

Building Positive Experiences



Brigade Enterprises Limited
Annual Report 2015-16



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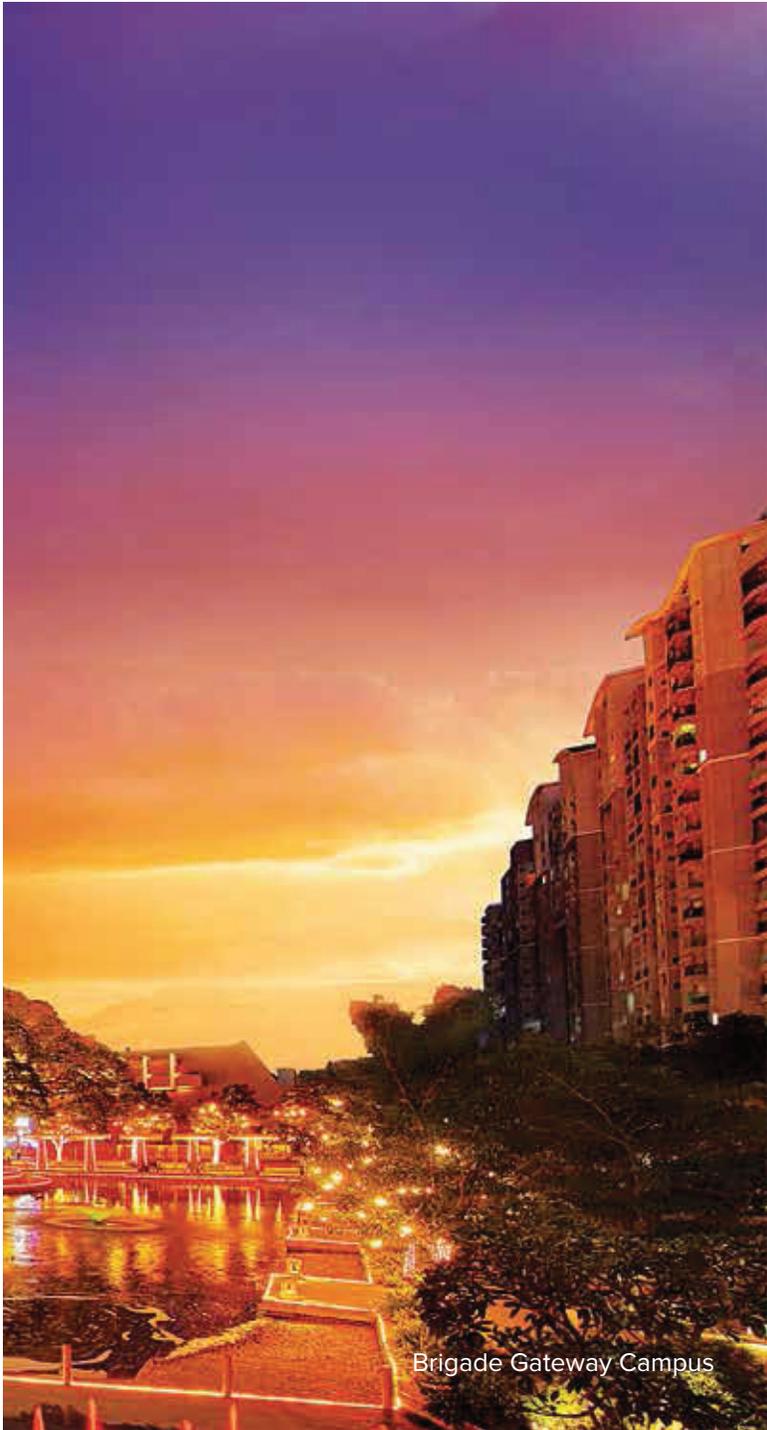
Cautionary Statement Regarding Forward-Looking Statement

This Report may contain certain forward-looking statements relating to the future business, development and economic performance. Such Statements may be subject to a number of risks, uncertainties and other important factors, such as but not limited to (1) competitive pressure; (2) legislative and regulatory developments; (3) global, macro economic and political trends; (4) fluctuations in currency exchange rates and general market conditions; (5) delay or inability in obtaining approving from authorities, (6) technical developments; (7) litigations, (8) adverse publicity and news coverage, which could cause actual developments and results to differ materially from the statements made in this presentation. Brigade Enterprises Limited assumes no obligation to update or alter forward-looking statements whether as a result of new information, future events or otherwise.

