260,409	342,698
Corporate Social Responsibility expenditure	1,350,000	2,700,000
Printing and stationery	984,974	907,464
Staff recruitment expenses	-	43,416
Miscellaneous expenses	3,309,689	1,963,262
	<b>133,285,852</b>	<b>155,611,583</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

	2016	2015
<b>27. PRIOR PERIOD EXPENSES</b>		
Interest on delay payment of MVAT	-	49,995,054
Interest income written off	-	67,808,408
	-	117,803,462

### 28. EARNINGS PER SHARE

Particulars	2016	2015
Net profit/(loss) after tax to equity shareholders (A)	(203,746,744)	(280,225,785)
Number of equity shares at the beginning of the year	178,358,000	161,358,000
Number of equity shares outstanding at the end of the year (B)	178,358,000	178,358,000
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C)	178,358,000	164,199,096
Basic earnings (in rupees) per share of par value ₹ 2 (A)/(C)	(1.14)	(1.71)
<b>Dilutive earnings per share</b>		
Net profit after tax attributable to equity shareholders (Existing and potential) (A)	(203,746,744)	(280,225,785)
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B)	178,358,000	164,199,096
Weighted average number of potential equity shares outstanding during the year (C)	-	-
Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C)	178,358,000	164,199,096
Diluted earnings (in rupees) per share of par value ₹ 2 (A)/(D)	(1.14)	(1.71)

### 29. CONTINGENCIES

Particulars	2016	2015
Income tax liabilities under dispute	129,041,423	171,798,167
Performance Bank Guarantee given by Allahabad Bank in favor of Slum Rehabilitation Authority for the Ghatkopar Project on behalf of the Group.	38,500,000	38,500,000
Corporate guarantee given on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting of ₹ 130 crores.	800,000,000	600,000,000

### 30. COMMITMENTS

	2016	2015
Unexecuted Capital Commitments	-	894,903
Consideration payable for acquiring Joint Development Rights [Non-monetary component]	Amount Unascertained	Amount Unascertained

The Company's subsidiary has entered into Joint Development Agreement (JDA) with a developer for development and construction of its project situated at Bandra, Mumbai. According to the said JDA, the Company has agreed to hand over 50% of permissible built-up area in the said project to the developer, after receiving the occupation certificate from the statutory authority. However, the actual built-up area to be constructed may vary subject to getting various regulatory compliance and approvals.

Since the final constructed area being unascertained, the value/cost of construction attributable to such built-up area to be handed over on receiving of occupation certificate remain unascertained.

### 31. SEGMENT REPORTING

The Group is operating in the real estate and construction industry and has only domestic sales. The Group has only one reportable business segment, which is real estate development and trading in properties and transferable development rights and only one reportable geographical segment. Accordingly, these consolidated financial statements are reflective of the information required by the Accounting Standard 17 on 'Segment Reporting'.

### 32. LEASES

#### Operating lease

- The Group has taken a commercial property on cancellable operating lease during the year as well as previous year.
- The lease agreement provides for an option to the Group to renew the lease period for certain properties and not for other properties. There are no exceptional/restrictive covenants in the lease agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
for the year ended 31 March 2016

(Currency: Indian Rupees)

33. EXPENDITURE IN FOREIGN CURRENCY

Particulars	2016	2015
Value of import		
- Material (at CIF basis)	56,588,805	-
- Professional services	11,747,917	3,240,795
Travelling expenses	2,347,843	652,889
Advance for material purchase	9,386,842	-
<b>Total</b>	<b>80,071,407</b>	<b>3,893,684</b>

34. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'

i) Defined Benefit Plans

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

Sr. No.	Particulars				2016	2015
<b>I</b>	<b>Change in the defined benefit obligation</b>					
	Liability at the beginning of the year				5,139,087	2,600,187
	Interest cost				390,186	236,160
	Current service cost				2,276,704	1,391,600
	Benefits Paid				(273,427)	(66,461)
	Actuarial (gain)/loss on obligations				347,233	977,601
	Liability at the end of the year				7,879,783	5,139,087
<b>II</b>	<b>Amount recognised in the Balance Sheet</b>					
	Liability at the end of the year				7,879,783	5,139,087
	Fair value of plan assets at the end of the year				-	-
	Difference				7,879,783	5,139,087
	Amount recognised in the balance sheet				7,879,783	5,139,087
<b>III</b>	<b>Expenses recognised in the Statement of Profit and Loss</b>					
	Current service cost				2,276,704	1,391,600
	Interest cost				390,186	236,160
	Benefit paid				-	-
	Expected return on plan assets				-	-
	Net actuarial (gain)/loss to be recognised				347,233	977,601
	Expenses recognised in the Statement of Profit and Loss				3,014,123	2,605,361
<b>IV</b>	<b>Balance Sheet Reconciliation</b>					
	Opening net liability				5,139,087	2,600,187
	Expenses as above				3,014,123	2,605,361
	Benefits paid				(273,427)	(66,461)
	Amount recognised in the Balance Sheet				7,879,783	5,139,087
<b>V</b>	<b>Actuarial Assumptions</b>					
	Discount Rate				8.00%	7.80%
	Salary Escalation				6.00%	6.00%
<b>VI</b>	<b>Reconciliation of present value of obligation and the fair value of plan assets</b>	2016	2015	2014	2013	2012
	Present value of defined benefit obligation	7,879,783	5,139,087	2,600,187	1,999,887	617,028
	Fair Value of the plan assets	-	-	-	-	-
	Liability recognised in the Balance Sheet	7,879,783	5,139,087	2,600,187	1,999,887	617,028
<b>VII</b>	<b>Experience adjustments on:</b>					
	Plan liabilities (gain)/loss	347,233	977,601	(244,328)	56,169	919,987
	Plan assets	-	-	-	-	-
<b>VIII</b>	<b>Schedule III</b>				2016	2015
	Current Liability				663,162	489,892
	Non-Current Liability				7,216,621	4,649,196

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Group's liability on account of gratuity is not funded and hence the disclosures relating to the planned assets are not applicable.



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

### ii) Defined contribution plan

Contribution to provident and other funds aggregating to ₹ 1,573,969 [2015: ₹ 1,029,292] is recognised as an expense and included in "Employee benefits" expense.

### iii) Compensated absences

Compensated absences for employee benefits of ₹ 1,561,285 [2015: ₹ 1,141,102] has been recognised as an expense during the year.

## 35. RELATED PARTY DISCLOSURES

### A. Parties where control exists:

I. Praful N. Satra – Chairman and Managing Director (also key managerial personnel)

### B. Other related parties:

#### I. Associates

##### C. Bhansali Developers Private Limited

#### II. Entities over which key managerial personnel or their relatives exercise significant influence (where transaction have taken place during the year):

Satra Infrastructure Development Private Limited

Satra Property Development Private Limited

Satra Land Development Private Limited

Sudharma Trading

Toyochem Laboratories

Mayank J. Shah HUF

Prime Developers

#### III. Key managerial personnel

Praful N. Satra - Chairman and Managing Director

Rajan P. Shah - Director

Minaxi P. Satra - Director

Tukaram K. Patil - Director

Nitin M. Kothari - Director

Pardeep Rochwani - Director

Mayank J. Shah - Director

Shreyans J. Shah - Director

Ajay R. Bansal - Director

Prasad A. Kamtekar - Director

#### IV. Relatives of key managerial personnel

(where transaction have taken place during the year)

Vrutika P. Satra

Rushabh P. Satra

Shruti M. Shah

### Disclosure of transactions between the Group and related parties and the status of outstanding balances:

Sr. No.	Nature of transaction	Associates/Joint Venture		Entities over which key managerial personnel or their relatives exercises significant influence		Key managerial personnel or their relatives		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
(A)	<b>Transactions during the year</b>								
1	Loans taken	-	-	-	-	56,475,000	578,850,000	56,475,000	578,850,000
2	Interest Expenses	-	-	-	2,930,608	189,654,136	130,154,254	189,654,136	133,084,862
3	Receiving of services (excl. taxes)	-	-	10,382,278	12,153,922	21,460,052	18,623,660	31,842,330	30,777,582
4	Advances received	-	-	1,000,000	316,000,000	995,509,070	66,825,000	996,509,070	382,825,000
5	Share warrant issued	-	-	-	25,350,000	-	40,950,000	-	66,300,000
6	Equity shares issued	-	-	-	33,800,000	-	54,600,000	-	88,400,000
7	Directors remuneration/salary	-	-	-	-	20,778,750	9,935,000	20,778,750	9,935,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
for the year ended 31 March 2016

