SUNSTAR REALTY DEVELOPMENT LIMITED

ANNUAL REPORT 2015-16

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Manoj Mehrotra Mr. Yogesh Kumar Rawal Ms. Sonal Jayprakash Bhatt
COMPANY SECRETARY	Ms. Priyanka Sen
AUDITORS	M/s. J V Modi & Co. Chartered Accountants A/202, Badal Appartment, Devchandnagar Bhayandar (W), Thane-401101, Maharashtra
BANKERS	Axis Bank
REGISTERED OFFICE	Office No-107, 1st Floor, Rajshila Premises 597 J S S Marg, Princess Street Junction Mumbai-400002, Maharashtra Website:www.sunstarrealtors.com Email: info@sunstarrealtors.com
REGISTRAR & SHARE TRANSFER AGENTS	M/s. Skyline Financial Services Pvt Ltd 4A9 Gundecha Onclave, Kherani Road Sakinaka, Mumbai-400072, Maharashtra Ph:-022-6221 5779/2851 1022 Fax: 011-2681 2683 Email : mumbai@skylinerta.com
8TH ANNUAL GENERAL MEETING	
DATE & TIME	Monday, 26th September 2016, at 11:00 A.M.
VENUE	P D's Supreme Hospitality Pvt Ltd, Evershine Club, Evershine, Millenium Paradise, Thakur Village, Kandivali (E), Mumbai-400101, Maharashtra
BOOK CLOSURE	19th September, 2016 to 26th September, 2016 (Both days inclusive)

CONTENTS	**PAGE NUMBER**
BOARD'S REPORT	1
MANAGEMENT DISCUSSION & ANALYSIS	41
INDEPENDENT AUDITORS' REPORT	44
BALANCE SHEET	51
STATEMENT OF PROFIT & LOSS	52
CASH FLOW STATEMENT	53
NOTES TO THE ACCOUNTS	55

BOARD'S REPORT

TO THE MEMBERS
SUNSTAR REALTY DEVELOPMENT LIMITED

The Directors hereby present their Eighth Annual Report on the business and operations of the Company and the financial statements for the year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS/PERFORMANCE OF THE COMPANY (Rs. in lakhs)

PARTICULARS	Year ended 31st March 2016	Year ended 31st March 2015
Total Income	748.49	1849.63
Total Expenditure	733.15	1756.81
Profit before Tax	15.34	92.82
Tax Expense	4.74	28.68
Profit for the period	10.60	64.14
Brought forward from previous year	154.18	90.04
Surplus carried to Balance Sheet	164.78	154.18

COMPANY PERFORMANCE

The Company's revenue during the year is Rs. 748.49 Lakhs, as compared to Rs. 1849.63 Lakhs in the previous year. The Company's profit before tax is Rs. 15.34 Lakhs during the year, as compared to Rs. 92.82 Lakhs in the previous year. The Company earned a net profit of Rs. 10.60 Lakhs, as against a net profit of Rs. 64.14 Lakhs in the previous year.

DIVIDEND

In order to maintain a healthy capital adequacy ratio to support long term growth of Company, Directors has not recommended any Dividend for the Financial Year 2015-16.

TRANSFER TO RESERVES

The Company has not transferred any amount out of the profit earned to reserve account during the year under review. The entire profit earned during the year under review is proposed to be retained in the Statement of Profit and Loss.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial year relate and the date of this report.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

ADEQUACY OF INTERNAL CONTROLS

The Company's Internal Control Systems are commensurate with the nature, size and complexity of its business and ensure proper safeguarding of assets, maintaining proper accounting record and providing reliable financial information.

The Directors have laid down internal financial controls to be followed by the Company and such policies and procedures have been adopted by the Company 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 record and the timely preparation of reliable financial information.

An external independent firm carries out the internal audit of the Company operations and reports its findings to the Audit Committee on a regular basis. Internal Risk and Control function also evaluates organisational risk along with controls required for mitigating those risks. Internal Audit provides assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting.

The Company has a Code of Business Conduct for all employees and a clearly articulated and internalized delegation of financial authority. These authority levels are periodically reviewed by management and modifications, if any, are submitted to the Audit Committee and Board for approval. The Company also takes prompt action on any violations of the Code of Business Conduct by its employees.

The Audit Committee reviews the effectiveness of the internal control system and also invites senior management personnel to provide updates on operating effectiveness and controls from time to time. A CEO/CFO Certificate signed by the Managing Director of the Company confirms the existence and effectiveness of internal controls and reiterates their responsibilities to report deficiencies to the Audit Committee. The Audit Committee also reviews the Risk management framework periodically and ensures it is updated and relevant.

During the year under review, the Internal Financial Control Audit was carried out by the Statutory Auditors, the Report of which is forming part of this Annual Report.

DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s J V Modi & Co., Chartered Accountants, (Firm Registration No- 137951W) Statutory Auditors of the Company, hold office till the conclusion of the Annual General Meeting of the Company to be held for Financial Year 2016-17, and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Ms. Kavita Raju Joshi, Practising Company Secretary to undertake the Secretarial Audit of the Company for a consecutive term of three financial years starting from 2015-16 to 2017-18. The Secretarial Audit Report is given as "Annexure-A" forming part of this Report.

DETAILS OF SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary/joint ventures/associate companies.

SHARE CAPITAL

Pursuant to approval of the Shareholders obtained through Postal Ballot whose result was declared on 16th May, 2015, your Company has sub-divided the face value of its equity shares of Rs. 10/- each, fully paid up into equity shares of Re. 1/- each, fully paid-up. The Board of Directors had fixed 05th June, 2015 as the "Record Date" for the purpose of ascertaining the eligible Shareholders for receiving the aforesaid sub-divided equity shares. Subsequent to the aforesaid Record Date, new share certificates have been dispatched to the Shareholders who held shares in physical mode and also credited to the respective demat account that held shares in electronic mode.

Accordingly, the Authorised Share Capital of your Company stands re-classified at Rs. 25,00,00,000/- divided into 25,00,00,000 Equity Shares of Re. 1/- each. At present the Issued, Subscribed and Paid Up Share Capital of your Company is Rs. 23,62,30,000/- divided into 23,62,30,000 Equity Shares of Re. 1/- each, fully paid-up.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 and the same is annexed as "Annexure-B" to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Particulars of Conservation of Energy, Technology Absorption

The Provisions of Section 134(m) of the Act relating to conservation of energy and technology absorption do not apply to this Company as the Company has not carried out any manufacturing activities.

b) Foreign Exchange Earnings and Outgo

During the year under review there was no foreign exchange outgo nor was any foreign exchange earned.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Declaration by Independent Directors

All the Independent Directors have given a declaration that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 read with the rules made there under and as per SEBI (Listing Obligations & Disclosure

Requirements) Regulations, 2015. In the opinion of the Board, they fulfil the conditions of Independence as specified in the Act and the rules made there under.

b) Familiarisation Programme

The Independent Directors are familiarised with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Director is also explained in detail the various compliances required from him/her as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015. The details of familiarisation programme are available on the Company's website www.sunstarrealtors.com.

c) Non-Independent Director

In accordance with the provisions of Companies Act, 2013, Mr. Manoj Mehrotra (DIN: 07224970), Managing Director of the Company, is liable to retire by rotation and being eligible, offers himself for re-appointment. The Board recommends his appointment with a view to avail his valuable advices and wise counsel.

A brief profile of the above Director seeking appointment/re-appointment required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice forming part of the Annual Report.

d) Changes in Directorship during the year

Mrs Kavita Dipan Patel (DIN: 02444976) resigned from the Directorship of the Company with effect from 07th July, 2015 & Mr. Dipan Patel Jesingbhai (DIN: 05359769) resigned from the Directorship of the Company with effect from 13th February 2016. The Board places on record their appreciation for the valuable services rendered by Mrs. Kavita Dipan Patel (DIN: 02444976) & Mr. Dipan Patel Jesingbhai (DIN: 05359769) during their tenure.

e) Key Managerial Personnel

Mr. Manoj Mehrotra (DIN: 07224970) was appointed as Managing Director of the Company by the Board at their meeting held on 07th July, 2015, and his appointment was further approved by the Members of the Company at the Annual General Meeting held on 21st September, 2015.

ANNUAL EVALUATION OF BOARD'S PERFORMANCE

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations, evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors. Such performance evaluation process was formulated in consultation with the Nomination and Remuneration Committee and approved by the Board. The performance evaluation, thus, included the following:

a) Criteria for evaluation of Board of Directors as a Whole

- The frequency of meetings;
- The length of meetings;
- The number of committees and their roles;
- The flow of information to board members and between board members;
- The quality and quantity of information;
- The disclosure of information to the stakeholders.

b) Criteria for evaluation of the Individual Directors

- Ability to contribute and monitor corporate governance practices;
- Ability to contribute by introducing best practices to address top management issues;
- Participation in long term strategic planning;
- Commitment to the fulfilment of Director obligations and fiduciary responsibilities;
- Guiding strategy;
- Monitoring management performance and development;
- Statutory compliance & Corporate Governance;
- Attendance and contribution at Board/Committee meetings;
- Time spent by each of the member; and
- Core competencies.

The Directors expressed their satisfaction over the evaluation process and results thereof.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year ended 31st March, 2016, Ten Board Meetings were held on 01st April 2015, 15th April 2015, 30th May 2015, 07th July 2015, 28th July 2015, 28th August 2015, 14th November 2015, 13th February 2016, 04th March 2016 & 29th March 2016. The maximum time gap between any two meetings was less than four months as stipulated under SEBI (LODR) Regulations, 2015.

