


FORM A

| | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 1. | NAME OF THE COMPANY | ELDECO HOUSING AND INDUSTRIES LIMITED |
| 2. | ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED | 31 ST MARCH, 2016 |
| 3. | TYPE OF AUDIT OBSERVATION | UN- QUALIFIED-NO OBSERVATION |
| 4. | FREQUENCY OF OBSERVATION | N.A |
| 5. | TO BE SIGNED BY:- <ul style="list-style-type: none">• CEO/MANAGING DIRECTOR• CFO• AUDITOR OF THE COMPANY• AUDIT COMMITTEE CHAIRMAN |  |

Eldeco Housing & Industries Ltd.

Corp. Off. & Communication Add.: 2nd Floor, Eldeco Corporate Chamber-1, Vibhuti Khand (Opp. Mandi Parishad), Gomti Nagar, Lucknow-226010
Tel.: 0522-4039999 Fax: 4039900 E-mail: eldeco@eldecohousing.co.in Website: www.eldecogroup.com
Regd. Office : S-16, Second Floor, Eldeco Station 1, Sector-12, Faridabad, Haryana-121007 CIN : L45202HR1985PLC044265

To,

22/09/2016

Bombay Stock Exchange
Phiroze Jeejeebhoy Tower
Dalal Street Mumbai-400001

**SUB : ANNUAL REPORT OF ELDECO HOUSING AND INDUSTRIES LIMITED FOR
THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2016**

**REF: REGULATION 34 (1) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS), REGULATIONS, 2015 ("THE REGULATION")**

Dear Sir,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Regulation") we are pleased to enclose herewith the copy of the Annual Report of the Company for the year ended 31st March, 2016, duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking you.
Yours faithfully,

For **ELDECO HOUSING AND INDUSTRIES LIMITED**
For Eldeco Housing & Industries Ltd.

Naina

Company Secretary

(Naina Tandon)
Company Secretary

Encl : a/a

Eldeco Housing & Industries Ltd.

ELDECO SAUBHAGYAM



ELDECO ELEGANTE



ELDECO CORPORATE CHAMBER II



ELDECO SAMRIDHI



ELDECO SHAURYA



ANNUAL REPORT 2015-2016

● BOARD OF DIRECTORS ●

| | | | |
|----------------------|-------------------|--------------------|----------|
| Mr. Shiv Kumar Garg | Chairman | Mr. Ranjit Khattar | Director |
| Mr. Pankaj Bajaj | Managing Director | Mr. Arvind Bajaj | Director |
| Mr. Shrikant Jajodia | Director | Mr. Anil Tewari | Director |
| Mr. Rahul Aggarwal | Director | Ms. Rupali Chopra | Director |
| Mr. Ashish Jain | Director | | |

Company Secretary

Ms. Naina Tandon

Chief Financial Officer

Mr. Sushil Dutt Mishra

Statutory Auditor

M/s Doogar & Associates

Chartered Accountants

13, Community Centre, East of Kailash New Delhi – 110065

Registrar and Share Transfer Agent

M/s Skyline Financial Services Pvt. Ltd.

D-153A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi – 110 020.

Ph. : 011-26812682-83

Stock Exchanges where Company is Listed

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Bankers

State Bank of India

Punjab National Bank

ICICI Bank

HDFC Bank

Registered Office

S-16, Second Floor, Eldeco Station 1,

Site No. 1, Sector 12, Faridabad,

Haryana-121007

Corporate Office

2nd Floor, Eldeco Corporate Chamber-I,

Vibhuti Khand, Gomti Nagar,

Lucknow – 226 010

Divisions

- Virendra Smriti Complex, First Floor, 15/54-B, Civil Lines, Kanpur – 208 001
- 201-212, 2nd Floor, Splendor Forum, Jasola District Centre, New Delhi- 110 025

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NOTICE

Notice is hereby given that the **31st Annual General Meeting** of the Members of **M/s Eldeco Housing and Industries Limited** will be held on Friday, 02nd September, 2016 at 2:00 P.M. at Goldfinch Hotel, Suraj kund Road, Village Lakarpur, Sector-39, Faridabad, Haryana-121010, for transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shrikant Jajodia (holding DIN: 00602511), who retires by rotation and being eligible offers himself for reappointment.
3. To confirm the interim dividend paid on Equity Shares during the financial year 2015-16.
4. Ratification of Appointment of Statutory Auditors.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to resolution passed by the members at the Twenty-Ninth Annual General Meeting held on September 26th, 2014 the appointment of M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N) as Statutory Auditor of the Company for financial year 2016-17, be and is hereby ratified by the members of the company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 196 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) & provisions of Articles of Association of the Company and other applicable provisions, the consent of the Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Shiv Kumar Garg as the Whole-Time Director of the Company with effect from the 15th May, 2016 to 15th November, 2016.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) & provisions of Articles of Association of the Company and other applicable provisions and subject to the approval of Central Government, if required, the consent of the Shareholders of the Company, be and is hereby accorded for payment of following remuneration to Mr. Shiv Kumar Garg with effect from 1st October, 2015 to 31st day of May, 2016:

(A) **Salary:** Rs. 3,00,000 (Rupees Three Lakhs Only) per month.

(B) **Perquisites :**

- (i) **Gas Electricity, Water and Furnishings:** Expenditure incurred by the Company on providing gas, electricity, water and furnishings, valued as per the Income Tax Rules, 1962.
- (ii) **Medical Reimbursement:** Expenses incurred for self and his family.
- (iii) **Security:** Expenses incurred for provision of security guards at the residence.
- (iv) **Leave Travel Concession:** Leave as per the rules of the Company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.

- (v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

For the purpose of calculating the above ceiling, perquisites will be evaluated as per the Income Tax Rules, 1962, wherever applicable. In the absence of any such rule, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT the following perquisites payable to Mr. S. K. Garg will not be included in the aforesaid remuneration:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or pit together are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service;

RESOLVED FURTHER THAT payment/re-imbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or in specific, the Company inter-alia shall make payment/reimburse for the following:

Car: Provision of Car for use of Company's business purpose. The use of Company's Car for business purposes will not be considered as a perquisite. The Company shall bill the use of car for private purposes.

Telephone: Mobile Phone & provision of telephones at residence will not be considered as a perquisite and the Company shall bill personal long distance calls made.

Entertainment expenses: Reimbursement of entertainment expenses actually and properly incurred for the business of the Company, subject to a responsible ceiling as may be fixed from time to time.

RESOLVED FURTHER THAT Mr. Garg shall not be entitled for sitting fees for attending meeting for the Board of Directors or any Committee(s) thereof.

RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and are hereby jointly/severally authorized to take all necessary steps to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) & provisions of Articles of Association of the Company and other applicable provisions and subject to the approval of the Central Government, if required, the consent of the Shareholders of the Company, be and is hereby accorded for re-appointment of Mr. Pankaj Bajaj as the Managing Director of the Company for the period of five years commencing from the 15th day of May, 2016.

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and are hereby jointly/severally authorized to take all necessary steps to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act read with Companies (Incorporation) Rules, 2014, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Shareholders of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the

Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and are hereby jointly/severally authorized to take all necessary steps to give effect to the aforesaid resolution.”

Regd. Office:
S-16, Second Floor
Eldeco Station 1, Site No.1
Sector-12, Faridabad-121007
Haryana

By order of the board
For Eldeco Housing and Industries Ltd

Date: 19th July, 2016
Place: New Delhi

Naina Tandon
Company Secretary

NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 27th August, 2016 to Friday, 02nd September, 2016 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of member(s).

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable

4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request receiving directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
5. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 2, 27, 216/- being the unpaid and unclaimed dividend amount pertaining to Dividend 2008 to the Investor Education and Protection Fund of the Central Government.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
9. The Company has paid the Annual Listing Fee for the financial year 2016-17 to the Bombay Stock Exchange Limited on which the Company's Securities are presently listed.
10. Voting through electronic means
- I. In compliance with provisions of regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), regulations, 2015, read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).

- II. That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
- III. That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

- i) The voting period begins on **30th August, 2016 (9:00 AM)** and ends on **01st September, 2016 (5:00 PM)**. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **26th August, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders." Tab.
- iv) 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.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 Folio number / Client ID in the PAN Field. 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 Folio/ Client ID 1 then enter RA00000001 in the PAN Field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv). |

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for **Eldeco Housing and Industries Limited** on which you choose to vote.
- xii) 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.
- xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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.
- xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

11. The Voting Rights of the Members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date i.e. **26th August, 2016**.
12. A person whose name is recorded in the Registrar of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
13. M/s Kumar Gaurav Agarwal & Co., Chartered Accountants, New Delhi, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of “ballot paper” or “polling paper” for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.

15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
16. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.eldecogroup.com and on the website of CDSL immediately after declaration of results and communicated to the Stock Exchanges.
17. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hour between 11.00 am to 1.00 pm up to and including the date of Annual General Meeting.
18. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Report to the meeting.
19. In case you have any query relating to the enclosed Annual Accounts you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready for replying at the meeting.

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

Item No. 5

It is informed that the Members of the Company at their 26th Annual General Meeting of the Company held on 24th September, 2011 re-appointed Mr. Shiv Kumar Garg as the Whole-Time Director and designated him as Executive Chairman of the Company for the period of five years commencing from 15th May, 2011 and his terms has expired on 14th May, 2016.

It is further informed that Members of the Company at their 29th Annual General Meeting of the Company held on 26th September, 2014, inter alia, approved payment of remuneration of Rs. 3,00,000/- per month to Mr. Shiv Kumar Garg with effect from 1st October, 2014 till 30th September, 2015 alongwith perquisites and reimbursements.

It is further informed that presently the age of Mr. S.K. Garg is 74 years and in pursuant to the proviso to Section 196(3)(a) of the Companies Act, 2013, a person who has attained the age of 70 years may be appointed as managing director, whole time director or manager, subject to the approval of the shareholders by special resolution.

It is further informed that Mr. S.K. Garg is the promoter and founder of ELDECO group and has been serving the Company since inception and has wide and rich experience of 55 years in Real Estate and Construction industry. He is a diploma holder in Civil and Rural Engineering and has also worked as lecturer in polytechnic as consulting engineer.

It is further informed that considering vast and diversified experience of Mr. S.K. Garg, it is proposed to (i) pay him the proposed remuneration with effect from 1st October, 2015 to 31st May, 2016 and (ii) re-appoint him as the Whole-Time Director of the Company with effect from the 15th May, 2016 to 15th November, 2016.

It is further informed that the aforesaid remuneration and re-appointment of Mr. Shiv Kumar Garg was recommended by the Nomination and Remuneration Committee at their Meetings held on 5th November, 2015 and 11th July, 2016 respectively.

In view of the above, the members are requested to approve the aforesaid re- appointment and remuneration and accordingly, the proposed resolution is placed for your approval as Special Resolution.

No Director, Key managerial personnel or their relatives, except Mr. Shiv Kumar Garg, to whom the resolution relates, is interested or concerned in the proposed resolution.

Details as required under schedule V of the companies Act 2013

GENERAL INFORMATION

Nature of Industry:-

ELDECO Housing and Industries Ltd is engaged in the business of Real Estate.

Date or expected date of commencement of commercial production

The Company is already in existence and is in operation since July 1985.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable

INFORMATION OF DIRECTOR

Background details:-

Mr. Shiv Kumar Garg, the promoter of the Company has been serving Eldeco Housing & Industries Ltd. as the Executive Chairman. He is a Diploma holder in Civil and Rural Engineering and has also worked as lecturer in polytechnic as consulting engineer. He has wide and rich experience of 55 years in Real Estate and Construction industry.

Past remuneration:-

Monthly remuneration Rs. 3,00,000 (Rupees Three Lakhs only) per month w.e.f 1st October, 2014 to 30th September, 2015.

Perquisites :

- (I) **Gas Electricity, Water and Furnishings:** Expenditure incurred by the Company on providing gas, electricity, water and furnishings, valued as per the Income Tax Rules, 1962.
- (ii) **Medical Reimbursement:** Expenses incurred for self and his family.
- (iii) **Security:** Expenses incurred for provision of security guards at the residence.
- (iv) **Leave Travel Concession:** Leave as per the rules of the Company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.
- (v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

Recognition or awards:-

Mr. Shiv Kumar Garg has an experience of 55 years in Real Estate and Construction industry. He has been awarded several times, including:

Life time Achievement award in 2008, Indian leadership award, International achiever award 2010-11 in 2011 and Life time achievement award in a ceremony held in British parliament in London in 2011.

Job profile and his suitability:-

Mr. Shiv Kumar Garg has wide and rich experience of 55 years in Real Estate and Construction industry.

Remuneration proposed:-

Monthly remuneration Rs. 3,00,000 (Rupees Three Lakhs only) per month w.e.f 1st October, 2015 to 31st May, 2016.

Perquisites :

- (i) **Gas Electricity, Water and Furnishings:** Expenditure incurred by the Company on providing gas, electricity, water and furnishings, valued as per the Income Tax Rules, 1962.
- (ii) **Medical Reimbursement:** Expenses incurred for self and his family.
- (iii) **Security:** Expenses incurred for provision of security guards at the residence.
- (iv) **Leave Travel Concession:** Leave as per the rules of the Company. Leave Travel Concession for self and family once in a year incurred in accordance with the rules of the Company.
- (v) **Club Fees:** Fees of clubs subject to a maximum of two clubs.

In the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):-

The exact figures are not readily available. However, the proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparative qualifications and experience.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:-

The appointee is the main promoter of the Company. Save as the managerial remuneration, he doesn't have any other material pecuniary relationship with the Company. He is father-in-law of Mr. Shrikant Jajodia, Director of the Company

OTHER INFORMATION

The Company did not incur loss in the Financial year 2015-16.

In view of the above, the members are requested to approve the aforesaid remuneration and accordingly, the proposed resolution is placed for your approval as a Special Resolution.

No director, Key managerial personnel or their relatives, except Mr. Shrikant Jajodia, & Ms. Shivani Garg, is interested or concerned in the resolution.

Item No. 6

It is informed that the Members of the Company at their 26th Annual General Meeting of the Company held on 24th September, 2011 appointed Mr. Pankaj Bajaj as the Managing Director of the Company for the period of five years commencing from 15th May, 2011 and his terms has expired on 14th May, 2016.

It is further informed that Mr. Pankaj Bajaj is Management graduate from IIM (Ahmedabad). He has rich experience of more than 20 years in Housing & construction Business. He is Ex-President (NCR) of Confederation of Real Estate Developers Association of India (CREDAI). He is also a visiting faculty at Harvard Business School, where he discussed on the case studies relating to Eldeco. He is actively involved in various policy decisions taken by the Board from time to time.

It is further informed that considering his rich experience, it is proposed to re-appoint him for a fresh tenure of five years with effect from the 15th day of May, 2016.

In view of the above, the members are requested to approve the aforesaid appointment and accordingly, the proposed resolution is placed for your approval as an Ordinary Resolution.

No Director, Key managerial personnel or their relatives, except Mr. Pankaj Bajaj, to whom the resolution relates, is interested or concerned in the proposed resolution.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for delivery of any document through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company.

In view of the above, the members are requested to approve the aforesaid matter and accordingly, the proposed resolution is placed for your approval as an Ordinary Resolution.

No Director, Key managerial personnel or their relatives respectively is in any way interested or concerned in the proposed resolution.

Regd. Office:
S-16, Second Floor
Eldeco Station 1, Site No.1
Sector-12, Faridabad-121007
Haryana

By order of the board
For Eldeco Housing and Industries Ltd

Date: 19th July, 2016
Place: New Delhi

Naina Tandon
Company Secretary

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

(in pursuance of regulations 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

| | | | |
|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Director | Shrikant Jajodia | Mr. Shiv Kumar Garg | Mr. Pankaj Bajaj, |
| DIN | 00602511 | 00166035 | 00024735 |
| Date of Birth | 22/12/1963 | 06/02/1942 | 23/01/1972 |
| Father's Name | Shri Purushottam Brijmohandas Jajodia | Late Shri Kanhiya Lal Garg | Late Shri Om Prakash Bajaj |
| Date of Appointment | 01/10/2013 | 15/05/2006 | 15/05/2006 |
| Designation | Director | Whole time Director | Managing Director |
| Experience in specific Functional areas | 12 years in Real Estate Industry and more than 13 years of experience in Multinational and FMCG companies at Senior Management level. | Wide and rich experience of 55 years in Real Estate and Construction industry. | Valuable and rich experience of more than 20 years in the Housing and Construction Business. |
| Qualification | Masters Degree in Management from Boston University | Diploma holder in Civil and Rural Engineering and has also worked as lecturer in polytechnic as consulting engineer. | B.Com (Hons.) degree from Shri Ram College of Commerce, Delhi University, and a Post Graduate Diploma in Management (PGDM) from Indian Institute of Management (Ahmedabad) |
| Disclosure Of Relationships Between Directors Inter-Se | He is son-in-law of Mr. Shiv Kumar Garg, Whole-Time Director of the Company | He is father-in-law of Mr. Shrikant Jajodia, Director of the Company | He is brother of Mr. Arvind Bajaj, Director of the Company |
| Directorship in other Public Limited Companies/excluding private companies which are subsidiary of public company | 1.Eldeco Townships and Housing Limited, 2.Eldeco County Limited | 1.Halwasiya Agro Industries Limited, 2.Eldeco Townships and Housing Limited, 3.Eldeco County Limited and, 4.Eldeco Infrastructure And Properties Limited | 1.Eldeco Infrastructure And Properties Limited |
| Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director | Nil | Nil | Audit/CSR Committee of Eldeco Infrastructure And Properties Limited |
| No. of Shares Held in the Company | Nil | Nil | 1057000 |

**DETAILS OF SHAREHOLDING/ OTHER CONVERTIBLE INSTRUMENTS OF
NON-EXECUTIVE DIRECTORS OF THE COMPANY**

| S.No. | Name of Director | No. of Equity Shares | Other convertible instruments |
|--------------|-------------------------|-----------------------------|--------------------------------------|
| 1. | Mr. Shrikant Jajodia | Nil | Nil |
| 2. | Mr. Arvind Bajaj | Nil | Nil |
| 3. | Mr. Anil Tewari | Nil | Nil |
| 4. | Mr. Rahul Aggarwal | Nil | Nil |
| 5. | Mr. Ashish Jain | Nil | Nil |
| 6. | Mr. Ranjit Khattar | Nil | Nil |
| 7. | Ms. Rupali Chopra | Nil | Nil |

DIRECTORS' REPORT

Dear Members

Your Directors have the pleasure in presenting the 31st Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2016.

Financial Highlights

The summarized financial results for the year ended 31st March, 2016 and for the previous year ended 31st March, 2015 are as follows:

(Rs. in Lacs)

| Particulars | Financial Year ended | | | |
|----------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------|-------------------------------|
| | 31st March 2016 Consolidated | 31st March 2016 Standalone | 31st March 2015 Consolidated | 31st March 2015 Standalone |
| Revenue: | | | | |
| 1) Revenue from operations | 14096.10 | 6797.54 | 5423.24 | 3024.97 |
| 2) Other Income | 808.10 | 156.15 | 525.52 | 329.92 |
| Total Revenue | 14904.20 | 6953.69 | 5948.76 | 3354.89 |
| Expenses: | | | | |
| 1) Expenditure | 10014.16 | 5424.56 | 5857.31 | 3995.08 |
| 2) Changes in Inventories of Finished Stock & Project in Progress | 1867.19 | 694.07 | (861.23) | (1123.57) |
| Total Expenses | 11881.35 | 6118.63 | 4996.08 | 2871.51 |
| Profit before tax | 3022.84 | 835.06 | 952.68 | 483.38 |
| Tax Expenses: | | | | |
| i) Current Tax | 1012.54 | 284.70 | 314.01 | 142.27 |
| ii) Tax related to previous years | 1.26 | - | 4.03 | - |
| iii) Deferred Tax | 16.29 | 17.55 | 19.83 | 19.70 |
| Profit After Tax | 1992.75 | 532.81 | 614.81 | 321.41 |
| Previous Balance in Profit & Loss Account | 7369.07 | 6337.05 | 6344.46 | 6078.41 |
| Minority Interest | -0.01 | - | (0.20) | - |
| Shares of Profits of Associates (Net) | 57.15 | - | 32.01 | - |
| Profit available for appropriation | 7426.21 | 6337.05 | 6376.27 | 6078.41 |
| Less: | | | | |
| Proposed dividend/ Interim Dividend | - 196.66 | - 196.66 | 39.33 - | 39.33 - |
| Tax on: | | | | |
| proposed dividend/ Interim Dividend | - 40.04 | - 40.04 | 8 - | 8 - |
| Transfer to general reserve | 200 | 200 | 100 | 100 |
| Balance in Profit & Loss Account | 9165.76 | 6433.16 | 7369.07 | 6337.04 |
| Earning per share (Rs.) | 104.24 | 27.09 | 32.88 | 16.34 |
| Dividend per Share (Rs.) | - | - | 2.00 | 2.00 |

Year in Retrospect

During the year under review, your Company recorded on Consolidated basis total revenue of Rs. 14904.20 lacs including other income of Rs. 808.10 lacs and share in profit of associate of Rs 57.15 lacs as against total revenue of Rs. 5948.76 lacs including other income of Rs. 525.52 lacs and share in profit of associate of Rs. 32.01 lacs of the previous financial year ended 31st March, 2015. There is a growth in the profit for the year ended 31st March, 2016 amounting to Rs. 1992.75 lacs as compared to the previous financial year profit ended 31st March, 2015 amounting to Rs. 614.81 lacs.

Further, your Company recorded on Standalone basis total of Rs. 6953.69 lacs including other income of Rs. 156.15 lacs as against total revenue of Rs. 3354.89 lacs including other income of Rs. 329.92 lacs of the previous financial year ended 31st March, 2015. There is a growth in the profit for the year ended 31st March, 2016 at Rs. 532.81 lacs as compared to the financial year profit ended 31st March, 2015 at Rs. 321.41 lacs.

Your Company was holding 31,43,641 equity share representing 32.42% equity share capital of Eldeco City Private Limited, ("ECPL") whereas remaining 65,52,331 equity shares (i.e. 67.58%) were held by Xander Investment Holding IV Limited along with its affiliate Company namely, Nalonrod Holdings Limited (collectively "Xander").

During the year under review, your Company acquired 65,52,331 equity shares (i.e. 67.58%) held by Xander Investment Holding IV Ltd with its affiliates, making it a wholly owned subsidiary from a joint venture of the Company.

The operational performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulation (Listing Obligations and Disclosure Requirements) 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its committees. The evaluation criteria, inter-alia, covered various aspects of the board's functioning including its composition and quality, understanding business and risks, process and procedure, oversight of financial reporting process including internal controls and audit functions, Ethics and compliance and monitoring activities.

The performance of individual Directors was evaluated on parameters, inter-alia such as regularity, preparatory, participation at the Board meetings, timely execution of action items, recommendations and their periodic update to the Board, Effective and successful relationships and communication with fellow Board members and senior management quality and value of their contributions at board meetings, adherence to the Company's policies and resolutions, devoting time and effort to understand the company and its business etc.

Material Changes etc.

Same as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company 31st March, 2016 and the date of the Report.

Dividend

The Board in its Meeting held on March 08, 2016 declared an interim dividend of Rs. 10/- per Equity Share. Further the Board has not recommended any dividend for the financial year ended March 31, 2016.

Transfer to Investors Education and Protection Fund

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to the Investor Education and Protection Fund.

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and

unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 25, 2015 (date of last Annual General Meeting) on the Company's website (www.eldecogroup.com), as also on the Ministry of Corporate Affairs website.

Share Capital

The paid-up equity share capital as on 31st March, 2016 was Rs.196.66 lacs. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity. As on 31st March, 2016 none of the Directors of the Company held Shares or Convertible instruments of the Company except Mr. Pankaj Bajaj, Managing Director who held 10,57,000 equity shares.

Public Deposits

No fresh/renewal of deposits was accepted during the financial year 2015-16 from the Public, Shareholders and Employees. The unclaimed deposits as at 31st March, 2016, were claimed, and as such, no amount was outstanding as of the Balance Sheet date.

Directors' & Key Managerial Personnel

a) Changes in Directors

- The Board of Directors at its meeting held on 19th July 2016, had re-appointed Mr. S K Garg as Whole-time Director, of the Company, from the 15th May, 2016 to 15th November, 2016 subject to approval of the shareholders at the forthcoming 31st AGM scheduled on 02nd September 2016.
- The Board of Directors at its meeting held on 19th July 2016, had re-appointed Mr. Pankaj Bajaj as Managing Director of the Company, Company for a further period of five years effective from 15th day of May, 2016 subject to approval of the shareholders at the forthcoming 31st AGM scheduled on 02nd September 2016.
- In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Shrikant Jajodia, Director (DIN 00602511) of the Company retire by rotation and being eligible, offers himself for reappointment.

All the Independent Directors have given Declarations that they meet criteria of Independence as laid down u/s 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

Brief resume of the Directors proposed to be reappointed, nature of their expertise in specific functional areas and names of the public companies in which they hold directorships and memberships/ chairmanships of Board/ Committees, are provided in the Report on Corporate Governance forming part of the Annual Report.

b) Changes in Company Secretary

Mr. Anuj Ahluwalia, Company Secretary had resigned from the Company on 31st of October, 2015. The Board vide Resolution dated 5th November, 2015 appointed Ms. Naina Tandon as Company Secretary of the Company.

Directors' Responsibility Statement

In terms of the provisions of Section 134(3)(C) of the Companies Act, 2013, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditor's Report thereon, your Directors confirm that :

- a. In the preparation of the Annual Accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the Profit of the Company for the year ended on that date;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis : and
- e. the directors, in case of listed companies had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Auditors & Audit

At the Annual General Meeting of the Company held on September 26, 2014, M/s Doogar and Associates, Chartered Accountants, New Delhi (Firm Registration No.000561N) were reappointed as the Statutory Auditors of the Company for a period of 3 years which is subject to annual ratification by the members of the Company in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The members may ratify the appointment of M/s Doogar and Associates, Chartered Accountants, New Delhi (Firm Registration No.000561N) as the Statutory Auditors of the Company for the financial year 2016-17.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments.

Secretarial Auditors

The Board had appointed M/s R. K. Tandon & Associates, Company Secretaries, Lucknow as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013. Secretarial Audit Report is annexed herewith as **Annexure 'A'**.

Internal Auditor

M/s Seth & Associates, Chartered Accountants, Lucknow (Uttar Pradesh) represented by Mr. Dhruv Seth (Membership No. 404028) performs the duties of internal auditors of the Company and their report is reviewed by the Audit Committee from time to time.

Subsidiary Companies

As on date there are following subsidiaries of the Company:

1. Aadesh Constructions Private Limited
2. Carnation Realtors Private Limited
3. Deepjyoti Constructions Private Limited
4. Eldeco City Private Limited*
5. Facility Constructions Private Limited
6. Fixity Constructions Private Limited
7. Garv Constructions Private Limited
8. Halwasiya Agro Industries Limited

9. Iris Realtors Private Limited
10. Khwahish Constructions Private Limited
11. Mahal Constructions Private Limited
12. Neo Realtors Private Limited
13. Neptune Infracon Private Limited
14. Numerous Constructions Private Limited
15. Perpetual Constructions Private Limited
16. Prasiddhi Constructions Private Limited
17. Primacy Constructions Private Limited
18. Samarpit Constructions Private Limited
19. Shivaye Constructions Private Limited
20. Sunijoyit Constructions Private Limited
21. Sushobhit Constructions Private Limited
22. Swarg Constructions Private Limited
23. Swarnim Nirman Private Limited
24. Villa Constructions Private Limited
25. MAK Sales Private Limited

***Following are the wholly owned subsidiaries of Eldeco City Private Limited:**

1. Aaj Construction Private Limited
2. Artistry Constructions Private Limited
3. Conviction Constructions Private Limited
4. Erudite Constructions Private Limited
5. Flourish Constructions Private Limited
6. Frozen Constructions Private Limited
7. Heather Buildcon Private Limited
8. Placate Constructions Private Limited
9. Yojna Constructions Private Limited
10. Swarajya Builders Private Limited
11. Dua Constructions Private Limited
12. Utsav Constructions Private Limited
13. Turbo Realtors Private Limited

In accordance with the general circular No. 2 and 3 dated 8th February, 2011 and 21st February, 2011 issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include the financial

results of its subsidiary companies & Associates Companies.

Financial position of the each of the Subsidiaries is provided in a separate statement attached to the Financial Statement pursuant to first proviso to Section 129(3) of the Companies Act, 2013.

Consolidated Financial Statements

In accordance with the Accounting Standard-21, Consolidated Financial Statements read with Accounting Standard-27 on Financial Reporting of Interest in Joint Ventures and Accounting Standard-23 on 'Accounting for Investments in Associates' issued by the Institute of Chartered Accountants of India, your Directors have pleasure in attaching the consolidated financial statements, which form part of the Annual Report & Accounts.

Corporate Social Responsibility

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of Rs.500 crores or more or turnover of Rs.1000 crores or more or net profit of Rs.5 crore or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly, the Company has to spend an amount of Rs. 20.25 lacs on CSR Activities for a based on the average profits of the three preceding financial years.

The CSR activities carried/to be carried out by the Company is driven by the expertise of the management. Additionally, the Company gives preference to the local area(s) of its operations for CSR activities. The Company believes that the CSR should be in the field(s) which have substantial social impact and which co-relate with the philosophy of the Company to improve the quality of life.

During the Financial year 2015-16, the Company has spent Rs. 1,12,332 through Bal Sewa Kendra towards Mid day meals for the poor section of the society, and the Company is under process of deciding upon scheme where investment/Expenditure of the rest of the unspent amount under CSR activities is to be made. The details of the Corporate Social Responsibility is annexed as per **Annexure 'B'**.

Corporate Governance

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, with the Stock Exchanges.

A separate Report on Corporate Governance along with Report on Management Discussion and Analysis is enclosed as part of the Annual Report.

Disclosure under Companies Act, 2013

(i) Extracts of Annual Return

The details forming Part of the Extracts of Annual Return is annexed as per **Annexure 'C'**.

(ii) Meetings

During the year, Eight Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in Corporate Governance Report.

(iii) Composition of Audit Committee

The Board has constituted an Audit Committee, which comprises Mr. Anil Tewari as the Chairman and Mr. Shiv Kumar Garg and Mr. Ranjit Khattar as the Members. Other details about the Committee are given in the Corporate Governance Report.

(iv) Related Party Transactions

During the year, the Company has not entered into any contracts/arrangement /transactions with its related parties which is material as per Section 188(1) of the Companies Act, 2013. However some transactions undertaken with its wholly owned subsidiaries in the ordinary course of business during the year are detailed in Notes to Accounts of the Financial Statement.

None of the transactions with any of related parties were in conflict with the Company's interest. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

All related party transactions are negotiated on an arms-length basis and are in the ordinary course of business. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 are not applicable. The details of the transaction with Related Party are provided in the accompanying financial statements.

(v) Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the Financial Statements provided in this Annual Report.

Significant and Material Orders Passed By the Regulators or Courts

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

Internal Financial Control

A detailed note is given under Management Discussion and Analysis Report.

Vigil Mechanism

Fraud-free and corruption-free work culture has been the core of the Company's functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk.

To meet this objective, the Company has established sufficient Vigil Mechanism for the Directors and employees of the Company in compliance of the provisions of Section 177(9) of the Companies Act, 2013.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sexual Harassment Committee ("Committee") has been set up to redress the complaints regarding sexual harassment. There were no complaint received from any employee during the financial year 2015-16 and hence no complaint is outstanding as on 31.03.2016 for redressal.

Particulars of employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as under section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and hence no particulars are required to be disclosed in this Report. The Company in total has 43 (Forty Three) employees on roll as on 31st March, 2016.

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

Information pursuant to Section 134(1)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given as under:

1. **Conservation of Energy:** Your Company is conscious about energy consumption and environmental issues related with it. It is continuously making sincere efforts towards conservation of energy and optimizing its usage in all aspects of operations.
2. **Technology Absorption:** The Company is taking advantage of the latest developments and advancements in the Construction Industry. The Company is using indigenous technology which is well established in the Country and no foreign technology/ know how was purchased. The Company has not incurred any R & D expenditure during the year.
3. **Export Activities:** There was no export activity in the Company during the year under review. The company is not planning any export in the near future, as well.
4. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange Earning and Outgo during the year under review.