(Currency: Indian Rupees)

Sr. No.	Nature of transaction	Associates/Joint Venture		Entities over which key managerial personnel or their relatives exercises significant influence		Key managerial personnel or their relatives		Total	
		2016	2015	2016	2015	2016	2015	2016	2015
<b>(B)</b>	<b>Outstanding balances receivable</b>								
1	Loans alongwith the net interest	122,189,131	122,189,131	-	-	-	-	122,189,131	122,189,131
2	Deposits given	-	-	-	-	3,300,000	3,300,000	3,300,000	3,300,000
3	Advances given	4,000,000	4,000,000	-	-	-	-	4,000,000	4,000,000
4	Sundry Debtors	-	-	-	10,382,400	139,538,181	-	139,538,181	10,382,400
<b>(C)</b>	<b>Outstanding balances payables</b>								
1	Loans alongwith the net interest	-	-	-	-	1,248,595,878	1,035,757,159	1,248,595,878	1,035,757,159
2	Advances received	-	-	11,500,000	280,000,000	14,201,182	-	25,701,182	280,000,000
3	Sundry creditors	-	-	775,837	11,800,467	1,863,961	5,158,191	2,639,798	16,958,658
4	Directors remuneration/salary payable	-	-	-	-	2,616,900	849,500	2,616,900	849,500

Details of material related party transactions which are more than 10% of the total transactions of the same type with a related party during the year ended 31 March 2016

Sr. No.	Nature of transaction	Total	
		2016	2015
<b>(A)</b>	<b>Transactions during the year</b>		
<b>1</b>	<b>Loans taken</b>		
	Praful N. Satra	27,325,000	2,820,000
	Mayank J. Shah	19,500,000	568,000,000
	Shreyans J. Shah	8,600,000	8,000,000
<b>2</b>	<b>Interest expenses</b>		
	Mayank J. Shah	185,086,871	129,130,228
<b>3</b>	<b>Receiving of services</b>		
	Praful N. Satra	19,961,412	18,623,660
	Satra Property Development Private Limited	10,245,556	12,019,090
<b>4</b>	<b>Advances received</b>		
	Mayank Shah - HUF	1,000,000	100,000,000
	Toyochem Laboratories	-	216,000,000
	Shruti M. Shah	720,900,000	-
	Shreyans J. Shah	119,000,000	-
	Praful N. Satra	141,361,819	66,825,000
<b>5</b>	<b>Share warrant issued</b>		
	Rushabh P. Satra	-	23,400,000
	Vrutika P. Satra	-	17,550,000
	Satra Land Development Private limited	-	15,600,000
	Satra Infrastructure Development Private Limited	-	9,750,000
<b>6</b>	<b>Equity shares issued</b>		
	Rushabh P. Satra	-	31,200,000
	Vrutika P. Satra	-	23,400,000
	Satra Land Development Private limited	-	20,800,000
	Satra Infrastructure Development Private Limited	-	13,000,000
<b>7</b>	<b>Directors remuneration/salary</b>		
	Praful N. Satra	7,700,000	4,200,000
	Rajan P. Shah	5,000,000	2,450,000
	Tukaram K. Patil	200,000	1,200,000
	Rushabh P. Satra	3,206,250	1,050,000

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## for the year ended 31 March 2016



(Currency: Indian Rupees)

Details of material related party transactions which are more than 10% of the total transactions of the same type with a related party during the year ended 31 March 2016 (Continued)