Building Positive Experiences

Brigade Group has been creating positive experiences in all domains of real estate namely Residential, Offices, Retail and Hospitality for the last three decades. We enjoy the trust and confidence of our stakeholders because we have been at the forefront of cutting-edge technology both in terms of construction and customer service. Our goal is to constantly strive towards building positive experiences for our stakeholders and to be their preferred partner in the domains we operate.

At Brigade, we believe that property decisions are as much emotional as they are functional. We understand that our customers don't just come to us for a home or an office, but also for the credibility of our brand name and our fair & ethical manner of doing business. Our customers admire us, not only because we build beautiful, intuitively designed spaces, but because we value their choice to trust us with their lifetime investment and promise to deliver on our word. We put the quality of our work and our customers' needs above everything else. At Brigade, we don't just build spaces, but we build relationships that last, by always putting people first. Be it our customers, employees, investors, partners or the community at large, we relentlessly ensure that every experience with us is a positive one. The awards and recognition received by us across various categories serve as a testimony that Brigade is a well established and trustworthy brand coupled with excellent customer service and impeccable build quality.



Brigade Gateway Campus

Positive Experiences - A way of life at Brigade.

Across our business segments of real estate, lease rental and hospitality, we have been building and delivering spaces that harbour positive energies for our customers and end users. These spaces have the best of architectural planning and design; make optimal usage of resources such as energy, natural light and air. It is our best in class construction quality, transparent and ethical business dealings and outstanding service levels that help us always deliver with a smile. Every single day across our projects, Team Brigade comes together with a noble mission of Building Positive Experiences.

Happiness reflects positive experiences

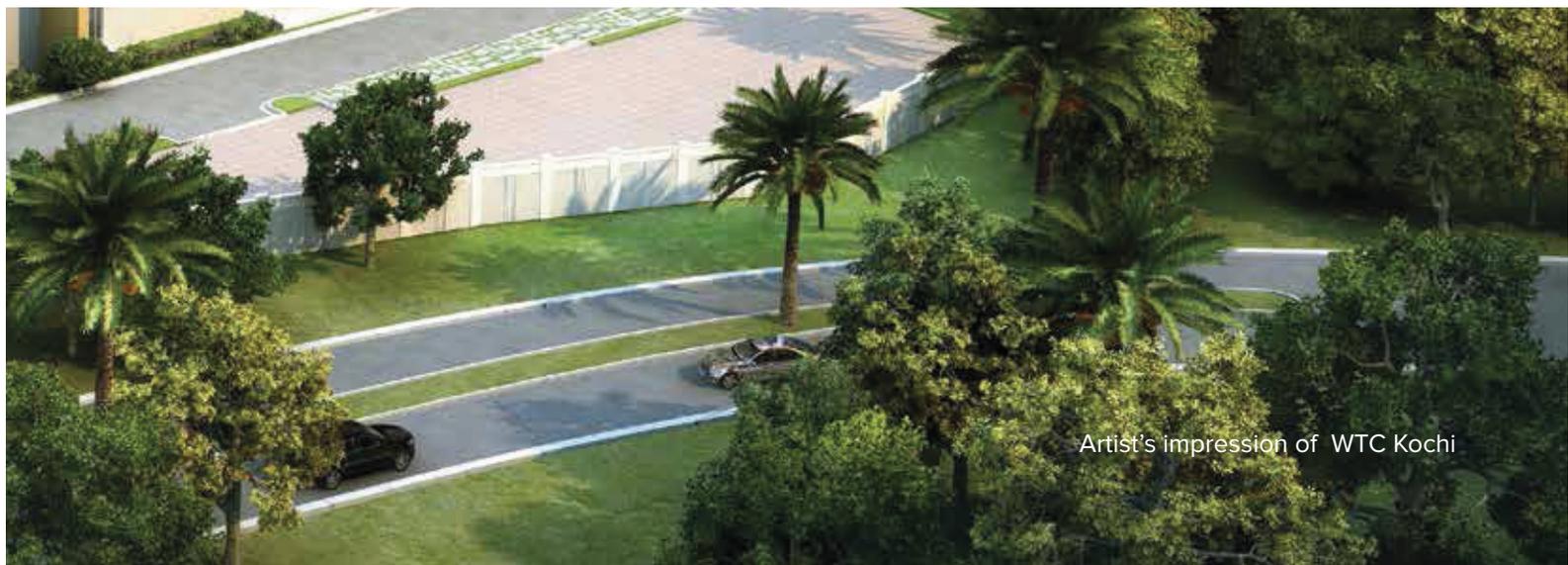
Customer centricity is of paramount importance at Brigade. This approach has resulted in positive experiences, bringing happiness and smiles all around. This has been possible because of our understanding of the needs of our customers, sound planning, quality of materials used in construction and smooth handover procedures.