Listing

The Equity shares of the Company are presently listed at BSE Limited. The Company has already paid listing fees of Bombay Stock Exchange for the financial year 2016-2017.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from the Bankers and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees; support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

**For & On behalf of the Board
Eldeco Housing and Industries Ltd**

**Date: 19th July, 2016
Place: New Delhi**

**S.K.Garg
Director**

ANNEXURE –A

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ending 31st March, 2016

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

**To,
The Members,
ELDECO HOUSING AND INDUSTRIES LIMITED,
S-16, SECOND FLOOR, ELDECO STATION 1,
SITE NO.1, SECTOR-12, FARIDABAD,
HARYANA – 121007.**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Eldeco Housing & Industries Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Eldeco Housing & Industries Limited for the financial year ended on 31st 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 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 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - (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 and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) OTHER APPLICABLE ACTS,

- (i) National Building Code 2005 & Local Building Bye Laws.
- (ii) Payment of Wages Act, 1936, and rules made thereunder.
- (iii) The Minimum Wages Act, 1948, and rules made thereunder.
- (iv) Employees' State Insurance Act, 1948, and rules made thereunder.
- (v) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder.
- (vi) The Payment of Bonus Act, 1965, and rules made thereunder.
- (vii) Payment of Gratuity Act, 1972, and rules made thereunder.
- (viii) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975.
- (ix) The Transfer of Property Act 1882
- (x) The Land Acquisition, Rehabilitation & Resettlement Act, 2013
- (xi) Indian Contract Act, 1872
- (xii) U.P. Zamindari Abolition Land Reforms Act 1950
- (xiii) The Aircraft Act, 1934
- (xiv) The Electricity Act, 2003
- (xv) Works of Defence Act, 1903
- (xvi) The National Highways Authority of India (Amendment) Act, 2013
- (xvii) Forest Conservation Act, 1980
- (xviii) Registration Act, 1908
- (xix) Indian Stamp Act, 1899
- (xx) Building & Other Construction Workers' (Regulation of Employment & Conditions of Service) Act, 1996 & Rules, 1998
- (xxi) Building & Other Construction Workers' Welfare Cess Act, 1996
- (xxii) Shops & Establishment Act, 1954
- (xxiii) The Contract Labour (Regulation & Abolition) Act, 1970
- (xxiv) Environment Protection Act, 1986
- (xxv) U. P. Apartment (Promotion of Construction, Ownership and Maintenance) Act, 2010
- (xxvi) Consumer Protection Act, 1986
- (xxvii) Right to Information Act, 2005
- (xxviii) The Competition Act, 2002
- (xxix) The Sexual Harrassment of Women at Workplace (Prevention, Prohibition & Redressal Act) 2013
- (xxx) The Maternity Benefits Act, 1961
- (xxxi) Air (Prevention & Control of Pollution) Act, 1981

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

- (I) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

COMPLIANCE OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES 2014 :

Company spent Rs.1,12,332 during the financial year 2015-16 as against 2% of the average net profit of the last three years of the Company, which worked out to Rs.20,24,804.14. CSR Committee is said to be under process of deciding upon further spending on different CSR activities/schemes as per requirement of law.

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

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors & Non-Executive Directors. 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 Companies Act, 2013.

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

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

For R K Tandon & Associates

Place: New Delhi

Dated: 19th July, 2016

**Sd/-
(R K Tandon)
FCS 672
CPNo.3556**

ANNEXURE – B

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of Rs.500 crores or more or turnover of Rs.1000 crores or more or net profit of Rs.5 crore or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

Accordingly, the details of the expenditure made by the company are as follows:

1. The Board has approved the CSR Policy of the Company.

It can be viewed at www.eldecogroup.com

2. The Composition of the CSR Committee:

| | | |
|----|------------------|----------|
| 1. | Mr. Anil Tewari | Chairman |
| 2. | Mr. Pankaj Bajaj | Member |
| 3. | Mr. S.K. Garg | Member |

3. Average Net Profit of the Company for the last three financial years:

Rs. 10,12,40,207.20/-

4. Prescribed CSR expenditure (Two percent of the amount as in the point 3 above):

Rs. 20,24,804.144/-

5. Details of the CSR spent during the financial year:

(a) Total amount to be spent for the financial year: Rs. 20,24,804.144/-

(b) Amount unspent: Rs.19,12,472.144/-

(c) Manner in which the amount is spent during the financial year is Detailed below.

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
|--------|--------------------------------------------------------------|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------------|
| S. No. | CSR project or activity identified | Sector in which the project is covered | Projects and programs (1) Local area or other (2) Specify the state and district where projects and programs was 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 reporting period | Amount spent: Direct or through implementing agency |
| 1. | Activity - Mid day meals for the poor section of the society | Poverty and Malnutrition | Lucknow, Uttar Pradesh | NIL | Direct expenditure – Rs. 112332/- | Direct – Rs. 112332/- | Direct |

6. **In case the Company has failed to spent the two-percent:** The Company is under process of deciding upon scheme where investment/Expenditure of the rest of the unspent amount under CSR activities is to be made
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 implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Shiv Kumar Garg
Director

Anil Tewari
Chairman of CSR Committee

ANNEXURE – C

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**

I. REGISTRATION & OTHER DETAILS:

| | | |
|----|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | CIN | L45202HR1985PLC044265 |
| 2. | Registration Date | 6th March, 1985 |
| 3. | Name of the Company | ELDECO HOUSING AND INDUSTRIES LIMITED |
| 4. | Category/Sub-category of the Company | N.A. |
| 5. | Address of the Registered office & contact details | Shop no.16, Second Floor, Eldeco Station-I, Site No. -1, Sector-12, Faridabad, Haryana-121007 |
| 6. | Whether listed company | Yes (Listed at Bombay Stock Exchange) |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020. Tel.: +91 11 64732681-88 Fax: +91 11 26812682-83 Web:www.skylinerta.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--------------------------------------------------|---------------------------------|------------------------------------|
| 1 | Real Estate Activity | 68100 | 100% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

| S. No. | Name And Address Of the Company | CIN | Holding/ Subsidiary/ Associate | % of Shares held | Applicable Section |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------------------------|------------------|--------------------|
| 1 | Halwasiya Agro Industries Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U21015UP1985 PLC007522 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 2 | Aadesh Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U45400UP2007 PTC034026 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 3 | Carnation Realtors Private Limited Regd Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow-226010 | U70102UP2012 PTC048698 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |

| | | | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------------------------------|------|---------------|
| 4 | Deepjyoti Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035101 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 5 | Facility Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035097 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 6 | Fixity Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035098 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 7 | Garv Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2007 PTC034023 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 8 | Iris Realtors Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow-226010 | U70102UP2012 PTC048699 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 9 | Khwahish Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035099 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 10 | Mahal Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2007 PTC034021 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 11 | Neo Realtors Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow-226010 | U70102UP2012 PTC048706 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 12 | Neptune Infracon Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow-226010 | U70102UP2012 PTC048700 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 13 | Numerous Constructions Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow-226010 | U70102UP2012 PTC048707 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 14 | Perpetual Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035093 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 15 | Primacy Constructions Private Limited Regd. Off- IInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand , Gomti Nagar , Lucknow -226010 | U45400UP2008 PTC035092 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 16 | Prasiddhi Constructions Private Limited Regd. Off- IInd Floor, | U45206UP2008 PTC035096 | Subsidiary (Wholly | 100% | Sec 2(87)(ii) |

| | | | | | |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------------------------------|------|---------------|
| | Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | | Owned Subsidiary) | | |
| 17. | Samarpit Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U45400UP200 7PTC034024 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 18. | Suniyojit Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U45400UP2007 PTC034028 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 19. | Sushobhit Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U45400UP2008 PTC035094 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 20. | Shivaye Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U70102UP2012 PTC048704 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 21. | Swarg Constructions Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U70102UP2012 PTC048703 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 22. | Swarnim Nirman Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow-226010 | U70102UP2012 PTC048702 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 23. | Villa Constructions Private Limited Regd. Off- Plot No. TC/60-V, 4th Floor, Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow-226010 | U70102UP2012 PTC048705 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 24. | MAK Sales Private Limited Regd. Off- IIInd Floor, Eldeco Corporate Chamber-I, Vibhuti Khand, Gomti Nagar, Lucknow -226010 | U26106UP2003 PTC027989 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 25. | Eldeco City Private Limited Regd. Off- First Floor, 15/54- B, Civil Lines, Virendra Smriti Complex Kanpur-208001 | U70109UP2006 PTC066091 | Subsidiary (Wholly Owned Subsidiary) | 100% | Sec 2(87)(ii) |
| 26. | Omni Farms Private Limited Regd. Off- 201-212, 2nd Floor, Spendor Forum, Jasola District Centre, New Delhi - 110025 | U74899DL1989 PTC035079 | Associate Company | 32% | Sec 2(6) |

IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % Change during the year |
|-------------------------------------------|-----------------------------------------------------------------------|----------|----------------|-------------------|-----------------------------------------------------------------|----------|----------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 1143500 | - | 1143500 | 58.15 | 1075490 | - | 1075490 | 54.69 | -3.46 |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 10000 | - | 10000 | 0.51 | 10000 | - | 10000 | 0.51 | - |
| e) Banks/ FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) | 1153500 | - | 1153500 | 58.65 | 1085490 | - | 1085490 | 55.20 | -3.46 |
| | | | | | | | | | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | - | - | - | - | - | - | - | - | - |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/ FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | 170140 | 3100 | 173240 | 8.81 | 185841 | 3100 | 188941 | 9.61 | 0.8 |
| i) Indian | - | - | - | - | - | - | - | - | - |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | - | - | - | - | - | - | - | - | - |

| | | | | | | | | | |
|----------------------------------------------------------------------------------|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|-------------|
| I) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 297786 | 145000 | 442786 | 22.52 | 305545 | 142398 | 447943 | 22.78 | 0.26 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 141389 | 19000 | 160389 | 8.16 | 207097 | 19000 | 226097 | 11.50 | 3.34 |
| c) Others (specify) | - | - | - | - | - | - | - | - | - |
| NRI-Repatriable & Non-Repatriable | 17300 | - | 17300 | 0.88 | 2398 | - | 2398 | .12 | -0.76 |
| HUF | 19385 | - | 19385 | 0.99 | 15687 | - | 15687 | 0.80 | -0.19 |
| Clearing Members | - | - | - | - | 44 | - | 44 | 0.00 | 0.00 |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Bodies - D R | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2):- | 646000 | 167100 | 813100 | 41.35 | 716612 | 164498 | 881110 | 44.80 | 3.45 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 646000 | 167100 | 813100 | 41.35 | 716612 | 164498 | 881110 | 44.80 | 3.45 |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 1799500 | 167100 | 1966600 | 100 | 1802102 | 164498 | 1966600 | 100 | - |

B) Shareholding of Promoter-

| S. No | Shareholder's Name | Shareholding at the beginning of the year [As on 31-March-2015] | | | Shareholding at the end of the year [As on 31-March-2016] | | | % change in shareholding during the year |
|-------|----------------------------------------------|--------------------------------------------------------------------|----------------------------------|--------------------------------------------------|--------------------------------------------------------------|----------------------------------|--------------------------------------------------|------------------------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Rashi Bajaj | 2100 | 0.11 | - | 2100 | 0.11 | - | - |
| 2 | Shivani Garg | 84400 | 4.29 | - | 16390 | 0.83 | - | (3.46) |
| 3 | Pankaj Bajaj | 1057000 | 53.75 | - | 1057000 | 53.75 | - | - |
| 4 | Eldeco Infrastructure And Properties Limited | 10000 | 0.51 | - | 10000 | 0.51 | - | - |

C) Change in Promoters' Shareholding

| S. No. | Name of the Shareholder's | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|-----------------------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of Shares | % to total Shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Rashi Bajaj | | | | |
| | At the beginning of the year | 2100 | 0.11 | 2100 | 0.11 |
| | At the end of the year | | | 2100 | 0.11 |
| 2. | Shivani Garg | | | | |
| | At the beginning of the year | 84400 | 4.29 | 84400 | 4.29 |
| | Sale of Shares as on 16/10/2015 | 501 | 0.02 | 83899 | 4.27 |
| | Sale of Shares as on 23/10/2015 | 1500 | 0.08 | 82399 | 4.19 |
| | Sale of Shares as on 30/10/2015 | 101 | 0.01 | 82298 | 4.18 |
| | Sale of Shares as on 13/11/2015 | 500 | 0.02 | 81798 | 4.16 |
| | Sale of Shares as on 20/11/2015 | 494 | 0.03 | 81304 | 4.13 |
| | Sale of Shares as on 11/12/2015 | 10000 | 0.50 | 71304 | 3.63 |
| | Sale of Shares as on 18/12/2015 | 40000 | 2.03 | 31304 | 1.59 |
| | Sale of Shares as on 25/12/2015 | 6500 | 0.33 | 24804 | 1.26 |
| | Sale of Shares as on 08/01/2016 | 20 | 0.00 | 24784 | 1.26 |
| | Sale of Shares as on 15/01/2016 | 294 | 0.01 | 24490 | 1.25 |
| | Sale of Shares as on 29/01/2016 | 8100 | 0.42 | 16390 | 0.83 |
| | At the end of the year | | | 16390 | 0.83 |
| 3. | Pankaj Bajaj | | | | |
| | At the beginning of the year | 1057000 | 53.75 | 1057000 | 53.75 |
| | At the end of the year | | | 1057000 | 53.75 |
| 4. | Eldeco Infrastructure and Properties Limited | | | | |
| | At the beginning of the year | 10000 | 0.51 | 10000 | 0.51 |
| | At the end of the year | | | 10000 | 0.51 |

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| S. No. | Name of the Shareholder's | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|----------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of Shares | % to total Shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Sanjiv Direshbhai Shah | | | | |
| | At the beginning of the year | 40753 | 2.07 | 40753 | 2.07 |
| | At the end of the year | | | 40753 | 2.07 |
| 2. | Chetan Dhireshbhai Shah | | | | |
| | At the beginning of the year | 28088 | 1.43 | 28088 | 1.43 |
| | At the end of the year | | | 28088 | 1.43 |
| 3. | Abhijit Nimish Vasa | | | | |
| | At the beginning of the year | 12117 | 0.62 | 12117 | 0.62 |
| | Sale of Shares as on 24/04/2015 | 1800 | 0.09 | 10317 | 0.52 |
| | Purchase of Shares as on 18/12/2015 | 15049 | 0.77 | 25366 | 1.29 |
| | At the end of the year | | | 25366 | 1.29 |
| 4. | Vimal Kumar Sharma | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Purchase of Shares as on 19/06/2015 | 25300 | 1.29 | 25300 | 1.29 |
| | At the end of the year | | | 25300 | 1.29 |
| 5. | Shri Parasram Holdings Pvt Ltd. | | | | |
| | At the beginning of the year | 15606 | 0.79 | 15606 | 0.79 |
| | Sale of Shares as on 17/04/2015 | 1751 | 0.09 | 13855 | 0.7 |
| | Sale of Shares as on 24/04/2015 | 2 | 0.00 | 13853 | 0.7 |
| | Sale of Shares as on 15/05/2015 | 354 | 0.01 | 13499 | 0.69 |
| | Purchase of Shares as on 22/05/2015 | 14502 | 0.74 | 28001 | 1.42 |
| | Purchase of Shares as on 29/05/2015 | 14017 | 0.712 | 42018 | 2.14 |
| | Sale of Shares as on 17/07/2015 | 13817 | 0.703 | 28201 | 1.43 |
| | Purchase of Shares as on 24/07/2015 | 200 | 0.01 | 28401 | 1.44 |
| | Sale of Shares as on 31/07/2015 | 25 | 0.00 | 28376 | 1.44 |
| | Sale of Shares as on 07/08/2015 | 2624 | 0.13 | 25752 | 1.31 |
| | Sale of Shares as on 14/08/2015 | 150 | .00 | 25602 | 1.3 |
| | Purchase of Shares as on 25/09/2015 | 1 | 0.00 | 25603 | 1.3 |
| | Purchase of Shares as on 06/11/2015 | 1 | 0.00 | 25604 | 1.3 |
| | Sale of Shares as on 01/01/2016 | 50 | 0.00 | 25554 | 1.3 |

| | | | | | |
|-----------|--------------------------------------------------|-------|-------|-------|------|
| | Sale of Shares as on 04/03/2016 | 150 | 0.01 | 25404 | 1.29 |
| | Sale of Shares as on 25/03/2016 | 55 | 0.00 | 25349 | 1.29 |
| | Sale of Shares as on 31/03/2016 | 100 | 0.01 | 25249 | 1.28 |
| | At the end of the year | | | 25249 | 1.28 |
| | | | | | |
| 6. | Equity Intelligence India Private Limited | | | | |
| | At the beginning of the year | 0 | 0 | 0 | 0 |
| | Purchase of Shares as on 22/05/2015 | 16880 | 0.86 | 16880 | 0.86 |
| | Purchase of Shares as on 29/05/2015 | 3120 | 0.16 | 20000 | 1.02 |
| | At the end of the year | | | 20000 | 1.02 |
| | | | | | |
| 7. | Sudhir S Halwasiya | | | | |
| | At the beginning of the year | 19000 | 0.97 | 19000 | 0.97 |
| | At the end of the year | | | 19000 | 0.97 |
| | | | | | |
| 8. | Camel Foods Pvt Ltd. | | | | |
| | At the beginning of the year | 4663 | 0.24 | 4663 | 0.24 |
| | Sale of Shares as on 10/04/2015 | 304 | 0.01 | 4359 | 0.22 |
| | Sale of Shares as on 01/05/2015 | 269 | 0.01 | 4090 | 0.21 |
| | Sale of Shares as on 08/05/2015 | 2055 | 0.1 | 2035 | 0.1 |
| | Sale of Shares as on 15/05/2015 | 1035 | 0.05 | 1000 | 0.05 |
| | Purchase of Shares as on 19/06/2015 | 1960 | 0.1 | 2960 | 0.15 |
| | Purchase of Shares as on 26/06/2015 | 629 | 0.03 | 3589 | 0.18 |
| | Purchase of Shares as on 03/07/2015 | 707 | 0.04 | 4296 | 0.22 |
| | Purchase of Shares as on 10/07/2015 | 100 | 0.00 | 4396 | 0.22 |
| | Purchase of Shares as on 24/07/2015 | 1469 | 0.1 | 5865 | 0.3 |
| | Purchase of Shares as on 31/07/2015 | 1983 | 0.1 | 7848 | 0.4 |
| | Purchase of Shares as on 07/08/2015 | 1050 | 0.05 | 8898 | 0.45 |
| | Purchase of Shares as on 21/08/2015 | 495 | 0.03 | 9393 | 0.48 |
| | Purchase of Shares as on 11/09/2015 | 3 | 0.00 | 9396 | 0.48 |
| | Purchase of Shares as on 23/10/2015 | 2468 | 0.12 | 11864 | 0.6 |
| | Purchase of Shares as on 06/11/2015 | 17 | 0.00 | 11881 | 0.6 |
| | Purchase of Shares as on 13/11/2015 | 812 | 0.04 | 12693 | 0.65 |
| | Purchase of Shares as on 20/11/2015 | 215 | 0.00 | 12908 | 0.65 |
| | Purchase of Shares as on 11/12/2015 | 325 | 0.02 | 13233 | 0.67 |
| | Purchase of Shares as on 18/12/2015 | 7110 | 0.36 | 20343 | 1.03 |
| | Purchase of Shares as on 25/12/2015 | 7024 | 0.36 | 27367 | 1.39 |
| | Purchase of Shares as on 31/12/2015 | 48 | 0.00 | 27415 | 1.39 |
| | Purchase of Shares as on 08/01/2016 | 617 | 0.031 | 28032 | 1.43 |
| | Sale of Shares as on 15/01/2016 | 685 | 0.04 | 27347 | 1.39 |

| | | | | | |
|------------|-------------------------------------|-------|-------|-------|------|
| | Sale of Shares as on 22/01/2016 | 580 | 0.03 | 26767 | 1.36 |
| | Sale of Shares as on 29/01/2016 | 8449 | 0.43 | 18318 | 0.93 |
| | Purchase of Shares as on 19/02/2016 | 209 | 0.01 | 18527 | 0.94 |
| | Purchase of Shares as on 26/02/2016 | 80 | 0.004 | 18607 | 0.95 |
| | Purchase of Shares as on 18/03/2016 | 260 | 0.01 | 18867 | 0.96 |
| | Sale of Shares as on 31/03/2016 | 10 | 0.00 | 18857 | 0.96 |
| | At the end of the year | | | 18857 | 0.96 |
| | | | | | |
| 9. | Vivek Chand Burman | | | | |
| | At the beginning of the year | 15000 | .76 | 15000 | .76 |
| | At the end of the year | | | 15000 | .76 |
| | | | | | |
| 10. | VIC Enterprises Pvt Ltd | | | | |
| | At the beginning of the year | 14843 | 0.75 | 14843 | 0.75 |
| | At the end of the year | | | 14843 | 0.75 |

Note: Dates of Purchase/Sale of Shares is based on the Benpose Data given by the RTA of the Company

E) Shareholding of Directors and Key Managerial Personnel:

| S. No. | Name of the Shareholder's | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|-----------------------------------------|-------------------------------------------|----------------------------------|-----------------------------------------|----------------------------------|
| | | No. of Shares | % to total Shares of the Company | No. of Shares | % of total shares of the Company |
| 1. | Pankaj Bajaj – Managing Director | | | | |
| | At the beginning of the year | 1057000 | 53.75 | 1057000 | 53.75 |
| | At the end of the year | - | - | 1057000 | 53.75 |

The following Directors / Key Managerial Personnel (KMP) did not hold any Shares during the financial year 15-16:

- Shiv Kumar Garg – Chairman
- Arvind Bajaj- Director
- Shrikant Jajodia – Director
- Ashish Jain- Director
- Anil Tiwari- Director
- Rahul Aggarwal – Director
- Ranjit Khattar- Director
- Rupali Chopra- Director
- Sushil Dutt Mishra – Chief Financial Officer
- Naina Tandon- Company Secretary

V) INDEBTEDNESS

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

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|------------------------------------------------------------|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 22579340 | - | - | 22579340 |
| ii) Interest due but not paid | 809310 | - | - | 809310 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 23388650 | - | - | 23388650 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | - | - | - |
| * Reduction | 17416637 | - | - | 17416637 |
| Net Change | 17416637 | - | - | 17416637 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 5858835 | - | - | 5858835 |
| ii) Interest due but not paid | 113178 | - | - | 113178 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 5972013 | - | - | 5972013 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL –

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

| S.No | Particulars of Remuneration | Name of MD/WTD/Manager | | Total |
|------|-------------------------------------------------------------------------------------|----------------------------------------------|--------------|------------------|
| | | Shiv Kumar Garg | Pankaj Bajaj | Amount |
| 1. | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 36,00,000 p.a. (Inclusive of Perquisites) | - | 36,00,000 |
| | (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 | - | - | |
| 5. | Others, Please Specify | - | - | |
| | Total (A) | - | - | 36,00,000 |

B. Remuneration to other directors

| SN. | Particulars of Remuneration | Name of Directors | | | | | Total Amount (In Rs) |
|-----|---------------------------------------------|-------------------|------------------|-------------|----------------|---------------|----------------------|
| | | Anil Tiwari | Rahul Aggarwal | Ashish Jain | Ranjit Khattar | Rupali Chopra | |
| 1 | Independent Directors | | | | | | |
| | Fee for attending Board/ Committee meetings | 29000 | 6000 | 6000 | 16000 | 16000 | 73000 |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | Total (A) | 29000 | 6000 | 6000 | 16000 | 16000 | 73000 |
| 2 | Other Non-Executive Directors | Arvind Bajaj | Shrikant Jajodia | | | | |
| | Fee for attending Board/ Committee meetings | 3000 | 26000 | | | | 29000 |
| | Commission | - | - | | | | |
| | Others, please specify | - | - | | | | |
| | Total (B) | 3000 | 26000 | | | | 29000 |
| | Total = (A+B) | | | | | | 102000 |
| | Total Managerial Remuneration | | | | | | 3702000 |

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

| S.No | Particulars of Remuneration | Key Managerial Personnel | | |
|------|-------------------------------------------------------------------------------------|--------------------------|---------|---------|
| | | CFO | CS | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1453800 | 330210* | 1784010 |
| | (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 | - | - | |
| | Total | 1453800 | 330210* | 1784010 |

* Gross Salary of CS Anuj Ahluwalia, is Rs. 210210/- for part of the year w.e.f April 1st, 2015 till October 31st, 2015 and, that of CS Naina Tandon, is Rs.120000/- w.e.f 5th November 2015 till 31st March 2016.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Cautionary Statement

Certain Statements found in the Management Discussion and Analysis may constitute “Forward Looking Statements” within the meaning of applicable securities laws and regulations. These forward looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause our actual results, performance or achievements to be different from any future results, performance and achievements expressed or implied by these statements.

In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable.

The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or any update made thereon.

Business Overview

Eldeco City, the integrated township in 133 Acres at I.I.M Road has taken shape. The Company has allotted approximately 880 villas and 250 plots in the township. Most of the units of Sector A and Sector B are ready and offer of possession for approx 700 units has already been issued. Approximately 400 possessions have been handed over and many families have moved in. The township has been widely appreciated by every visitor for its ambience, low-rise open layout and the infrastructure. The construction of LIG/EWS units is in advanced stage with structure work completed and finishing work going on. Allotment of 188 units of LIG and 184 units of EWS was done through Draw (lottery system) in April 2015. Since there have been some cancellations and withdrawal from the scheme, we shall be having a second draw for allotment of vacant units soon. Eldeco City Breeze is a group housing project located within Eldeco City, comprises approximately 2 Lacs sq. ft of built up area. 75% of the units at Eldeco City Breeze have been booked and the construction is progressing as per schedule, structure work of two towers is almost complete and the sample flats are ready. The construction work of Club and Eldeco City Arcade is in advanced stage of completion. Seeing the overwhelming response to Eldeco City Arcade, we launched Eldeco City Arcade 2 in December 2015. 60% of the Shops at Eldeco City arcade 2 have been booked and the construction has also commenced. Plots in Sec C have also been opened for sale had the bookings are going on.

Construction at Eldeco Saubhagyam, a group housing project of approximately 11.9 lac sq.ft. built up area at Shaheed Path, Raibareilly Road, is going on in full swing. Possessions for three towers T3, T4 and T8 have been offered. There is delay of approximately 18 months in some of the towers due to acute labour shortage and also a slowdown in the market for multistory apartments. Club is ready and operational, Central Green is ready with sport facilities operational and the work of central basement is almost complete.

Eldeco Eternia, a premium group housing of more than 4.30 Lacs sq. ft of built up area at Sitapur Road is nearing completion. Possessions for 2 towers (T1 and T3) is happening and many families have already moved in.

Eldeco Elegance, a high end apartment complex has received much acclaim in the local market. Common services/maintenance of the complex has been handed over to the association of its allottees.

Eldeco Elegante, a commercial project consisting of approx 52000 sqft built up area at Vibhuti Khand, Gomti Nagar, Lucknow, is nearing completion and the possession will be offered soon. In terms of sales, more than 90% of the units have been sold out.

The Company's State-of-the-art Office complexes, Eldeco Corporate Chamber-II & Eldeco Corporate Tower being operational and are already an address of some esteemed organizations. During the year handover of common services/maintenance to Allottees' Association of both the projects was achieved.

Eldeco Samridhi, the project comprising plots and villas spread in approx 8 acres, was launched in 2013-14, which got a steady response from the market. With infrastructure work and services in place, the possession for all the plots and 50% of the villas

has been offered before the committed timeline.

Eldeco Shaurya, a 43.25 acres mini township project situated at Bijnore road, Lucknow consisting of Plotted development, villas & Group Housing, was launched in two phases and got enormous response from the market. Out of 408 plots/villas launched by the company more than 95% of the units are booked. Construction of Villas launched in Phase 1 is completed and the finishing work of these villas is in advanced stage of completion. We shall be in position to offer possession of these villas in next 2-3 months.

Industry Structure & Developments

The real estate sector witnessed a slowdown in the last couple of years, and even the Company's key market- Lucknow- has not remained unaffected. However, given the influx and growth of population and the Company's goodwill in the market, we expect to continue to grow in the medium and long term.

Key Regulatory Highlights:

The Real Estate (Regulation and Development) Act, 2016 came into force from 1st May 2016 with 69 of 92 sections notified. Under the provisions of the Act, the Real Estate Regulatory Authority would be established for regulation and promotion of the real estate sector and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal and also to establish the Appellate Tribunal to hear appeals from the decisions, directions or orders of the Real Estate Regulatory Authority and the adjudicating officer and for matters connected therewith or incidental thereto.

There will be short term challenges in compliance of the Act especially those sections which are deemed to be unreasonably harsh on developers, but we feel that in the long run the Act will help in professionalizing and consolidating the industry.

Market Size/ Growth Prospects

The Indian real estate market size is expected to touch US\$ 180 billion by 2020 from US\$ 93.8 billion in 2014. The housing sector alone contributes 5-6 per cent to the country's gross domestic product (GDP). Lucknow's population is growing at a decadal rate of growth of nearly 25%. The presence of good civic and social infrastructure points to steady growth prospects.

Opportunities and Threats

The Company's key market of Lucknow has good long term growth prospects being the capital of the most populous state of the Country. The organic growth of the city plus annual influx from neighbouring regions of east UP indicate a constant demand for mid income housing in the years to come. In the next couple of years though, the Company foresees challenges in sales due to overall softening of the real estate market. The Company would like to utilise this period to execute the projects in hand and look for fresh project buys with a long term perspective.

The real estate sector continued to face a challenging environment due to a weak demand scenario, various policy hurdles, delay in approval cycle, continued high borrowing costs both for industry and the consumer. Following are the major threats for the real estate sector:

- Lack of skilled & trained labour
- Delay in various approvals required for development of projects
- Lack of suitable developable land
- High Borrowing Cost for the consumers
- Government policies
- Taxation Structure
- Inflation

Internal Control System and their Adequacy

The Company has an adequate system of internal controls in place. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting. The Company has continued its efforts to align all its processes and controls with applicable best practices in these areas as well.

Some significant features of the internal control systems are:

- ✓ Preparation and monitoring of annual budgets for all operating and service functions;
- ✓ A well-established multi-disciplinary Internal Audit team, which reviews and reports to management and the Audit Committee about the compliance with internal controls and the efficiency and effectiveness of operations and the key process risks.
- ✓ Audit Committee of the Board of Directors, comprising independent directors, regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with Accounting Standards as well as reasons for changes in accounting policies and practices, if any;
- ✓ Anti-fraud programme.

The Board takes responsibility for the total process of risk management in the organization. The Audit Committee reviews reports covering operational, financial and other business risk areas. The business risk is managed through cross functional involvement and communication across businesses. The results of the risk assessment and residual risks are presented to the senior management.

Material Developments in Human Resources

Human resource continues to be the backbone of the Company's business. The Company lays strong emphasis on attracting and retaining the best talent. Personal developmental initiatives including training, both technical and managerial, are regularly conducted to enhance human potential. The Company's objective going forward would be to nurture and harness core management teams and explore outsourcing which will enable us to enhance management bandwidth and focus.

Financial Performance Vis-à-vis Operational Performance

The Company has exhibited growth in its revenues and profits. The Company's profit after tax is Rs. 19.92 crores (Consolidated) against Rs. 6.14 crores (Consolidated) in the previous year. Going forward, the margins are expected to be under pressure mainly due to the rising input costs and stagnant or declining selling prices. The following table sets forth the breakup of the Company's main heads of final accounts for the year.

(Rs. in Lacs)

| Particulars | Financial Year ended | | | |
|-------------------------------------------------------------------|---------------------------------|-------------------------------|---------------------------------|-------------------------------|
| | 31st March 2016 Consolidated | 31st March 2016 Standalone | 31st March 2015 Consolidated | 31st March 2015 Standalone |
| Revenue: | | | | |
| 1) Revenue from operations | 14096.10 | 6797.54 | 5423.24 | 3024.97 |
| 2) Other Income | 808.10 | 156.15 | 525.52 | 329.92 |
| Total Revenue | 14904.20 | 6953.69 | 5948.76 | 3354.89 |
| Expenses: | | | | |
| 1) Expenditure | 10014.16 | 5424.56 | 5857.31 | 3995.08 |
| 2) Changes in Inventories of Finished Stock & Project in Progress | 1867.19 | 694.07 | (861.23) | (1123.57) |

| | | | | |
|------------------------------------------------|-----------------|----------------|----------------|----------------|
| Total Expenses | 11881.35 | 6118.63 | 4996.08 | 2871.51 |
| Profit before tax | 3022.84 | 835.06 | 952.68 | 483.38 |
| Tax Expenses: | | | | |
| I) Current Tax | 1012.54 | 284.70 | 314.01 | 142.27 |
| ii) Tax related to previous years | 1.26 | - | 4.03 | - |
| iii) Deferred Tax | 16.29 | 17.55 | 19.83 | 19.70 |
| Profit After Tax | 1992.75 | 532.81 | 614.81 | 321.41 |
| Previous Balance in Profit & Loss Account | 7369.07 | 6337.05 | 6344.46 | 6078.41 |
| Minority Interest | -0.01 | - | (0.20) | - |
| Shares of Profits of Associates (Net) | 57.15 | - | 32.01 | - |
| Profit available for appropriation | 7426.21 | 6337.05 | 6376.27 | 6078.41 |
| Less: Proposed dividend/ Interim Dividend | - 196.66 | - 196.66 | 39.33 - | 39.33 - |
| Tax on: proposed dividend/ Interim Dividend | - 40.04 | - 40.04 | 8 - | 8 - |
| Transfer to general reserve | 200 | 200 | 100 | 100 |
| Balance in Profit & Loss Account | 9165.76 | 6433.16 | 7369.07 | 6337.04 |
| Earning per share (Rs.) | 104.24 | 27.09 | 32.88 | 16.34 |
| Dividend per Share (Rs.) | - | - | 2.00 | 2.00 |

REPORT ON CORPORATE GOVERNANCE

Corporate Governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled so as to fulfill its goal and objectives in a manner that adds to the value of the company and benefit to all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the Board of Directors, management, and shareholders to customers, suppliers, financiers, employees and society at large. Strong and improved Corporate Governance practices are indispensable in today's competitive world and complex economy.