	2016	2015
<b>(B) Outstanding balances receivable</b>		
<b>1 Loans alongwith the net interest</b>		
C. Bhansali Developers Private Limited	122,189,131	122,189,131
<b>2 Deposits given</b>		
Praful N. Satra	3,300,000	3,300,000
<b>3 Advances given</b>		
C. Bhansali Developers Private Limited	4,000,000	4,000,000
<b>4 Sundry debtors</b>		
Mayank J. Shah - HUF	-	3,670,920
Toyochem Laboratories	-	6,711,480
Shruti M. Shah	129,600,000	-
<b>(C) Outstanding balances payables</b>		
<b>1 Loans alongwith the net interest</b>		
Mayank J. Shah	1,202,695,140	1,019,616,957
<b>2 Advances received</b>		
Mayank J. Shah - HUF	11,500,000	99,000,000
Toyochem Laboratories	-	181,000,000
Vrutika P. Satra	14,201,182	-
<b>3 Sundry creditors</b>		
Praful N. Satra	515,185	5,158,191
Satra Property Development Private Limited	708,278	11,778,708
Rushabh P. Satra	775,832	-
Vrutika P. Satra	572,944	-
<b>4 Director remuneration / salary payable</b>		
Praful N. Satra	900,000	300,000
Minaxi Satra	342,000	65,000
Rajan P. Shah	669,300	209,600
Rushabh P. Satra	257,600	184,600

### 36. ADDITIONAL INFORMATION PURSUANT TO PARA 2 OF GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Name of entity	Net Assets		Share in Profit or Loss	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or (loss)	Amount
Satra Properties (India) Ltd.	71.40%	1,088,245,432	451.45%	44,168,950
<b>Indian subsidiaries</b>				
Satra Property Developers Private Limited	43.62%	664,812,505	(558.67%)	(54,658,742)
Satra Buildcon Private Limited	(0.82%)	(12,569,393)	135.74%	13,280,094
Satra Estate Development Private Limited	(0.24%)	(3,658,053)	(39.42%)	(3,856,392)
Satra Infrastructure and Land Developers Private Limited	(0.12%)	(1,762,480)	(20.86%)	(2,040,949)
Satra Lifestyles Private Limited	0.02%	262,289	(0.26%)	(25,841)
Satra Realty and Builders Limited	(4.32%)	(65,791,912)	(19.06%)	(1,864,606)
RRB Realtors Private Limited	0.00%	23,752	(0.11%)	(10,935)
<b>Foreign subsidiaries</b>				
Satra International Realtors Limited	(9.53%)	(145,334,063)	(48.81%)	(4,775,314)
<b>Subtotal</b>	<b>100.00%</b>	<b>1,524,228,077</b>	<b>100.00%</b>	<b>(9,783,735)</b>
Adjustment arising out of consolidation		(911,285,112)		(193,964,376)
Minority interest in subsidiaries		(2,968)		(1,367)
<b>Associates</b>				
C. Bhansali Developers Private Limited	-	-	-	-
<b>Total</b>		<b>612,939,997</b>		<b>(203,746,744)</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)  
for the year ended 31 March 2016

(Currency: Indian Rupees)

**37. MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006**

Under the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as “MSMED”) which came into force from 2 October, 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. The Company has not received any information from the “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

	2016	2015
Principal amount remaining unpaid to any supplier as at the period end	-	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-

**38. OTHER MATTERS**

- i) Information with regards to other matters specified in schedule III of the act, is either nil or not applicable to the Group for the year.
- ii) In the opinion of the directors, current assets, loan and advances have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business. Sundry debtors, creditors and advances are subject to confirmation.
- iii) In the opinion of the directors, provision has been made for all known liabilities and the same is not in excess of the amounts considered reasonably necessary.
- iv) The group of the Company is regularly servicing payment towards long term secured loan (term loan), however interest of ₹ 89,41,247 in respect of long term borrowing of one of subsidiary company due on 31 March 2016 was paid on 05 April 2016. [Fixed deposit of ₹ 2.87 Crores (including accrued interest of ₹ 0.27 Crores) is also kept in lien with the lender in advance considering 3 months interest provision].