Our segregation of the three business segments and the concept of Strategic Business Units (SBUs) for Residential, Lease Rental and Hospitality Projects have helped in closer association with our customers. Each of the SBUs are efficiently managed by experienced professionals.

The quality and type of development of the projects has drawn happy families to reside within them. The happiness and positive energy from successfully completing projects motivates us to innovate and come up with newer concepts and developments with better facilities to cater to the ever-changing requirements of discerning customers.

Since we are present in all domains of real estate, we have a wide array of projects to meet the requirements and budgets of our customers, be it a home, office space, a place to dine or even shop.





Artist's impression of WTC Kochi



Work Culture - An enabler of positive experiences

Nothing motivates the talent pool of any enterprise than working for a larger cause. At Brigade, our employees are enthusiastic about building positive experiences for our stakeholders. We ensure that we provide all the necessary tools and ammunition required to deliver positive experiences. As an organisation, we have been able to tackle the attrition levels and retain the talent pool. Our employees remain the key driving force for the growth of our organisation.

The quality of our workforce and positive outlook coupled with latest construction technology adopted by us has resulted in landmark developments in the markets that we operate.

Brigade has been recognised for the sixth consecutive year by Great Place to Work Institute and The Economic Times as one of India's Best Companies To Work For. We have retained the Numero uno position in the real estate industry for the second consecutive year in 2016. This has been possible



because of the contribution of our employees. This recognition in many ways is also the manifestation of our tag line - 'Building Positive Experiences' and a reflection of our work culture. The results reinforce our strong belief that people are one of the prime movers for organisational growth & success.

We have been constantly improving our HR Practices which have benefitted the employees immensely in execution of their work. The employees are reciprocating with lot of enthusiasm and dedication which is pivoting the organisation to a higher level and building positive experiences all around.