ELDECO looks at Corporate Governance requirements as an integral part of business strategy which contributes to business growth in ethical perspective. Besides complying with the prescribed corporate practices as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has voluntarily adopted various practices of governance in terms of highest ethical and responsible standard of business, globally benchmarked.

This chapter, along with the chapters on Management Discussion and Analysis and Additional Shareholders Information, reports ELDECO compliance with SEBI (LODR) Regulations 2015 highlighting the additional initiatives taken in line with international best practices.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

ELDECO's philosophy is to view Corporate Governance from the viewpoint of business strategy rather than mere compliance norms. Strong governance practices of the Company have been rewarded in terms of improved share valuations, stakeholder's confidence, market capitalization, high credit ratings etc. This has helped ELDECO to pay uninterrupted dividends to its shareholders.

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfill its overall responsibilities and to provide the management with the strategic direction catering to exigency of long term shareholders value. It's initiatives towards adhering to highest standards of governance include self governance, professionalization of the Board, fair and transparent processes and reporting systems and going beyond the mandated Corporate Governance Code requirements of SEBI. Being a value driven organization the Company envisages attainment of the highest level of transparency, accountability and equity in all facets of its operations including everyone it works with, the community it is in touch with and the environment it has an impact on.

2. BOARD OF DIRECTORS

The Company maintains an optimum combination of Executive, Non-Executive and Independent Directors. The Board consists of total nine (9) directors on 31st March 2016. Mr. S K Garg is the Executive Chairman of the Company and Mr. Pankaj Bajaj is the Managing Director of the Company.

None of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees (Committees being, Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee) across all the companies in which he is a Director.

Following is the list of Directors and other details as on 31st March, 2016:

| Name of the Director & Designation | Category | No. of positions held in other Public Companies ¹ | | |
|------------------------------------|---------------------------|--------------------------------------------------------------|------------|--------------|
| | | Board | Membership | Chairmanship |
| S.K. Garg Executive Chairman | Executive Director | 4 | - | - |
| Pankaj Bajaj Managing Director | Executive Promoter | 1 | 2** | 2** |
| Shrikant Jajodia Director | Non-Executive Director | 2 | - | - |
| Arvind Bajaj Director | Non-Executive Director | 1 | - | - |
| Anil Tiwari Director | Non-Executive Independent | 1 | - | - |
| Ranjit Khattar Director | Non-Executive Independent | 1 | - | - |
| Ashish Jain Director | Non-Executive Independent | - | - | - |
| Rahul Aggarwal Director | Non-Executive Independent | - | - | - |
| Rupali Chopra* Director | Non-Executive Independent | - | - | - |

1 excludes directorships in Associations, Private, Foreign and Section 8 companies.

* Appointed w.e.f. 28.04.2015

**Mr. Pankaj Bajaj is the Member/Chairman of Audit/CSR Committee in M/s Eldeco Infrastructure and Properties Limited.

Directors' Attendance Record

During the period 01.04.2015 to 31.03.2016, 8 (eight) meetings of the Board of Directors were held on 30.05.2015, 11.08.2015, 25.09.2015, 05.11.2015, 03.12.2015, 11.02.2016, 08.03.2016 and 31.03.2016. The Board was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Board Meetings held. The intervening period between the Board Meetings was well within the maximum time gap of One Hundred and Twenty days as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015. Details of attendance of Directors in the Board meeting during this period are as under:

| Name of the Director | No. of Board Meeting | Attendance at the Board Meeting | Whether attended Last AGM |
|----------------------|----------------------|---------------------------------|---------------------------|
| S.K. Garg | 8 | 7 | Yes |
| Pankaj Bajaj | 8 | 7 | Yes |
| Shrikant Jajodia | 8 | 4 | Yes |
| Arvind Bajaj | 8 | 1 | No |
| Anil Tiwari | 8 | 5 | No |
| Ranjit Khattar | 8 | 3 | Yes |
| Ashish Jain | 8 | 2 | Yes |
| Rahul Aggarwal | 8 | 2 | Yes |
| Rupali Chopra | 8 | 3 | Yes |

3. DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM.

Brief particulars of Directors who are appointed/re-appointed in this AGM are as follows:

| Particulars | Mr. Shrikant Jajodia | Mr. Shiv Kumar Garg | Mr. Pankaj Bajaj, |
|----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | (1) | (2) | (3) |
| DIN | 00602511 | 00166035 | 00024735 |
| Father's Name | Shri Purushottam Brijmohandas Jajodia | Late Shri Kanhiya Lal Garg | Late Shri Om Prakash Bajaj |
| Date of Birth | 22/12/1963 | 06/02/1942 | 23/01/1972 |
| Address | 35, Anupam Apartments, M.B. Road, Saket, New Delhi-110030. | 289, Hem Kanha, Eldeco Greens, Gomti Nagar, Lucknow-226010 | A-2, Greater Kailash, Part-1, New-Delhi-110048 |
| Designation | Director | Whole time Director | Managing Director |
| Education | Masters Degree in Management from Boston University | Diploma holder in Civil and Rural Engineering and has also worked as lecturer in polytechnic as consulting engineer. | B.Com (Hons.) degree from Shri Ram College of Commerce, Delhi University, and a Post Graduate Diploma in Management (PGDM) from Indian Institute of Management (Ahmedabad) |
| Experience | 12 years experience in Real Estate Industry, 13 years experience in Multinational and FMCG companies at Senior Management level. | Wide and rich experience of 55 years in Real Estate and Construction industry. | Valuable and rich experience of more than 20 years in the Housing and Construction Business. |
| Companies in which holds Directorship* | 3 | 5 | 2 |
| Companies in which holds membership of committees* | Nil | 1 | 2 |
| Shareholding in the Company (No. & %) | Nil | Nil | 10,57,000 |

* Only Public Companies included.

4. COMMITTEES OF BOARD OF DIRECTORS

ELDECO has four Board level Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for members of various Committees. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

I. AUDIT COMMITTEE

Composition

As on 31st March, 2016, the Audit Committee of the Company comprises the following directors:

1. Mr Anil Tiwari - Chairman (Independent Director)
2. Mr Ranjit Khattar – Member (Independent Director)
3. Mr. S K Garg - Member (Executive Promoter)

Ms. Naina Tandon, Company Secretary is the Secretary of the Committee.

Meetings & Attendance

During the financial year 2015-16 the Audit Committee held 4 (four) meetings on 30.05.2015, 05.08.2015, 05.11.2015 and 10.02.2016. The intervening period between the Audit Committee Meetings was well within the maximum time gap of four months as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the Listing Agreement. Details of attendance of members in the Audit Committee meeting during this period are as under:

| Name of the Director | Category | No of Audit Committee Meeting | Attendance at the Audit Committee Meeting |
|----------------------|----------------------------------|-------------------------------|-------------------------------------------|
| Mr. Anil Tiwari | Chairman Independent Director | 4 | 4 |
| Mr. S K Garg | Member Executive Promoter | 4 | 4 |
| Mr. Ranjit Khattar | Member Independent Director | 4 | 3 |

Role and Power of Audit Committee

All members of the Audit Committee have accounting and financial management expertise. The Audit Committee shall have the authority to investigate into any matter that may be prescribed and the matters listed below and for this purpose the Audit Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary:

- i. To review the financial reporting process, all financial statements.
- ii. To recommend appointment/ re-appointment/ replacement/ removal/ Audit fees/ any other fees of Statutory Auditor.
- iii. Reviewing along with management, the listing compliances, related party disclosures, qualifications in draft audit report, matters required to be included in Directors Responsibility Statement, quarterly financial statements before its submission to the Board, changes in accounting policies, major accounting entries based on estimate of management.
- iv. To look into all matters relating to internal control system, internal audit system and the reasons for substantial defaults in the payment to the depositors.
- v. To review functioning of “Whistle Blower/Vigil Mechanism”, if any.
- vi. To review Management Discussion and Analysis of financial condition and results of operation, statement of significant Related Party Transactions as submitted by management, internal audit report, term of chief internal auditor (including his remuneration).

II. NOMINATION AND REMUNERATION COMMITTEE

Composition

As on 31st March, 2016, the Nomination and Remuneration Committee consists of three Directors, all of them being non-executive and independent directors.

1. Mr Anil Tiwari - Chairman (Independent Director)
2. Mr Ranjit Khattar - Member (Independent Director)
3. Mr Ashish Jain – Member (Independent Director)

Ms. Naina Tandon, Company Secretary is the Secretary of the Committee.

Meetings & Attendance

During the period 01.04.2015 to 31.03.2016, 1 (One) meetings of the Nomination and Remuneration Committee was held on 10.02.2016. The Committee was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Meeting held.

| Name of the Director | Category | No. of Nomination and Remuneration Committee meeting | Attendance at the Remuneration Committee Meeting |
|----------------------|---------------------------------|------------------------------------------------------|--------------------------------------------------|
| Mr Anil Tiwari | Chairman (Independent Director) | 1 | 1 |
| Mr Ranjit Khattar | Member (Independent Director) | 1 | 1 |
| Mr Ashish Jain | Member (Independent Director) | 1 | 1 |

The Nomination and Remuneration Committee ("Committee") shall have the power to determine the qualifications, competencies, positive attributes and independence for appointment of a Director (Executive/Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees and for this purpose, the Committee shall have full access to information contained in the records of the Company and external professional advice, if necessary.

Nomination and Remuneration Policy has been formulated by the Nomination and Remuneration Committee of the Company in compliance with section 178 of the Companies Act, 2013 read with the applicable rules thereto, which has been posted on the website of the Company – www.eldecogroup.com

Details of the Directors' Remuneration for the financial year ended 31st March, 2016

| Name of Director | Salaries & Perquisites (In Rs.) | Commission, Bonus Ex-gratia (In Rs.) | Sitting Fee (In Rs.) | Total Amount (In Rs.) | No. of Shares held (& %) |
|------------------|---------------------------------|--------------------------------------|----------------------|-----------------------|--------------------------|
| S.K. Garg | 36,00,000 | Nil | Nil | 36,00,000 | Nil |
| Pankaj Bajaj | 50,00,000 | Nil | Nil | Nil | 10,57,000 (53.75) |
| Shrikant Jajodia | Nil | Nil | 26000 | 26000 | Nil |
| Arvind Bajaj | Nil | Nil | 3000 | 3000 | Nil |
| Anil Tiwari | Nil | Nil | 29000 | 29000 | Nil |
| Ranjit Khattar | Nil | Nil | 16000 | 16000 | Nil |
| Ashish Jain | Nil | Nil | 6000 | 6000 | Nil |
| Rahul Aggarwal | Nil | Nil | 3000 | 3000 | Nil |
| Rupali Chopra | Nil | Nil | 16000 | 16000 | Nil |

*Application filed with Central Government for approval of Managerial Remuneration to Mr. Pankaj Bajaj is pending.

III. STAKEHOLDERS GRIEVANCE COMMITTEE

Composition

As on 31st March, 2016, the Stakeholders Relationship Committee consists of three Directors, the Chairman being non-executive:

1. Mr. Anil Tiwari - Chairman (Independent Director)
2. Mr. Ashish Jain - Member (Independent Director)
3. Mr. S K Garg - Member (Executive Promoter)

Ms. Naina Tandon, Company Secretary is the Secretary of the Committee.

Attendance

During the period 01.04.2015 to 31.03.2016, 12 (Twelve) meetings of the Stakeholders Relationship Committee were held on 18.04.2015, 20.06.2015, 26.08.2015, 16.09.2015, 07.10.2015, 31.10.2015, 03.11.2015, 18.11.2015, 15.12.2015, 20.01.2016, 17.02.2016 and 17.03.2016. The Committee was supplied with all relevant information and supporting papers, which were required, to transact the business specified in the agenda of Meeting held.

| Name of the Director | Category | No of Stakeholders Relationship Committee Meeting | Attendance at the Stakeholders Relationship Committee Meeting |
|----------------------|---------------------------------|---------------------------------------------------|---------------------------------------------------------------|
| Mr Anil Tiwari | Chairman (Independent Director) | 12 | 12 |
| Mr S K Garg | Member (Executive Promoter) | 12 | 12 |
| Mr Ashish Jain | Member (Independent Director) | 12 | 06 |

The Committee was constituted to look into redressing the shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

Ms. Naina Tandon, Company Secretary is the Secretary of the Committee.

During the year, the Company received 3 (Three) complaint from the shareholder. The Complaints were resolved. There were no complaints from the shareholders as on 31st March, 2016 which were subsequently resolved.

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE)

Composition

CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Act, 2013 consisting of Mr. Anil Tewari, Chairman, Mr. Pankaj Bajaj, Member and Mr. S.K. Garg, Member.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'corporate social responsibility policy'.

The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The Terms of reference of the Committee includes formulation and recommendation to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder; recommending the amount of expenditure to be incurred on the CSR activities and monitoring the implementation of the CSR Policy of the Company from time to time.

One meeting of the Corporate Social Responsibility Committee was held on 10.02.2016 during the year and Mr. Pankaj Bajaj, Member, was granted leave of absence.

5. GENERAL BODY MEETINGS

A. Particulars of past three Annual General Meetings of the Company:

| Date | Year | Venue | Time | No.(s) of Special Resolution passed |
|----------------------|---------|--------------------------------------------------------------------------------|-----------|-------------------------------------|
| 25th September, 2015 | 2014-15 | Hotel Express Sarovar Portico, Sector-39, Surajkund, Faridabad-121010, Haryana | 2.00 p.m. | 1 |
| 26th September, 2014 | 2013-14 | Hotel Express Sarovar Portico, Sector-39, Surajkund, Faridabad-121010, Haryana | 3.00 p.m. | 1 |
| 27th September, 2013 | 2012-13 | Hotel Express Sarovar Portico, Sector-39, Surajkund, Faridabad-121010, Haryana | 3.00 p.m. | Nil |

Special Resolution passed during the last three Annual General Meetings.

| Date | Year | Business passed |
|----------------------|---------|---------------------------------------------------------------------------------------|
| 25th September, 2015 | 2014-15 | ➤ Approval of Remuneration of Mr. Pankaj Bajaj , Managing Director of the Company |
| 26th September, 2014 | 2013-14 | ➤ Approval of Remuneration of Mr. Shiv Kumar Garg , Executive Chairman of the Company |
| 27th September, 2013 | 2012-13 | None of the Resolution was passed as Special Resolution |

No resolution was put through Postal Ballot in the last year and there is no resolution, which is required to be passed by Postal Ballot.

6. SUBSIDIARY COMPANIES

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Company has a material non-listed Indian subsidiary company [Under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015] a “material non-listed Indian subsidiary” shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. Paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year and hence, it is required to have an Independent Director of the Company on the Board of such subsidiary company. The Audit Committee will review the financial statements of the Subsidiary Companies.

7. DISCLOSURES

(a) Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors, Key Managerial Personnel, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in Notes on Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

(b) Vigil Mechanism

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has established sufficient Vigil Mechanism for the Directors and employees of the Company in compliance of the provisions of Section 177(9) of the Companies Act, 2013.

(c) Non-compliance by the Company, Penalties, Structures

There were no instances of non-compliance by the Company, penalties, structures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(d) Non mandatory requirements

The Company adopts the non-mandatory requirements given in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

8. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The same has also been posted on the website of the Company. All Board members and senior management personnel have affirmed their compliance with the code.

Declaration on compliance with code of conduct by the Chairman and the MD:

The Board has formulated a code of conduct for the Board members and senior management of the Company, which has been posted on the website of the Company – www.eldecogroup.com

It is hereby affirmed that all the Directors and senior management personnel have complied with the code of conduct framed by the Company and a confirmation to that effect has been obtained from the directors and senior management.

Sd/-
S K Garg
Chairman

Sd/-
Pankaj Bajaj
Managing Director

9. MEANS OF COMMUNICATION

- a) At present quarterly/ half-yearly reports are not being sent to each household of shareholders.
- b) **The Quarterly / half-yearly / Annual Accounts results:** The Company's quarterly results are published in 'Financial Chronical' (English) and 'Naya India' (Hindi), and are displayed on its website (www.eldecogroup.com)
- c) **Website:** The Company's website is www.eldecogroup.com
- d) **Annual Report:** The Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website (www.eldecogroup.com).
- e) **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.
- f) **BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):** BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are also filed electronically on the Listing Centre.

10. GENERAL SHAREHOLDERS INFORMATION

D) Annual General Meeting

| | |
|-----------------------------|-----------------------------------------------------------------------------------------|
| Date & Time | 02 nd September, 2016 at 2:00 pm |
| Venue | Goldfinch Hotel, Surajkund Road, Village Lakarpur, Sector-39 Faridabad, Haryana-121010 |
| Date of Book Closure | 27 th August, 2016 - 02 nd September, 2016 (both dates inclusive) |

ii) Financial Calendar

For the Year Ended March 31st, 2016, results announced on:

| Events | Time frame |
|------------------------------------------------------------------------------------|-------------------------------------|
| Financial Reporting for the first quarter ended 30 th June, 2015 | 11 th August, 2015 |
| Financial Reporting for the second quarter ending 30 th September, 2015 | 05 th November, 2015 |
| Financial Reporting for the third quarter ending 31 st December, 2015 | 11 th February, 2015 |
| Financial Reporting for the fourth quarter ending 31 st March, 2016 | 27 th May, 2016(Audited) |

For the Year Ended March 31st, 2017

| Events | Tentative time frame |
|------------------------------------------------------------------------------------|--------------------------------------------------|
| Financial Reporting for the first quarter ended 30 th June, 2016 | On or before 14 th August, 2016 |
| Financial Reporting for the second quarter ending 30 th September, 2016 | On or before 14 th November, 2016 |
| Financial Reporting for the third quarter ending 31 st December, 2016 | On or before 14 th February, 2016 |
| Financial Reporting for the fourth quarter ending 31 st March, 2017 | On or before 30 th May, 2017(Audited) |

iii) Dividend Payment Date

An interim was declared on March 8, 2016, by the Board of Directors of the Company. The Record Date for ascertaining the names of the shareholders who were eligible to receive the said dividend was March 18, 2016.

iv) Listing on Stock Exchange

The equity shares of the Company are listed on the following Stock Exchanges:

BSE Ltd (BSE)

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai - 400 001

Tel No.: 022-22721234, 22721233

Fax No.: 022-22722082 / 22723132

E-Mail: corp.relations@bseindia.com

Website: www.bseindia.com

The company has paid the listing fees payable to BSE for 2016-17.

v) Stock Code: BSE: 523329

vi) **Market Price Data:** High/ low of market price of the Company's equity shares traded on BSE during the last financial year were as follows:

| Month | High | Low | Volume | Month | High | Low | Volume |
|--------------|--------|--------|--------|-------------|--------|--------|--------|
| April 15 | 259 | 188 | 16098 | October 15 | 295 | 239 | 7034 |
| May 15 | 360 | 210 | 63203 | November 15 | 259.20 | 217 | 3562 |
| June 15 | 315.50 | 226 | 21527 | December 15 | 305 | 215 | 85200 |
| July 15 | 285 | 233 | 15434 | January 16 | 282 | 210.10 | 34228 |
| August 15 | 283 | 211 | 20434 | February 16 | 267.90 | 195 | 4801 |
| September 15 | 275 | 219.10 | 3203 | March 16 | 281.80 | 213.50 | 16518 |

Source: www.bseindia.com

vii) Performance in comparison to broad base in indices such as BSE Sensex, Crisil index etc.

The shares of the Company are not considered by the Stock Exchange in their index fluctuations.

viii) Registrar and Transfer Agents

M/s Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. Securities lodged for transfer at the Registrar's address or at the Company's Registered Office, are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days.

Members are requested to correspond with the Company's Registrar and Transfer Agents M/s Skyline Financial Services Private Limited quoting their folio no. at the following address:

M/s Skyline Financial Services Private Limited
D-153/A, 1st Floor,
Okhla Industrial Area Phase -1,
New Delhi-110 020
Tel- 011-26292682-83
E-Mail: info@skylinerta.com
parveen@skylinerta.com

ix) Reconciliation of Share Capital

A qualified practicing Company Secretary carried out a Reconciliation of Share Capital to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

x) Shareholding Pattern

Shareholding Pattern of the Company as on 31st March, 2016 is given below:-

| Promoters Category | No. of Shares | % Promoters |
|----------------------------------------------|----------------|--------------|
| a) Individuals / Hindu Undivided Family | 1075490 | 54.69 |
| b) Bodies Corporate | 10000 | 0.51 |
| Total (A) | 1085490 | 55.20 |
| Public Shareholding (Non Institution) | | |
| a) Bodies Corporate | 188941 | 9.61 |
| b) Individuals/HUF | 689727 | 35.07 |
| c) NRI/OCB's | 2398 | 0.12 |
| d) Clearing Member/ House | 44 | 0.00 |
| Total (B) | 881110 | 100 |

xi) Distribution of Shareholding

Distribution of Shareholding of the Company as on 31st March, 2016 is as following:

| Range of Shares | Shareholders' Number | % to Total Numbers | No. of Shares held | | | | % to total Capital |
|--------------------|----------------------|--------------------|--------------------|----------------|---------------|----------------|--------------------|
| | | | Physical | NSDL | CDSL | Total | |
| Upto – 5,000 | 1854 | 90.79 | 96959 | 87678 | 45423 | 230060 | 11.70 |
| 5001 – 10,000 | 100 | 4.90 | 28939 | 39235 | 13460 | 81634 | 4.15 |
| 10001 – 20,000 | 32 | 1.57 | 3000 | 29203 | 18401 | 50604 | 2.57 |
| 20001 – 30,000 | 9 | 0.44 | 2100 | 12509 | 4600 | 19209 | 0.98 |
| 30001 – 40,000 | 3 | 0.15 | 0 | 13411 | 0 | 13411 | 0.68 |
| 40001 – 50,000 | 6 | 0.29 | 0 | 14057 | 14231 | 28288 | 1.44 |
| 50001 – 1,00,000 | 16 | 0.78 | 14500 | 73039 | 28897 | 116436 | 5.92 |
| 1,00,001 and above | 22 | 1.08 | 19000 | 1290737 | 117221 | 1426958 | 72.56 |
| Total | 2042 | 100.0 | 164498 | 1559869 | 242233 | 1966600 | 100.00 |

xii) Dematerialization of Shares

The shares of the Company are in dematerialized segment and are available for trading in depository system of both National Securities Depository Limited and Central Depository Services (India) Limited. As on 31st March 2016 about 91.63% (previous year 91.50%) of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

xiii) There are no outstanding GDRs/ ADRs/ Warrants or any Convertible other Instruments as on the date.

xiv) **Address for Correspondence:** The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at its Corporate Office:

IInd Floor, Eldeco Corporate Chamber- I,
Vibhuti Khand, Gomti Nagar, Lucknow-226 010
Phone: 0522-4039999 Fax No. 0522-4039900
E-mail: shareholdercomplaint@eldecohousing.co.in

CEO/CFO Certification

We, Pankaj Bajaj, Managing Director and Sushil Dutt Mishra, Chief Financial Officer, responsible for the finance function certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the years which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-

Sd/-

Date : 19.07.2016
Place: New Delhi

Pankaj Bajaj
Managing Director

Sushil Dutt Mishra
Chief Financial Officer

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
M/s Eldeco Housing & Industries Ltd

We have examined the compliance of conditions of Corporate Governance by Eldeco Housing & Industries Ltd, for the year ended on 31st March, 2016, as stipulated in Listing agreement and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing agreement and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We 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.

Date: 19.07.2016
Place: New Delhi

For Rishi Raj Tandon
Practising Company Secretary

Rishi Raj Tandon FCS
CP : 8701

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Eldeco Housing and Industries Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Eldeco Housing and Industries Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 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 Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2016, and its profit and its 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, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as 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 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR DOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)

Place: Lucknow
Dated: 27th May, 2016

(CA. UDIT BANSAL)
Partner
M. No. 401642

ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, no immovable properties are owned by the company.
2. (a) The inventories includes land, completed real estate projects, project in progress, and construction material the same has been physically verified at reasonable intervals by the management during the year.
- (b) In our opinion and according to the information and explanations given to us the procedures followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
3. According to information and explanation given to us the Company has not granted any secured or unsecured loans, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, paragraph 3(iii) of the order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public. Accordingly, paragraph 3 (v) of the order is not applicable to the Company.
6. According to the information and explanations given to us, the cost records have been maintained by the company pursuant to section 148 (1) of the Companies Act 2013 and are of the opinion that, prima facie, the prescribed cost records have been made and maintained, however, we have not made a detailed examination of such cost records.
7. (a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, excise, value added tax, cess and any other statutory dues applicable to it and there are no undisputed statutory dues outstanding as at 31 March, 2016 for a period exceeding six months from the date they became payable.
- (b) According to the information & explanations given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax or cess which have not been deposited on account of any dispute, except the following, along with the forum where dispute is pending:-

| Name of the Statute | Nature of the dues/Period to which it relates | Amount (in Rs) | Forum where dispute is pending |
|----------------------------|------------------------------------------------------|-----------------------|--------------------------------------------------------|
| Income Tax Act | Income Tax/ A.Y. 2009-10 | 2,15,355 | ITAT, Agra |
| Income Tax Act | Income Tax/ A.Y. 2013-14 | 5,43,003 | CIT (Appeal) - I, Kanpur |
| UP VAT Act | VAT/ F.Y. 2011-12 | 4,18,812 | Addl. Commissioner Grade II (Appeals), Range III, Agra |

| | | | |
|------------|----------------------------|-----------|--------------------------------------------------------------------|
| UP VAT Act | Entry Tax/ F.Y. 2011-12 | 2,24,921 | Addl. Commissioner Grade II (Appeals), Range III, Agra |
| UP VAT Act | VAT/ F.Y. 2012-13 | 20,29,366 | Addl. Commissioner Grade II (Appeals), Range III, Agra |

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institutions or banks. The Company has not issued any debentures. Further the Company has old outstanding of Rs. 46.07 lacs (shown in Note 8 of balance sheet) from City Co-operative Bank, Lucknow in overdraft account against FDR's of Rs. 106.29 lacs. The said bank has discontinued its operations, however the company has applied for repayment of fixed deposits after adjustment of the balance outstanding in the overdraft account. A writ petition is also pending in respect of the same in Hon'ble Allahabad High Court.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for

managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act. Further during the year company has made a provision of Rs. 50 lacs for payment of Director's Remuneration to the Managing Director which was approved in the Annual General Meeting held on 25th September, 2015 subject to the approval of the Central Government. The approval from Central Government is still awaited. (Refer Note no.40)

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered in to non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR DOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)

(CA. UDIT BANSAL)
Partner
M. No. 401642

Place: Lucknow
Dated: 27th May, 2016

ANNEXURE - B TO THE INDEPENDENT AUDITORS' 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 **Eldeco Housing and Industries Limited** ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the 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 31 March 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.

FORDOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)

Place: Lucknow
Dated: 27th May, 2016

(CA. UDIT BANSAL)
Partner
M. No. 401642

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in Rupees unless otherwise stated)

| PARTICULARS | NOTE | As At 31st March, 2016 | As At 31st March, 2015 |
|---------------------------------------------------------------------------------------------|------|---------------------------|---------------------------|
| I. EQUITY AND LIABILITIES : | | | |
| 1 SHAREHOLDERS' FUNDS: | | | |
| a. Share Capital | 2 | 19,666,000.00 | 19,666,000.00 |
| b. Reserves and Surplus | 3 | 755,842,453.52 | 726,231,189.42 |
| 2 NON CURRENT LIABILITIES | | | |
| a. Long Term Borrowings | 4 | - | 6,063,805.00 |
| b. Deffered Tax Liabilities(Net) | 5 | 4,659,963.00 | 2,904,559.00 |
| c. Other Long Term Liabilities | 6 | 21,494,733.21 | 15,538,968.39 |
| d. Long Term Provisions | 7 | 5,072,087.00 | 7,931,199.00 |
| 3 CURRENT LIABILITIES | | | |
| a. Short Term Borrowings | 8 | 528,241,230.72 | 34,143,484.36 |
| b. Trade Payables | 9 | | |
| (i) total outstanding dues of micro enterprises and small enterprises | | - | - |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | | 55,922,167.50 | 102,309,545.49 |
| c. Other Current Liabilities | 10 | 1,231,010,037.98 | 1,193,614,675.50 |
| d. Short Term Provisions | 11 | 1,367,219.00 | 6,214,017.00 |
| TOTAL | | 2,623,275,891.92 | 2,114,617,443.16 |
| II. ASSETS: | | | |
| 1 Non-Current Assets | | | |
| a. Fixed Assets | 12 | | |
| (i) Tangible Assets | | 30,344,506.04 | 34,133,242.79 |
| (ii) Intangible Assets | | 578,230.99 | 856,429.07 |
| b. Non Current Investments | 13 | 620,942,848.75 | 121,909,462.00 |
| c. Long Term Loans & Advances | 14 | 30,369,342.26 | 25,872,060.43 |
| d. Other Non-Current Assets | 15 | 903,096.00 | - |
| 2 Current Assets | | | |
| a. Inventories | 16 | 820,852,544.08 | 934,730,467.16 |
| b. Trade Receivables | 17 | 156,343,484.49 | 159,861,346.81 |
| c. Cash and Bank Balances | 18 | 99,627,922.99 | 125,734,158.74 |

| | | | |
|-----------------------------------------------------------------------|----|-------------------------|-------------------------|
| d. Short Term Loans & Advances | 19 | 538,229,726.33 | 663,874,541.29 |
| e. Other Current Assets | 20 | 325,084,189.98 | 47,645,734.88 |
| TOTAL | | 2,623,275,891.92 | 2,114,617,443.16 |
| Notes to Balance Sheet and Statement of Profit & Loss 1-43 | | | |

In terms of our report attached

For and on Behalf of the Board

**For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)**

**S. K. GARG
(Chairman & Executive Director)
DIN:00166035**

**PANKAJ BAJAJ
(Managing Director)
DIN:00024735**

**CA. UDIT BANSAL
(Partner)
M.NO.-401642**

**NAINA TANDON
(Company Secretary)
M.No.A37976**

**SUSHIL DUTT MISHRA
(Chief Financial Officer)**

**Place : Lucknow
Dated : 27.05.2016**

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in Rupees unless otherwise stated)

| PARTICULARS | NOTE | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|------------------------------------------------------------------------|------|--------------------------------|--------------------------------|
| I REVENUE | | | |
| 1 Revenue from Operations | 21 | 679,754,193.59 | 304,635,971.61 |
| 2 Other Income | 22 | 15,615,003.34 | 30,853,477.25 |
| Total Revenue | | 695,369,196.93 | 335,489,448.86 |
| II EXPENSES | | | |
| 1 Cost of Material Consumed, Construction & Other related Project Cost | 23 | 375,270,629.23 | 275,530,032.48 |
| 2 Changes in Inventories of Finished Stock & Project in Progress | 24 | 69,407,405.21 | (112,356,578.16) |
| 3 Employee Benefit Expenses | 25 | 41,938,030.00 | 40,883,134.00 |
| 4 Finance Cost | 26 | 49,018,360.30 | 22,884,465.16 |
| 5 Depreciation | | 4,496,645.61 | 5,112,395.73 |
| 6 Other Expenses | 27 | 71,731,853.48 | 55,098,110.88 |
| Total Expenses | | 611,862,923.83 | 287,151,560.09 |
| III PROFIT BEFORE TAX | | 83,506,273.10 | 48,337,888.77 |
| IV Tax Expense | | | |
| i. Current Tax | | 28,470,000.00 | 14,227,300.00 |
| ii. Deferred Tax | | 1,755,404.00 | 1,969,518.00 |
| V PROFIT AFTER TAX | | 53,280,869.10 | 32,141,070.77 |
| VI EARNINGS PER EQUITY SHARE | | | |
| (Nominal value of share Rs. 10/- each) | 28 | | |
| Basic & Diluted Earnings Per Share (in Rs) | | 27.09 | 16.34 |
| Notes to Balance Sheet and Statement of Profit & Loss | 1-43 | | |

In terms of our report attached

For and on Behalf of the Board

For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)

S. K. GARG
(Chairman & Executive Director)
DIN:00166035

PANKAJ BAJAJ
(Managing Director)
DIN:00024735

CA. UDIT BANSAL
(Partner)
M. NO. - 401642

NAINA TANDON
(Company Secretary)
M.No. A37976

SUSHIL DUTT MISHRA
(Chief Financial Officer)

Place : Lucknow
Dated : 27.05.2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2016

(Amount in Rupees unless otherwise stated)

| PARTICULARS | Year Ended March 31, 2016 | Year Ended March 31, 2015 |
|--------------------------------------------------------|------------------------------|------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before tax and extraordinary items | 83,506,273.10 | 48,337,888.77 |
| Adjustment for : | | |
| Profit on sale of Fixed Assets | (11,625.00) | - |
| Loss on sale of fixed asset | | 904,963.15 |
| Depreciation | 4,563,561.83 | 5,179,311.95 |
| Dividend received | (41,151.00) | (14,950.00) |
| Profit on Sale of Non Current Investment | (4,116,853.69) | - |
| Interest received | (5,151,719.06) | (8,090,310.07) |
| Interest paid | 49,018,360.30 | 22,884,465.16 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 127,766,846.48 | 69,201,368.96 |
| ADJUSTMENTS FOR WORKING CAPITAL CHANGES: | | |
| Inventories | 113,877,923.08 | (134,760,106.51) |
| Trade and other receivables | 3,517,862.32 | 41,908,474.13 |
| Other current & non current assets | (135,510,390.97) | (15,331,780.27) |
| Trade payables | (46,387,377.99) | (20,476,466.54) |
| Other current & non current liabilities | 42,134,542.30 | 179,992,635.73 |
| CASH GENERATED FROM OPERATING ACTIVITIES: | 105,399,405.20 | 120,534,125.50 |
| Direct Taxes Paid | (30,225,404.00) | (16,196,818.00) |
| NET CASH FROM OPERATING ACTIVITIES | 75,174,001.20 | 104,337,307.50 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Sale of Fixed Assets | 30,000.00 | 716,464.01 |
| Purchase of Fixed Assets | (515,002.00) | (630,000.00) |
| Purchase of Investments | (499,233,386.75) | (42,250,490.00) |
| Sale of Investment | 4,316,853.69 | - |
| Interest received | 5,151,719.06 | 10,110,713.07 |
| Dividend received | 41,151.00 | 14,950.00 |

| | | |
|-------------------------------------------------------------|-------------------------|------------------------|
| NET CASH USED IN INVESTING ACTIVITIES | (490,208,665.00) | (32,038,362.92) |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Proceeds from borrowings | 494,097,746.36 | 1,881,834.40 |
| Repayment of borrowings | (6,063,805.00) | (15,254,093.00) |
| Interest & Finance Charges paid | (49,018,360.30) | (22,884,465.16) |
| Dividend Paid | (3,933,200.00) | (3,933,200.00) |
| Tax on Dividend | (800,721.00) | (668,447.00) |
| Interim Dividend Paid | (19,666,000.00) | - |
| Tax on Interim Dividend | (4,003,605.00) | - |
| NET CASH USED IN FINANCING ACTIVITIES | 410,612,055.06 | (40,858,370.76) |
| NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS | (4,422,608.75) | 31,440,573.83 |
| CASH AND CASH EQUIVALENTS (OPENING BALANCE) | 76,533,075.41 | 45,092,501.58 |
| CASH AND CASH EQUIVALENTS (CLOSING BALANCE) | 72,110,466.66 | 76,533,075.41 |

Note: The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 on 'Cash Flow Statements'.