**39. Details of loan given, investments made and guarantee given covered u/s 186(4) of the Companies Act, 2013 are given under their respective heads, if any. The loans given, investments made and guarantee given, if any, are for business purpose. [Refer Note 29].**

**40. PRIOR YEAR COMPARATIVES**

Previous year’s figures have been regrouped/reclassified wherever necessary, to conform to current year’s classification.

As per our report of even date attached.

For **GMJ & Co.**  
*Chartered Accountants*  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Haridas Bhat**  
*Partner*  
Membership No. 039070

**Manan Y. Udani**  
*Company Secretary*

**Vidyadhar D. Khadilkar**  
*Director*  
DIN: 01548603

**Praful N. Satra**  
*Chairman and Managing Director*  
DIN : 00053900

Mumbai, 27 May 2016

Mumbai, 27 May 2016

# Form AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of Subsidiaries/ Associate companies/ Joint Ventures

## Part "A": Subsidiaries

(Currency: Indian Rupees)

Sl. No.	Name of the Subsidiary	The date since when subsidiary was acquired	Reporting Period	Reporting currency and Exchange rate as on 31.03.2016 in the case of foreign subsidiaries	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of Shareholding (in %)
1	Satra Property Developers Private Limited	30.04.2007	31.03.2016	-	14,60,39,000	51,87,73,505	3,72,19,90,226	3,72,19,90,226	58,69,900	78,95,700	(6,26,34,297)	(79,75,555)	(54,6,58,742)	-	100
2	Satra Buildcon Private Limited	18.10.2007	31.03.2016	-	1,96,070	(1,27,65,463)	2,90,26,79,205	2,90,26,79,205	-	1,83,84,37,696	1,05,45,861	(27,34,233)	1,32,80,094	-	51
3	Satra Estate Development Private Limited	23.10.2007	31.03.2016	-	4,00,000	(40,58,053)	53,93,355	53,93,355	-	-	(38,56,392)	-	(38,56,392)	-	100
4	Satra Infrastructure and Land Developers Private Limited	19.10.2007	31.03.2016	-	4,00,000	(21,62,480)	2,06,62,188	2,06,62,188	-	-	(20,40,949)	-	(20,40,949)	-	100
5	Satra Lifestyles Private Limited	19.10.2007	31.03.2016	-	4,00,000	(1,37,711)	2,76,029	2,76,029	-	-	(25,841)	-	(25,841)	-	100
6	Satra Realty and Builders Limited *	03.03.2014	31.03.2016	-	5,00,000	(6,62,91,912)	1,63,38,40,122	1,63,38,40,122	-	-	(2,97,76,532)	(2,79,11,926)	(18,64,606)	-	100
7	RRB Realtors Private Limited #	11.07.2013	31.03.2016	-	1,00,000	(76,248)	9,36,48,243	9,36,48,243	-	-	(10,935)	-	(10,935)	-	87.5
8	Satra International Realtors Limited	17.06.2008	31.03.2016	1 AED = ₹ 18/-	1,17,11,600	(15,70,45,663)	43,80,79,566	43,80,79,566	-	-	(47,75,314)	-	(47,75,314)	-	100

\* Wholly owned subsidiary of Satra Property Developers Private Limited

# Subsidiary of Satra Property Developers Private Limited

### Notes:

- The following subsidiaries are yet to commence operations:
  - Satra Estate Development Private Limited
  - Satra Infrastructure and Land Developers Private Limited
  - Satra Lifestyles Private Limited
  - Satra International Realtors Limited
- None of the subsidiaries have been liquidated or sold during the year.
- Turnover does not include other income.

For **GMJ & Co.**

Chartered Accountants

**Haridas Bhat**

Partner

Membership No. 039070

Mumbai, 12 August 2016

**Manan Y. Udani**

Company Secretary

**Vidyardhar D. Khadilkar**

Director

DIN: 01548603

**Praful N. Satra**

Chairman and Managing Director

DIN : 00053900

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**



**PART "B": ASSOCIATES AND JOINT VENTURES**

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

Name of Associates/Joint Ventures		C. Bhansali Developers Private Limited
1	Latest audited Balance Sheet Date	31.03.2016
2	Date on which the Associate or Joint Venture was associated or acquired	20.04.2007
3	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	2,000
	Amount of Investment in Associates/Joint Venture	20,000
	Extend of Holding (in %)	20
4	Description of how there is significant influence	By virtue of shareholding
5	Reason why the associate/joint venture is not consolidated	N.A.
6	Networth attributable to Shareholding as per latest audited Balance Sheet	91,638
7	Profit/Loss for the year	
	i. Considered in Consolidation	0
	ii. Not Considered in Consolidation	0