Grand Mercure, Mysuru

Selfless consideration multiplies positive experiences

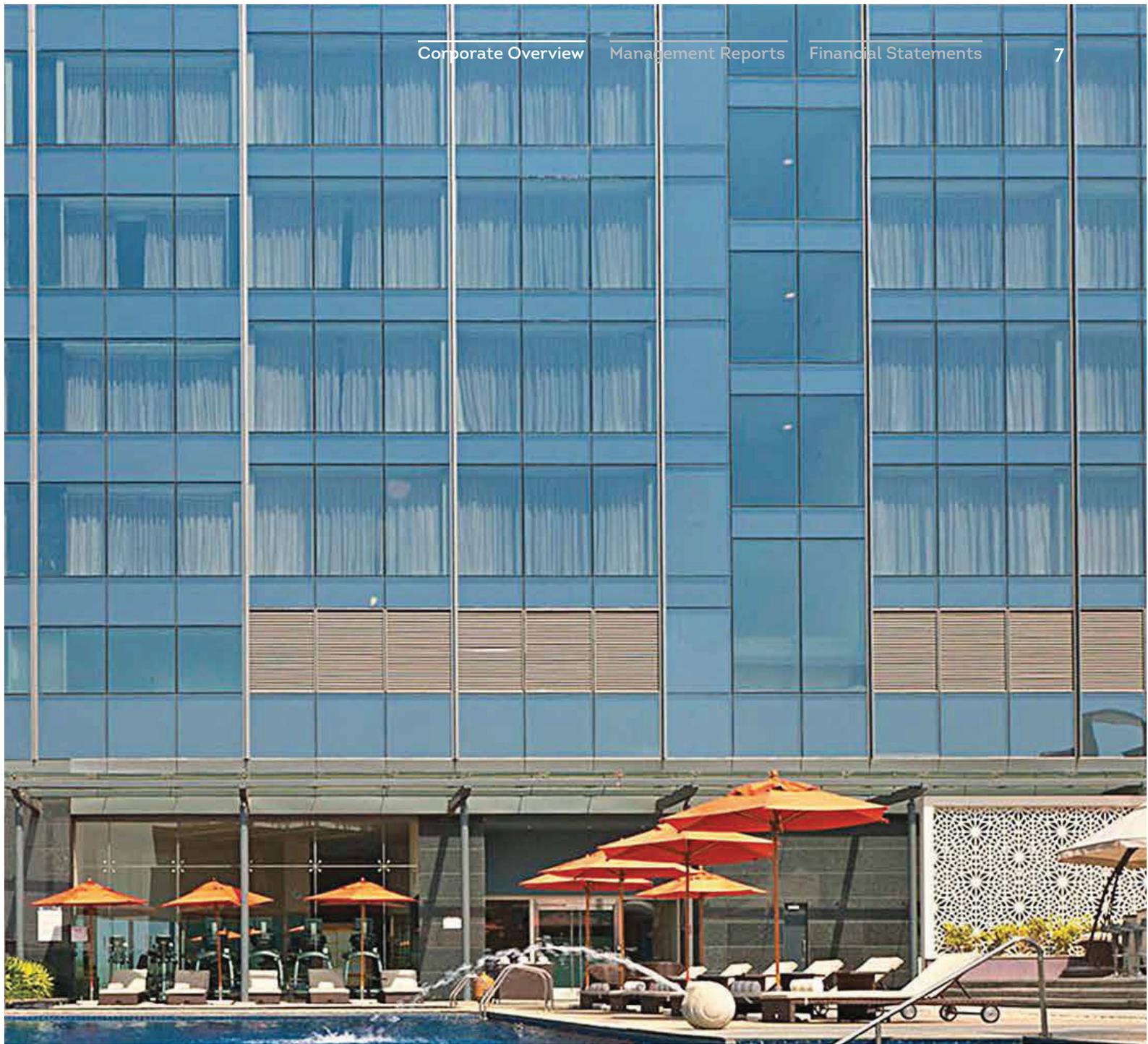
As an organisation, we strongly believe in giving back to the society and creating positive experiences not only for our customers but for the entire neighbourhood at large. Many initiatives were taken up in Bangalore and other places to make a difference in the lives of people.

We have contributed to society at large by various initiatives like redeveloping the Sangolli Rayanna Park and the Shri Nadaprabhu Kempegowda Playground in Malleswaram, Bangalore, constructing a Skywalk across Dr. Rajkumar Road, rejuvenating Sitharampalya Lake in Whitefield, redeveloping a fire station, police station etc. This responsible attitude and innovative mind-set combined with uncompromising quality of the projects has

created a corporate tradition that delights our customers. Our CSR activities have set a benchmark in the industry and have been recognised by the various Awards received. Brigade won both CREDAI National Awards for CSR at the CREDAI Conclave 2015. The Environmental Impact Award for rejuvenating Sitharampalya Lake in Whitefield and the redevelopment of the Sangolli Rayanna Park in Malleswaram and the Social Infrastructure Award for the redevelopment of the Shri Nadaprabhu Kempegowda Playground in Malleswaram and the Skywalk with Escalator across Dr. Rajkumar Road in Rajajinagar.

We are committed to selflessly multiplying positive experiences in an endeavour to make a meaningful difference to society.