Previous year's figures have been restated, wherever necessary, to conform to this year's classification.

In terms of our report attached For and on Behalf of the Board

**For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)**

**S. K. GARG
(Chairman & Executive Director)
DIN:00166035**

**PANKAJ BAJAJ
(Managing Director)
DIN:00024735**

**CA. UDIT BANSAL
(Partner)
M.No. - 401642**

**NAINA TANDON
(Company Secretary)
M.No. A37976**

**SUSHIL DUTT MISHRA
(Chief Financial Officer)**

**Place : Lucknow
Dated : 27.05.2016**

NOTES TO THE FINANCIAL STATEMENTS FOR **THE YEAR ENDED MARCH 31, 2016**

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of Accounting

Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and to comply with Accounting Standards referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules 2014, to the extent applicable.

The Company follows the mercantile system of accounting and recognizes the income & expenditure on accrual basis.

All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle. Based on the nature of products and time between acquisition of assets/materials for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of one year for the purpose of classification of assets and liabilities as current and non-current.

ii. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

iii. Accounting Policies

a. Fixed Assets

Fixed Assets are stated at acquisition cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation incurred up to the date of commissioning of assets.

b. Depreciation

Depreciation on fixed assets is provided on straight line method based on the useful life of the asset as specified in Schedule II to the Companies Act, 2013. The management estimates the useful life of the assets as

prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are amortised over their estimated useful life. In respect of Computer Software as 5 years.

c. 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. 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.

d. Investments

Long-term investments are carried at cost less provision, if any, for diminution in value other than temporary. Current investments are carried individually, at lower of cost or fair value.

e. Inventories

Inventories are valued as under:

Building Materials, Stores and Consumables are valued at cost, where cost is determined on first in first out basis.

Land is valued at cost. Cost includes cost of acquisition and all related costs.

Project in Progress is valued at cost and consists of all direct expenditure incurred on projects under execution. Cost includes cost of land, materials, construction, services, borrowing costs and other directly attributable to the construction/development of the projects.

Completed real estate project for sale and trading stock are valued at lower of cost or net realizable value.

f. Revenue Recognition

A. Real Estate Projects

The Company follows the Percentage of Completion Method (POC) of Accounting. As per this method, the revenue in the Statement of Profit and Loss at the end of the accounting year is recognized in proportion to the actual cost incurred as against the total estimated cost of

projects under execution with the Company subject to actual cost being 30% or more of the total estimated cost.

The stage of completion under the POC method is measured on the basis of percentage that actual costs incurred on real estate projects including land, construction and development cost bears to the total estimated cost of the project. The estimates of the projected revenues, projected profits, projected costs, cost to completion and the foreseeable loss are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

Effective from 1st April 2012, in accordance with the "Guidance Note on Accounting for Real Estate Transactions (Revised) 2012" (referred to as "Guidance Note"), all projects commencing on or after the said date or projects where revenue is recognized for the first time on or after the said date, Revenue from real estate projects has been recognized on Percentage of Completion method provided the following conditions are met:

- (i) All critical approvals necessary for commencement of the project have been obtained.
- (ii) The expenditure incurred on construction and development is not less than 25% of the total estimated construction and development cost.
- (iii) At least 25% of the saleable project area is secured by way of contracts or agreements with buyers.
- (iv) At least 10% of the total revenue as per the agreement of sale or any other legally enforceable document are realized at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the respective contracts.

Unbilled revenue disclosed under other assets represents revenue recognized based on percentage of completion method over and above amount due as per payment plan agreed with the customers. Amount received from customers which exceeds the cost and recognized profits to date on projects in progress, is disclosed as advance received from customers under other current liabilities. Any billed amount against which revenue is recognized but amount not collected is disclosed under trade receivable.

Surrender of flats by buyers are valued at cost and accounted for as 'Cost of Construction'. When sold, proceeds are treated as 'Sales'.

Repair, maintenance and other costs incurred after the completion of the project are charged to the cost of construction in the year in which cost is incurred.

Interest due on delayed payments by customers are recognized when the recovery is reasonable certain.

Revenue from sale of completed real estate projects, land, development rights and sale/transfer of rights in agreements are recognised in the financial year in which agreements of such sales are executed and there is no uncertainty about ultimate collections.

B. Income from Construction Contracts

- a. Revenue from construction contracts is recognized on the "Percentage of Completion Method" of accounting.
- b. Income from Construction contracts is recognized by reference to the stage of completion of the contract activity as certified by the client.
- c. Revenue on account of contract variations, claims and incentives are recognized upon determination or settlement of the contract.

C. Revenue from Trading activities of completed projects is accounted for on accrual basis

g. Retirement Benefits

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the employee has rendered services.
- ii) Post employment benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable towards contributions. The present value is determined using market yields of government bonds, at the balance sheet date, as the discounting rate.
- iii) Other long term employee benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. Estimated liability on account of long term benefits is discounted to the present value using the market yield on government bonds as on the date of

balance sheet.

- iv) Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit & Loss.

h. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (including real estate projects) are capitalized as part of the cost of such asset/project. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

i. Accounting for taxes on income

The accounting treatment followed for taxes on income is to provide for current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from the difference between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as on Balance Sheet date. The Deferred Tax is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

j. Operating lease

Lease arrangements where the risk and rewards incident to ownership of an assets substantially vest with the lessor are recognized as operating lease. Lease rent under operating lease are charged to statement of profit and loss on a straight line basis over the lease term.

k. Earnings per share

The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

l. Provisions, Contingent Liabilities and Contingent Assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not; require an out flow of resources. Where there is a possible obligation of a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provision is made in account in respect of those contingencies which are likely to materialize in to liabilities after the year end till the adoption of accounts by Board of Directors and which have material effect on the position stated in the balance sheet.

m. Cash & Cash Equivalents

For the purpose of Cash Flow Statement cash and cash equivalents include cash in hand, demand deposit with the bank, other short term highly liquid investments within original maturities of 3 months or less.

(Amount in Rupees)

| 2-Share Capital | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------|-----------------------|----------------|-----------------------|----------------|
| | Number | Amount | Number | Amount |
| Authorised | | | | |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | 10,000,000 | 100,000,000.00 | 10,000,000 | 100,000,000.00 |
| Issued, Subscribed & Fully Paid up | | | | |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |
| Total Issued, Subscribed & Fully Paid up | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |

2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

| Particulars | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------|-----------------------|---------------|-----------------------|---------------|
| | Number | Amount | Number | Amount |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |
| Shares issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |

2.2 Terms/ Rights Attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. The Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.3 Details of Shareholders holding more than 5% shares in Equity Capital of the Company.#

| Name of Shareholder | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------|-----------------------|--------------|-----------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | | | | |
| 1. Pankaj Bajaj | 1,057,000 | 53.75 | 1,057,000 | 53.75 |

#The aforesaid disclosure is based upon percentages computed separately for class of shares outstanding as at the balance sheet date. As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares.

(Amount in Rupees)

| 3-Reserves & Surplus | As At 31st March 2016 | As At 31st March, 2015 |
|----------------------------------------------------------------------------------------------------------|--------------------------|---------------------------|
| a. Capital Reserve | | |
| As Per Last Balance Sheet | 133,600.00 | 133,600.00 |
| b. General Reserve | | |
| As Per Last Balance Sheet | 92,393,067.71 | 91,393,067.71 |
| Add: Transfer from surplus in the Statement of Profit & Loss | 20,000,000.00 | 1,000,000.00 |
| Closing Balance | 112,393,067.71 | 92,393,067.71 |
| c. Surplus in the Statement of Profit & Loss | | |
| As Per Last Balance Sheet | 633,704,521.71 | 607,840,515.73 |
| Add: Profit for the Year | 53,280,869.10 | 32,141,070.77 |
| Less: Appropriations: | | |
| Adjustment in opening balance on adoption of Schedule II of the Companies Act 2013 (Net of Deferred Tax) | - | 543,143.79 |
| Transfer to General Reserve | 20,000,000.00 | 1,000,000.00 |
| Interim Dividend Paid | 19,666,000.00 | - |
| [Rs. 10 per share(Previous Year NIL)] | | |
| Tax on Interim Dividend | 4,003,605.00 | - |
| Proposed Dividend on Equity Shares | - | 3,933,200.00 |
| [NIL(Previous Year Rs.2 per share)] | | |
| Tax on Dividend | - | 800,721.00 |
| Closing Balance | 643,315,785.81 | 633,704,521.71 |
| Total | 755,842,453.52 | 726,231,189.42 |

(Amount in Rupees)

| 4-Long Term Borrowings | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
| | Non Current | Current Maturities | Non Current | Current Maturities |
| Secured Loans | | | | |
| Term Loan From Bank | - | 5,972,013.00 | 6,063,805.00 | 16,515,535.00 |
| Less: Amount disclosed under the head 'Other Current Liabilities (Refer Note no.10) | | 5,972,013.00 | | 16,515,535.00 |
| Total | - | - | 6,063,805.00 | - |

Term Loan From Bank

| Particulars | Up To 1 Year | Total |
|------------------------------------------|--------------|--------------|
| Term Loan (ROI 16%)/ Installment monthly | 5,972,013.00 | 5,972,013.00 |

Nature of Security of Term Loan :

Term Loan from bank are secured by Equitable Mortgage of Commercial Property of Plot No TC/G-10/10 Group Housing Scheme, Vibhuti Khand, Gomti Nagar, Lucknow.

(Amount in Rupees)

| 5-Deferred Tax Liability (Net) | Deffered tax Liability/(Asset) As At 31st March, 2015 | Current year charge/(Credit) | Deffered tax Liability/(Asset) As At 31st March, 2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------|--------------------------------------------------------------|
| Difference in depreciation for accounting and income tax purpose (Including deffered tax asset of Nil (Previous Year Rs. 268281.00 recognised on account of initial adoption of Schedule II of The Companies Act, 2013) | 3,416,117.00 | (373,623.00) | 3,042,494.00 |
| Provision For Leave Encashment & Gratuity | (511,558.00) | 2,129,027.00 | 1,617,469.00 |
| Total | 2,904,559.00 | 1,755,404.00 | 4,659,963.00 |

(Amount in Rupees)

| 6-Other Long Term Liabilities | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------|------------------------------|------------------------------|
| Security Deposit Received | 21,494,733.21 | 15,538,968.39 |
| Total | 21,494,733.21 | 15,538,968.39 |

(Amount in Rupees)

| 7-Long Term Provisions | As At 31st March 2016 | As At 31st March 2015 |
|----------------------------------------|------------------------------|------------------------------|
| Provision For Employee benefits | | |
| Provision For Gratuity | 3,895,543.00 | 5,725,072.00 |
| Provision For Leave Encashment | 1,176,544.00 | 2,206,127.00 |
| Total | 5,072,087.00 | 7,931,199.00 |

(Amount in Rupees)

| 8-Short Term Borrowings | As At 31st March 2016 | As At 31st March 2015 |
|---------------------------------|------------------------------|------------------------------|
| Secured | | |
| (a) Working Capital Loan | | |
| From Banks* | 32,759,853.59 | 34,143,484.36 |
| (b) Short Term Loan | | |
| From Bank | 495,481,377.13 | - |
| Total | 528,241,230.72 | 34,143,484.36 |

Nature of Security of Working Capital & Short Term Loans :

- (i) Residential and Commercial Land with construction of site office and surrounded by boundary wall and gate at Faizullahganj, Mohibullapur Sitapur Road, near Janakipuram flyover, Lucknow bearing khasra no. 58,59,60, & 85 measuring 15141.54 sq. mts. Land having khasra no. 703,704 & 851 ka Haiwat Mau Mawajya, Pargana Bijnor, Ward Ibrahimpur, Raibareilly Road, Lucknow.
- (ii) Further Secured by personal guarantee of Shri S.K. Garg (Chairman) & Shri Pankaj Bajaj (Managing Director).
- (iii) Further Secured by First Charge on Block Assets of the Company.
- (iv) In overdraft account secured against lien on bank Fixed Deposits and personal guarantee of Directors.
- (v) Short Term Loan is availed for purchase of 67.58% of the shareholding of Eldeco City Private Limited from Xander Investment Holding Private Limited and Nalonrod Holdings Limited, thereby becomes wholly owned subsidiary of the company (Refer Note No. 13) and secured by:
 - a. Pledge of 100% Equity Shares of Eldeco City Private Limited
 - b. First Equitable Mortgage of "Eldeco Shaurya" project land, admeasuring 43.069 acres approximately, located at village Bijnor, Tehsil Mohan Lal Ganj, near Bhonwal Engineering College, Lucknow, with construction thereon, present and future.
 - c. Charge on the entire ale proceeds/receivables accruing from sold and unsold area of the entire "Eldeco Shaurya" project at the above-mentioned land.
 - d. Personal Guarantee of Mr. Pankaj Bajaj, Managing Director.
 - c. And/or any other security of higher or equivalent amount as may be acceptable to bank so as to maintain the said Loan-Asset-Cover at a minimum of 2.00 times the principal outstanding at all times.

*Includes overdraft facility of Rs 46.07 Lacs from City Cooperative Bank Limited, against fixed deposit of Rs 106.29 Lacs. The said Bank has discontinued its operations, however the company has applied for repayment of fixed deposit after adjustment of the balance outstanding in the overdraft account. A writ petition is also pending in respect of the same in Hon'ble Allahabad High Court.

(Amount in Rupees)

| 9-Trade Payables | As At 31st March 2016 | As At 31st March 2015 |
|----------------------------------------------------------------------|--------------------------|--------------------------|
| Total outstanding dues of micro and small enterprises | | |
| Due to Micro and Small Enterprises* | - | - |
| Outstanding dues of creditors other than micro and small enterprises | 55,922,167.50 | 102,309,545.49 |
| Total | 55,922,167.50 | 102,309,545.49 |

* The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available.

(Amount in Rupees)

| 10-Other Current Liabilities | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------|--------------------------|--------------------------|
| Current maturities of long-term debt (Refer Note No.4) | 5,972,013.00 | 16,515,535.00 |
| Interest accrued and due on borrowings | 5,414,814.09 | 809,310.00 |

| | | |
|---------------------------------------|-------------------------|-------------------------|
| Advance from Customers | 1,192,507,179.11 | 1,160,570,504.70 |
| Investor Education & Protection Fund* | | |
| (i) Unclaimed dividend | 3,914,653.00 | 1,981,347.00 |
| (ii) Unclaimed Matured Deposits | - | 169,530.00 |
| Book Overdraft | 6,626,893.29 | 406,157.82 |
| Security Deposits/Retention Money | 5,752,897.73 | 6,733,068.74 |
| Due to Directors | 167,510.26 | 167,510.26 |
| Other payables | | |
| (i) Employee Related Liabilities | 6,180,495.00 | 615,319.00 |
| (ii) Statutory Liabilities | 4,473,582.50 | 5,646,392.98 |
| Total | 1,231,010,037.98 | 1,193,614,675.50 |

* Appropriate amounts shall be transferred to Investor Education & Protection Fund if and when due.

(Amount in Rupees)

| 11-Short Term Provisions | As At 31st March 2016 | As At 31st March 2015 |
|---------------------------------|----------------------------------|----------------------------------|
| Others | | |
| Provision for Gratuity | 1,191,419.00 | 1,230,946.00 |
| Provision for Leave Encashment | 175,800.00 | 249,150.00 |
| Proposed Dividend | - | 3,933,200.00 |
| Tax on Proposed Dividend | - | 800,721.00 |
| Total | 1,367,219.00 | 6,214,017.00 |

| Amount in Rupees | | | | | | | | | | | |
|------------------------|--------------------|-------------|-----------------------|--------------------|--------------------|-------------------|----------------------------|--------------------|---------------------------|---------------------------|--|
| 12-Fixed Assets | | GROSS BLOCK | | | | | DEPRECIATION | | | NET BLOCK | |
| Particulars | AsAt 01.04.2015 | Additions | Sales/ Adjustments | AsAt 31.03.2016 | AsAt 01.04.2015 | For the Period | Deductions/ Adjustments | AsAt 31.03.2016 | W.D.V.As At 31.03.2016 | W.D.V.As At 31.03.2015 | |
| Tangible Assets | | | | | | | | | | | |
| 1 Office Premises | 24,902,451.72 | - | - | 24,902,451.72 | 3,404,533.77 | 378,645.32 | - | 3,783,179.09 | 21,119,272.63 | 21,497,917.95 | |
| 2 Office Equipment | 11,659,014.59 | 440,622.00 | 367,500.00 | 11,732,136.59 | 8,071,274.56 | 1,761,156.17 | 349,125.00 | 9,483,305.74 | 2,248,830.85 | 3,587,740.03 | |
| 3 Plant & Machinery | 872,016.99 | - | - | 872,016.99 | 295,856.15 | 66,916.22 | - | 362,772.37 | 509,244.62 | 576,160.84 | |
| 4 Furniture & Fixtures | 9,451,080.23 | 11,100.00 | - | 9,462,180.23 | 3,410,679.33 | 884,944.58 | - | 4,295,623.92 | 5,166,556.31 | 6,040,400.90 | |
| 5 Vehicles | 8,827,681.36 | - | - | 8,827,681.36 | 6,829,211.11 | 1,030,666.82 | - | 7,859,877.93 | 967,803.43 | 1,998,470.25 | |
| 6 Computers | 2,847,264.00 | 63,280.00 | - | 2,910,544.00 | 2,414,711.18 | 163,034.63 | - | 2,577,745.80 | 332,798.20 | 432,552.82 | |
| Sub-Total (A) | 58,559,508.89 | 515,002.00 | 367,500.00 | 58,707,010.89 | 24,426,266.10 | 4,285,363.74 | 349,125.00 | 28,362,504.85 | 30,344,506.04 | 34,133,242.79 | |
| Previous Year Figures | 82,406,654.16 | 630,000.00 | 24,477,145.27 | 58,559,508.89 | 41,579,645.94 | 4,899,041.34 | 23,659,015.03 | 24,426,266.10 | 34,133,242.79 | 40,827,008.22 | |
| Intangible Assets | | | | | | | | | | | |
| 1 Computer Software | 2,199,352.00 | - | - | 2,199,352.00 | 1,342,922.93 | 278,198.08 | - | 1,621,121.02 | 578,230.98 | 856,429.07 | |
| Sub-Total(B) | 2,199,352.00 | - | - | 2,199,352.00 | 1,342,922.93 | 278,198.08 | - | 1,621,121.02 | 578,230.99 | 856,429.07 | |
| Previous Year Figures | 2,199,352.00 | - | - | 2,199,352.00 | 1,054,524.46 | 280,270.61 | 8,127.86 | 1,342,922.93 | 856,429.07 | 1,144,827.54 | |
| Total(A+B) | 60,758,860.89 | 515,002.00 | 367,500.00 | 60,906,362.89 | 25,769,189.04 | 4,563,561.83 | 349,125.00 | 29,983,625.87 | 30,922,737.03 | 34,989,671.85 | |
| Previous Year Figures | 84,606,006.16 | 630,000.00 | 24,477,145.27 | 60,758,860.89 | 42,634,170.40 | 5,179,311.95 | 23,667,142.89 | 25,769,189.04 | 34,989,671.85 | 41,971,835.76 | |

(Amount in Rupees)

| 13-Non Current Investments | As At 31st March 2016 | As At 31st March 2015 |
|-------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Trade, Unquoted, at Cost | | |
| (a) Investment in Equity instruments | | |
| In Subsidiary Companies | | |
| 400000 (400000) Equity Shares of Rs.10/- each fully paid up in Halwasiya Agro Industries Ltd. | 7,525,002.00 | 7,525,002.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Aadesh Constructions Private Limited | 100,000.00 | 100,000.00 |
| NIL (10000) Equity Shares of Rs. 10/- each fully paid up in Bliss Constructions Private Limited* | - | 100,000.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Carnation Realtors Private Limited | 100,000.00 | 99,900.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Deepjyoti Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Facility Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Fixity Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Garv Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Iris Realtors Private Limited | 100,000.00 | 99,900.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Khwahish Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Mahal Constructions Private Limited | 100,000.00 | 100,000.00 |
| NIL (10000) Equity Shares of Rs 10/- each fully paid up in Milaap Constructions Private Limited** | - | 100,000.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Neo Realtors Private Limited | 100,000.00 | 99,900.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Neptune Infracon Private Limited | 100,000.00 | 99,900.00 |

| | | |
|-------------------------------------------------------------------------------------------------------|----------------|---------------|
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Numerous Constructions Private Limited | 100,000.00 | 99,900.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Prepetual Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Primacy Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Prasiddhi Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Samarpit Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Suniyojit Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs. 10/- each fully paid up in Sushobhit Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Shivaye Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (10000) Equity Shares of Rs 10/- each fully paid up in Swarg Constructions Private Limited | 100,000.00 | 100,000.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Swarnim Nirman Private Limited | 100,000.00 | 99,900.00 |
| 10000 (9990) Equity Shares of Rs 10/- each fully paid up in Villa Constructions Private Limited | 100,000.00 | 99,900.00 |
| 50000 (50000) Equity Shares of Rs. 10/- each fully paid up in MAK Sales Private Limited | 46,800,000.00 | 46,800,000.00 |
| 9695972 (NIL) Equity Shares of Rs. 10/- each fully paid up in Eldeco City Private Limited.*** | 562,195,424.75 | - |
| In Joint Venture Company | | |
| NIL(3143641) Equity Shares of Rs. 10/- each fully paid up in Eldeco City Private Limited**** | - | 62,963,740.00 |
| In Associate Companies | | |
| 1600 (1600) Equity Shares of Rs. 100/- each fully paid up in Omni Farms Private Limited | 1,759,360.00 | 1,759,360.00 |

| | | |
|--------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Other Investments | | |
| Investment in Equity Instruments- Quoted | | |
| In Other Companies | | |
| 11500 (11500) Equity Shares of Rs.10/-each fully paid up in Union Bank of India Limited | 184,000.00 | 184,000.00 |
| 2494 (2494) Equity Shares of Rs.10/- each fully paid up in Punjab National Bank Limited | 111,060.00 | 111,060.00 |
| Investment in Equity Instruments- Unquoted | | |
| 5000 (5000) Equity Shares of Rs.10/- each fully paid up in Indian Mercantile Co-operative Bank Limited | 125,000.00 | 125,000.00 |
| 420 (420) Equity Shares of Rs 100/- each fully paid up in Lucknow Cement Crafts Private Limited | 42,000.00 | 42,000.00 |
| 1 (NIL) Equity Shares of Rs 100/- each fully paid up in Surya Season Foods Private Limited | 1,002.00 | - |
| Total | 620,942,848.75 | 121,909,462.00 |

Figures in bracket represent those of previous year

* Ceased to be wholly owned subsidiary company w.e.f. 11th February, 2016

** Ceased to be wholly owned subsidiary company w.e.f. 28th February, 2016

*** Become wholly owned subsidiary company w.e.f. 11th January, 2016

**** Ceased to be Joint Venture Company w.e.f. 11th January, 2016

| | | |
|----------------------------------------|----------------|----------------|
| Aggregate cost of unquoted investments | 620,647,788.75 | 121,614,402.00 |
| Aggregate cost of quoted investments | 295,060.00 | 295,060.00 |
| Market value of quoted investments | 1,569,260.10 | 2,162,183.60 |

(Amount in Rupees)

| | | |
|------------------------------------------------------------|----------------------------------|----------------------------------|
| 14-Long Term Loans & Advances | As At 31st March 2016 | As At 31st March 2015 |
| (Unsecured considered good unless otherwise stated) | | |
| Security Deposit Paid | 9,852,976.50 | 6,108,718.50 |
| Direct Taxes Refundable (Net of Provisions) | 20,516,365.76 | 19,763,341.93 |
| Total | 30,369,342.26 | 25,872,060.43 |

(Amount in Rupees)

| | | |
|--------------------------------------------------------------------|----------------------------------|----------------------------------|
| 15-Other Non Current Assets | As At 31st March 2016 | As At 31st March 2015 |
| Deposit more than twelve months | 886,839.00 | - |
| Interest accrued and due on Bank FDR's having original maturity of | | |

| | | |
|-------------------------|-------------------|----------|
| more than twelve months | 16,257.00 | - |
| Total | 903,096.00 | - |

(Amount in Rupees)

| 16-Inventories | As At 31st March 2016 | As At 31st March 2015 |
|-----------------------------------|----------------------------------|----------------------------------|
| Land (including development cost) | 203,483,373.64 | 248,806,880.65 |
| Building Material & consumables | 17,033,728.37 | 16,180,739.22 |
| Unsold Plots, Shops, Flats etc., | 141,090,728.17 | 198,818,375.16 |
| Project in Progress | 459,244,713.90 | 470,924,472.13 |
| Total | 820,852,544.08 | 934,730,467.16 |

(Amount in Rupees)

| 17-Trade Receivables | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| (Unsecured considered good unless otherwise stated) | | |
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment | 37,234,251.46 | 87,394,910.00 |
| Other Trade Receivables | 119,109,233.03 | 72,466,436.81 |
| Total | 156,343,484.49 | 159,861,346.81 |

(Amount in Rupees)

| 18-Cash And Bank Balances | As At 31st March 2016 | As At 31st March 2015 |
|-----------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Cash & Cash Equivalents | | |
| Balances with Banks: | | |
| -In Current Account | 20,683,582.79 | 28,304,932.99 |
| Cash on Hand | 6,436,424.30 | 6,959,465.30 |
| Cheques in hand | 3,141,397.00 | 4,949,783.00 |
| Deposit with original maturity of less than three months | 41,824,342.57 | 35,922,394.12 |
| Stamps in Hand | 24,720.00 | 396,500.00 |
| | 72,110,466.66 | 76,533,075.41 |
| OTHER BANK BALANCES | | |
| Unclaimed/Unpaid Dividend Account | 3,917,790.33 | 1,984,484.33 |
| Deposit held as margin money/earnest money* | 23,599,666.00 | 42,288,490.00 |
| Deposit with original maturity of more than three months but less than equal to twelve months | - | 4,928,109.00 |
| Total | 99,627,922.99 | 125,734,158.74 |

*Includes deposits of Rs 106.29 Lacs from City Cooperative Bank Limited, against overdraft facility of Rs 46.07 Lacs. The said Bank has discontinued its operations, however the company has applied for repayment of fixed deposit after adjustment of the balance outstanding in the overdraft account. A writ petition is also pending in respect of the same in Allahabad High Court.

(Amount in Rupees)

| 19-Short-term loans and advances | As At 31st March 2016 | As At 31st March 2015 |
|-------------------------------------------------------------|--------------------------|--------------------------|
| (Unsecured, considered good unless otherwise stated) | | |
| Loans and advances to | | |
| Subsidiary Companies | 265,425,012.27 | 337,771,935.00 |
| Other related parties | 35,740,810.04 | 49,884,090.94 |
| | 301,165,822.31 | 387,656,025.94 |
| Advance against goods, services & others | | |
| Advances for projects | 197,382,463.98 | 226,936,097.27 |
| Other Advances | 20,848,605.30 | 35,359,565.80 |
| Other Deposits | 208,992.00 | 208,992.00 |
| | 218,440,061.28 | 262,504,655.07 |
| Balance with Government/statutory authorities | 18,318,304.34 | 13,404,815.78 |
| Prepaid Expenses | 305,538.40 | 309,044.50 |
| Total | 538,229,726.33 | 663,874,541.29 |

19.1 Loans and Advances includes payment to parties (including associates) for acquiring land for development of real estate projects, either on collaboration basis or self- development basis, for bulk booking, and for purchase of commercial space.