1. C. Bhansali Developers Private Limited, Associate Company of Satra Properties (India) Limited, is yet to commence operations.
2. None of the associates or joint ventures have been liquidated or sold during the year.

For **GMJ & Co.**  
Chartered Accountants  
Firm Registration No. 103429W

For and on behalf of the Board of Directors  
**Satra Properties (India) Limited**

**Haridas Bhat**  
Partner  
Membership No. 039070

**Manan Y. Udani**  
Company Secretary

**Vidyadhar D. Khadilkar**  
Director  
DIN: 01548603

**Praful N. Satra**  
Chairman and Managing Director  
DIN : 00053900

**Mumbai, 12 August 2016**





## SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058  
Tel.: 022 - 2671 9999 Fax: 022 - 2620 3999 Email: info@satraproperties.in CIN: L65910MH1983PLC030083  
Website: www.satraproperties.in

### ATTENDANCE SLIP

DP ID\*

Regd. Folio No.:

Client ID\*

No. of Shares held:

Full Name of the Member (in Block letters) \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

(To be filled-in if the Proxy Form has been duly deposited with the Company)

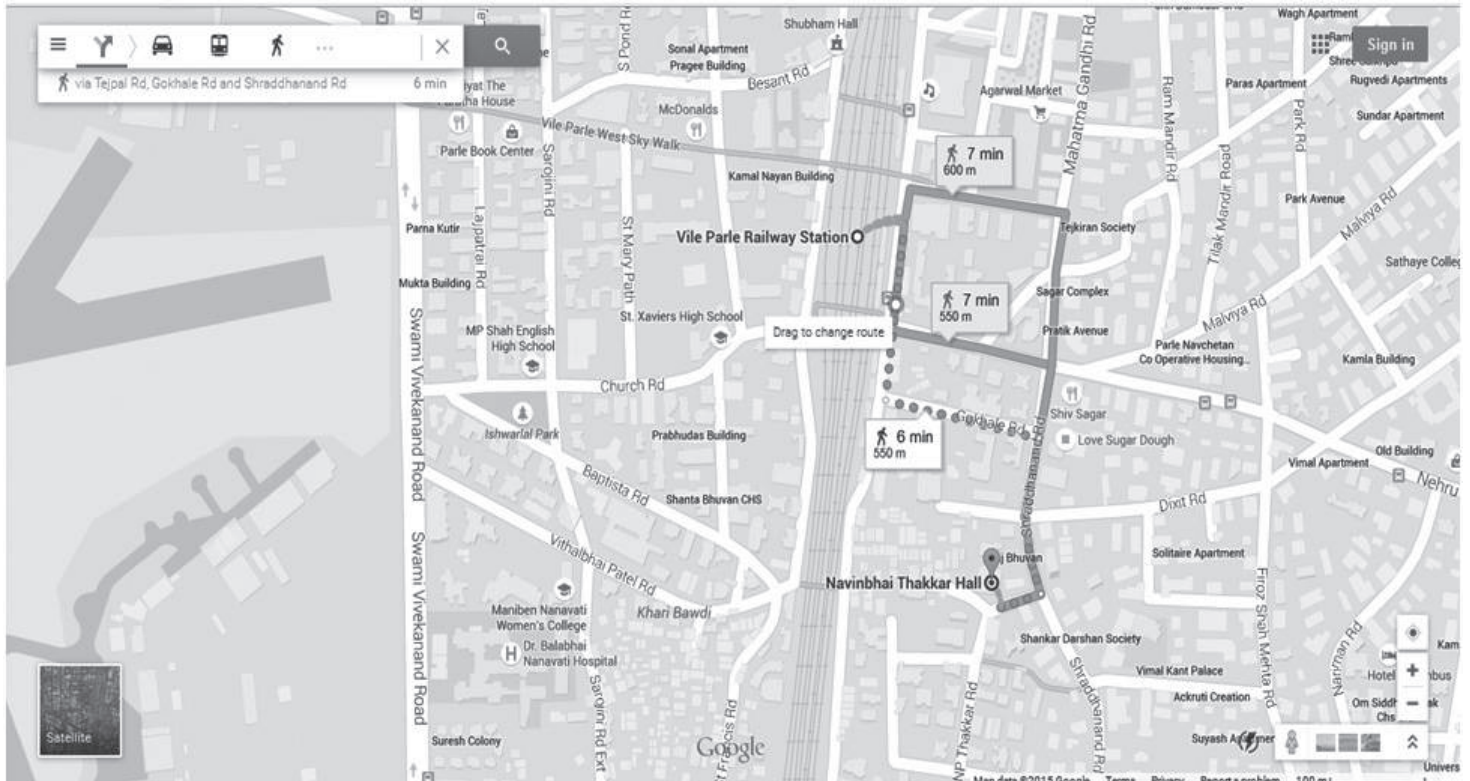
I hereby record my presence at the **33<sup>rd</sup> Annual General Meeting** of the Company at Navinbhai Thakkar Hall, Ground Floor, Shradhanand Road, Vile Parle (East), Mumbai – 400 057 on Friday, 30 September 2016 at 11.30 a.m.