Sl No	Date of Board Meeting	Total strength of the Board	No. of directors present
1.	01.04.2015	4	4
2.	15.04.2015	4	4
3.	30.05.2015	4	4
4.	07.07.2015	5	5
5.	28.07.2015	4	4
6.	28.08.2015	4	4
7.	14.11.2015	4	4
8.	13.02.2016	4	4
9.	04.03.2016	3	2
10.	29.03.2016	3	3

The maximum time gap between any two meetings was less than four months as stipulated under Clause 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Attendance at aforesaid Board Meetings, at the last Annual General Meeting and the number of Directorships and Committee Chairmanship/Memberships in other Companies of each of the Directors as on 31st March, 2016 are below:

Name of Director	Board Meeting attended during the year	Attendance at the last AGM	Number of Directorships and Committee Membership /Chairmanship as on 31st March, 2016		
			Other Directorship #	Committee Membership ##	Committee Chairmanship
Mr. Manoj Mehrotra	6	Yes	-	2	-
Ms. Sonal Jayprakash Bhatt	10	Yes	-	-	2
Mr. Yogesh Kumar Rawal	10	Yes	-	2	-

Excluding Private Limited Companies and Companies under section 8 of the Companies Act, 2013.

Includes only membership of Audit Committee and Stakeholders Relationship/Grievance Committee as per SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

None of the Directors on the Board is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, across all the Companies in which he/she is a Director.

None of the other Directors is acting as Independent Director in more than seven listed companies.

None of the Directors are related inter-se.

MEETINGS OF INDEPENDENT DIRECTOR

During the year under review, a separate meeting of Independent Directors was held on 04th March 2016, wherein the performance of the non-independent directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors of the Company.

COMMITTEES OF THE BOARD

The Company has constituted/re-constituted various Board level committees in accordance with the requirements of Companies Act, 2013. Details of all the above Committees along with the composition and meetings held during the year under review are provided below.

AUDIT COMMITTEE

Composition:

As on 31st March, 2016, the Committee consists of 3 Directors, all endowed with years of experience in the field of operations, finance and accounts. The Committee comprises of:

Sl No	Name	Category	Designation
1.	Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman
2.	Mr. Yogesh Kumar Rawal	Non-Executive Independent Director	Member
3.	Mr. Manoj Mehrotra	Managing Director	Member

The Chairman of the Audit Committee is an Independent Director and the Secretary of the Company acts as the Secretary to the Committee.

The Committee's composition and its terms of reference meet the requirements of Section 177 of the Companies Act, 2013 and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- Investigate any activity within its terms of reference
- Seek information from any employee
- Obtain outside legal or other professional advice
- Secure attendance of outsiders with relevant expertise, if it considers necessary
- Have full access to information contained in the records of the Company

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and inter alia performs the following functions:

1. Overseeing the Company's financial reporting process and the disclosure of its information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and approving payments for any other service;
3. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as per Sec 134(3)(c) of the Companies Act, 2013;
    - Changes, if any, in the accounting policies and practices and the reasons for the same.
    - Major accounting entries involving estimates based on the exercise of judgment by management.
    - Significant adjustments made in the financial statements arising out of audit findings;

- Compliance with the Listing Regulations and other legal requirements relating to financial statements;
- Disclosure of any related party transactions; and
- Qualifications in the draft audit report, if any.

4. Examination of financial statements and the Auditors' report thereon.
5. Reviewing with the management quarterly, half-yearly, nine months and annual financial statements, before submission to the Board for approval;
6. Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
8. Formulating in consultation with the Internal Auditor, the scope, functioning, periodicity and methodology for conducting the internal audit;
9. Discussion with the internal auditors on internal audit reports relating to internal control weaknesses and any other significant findings and follow-up thereon;
10. Evaluating the internal financial controls and risk management policies system of the Company;
11. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To review the functioning of the Whistle Blower Mechanism.
13. Any other matter referred to by the Board of Directors.

Meetings and Attendance during the year

The Audit Committee held Four (4) Meetings during the Financial Year 2015-16, the dates of the meeting being 30th May 2015, 28th August 2015, 14th November 2015 & 13th February 2016. The maximum gap between any two Meetings of the Audit Committee held during the year was not more than 120 days.

The attendance of the Members at the above Audit Committee meetings was as follows:

Name of the Member	No. of meetings held	No. of meetings attended
Ms. Sonal Jayprakash Bhatt	4	4
Mr. Yogesh Kumar Rawal	4	4
Mr. Manoj Mehrotra	4	3
Mr. Dipan Patel Jesingbhai	4	4

Notes:

1. Mr. Manoj Mehrotra (DIN: 07224970) was appointed as Managing Director of the Company by the Board at their meeting held on 07th July, 2015, and his appointment was further approved by the Members of the Company at the Annual General Meeting held on 21st September, 2015.

2. Mr. Dipan Patel Jesingbhai (DIN: 05359769) resigned from the Directorship of the Company with effect from 13th February, 2016.

NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Composition

As on 31st March, 2016, the Committee comprises of:

Sl No	Name	Category	Designation
1	Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman
2	Mr. Yogesh Kumar Rawal	Non-Executive Independent Director	Member
3	Mr. Manoj Mehrotra	Managing Director	Member

The composition and the terms of reference of the Committee meet with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 178 of the Companies Act, 2013 including rules framed there under.

Terms of reference of the Committee, inter alia, includes the following:

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulate a criteria for determining qualifications, positive attributes and independence of a director;
- Carry out the evaluation of every director's performance and formulate criteria for evaluation of Independent Directors, Board/Committees of Board and review the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Devise a policy on Board Diversity;
- Undertake any other matters as the Board may decide from time to time.

Meetings and attendance during the year

During the financial year ended 31st March, 2016, one meeting of the Committee was held on 03rd July, 2015. The attendance of the members of the above Committee was as follows:

Name of the Member	No. of meetings held	No. of meeting attended
Ms. Sonal Jayprakash Bhatt	1	1
Mr. Yogesh Kumar Rawal	1	1
Mr. Manoj Mehrotra	1	-
Mr. Dipan Patel Jesingbhai	1	1

Notes:

1. Mr. Manoj Mehrotra (DIN: 07224970) was appointed as Managing Director of the Company by the Board at their meeting held on 07th July, 2015, and his appointment was further approved by the Members of the Company at the Annual General Meeting held on 21st September, 2015.

2. Mr. Dipan Patel Jesingbhai (DIN: 05359769) resigned from the Directorship of the Company with effect from 13th February, 2016.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individual with requisite knowledge and excellence as executive and non-executive directors.

The Remuneration Policy of the Company is attached as "Annexure-C" to the Board's Report.

Details of Remuneration to all Directors:

The details of remuneration paid to the Directors for the year ended 31st March, 2016 are as under:-

Name	Designation	Salary	Perquisites	Sitting Fees	Total
Mr. Manoj Mehrotra	Managing Director	220161	-	-	220161
Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	-	-	-	-
Mr. Yogesh Kumar Rawal	Non-Executive Independent Director	-	-	-	-
Mr. Dipan Patel Jesinghbhai	Non-Executive Director	-	-	-	-
Ms. Kavita Dipan Patel	Whole Time Director	80650	-	-	80650

Notes:

1. Mr. Manoj Mehrotra (DIN: 07224970) was appointed as Managing Director of the Company by the Board at their meeting held on 07th July, 2015, and his appointment was further approved by the Members of the Company at the Annual General Meeting held on 21st September, 2015.

2. Mrs Kavita Dipan Patel (DIN: 02444976) resigned from the Directorship of the Company with effect from 07th July, 2015.

3. Mr. Dipan Patel Jesingbhai (DIN: 05359769) resigned from the Directorship of the Company with effect from 13th February 2016.

Disclosure pursuant to Part-II, Section-II, 3rd Provision, Point No-IV of Schedule-V under Section 196 and 197 of all the Directors

i. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc of all the Directors- As stated above

ii. Details of fixed component and performance linked incentives along with performance criteria- Nil

iii. Service Contracts, notice period, severance fees- Not Applicable

iv. Stock options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable- Not Applicable

None of the Non-Executive Director except Ms. Sonal Jayprakash Bhatt, holds shares of the Company as on 31st March, 2016.

Performance Evaluation of Board, its Committees and Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and Individual Directors.

The performance of the Board and Individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee members. The Nomination and Remuneration Committee reviewed the performance of the Individual Directors.

A separate meeting of Independent Directors was also held to review the performance of the Board, Non-Independent Directors and Chairman of the Company taking into account the views of Executive Directors and Non-Executive Directors.

The criteria for performance evaluation of the Board include aspects like Board composition and structure, effectiveness of Board processes, information and functioning, etc. The criteria for performance evaluation of committees of the Board include aspects like composition of committees, effectiveness of committee meetings, etc. The criteria for performance evaluation of the Individual Directors include aspects like contribution to the Board and Committee Meetings, professional conduct, roles and functions, etc. In addition, the performance of Chairman is also evaluated on the key aspects of his roles and responsibilities.