Poolside at Sheraton Grand Bangalore

About Brigade Enterprises Ltd.

We started our journey in 1986 as a one-project venture. Since then we have come a long way and spread our wings across many cities in South India and GIFT City in Gujarat. We are a multi domain developer operating in segments of real estate, hospitality and leasing. The real estate segment is engaged in the development of residential and commercial real estate projects on sale basis. The hospitality segment develops hospitality assets, and is also engaged in identifying hotel operators and monitoring the operation of the hotel assets. The leasing segment is engaged in developing commercial and retail assets and identifying tenants on long term lease for the assets owned.

We have completed over 150 buildings amounting to over 25 million sq. ft. in residential, offices, retail and hospitality sectors. As a Group, we are currently in the process of developing more than 30 mn sq. ft. of projects across 7 cities over the next 5 years.

The awards and recognition received across various categories serve as a testimony to Brigade as a proven brand, well established and trustworthy coupled with excellent customer service and impeccable build quality.



Vision

To be a world class organisation in our Products, Processes, People and Performance.

Mission

To constantly endeavour to be the preferred developer of residential, commercial and hospitality spaces in the markets in which we operate, without compromising on our core values, for the benefit of all our stakeholders.

Brigade Enterprises Ltd. - Strategic Business Units



Real Estate
Residential
Office space on outright sales



Lease Rental
Office Spaces
Retail Spaces



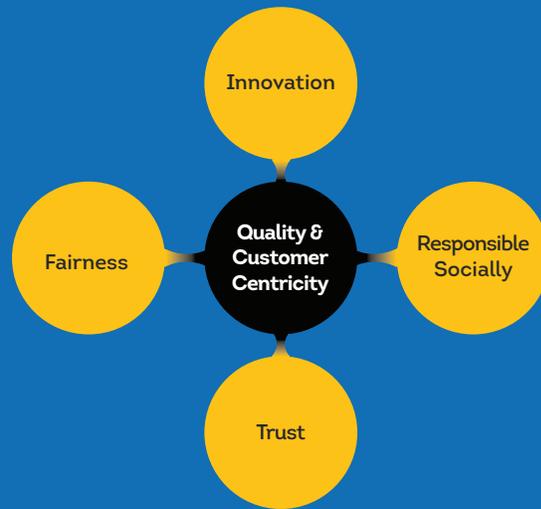
Business Geographies

- Bangalore, Karnataka
- Mangalore, Karnataka
- Mysore, Karnataka
- Chikmagalur, Karnataka
- Hyderabad, Telangana
- Chennai, Tamil Nadu
- Kochi, Kerala
- GIFT City, Gujarat



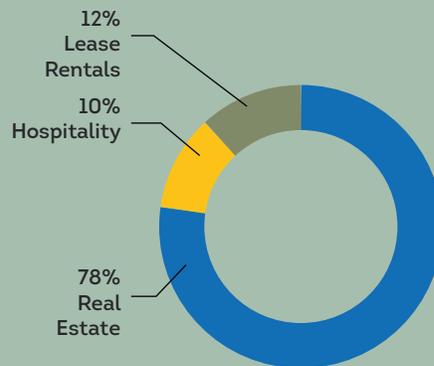
Core Values

QC-FIRST



Hospitality Segment
Hotels
Clubs and
Convention Centres
Serviced Apartments

Revenue mix segment wise (%)



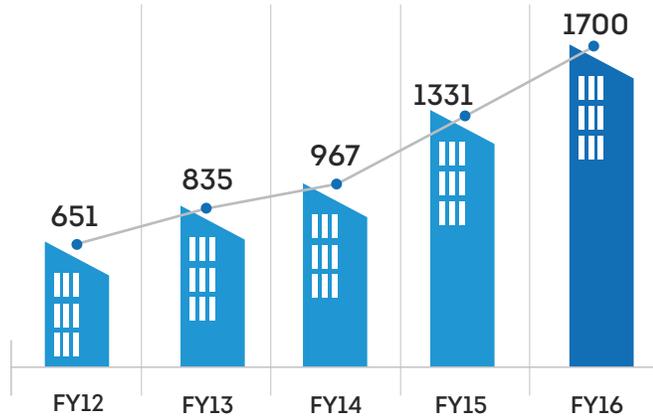
Financial Highlights (Consolidated)

(in ₹ Cr.)