19.2 Particulars in respect of loans and advances to subsidiary companies:

| S. No. | Name of Company | Balance as at 31st | | Maximum outstanding during | |
|-----------|-----------------------------------------|--------------------|---------------|----------------------------|---------------|
| | | March, 2016 | March, 2015 | March, 2016 | March, 2015 |
| 1 | Aadesh Constructions Private Limited | 45,588,010.00 | 45,588,010.00 | 45,588,010.00 | 45,588,010.00 |
| 2 | Bliss Constructions Private Limited | - | 26,762,190.00 | - | 26,762,190.00 |
| 3 | Garv Constructions Private Limited | 153,000.00 | 128,000.00 | 153,000.00 | 128,000.00 |
| 4 | Mahal Constructions Private Limited | 31,345,261.00 | 44,391,001.00 | 31,345,261.00 | 44,391,001.00 |
| 5 | Milaap Constructions Private Limited | - | 38,529,741.00 | - | 38,529,741.00 |
| 6 | Neo Realtors Private Limited | 19,900,000.00 | 19,900,000.00 | 19,900,000.00 | 19,900,000.00 |
| 7 | Prasiddhi Constructions Private Limited | 27,495,000.00 | 20,095,000.00 | 27,495,000.00 | 20,095,000.00 |
| 8 | Samarpit Constructions Private Limited | 73,208,220.00 | 73,183,220.00 | 73,208,220.00 | 73,153,220.00 |
| 9 | Suniyojit Constructions Private Limited | 43,630,773.00 | 43,600,773.00 | 43,630,773.00 | 43,600,773.00 |
| 10 | Swarg Constructions Private Limited | 15,345,000.00 | 25,384,000.00 | 25,384,000.00 | 62,134,000.00 |
| 11 | Deepjyoti Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 12 | Facility Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 13 | Fixity Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 14 | Prepetual Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 15 | Khawish Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 16 | Primacy Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 17 | Sushobhit Constructions Private Limited | 55,000.00 | 30,000.00 | 55,000.00 | 30,000.00 |
| 18 | Carnation Realtors Private Limited | 25,000.00 | - | 25,000.00 | - |

| | | | | | |
|----|----------------------------------------|--------------|--------------|--------------|---------------|
| 19 | Iris Realtors Private Limited | 25,000.00 | - | 25,000.00 | - |
| 20 | Neptune Infracon Private Limited | 25,000.00 | - | 25,000.00 | - |
| 21 | Numerous Constructions Private Limited | 25,000.00 | - | 25,000.00 | - |
| 22 | Shivaye Constructions Private Limited | 25,000.00 | - | 25,000.00 | - |
| 23 | Swarnim Nirman Private Limited | 25,000.00 | - | 25,000.00 | - |
| 24 | Villa Constructions Private Limited | 25,000.00 | - | 25,000.00 | - |
| 25 | MAK Sales Private Limited | 8,199,748.27 | 8,673,268.27 | 8,673,268.27 | 16,450,000.00 |

(Amount in Rupees)

| 20-Other current assets | As At 31st March 2016 | As At 31st March 2015 |
|-------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Interest accrued and due on Bank FDR's having original maturity of less than equal to 12 months | 2,109,632.03 | 2,744,353.98 |
| Unbilled Receivables | 322,974,557.95 | 44,901,380.90 |
| Total | 325,084,189.98 | 47,645,734.88 |

(Amount in Rupees)

| 21-Revenue From Operations | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|----------------------------------|-------------------------------|-------------------------------|
| Income from Real Estate Projects | 643,590,707.96 | 264,561,177.61 |
| Other Operating Income | 36,163,485.63 | 40,074,794.00 |
| Total | 679,754,193.59 | 304,635,971.61 |

(Amount in Rupees)

| 22-Other Income | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------------------|-------------------------------|-------------------------------|
| Interest Income on bank FDR's | 5,151,719.06 | 8,090,310.07 |
| Rent Received (Net) | 4,375,554.00 | 5,284,508.20 |
| Misc. Receipts | 1,132,228.00 | 4,242,732.70 |
| Profit on Sale of Fixed Asset | 11,625.00 | - |
| Profit on Sale of Non Current Investment | 4,116,853.69 | - |
| Dividend from other long term investments | 41,151.00 | 14,950.00 |
| Liabilities no longer required written back | 785,872.59 | 13,220,976.28 |
| Total | 15,615,003.34 | 30,853,477.25 |

(Amount in Rupees)

| 23-Cost of Material Consumed and other related Project cost | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|----------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Inventories at the beginning of the year | | |
| Building Material and consumables | 16,180,739.22 | 24,961,069.03 |
| Land | 248,806,880.65 | 217,623,022.49 |
| | 264,987,619.87 | 242,584,091.52 |
| Add: Cost incurred during the year | | |
| Land Development and other rights | 46,079,935.00 | 38,554,608.16 |
| Building Material Purchases | 72,861,739.25 | 74,811,593.00 |
| Expenses through Contractors | 137,124,069.32 | 147,684,109.82 |
| Architects' Fees | 5,583,064.00 | 980,000.00 |
| Water & Electricity | 3,410,712.00 | 874,346.50 |
| Plan Approval & External Devp.Fees | 28,298,409.19 | 10,007,757.00 |
| Other project expenses | 27,777,424.00 | 15,942,165.50 |
| Depreciation | 66,916.22 | 66,916.22 |
| Cost of Finished Goods | 4,692,400.35 | - |
| Maintenance of completed projects | 4,905,442.04 | 9,012,064.63 |
| | 330,800,111.37 | 297,933,560.83 |
| Less: Inventories at the end of the year | | |
| Building Material and consumables | 17,033,728.37 | 16,180,739.22 |
| Land | 203,483,373.64 | 248,806,880.65 |
| | 220,517,102.01 | 264,987,619.87 |
| Cost of Material Consumed, construction & other related project cost | 375,270,629.23 | 275,530,032.48 |

(Amount in Rupees)

| 24-Change in Inventories in Finished Goods and Project in Progress | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Inventories at the beginning of the year | | |
| Completed real estate projects | 198,818,375.16 | 232,697,825.61 |
| Project in Progress | 470,924,472.13 | 324,688,443.52 |
| | 669,742,847.29 | 557,386,269.13 |
| Inventories at the end of the year | | |
| Completed real estate projects | 141,090,728.17 | 198,818,375.16 |
| Project in Progress | 459,244,713.90 | 470,924,472.13 |
| | 600,335,442.07 | 669,742,847.29 |
| Change in Inventories of finished stock and project in progress | 69,407,405.21 | (112,356,578.16) |

(Amount in Rupees)

| 25-Employee Benefit Expenses | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|
| Salaries, Wages, Allowances and Bonus | 28,392,534.00 | 31,446,909.00 |
| Company's Contribution to Provident and Other funds. | 3,785,113.00 | 4,359,559.00 |
| Directors Remuneration (Refer Note No.40) | 8,600,000.00 | 3,600,000.00 |
| Staff Welfare Expenses | 1,160,383.00 | 1,476,666.00 |
| Total | 41,938,030.00 | 40,883,134.00 |

(Amount in Rupees)

| 26-Finance Cost | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|-----------------------------|---------------------------------------|---------------------------------------|
| Interest on Secured Loans | 21,790,930.69 | 4,237,338.00 |
| Other Interest | 23,872,338.00 | 17,856,533.33 |
| Bank Charges and Commission | 3,355,091.61 | 790,593.83 |
| Total | 49,018,360.30 | 22,884,465.16 |

(Amount in Rupees)

| 27-Other Expenses | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|-------------------------------|---------------------------------------|---------------------------------------|
| Establishment Expenses | | |
| Rent | 5,670,900.00 | 6,102,114.00 |
| Rates and Taxes | - | 260,215.00 |
| Insurance | 304,183.60 | 84,386.00 |
| Auditors Remuneration | 375,000.00 | 375,000.00 |
| Directors Sitting Fees | 117,000.00 | 39,000.00 |
| Postage, Courier & Telephone | 888,918.15 | 848,646.00 |
| Travelling & Conveyance | 1,665,633.43 | 2,675,114.00 |
| Legal & Professional Charges | 7,983,720.00 | 8,155,131.00 |
| Printing & Stationery | 433,243.00 | 429,249.00 |
| Repair & Maintenance Building | 4,883,617.00 | 5,092,178.00 |
| Repair & Maintenance Others | 2,368,514.60 | 2,923,799.16 |
| Water and Electricity | 2,483,681.00 | 2,466,782.84 |
| Donations | 2,855,100.00 | 119,000.00 |
| Loss on Sale of Fixed Asset | - | 904,963.15 |
| Miscellaneous Expenses | 4,323,215.74 | 784,113.37 |
| Branding Fee | 10,162,935.96 | 5,291,224.00 |
| Sub-Total | 44,515,662.48 | 36,550,915.52 |
| Selling Expenses | | |
| Advertisement & Publicity | 4,721,999.00 | 5,784,165.36 |
| Business Promotion & Discount | 376,725.00 | 1,096,497.00 |

| | | |
|------------------------|----------------------|----------------------|
| Commission & Brokerage | 22,117,467.00 | 11,666,533.00 |
| Sub-Total | 27,216,191.00 | 18,547,195.36 |
| Total | 71,731,853.48 | 55,098,110.88 |

(Amount in Rupees)

| 28-Earnings Per Share | As At 31st March,2016 | As At 31st March, 2015 |
|-------------------------------------------|----------------------------------|-----------------------------------|
| Profit/(Loss) after tax | 53,280,869.10 | 32,141,070.77 |
| Equity Shares outstanding at the year end | 1,966,600 | 1,966,600 |
| Nominal Value Per Share (Rs) | 10.00 | 10.00 |
| Basic Earnings Per Share | 27.09 | 16.34 |
| Diluted Earnings Per Share | 27.09 | 16.34 |

(Amount in Rupees)

| 29-Auditors Remuneration | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------|---------------------------------------|---------------------------------------|
| Audit Fees | 300,000.00 | 300,000.00 |
| Tax Audit Fees | 25,000.00 | 25,000.00 |
| Certifications Fee | 50,000.00 | 50,000.00 |
| Total | 375,000.00 | 375,000.00 |

(Amount in Rupees)

| 30-Contingent Liability | As At 31st March,2016 | As At 31st March, 2015 |
|---------------------------------------------------------------|----------------------------------|-----------------------------------|
| (a) Claims against the company not acknowledge as debt | | |
| 1 Sales Tax & VAT | 5,185,335.00 | - |
| 2 Income Tax | 2,335,398.00 | 2,335,398.00 |
| (b) Guarantees | | |
| 1 Earnest Money | 820,271.00 | 15,196,991.00 |
| 2 Bank Guarantee | 12,500,000.00 | 12,360,250.00 |

31. Determination of revenues in respect of real estate projects under the 'Percentage of Completion method' necessarily involves making estimates by management for projected revenues, projected profits, and costs to completion and foreseeable loss. These estimates being of a technical nature have been relied upon by auditors.
32. Inventories, loans & advances, trade receivables and other current/non current assets are in the opinion of the management do not have a value on realization in the ordinary course of the business, less than the amount at which they are stated in the Balance Sheet.
33. Balance in trade receivables, trade payables, current / non current advances given / received are subject to reconciliation and confirmation from respective Parties. The balance of said trade receivables, trade payables, current / non current advances given / received are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation can not presently be determined; therefore no provision for any liability that may result of such reconciliation and confirmation has been made in the financial statement.
34. The Company has an investment of Rs.42,000.00 (31.03.2015 Rs.42,000.00) in Lucknow Cement Crafts Private Limited (LCC). There are accumulated losses in LCC. The management of the Company is of the opinion that investment in LCC is long term strategic investment therefore; provision for diminution in value of investment is not made.

35. Segment Reporting

Based on similarity of activities/products, risk and reward structure, organization structure and internal reporting system, the company has structured its operation in to the following segments:

- (i) Real Estate: Promotion, construction, development and sale of townships, residential, commercial property, developed plots etc.
- (ii) Construction: Construction of property on behalf of others/clients.

During the year and immediately preceding year company has undertaken only one activity/segment of real estate and no construction contract is undertaken by the company. Further operations of the Company do not qualify, for reporting as geographic segments, under the criteria set out under Accounting Standard 17 on 'Segment reporting'.

36. During the year Company has filed a Scheme of Amalgamation between wholly owned subsidiary companies namely Halwasiya Agro Industries Limited and MAK Sales Private Limited (Transferor Company) with Eldeco Housing and Industries Limited (Transferee Company) under section 391 & 394 of the Companies Act, 1956. The appointed date of the amalgamation being 01.04.2015 and same is pending for final approval from Hon'ble Lucknow High Court.

37. Interest in Joint Venture

The Company was entered in to a 67.58:32.42 (being company share is 32.42%) Joint Venture in Eldeco City Private Limited (incorporated in India) with M/s Xander Investment Holding IV Limited (Mauritius) for development of the Real Estate Project in India. For the purposes of Company's share in assets, liabilities, income & expenses, proportionate consolidation method has been adopted. The Company's interest in the Joint Venture is reported as Non Current Investments (Note no. 13) of the Balance Sheet and stated at cost.

The Company's share of each of the assets, liabilities, income & expenses (each after elimination of, the effect of transactions between the Company and the Joint Venture) related to its interests in this joint venture based on un-audited results are given here under:

(Amount in Rupees)

| Particulars | As At March 31, 2016# | As At March 31, 2015 |
|---------------------------|--------------------------|-------------------------|
| Reserve & Surplus | Nil | 183011542 |
| Deferred Tax Liability | Nil | 151945 |
| Trade Payables | Nil | 24271697 |
| Other Current Liabilities | Nil | 358121249 |

| | | |
|----------------------------------------|-----|-----------|
| Fixed Assets (including CWIP) | Nil | 724134 |
| Current Investments | Nil | 16327035 |
| Inventories | Nil | 205983441 |
| Cash & Bank Balances | Nil | 210599716 |
| Short Term Loans & Advances | Nil | 67510489 |
| Other Current Assets | Nil | 66599049 |
| Revenue from Operations & Other Income | Nil | 272309701 |
| Cost of Project | Nil | 214969917 |
| Employee Benefit Expenses | Nil | 1769726 |
| Finance Cost | Nil | 9064 |
| Depreciation | Nil | 194876 |
| Other Expenses | Nil | 5286051 |
| Profit Before Tax | Nil | 50080068 |
| Tax Expense | Nil | 17182929 |
| Profit After Tax | Nil | 32897139 |

During the year Company has purchased 67.58% shareholding of Eldeco City Private Limited (ECPL) from M/s Xander Investment Holding IV Limited (Mauritius) and Nalonrod Holdings Limited for a total consideration of Rs. 49.80 crores by which ECPL has become a wholly owned subsidiary of the Company w.e.f. 11.01.2016. The same is duly disclosed at cost as Non Current Investments (Note no. 13) in the Balance Sheet.

38. Employee Benefit

The details of the Company's post-retirement benefit plans for gratuity for its employees are given below which is certified by the actuary and relied upon by auditors:

A. Gratuity

i) Movement in the liability recognized in Balance Sheet is as under:

| Description | Amount in Rupees | Amount in Rupees |
|----------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Present value of obligation at the beginning of the year | 9,012,125.00 | 9,725,462.00 |
| Current service cost | 497,657.00 | 725,296.00 |
| Interest cost | 720,970.00 | 778,037.00 |
| Benefit paid | (3,089,175.00) | (2,335,098.00) |
| Actuarial (gain)/loss on obligation | 173,177.00 | 118,428.00 |
| Present value of obligation as at the end of year | 7,314,754.00 | 9,012,125.00 |

ii) Net assets / liability recognized in Balance Sheet as at 31st March, 2016

| Description | Amount in Rupees | Amount in Rupees |
|-------------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Present value of obligation as at 31st March, 2016 | 7,314,754.00 | 9,012,125.00 |
| Fair value of plan assets as at 31st March, 2016 | 2,227,792.00 | 2,056,107.00 |
| (Assets)/Liabilities recognized in the Balance Sheet | 5,086,962.00 | 6,956,018.00 |

iii) Amount recognized in Statement of Profit & Loss is as under:

| Description | Amount in Rupees | Amount in Rupees |
|----------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Current service cost | 497,567.00 | 725,296.00 |
| Interest cost | 720,970.00 | 778,037.00 |
| Expected return on planned assets | (171,356.00) | (169,770.00) |
| Net actuarial (gain)/loss recognized during the year | 172,848.00 | 118,428.00 |
| Additional Interest Provided by LIC | - | - |
| Expenses to be recognized in the statement of P/L | 1,220,029.00 | 1,451,991.00 |

iv) Changes in fair value of plan assets

| Description | Amount in Rupees | Amount in Rupees |
|-----------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Fair value of plan assets at the beginning of the period | 2,056,107.00 | 1,886,337.00 |
| Additional Interest Provided by LIC | - | - |
| Expected return on plan assets | 171,356.00 | 169,770.00 |
| Contribution | - | - |
| Benefit Paid | - | - |
| Actuarial Gain/Loss | 329.00 | - |
| Fair value of plan assets at the end of the period | 2,227,792.00 | 2,056,107.00 |

For determination of gratuity liability of the Company the following actuarial assumption were used.

| | | |
|-------------------------------------------|----------------------------------------|----------------------------------------|
| Discount rate | 8.00% | 8.00% |
| Future salary increase | 5.00% | 5.00% |
| Expected rate of return on planned assets | 8.00% | 9.00% |
| Method used | Projected unit credit actuarial method | Projected unit credit actuarial method |

B. Leave Encashment

Provision for leave encashment in respect of unavailed leaves standing to the credit of employees is made on accrual basis.

The Company does not maintain any fund to pay for leave encashment.

I) Movement in the liability recognized in Balance Sheet is as under:

| Description | Amount in Rupees | Amount in Rupees |
|-----------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Present value of obligation at the beginning of the year | 1,818,336.00 | 1,972,868.00 |
| Interest cost | 145,467.00 | 157,829.00 |
| Current service cost | 134,249.00 | 262,972.00 |
| Actuarial (gain)/loss on obligation | 42,770.00 | (129,861.00) |
| Benefit Paid | (1,104,418.00) | (445,472.00) |
| Present value of obligation at the end of the year | 1,036,404.00 | 1,818,336.00 |

ii) Amount recognized in Statement of Profit & Loss is as under:-

| Description | Amount in Rupees | Amount in Rupees |
|------------------------------------------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Current service cost | 145,467.00 | 157,829.00 |
| Interest cost | 134,249.00 | 262,972.00 |
| Net actuarial (gain)/loss recognized during the year | 42,770.00 | (129,861.00) |
| Recognized in Profit & Loss account | 322,486.00 | 290,940.00 |

iii) Amount recognized in the Balance Sheet as at 31st March, 2016

| Description | Amount in Rupees | Amount in Rupees |
|-----------------------|---------------------|---------------------|
| | As At 31 March 2016 | As At 31 March 2015 |
| Current Liability | 119,564.00 | 273,673.00 |
| Non Current Liability | 916,840.00 | 1,544,663.00 |
| Total | 1,036,404.00 | 1,818,336.00 |

For determination of liability in respect of leave encashment, the Company has used the following actuarial assumption.

| | | |
|------------------------|-----------------------------------------|-----------------------------------------|
| Discount rate | 8.00% | 9.00% |
| Future salary increase | 5.00% | 5.00% |
| Actuarial method used | Project unit credit actuarial method | Project unit credit actuarial method |

Provision of leave encashment as per actuarial is less than the liability provided in books of accounts, therefore provision for leave encashment has been made on accrual basis.

C. Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952.

This is post employment benefit and is in the nature of defined contribution plan.

39. RELATED PARTY DISCLOSURES:

Details of disclosure as required by “Accounting standard (AS) - 18 on Related Party Disclosures” are as under:-

A. Names of related parties and description of relationship:

1. Associate Company

- 1 Omni Farms Private Limited

2. Entities over which key managerial personnel or their relatives exercises significant influence

- 1 S.K Garg Constructions Pvt. Ltd
- 2 Lucknow Cement Crafts Private Limited
- 3 Eldeco Infrastructure & Properties Limited
- 4 Surya Season Foods Private Limited
- 5 Eldeco Townships & Housing Limited
- 6 K L Multimedia Private Limited
- 7 Eiffel Recreation Club Private Limited

3. Wholly Owned Subsidiary Companies

- 1 Aadesh Constructions Private Limited
- 2 Garv Constructions Private Limited
- 3 Mahal Constructions Private Limited
- 4 Milaap Constructions Private Limited *
- 5 Samarpit Constructions Private Limited
- 6 Suniyojit Constructions Private Limited
- 7 Halwasiya Agro Industries Limited
- 8 M.A.K Sales Private Limited
- 9 Sushobhit Constructions Private Limited
- 10 Primacy Constructions Private Limited
- 11 Prasiddhi Constructions Private Limited
- 12 Perpetual Constructions Private Limited
- 13 Khwahish Constructions Private Limited
- 14 Fixity Constructions Private Limited
- 15 Facility Constructions Private Limited
- 16 Deepjyoti Constructions Private Limited
- 17 Bliss Constructions Private Limited **
- 18 Shivaye Constructions Pvt Ltd
- 19 Swarg Constructions Private Limited
- 20 Carnation Realtors Private Limited ***
- 21 Iris Realtors Private Limited ***
- 22 Neo Realtors Private Limited ***

- 23 Neptune Infracon Private Limited ***
- 24 Numerous Constructions Private Limited ***
- 25 Swarnim Nirman Private Limited ***
- 26 Villa Constructions Private Limited ***
- 27 Eldeco City Private Limited****

- (*) Ceased to be a Wholly owned subsidiary w.e.f 28th February 2016
 (**) Ceased to be a Wholly owned subsidiary w.e.f 11th February 2016
 (***) Become Wholly owned subsidiary w.e.f 01st June 2015
 (****) Become Wholly owned subsidiary w.e.f 11th January 2016

4. Step Subsidiaries (Subsidiary companies of Eldeco City Private Limited)

- 1 Aaj Construction Private Limited
- 2 Artistry Constructions Private Limited
- 3 Erudite Constructions Private Limited
- 4 Flourish Constructions Private Limited
- 5 Frozen Constructions Private Limited
- 6 Heather Buildcon Private Limited
- 7 Placate Constructions Private Limited
- 8 Yojna Constructions Private Limited
- 9 Swarajya Builders Private Limited
- 10 Dua Constructions Private Limited
- 11 Utsav Constructions Private Limited
- 12 Conviction Constructions Private Limited
- 13 Turbo Realtors Private Limited

5. Key Management Personnel

- | | |
|------------------------|--------------------|
| 1 Mr Shiv Kumar Garg | Executive Chairman |
| 2 Mr Pankaj Bajaj | Managing Director |
| 3 Mr. Shrikant Jajodia | Director |
| 4 Mr Arvind Bajaj | Director |

6. Relatives of Key Management Personnel

- | | |
|--------------------|---------------------------|
| 1 Mrs Asha Bajaj | Mother of Mr Pankaj Bajaj |
| 2 Mrs Varija Bajaj | Sister of Mr Pankaj Bajaj |
| 3 Mrs Rashi Bajaj | Wife of Mr Arvind Bajaj |
| 4 Mrs Pushpa Gupta | Sister of Mr S.K. Garg |
| 5 Ms Shivani Garg | Daughter of Mr S.K. Garg |

B. The following transactions were carried out with the related parties in the ordinary course of business:

(Amount In Rupees)

| Transactions | Key Management Personnel | Associates | Wholly Owned Subsidiary Companies | Other Subsidiary Companies | Joint Venture Company | Entities over which key managerial personnel or their relatives exercises significant influence | Relatives of Key Management Personnel | Total |
|-----------------------------------------|--------------------------|------------|-----------------------------------|----------------------------|-----------------------|-------------------------------------------------------------------------------------------------|---------------------------------------|----------------|
| Remuneration | | | | | | | | |
| Mr S.K. Garg | 3,600,000.00 | | | | | | | 3,600,000.00 |
| | (3,600,000.00) | | | | | | | (3,600,000.00) |
| Mr. Pankaj Bajaj (Refer Note no.40) | 5,000,000.00 | | | | | | | 5,000,000.00 |
| | - | | | | | | | - |
| Rent Paid | | | | | | | | |
| Mrs Varija Bajaj | | | | | | | (530,216.00) | (530,216.00) |
| Mrs Asha Bajaj | | | | | | | 5,771,316.00 | 5,771,316.00 |
| | | | | | | | (5,558,400.00) | (5,558,400.00) |
| Mrs Pushpa Gupta | | | | | | | 420,463.00 | 420,463.00 |
| | | | | | | | (379,044.00) | (379,044.00) |
| Dividend Paid | | | | | | | | |
| Mr Pankaj Bajaj | 12,684,000.00 | | | | | | | 12,684,000.00 |
| | (1,141,400.00) | | | | | | | (1,141,400.00) |
| Mr Arvind Bajaj | - | | | | | | | - |
| | (384,200.00) | | | | | | | (384,200.00) |
| Eldeco Infrastructure & Properties Ltd. | | | | | | 120,000.00 | | 120,000.00 |
| | | | | | | (20,000.00) | | (20,000.00) |
| Mrs Asha Bajaj | | | | | | | (495,200.00) | (495,200.00) |
| Mrs Varija Bajaj | | | | | | | - | - |
| | | | | | | | (53,600.00) | (53,600.00) |
| Mrs Rashi Bajaj | | | | | | | 25,200.00 | 25,200.00 |
| | | | | | | | (43,800.00) | (43,800.00) |
| Mr Rajeev Bansal | | | | | | | - | - |
| | | | | | | | (500.00) | (500.00) |
| Ms Shivani Garg | | | | | | | 332,700.00 | 332,700.00 |
| | | | | | | | (168,800.00) | (168,800.00) |

| Sitting Fees | | | | | | | |
|---------------------------------------------------|------------|-----------------|--|-----------------|--|----------------|-----------------|
| Mr Arvind Bajaj | 3,000.00 | | | | | | 3,000.00 |
| | (6,000.00) | | | | | | (6,000.00) |
| Mr. Shrikant Jajodia | 29,000.00 | | | | | | 29,000.00 |
| | (6,000.00) | | | | | | (6,000.00) |
| Advance Received Against Commercial Space (Net) | | | | | | | |
| MAK Sales Pvt. Ltd. | | | | (4,416,936.00) | | | (4,416,936.00) |
| | | | | (37,268,142.33) | | | (37,268,142.33) |
| Halwasiya Agro Industries Ltd. | | | | 5,098,578.00 | | | 5,098,578.00 |
| | | | | (1,910,568.00) | | | (1,910,568.00) |
| Advance Repaid Against Bulk Booking/Project (Net) | | | | | | | |
| Omni Farms Pvt. Ltd. | | 130,436,638.00 | | | | | 130,436,638.00 |
| | | (89,314,078.24) | | | | (273,983.00) | (273,983.00) |
| Surya Season Foods Pvt. Ltd. | | | | | | (7,514,855.84) | (7,514,855.84) |
| Advance for Expenses | | | | | | | |
| Aadesh Constructions Pvt. Ltd. | | | | (11,010.00) | | | (11,010.00) |
| Bliss Constructions Pvt. Ltd. | | | | - | | | - |
| Carnation Realtors Pvt. Ltd. | | | | (150,000.00) | | | (150,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Deepjyoti Constructions Pvt. Ltd. | | | | - | | | - |
| | | | | 25,000.00 | | | 25,000.00 |
| Facility Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Fixity Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Perpetual Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Primacy Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Sushobhit Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Khwahish Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | 25,000.00 | | | 25,000.00 |
| Mahal Constructions Pvt. Ltd. | | | | (30,000.00) | | | (30,000.00) |
| | | | | - | | | - |
| | | | | (100,001.00) | | | (100,001.00) |

| | | | | | | | | |
|-------------------------------------------|--|--|--|----------------------------------|--|--|------------------------------|----------------------------------------------------|
| Swarg Constructions Pvt. Ltd. | | | | 9,161,000.00 (50,000,000.00) | | | | 9,161,000.00 (50,000,000.00) |
| Garv Constructions Pvt. Ltd. | | | | - (98,000.00) | | | | - (98,000.00) |
| Advance Received Back Against Land | | | | | | | | |
| Swarg Constructions Pvt. Ltd. | | | | 19,200,000.00 (57,250,000.00) | | | | 19,200,000.00 (57,250,000.00) |
| Bliss Constructions Pvt. Ltd. ** | | | | 26,762,190.00 | | | | 26,762,190.00 |
| Mahal Constructions Pvt. Ltd. | | | | - | | | | - |
| Milaap Constructions Pvt. Ltd. | | | | 13,095,740.00 | | | | 13,095,740.00 |
| | | | | - | | | | - |
| | | | | 38,579,741.00 | | | | 38,579,741.00 |
| Project Management Fees received | | | | | | | | |
| Eideco City Pvt. Ltd. | | | | 13,351,648.00 | | | | 13,351,648.00 |
| Omni Farms Pvt. Ltd. | | | | 9,853,049.56 (13,094,975.00) | | | (12,385,561.00) | (12,385,561.00) 9,853,049.56 (13,094,975.00) |
| Collection Charges received | | | | | | | | |
| MAK Sales Pvt. Ltd. | | | | 627,020.00 (1,584,145.00) | | | | 627,020.00 (1,584,145.00) |
| Maintenance Charges Received | | | | | | | | |
| K. L. Multimedia Pvt. Ltd. | | | | | | | | 1,004,065.00 (2,159,115.00) |
| Asha Bajaj | | | | | | | | 519,747.00 |
| Recovery of Taxes/Expenses(Net) | | | | | | | | |
| Eideco City Pvt. Ltd. | | | | 4,327,057.94 | | | (3,527,057.94) | 4,327,057.94 (3,527,057.94) |
| K.L.Multimedia Pvt. Ltd. | | | | | | | (24,493.00) | - (24,493.00) |
| Eiffel Recreation Club Pvt. Ltd. | | | | | | | (190,239.00) | - (190,239.00) |
| MAK Sales Pvt. Ltd. | | | | 3,316,396.00 (2,905,738.67) | | | | 3,316,396.00 (2,905,738.67) |
| S.K.Garg Constructions Pvt. Ltd. | | | | | | | 1,100,000.00 (670,067.00) | 1,100,000.00 (670,067.00) |

| | | | | | | | | | |
|-----------------------------------------------------|----------------------------|--|--|--|------------------------------|---|----------------------------------|---|----------------------------------|
| Eldeco Townships & Housing Ltd. | | | | | | | (810,141.00) | - | (810,141.00) |
| Eldeco Infrastructure & Properties Ltd. | | | | | | | (183,536.00) | - | (183,536.00) |
| Halwasiya Agro Industries Ltd. | | | | | 366,542.00 (3,691,118.00) | | | | 366,542.00 |
| Surya Season Foods Pvt. Ltd. | | | | | | | 973,188.00 (946,099.00) | | 973,188.00 (946,099.00) |
| Club Services availed | | | | | | | | | |
| Eiffel Recreation Club Pvt. Ltd. | | | | | | | 314,815.00 (582,389.00) | | 314,815.00 (582,389.00) |
| Maintenance Expenses | | | | | | | | | |
| Halwasiya Agro Industries Ltd. | | | | | | - | | | (6,010,292.96) |
| Branding Fees Paid | | | | | | | | | |
| Eldeco Infrastructure & Properties Ltd. | | | | | | | 10,162,935.96 (5,291,224.00) | | 10,162,935.96 (5,291,224.00) |
| Sale of Fixed Asset Eldeco Townships & Housing Ltd. | | | | | | | (266,464.00) | | (266,464.00) |
| Purchase of Investment | | | | | | | | | |
| Mr S.K. Garg | 1,002.00 (390.00) | | | | | | | | 1,002.00 - |
| Balances Outstanding as at 31.03.2016 | | | | | | | | | |
| Trade Payables | | | | | | | | | |
| Mr Pankaj Bajaj | 167,510.26 (167,510.26) | | | | | | | | 167,510.26 (167,510.26) |
| Mrs. Pushpa Gupta | | | | | | | 61,115.20 (56,854.20) | | 61,115.20 (56,854.20) |
| Surya Season Foods Pvt. Ltd. | | | | | | | 11,926,707.84 (12,625,912.84) | | 11,926,707.84 (12,625,912.84) |
| Mrs Varija Bajaj | | | | | | | (63,523.00) | | (63,523.00) |
| Mrs Asha Bajaj | | | | | | | 1,023,200.00 (476,132.00) | | 1,023,200.00 (476,132.00) |

| | | | | | | | |
|-----------------------------------|----------------------------------|--|--|--|--|-------------------------|-----------------------------------------------------------|
| Omni Farms Pvt. Ltd. | (100,436,841.72) | | | | | | (100,436,841.72) |
| Halwasiya Agro Industries Ltd. | (230,873,479.72) | | | | | | (230,873,479.72) |
| Eiffel Recreation Club Pvt. Ltd. | 2,734,107.96 (4,454,071.96) | | | | | 3,468.00 (51,115.00) | 2,734,107.96 (4,454,071.96) 3,468.00 (51,115.00) |
| Trade Receivables | | | | | | | |
| Aadesh Constructions Pvt. Ltd. | 45,588,010.00 (45,588,010.00) | | | | | | 45,588,010.00 (45,588,010.00) |
| Bliss Constructions Pvt. Ltd. | - | | | | | | - |
| Mahal Constructions Pvt. Ltd. | (26,762,190.00) | | | | | | (26,762,190.00) |
| Prasiddhi Constructions Pvt. Ltd. | 31,345,261.00 (44,391,001.00) | | | | | | 31,345,261.00 (44,391,001.00) |
| Garv Constructions Pvt. Ltd. | 27,495,000.00 (20,095,000.00) | | | | | | 27,495,000.00 (20,095,000.00) |
| Milaap Constructions Pvt. Ltd. | 153,000.00 (128,000.00) | | | | | | 153,000.00 (128,000.00) |
| Neo Realtors Pvt. Ltd. | - | | | | | | - |
| | (38,529,741.00) | | | | | | (38,529,741.00) |
| | 19,900,000.00 | | | | | | 19,900,000.00 |
| | (19,900,000.00) | | | | | | (19,900,000.00) |
| Samarpit Constructions Pvt. Ltd. | 73,208,220.00 | | | | | | 73,208,220.00 |
| Suniyojit Constructions Pvt. Ltd. | (73,183,220.00) | | | | | | (73,183,220.00) |
| | 43,630,773.00 | | | | | | 43,630,773.00 |
| Swarg Constructions Pvt. Ltd. | (43,600,773.00) | | | | | | (43,600,773.00) |
| | 15,345,000.00 | | | | | | 15,345,000.00 |
| MAK Sales Private Ltd. | (25,384,000.00) | | | | | | (25,384,000.00) |
| | 8,199,748.27 | | | | | | 8,199,748.27 |
| Deepjyoti Constructions Pvt. Ltd. | (8,673,268.27) | | | | | | (8,673,268.27) |
| | 55,000.00 | | | | | | 55,000.00 |
| Facility Constructions Pvt. Ltd. | (30,000.00) | | | | | | (30,000.00) |
| | 55,000.00 | | | | | | 55,000.00 |
| Fixity Constructions Pvt. Ltd. | (30,000.00) | | | | | | (30,000.00) |
| | 55,000.00 | | | | | | 55,000.00 |
| Perpetual Constructions Pvt. Ltd. | (30,000.00) | | | | | | (30,000.00) |
| | 55,000.00 | | | | | | 55,000.00 |
| | (30,000.00) | | | | | | (30,000.00) |