STAKEHOLDER RELATIONSHIP COMMITTEE

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Committee met 4 (Four) times during the financial year 2015-16 on 30th May 2015, 28th August 2015, 14th November 2015 & 13th February 2016. The constitution of the Stakeholders

Relationship Committee of the Board of Directors of the Company as on 31st March, 2016 comprises of:

Sl No	Name	Category	Designation
1	Ms. Sonal Jayprakash Bhatt	Non-Executive Independent Director	Chairman
2	Mr. Yogesh Kumar Rawal	Non-Executive Independent Director	Member
3	Mr. Manoj Mehrotra	Managing Director	Member

Meetings and Attendance during the year

The Committee held Four (4) Meetings during the Financial Year 2015-16, the dates of the meeting being 30th May 2015, 28th August 2015, 14th November 2015 & 13th February 2016. The attendance of the Members at the above Committee meetings was as follows:

Name of the Member	No. of meetings held	No. of meetings attended
Ms. Sonal Jayprakash Bhatt	4	4
Mr. Yogesh Kumar Rawal	4	4
Mr. Manoj Mehrotra	4	3
Ms. Kavita Dipan Patel	4	1

Notes:

1. Mr. Manoj Mehrotra (DIN: 07224970) was appointed as Managing Director of the Company by the Board at their meeting held on 07th July, 2015, and his appointment was further approved by the Members of the Company at the Annual General Meeting held on 21st September, 2015.

2. Mrs Kavita Dipan Patel (DIN: 02444976) resigned from the Directorship of the Company with effect from 07th July, 2015.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Board has adopted a Whistle Blower Policy to maintain highest standards of professionalism, honesty, integrity, ethical behaviour and to provide a vigil mechanism for Directors/Employees to voice concern in a responsible and effective manner regarding unethical matters involving serious malpractice, abuse or wrongdoing within the organisation. The Company affirms that during the year no personnel have been denied access to the Audit Committee.

The Whistle Blower Policy is available on the Company's official website at the weblink www.sunstarrealtors.com.

PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company as an organization is committed to provide a healthy environment to all employees and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013.

No complaints were received during the financial year 2015-2016.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any Loans and Investments or provided any Guarantee or security during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

A Related Party Policy has been devised by the Board of Directors for determining the materiality of transactions with related parties and dealings with them. The said policy may be referred to, at the Company's official website at the weblink www.sunstarrealtors.com.

There are no contracts or arrangements entered into by the Company during the year with Related Parties referred to in Section 188 (1) of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with promoters, directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Directors draw attention of the members to Note No. 21 to the financial statement which set out related party disclosures.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

A statement containing the details of the Remuneration of Directors, Key Managerial Personnel (KMP) and Employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given as "Annexure-D" forming part of this Report.

The Company have no employee drawing a remuneration of Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum or part thereof in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CORPORATE GOVERNANCE

Company is listed in BSE-SME. Hence, Corporate Governance Report is not applicable to the Company for the financial year 2015-2016.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis is given as "Annexure-E" forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of the Company's various businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year 2015-16.

RISK AND MITIGATING STEPS

The Company has identified various risks faced by the Company from different areas. Appropriate structures are present so that risks are inherently monitored and controlled inter alia through strict quality assurance measures.

The Company has adequate internal control system and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) & 134(5) of the Companies Act, 2013, the Directors of the Company confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- 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 & loss of the Company for the Financial Year ended 31st March, 2016;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records for the year ended 31st March, 2016, in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a 'going concern' basis;
- the internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and operating effectively during the year; and
- proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For & On behalf of the Board

Manoj Mehrotra
Managing Director
DIN: 07224970

Place : Mumbai
Date : 30th May, 2016

"ANNEXURE-A"

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016

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

To,
The Members,
Sunstar Realty Development Limited
Office No-107, 1st Floor,
Rajshila Premises, 597 J.S.S Marg,
Princess Street Junction
Mumbai -400002, Maharashtra

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Sunstar Realty Development Limited, CIN: L70102MH2008PLC184142** ("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2016, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made there under;

   (a) Inspite of efforts made, the Company was not able to appoint Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014 of the Companies Act, 2013.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- ***(not applicable to the company)***;

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 – ***(not applicable to the company);***

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- ***(not applicable to the company)*;**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- ***(not applicable to the company)*;** and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- ***(not applicable to the company)*;**

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has substantially complied with the general laws applicable to the Company. Based on the information, explanations and management representation, the Company has substantially complied with the Tax laws applicable to the Company.

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

i. Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) effective from 1st July, 2015.

ii. The Listing Agreements entered into by the Company with the Stock Exchange(s) namely BSE Limited (BSE) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-executive Directors, Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

I further report that during the audit period:

1. The Company has Sub-divided the Equity Shares from the Face Value of Rs. 10/- per share to Re. 1/- per share with approval of shareholders through postal ballot, result of which was declared on 16th May, 2015.

Kavita Raju Joshi
Practising Company Secretary
Membership No: 22387
CP No: 8893

Place: Mumbai
Date: 30.05.2016

This report is to be read with my letter of even date which is annexed as Annexure A and forms integral part of this report.

'Annexure A'

To,
The Members,
Sunstar Realty Development Limited
Office No-107, 1st Floor, Rajshila Premises,
597 J.S.S Marg, Princess Street Junction
Mumbai 400002, Maharashtra

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Kavita Raju Joshi
Practising Company Secretary
Membership No: 22387
CP No: 8893

Place: Mumbai
Date: 30.05.2016

"ANNEXURE - B"

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:

i	CIN	L70102MH2008PLC184142
ii	Registration Date	30-Jun-08
iii	Name of the Company	Sunstar Realty Development Limited
iv	Category/Sub-category of the Company	Public Company/Limited by Shares
v	Address of the Registered office & contact details	Office No-107, 1st Floor, Rajshila Premises, 597 J.S.S. Marg, Princess Street Junction, Mumbai-400 002, Maharashtra Email: info@sunstarrealtors.com
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Sharepro Services (India) Pvt. Ltd. 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072.

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Construction of other civil engineering projects	4290	98.37

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	NIL	NIL	NIL	NIL	NIL

Shareholding Pattern of the Company

i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the end of the year 31st March 2015				No. of Shares held at the end of the year 31st March 2016				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A Promoters									
1) Indian									
a Individuals/ HUF	35,000	-	35,000	0.15	3,50,000	-	3,50,000	0.15	-
b Central Govt.	-	-	-	-	-	-	-	-	-
c State Govt.(s)	-	-	-	-	-	-	-	-	-
d Bodies Corporate	44,00,000	-	44,00,000	18.63	440,00,000	-	440,00,000	18.63	-
e Banks/ FI	-	-	-	-	-	-	-	-	-
f Any other (specify)	-	-	-	-	-	-	-	-	-
i Trusts	-	-	-	-	-	-	-	-	-
Sub-Total (A) (1)	**44,35,000**	**-**	**44,35,000**	**18.77**	**443,50,000**	**-**	**443,50,000**	**18.77**	**-**
2) Foreign									
a NRI Individuals	-	-	-	-	-	-	-	-	-
b Other Individuals	-	-	-	-	-	-	-	-	-
c Bodies Corporate	-	-	-	-	-	-	-	-	-
d Banks/ FII	-	-	-	-					
e Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
B Public Shareholding									
1) Institutions									
a Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b Banks/ FI	-	-	-	-	-	-	-	-	-
c Central Govt.	-	-	-	-	-	-	-	-	-
d State Govt.(s)	-	-	-	-	-	-	-	-	-
e Venture Capital Funds	-	-	-	-	-	-	-	-	-
f Insurance Companies	-	-	-	-	-	-	-	-	-
g FIIs	-	-	-	-	3,63,000	-	3,63,000	0.15	0.15
h Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	**-**	**-**	**-**	**-**	**3,63,000**	**-**	**3,63,000**	**0.15**	**0.15**
2) Non-Institutions									
a Bodies Corporates									
i Indian	132,07,289	-	132,07,289	55.91	1438,55,161	-	1438,55,161	60.90	4.99
ii Overseas	-	-	-	-	-	-	-	-	-
b Individuals	-	-	-	-	-	-	-	-	-
i Individual Shareholders holding nominal share capital upto Rs. 1 lakh	17,69,511	55,000	18,24,511	7.72	5,01,110	-	5,01,110	0.21	(7.51)
ii Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	40,06,200	1,50,000	41,56,200	17.59	452,10,729	19,50,000	471,60,729	19.96	2.37

Category of Shareholders	No. of Shares held at the end of the year 31st March 2015				No. of Shares held at the end of the year 31st March 2016				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c Others (specify)	-	-	-	-	-	-	-	-	-
i. Non-Resident Indian	-	-	-	-	-	-	-	-	-
ii. Overseas corporate Bodies	-	-	-	-	-	-	-	-	-
iii. Foreign Nationals	-	-	-	-	-	-	-	-	-
iv. Clearing Members	-	-	-	-	-	-	-	-	-
v. Trust	-	-	-	-	-	-	-	-	-
vi. Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-Total (B) (2)	**189,83,000**	**2,05,000**	**191,88,000**	**81.23**	**1895,67,000**	**19,50,000**	**1915,17,000**	**81.07**	**(0.15)**
Total Public Shareholding (B) = (B)(1) + (B)(2)	**189,83,000**	**2,05,000**	**191,88,000**	**81.23**	**1899,30,000**	**19,50,000**	**1918,80,000**	**81.23**	**0.00**
C Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**234,18,000**	**2,05,000**	**236,23,000**	**100.00**	**2342,80,000**	**19,50,000**	**2362,30,000**	**100.00**	**0.00**

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of year (1st April, 2015)			Shareholding at the end of the year (31st March, 2016)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encum-bered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encum-bered to total shares	% change in share-holding during the year
1	Heaven Petrochem Pvt Ltd	44,00,000	18.63	-	440,00,000	18.63	-	-
2	Dipan J Patel	10,000	0.04	-	1,00,000	0.04	-	-
3	Ganga Jesingbhai Patel	10,000	0.04	-	1,00,000	0.04	-	-
4	Jesingbhai Shukarbhai Patel	10,000	0.04	-	1,00,000	0.04	-	-
5	Kavita D Patel	5,000	0.02	-	50,000	0.02	-	-
	TOTAL	**44,35,000**	**18.77**	**-**	**443,50,000**	**18.77**	**-**	**-**