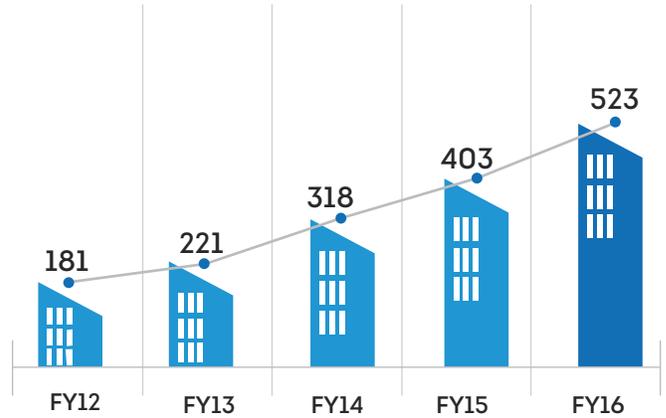
Particulars	FY 16	FY 15	FY 14	FY 13	FY 12
Revenue	1,699.7	1,330.8	966.7	834.6	651.0
EBITDA	523.3	403.1	318.4	220.8	180.9
EBIT	417.4	303.8	236.6	143.5	127.7
Interest	186.4	131.4	113.1	89.8	60.4
PBT	230.9	172.5	123.5	53.7	67.3
PAT	148.2	116.4	89.9	60.0	56.9
Net Worth	1,470.3	1,356.7	1,280.2	1,212.1	1,166.4
Debt	1,999.0	1,394.4	863.5	1,048.1	851.0
Net Fixed asset	2,425.2	1,657.4	1,469.0	1,441.7	1,432.9
Inventory	1,910.5	1,544.4	1,123.1	909.9	820.0
Debtors	42.9	14.9	37.2	19.8	35.6
Cash & Bank	108.9	82.9	38.3	47.0	48.9
Per Share Ratio (in ₹)					
Earnings per Share (EPS)	11.5	8.5	8.2	5.5	5.1
Dividend per Share (DPS)	2.0	2.0	2.0	1.5	1.5
Book Value per Share (BVPS)	130	120	114	108.2	103.1
Growth Ratio (%)					
Revenue Growth	28.0	37.6	15.8	28.2	22.8
EBITDA Growth	30.0	26.6	44.2	11.5	-9.5
PAT Growth	28.0	29.4	49.8	5.4	-52.8
Growth in Book Value Per Share	8.3	5.3	5.4	4.9	2.4
Inventory Growth	23.7	37.5	23.4	10.9	34.0
Margin Ratios (%)					
EBITDA Margin	30.8	30.3	32.9	26.5	27.8
EBIT Margin	24.6	22.8	24.4	17.2	19.6
Net Profit Margin	8.6	8.6	9.3	7.2	8.7
Other Key Ratios (%)					
Return on Equity (RoE)	10.0	8.5	7.0	4.9	4.9
Return on Capital Employed (RoCE)	12.8	11.0	11.0	6.3	6.3
Dividend Payout	17.3	23.5	24.4	27.5	29.6
Debt Equity Ratio (D/E), x	1.36	1.0	0.7	0.9	0.7
Interest Coverage Ratio, x	2.2	2.3	2.1	1.6	2.1

Key Performance Indicators

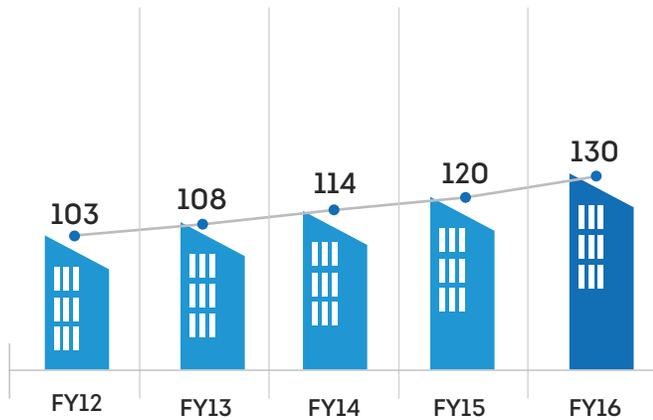
Revenue (in ₹ Cr.)