| | | | | | | | |
|-----------------------------------------|--|--|----------------------------------|--|--|--|----------------------------------|
| Primacy Constructions Pvt. Ltd. | | | 55,000.00 (30,000.00) | | | | 55,000.00 (30,000.00) |
| Sushobhit Constructions Pvt. Ltd. | | | 55,000.00 (30,000.00) | | | | 55,000.00 (30,000.00) |
| Khwahish Constructions Pvt. Ltd. | | | 55,000.00 (30,000.00) | | | | 55,000.00 (30,000.00) |
| Shivaye Constructions Pvt. Ltd. | | | 25,000.00 (30,000.00) | | | | 25,000.00 (30,000.00) |
| Iris Realtors Private Ltd. | | | - | | | | - |
| Neptune Infracon Pvt. Ltd. | | | 25,000.00 | | | | 25,000.00 |
| Numerous Constructions Pvt. Ltd. | | | 25,000.00 | | | | 25,000.00 |
| Swarnim Nirman Pvt. Ltd. | | | 25,000.00 | | | | 25,000.00 |
| Villa Constructions Pvt. Ltd. | | | 25,000.00 | | | | 25,000.00 |
| K.L. Multimedia Pvt. Ltd. | | | - | | | | - |
| Carnation Realtors Pvt. Ltd. | | | 25,000.00 | | | | 25,000.00 |
| Eldeco City Pvt. Ltd. | | | - | | | | - |
| Eldeco Infrastructure & Properties Ltd. | | | - | | | | - |
| Investments | | | | | | | |
| M.A.K. Sales Pvt. Ltd. | | | 46,800,000.00 (46,800,000.00) | | | | 46,800,000.00 (46,800,000.00) |
| Omni Farms Pvt. Ltd. | | | 1,759,360.00 (1,759,360.00) | | | | 1,759,360.00 (1,759,360.00) |
| Eldeco City Pvt. Ltd. | | | 562,195,424.75 | | | | 562,195,424.75 |
| Halwasiya Agro Industries Ltd. | | | - | | | | - |
| Aadesh Constructions Pvt. Ltd. | | | 7,525,002.00 (7,525,002.00) | | | | 7,525,002.00 (7,525,002.00) |
| | | | 100,000.00 (100,000.00) | | | | 100,000.00 (100,000.00) |

| | | | | | | |
|-----------------------------------|--------------|--|--|--|-------------|--------------|
| Garv Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Mahal Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Milaap Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Samarpit Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Suniyojit Constructions Pvt. Ltd. | - | | | | | - |
| Primacy Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Prasiddhi Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Perpetual Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Deepjyoti Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Sushobhit Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Fixity Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Facility Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Bliss Constructions Pvt. Ltd. | 100,000.00 | | | | | 100,000.00 |
| Khawahish Constructions Pvt. Ltd. | (100,000.00) | | | | | (100,000.00) |
| Carnation Realtors Pvt. Ltd. | 100,000.00 | | | | (99,900.00) | 100,000.00 |
| Iris Realtors Pvt. Ltd. | 100,000.00 | | | | (99,900.00) | 100,000.00 |
| Neo Realtors Pvt. Ltd. | 100,000.00 | | | | (99,900.00) | 100,000.00 |
| Neptune Infracon Pvt. Ltd. | 100,000.00 | | | | (99,900.00) | 100,000.00 |
| Numerous Constructions Pvt. Ltd. | 100,000.00 | | | | (99,900.00) | 100,000.00 |

| | | | | | | | |
|---------------------------------|--|--|--|--------------|--|-------------|--------------|
| Shivaye Constructions Pvt. Ltd. | | | | (99,900.00) | | | (99,900.00) |
| Swarg Constructions Pvt. Ltd. | | | | 100,000.00 | | | 100,000.00 |
| Swarnim Nirman Pvt. Ltd. | | | | (100,000.00) | | | (100,000.00) |
| Villa Constructions Pvt. Ltd. | | | | 100,000.00 | | | 100,000.00 |
| Lucknow Cement Crafts Pvt. Ltd. | | | | (99,900.00) | | | (99,900.00) |
| Surya Season Foods Pvt. Ltd. | | | | (99,900.00) | | | (99,900.00) |
| | | | | | | 42,000.00 | 42,000.00 |
| | | | | | | (42,000.00) | (42,000.00) |
| | | | | | | 1,002.00 | 1,002.00 |
| | | | | | | - | - |

Note : Amount in brackets represents the previous year figures.

40. During the year company has made a provision of Rs. 50 lacs for payment of Director's Remuneration to the Managing Director Mr. Pankaj Bajaj w.e.f. 1st April, 2015. The same was approved by Board of Directors vide circular resolution passed on 16th May, 2015 and recommended by Nomination and Remuneration Committee vide circular resolution dated 8th May, 2015. In terms of section 197 (1) read with first and second proviso of the Act, and further read with Schedule V Part II Section V of the Act exceeds the maximum limit of remuneration for which approval of members as special resolution and Central Government is required which was approved by the Board of Directors on 11th august, 2015. The same was approved by the shareholders in the Annual General Meeting held on 25th September, 2015 and application for approval from the Central Government has been filed by the company on 18th January, 2016. The approval from Central Government is still awaited.
41. As per the requirements of sub section (5) of section 135 of the Companies Act, 2013, the Company was required to spend at least two percent of its average net profits of the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility (CSR). Accordingly, The amount of expenditure for the year ended 31st March, 2016, which the Company was required to incur related to Corporate Social Responsibility worked out to be Rs.20,28,804/- (P.Y.23,32,884/-). During the year ended 31st March, 2016, the Company has incurred a sum of Rs. 112332/- (P.Y. Nil) on this account.
42. The Company has regrouped/ reclassified previous year figures where necessary to conform to with current year's classification.
43. All notes number 1-42 forms an integral part of the financial statements.

As per our Report of even date attached

For & on behalf of the Board

FOR DOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 000561N)

(CA. UDIT BANSAL)
Partner
M.No 401642

S. K. Garg
(Chairman & Executive Director)
DIN:00166035

Pankaj Bajaj
(Managing Director)
DIN:00024735

Place: Lucknow
Dated: 27th May, 2016

Naina Tandon
(Company Secretary)
M.No.A37976

Sushil Dutt Mishra
(Chief Financial Officer)

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To
The Members of
Eldeco Housing and Industries Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Eldeco Housing and Industries Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries and associate (collectively referred to as 'the Company' or 'the Group'), comprising the consolidated Balance Sheet as at 31 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 the 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 Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; 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 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, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31 March 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- a) We did not audit the financial statements of 37 subsidiaries, whose financial statements reflect total assets of Rs.21032.61 lacs as at 31st March, 2016, total revenues of Rs. 7326.61 lacs and net cash flows amounting to Rs. (1768.31) lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our reports in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.
- b) The Consolidated Financial Statements include the financial statements of one Associate Company namely, Omni Farms Private Limited, for the year ended 31st March 2016 which includes the Company's share of profit/ (loss) amounting to Rs. 57.15 lacs 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, and our reports in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (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 31 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 incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on 31 March, 2016 from being appointed as a Director of that company in terms of Section 164(2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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 no.31 to the consolidated financial statements.
 - ii) The Group did not have any long term contracts including derivative contracts for which there were any foreseeable losses.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and subsidiary companies incorporated in India.

FORDOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg. No-000561N)

Place: Lucknow
Dated: 27th May 2016

(CA. UDIT BANSAL)
Partner
M. No. 401642

Annexure - A to the Independent Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of **Eldeco Housing & Industries Limited** ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial

control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 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.

FORDOOGAR & ASSOCIATES
Chartered Accountants
(Firm Reg No-000561N)

Place: Lucknow
Dated: 27th May, 2016

(CA. UDIT BANSAL)
Partner M. No. 401642

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in Rupees unless otherwise stated)

| PARTICULARS | NOTE | As At 31st March, 2016 | As At 31st March, 2015 |
|-------------------------------------------------------------------------------------------|------|---------------------------|---------------------------|
| I. EQUITY AND LIABILITIES : | | | |
| 1 SHAREHOLDERS' FUNDS: | | | |
| a. Share Capital | 2 | 19,666,000.00 | 19,666,000.00 |
| b. Reserves and Surplus | 3 | 1,039,294,473.26 | 862,819,320.74 |
| 2 MINORITY INTEREST | - | | 605.66 |
| 3 NON CURRENT LIABILITIES | | | |
| a. Long Term Borrowings | 4 | 0.00 | 6,063,805.00 |
| b. Deferred Tax Liabilities (Net) | 5 | 4,474,662.00 | 3,270,576.90 |
| c. Other Long Term Liabilities | 6 | 21,494,733.21 | 15,438,968.39 |
| d. Long Term Provisions | 7 | 6,104,005.00 | 8,281,771.37 |
| 4 CURRENT LIABILITIES | | | |
| a. Short Term Borrowings | 8 | 528,241,230.72 | 34,143,484.36 |
| b. Trade Payables | 9 | | |
| i total outstanding dues of micro enterprises and small enterprises | | - | - |
| ii total outstanding dues of creditors other than micro enterprises and small enterprises | | 100,396,659.54 | 135,416,501.96 |
| c. Other Current Liabilities | 10 | 2,187,047,697.23 | 1,656,162,140.45 |
| d. Short term Provisions | 11 | 9,436,165.00 | 6,233,196.00 |
| TOTAL | | 3,916,155,625.96 | 2,747,496,370.83 |
| II. ASSETS: | | | |
| 1 Non-Current Assets | | | |
| a. Fixed Assets | 12 | | |
| (i) Tangible Assets | | 37,318,383.22 | 41,138,549.06 |
| (ii) Intangible Assets | | 578,230.99 | 856,429.57 |
| b. Goodwill on Consolidation (Net of Capital Reserve) | | 22,086,230.46 | 27,134,183.83 |
| c. Non Current Investments | 13 | 17,462,116.89 | 11,746,575.20 |
| d. Long Term Loans & Advances | 14 | 80,438,530.48 | 42,245,207.12 |
| e. Other Non-Current Assets | 15 | 903,096.00 | - |
| 2 Current Assets | | | |
| a. Current Investments | 16 | - | 16,327,035.49 |
| b. Inventories | 17 | 1,608,720,488.39 | 1,440,262,294.63 |

| | | | |
|-------------------------------------------------------------------------|----|-------------------------|-------------------------|
| c. Trade Receivables | 18 | 266,447,242.49 | 235,578,331.38 |
| d. Cash and Bank Balances | 19 | 849,751,457.99 | 368,784,029.85 |
| e. Short term Loans & Advances | 20 | 493,576,874.06 | 449,178,951.20 |
| f. Other Current Assets | 21 | 538,872,974.98 | 114,244,783.50 |
| TOTAL | | 3,916,155,625.96 | 2,747,496,370.82 |
| Notes to Consolidated Balance Sheet and Statement of Profit & Loss 1-45 | | | |

In terms of our report attached For and on Behalf of the Board

**For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)**

**S. K. GARG
(Chairman & Executive Director)
DIN:00166035**

**PANKAJ BAJAJ
(Managing Director)
DIN:00024735**

**CA. Udit Bansal
(Partner)
M. NO. - 401642**

**NAINA TANDON
(Company Secretary)
M.No. A37976**

**SUSHIL DUTT MISHRA
(Chief Financial Officer)**

**Place : Lucknow
Dated : 27th May, 2016**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR **THE YEAR ENDED 31ST MARCH, 2016**

(Amount in Rupees unless otherwise stated)

| PARTICULARS | | NOTE | As At 31st March, 2016 | As At 31st March, 2015 |
|-------------|-----------------------------------------------------------------------------|------|---------------------------|---------------------------|
| I | REVENUE | | | |
| 1 | Revenue from Operations | 22 | 1,409,610,101.59 | 542,324,102.97 |
| 2 | Other Income | 23 | 80,809,615.34 | 52,551,710.14 |
| | Total Revenue | | 1,490,419,716.93 | 594,875,813.11 |
| II | EXPENSES | | | |
| 1 | Cost of Material Consumed, Construction & Other related Project cost | 24 | 803,178,233.46 | 451,880,544.37 |
| 2 | Changes in Inventories of Finished stock & Project in Progress | 25 | 186,718,857.89 | (86,122,734.49) |
| 3 | Employee Benefit Expenses | 26 | 47,760,650.00 | 42,652,859.78 |
| 4 | Finance Cost | 27 | 53,023,648.31 | 23,050,606.81 |
| 5 | Depreciation | | 6,037,546.70 | 6,535,337.90 |
| 6 | Other Expenses | 28 | 91,416,472.48 | 61,611,242.38 |
| | Total Expenses | | 1,188,135,408.85 | 499,607,856.76 |
| III | PROFIT BEFORE TAX | | 302,284,308.08 | 95,267,956.36 |
| IV | Tax Expense | | | |
| i. | Current Tax | | 101,254,317.00 | 31,401,911.52 |
| ii. | Tax related to previous years | | 125,885.00 | 402,062.66 |
| iii. | Deferred Tax | | 1,628,969.16 | 1,982,533.26 |
| V | PROFIT AFTER TAX | | 199,275,136.92 | 61,481,448.92 |
| VI | MINORITY INTEREST | | (605.66) | (19,832.40) |
| VII | SHARE OF PROFITS OF ASSOCIATES (NET) | | 5,714,539.69 | 3,200,575.47 |
| VIII | PROFIT AFTER TAX, MINORITY INTEREST AND SHARE OF PROFIT OF ASSOCIATE | | 204,989,070.96 | 64,662,191.99 |
| IX | EARNINGS PER EQUITY SHARE | | | |
| | (Nominal value of share Rs. 10/- each) | | | |
| | Basic & Diluted Earnings Per Share (in Rs) | 29 | 104.24 | 32.88 |

Notes to Consolidated Balance Sheet and Statement of Profit & Loss 1-45

In terms of our report attached

For and on Behalf of the Board

For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)

S. K. GARG
(Chairman & Executive Director)
DIN:00166035

PANKAJ BAJAJ
(Managing Director)
DIN:00024735

CA. UDIT BANSAL
(Partner)
M.NO. - 401642

NAINA TANDON
(Company Secretary)
M.No. A37976

SUSHIL DUTT MISHRA
(Chief Financial Officer)

Place : Lucknow
Dated : 27th May, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE
YEAR ENDED 31ST MARCH, 2016

(Amount In Rupees)

| Particulars | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|--------------------------------------------------------------------|--------------------------------|--------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit before tax, appropriations and extra ordinary items | 302,284,308.08 | 95,267,956.36 |
| Adjustment for : | | |
| Profit on sale of Fixed Assets | (11,625.00) | - |
| Profit on sale of Non Current Investment | (17,461,053.69) | |
| Loss on sale of Fixed Assets | - | 904,963.15 |
| Depreciation | 6,104,462.92 | 6,602,254.14 |
| Dividend received | (41,151.00) | (14,950.00) |
| Interest received | (52,394,319.06) | (28,748,501.58) |
| Minority Interest | (605.66) | (19,832.40) |
| Interest paid | 53,023,648.31 | 23,050,606.81 |
| Adjustment for Opening Balance pertaining to Joint Venture Company | 18,205,852.94 | 41,066,818.48 |
| Adjustment related to post acquisition of share of subsidiaries | - | 2,465,682.21 |
| Share of Profit/(Loss) in Associates (Net) | 5,714,539.69 | 3,200,575.47 |
| OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES | 315,424,057.54 | 143,775,572.63 |
| ADJUSTMENTS FOR WORKING CAPITAL CHANGES: | | |
| Inventories | (168,458,193.76) | (321,849,065.79) |
| Trade and Other Receivables | (30,868,911.11) | 14,004,587.88 |
| Other current & non current assets | (986,778,705.69) | 31,239,152.23 |
| Trade Payables & Others | (35,019,842.42) | (16,725,949.49) |
| Other current & non current liabilities | 956,818,837.82 | 191,132,585.27 |
| CASH GENERATED FROM OPERATING ACTIVITIES: | 51,117,242.37 | 41,576,882.73 |
| Direct Taxes Paid | (103,009,171.16) | (33,786,507.44) |
| NET CASH FROM OPERATING ACTIVITIES | (51,891,928.79) | 7,790,375.29 |
| B. CASH FLOW FROM INVESTING ACTIVITIES: | | |
| Sale of Fixed Assets | 30,000.00 | 716,464.00 |
| Purchase of Fixed Assets | (515,002.00) | (4,177,805.00) |
| Sale of Investments | 68,002,051.69 | - |
| Purchase of Investments | (1,002.00) | - |
| Interest received | 52,394,319.06 | 28,748,501.58 |

| | | |
|--------------------------------------------------------------|------------------------|------------------------|
| Dividend received | 41,151.00 | 14,950.00 |
| Increase/Decrease in minority Interest | (605.66) | (19,832.40) |
| NET CASH USED IN INVESTING ACTIVITIES | 119,970,912.09 | 25,282,278.18 |
| C. CASH FLOW FROM FINANCING ACTIVITIES: | | |
| Interest & Finance Charges paid | (53,023,648.31) | (23,050,606.81) |
| Dividend Paid | (3,933,200.00) | (3,933,200.00) |
| Tax on Dividend | (800,721.00) | (668,447.00) |
| Interim Dividend Paid | (19,666,000.00) | - |
| Tax on Interim Dividend | (4,003,605.00) | - |
| NET CASH USED IN FINANCING ACTIVITIES | (81,427,174.31) | (27,652,253.80) |
| NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS | (13,348,191.01) | 5,420,399.67 |
| CASH AND CASH EQUIVALENTS (OPENING BALANCE) | 126,590,258.67 | 121,169,859.00 |
| CASH AND CASH EQUIVALENTS (CLOSING BALANCE) | 113,242,067.66 | 126,590,258.67 |

Note: The above Cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 on 'Cash Flow Statements'.

Previous year's figures have been restated, wherever necessary, to conform to this year's classification.

In terms of our report attached

For and on Behalf of the Board

For DOOGAR & ASSOCIATES,
Chartered Accountants
(Firm Reg. No. 000561N)

S. K. GARG
(Chairman & Executive Director)
DIN:00166035

PANKAJ BAJAJ
(Managing Director)
DIN:00024735

CA. UDIT BANSAL
(Partner)
M.NO. - 401642

NAINA TANDON
(Company Secretary)
M.No. A37976

SUSHIL DUTT MISHRA
(Chief Financial Officer)

Place : Lucknow
Dated : 27th May, 2016

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis of Accounting

Financial Statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and to comply with Accounting Standards referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules 2014, to the extent applicable.

The Company follows the mercantile system of accounting and recognizes the income & expenditure on accrual basis.

All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle. Based on the nature of products and time between acquisition of assets/materials for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of one year for the purpose of classification of assets and liabilities as current and non-current.

ii. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

iii. Principles of Consolidation

The consolidated financial statements relate to Eldeco Housing & Industries Limited ('the Parent') its subsidiaries, joint venture company and associates (collectively referred to as 'the Group') as on 31st March 2016 and for the period ended on that date. The consolidated financial statements have been prepared in accordance with the principles and procedures required for the preparation and presentation of financial statements as laid down under the Accounting Standard 21- "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.

The financial statements of the Company and its subsidiaries have been combined on line to line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and resulting unrealized gain/losses. Where the cost of the investment is higher/lower than the share of equity in the subsidiary at the time of acquisition the resulting difference is treated as goodwill/capital reserve.

The parent company's investments in associates are accounted under the equity method of accounting where it is able to exercise significant influence over the operating and financial policies of the investee. The Company's share of profit/loss in associates is included in the profit and loss account. Where the cost of the investment is higher/lower than the share of equity in the associates at the time of acquisition the resulting difference is disclosed as goodwill/capital reserve in the investment schedule. The Equity method is accounted as per Accounting Standard 23- "Accounting for Investments in associates in Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.

The Company's interest in Jointly Controlled Entities are consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions resulting in unrealized gain/losses, using the 'proportionate consolidation' method as per Accounting Standard 27- "Financial Reporting of Interests in Joint Ventures" notified by Companies (Accounting Standards) Rules, 2006.

The list of subsidiary companies, joint venture company and associates which are included in the consolidation and the Company's holding therein are as under:

| S. No. | Name of Subsidiary | Year ended March 31, 2016 | Year ended March 31, 2015 |
|--------------------------------------------------------------------------------|-----------------------------------------|------------------------------|------------------------------|
| | | (% of share holding) | |
| 1 | Aadesh Constructions Private Limited | 100.00 | 100.00 |
| 2 | Garv Constructions Private Limited | 100.00 | 100.00 |
| 3 | Mahal Constructions Private Limited | 100.00 | 100.00 |
| 4 | Milaap Constructions Private Limited* | - | 100.00 |
| 5 | Samarpit Constructions Private Limited | 100.00 | 100.00 |
| 6 | Suniyojit Constructions Private Limited | 100.00 | 100.00 |
| 7 | Halwasiya Agro Industries Limited | 100.00 | 100.00 |
| 8 | MAK Sales Private Limited | 100.00 | 100.00 |
| 9 | Sushobhit Constructions Private Limited | 100.00 | 100.00 |
| 10 | Primacy Constructions Private Limited | 100.00 | 100.00 |
| 11 | Prasiddhi Constructions Private Limited | 100.00 | 100.00 |
| 12 | Perpetual Constructions Private Limited | 100.00 | 100.00 |
| 13 | Khwahish Constructions Private Limited | 100.00 | 100.00 |
| 14 | Fixity Constructions Private Limited | 100.00 | 100.00 |
| 15 | Facility Constructions Private Limited | 100.00 | 100.00 |
| 16 | Deepjyoti Constructions Private Limited | 100.00 | 100.00 |
| 17 | Bliss Constructions Private Limited ** | - | 100.00 |
| 18 | Carnation Realtors Private Limited | 100.00 | 99.90 |
| 19 | Iris Realtors Private Limited | 100.00 | 99.90 |
| 20 | Neo Realtors Private Limited | 100.00 | 99.90 |
| 21 | Numerous Constructions Private Limited | 100.00 | 99.90 |
| 22 | Neptune Infracon Private Limited | 100.00 | 99.90 |
| 23 | Shivaye Constructions Private Limited | 100.00 | 100.00 |
| 24 | Swarg Constructions Private Limited | 100.00 | 100.00 |
| 25 | Swarnim Nirman Private Limited | 100.00 | 99.90 |
| 26 | Villa Constructions Private Limited | 100.00 | 99.90 |
| 27 | Eldeco City Private Limited*** | 100.00 | - |
| Step Subsidiaries (Subsidiary Companies of Eldeco City Private Limited) | | | |
| 1 | Aaj Construction Private Limited | 100.00 | 100.00 |
| 2 | Artistry Constructions Private Limited | 100.00 | 100.00 |
| 3 | Erudite Constructions Private Limited | 100.00 | 100.00 |
| 4 | Flourish Constructions Private Limited | 100.00 | 100.00 |
| 5 | Frozen Constructions Private Limited | 100.00 | 100.00 |
| 6 | Heather Buildcon Private Limited | 100.00 | 100.00 |
| 7 | Placate Constructions Private Limited | 100.00 | 100.00 |

| | | | |
|----|------------------------------------------|--------|--------|
| 8 | Yojna Constructions Private Limited | 100.00 | 100.00 |
| 9 | Swarajya Builders Private Limited | 100.00 | 100.00 |
| 10 | Dua Constructions Private Limited | 100.00 | 100.00 |
| 11 | Utsav Constructions Private Limited | 100.00 | 100.00 |
| 12 | Conviction Constructions Private Limited | 100.00 | 100.00 |
| 13 | Turbo Realtors Private Limited | 100.00 | 100.00 |

Note: All the above mentioned subsidiaries are incorporated in India only

* *Ceased to be subsidiary company w.e.f. 28.02.2016*

** *Ceased to be subsidiary company w.e.f. 11.02.2016*

*** *Become subsidiary company w.e.f. 11.01.2016*

Joint Venture Company

| S. No. | Name of Joint Venture Company | Year ended March 31, 2016 | Year ended March 31, 2015 |
|--------|--------------------------------------|------------------------------|------------------------------|
| | | (% of ownership interest) | |
| 1 | Eldeco City Private Limited (India)* | - | 32.42 |

* Ceased to be joint venture w.e.f. 11.01.2016

Associate

| S. No. | Name of Associate | Year ended March 31, 2016 | Year ended March 31, 2015 |
|--------|----------------------------|------------------------------|------------------------------|
| | | (% of ownership interest) | |
| 1 | Omni Farms Private Limited | 32 | 32 |

iv. Fixed Assets

Fixed Assets are stated at acquisition cost less accumulated depreciation. Cost includes inward freight, duties, taxes and incidental expenses related to acquisition and installation incurred up to the date of commissioning of assets.

v. Depreciation

Depreciation on fixed assets is provided on straight line method based on the useful life of the asset as specified in Schedule II to the Companies Act, 2013. The management estimates the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are amortised over their estimated useful life. In respect of computer Software as 5 years.

vi. 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. 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.

vii. Investments

Long-term investments are carried at cost less provision, if any, for diminution in value other than temporary. Current investments are carried individually, at lower of cost or fair value.

viii. Inventories

Inventories are valued as under:

Building Materials, Stores and Consumables are valued at lower of cost, where cost is determined on first in first out basis.

Land is valued at cost. Cost includes cost of acquisition and all related costs.

Project in Progress is valued at cost and consists of all direct expenditure incurred on projects under execution. Cost includes cost of land, materials, construction, services, borrowing costs and other directly attributable to the construction/development of the projects.

Completed real estate project for sale and trading stock are valued at lower of cost or net realizable value.

ix. Revenue Recognition

A. Real Estate Projects

The Company follows the Percentage of Completion Method (POC) of Accounting. As per this method, the revenue in the Statement of Profit and Loss at the end of the accounting year is recognized in proportion to the actual cost incurred as against the total estimated cost of projects under execution with the Company subject to actual cost being 30% or more of the total estimated cost.

The stage of completion under the POC method is measured on the basis of percentage that actual costs incurred on real estate projects including land, construction and development cost bears to the total estimated cost of the project. The estimates of the projected revenues, projected profits, projected costs, cost to completion and the foreseeable loss are reviewed periodically by the management and any effect of changes in estimates is recognized in the period in which such changes are determined.

Effective from 1st April 2012, in accordance with the "Guidance Note on Accounting for Real Estate Transactions (Revised) 2012" (referred to as "Guidance Note"), all projects commencing on or after the said date or projects where revenue is recognized for the first time on or after the said date, Revenue from real estate projects has been recognized on Percentage of Completion method provided the following conditions are met:

- (i) All critical approvals necessary for commencement of the project have been obtained.
- (ii) The expenditure incurred on construction and development is not less than 25% of the total estimated construction and development cost.
- (iii) At least 25% of the saleable project area is secured by way of contracts or agreements with buyers.
- (iv) At least 10% of the total revenue as per the agreement of sale or any other legally enforceable document are realized at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the respective contracts.

Unbilled revenue disclosed under other assets represents revenue recognized based on percentage of completion method over and above amount due as per payment plan agreed with the customers. Amount received from customers which exceeds the cost and recognized profits to date on projects in progress, is disclosed as advance received from customers under other current liabilities. Any billed amount against which revenue is recognized but amount not collected is disclosed under trade receivable.

Surrender of flats by buyers are valued at cost and accounted for as 'Cost of Construction'. When sold, proceeds are treated as 'Sales'.

Repair, maintenance and other costs incurred after the completion of the project are charged to the cost of construction in the year in which cost is incurred.

Interest due on delayed payments by customers are recognized when the recovery is reasonable certain.

Revenue from sale of completed real estate projects, land, development rights and sale/transfer of rights in agreements are recognised in the financial year in which agreements of such sales are executed and there is no uncertainty about ultimate collections.

B. Income from Construction Contracts

Revenue from construction contracts is recognized on the "Percentage of Completion Method" of accounting.

Income from Construction contracts is recognized by reference to the stage of completion of the contract activity as certified by the client.

Revenue on account of contract variations, claims and incentives are recognized upon determination or settlement of the contract.

C. Revenue from trading activities of completed projects is accounted for on accrual basis.

x. Retirement and Other Benefits

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which the employee has rendered services.
- ii) Post employment benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable towards contributions. The present value is determined using market yields of government bonds, at the balance sheet date, as the discounting rate.
- iii) Other long term employee benefits are recognized as an expense in the Statement of Profit & Loss for the year in which the employee has rendered services. Estimated liability on account of long term benefits is discounted to the present value using the market yield on government bonds as on the date of balance sheet.
- iv) Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit & Loss.

xi. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (including real estate projects) are capitalized as part of the cost of such asset/project. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

xii. Accounting for taxes on income

The accounting treatment followed for taxes on income is to provide for current and deferred tax. Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from the difference between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as on Balance Sheet date. The Deferred Tax is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

xiii. Operating lease

Lease arrangements where the risk and rewards incident to ownership of an assets substantially vest with the lessor are recognized as operating lease. Lease rent under operating lease are charged to statement of profit and loss on a straight line basis over the lease term.

xiv. Earnings Per Share

The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

xv. Provisions, Contingent Liabilities and Contingent Assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not; require an out flow of resources. Where there is a possible obligation of a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provision is made in account in respect of those contingencies which are likely to materialize in to liabilities after the year end till the adoption of accounts by Board of Directors and which have material effect on the position stated in the balance sheet.

xvi. Cash & Cash Equivalents

For the purpose of Cash Flow Statement cash and cash equivalents include cash in hand, demand deposits with bank, other short term highly liquid investments within original maturities of 3 months or less.

(Amount In Rupees)

| 2-Share Capital | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------|-----------------------|----------------------|-----------------------|----------------------|
| | Number | Amount | Number | Amount |
| Authorised | | | | |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | 10,000,000 | 100,000,000.00 | 10,000,000 | 100,000,000.00 |
| Issued, Subscribed & Fully Paid up | | | | |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |
| Total Issued, Subscribed & Fully Paid up | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |

2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

(Amount In Rupees)

| Particulars | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------|-----------------------|---------------|-----------------------|---------------|
| | Number | Amount | Number | Amount |
| Equity Shares | | | | |
| Shares outstanding at the beginning of the year | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |
| Shares issued during the year | - | - | - | - |
| Shares bought back during the year | - | - | - | - |
| Shares outstanding at the end of the year | 1,966,600 | 19,666,000.00 | 1,966,600 | 19,666,000.00 |

2.2 Terms/ Rights Attached to Equity Shares

The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. The Dividend proposed by the Board of Directors is subject to approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.3 Details of Shareholders holding more than 5% shares in Equity Capital of the Company.#

| Name of Shareholder | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------|-----------------------|--------------|-----------------------|--------------|
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Equity Shares of Rs 10/- (Previous Year Rs. 10/-)each | | | | |
| Pankaj Bajaj | 1,057,000 | 53.75 | 1,057,000 | 53.75 |

#The aforesaid disclosure is based upon percentages computed separately for class of shares outstanding as at the balance sheet date. As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal & beneficial ownership of shares.