Change in Promoters' Shareholding

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (1st April, 2015)		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	**At the beginning of the year**				
	Heaven Petrochem Pvt Ltd	44,00,000	18.63	44,00,000	18.63
	Dipan J Patel	10,000	0.04	10,000	0.04
	Ganga Jesingbhai Patel	10,000	0.04	10,000	0.04
	Jesingbhai Shukarbhai Patel	10,000	0.04	10,000	0.04
	Kavita D Patel	5,000	0.02	5,000	0.02
2	**Date wise Increase/decrease in promoters shareholding during the year specifying the reasons for increase/decrease (e.g. allotment, transfer/ bonus/ sweat equity etc.)**				
3	**At the end of the year**				
	Heaven Petrochem Pvt Ltd	440,00,000	18.63	440,00,000	18.63
	Dipan J Patel	1,00,000	0.04	1,00,000	0.04
	Ganga Jesingbhai Patel	1,00,000	0.04	1,00,000	0.04
	Jesingbhai Shukarbhai Patel	1,00,000	0.04	1,00,000	0.04
	Kavita D Patel	50,000	0.02	50,000	0.02

Datewise change in promoters shareholding

Sr.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
1	Heaven Petrochem Pvt Ltd	44,00,000	18.63	01.04.2015			44,00,000	1.86
				12.06.2015	396,00,000	Split	440,00,000	18.63
				31.03.2016			440,00,000	18.63
2	Dipan J Patel	10,000	0.04	01.04.2015			10,000	0.00
				12.06.2015	90,000	Split	1,00,000	0.04
				31.03.2016			1,00,000	0.04
3	Ganga Jesingbhai Patel	10,000	0.04	01.04.2015			10,000	0.00
				12.06.2015	90,000	Split	1,00,000	0.04
				31.03.2016			1,00,000	0.04
4	Jesingbhai Shukarbhai Patel	10,000	0.04	01.04.2015			10,000	0.00
				12.06.2015	90,000	Split	1,00,000	0.04
				31.03.2016			1,00,000	0.04
5	Kavita D Patel	5,000	0.02	01.04.2015			5,000	0.00
				12.06.2015	45,000	Split	50,000	0.02
				31.03.2016			50,000	0.02

* Based on the Paidup Share Capital of the Company as on 31st March, 2016

iii) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)–

Sr.	Name of Shareholder	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
	For each of the top 10 shareholders	No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
1	Keshavah Mercantile Private Limited	6,73,000	2.85	01.04.2015			6,73,000	2.85
				12.06.2015	60,57,000	Split	67,30,000	2.85
				04.12.2015	-156000	Transfer	65,74,000	2.78
				31.03.2016	-		65,74,000	2.78
2	Nirdesh Trading Pvt. Ltd.	6,32,000	2.68	01.04.2015			6,32,000	2.68
				12.06.2015	5688000	Split	63,20,000	2.68
				31.03.2016	0		63,20,000	2.68
3	Quickscope Dealers Private Limited	6,09,600	2.58	01.04.2015			6,09,600	2.58
				12.06.2015	5486400	Split	60,96,000	2.58
				06.11.2015	-6096000	Transfer	-	-
				06.11.2015	60,96,000	Transfer	60,96,000	2.58
				31.03.2016			60,96,000	2.58
4	Saktimata Marketing Private Limited	5,26,400	2.23	01.04.2015			5,26,400	2.23
				24.04.2015	3000	Transfer	5,29,400	2.24
				15.05.2015	3000	Transfer	5,32,400	2.25
				12.06.2015	4770600	Split	53,03,000	2.24
				19.06.2015	-21000	Transfer	52,82,000	2.24
				26.06.2015	-33000	Transfer	52,49,000	2.22
				30.06.2015	-57000	Transfer	51,92,000	2.20
				10.07.2015	-93900	Transfer	50,98,100	2.16
				17.07.2015	-71100	Transfer	50,27,000	2.13
				18.12.2015	-684000	Transfer	43,43,000	1.84
				22.01.2016	-81000	Transfer	42,62,000	1.80
				29.01.2016	-69000	Transfer	41,93,000	1.77
				05.02.2016	-71000	Transfer	41,22,000	1.74
				12.02.2016	-409000	Transfer	37,13,000	1.57
				19.02.2016	-102000	Transfer	36,11,000	1.53
				04.03.2016	-118000	Transfer	34,93,000	1.48
				11.03.2016	-51000	Transfer	34,42,000	1.46
				31.03.2016			34,42,000	1.46
5	Madhu Financial Consultant Private Limited	4,92,600	2.09	01.04.2015			4,92,600	2.09
				12.06.2015	4433400	Split	49,26,000	2.09
				18.12.2015	111000	Transfer	50,37,000	2.13
				31.03.2016			50,37,000	2.13
		4,14,600	1.76	01.04.2015	414600	Transfer	54,51,600	2.31
				10.04.2015	4800	Transfer	54,56,400	2.31
				24.04.2015	6000	Transfer	54,62,400	2.31
				12.06.2015	3828600	Split	92,91,000	3.93
				31.03.2016			92,91,000	3.93

	Shareholder's Name	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
6	Malakar & Das Broking Services Private Limited	4,51,800	1.91	01.04.2015			4,51,800	1.91
				12.06.2015	4066200	Split	45,18,000	1.91
				18.12.2015	-4518000	Transfer	-	-
				18.12.2015	4518000	Transfer	45,18,000	1.91
				31.03.2016			45,18,000	1.91
7	Keshavah Dealtrade Private Limited	4,47,800	1.90	01.04.2015			4,47,800	1.90
				12.06.2015	4030200	Split	44,78,000	1.90
				31.03.2016			44,78,000	1.90
8	Pragyan Realty Private Limited	4,32,000	1.83	01.04.2015			4,32,000	1.83
				29.05.2015	-6900	Transfer	4,25,100	1.80
				05.06.2015	-18600	Transfer	4,06,500	1.72
				12.06.2015	3415500	Split	38,22,000	1.62
				19.06.2015	-219000	Transfer	36,03,000	1.53
				26.06.2015	-126000	Transfer	34,77,000	1.47
				30.06.2015	-90000	Transfer	33,87,000	1.43
				10.07.2015	-114000	Transfer	32,73,000	1.39
				17.07.2015	-162000	Transfer	31,11,000	1.32
				24.07.2015	-75000	Transfer	30,36,000	1.29
				31.07.2015	-261000	Transfer	27,75,000	1.17
				14.08.2015	30000	Transfer	28,05,000	1.19
				27.11.2015	-2805000	Transfer	-	-
				15.01.2016	2805000	Transfer	28,05,000	1.19
				22.01.2016	-291000	Transfer	25,14,000	1.06
				29.01.2016	-468000	Transfer	20,46,000	0.87
				05.02.2016	-105000	Transfer	19,41,000	0.82
				19.02.2016	-9000	Transfer	19,32,000	0.82
				26.02.2016	-75000	Transfer	18,57,000	0.79
				18.03.2016	-150000	Transfer	17,07,000	0.72
				25.03.2016	-186000	Transfer	15,21,000	0.64
				31.03.2016			15,21,000	0.64
9	Panchmadhu Projects Private Limited	3,60,000	1.52	01.04.2015			3,60,000	1.52
				29.05.2015	-6900	Transfer	3,53,100	1.49
				05.06.2015	-21600	Transfer	3,31,500	1.40
				12.06.2015	2770500	Split	31,02,000	1.31
				19.06.2015	-132000	Transfer	29,70,000	1.26
				26.06.2015	-105000	Transfer	28,65,000	1.21
				30.06.2015	-60000	Transfer	28,05,000	1.19
				10.07.2015	-192000	Transfer	26,13,000	1.11
				17.07.2015	-69000	Transfer	25,44,000	1.08
				24.07.2015	-105000	Transfer	24,39,000	1.03
				31.07.2015	-300000	Transfer	21,39,000	0.91
				28.08.2015	3000	Transfer	21,42,000	0.91
				31.12.2015	-2142000	Transfer	-	-
				31.03.2016	0		-	-