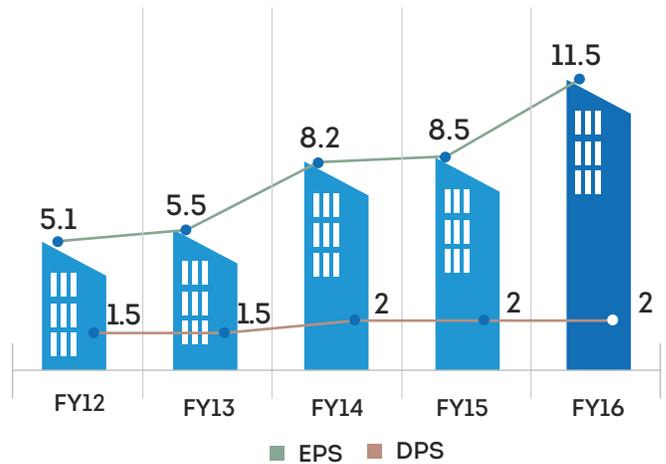
EBITDA (in ₹ Cr.)



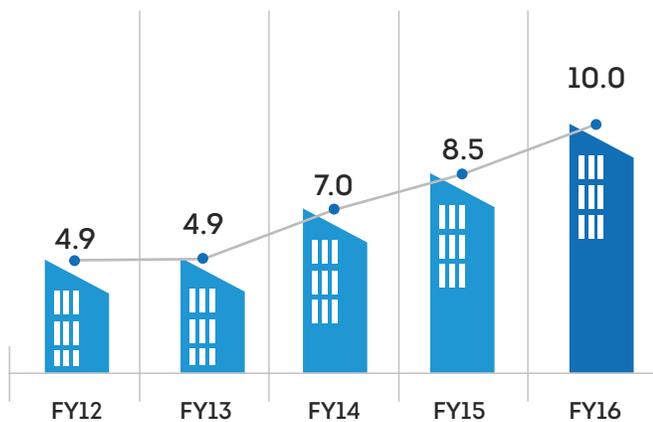
Book Value Per Share (in ₹)



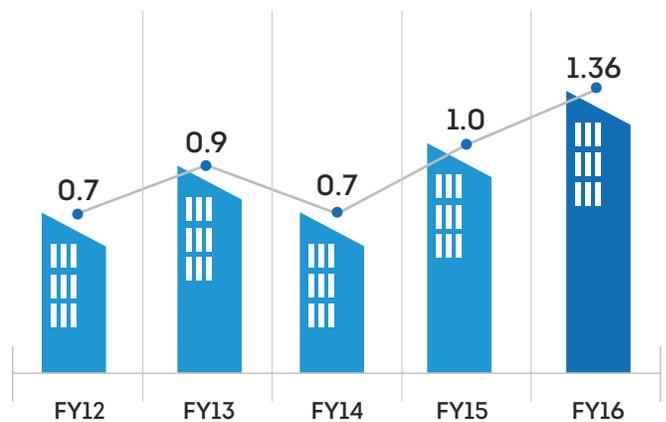
EPS and DPS (in ₹)



RoE (in%)



Debt Equity Ratio (x)





Chairman's Message

Dear Shareholders,

The financial year 2015-16 has been a challenging year for companies, the state, the country & the world. Most countries in the world are struggling with troubled economies. There is lot of turmoil in Europe due to the migrant crisis & terrorism, and they are busy grappling with the problem. This year saw fluctuation in oil prices. While low oil prices have benefitted oil importing countries like India, it has created problems to several oil producing countries in the Middle East, South America and Russia. All this is bound to result in continued economic uncertainty witnessed across the world during the last few months. The silver lining seems to be United States (the largest economy contributing to 25% of the global economy) whose GDP is growing at a healthy rate of 2.4%. Though China's GDP is growing at 6.5% & India's at 7.5%, both countries have the problem of excess manufacturing capacities which were built to meet the expected demand of higher growth rates. India's growth rate is questionable after the government changed the base data for calculations. What is surprising & distressing is that the State of Karnataka, generally considered as a progressive state, had a growth rate of 6.5% last year, which is below the national average.