(Amount In Rupees)

| 3-Reserves & Surplus | As At 31st March 2016 | As At 31st March 2015 |
|----------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| a. Capital Reserve | | |
| As Per Last Balance Sheet | 133,600.00 | 133,600.00 |
| b. General Reserve | | |
| As Per Last Balance Sheet | 102,584,751.77 | 101,584,751.77 |
| Add: Transfer from surplus in the Statement of Profit & Loss | 20,000,000.00 | 1,000,000.00 |
| Closing Balance | 122,584,751.77 | 102,584,751.77 |
| c. Securities Premium | - | 23,193,562.37 |
| d. Surplus in the Statement of Profit & Loss | | |
| As Per Last Balance Sheet | 736,907,406.60 | 634,446,634.92 |
| Add: Adjustments in opening balance pertaining to joint venture company | 18,205,852.94 | 44,074,941.94 |
| Add: Profit for the Year | 204,989,070.96 | 64,662,191.99 |
| Add: Adjustment related to sale of Shares of Subsidiaries | 143,396.00 | - |
| Less: Adjustment in opening balance on adoption of Schedule II of the Companies Act 2013 (Net of Deferred Tax) | - | 542,441.25 |
| Less: Appropriations: | | |
| Transfer to General Reserve | 20,000,000.00 | 1,000,000.00 |
| Interim Dividend Paid | 19,666,000.00 | |
| [Rs. 10 per share(Previous Year NIL)] | | |
| Tax on Interim Dividend | 4,003,605.00 | |
| Proposed Dividend on Equity Shares | - | 3,933,200.00 |
| [NIL(Previous Year Rs. 2 per share)] | | |
| Tax on Dividend | - | 800,721.00 |
| Closing Balance | 916,576,121.49 | 736,907,406.60 |
| Total | 1,039,294,473.26 | 862,819,320.74 |

(Amount In Rupees)

| 4-Long Term Borrowings | As At 31st March 2016 | | As At 31st March 2015 | |
|-------------------------------------------------------------------------------------|-----------------------|--------------------|-----------------------|--------------------|
| | Non Current | Current Maturities | Non Current | Current Maturities |
| Secured Loans | | | | |
| Term Loan From Bank | - | 5,972,013.00 | 6,063,805.00 | 16,515,535.00 |
| Less: Amount disclosed under the head 'Other Current Liabilities (Refer Note no.10) | | 5,972,013.00 | | 16,515,535.00 |
| Total | - | - | 6,063,805.00 | - |

| Term Loan From Bank | | |
|-----------------------------------------|---------------------|--------------|
| Particulars | Up To 1 Year | Total |
| Term Loan (ROI 16%)/Installment Monthly | 5,972,013.00 | 5,972,013.00 |

Nature of Security of Term Loan :

Term Loan from bank are secured by Equitable Mortgage of Commercial Property of Plot No TC/G-10/10 Group Housing Scheme, Vibhuti Khand, Gomti Nagar, Lucknow.

| 5-Deferred Tax Liability (Net) | As At 31st March 2016 | As At 31st March 2015 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Difference in depreciation for accounting and income tax purpose (Including deferred tax asset of Rs NIL (Previous Year Rs 268595.16) recognised on account of initial adoption of Schedule II of The Companies Act, 2013) | 3,222,156.00 | 3,782,134.90 |
| Provision For Leave Encashment & Gratuity | 1,252,506.00 | (511,558.00) |
| Total | 4,474,662.00 | 3,270,576.90 |

(Amount In Rupees)

| 6-Other Long Term Liabilities | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------|----------------------------------|----------------------------------|
| Security Deposit Received | 21,494,733.21 | 15,438,968.39 |
| Total | 21,494,733.21 | 15,438,968.39 |

(Amount In Rupees)

| 7-Long Term Provisions | As At 31st March 2016 | As At 31st March 2015 |
|---------------------------------------|----------------------------------|----------------------------------|
| Provision for Employee Benefit | | |
| Provision For Gratuity | 4,676,647.00 | 5,950,109.27 |
| Provision For Leave Encashment | 1,427,358.00 | 2,331,662.10 |
| Total | 6,104,005.00 | 8,281,771.37 |

(Amount In Rupees)

| 8-Short Term Borrowings | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------|----------------------------------|----------------------------------|
| Secured | | |
| (a) Working Capital Loan | | |
| From Banks* | 32,759,853.59 | 34,143,484.36 |
| (b) Short Term Loan | 495,481,377.13 | - |
| From Bank | | |
| Total | 528,241,230.72 | 34,143,484.36 |

Nature of Security of Working Capital & Short Term Loans :

- (i) Residential and Commercial Land with construction of site office and surrounded by boundary wall and gate at Faizullahganj, Mohibullapur Sitapur Road, near Janakipuram flyover, Lucknow bearing khasra no. 58,59,60, & 85 measuring 15141.54 sq. mts. Land having khasra no. 703,704 & 851 ka Haiwat Mau Mawajya, Pargana Bijnor, Ward Ibrahimpur, Raibareilly Road, Lucknow.
- (ii) Further Secured by personal guarantee of Shri S.K. Garg (Chairman) & Shri Pankaj Bajaj (Managing Director).
- (iii) Further Secured by First Charge on Block Assets of the Company.
- (iv) In overdraft account secured against lien on bank Fixed Deposits and personal guarantee of Directors.
- (v) Holding Private Limited and Nalonrod Holdings Limited, thereby becomes wholly owned subsidiary of the company (Refer Note No. 13) and secured by:
 - a. Pledge of 100% Equity Shares of Eldeco City Private Limited
 - b. First Equitable Mortgage of "Eldeco Shaurya" project land, admeasuring 43.069 acres approximately, located at village Bijnor, Tehsil Mohan Lal Ganj, near Bhonwal Engineering College, Lucknow, with construction thereon, present and future.
 - c. Charge on the entire ale proceeds/receivables accruing from sold and unsold area of the entire "Eldeco Shaurya" project at the above-mentioned land.
 - d. Personal Guarantee of Mr. Pankaj Bajaj, Managing Director.
 - c. And/or any other security of higher or equivalent amount as may be acceptable to bank so as to maintain the said Loan-Asset-Cover at a minimum of 2.00 times the principal outstanding at all times.

*Includes overdraft facility of Rs 46.07 Lacs from City Cooperative Bank Limited, against fixed deposit of Rs 106.29 Lacs. The said Bank has discontinued its operations, however the company has applied for repayment of fixed deposit after adjustment of the balance outstanding in the overdraft account. A writ petition is also pending in respect of the same in Hon'ble Allahabad High Court.

(Amount In Rupees)

| 9-Trade Payables | As At 31st March 2016 | As At 31st March 2015 |
|----------------------------------------------------------------------|--------------------------|--------------------------|
| Total outstanding dues of micro and small enterprises | | |
| Due to Micro Small and Medium Enterprises* | - | - |
| Outstanding dues of creditors other than micro and small enterprises | 100,396,659.54 | 135,416,501.96 |
| Total | 100,396,659.54 | 135,416,501.96 |

* The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available.

(Amount In Rupees)

| 10-Other Current Liabilities | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------|--------------------------|--------------------------|
| Current maturities of long-term debt (Refer Note No.4) | 5,972,013.00 | 16,515,535.00 |
| Interest accrued and due on borrowings | 5,414,814.09 | 809,310.00 |
| Advance from Customers | 2,107,979,669.95 | 1,619,688,051.87 |

| | | |
|---------------------------------------|-------------------------|-------------------------|
| Advance Received From others | 13,095,740.00 | - |
| Investor Education & Protection Fund* | | |
| (i) Unclaimed dividends | 3,914,653.00 | 1,981,347.00 |
| (ii) Unclaimed matured deposits | - | 169,530.00 |
| Book Overdraft | 7,676,488.29 | 406,157.82 |
| Security Deposits/Retention Money | 25,464,330.14 | 7,717,035.06 |
| Due to Directors | 167,510.26 | 167,510.26 |
| Other payables | | |
| (i) Employee Related Liabilities | 6,180,495.00 | 615,319.00 |
| (ii) Statutory Liabilities | 11,181,983.50 | 8,092,344.43 |
| Total | 2,187,047,697.23 | 1,656,162,140.45 |

* Appropriate amounts shall be transferred to Investor Education & Protection Fund if and when due

(Amount In Rupees)

| 11-Short Term Provisions | AsAt 31st March 2016 | AsAt 31st March 2015 |
|---------------------------------------------|---------------------------------|---------------------------------|
| Others | | |
| Provision for Gratuity | 1,205,286.00 | 1,238,259.00 |
| Provision for Leave Encashment | 184,516.00 | 261,016.00 |
| Proposed Dividend | - | 3,933,200.00 |
| Tax on Proposed Dividend | - | 800,721.00 |
| Provision for taxation (Net of Advnace Tax) | 8,046,363.00 | - |
| Total | 9,436,165.00 | 6,233,196.00 |

| (Amount in Rupees) | | | | | | | | | | |
|------------------------|------------------|--------------|-----------------------|-------------------|------------------|-----------------|----------------------------|-------------------|---------------------------|---------------------------|
| 12-Fixed Assets | | | <--- GROSS BLOCK ---> | | | | <--- DEPRECIATION ---> | | | <--- NET BLOCK ---> |
| Particulars | AsAt 1/4/2015 | Additions | Sales/ Adjustments | AsAt 3/31/2016 | AsAt 1/4/2015 | For the Year | Deductions/ Adjustments | AsAt 3/31/2016 | W.D.V.As At 31/03/2016 | W.D.V.As At 31/03/2015 |
| Tangible Assets | | | | | | | | | | |
| 1 Office Premises | 24,902,451.72 | - | | 24,902,451.72 | 3,404,533.77 | 378,645.32 | - | 3,783,179.09 | 21,119,272.63 | 21,497,917.95 |
| 2 Office Equipment | 11,659,014.59 | 487,097.00 | 367,500.00 | 11,778,611.59 | 7,867,734.63 | 1,807,594.17 | 349,125.00 | 9,326,203.81 | 2,452,407.78 | 3,791,279.96 |
| 3 Plant & Machinery | 10,891,928.66 | 801,896.00 | - | 11,693,824.66 | 571,426.03 | 1,319,460.31 | - | 1,890,886.34 | 9,802,938.32 | 10,320,502.63 |
| 4 Furniture & Fixtures | 9,726,886.23 | 249,469.00 | - | 9,976,355.23 | 6,725,863.73 | 955,264.58 | - | 7,681,128.31 | 2,295,226.92 | 3,001,022.50 |
| 5 Vehicles | 9,194,072.69 | 417,851.00 | - | 9,611,923.69 | 7,117,155.41 | 1,196,845.82 | - | 8,314,001.23 | 1,297,922.46 | 2,076,917.28 |
| 6 Computers | 2,986,897.33 | 68,161.00 | - | 3,055,058.33 | 2,535,988.58 | 168,454.63 | - | 2,704,443.21 | 350,615.12 | 450,908.75 |
| Sub-Total(A) | 69,361,251.22 | 2,024,474.00 | 367,500.00 | 71,018,225.22 | 28,222,702.16 | 5,826,264.84 | 349,125.00 | 33,699,842.00 | 37,318,383.22 | 41,138,549.06 |
| Previous Year Figures | 89,660,591.49 | 4,177,805.00 | 24,477,145.27 | 69,361,251.22 | 43,668,268.01 | 6,255,067.30 | 23,307,227.00 | 28,222,702.16 | 41,138,549.06 | 45,992,323.48 |
| Intangible Assets | | | | | | | | | | |
| 1 Computer Software | 2,199,352.00 | - | - | 2,199,352.00 | 1,342,922.93 | 278,198.08 | - | 1,621,121.01 | 578,230.99 | 856,429.07 |
| Sub-Total(B) | 2,199,352.00 | - | - | 2,199,352.00 | 1,342,922.93 | 278,198.08 | - | 1,621,121.01 | 578,230.99 | 856,429.07 |
| Previous Year Figures | 2,199,352.00 | | | 2,199,352.00 | 1,054,524.46 | 280,270.61 | 8,127.86 | 1,342,922.93 | 856,429.07 | 1,144,827.54 |
| Total(A+B) | 71,560,603.22 | 2,024,474.00 | 367,500.00 | 73,217,577.22 | 29,565,625.09 | 6,104,462.92 | 349,125.00 | 35,320,963.01 | 37,896,614.21 | 41,994,978.13 |
| Previous Year Figures | 91,859,943.49 | 4,177,805.00 | 24,477,145.27 | 71,560,603.22 | 44,722,792.47 | 6,535,337.91 | 23,315,354.86 | 29,565,625.09 | 41,994,978.13 | 47,137,151.02 |

(Amount In Rupees)

| 13-Non Current Investments | As At 31st March 2016 | As At 31st March 2015 |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Trade, Unquoted, at Cost | | |
| In Associate Companies | | |
| 1600 (1650) Equity Shares of Rs.100/- each fully paid up in Omni Farms Private Limited (including accumulated share of Profit) | 16,999,054.89 | 11,284,515.20 |
| Other Investment | | |
| Investment in Equity Instruments- Quoted | | |
| In Other Companies | | |
| 11500 (11500) Equity Shares of Rs. 10.00 each in Union Bank of India Ltd., fully paid up | 184,000.00 | 184,000.00 |
| 2494 (2494) Equity Shares of Rs. 10.00 each in Punjab National Bank Ltd. fully paid up | 111,060.00 | 111,060.00 |
| Investment in Equity Instruments- Unquoted | | |
| 5000 (5000) Equity Shares of Rs.25/- fully paid up in Indian Mercantile Co-operative Bank Limited | 125,000.00 | 125,000.00 |
| 420 (420) Equity Shares of Rs 100/- each fully paid up in Lucknow Cement Crafts Pvt. Ltd. | 42,000.00 | 42,000.00 |
| 1 (NIL) Equity Shares of Rs 100/- each fully paid up in Surya Season Foods Private Limited | 1,002.00 | - |
| Total | 17,462,116.89 | 11,746,575.20 |

Figures in bracket represent those of previous year

Note: All the above shares are fully paid up

| | | |
|----------------------------------------|-------------|-------------|
| Aggregate cost of unquoted investments | 17167056.89 | 11451515.20 |
| Aggregate cost of quoted investments | 295060.00 | 295060.00 |
| Market value of quoted investments | 1569260.10 | 2162183.60 |

(Amount In Rupees)

| 14-Long Term Loans & Advances | As At 31st March 2016 | As At 31st March 2015 |
|---------------------------------------------|----------------------------------|----------------------------------|
| Security Deposit Paid | 10,132,976.50 | 6,388,718.50 |
| Direct Taxes Refundable (Net of Provisions) | 70,305,553.98 | 35,856,488.62 |
| Total | 80,438,530.48 | 42,245,207.12 |

(Amount In Rupees)

| 15-Other Non Current Assets | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Deposit more than twelve months | 886,839.00 | - |
| Interest accrued and due on Bank FDR's having original maturity of more than twelve months | 16,257.00 | - |
| Total | 903,096.00 | - |

(Amount In Rupees)

| 16-Current Investments | As At 31st March 2016 | As At 31st March 2015 |
|-----------------------------------------------------|----------------------------------|----------------------------------|
| Others, Quoted, at Cost | | |
| Group Share of Investment in Joint Venture Company | - | 16,327,035.49 |
| Total | - | 16,327,035.49 |
| Aggregate cost of group share of quoted investments | - | 16,327,035.49 |

(Amount In Rupees)

| 17-Inventories | As At 31st March 2016 | As At 31st March 2015 |
|-----------------------------------|----------------------------------|----------------------------------|
| Land (including development cost) | 966,768,131.64 | 612,444,070.09 |
| Building Material & consumables | 17,033,728.37 | 16,180,739.22 |
| Unsold Plots, Shops, Flats etc., | 165,673,914.48 | 234,386,970.60 |
| Project in Progress | 459,244,713.90 | 577,250,514.72 |
| Total | 1,608,720,488.39 | 1,440,262,294.63 |

(Amount In Rupees)

| 18-Trade Receivables | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| (Unsecured considered good unless otherwise stated) | | |
| Trade receivables outstanding for a period exceeding six months from the date they are due for payment | 37,234,251.46 | 148,552,766.00 |
| Other Trade Receivables | 229,212,991.03 | 87,025,565.38 |
| Total | 266,447,242.49 | 235,578,331.38 |

(Amount In Rupees)

| 19-Cash And Bank Balances | As At 31st March 2016 | As At 31st March 2015 |
|--------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Cash & Cash Equivalents | | |
| Balances with Banks: | | |
| -In Current Account | 36,654,729.79 | 50,065,681.33 |
| Cash on Hand | 28,195,048.30 | 38,732,743.69 |
| Stamp in Hand | 1,109,380.00 | 1,232,019.57 |
| Deposit with original maturity of less than three months | 41,824,342.57 | 31,500,421.00 |
| Cheques on hand | 5,458,567.00 | 5,059,393.07 |
| | 113,242,067.66 | 126,590,258.67 |
| Other Bank Balances | | |
| Unclaimed/Unpaid Dividend Account | 3,917,790.33 | 1,984,484.33 |
| Deposit held as margin money/earnest money* | 23,599,666.00 | 42,288,490.00 |
| Deposit with original maturity of more than three months but less than twelve months | 708,991,934.00 | 197,920,796.85 |
| Total | 849,751,457.99 | 368,784,029.85 |

*Includes deposits of Rs 106.29 Lacs from City Cooperative Bank Limited, against overdraft facility of Rs 46.07 Lacs. The said Bank has discontinued its operations, however the company has applied for repayment of fixed deposit after adjustment of the balance outstanding in the overdraft account. A writ petition is also pending in respect of the same in Allahabad High Court.

(Amount In Rupees)

| 20-Short-term loans and advances | As At 31st March 2016 | As At 31st March 2015 |
|-------------------------------------------------------------|--------------------------|--------------------------|
| (Unsecured, considered good unless otherwise stated) | | |
| Loans and advances to | | |
| Other related parties | 35,740,810.04 | 46,346,837.94 |
| | 35,740,810.04 | 46,346,837.94 |
| Advance against goods, services & others | | |
| Advances for projects | 387,655,045.94 | 218,262,829.00 |
| Other Advances | 28,814,497.34 | 163,344,614.49 |
| Other Deposits | 208,992.00 | 208,992.00 |
| | 416,678,535.28 | 381,816,435.49 |
| Balance with Government/statutory authorities | 40,810,769.34 | 20,696,438.27 |
| Prepaid Expenses | 346,759.40 | 319,239.50 |
| Total | 493,576,874.06 | 449,178,951.20 |

20. Loans and Advances includes payment to parties (including associates) for acquiring land for development of real estate projects, either on collaboration basis or self- development basis, for bulk booking, and for purchase of commercial space.

(Amount In Rupees)

| 21-Other current assets | As At 31st March 2016 | As At 31st March 2015 |
|----------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Interest accrued and due on Bank FDR's having original maturity of Less then equal to 12 months | 200,859,552.03 | 12,618,690.22 |
| Unbilled Receivables | 338,013,422.95 | 101,626,093.28 |
| Total | 538,872,974.98 | 114,244,783.50 |

(Amount In Rupees)

| 22-Revenue From Operations | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|-----------------------------------|----------------------------------------|----------------------------------------|
| Income from Real Estate Projects | 1,380,491,418.96 | 514,383,649.02 |
| Other Operating Income | 29,118,682.63 | 27,940,453.96 |
| Total | 1,409,610,101.59 | 542,324,102.97 |

(Amount In Rupees)

| 23-Other Income | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---------------------------------------------|----------------------------------------|----------------------------------------|
| Interest Income on bank FDR's | 52,394,319.06 | 26,533,656.04 |
| Others | - | 2,214,845.54 |
| Rent Received | 4,375,554.00 | 5,284,508.20 |
| Misc. Receipts | 4,689,984.00 | 4,601,440.08 |
| Profit on Sale of Fixed Asset | 11,625.00 | - |
| Dividend from other long term investments | 41,151.00 | 14,950.00 |
| Liabilities no longer required written back | 1,835,928.59 | 13,902,310.28 |
| Profit on Sale of Non Current Investment | 17,461,053.69 | - |
| Total | 80,809,615.34 | 52,551,710.14 |

(Amount In Rupees)

| 24-Cost of Material Consumed and other related Project cost | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|----------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Inventories at the beginning of the year | | |
| Building Material and consumables | 16,180,739.22 | 24,961,069.03 |
| Land | 612,444,069.99 | 434,102,688.49 |
| | 628,624,809.21 | 459,063,757.52 |
| Add: Cost incurred during the year | | |
| Land Development and other rights | 485,651,882.96 | 201,312,740.25 |
| Building Material Purchases | 186,485,805.70 | 136,808,780.87 |
| Expenses through Contractors | 354,851,661.17 | 238,785,313.63 |
| Architects' Fees | 9,050,564.00 | 2,050,313.88 |
| Depreciation | 66,916.22 | 66,916.22 |
| Maintenance of completed projects | 4,905,442.04 | 9,012,064.63 |
| Water & Electricity | 7,221,825.00 | 874,346.50 |
| Plan Approval & External Devp.Fees | 33,900,000.13 | 14,619,560.36 |
| Cost of Finished Goods | 16,011,961.35 | - |
| Other project expenses | 60,209,225.69 | 17,911,559.72 |
| | 1,158,355,284.26 | 621,441,596.06 |
| Less: Inventories at the end of the year | | |
| Building Material and consumables | 17,033,728.37 | 16,180,739.22 |
| Land | 966,768,131.64 | 612,444,069.99 |
| | 983,801,860.01 | 628,624,809.21 |
| Cost of Material Consumed, construction & other related project cost | 803,178,233.46 | 451,880,544.37 |

(Amount In Rupees)

| 25-Change in Inventories in Finished Goods and Project in Progress | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| Inventories at the beginning of the year | | |
| Completed real estate projects | 234,386,970.60 | 235,883,312.11 |
| Completed real estate projects of Subsidiary acquired during the year | - | 18,662,755.73 |
| Add/(Less): Adjustment in opening balance in respect of JV Company | - | 47,502,524.74 |
| Project in Progress | 577,250,515.68 | 423,466,159.21 |
| | 811,637,486.28 | 725,514,751.79 |
| Inventories at the end of the year | | |
| Completed real estate projects | 165,673,914.48 | 234,386,970.60 |

| | | |
|-----------------------------------------------------------------|-----------------------|-----------------------|
| Project in Progress | 459,244,713.90 | 577,250,515.68 |
| | 624,918,628.38 | 811,637,486.28 |
| Change in Inventories of finished stock and project in progress | 186,718,857.89 | (86,122,734.49) |

(Amount In Rupees)

| 26-Employee Benefit Expenses | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|------------------------------------------------------|---------------------------------------|---------------------------------------|
| Salaries, Wages, Allowances and Bonus | 33,779,675.00 | 32,712,683.71 |
| Company's Contribution to Provident and Other funds. | 4,213,292.00 | 4,803,533.07 |
| Directors Remuneration (Refer Note No 42) | 8,600,000.00 | 3,600,000.00 |
| Staff Welfare Expenses | 1,167,683.00 | 1,536,643.00 |
| Total | 47,760,650.00 | 42,652,859.78 |

(Amount In Rupees)

| 27-Finance Cost | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|-----------------------------|---------------------------------------|---------------------------------------|
| Interest on Secured Loans | 21,790,930.69 | 4,237,338.00 |
| Other Interest | 27,734,017.00 | 17,897,879.99 |
| Bank Charges and Commission | 3,498,700.62 | 915,388.82 |
| Total | 53,023,648.31 | 23,050,606.81 |

(Amount In Rupees)

| 28-Other Expenses | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|-------------------------------|---------------------------------------|---------------------------------------|
| Establishment Expenses | | |
| Rent | 5,670,900.00 | 6,102,114.00 |
| Rates and Taxes | 870,453.00 | 965,338.69 |
| Insurance | 346,588.60 | 162,808.48 |
| Auditors Remuneration | 945,225.00 | 888,379.00 |
| Directors Sitting Fees | 117,000.00 | 39,000.00 |
| Postage, Courier & Telephone | 888,918.15 | 848,646.00 |
| Travelling & Conveyance | 1,665,633.43 | 2,675,114.00 |
| Legal & Professional Charges | 10,659,328.00 | 9,591,399.54 |
| Printing & Stationery | 737,082.00 | 482,045.94 |
| Repair & Maintenance Building | 4,883,617.00 | 5,829,370.79 |
| Repair & Maintenance Others | 2,727,126.60 | 2,923,799.16 |
| Water and Electricity | 2,483,681.00 | 2,466,782.84 |
| Donations | 2,855,100.00 | 119,000.00 |
| Miscellaneous Expenses | 6,549,932.74 | 1,762,413.73 |
| Loss on Sale of Fixed Asset | - | 904,963.15 |
| Branding Fees | 10,162,935.96 | 5,291,224.00 |

| | | |
|-------------------------------|----------------------|----------------------|
| Sub-Total | 51,563,521.48 | 41,052,399.32 |
| Selling Expenses | | |
| Advertisement & Publicity | 9,633,645.00 | 6,693,143.38 |
| Business Promotion & Discount | 3,904,039.00 | 1,096,497.00 |
| Commission & Brokerage | 26,315,267.00 | 12,769,202.69 |
| Sub-Total | 39,852,951.00 | 20,558,843.07 |
| Total | 91,416,472.48 | 61,611,242.38 |

(Amount In Rupees)

| 29-Earnings Per Share | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|-------------------------------------------|---------------------------------------|---------------------------------------|
| Profit/(Loss) after tax | 204989070.96 | 64662191.99 |
| Equity Shares outstanding at the year end | 1,966,600 | 1,966,600 |
| Nominal Value Per Share (Rs) | 10.00 | 10.00 |
| Basic Earnings Per Share | 104.24 | 32.88 |
| Diluted Earnings Per Share | 104.24 | 32.88 |

(Amount In Rupees)

| 30-Auditors Remuneration | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------|---------------------------------------|---------------------------------------|
| Audit Fees | 870,225.00 | 813,379.00 |
| Tax Audit Fees | 25,000.00 | 25,000.00 |
| Certifications Fee | 50,000.00 | 50,000.00 |
| Total | 945,225.00 | 888,379.00 |

(Amount In Rupees)

| 31-Contingent Liability | Year Ended 31st March,2016 | Year Ended 31st March,2015 |
|---------------------------------------------------------------|---------------------------------------|---------------------------------------|
| (a) Claims against the company not acknowledge as debt | | |
| 1 Sales Tax & VAT | 69,913,183.00 | 2,919,843.00 |
| 2 Income Tax | 3,019,422.00 | 2,591,330.00 |
| (b) Guarantees | | |
| 1 Earnest Money | 820,271.00 | 38,021,852.00 |
| 2 Bank Guarantee | 12,500,000.00 | 89,144,250.00 |

32. Additional information pursuant to schedule III of the Companies Act 2013:

| Name of the entity | Net Assets i.e total assets minus total liabilities | | Share in profit or loss | |
|--------------------------------------------|--------------------------------------------------------|---------------------|----------------------------------|---------------------|
| | As % of conso- lidated net assets | Amount in Rupees | As % of conso- lidated profit | Amount in Rupees |
| Parent | | | | |
| Eldeco Housing & Industries Limited | 72.73 | 755,842,453.52 | 27.63 | 83,506,273.10 |
| Subsidiaries | | | | |
| 1 Aadesh Constructions Private Limited | (0.01) | (146,839.00) | (0.01) | (16,405.00) |
| 2 Carnation Realtors Private Limited | (0.01) | (101,819.61) | (0.00) | (14,378.60) |
| 3 Deepjyoti Constructions Private Limited | (0.01) | (139,508.96) | (0.01) | (17,035.00) |
| 4 Facility Constructions Private Limited | (0.01) | (135,428.96) | (0.01) | (17,035.00) |
| 5 Fixity Constructions Private Limited | (0.01) | (136,743.96) | (0.01) | (17,350.00) |
| 6 Garv Constructions Private Limited | (0.01) | (143,409.00) | (0.01) | (15,775.00) |
| 7 Iris Realtors Private Limited | (0.01) | (98,114.61) | (0.00) | (11,683.60) |
| 8 Khawhish Constructions Private Limited | (0.01) | (136,810.96) | (0.01) | (17,350.00) |
| 9 Mahal Constructions Private Limited | (0.01) | (85,378.50) | (0.00) | (14,629.50) |
| 10 Neo Realtors Private Limited | (0.01) | (119,568.00) | (0.00) | (13,255.00) |
| 11 Neptune Infracon Private Limited | (0.01) | (100,620.37) | (0.01) | (15,228.60) |
| 12 Numerous Constructions Private Limited | (0.01) | (102,078.86) | (0.00) | (14,037.09) |
| 13 Perpetual Constructions Private Limited | (0.01) | (137,058.96) | (0.01) | (17,665.00) |
| 14 Prasiddhi Constructions Private Limited | (0.05) | (516,513.02) | (0.15) | (468,215.00) |
| 15 Primacy Constructions Private Limited | (0.01) | (137,603.96) | (0.01) | (17,350.00) |
| 16 Samarpit Constructions Private Limited | (0.01) | (151,742.48) | (0.00) | (12,310.00) |
| 17 Shivaye Constructions Private Limited | (0.01) | (98,730.37) | (0.00) | (13,338.60) |
| 18 Suniyojit Constructions Private Limited | (0.01) | (145,289.94) | (0.00) | (13,282.75) |
| 19 Sushobhit Constructions Private Limited | (0.01) | (136,955.96) | (0.01) | (17,035.00) |
| 20 Swarg Constructions Private Limited | (0.26) | (2,733,294.71) | (0.86) | (2,591,930.97) |
| 21 Swarnim Nirman Private Limited | (0.01) | (111,657.47) | (0.01) | (26,265.70) |
| 22 Villa Constructions Private Limited | (0.01) | (100,065.37) | (0.00) | (13,653.60) |
| 23 Halwasiya Agro Industries Limited | 2.73 | 28,392,184.25 | 3.00 | 9,059,961.54 |
| 24 M.A.K. Sales Private Limited | 2.69 | 27,931,448.10 | 2.68 | 8,094,867.46 |
| 25 Eldeco City Private Limited | 67.60 | 702,604,092.88 | 67.82 | 204,998,415.00 |
| Associates | | | | |
| 1 Omni Farms Private Limited | - | 0 | 1.89 | 5,714,539.69 |

33. Determination of revenues in respect of real estate projects under the 'Percentage of Completion method' necessarily involves making estimates by management for projected revenues, projected profits, and costs to completion and foreseeable loss. These estimates being of a technical nature have been relied upon by auditors.
34. Inventories, loans & advances, trade receivables and other current/non current assets are in the opinion of the management do not have a value on realization in the ordinary course of the business, less than the amount at which they are stated in the Balance Sheet.
35. Balance in trade receivables, trade payables, current / non current advances given / received are subject to reconciliation and confirmation from respective Parties. The balance of said trade receivables, trade payables, current / non current advances given / received are taken as shown by the books of accounts. The ultimate outcome of such reconciliation and confirmation can not presently be determined; therefore no provision for any liability that may result of such reconciliation and confirmation has been made in the financial statement.
36. The Company has an investment of Rs.42,000.00 (31.03.2015 Rs.42,000.00) in Lucknow Cement Crafts Private Limited (LCC). There are accumulated losses in LCC. The management of the Company is of the opinion that investment in LCC is long term strategic investment therefore; provision for diminution in value of investment is not made.

37. Segment Reporting

Based on similarity of activities/products, risk and reward structure, organization structure and internal reporting system, the company has structured its operation in to the following segments:

- (i) **Real Estate:** Promotion, construction, development and sale of townships, residential, commercial property, developed plots etc.
- (ii) **Construction:** Construction of property on behalf of others/clients.

During the year and immediately preceding year company has undertaken only one activity/segment of real estate and no construction contract is undertaken by the company. Further operations of the Company do not qualify, for reporting as geographic segments, under the criteria set out under Accounting Standard 17 on 'Segment reporting'.

38. During the year Company has filed a Scheme of Amalgamation between wholly owned subsidiary companies namely Halwasiya Agro Industries Limited and MAK Sales Private Limited (Transferor Company) with Eldeco Housing and Industries Limited (Transferee Company) under section 391 & 394 of the Companies Act, 1956. The appointed date of the amalgamation being 01.04.2015 and same is pending for final approval from Hon'ble Lucknow High Court.

39. Interest in Joint Venture

The Company was entered in to a 67.58:32.42 (being company share is 32.42%) Joint Venture in Eldeco City Private Limited (incorporated in India) with M/s Xander Investment Holding IV Limited (Mauritius) for development of the Real Estate Project in India. For the purposes of Company's share in assets, liabilities, income & expenses, proportionate consolidation method has been adopted. The Company's interest in the Joint Venture is reported as Non Current Investments (Note no. 13) of the Balance Sheet and stated at cost.