	Shareholder's Name	Shareholding at the beginning of the year		Date wise Increase/ Decrease in Shareholding during the year			Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
10	Gainsay Property Private Limited	3,10,200	1.31	01.04.2015			3,10,200	1.31
				12.06.2015	2791800	Split	31,02,000	13.13
				26.06.2015	-51000	Transfer	30,51,000	12.92
				31.03.2016			30,51,000	12.92
11	Tansymacha Financial Consultancy Private Limited	1,45,200	0.61	01.04.2015			1,45,200	0.61
				17.04.2015	20400	Transfer	1,65,600	0.70
				24.04.2015	36600	Transfer	2,02,200	0.86
				01.05.2015	39000	Transfer	2,41,200	1.02
				08.05.2015	21000	Transfer	2,62,200	1.11
				15.05.2015	46800	Transfer	3,09,000	1.31
				22.05.2015	12000	Transfer	3,21,000	1.36
				29.05.2015	25200	Transfer	3,46,200	1.47
				05.06.2015	8700	Transfer	3,54,900	1.50
				12.06.2015	3194100	Split	35,49,000	1.50
				30.09.2015	3735000	Transfer	72,84,000	3.08
				11.03.2016	2026000	Transfer	93,10,000	3.94
				31.03.2016	100000	Transfer	94,10,000	3.98
				31.03.2016			94,10,000	3.98
12	Dhanaseth Properties Private Limited	-	-	01.04.2015			-	-
				17.07.2015	608000	Transfer	6,08,000	0.26
				14.08.2015	-126000	Transfer	4,82,000	0.20
				21.08.2015	-129000	Transfer	3,53,000	0.15
				28.08.2015	-129000	Transfer	2,24,000	0.09
				04.09.2015	-6000	Transfer	2,18,000	0.09
				11.09.2015	-18000	Transfer	2,00,000	0.08
				18.09.2015	117000	Transfer	3,17,000	0.13
				25.09.2015	180000	Transfer	4,97,000	0.21
				30.09.2015	825000	Transfer	13,22,000	0.56
				09.10.2015	72000	Transfer	13,94,000	0.59
				16.10.2015	12000	Transfer	14,06,000	0.60
				06.11.2015	1843000	Transfer	32,49,000	1.38
				13.11.2015	3000	Transfer	32,52,000	1.38
				20.11.2015	90000	Transfer	33,42,000	1.41
				27.11.2015	174000	Transfer	35,16,000	1.49
				04.12.2015	153000	Transfer	36,69,000	1.55
				11.12.2015	30000	Transfer	36,99,000	1.57
				18.12.2015	-51000	Transfer	36,48,000	1.54
				31.12.2015	-60000	Transfer	35,88,000	1.52
				08.01.2016	210000	Transfer	37,98,000	1.61
				15.01.2016	459000	Transfer	42,57,000	1.80
				29.01.2016	228000	Transfer	44,85,000	1.90
				19.02.2016	-120000	Transfer	43,65,000	1.85
				26.02.2016	15000	Transfer	43,80,000	1.85
				11.03.2016	-6000	Transfer	43,74,000	1.85
				18.03.2016	6000	Transfer	43,80,000	1.85
				31.03.2016			43,80,000	1.85

iv) Shareholding Pattern of Directors and Key Managerial Personnel

Sr. No	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	**At the beginning of the year**				
	Dipan J Patel	10,000	0.04	90,000	0.04
	Kavita D Patel	5,000	0.02	45,000	0.02
	Sonal Jayprakash Bhatt	5,000	0.02	45,000	0.02
2	**Date wise Increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment, transfer/ bonus/ sweat equity etc.)**				
3	**At the end of the year**				
	Sonal Jayprakash Bhatt	50,000	0.02	50,000	0.02
	Dipan J Patel & Kavita D Patel ceased to be a Director during the Financial Year 2015-16				

v) Indebtedness

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

Vi) Remuneration of Directors & Key Managerial Personnel

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

Sl. No	Particulars of Remuneration	Name of the MD / WTD/Manager		Total Amount
		Ms. Kavita Patel	Mr. Manoj Mehrotra	
1	**Gross salary**			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	80,650.00	2,20,161.00	3,00,811.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	**80,650.00**	**2,20,161.00**	**3,00,811.00**
	Ceiling as per the Act			**30,00,000.00**

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Mr. Dipan Patel Jesingbhai	Mr. Yogesh Kumar Rawal	Ms. Sonal Jayprakash Bhatt	
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)				
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.				-
	Total (2)				**-**
	Total (B)=(1+2)	**-**	**-**	-	**-**
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.	-	-	-	**30,00,000.00**

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
1	**Gross Salary**	**Company Secretary**	**CEO**	**CFO**	**Total**
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	82,334.00	-	-	82,334.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		-		-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-		-
2	Stock Option		-		-
3	Sweat Equity		-		-
4	Commission as % of profit others, specify		-		-
5	Others, please specify				
	Total	**82,334.00**	**-**	**-**	**82,334.00**

Vii) Penalties/Punishment/Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors/Other Officers in Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

"ANNEXURE-C"

NOMINATION & REMUNERATION POLICY

1. PREAMBLE

The Board of Directors of SUNSTAR REALTY DEVELOPMENT LIMITED ("the Company") had constituted a Nomination and Remuneration Committee consisting of three (3) Directors, of which two directors are Independent Directors.

2. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The key objectives of the Committee would be:

a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

d) To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

f) To devise a policy on Board diversity

g) To develop a succession plan for the Board and to regularly review the plan.

3. DEFINITIONS

a) "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

b) "Board" means Board of Directors of the Company.

c) "Directors" mean Directors of the Company.

d) "Key Managerial Personnel" means

i. Chief Executive Officer or the Managing Director or the Manager;

ii. Whole-time director;

iii. Chief Financial Officer;

iv. Company Secretary; and

v. Such other officer as may be prescribed.

e) **"Senior Management"** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

f) **"Independent Director":-** As provided under Clause 49 of the Listing Agreement and under Section 149(6) of the Companies Act, 2013. 'Independent Director' shall mean a non-executive director, other than a managing director or a whole-time director or a nominee director of the Company:

i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

ii. a) who is or was not a promoter of the company or its holding, subsidiary or associate company; -

b) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

iii. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

iv. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year; -

v. who, neither himself nor any of his relatives-

a) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –

- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

c) holds together with his relatives two per cent. or more of the total voting power of the company; or

d) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or

e) who possesses such other qualifications as may be prescribed.

4. ROLE OF COMMITTEE

a) Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

b) Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii. Term / Tenure

- Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Whole Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act and Listing Agreement, from time to time.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly). The following criteria are to be followed for reviewing the director's performance:

a. Accomplishment of the organization's mission, objectives and strategic results for which the Executive Director is responsible.

b. Ensuring that the Board is well informed on issues affecting the continuing relevance of the mission and the performance and reputation of the Company.

c. Adequacy of processes which monitor business performance, Board member interaction with management, adequacy of Board knowledge, adequacy of business strategy, Board being informed, evaluation process for executives and Director.

d. Appropriateness of balance and mix of skills, size of Board, contribution of individual Board members, adequacy of performance feedback to Board members, adequacy of procedures dealing with inadequate performance by a Board member.

e. Board's effectiveness in use of time, whether Board allowed sufficient opportunity to adequately assess management performance.

f. Working relationship between chairman and chief executive officer, segregation of duties between Board and management, ability of Directors to express views to each other and to management in a constructive manner, adequacy of Board discussions and management of divergent views.

The evaluation will take annually as per the requirement of law and Listing Agreement. The performance evaluation will typically address activities, events and accomplishments that took place during the most recently completed fiscal year.

iv. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may

recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

c) Policy relating to the Remuneration for the Director, KMP and Senior Management Personnel

i. General:

- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- The remuneration and commission to be paid to the Whole-time Director, KMP and Senior Management Personnel shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director, KMP and Senior Management Personnel.
- Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

ii. Remuneration to Director, KMP and Senior Management Personnel:

- **Fixed pay:**

  The Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- **Minimum Remuneration:**

  If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Director, KMP and Senior Management Personnel in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

- **Provisions for excess remuneration:**

  If any Director, KMP and Senior Management Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

iii. Remuneration to Non- Executive / Independent Director:

- **Remuneration / Commission**:

  The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

- **Sitting Fees:**

  The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- **Commission:**

  Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

- **Stock Options:**

  An Independent Director shall not be entitled to any stock option of the Company.

5. MEMBERSHIP

a) The Committee shall consist of a minimum 3 directors, majority of them being independent.

b) Minimum two (2) members, one of which must be an Independent Director, shall constitute a quorum for the Committee meeting.

c) Membership of the Committee shall be disclosed in the Annual Report.

d) Term of the Committee shall be continued unless terminated by the Board of Directors.

6. CHAIRPERSON

a) Chairperson of the Committee shall be an Independent Director.

b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

7. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

8. COMMITTEE MEMBERS' INTERESTS

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

9. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

10. VOTING

a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

11. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

a) Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

c) Identifying and recommending Directors who are to be put forward for retirement by rotation.

d) Determining the appropriate size, diversity and composition of the Board;

e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;

h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;

j) Recommend any necessary changes to the Board; and

k) Considering any other matters, as may be requested by the Board.

12. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

a) To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.

b) To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

c) To delegate any of its powers to one or more of its members or the Secretary of the Committee.

d) To consider any other matters as may be requested by the Board.

e) Professional indemnity and liability insurance for Directors and senior management.

13. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

14. AMENDMENT(S)/MODIFICATION(S)

The Nomination and Remuneration Committee will review and may amend/modify this policy from time to time.

"ANNEXURE-D"

Statement of particulars as per Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Manoj Mehrotra (Managing Director)	4.32
2.	Sonal Jayprakash Bhatt (Non-Executive Independent Director)	NIL
3.	Yogesh Kumar Rawal (Non-Executive Independent Director)	NIL
4.	Dipan Patel Jesinghbhai (Non-Executive Director)	NIL
5.	Kavita Dipan Patel(Whole time Director)	1.58

Notes:

1. Mrs Kavita Dipan Patel (DIN: 02444976) resigned from the Directorship of the Company with effect from 07th July, 2015.
2. Mr. Dipan Patel Jesingbhai (DIN: 05359769) resigned from the Directorship of the Company with effect from 13th February 2016.

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year 2015-16:

Sl. No.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Manoj Mehrotra (Managing Director)	NIL
2.	Sonal Jayprakash Bhatt (Non-Executive Independent Director)	NIL
3.	Yogesh Kumar Rawal (Non-Executive Independent Director)	NIL
4.	Dipan Patel Jesinghbhai (Non-Executive Director)	NIL
5.	Kavita Dipan Patel (Whole time Director)	NIL

(iii) The percentage of increase in the median remuneration of employees in the financial year:

There was no increase in the median remuneration of employees during the financial year.