\_\_\_\_\_  
Signature of Shareholder / Proxy

\* Applicable for members holding shares in electronic form.

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.*

### ROUTE MAP





## SATRA PROPERTIES (INDIA) LIMITED

**Registered Office:** Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058

**Tel.:** 022 - 2671 9999 **Fax:** 022 - 2620 3999 **Email:** info@satraproperties.in **CIN:** L65910MH1983PLC030083

**Website:** www.satraproperties.in

### PROXY FORM (MGT- 11)

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

CIN : L65910MH1983PLC030083

Name of the Company : Satra Properties (India) Limited

**Registered Office :** Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058.

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: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **33<sup>rd</sup> Annual General Meeting** of the Company, to be held on Friday, 30 September 2016 at 11.30 a.m. at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For*	Against*
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt (a) the standalone financial statements of the Company for the financial year ended 31 March 2016, including the audited Balance Sheet as at 31 March 2016, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and (b) the consolidated financial statements of the Company for the financial year ended 31 March 2016 including the report of the Auditors thereon		
2.	To declare Dividend on Equity Shares for the financial year 2015-16		
3.	To appoint a director in place of Mr. Rajan P. Shah (DIN: 00053917), who retires by rotation and being eligible, offers himself for re-appointment		
4.	To ratify the appointment of Statutory Auditors and fix their remuneration		
<b>SPECIAL BUSINESS</b>			
5.	Re-appointment of Mr. Praful N. Satra (DIN: 00053917), as Managing Director of the Company		
6.	Approval of existing material related party transactions		
7.	Approval of existing related party transactions		
8.	Approval of transactions with related parties being wholly owned subsidiaries/step down wholly owned subsidiary		
9.	Approval of proposed transactions with related parties		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy holder(s)

Affix  
Revenue  
Stamp of not  
less than ₹ 1

#### Note:

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for any other person or shareholder.
- Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



# Our array of Projects across India



**SATRA MAHAVIR VILLE, MATUNGA**



**SATRA PLAAZA, JODHPUR**



**SATRA EASTERN HEIGHTS,  
UPPER CHEMBUR**



**SATRA HILLS,  
GHATKOPAR**



**SATRA WINGS, KALINA**



**SATRA PARK, BORIVALI**





Actual View



SATRA  
GROUP

If undelivered please return to:

SATRA PROPERTIES (INDIA) LIMITED

CIN: L65910MH1983PLC030083

Dev Plaza, 2<sup>nd</sup> Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058. (India)

T +91 022 2671 9999 | F +91 022 2620 3999 | E info@satraproperties.in | www.satraproperties.in

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