The Company's share of each of the assets, liabilities, income & expenses (each after elimination of, the effect of transactions between the Company and the Joint Venture) related to its interests in this joint venture based on un-audited results are given here under:

(Amount in Rupees)

| Particulars | As At March 31, 2016# | As At March 31, 2015 |
|----------------------------------------|--------------------------|-------------------------|
| Reserve & Surplus | Nil | 183011542 |
| Deferred Tax Liability | Nil | 151945 |
| Trade Payables | Nil | 24271697 |
| Other Current Liabilities | Nil | 358121249 |
| Fixed Assets (including CWIP) | Nil | 724134 |
| Current Investments | Nil | 16327035 |
| Inventories | Nil | 205983441 |
| Cash & Bank Balances | Nil | 210599716 |
| Short Term Loans & Advances | Nil | 67510489 |
| Other Current Assets | Nil | 66599049 |
| Revenue from Operations & Other Income | Nil | 272309701 |
| Cost of Project | Nil | 214969917 |
| Employee Benefit Expenses | Nil | 1769726 |
| Finance Cost | Nil | 9064 |
| Depreciation | Nil | 194876 |
| Other Expenses | Nil | 5286051 |
| Profit Before Tax | Nil | 50080068 |
| Tax Expense | Nil | 17182929 |
| Profit After Tax | Nil | 32897139 |

During the year Company has purchased 67.58% shareholding of Eldeco City Private Limited (ECPL) from M/s Xander Investment Holding IV Limited (Mauritius) and Nalonrod Holdings Limited for a total consideration of Rs. 49.80 crores by which ECPL has become a wholly owned subsidiary of the Company w.e.f. 11.01.2016. The same is duly disclosed at cost as Non Current Investments (Note no. 13) in the Balance Sheet.

40 Employee Benefit

The details of the Company's post-retirement benefit plans for gratuity for its employees are given below which is certified by the actuary and relied upon by auditors:

A. Gratuity

i) Movement in the liability recognized in Balance Sheet is as under:

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|----------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Present value of obligation at the beginning of the year | 9,713,569.00 | 9,725,462.00 |
| Current service cost | 677,433.00 | 725,296.00 |
| Interest cost | 777,086.00 | 778,037.00 |
| Benefit paid | (3,089,175.00) | (2,335,098.00) |
| Actuarial (gain) / loss on obligation | 30,812.00 | 118,428.00 |
| Present value of obligation as at the end of year | 8,109,725.00 | 9,012,125.00 |

ii) Net assets / liability recognized in Balance Sheet as at 31st March, 2016

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|-------------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Present value of obligation as at 31st March, 2016 | 8,109,725.00 | 9,012,125.00 |
| Fair value of plan assets as at 31st March, 2016 | 2,227,792.00 | 2,056,107.00 |
| (Assets)/Liabilities recognized in the Balance Sheet | 5,881,933.00 | 6,956,018.00 |

iii) Amount recognized in Statement of Profit & Loss is as under:

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Current service cost | 677,433.00 | 725,296.00 |
| Interest cost | 777,086.00 | 778,296.00 |
| Expected return on planned assets | (171,356.00) | (169,770.00) |
| Net actuarial (gain)/loss recognized during the year | 30,483.00 | 118,428.00 |
| Additional Interest Provided by LIC | - | - |
| Expenses to be recognized in the statement of P/L | 1,313,646.00 | 1,451,991.00 |

iv) Changes in fair value of plan assets

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|----------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Fair value of plan assets at the beginning of the period | 2,056,107.00 | 1,886,337.00 |
| Additional Interest Provided by LIC | - | - |
| Expected return on plan assets | 171,356.00 | 169,770.00 |
| Contribution | - | - |
| Benefit Paid | - | - |
| Actuarial Gain/Loss | 329.00 | - |
| Fair value of plan assets at the end of the period | 2,227,792.00 | 2,056,107.00 |

For determination of gratuity liability of the Company the following actuarial assumption were used.

| | | |
|-------------------------------------------|----------------------------------------|----------------------------------------|
| Discount rate | 8.00% | 8.00% |
| Future salary increase | 5.00% | 5.00% |
| Expected rate of return on planned assets | 8.00% | 9.00% |
| Method used | Projected unit credit actuarial method | Projected unit credit actuarial method |

* Note: Previous year figures as at 31st March 2015, includes only actuary figures of holding company only.

B. Leave Encashment

Provision for leave encashment in respect of unavailed leaves standing to the credit of employees is made on accrual basis. The Company does not maintain any fund to pay for leave encashment.

i) Movement in the liability recognized in Balance Sheet is as under:

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|-----------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Present value of obligation at the beginning of the year | 2,217,417.00 | 1,972,868.00 |
| Interest cost | 177,393.00 | 157,829.00 |
| Current service cost | 193,934.00 | 262,972.00 |
| Actuarial (gain)/loss on obligation | (1,012,599.00) | (129,861.00) |
| Benefit Paid | (280,211.00) | (445,472.00) |
| Present value of obligation at the end of the year | 1,295,934.00 | 1,818,336.00 |

ii) Amount recognized in Statement of Profit & Loss is as under:-

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|------------------------------------------------------|-----------------------------------------|------------------------------------------|
| Current service cost | 193,934.00 | 262,972.00 |
| Interest cost | 177,393.00 | 157,829.00 |
| Net actuarial (gain)/loss recognized during the year | 134,589.00 | (129,861.00) |
| Recognized in Profit & Loss account | 505,916.00 | 290,940.00 |

iii) Amount recognized in the Balance Sheet as at 31st March, 2016

| Description | Amount in Rupees As At 31 March 2016 | Amount in Rupees As At 31 March 2015* |
|-----------------------|-----------------------------------------|------------------------------------------|
| Current Liability | 128,280.00 | 273,673.00 |
| Non Current Liability | 1,167,654.00 | 1,544,663.00 |
| Total | 1,295,934.00 | 1,818,336.00 |

For determination of liability in respect of leave encashment, the Company has used the following actuarial assumption.

| | | |
|------------------------|-----------------------------------------|-----------------------------------------|
| Discount rate | 8.00% | 8.00% |
| Future salary increase | 5.00% | 5.00% |
| Actuarial method used | Project unit credit actuarial method | Project unit credit actuarial method |

*Note: Provision of leave encashment as per actuarial is less than the liability provided in books of accounts of holding company, therefore provision for leave encashment has been made on accrual basis. However provisions for Leave Encashment in case of Eldeco City Private Limited is taken as per actuarial basis. Further the previous year figures as at 31st March 2015, includes only actuary figures of holding company only.

C. Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Misc. Provision Act, 1952.

This is post employment benefit and is in the nature of defined contribution plan.

41. RELATED PARTY DISCLOSURES:

Details of disclosure as required by "Accounting standard (AS) - 18 on Related Party Disclosures" are as under:-

A. Names of related parties and description of relationship:

1. Associate Company

- 1 Omni Farms Private Limited

2. Entities over which key managerial personnel or their relatives exercises significant influence

- 1 S.K Garg Constructions Pvt. Ltd
- 2 Lucknow Cement Crafts Private Limited
- 3 Eldeco Infrastructure & Properties Limited
- 4 Surya Season Foods Private Limited
- 5 Eldeco Townships & Housing Limited
- 6 K L Multimedia Private Limited
- 7 Eiffel Recreation Club Private Limited

3. Key Management Personnel

- | | |
|------------------------|--------------------|
| 1 Mr Shiv Kumar Garg | Executive Chairman |
| 2 Mr Pankaj Bajaj | Managing Director |
| 3 Mr. Shrikant Jajodia | Director |
| 4 Mr Arvind Bajaj | Director |

4. Relatives of Key Management Personnel

- | | |
|--------------------|---------------------------|
| 1 Mrs Asha Bajaj | Mother of Mr Pankaj Bajaj |
| 2 Mrs Varija Bajaj | Sister of Mr Pankaj Bajaj |
| 3 Mrs Rashi Bajaj | Wife of Mr Arvind Bajaj |
| 4 Mrs Pushpa Gupta | Sister of Mr S.K. Garg |
| 5 Ms Shivani Garg | Daughter of Mr S.K. Garg |

B. The following transactions were carried out with the related parties in the ordinary course of business:

(Amount In Rupees)

| Transactions | Key Management Personnel | Associates | Entities over which key managerial personnel or their relatives exercises significant influence | Relatives of Key Management Personnel | Total |
|--------------------------------------------|---------------------------------|------------|-------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------|
| Remuneration | | | | | |
| Mr S.K.Garg | 3,600,000.00 (3,600,000.00) | | | | 3,600,000.00 (3,600,000.00) |
| Mr Pankaj Bajaj (Refer Note No 42) | 5,000,000.00 - | | | | 5,000,000.00 - |
| Rent Paid | | | | | |
| Mrs Varija Bajaj | | | | - (530,216.00) | - (530,216.00) |
| Mrs Asha Bajaj | | | | 5,771,316.00 (5,558,400.00) | 5,771,316.00 (5,558,400.00) |
| Mrs Pushpa Gupta | | | | 420,463.00 (379,044.00) | 420,463.00 (379,044.00) |
| Dividend Paid | | | | | |
| Mr Pankaj Bajaj | 12,684,000.00 (1,141,400.00) | | | | 12,684,000.00 (1,141,400.00) |
| Mr Arvind Bajaj | - (384,200.00) | | | | - (384,200.00) |
| Eldeco Infrastructure & Properties Limited | | | 120,000.00 (20,000.00) | | 120,000.00 (20,000.00) |
| Mrs Asha Bajaj | | | | - (495,200.00) | - (495,200.00) |
| Mrs Varija Bajaj | | | | - (53,600.00) | - (53,600.00) |
| Mrs Rashi Bajaj | | | | 25,200.00 (43,800.00) | 25,200.00 (43,800.00) |
| Mr Rajeev Bansal | | | | - (500.00) | - (500.00) |
| Ms Shivani Garg | | | | 332,700.00 (168,800.00) | 332,700.00 (168,800.00) |
| Sitting Fees | | | | | |
| Mr Arvind Bajaj | 3,000.00 (6,000.00) | | | | 3,000.00 (6,000.00) |
| Shrikant Jajodia | 29,000.00 (6,000.00) | | | | 29,000.00 (6,000.00) |

| | | | | | |
|----------------------------------------------------------|--|-----------------------------------|---------------------------------|--------------------|---------------------------------|
| Advance Repaid Against Bulk Booking/Project (Net) | | | | | |
| Omni Farms Private Limited | | 130,436,638.00 (89,314,078.24) | | | 130,436,638.00 |
| Surya Season Foods Pvt. Ltd. | | | (273,983.00) (7,514,855.84) | | (273,983.00) (7,514,855.84) |
| Sale of commercial Space | | | | | |
| Asha Bajaj | | | | 12,802,000.00 - | 12,802,000.00 - |
| Project Management Fees received | | | | | |
| Omni Farms Private Limited | | 9,853,049.56 (13,094,975.00) | | | 9,853,049.56 (13,094,975.00) |
| Maintainence Charges Received | | | | | |
| K. L. Multimedia Pvt. Ltd. | | | 1,004,065.00 (2,159,115.00) | | 1,004,065.00 (2,159,115.00) |
| Asha Bajaj | | | | 519,747.00 - | 519,747.00 - |
| Recovery of Taxes/Expenses(Net) | | | | | |
| K.L.Multimedia Private Limited | | | - (24,493.00) | | - (24,493.00) |
| Eiffel Recreation Club Pvt. Ltd. | | | - (190,239.00) | | - (190,239.00) |
| S.K.Garg Constructions Pvt. Ltd. | | | 1,100,000.00 (670,067.00) | | 1,100,000.00 (670,067.00) |
| Eldeco Townships & Housing Ltd. | | | - (810,141.00) | | - (810,141.00) |
| Eldeco Infrastructure & Properties Ltd. | | | - (183,536.00) | | - (183,536.00) |
| Surya Season Foods Pvt. Ltd. | | | 973,188.00 (946,099.00) | | 973,188.00 (946,099.00) |
| Club Services availed | | | | | |
| Eiffel Recreation Club Pvt. Ltd. | | | 314,815.00 (582,389.00) | | 314,815.00 (582,389.00) |
| Branding Fees Paid | | | | | |
| Eldeco Infrastructure & Properties Ltd. | | | 10,162,935.96 (5,291,224.00) | | 10,162,935.96 (5,291,224.00) |

| | | | | | |
|----------------------------------------------|----------------------------|--------------------------------------|----------------------------------|------------------------------|--------------------------------------|
| Sale of Fixed Asset | | | | | |
| Eldeco Townships & Housing Ltd. | | | - (266,464.00) | | - (266,464.00) |
| Purchase of Investment | | | | | |
| Mr S.K. Garg | 1,002.00 (390.00) | | | | 1,002.00 - |
| Balances Outstanding as at 31.03.2016 | | | | | |
| Trade Payables | | | | | |
| Mr Pankaj Bajaj | 167,510.26 (167,510.26) | | | | 167,510.26 (167,510.26) |
| Mrs. Pushpa Gupta | | | | 61,115.20 (56,854.20) | 61,115.20 (56,854.20) |
| Surya Season Foods Pvt. Ltd. | | | 11,926,707.84 (12,625,912.84) | | 11,926,707.84 (12,625,912.84) |
| Mrs Varija Bajaj | | | | - (63,523.00) | - (63,523.00) |
| Mrs Asha Bajaj | | | | 1,023,200.00 (476,132.00) | 1,023,200.00 (476,132.00) |
| Omni Farms Pvt. Ltd. | | (100,436,841.72) (230,873,479.72) | | | (100,436,841.72) (230,873,479.72) |
| Eiffel Recreation Club Pvt. Ltd. | | | 3,468.00 (51,115.00) | | 3,468.00 (51,115.00) |
| | | | | | - |
| Trade Receivables | | | | | |
| K.L. Multimedia Pvt. Ltd. | | | 36,770.00 (147,294.00) | | 36,770.00 (147,294.00) |
| Eldeco Infrastructure & Properties Ltd. | | | 3,924,346.04 (14,173,497.00) | | 3,924,346.04 (14,173,497.00) |
| Investments | | | | | |
| Omni Farms Pvt. Ltd. | | 1,759,360.00 (1,759,360.00) | | | 1,759,360.00 (1,759,360.00) |
| Lucknow Cement Crafts Pvt. Ltd. | | | 42,000.00 (42,000.00) | | 42,000.00 (42,000.00) |
| Surya Season Foods Pvt. Ltd. | | | 1,002.00 - | | 1,002.00 - |

Note : Amount in brackets represents the previous year figures.

42. During the year company has made a provision of Rs. 50 lacs for payment of Director's Remuneration to the Managing Director Mr. Pankaj Bajaj w.e.f. 1st April, 2015. The same was approved by Board of Directors vide circular resolution passed on 16th May, 2015 and recommended by Nomination and Remuneration Committee vide circular resolution dated 8th May, 2015. In terms of section 197 (1) read with first and second proviso of the Act, and further read with Schedule V Part II Section V of the Act exceeds the maximum limit of remuneration for which approval of members as special resolution and Central Government is required which was approved by the Board of Directors on 11th august, 2015. The same was approved by the shareholders in the Annual General Meeting held on 25th September, 2015 and application for approval from the Central Government has been filed by the company on 18th January, 2016. The approval from Central Government is still awaited.
43. As per the requirements of sub section (5) of section 135 of the Companies Act, 2013, the Company was required to spend at least two percent of its average net profits of the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility (CSR). Accordingly, the amount of expenditure for the year ended 31st March, 2016, which the Company was required to incur related to Corporate Social Responsibility worked out to be Rs.20,24,804/- (P.Y.23,32,884/-). During the year ended 31st March, 2016, the Company has incurred a sum of Rs. 1,12,332/- (P.Y. Nil) on this account.
44. The Company has regrouped/ reclassified previous year figures where necessary to conform to with current year's classification.
45. All notes number 1-44 forms an integral part of the financial statements.

As per our Report of even date attached

For & on behalf of the Board

FORDOOGAR & ASSOCIATES

Chartered Accountants
(Firm Reg. No. 000561N)

S. K. Garg
(Chairman & Executive Director)
DIN: 00166035

Pankaj Bajaj
(Managing Director)
DIN:00024735

(CA. UDIT BANSAL)
Partner
M.No 401642

Naina Tandon
(Company Secretary)
M.No.A37976

Sushil Dutt Mishra
(Chief Financial Officer)

Place: Lucknow

Dated: 27th May, 2016

| S. No. | Name of the Subsidiary Company | Capital | Reserves | Total Assets | Total Liabilities | Investment (Except in the subsidiaries) | Turnover/Total Income | Profit/(Loss) | Profit Before Tax | Provision For Tax (net of write back) | (Figures in Rs) | Proposed Dividend |
|--------|----------------------------------|---------------|----------------|------------------|-------------------|-----------------------------------------------|--------------------------|------------------|-------------------|---------------------------------------------|-----------------|----------------------|
| 1 | Aadesh Constructions (P) Ltd | 100,000.00 | (148839) | 46946896.00 | 46993735.00 | - | - | (16405) | (16405) | - | (16405) | - |
| 2 | Carnation Realtors (P) Ltd | 100,000.00 | (101819.61) | 28905.39 | 30725.00 | - | - | (14378.6) | (14378.6) | - | (14378.6) | - |
| 3 | Deepjyoti Constructions (P) Ltd | 100,000.00 | (139508.96) | 21216.04 | 60725.00 | - | - | (17035) | (17035) | - | (17035) | - |
| 4 | Eldeco City Private Limited | 96,958,720.00 | 700,622,582.00 | 1,781,519,643.00 | 983,937,336.00 | - | 732,708,184.00 | 204,719,812.00 | 204,719,812.00 | 67,282,828.00 | 137,436,985.00 | - |
| 5 | Facility Constructions (P) Ltd | 100,000.00 | (135428.96) | 25296.04 | 60725.00 | - | - | (17035) | (17035) | - | (17035) | - |
| 6 | Fixity Constructions (P) Ltd | 100,000.00 | (136743.96) | 23981.04 | 60725.00 | - | - | (17350) | (17350) | - | (17350) | - |
| 7 | Garv Constructions (P) Ltd | 100,000.00 | (143409) | 115316.00 | 158725.00 | - | - | (15775) | (15775) | - | (15775) | - |
| 8 | Halwasiya Agro Industries Ltd | 4,000,000.00 | 28392184.25 | 39549239.22 | 7157054.97 | - | 13494642.00 | 9059961.535 | 9059961.535 | 2752467.16 | 6307494.375 | - |
| 9 | Iris Realtors (P) Ltd. | 100,000.00 | (98114.61) | 40860.39 | 38975.00 | - | - | (11683.6) | (11683.6) | - | (11683.6) | - |
| 10 | Khwahish Constructions (P) Ltd. | 100,000.00 | (136810.96) | 23914.04 | 60725.00 | - | - | (17350) | (17350) | - | (17350) | - |
| 11 | Mahal Constructions (P) Ltd. | 100,000.00 | (85378.5) | 44461347.50 | 4446726.00 | - | - | (14629.5) | (14629.5) | - | (14629.5) | - |
| 12 | Neo Realtors (P) Ltd. | 100,000.00 | (119568) | 19886157.00 | 19905725.00 | - | - | (13255) | (13255) | - | (13255) | - |
| 13 | Neptune Infracon (P) Ltd. | 100,000.00 | (10620.37) | 29379.63 | 30000.00 | - | - | (15228.6) | (15228.6) | - | (15228.6) | - |
| 14 | Numerous Constructions (P) Ltd. | 100,000.00 | (102078.86) | 27921.14 | 30000.00 | - | - | (14037.09) | (14037.09) | - | (14037.09) | - |
| 15 | Perpetual Constructions (P) Ltd. | 100,000.00 | (137058.96) | 23666.04 | 60725.00 | - | - | (17665) | (17665) | - | (17665) | - |
| 16 | Prasiddhi Constructions (P) Ltd. | 100,000.00 | (516513.02) | 27184211.98 | 27600725.00 | - | - | (468215) | (468215) | - | (468215) | - |
| 17 | Primacy Constructions (P) Ltd. | 100,000.00 | (137603.96) | 23121.04 | 60725.00 | - | - | (17350) | (17350) | - | (17350) | - |
| 18 | Samarjit Constructions (P) Ltd. | 100,000.00 | (151742.48) | 73162202.52 | 73213945.00 | - | - | (12310) | (12310) | - | (12310) | - |
| 19 | Shivaye Constructions (P) Ltd. | 100,000.00 | (98730.37) | 31269.63 | 30000.00 | - | - | (13338.6) | (13338.6) | - | (13338.6) | - |
| 20 | Sunijoyit Constructions (P) Ltd. | 100,000.00 | (145289.94) | 43591208.06 | 43636498.00 | - | - | (13282.75) | (13282.75) | - | (13282.75) | - |
| 21 | Sushobhit Constructions (P) Ltd. | 100,000.00 | (136955.96) | 23769.04 | 60725.00 | - | - | (17035) | (17035) | - | (17035) | - |
| 22 | Swarg Constructions (P) Ltd. | 100,000.00 | (2733294.71) | 12716705.29 | 15350000.00 | - | - | (2591930.97) | (2591930.97) | - | (2591930.97) | - |
| 23 | Swarnim Nirman (P) Ltd. | 100,000.00 | (111657.47) | 18342.53 | 30000.00 | - | - | (26265.7) | (26265.7) | - | (26265.7) | - |
| 24 | Villa Constructions (P) Ltd. | 100,000.00 | (100065.37) | 29934.63 | 30000.00 | - | - | (13653.6) | (13653.6) | - | (13653.6) | - |
| 25 | M A K Sales (P) Ltd. | 500,000.00 | 27931448.1 | 47820384.51 | 19388936.40 | - | 34134192 | 8094867.46415069 | 8094867.464 | 2525598 | 5569269.464 | - |

Form No. MGT-11

Proxy form

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

CIN: L45202HR1985PLC044265

Name of the company: Eldeco Housing and Industries Limited

Registered office: S-16, 2nd Floor, Eldeco Station No.-1, Site No. 1,
Sector-12, Faridabad, Haryana-121007

Name of the member (s): _____
Registered address: _____
E-mail Id: _____
Folio No/ Client Id: _____
DPID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____

Signature: _____, or failing him

2. Name: _____
Address: _____
E-mail Id: _____

Signature: _____, or failing him

3. Name: _____
Address: _____
E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on Friday the 02nd day of September, 2016 at Goldfinch Hotel, Surajkund Road, Village Lakarpur, Sector-39, Faridabad, Haryana-121010, at 02:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution |
|--------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary Business | |
| 1. | Adoption of Balance Sheet, Profit & Loss Account and Report of the Board of Directors & Auditors for the Financial Year ended 31st March, 2016. |
| 2. | Appoint a Director in place of Mr. Shrikant Jajodia (DIN 00602511) who retires by rotation and being eligible, seeks re-appointment. |
| 3. | Confirmation of Interim Dividend for the financial year ended 31st March, 2016. |
| 4. | Ratification of Appointment of M/s Doogar & Associates as the Auditors of the Company |
| Special Business | |
| 5. | Re-appointment of Mr. Shiv Kumar Garg (DIN: 00166035) as a Whole Time Director of the Company. |
| 6. | Re-appointment of Mr. Pankaj Bajaj (DIN 00024735), as Managing Director of the Company. |
| 7. | Determination of an amount/fees to be charged for service of the documents to the shareholders of the Company. |

Signed this..... day of.....2016
Signature of shareholder
Signature of Proxy holder(s)

Affix
Revenue
Stamp

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

ELDECO HOUSING AND INDUSTRIES LIMITED

Regd. Office : S-16, 2nd Floor, Eldeco Station-1, Site No. 1, Sector -12, Faridabad, Haryana – 121007
Corp. Office : 2nd Floor, Eldeco Corporate Chamber I, Vibhuti Khand, Gomti Nagar, Lucknow – 226 010

31st ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

DP ID

Client ID

No. of shares held

(To be filled in by the Shareholders)

Full Name and address of the member (IN BLOCK LETTERS)

.....full name of proxy

(IN BLOCK LETTERS)

I hereby record my presence at the 31st Annual General Meeting of the Company to be held on Friday, the 02nd day of September, 2016 at 2.00 p.m. at Goldfinch Hotel, Surajkund Road, Village Lakarpur, Sector-39, Faridabad, Haryana-121010.

This slip may please be handed over at the entrance of the meeting hall.

Signature of Member/Proxy

To,
M/s Skyline Financial Services Pvt. Ltd.
Registrar & Share Transfer Agent of
M/s Eldeco Housing & Industries Ltd.,
D-153 A, 1st Floor, Okhla Industrial Area, Phase-I
New Delhi – 110020. Ph.: 011-26812682/83

Place

Date

DP/client ID/Folio No.

(To be filled in by the Shareholders)

Dear Sir,

Re : CHANGE OF ADDRESS

Kindly take on record, my new address as follows for further communication.

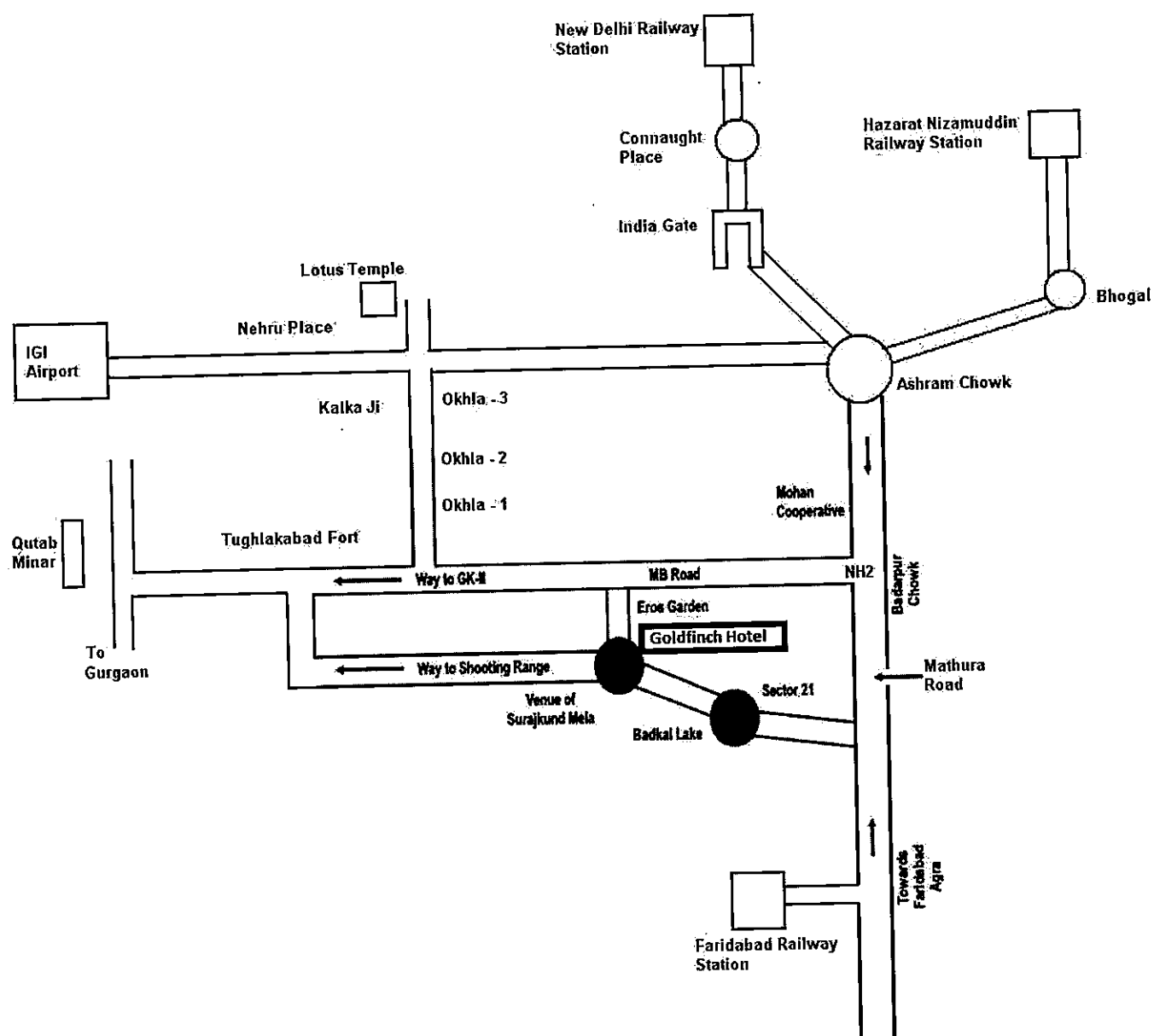
Name and address.....

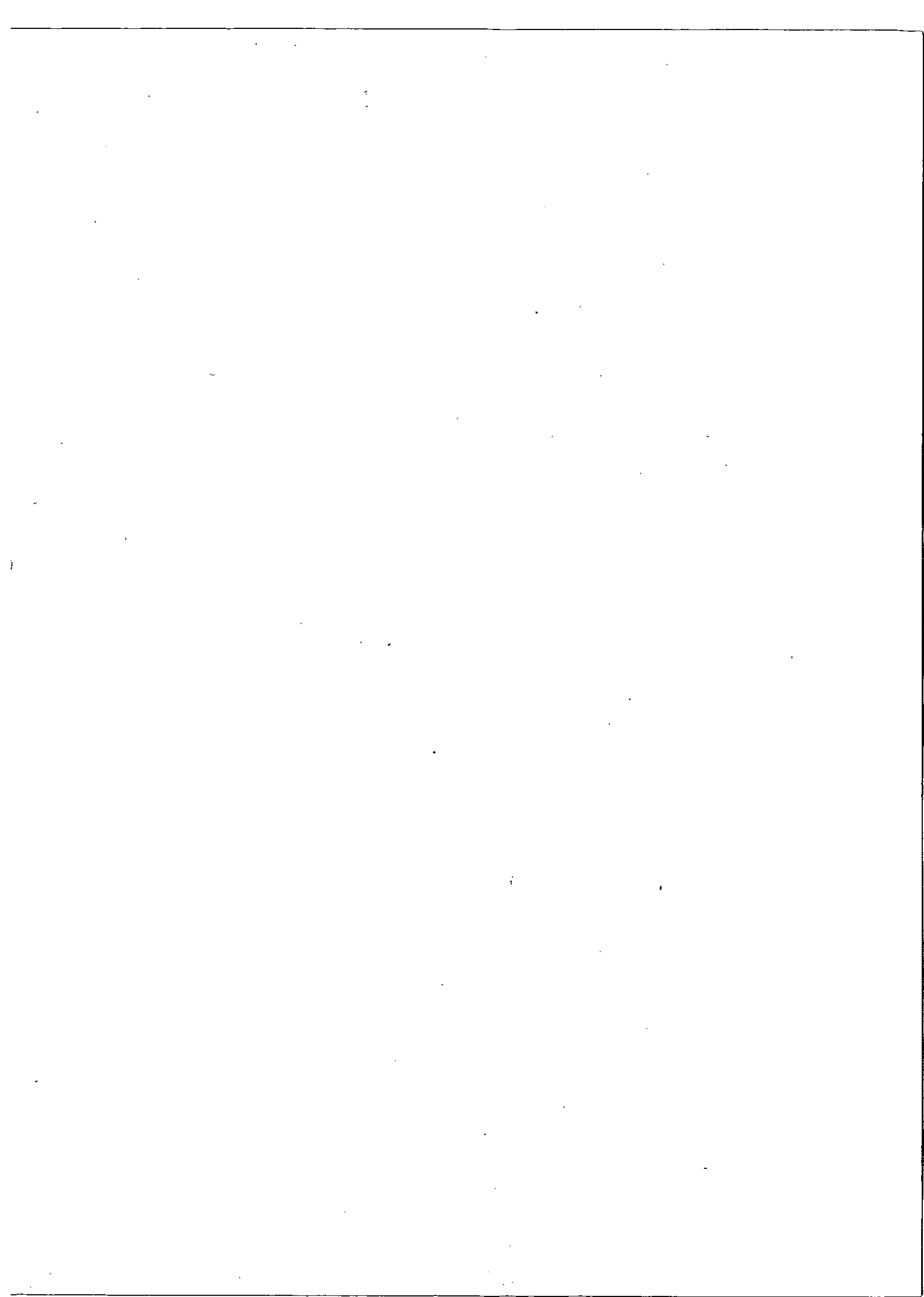
Signature of Member(s)

Name :

Thanking you

ROUTE MAP







AN ISO 9001 : 2008 CERTIFIED COMPANY
CIN : L45202HR1985PLC044265

Registered Office : S-16, Second Floor, Eldeco Station 1, Site No.1, Sector-12, Faridabad, Haryana- 121007.

Corporate Office : 2nd Floor, Eldeco Corporate Chamber -1, (Opp. Mandi Parishad), Vibhuti Khand, Gomti Nagar, Lucknow -226010.

Tel: 0522-4039999 Fax: 0522-4039900 Website: www.eldecogroup.com

Kanpur : Virendra Smriti Complex, First Floor, 15/54-B, Civil Lines, Kanpur-208001.Tel : 0512-2304513, 2303063, 2305191

New Delhi : 201-212, 2nd Floor, Splendor Forum, Jasola District Centre, New Delhi-110025. Tel: 011-40655000 Fax: 011-40655111