(iv) The number of permanent employees on the rolls of the Company:

There are 7 permanent employees on the rolls of the Company.

(v) The explanation on the relationship between average increase in remuneration and Company performance:

None of the Director's Remuneration was increased in the Financial Year 2015-16.

(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

The Key Managerial Personnel's are drawing a very nominal remuneration as token for their work. The remuneration drawn is modest as compared with the performance of the company.

(vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year.

Particular	As at March 31,2016	As at March 31,2015	Variation (%)
Market Capitalization	Rs. 49253.95 Lakhs	Rs. 98224.43 Lakhs	(49.85)
Price earnings Ratio	Rs. 2085/-	Rs. 1540/-	35.39

(viii) Percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer –

Particulars	Value (Rs.)
1. Market Quotation as on 31/03/2016	20.85
2. Rate at which Equity Shares were allotted to public at the Initial Public Offer	20.00
Increase/Decrease in comparison to 1	4.25 %

(ix) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average salary of employees was not increased during the financial year and the also there was no increase in the managerial remuneration during the year.

(x) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

There is no increase in remuneration of any KMP during the last financial year 2015-16 in comparison to Financial Year 2014-15.

(xi) The key parameters for any variable component of remuneration availed by the directors:

There is no variable component of remuneration availed by the Directors.

(xii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

During the financial year 2015-16, no employees received remuneration in excess of the highest paid Director.

(xiii) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2016 is as per the Remuneration Policy of the Company.

CEO / CFO CERTIFICATE

To,
The Board of Directors
M/s. Sunstar Realty Development Limited

1) I have reviewed financial statements and the cash flow statement of **M/s Sunstar Realty Development Limited** for the year ended 31st March, 2016 and to the best of my knowledge and belief:

   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b. 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.

2) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting and I have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of such internal control, if any, of which I am aware and the steps have been taken or propose to rectify these deficiencies.

4) I have indicated to the Auditors and the Audit Committee:

   a. that there are no significant changes in internal control over financial reporting during the year;

   b. that there are no significant changes in accounting policies during the year;

   c. that there are no instances of significant fraud of which I have become aware.

For and On Behalf of Board of Directors
Manoj Mehrotra
Managing Director
DIN: 07224970

Place: Mumbai
Date: 30th May, 2016

"ANNEXURE-E"

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy

Global growth again fell short of expectations in 2015, decelerating to 2.4 percent from 2.6 percent in 2014. The disappointing performance mainly reflected a continued growth deceleration in emerging and developing economies amid post-crisis lows in commodity prices, weaker capital flows and subdued global trade. In developing countries, growth in 2015 is estimated at a post-crisis low of 4.3 percent, down from 4.9 percent in 2014.

The economic rebalancing in China is continuing and accompanied by slowing growth. Brazil and Russia have been going through severe adjustments in the face of external and domestic challenges. On an average, activity in emerging and developing commodity exporters stagnated in 2015, as they continued to be hard hit by declining commodity prices. As a result, the contribution to global growth from these economies has declined substantially.

Indian Economy

Indian economy has consolidated the gains achieved in restoring macro-economic stability from the beginning of last fiscal year (FY2015). Inflation has continued to moderate steadily. Consumer price inflation (measured by the CPI-NS) has declined from 5.4 percent in February 2014 to 5.18 percent in February 2015. The WPI has been in negative territory for 12 months since November 2014 and is at (-) 0.91 percent in February 2016. Rural wage growth and minimum support price increases–important determinants of inflation–have remained muted.

Similarly, the external position appears robust. The current account deficit has declined and is at comfortable levels (about 1.2 percent of GDP); foreign exchange reserves have risen to US$ 355.9 billion as on March 31, 2016 which seem ample, measured against conventional norms; net FDI inflows have grown from US$ 15.8 billion in H1 (April- September) 2014-15 to over US$ 17 billion in H1 2015-16 which is noteworthy against the background of uncertainty in other capital inflows; and finally, the nominal value of the rupee, measured against a basket of currencies has been steady or even strengthened. The rupee has gone from being one of the worst performing currencies—as a member of the fragile five–to one of the best performing currencies against the dollar this year.

Industry Review

In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations.

The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

India's real estate market is expected to reach 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). Emergence of nuclear families, rapid urbanisation and rising household income are likely to remain the key drivers for growth in all spheres of real estate, including residential, commercial and retail.

Real estate is currently the fourth-largest sector in the country in terms of Foreign Direct Investment (FDI) inflows.

Mumbai Real Estate

Mumbai real estate market has shown signs of improvement and increase in off-take of inventory. Further, customers have shown a clear preference to the developers with good track record of timely delivery, quality product and with sound financial stability. Good developers have seen regular demand throughout FY 2015-16.

Opportunities and Challenges

Opportunities

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

Challenges

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labour force
- Increased cost of manpower
- Rising cost of construction
- Growth in auxiliary infrastructure facilities
- Over regulated environment

Overview of the Company

Your Company is integrated real estate Company poised in developing residential, commercial, retail and other projects. We undertake customized infrastructure projects as well. We also indulge ourselves in to trading of residential and commercial unit and also provide our consultancies for real estate projects. We have also received projects on sub contract basis from various corporate. The company engages in the development, sale and lease of commercial, residential and retail and industrial properties.

Your Company believes that by pursuing Innovative business modes, the businesses can be transformed to create sustainable benefits for all and long term value for our stakeholders. The year has been very good for the Company and is able to deliver what it has planned.

We executed transactions with transparency imbibing knowledge keeping our commitment by building partnerships with our clients and that synchronizes our work with our core values. Our approach is object oriented and therefore, we work with core purposes of providing solutions.

Risk Management

The objective of risk management is to balance the trade off between risk and return and ensure optimum risk adjusted return on capital. The Risk Management Policies related to Financing and Investments are in place and properly documented and reviewed continuously. The processes have been laid down to oversee the implementation of the policies and continuous monitoring of the same.

Our Board level Committees viz. Audit Committee oversees risk management policies and procedures. It reviews the credit and operational risks, reviews policies in relation to investment strategy and other risks like interest rate risk, compliance risk and liquidity risk.

Internal Control System and their Adequacy

In any industry, the process and internal control systems play a critical role in the health of the Company. The Company has set up internal control procedures commensurate with its size and nature of the business to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly, applicable statutes and corporate policies are duly complied with. The Audit Committee also seeks the views of statutory auditors on the adequacy of the internal control systems in the Company. Internal audit is conducted to access the adequacy of our internal control procedures and processes, and their reports are reviewed by the audit committee of the Board. Policy and process corrections are undertaken based on inputs from the internal auditors. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls lay down by management and to suggest improvements.

Human Resources

The objective of the human resources department at your Company is to "attract the best talent, build the employee capability and nurture the right culture to deliver on the business goals".

This year the focus largely remained on strategic hiring, capability building through developmental programs and providing talent with an environment that fosters continuous learning, recognition, innovation, leadership development and employee well-being. The human resources function is the prime custodian of the culture at your Company.

Cautionary Statement

This document contains statements about expected future events and financial and operating results of Sunstar Realty Development Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Sunstar Realty Development Limited Annual Report 2015-16.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SUNSTAR REALTY DEVELOPMENT LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Sunstar Realty Development Limited ("the Company")**, which comprise the Balance Sheet as at **31st March 2016**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the 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 Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 there under.

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

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

the accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31st March 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 Government of India in terms of sub-section (11) of Section143 of the Act, we give in the "**Annexure A",** a statement on the matters Specified in the paragraphs 3 and 4 of the Order to the extent applicable.

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

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014

e) On the basis of written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**", and

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

   i. There is no pending litigation of the Company.

ii. The Company did not have any long–term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There was no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

For J V Modi & Co.
Chartered Accountants
Firm Registration No.: 137951W

CA J V Modi
Proprietor
Membership No 156821
Place: Mumbai
Date: May 30th, 2016

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure A referred to in paragraph 1 in Report on Other Legal & Regulatory Requirement of the Independent Auditor's Report to the members of the company on the standalone financial statements for the year ended March 31, 2016, we report that:

i (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. We have been informed that no material discrepancies were noticed on such physical verification.

(c) The Company does not have any immovable property.

ii The inventory has been physically verified at reasonable interval by the management. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its business.

iii According to the information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3 (iii)(a),(b)and (c) of the order are not applicable to the company and hence not commented upon.

iv According to the information and explanation given to us, the company has complied with the provisions of section 185 & 186 of the Act.

v According to the information and explanation given to us, the company has not accepted any deposits from the public in accordance with the provisions of sections 73 to 76 or any relevant provisions of the Act and the rules frame there under.

vi The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.

vii (a) According to the information and explanations given to us, and on the basis of our examination of the records of the company, amounts deducted /accrued in the books of account in respect of undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and any other material statutory dues were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues which have not been deposited by the company on account of disputes.

viii According to the information and explanation given to us, and based on our examination of records, the company has not availed of any loans from any financial institution or banks and has not issued any debentures.

ix The company did not raise any money by way of initial public offer or further public offer (including debt instrument) and term loans during the year.

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

xi According to the information and explanations given to us and based on the 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 Companies Act.

xii According to the information and explanations given to us, in our opinion the Company is not a Nidhi Company as prescribed under Section 406 of the Act.

xiii According to the information and explanations given to us and based on our examination of records of the company transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, were applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv According to the information and explanations given to us, and based on our examination of records of the company, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv According to the information and explanations given to us, and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with them.

xvi According to the information and explanations given to us, and in our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For J V Modi & Co.
Chartered Accountants
Firm Registration No.: 137951W

CA J V Modi
Proprietor
Membership No: 156821
Place: Mumbai
Date: May 30th, 2016

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SUNSTAR REALTY DEVELOPMENT LIMITED

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 Sunstar Realty Development Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the ICAI. 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:

i. pertain to the maintenance of records that, in reasonable detail ,accurately and fairly reflect the transactions and dispositions of the assets of the company;

ii. 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

iii. 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 issued by ICAI.

For J V Modi & Co.
Chartered Accountants
Firm Registration No.: 137951W

CA J V Modi
Proprietor
Membership No 156821
Place: Mumbai
Date: May 30th, 2016

Balance Sheet as at 31st March 2016

(Amount in Rs)

	Notes	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
Shareholder's Funds			
Share Capital	2	2362,30,000	2362,30,000
Reserves & Surplus	3	2114,48,136	2103,88,083
		4476,78,136	**4466,18,083**
Non-Current Liabilities			
Deferred Tax Liability		-	10,064
		-	**10,064**
Current Liabilities			
Short Term Borrowings	4	196,00,000	196,00,000
Trade Payables	5	317,93,324	27,02,700
Other Current Liabilities	6	53,88,969	93,95,316
Short Term Provisions	7	37,13,416	68,79,158
		604,95,709	**385,77,174**
TOTAL		**5081,73,844**	**4852,05,321**
ASSETS			
Non Current Assets			
Fixed Assets	8	2,73,706	4,18,672
Deffered Tax Assets		8,275	-
Long Term Loans and Advances	9	4152,55,221	4089,53,890
		4155,37,202	**4093,72,562**
Current Assets			
Inventories	10	25,00,000	25,00,000
Trade Receivables	11	160,65,792	71,42,693
Cash and Cash Balances	12	124,06,588	35,27,847
Short Term Loans and Advances	13	616,64,261	626,62,219
		926,36,641	**758,32,759**
TOTAL		**5081,73,844**	**4852,05,321**
Significant Accounting Policies	1		
Notes on Financial Statements	2-29		

The accompanying notes are an integral part of the Financial Statements

In terms of our report of even date.

For J V Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

CA J V Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2016

On behalf of the Board

Manoj Mehrotra
Managing Director
DIN 07224970

Sonal Jayprakash Bhatt
Director
DIN 03157849

Priyanka Sen
Company Secretary

Statement of Profit & Loss for the year ended 31st March 2016

(Amount in Rs)

	Notes	Year ended As at 31.03.2016	Year ended As at 31.03.2015
INCOME			
Revenue from Operations	14	736,31,828	1827,62,009
Other Income	15	12,17,295	22,01,178
Total Revenue		**748,49,123**	**1849,63,187**
EXPENSES			
Purchase of Stock in Trade	16	-	66,31,200
Changes in inventories of Stock in Trade	17	-	-
Operational Expenses		676,11,161	1629,97,804
Employee Benefits Expenses	18	11,54,959	10,81,641
Finance Cost	19	14,148	5,24,591
Depreciation & Amortisation		1,96,766	83,435
Other Expenses	20	43,38,006	43,62,283
Total Expenses		**733,15,040**	**1756,80,954**
Profi Before Tax		15,34,083	92,82,233
Tax Expense:			
Current Tax		4,92,370	28,62,987
Deferred Tax		18,339	5,224
Profit for the period		**10,60,053**	**64,14,022**
Earnings per equity share:			
Basic & Diluted		0.01	0.27
Significant Accounting Policies	1		
Notes on Financial Statements	2-29		

The accompanying notes are an integral part of the Financial Statements

In terms of our report of even date.

For J V Modi & Co
(Firm Regn No:137951W)
Chartered Accountants

CA J V Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2016

On behalf of the Board

Manoj Mehrotra
Managing Director
DIN 07224970

Sonal Jayprakash Bhatt
Director
DIN 03157849

Priyanka Sen
Company Secretary

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

(Amount in Rs)

Particulars		Year ended 31st March, 2016		Year ended 31st March, 2015	
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before Tax for the year			15,34,083		92,82,233
Adjustments for :					
Less : Interest Received on Loan		-		-	
Add :	Depreciation	1,96,766		83,435	
	Misc. Expenditures w/off	-	1,96,766	-	83,435
Operating Profit before Working Capital change			17,30,849		93,65,668
Adjustments for (increase) / decrease in operating Assets					
Inventories		-		-	
Trade receivables		(89,23,099)		505,30,292	
Short-term loans and advances		9,97,958		561,28,216	
Long-term loans and advances		(63,01,331)		(775,40,507)	
Other current assets		-		-	
Other non-current assets		-	(142,26,472)	-	291,18,001
Adjustments for increase / (decrease) in operating Liabilities					
Short-term Borrowings		-		(39,00,000)	
Trade Payable		290,90,624		(330,68,922)	
Other current liabilities		(40,06,347)		(11,87,624)	
Other Non-current liabilities		-		-	
Other long-term liabilities		-		-	
Long-term provisions		-	250,84,277	-	(381,56,546)
Cash Generated From Operations			125,88,654		3,27,123
Income Tax (paid)/ Refund			(36,58,112)		-
NET CASH FROM OPERATING ACTIVITIES Total (A)			**89,30,542**		**3,27,123**
CASH FLOW FROM INVESTING ACTIVITIES					
Investments (Purchased)/Sold		-		-	
Fixed Assets (Purchased)/Sold		(51,800)		(4,24,046)	

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

(Amount in Rs)

Particulars	Year ended 31st March, 2016		Year ended 31st March, 2015	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		**(51,800)**		**(4,24,046)**
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of Equity Capital	-		-	
Share Premium	-		-	
Interest Received on Loan	-		-	
Loan Given	-		-	
Preliminary Expenses Paid	-	-	-	-
NET CASH FROM FINANCING ACTIVITIES Total (C)				
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		**88,78,743**		**(96,923)**
Cash and Cash Equivalents — Opening Balance		35,27,845		36,24,769
Cash and Cash Equivalents — Closing Balance		**124,06,588**		**35,27,845**

Note: Previous year's figures have been regrouped/ rearranged wherever considered necessary.

In terms of our report of even date.

For J V Modi & Co
(Firm Regn No: 137951W)
Chartered Accountants

CA J V Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2016

On behalf of the Board

Manoj Mehrotra
Managing Director
DIN 07224970

Sonal Jayprakash Bhatt
Director
DIN 03157849

Priyanka Sen
Company Secretary

Notes: Forming Part of the Financial Statements:

1 Significant Accounting Policies:

1.1 Basis of Accounting:

The Financial Statements are prepared under the historical cost convention, on accrual basis of accounting, in accordance with the generally accepted accounting principles in India and the applicable Accounting Standards referred to under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

1.2 Use of Estimates:

The preparation of Financial Statements requires use of estimates and assumptions to be made that affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

1.3 Fixed Assets:

Fixed Assets are stated at cost inclusive of installation and attributable expenses less accumulated depreciation/ amortization thereon and impairment losses, if any.

1.4 Depreciation:

Depreciation on fixed assets is provided on written down value method (WDV) at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.

Intangible assets are amortized over their estimated useful life on a written down value method (WDV).

1.5 Revenue Recognition:

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Prompt payment rebate and overdue charges are determined and accounted for on termination of the contracts.

1.6 Investments:

Long Term Investments are stated at cost net of provision against diminution, if any, in carrying cost of investment other than decline of temporary nature. Non Current investments are carried at lower of cost and market price.

1.7 Inventories:

Inventories are valued at cost or net realizable value, whichever is lower.

1.8 Impairment:

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal/external factors. Where the carrying value

exceeds the estimated recoverable amount, provision for impairment is made to adjust the carrying value to the recoverable amount. The recoverable amount is the greater of the assets estimated net realizable value and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an appropriate discounting rate. If at the Balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost.

1.9 Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

1.10 Cash Flow Statement:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.11 Employee Benefits:

Short term benefits and post employment benefits are accounted in the period during which the services have been rendered.

1.12 Taxation:

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with relevant provisions of Income Tax Act, 1961.

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of Minimum Alternate Tax (MAT) under the Income Tax Act, 1961, the Company recognizes MAT credit as an asset only when and to the extent there is convincing evidence that the Company will be liable to pay normal income tax during the specified period.

Deferred tax charge or credit and correspondingly deferred tax liability or asset is recognized using tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In the event of unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that sufficient future taxable income will

be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount i.e. reasonable/virtually certain (as the case may be) to be realized.

1.13 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized only when there is a present obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability is disclosed for (i) Possible obligation which will be confirmed only by future events not wholly within the control of the company or (ii) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets are not recognized in the financial statements.

1.14 Earnings per Share:

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

1.15 Segment Reporting:

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments.

Segment revenue and segment results include transfers between business segments. Such transfers are accounted for at the agreed transaction value and such transfers are eliminated in the consolidation of the segments.

Expenses that are directly identifiable to segments are considered for determining the segment result. Expenses, which relate to the company as a whole and are not allocable to segments, are included under unallocated corporate expenses.

Segment assets and liabilities include those directly identifiable with the respective segments. Unallocated corporate assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

Notes Forming Part of the Financial Statements

(Amount in Rs)

	As at 31.03.2016	As at 31.03.2015
NOTE 2. SHARE CAPITAL		
Authorised		
25,00,00,000 (2,50,00,000) Equity Shares of Re 1(Rs.10) each	2500,00,000	2500,00,000
Issued ,Subscribed and Paid up		
23,62,30,000 (2,36,23,000) Equity Shares of Re 1(Rs.10) each, fully paid up in cash	2362,30,000	2362,30,000
TOTAL	**2362,30,000**	**2362,30,000**

A. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31.03.2016 Nos.	As at 31.03.2015 Nos.
Outstanding at the beginning of the year	236,23,000	236,23,000
Split during the year from F.V. of Rs.10 to Re. 1 each	2126,07,000	-
Outstanding at the end of the year	**2362,30,000**	**236,23,000**

B. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 31.03.2016 Nos.	% of Holding	As at 31.03.2015 Nos.	% of Holding
Equity Shares of Re 1(Rs.10) each fully paid up				
Heaven Petrochem Pvt Ltd	440,00,000	18.63	44,00,000	18.63

C. Terms / Rights attached to the Equity Shares

The Company has only one class of equity shares having par value of Re 1(Rs.10) per share. Each holder of equity shares is entitled to one vote per share.

D The shares of face value of Rs 10 each was split into shares of face value of Re 1 each

NOTE 3. RESERVES & SURPLUS

a) Securities Premium Account		
Balance at the beginning of the year	1949,69,716	1949,69,716
Balance at the end of the year	**1949,69,716**	**1949,69,716**
b) Surplus in Statement of Profit & Loss		
Balance at the beginning of the year	154,18,367	90,04,345
Add: Net Profit for the current year	10,60,053	64,14,022
Balance at the end of the year	**164,78,420**	**154,18,367**
Total	**2114,48,136**	**2103,88,083**

Notes Forming Part of the Financial Statements

(Amount in Rs)

	As at 31.03.2016	As at 31.03.2015
NOTE 4. SHORT TERM BORROWINGS		
Unsecured Short-Term Borrowings		
From Body Corporate	196,00,000	196,00,000
	196,00,000	**196,00,000**
NOTE 5. TRADE PAYABLES		
Due to others	317,93,324	27,02,700
	317,93,324	**27,02,700**
NOTE 6. OTHER CURRENT LIABILITIES		
Liabilities for Expenses	12,92,905	7,46,438
Other Payables	-	28,95,058
Satutory Dues	40,96,064	57,53,820
	53,88,969	**93,95,316**
NOTE 7. SHORT TERM PROVISIONS		
Provision For Income Tax		
Opening Balance	68,79,158	40,16,171
Add During the Year	4,92,370	28,62,987
Less Adjusted During the Year	36,58,112	-
	37,13,416	**68,79,158**

NOTE 8. FIXED ASSETS

TANGIBLE ASSET

Particulars	Gross Block				Depreciation			Net Block	
Assets	As on 01.04.2015	Additions during the year	Sale Proceeds	As at 31.03.2016	As on 01.04.2015	Dep. For the Year	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Computer	2,84,486	-	-	2,84,486	74,761	1,34,102	2,08,863	75,623	2,09,725
Furniture	2,34,946	-	-	2,34,946	25,999	54,381	80,380	1,54,566	2,08,947
Air Conditioner	-	36,800	-	36,800	-	5,366	5,366	31,434	-
Computer Software	-	15,000	-	15,000	-	2,917	2,917	12,083	-
TOTAL	**5,19,432**	**51,800**	**-**	**5,71,232**	**1,00,760**	**1,96,766**	**2,97,526**	**2,73,706**	**4,18,672**
Previous Year	**95,386**	**4,24,046**	**-**	**5,19,432**	**17,325**	**83,435**	**1,00,760**	**4,18,672**	**-**

Notes Forming Part of the Financial Statements

(Amount in Rs)

	As at 31.03.2016	As at 31.03.2015
NOTE 9. LONG TERM LOANS AND ADVANCES		
Loans and Advances		
Unsecured, Considered Good		
Capital Advances	3685,35,084	3816,23,624
Loans Given	445,29,871	251,40,000
Security Deposit		
Unsecured, Considered Good	21,90,266	21,90,266
	4152,55,221	**4089,53,890**
NOTE 10. INVENTORIES		
Land	25,00,000	25,00,000
	25,00,000	**25,00,000**
NOTE 11. TRADE RECEIVABLES		
Unsecured, Considered Good		
Outstanding for More than Six months	160,65,792	71,42,693
Others	-	-
	160,65,792	**71,42,693**
NOTE 12. CASH & CASH BALANCES		
Balances with Bank		
In Current Account	105,69,376	20,39,744
Cash on hand	18,37,212	14,88,103
	124,06,588	**35,27,847**
NOTE 13. SHORT TERM LOANS & ADVANCES		
Loans & Advances (Unsecured , Considered Good)		
Advances Recoverable in Cash or in kind or value to be received	534,37,150	534,81,764
Deposits (Unsecured , Considered Good)		
Rent Deposit	36,000	17,000
Balance with Revenue Authorities	81,91,111	91,63,455
	616,64,261	**626,62,219**

Notes Forming Part of the Financial Statements

(Amount in Rs)

	As at 31.03.2016	As at 31.03.2015
NOTE 14. REVENUE FROM OPERATIONS		
Sales	-	298,70,000
Income from Nomination	3,04,860	-
Income from Operations	733,26,968	1528,92,009
	736,31,828	**1827,62,009**
NOTE 15. OTHER INCOME		
Interest Income	12,17,295	22,01,178
	12,17,295	**22,01,178**
NOTE 16. PURCHASE OF STOCK IN TRADE		
Purchase of Property	-	66,31,200
	-	**66,31,200**
NOTE 17.INCREASE/ DECREASE IN INVENTORIES		
Inventories at the end of the period (A)	25,00,000	25,00,000
Inventories at the begining of the period (B)	25,00,000	25,00,000
	-	-
NOTE 18. EMPLOYEES BENEFIT EXPENSES		
Salaries,Wages & Bonus	10,31,520	9,82,900
Staff Welfare	1,23,439	98,741
	11,54,959	**10,81,641**
NOTE 19. FINANCE COST		
Interest Paid	14,148	5,24,591
	14,148	**5,24,591**

Notes Forming Part of the Financial Statements

(Amount in Rs)

	As at 31.03.2016	As at 31.03.2015
NOTE 20. OTHER EXPENSES		
Advertisement Expenses	28,624	4,924
Annual Listing Fees	9,92,244	4,33,364
Payment to Auditors	35,000	15,000
Bank Charges	9,543	11,455
Connectivity Charges	1,65,660	1,01,000
Electricity Expenses	22,600	-
General Expenses	3,97,976	2,15,946
Internal Audit Fees	15,000	-
Market Making Fees	3,60,000	3,60,000
Postage & Courier	35,240	23,388
Printing & Stationery	1,06,140	1,38,214
Professional Fees	18,71,050	26,68,868
Registrar Expenses	42,900	30,000
Rent, Rates & Taxes	1,09,000	2,64,100
Telephone Expenses	32,031	27,850
Travelling Expenses	1,14,998	68,174
	43,38,006	**43,62,283**
Payment to Auditors		
Audit Fees	15,000	12,500
Tax Audit Fees	10,000	2,500
Others	10,000	-
	35,000	**15,000**

21. Related Party Transactions

a. Name of the related parties in transaction with the company and description of relationship

Key Managerial Personnel:

Ms Kavita Patel — Director

Mr Manoj Mehrotra — Managing Director

Ms Preeti Yadav — Company Secretary

b. Transaction with Related Parties during the Year

Name	Nature of Transactions	Year Ending March 31, 2016	Year Ending March 31, 2015
Ms. Kavita Patel	Remuneration	80,650	3,00,000
Mr. Manoj Mehrotra	Remuneration	2,20,161	—
Ms. Preeti Yadav	Remuneration	82,334	1,26,000

22. Earnings per Share as per Accounting Standard 20:

Particulars	Year Ending March 31, 2016	Year Ending March 31, 2015
Profit after Tax	10,60,053	64,14,022
Weighted average number of Equity Shares used as denominator for calculating EPS	19,90,52,820	2,36,23,000
Basic Earnings Per Share of Re1 (Rs.10) each	0.01	0.27
Potential Dilutive Shares	NIL	NIL
Diluted Earnings Per Share of Re1 (Rs.10) each	0.01	0.27

23. Contingent Liabilities: Nil (Previous Year – Nil)

24. Certain Balances of parties under sundry debtors, creditors, loans and advances are subject to confirmations/reconciliation.

25. There was no expenditure/earning in Foreign Currency during the year.

26. The Equity Shares of the company got split from face value of Rs 10 to face value of Re1 each.

27. Deferred Tax

Particulars	Year Ending March 31, 2016	Year Ending March 31, 2015
Fixed Asset as per Income Tax Act	3,00,486	3,86,101
Fixed Asset as per Companies Act	2,73,706	4,18,672
Deferred Tax Liability/(Assets)	(8,275)	10,064

28. As informed there are no dues to Micro Small and Medium Enterprises as on 31st March, 2016.

29. The Previous year's figures have been regrouped, reclassified or rearranged wherever necessary.

For J V Modi & Co
Firm Regn No:137951W)
Chartered Accountants

CA J V Modi
(Proprietor)
Membership No. 156821
Place : Mumbai
Date: 30th May, 2016

For SUNSTAR REALTY DEVELOPMENT LIMITED

Manoj Mehrotra
Managing Director
DIN 07224970

Sonal Jayprakash Bhatt
Director
DIN 03157849

Priyanka Sen
Company Secretary