While the Indian economy is in a relatively better shape in terms of GDP growth, it is likely to become a case of missed opportunities to reach double digit growth in spite of its huge potential. Other than creating the much needed positive sentiment, the single party majority government at the Centre hasn't succeeded in kick starting major infra projects, in implementing major policy changes and living up to the election promises made. It is rather sad that opposition parties have unfortunately blocked important initiatives like GST which could have had far reaching positive impact on Indian economy and its GDP growth rate.

Brigade Enterprises Limited's Consolidated Revenues for the year ended 31st March, 2016 was ₹ 1700 Cr., up from ₹ 1,331 Cr. recorded during the previous year. The



Consolidated Net Profits stood at ₹ 148 Cr. as against ₹ 116 Cr. Revenues as well as profits witnessed a growth of 28% over previous year. The Debt Equity ratio of the Company on 31st March, 2016 is 1.36:1. CRISIL & ICRA have assigned 'A' rating with stable and positive outlook respectively for the credit facilities availed by the Company. The Board of Directors declared an Interim Dividend of ₹ 2.00 per equity share which was paid to shareholders on 29th March, 2016.

Our Real Estate business has done relatively well and the two joint venture projects - Brigade Orchards, the first Smart Township in Bangalore and Brigade Cosmopolis (along with GIC, Singapore) continues to contribute to the top-line and the bottom-line. Brigade launched a total of 4 million sq. ft. in the financial year 2015-16 and sold 2.25 million sq. ft. of real estate space aggregating to ₹ 1,249 Cr. with an average realisation rate of ₹ 5,554 per sq. ft. for the financial year 2015-16. Brigade Group completed Brigade Meadows Phase 1 - the first integrated enclave on Kanakapura Road, Bangalore and Azure Tower at Brigade Exotica on Old Madras Road. Your Company acquired a 16 acre property along with GIC Singapore in Perungudi, the prime commercial corridor of Chennai, from Kansai Nerolac Paints Limited through a special purpose vehicle for a consideration of ₹ 538 Cr.

Our Lease Rental segment has contributed ₹ 197 Cr. to the top-line of the Company. About 1.2 million sq. ft. of commercial and retail lease space is currently under construction. Brigade Group's second mall - Orion East at Banaswadi, Bangalore was launched recently. The Hospitality segment revenues for the financial year stood at ₹ 182 Cr. The occupancy levels at Grand Mercure Bangalore and Sheraton Grand Bangalore are among the best performers in their respective categories with average occupancies of over 80%. The Grand Mercure Mysuru with a total of 146 keys was launched recently. The Group will have 1,000 plus operational keys over the next 2 years. We plan to launch 6.85 mn. sq. ft. of residential, commercial and hospitality space in the financial year 2016-17.

The Real Estate Bill, which was in the offing since 2013 has today become a reality. It is bound to protect the customers by answering their concerns and regulate the way business is conducted by the Developers. It is pro, long-term players and anti, 'fly-by-night' operators. Even then, developers' fear that it will add time and cost to launch projects and may become one more window to face harassment, as the Act contains several draconian clauses for non-compliance. However, the future looks exciting with a plethora of opportunities for organised players like us.

It is a matter of pride to note that our Group has received a number of Awards during the year and the significant ones are as follows:

- Orion Mall won the 'Best Shopping Mall of the Year Award in South India' at the 4th Indian Retail & eRetail Awards 2015
- Orion Mall received two of the coveted trophies – 'IMAGES Most Admired Shopping Centre of the Year: South' and 'IMAGES Most Admired Shopping Centre Marketing & Promotions of the Year-South', at the IMAGES Shopping Centre Awards 2015
- Brigade Group won the 'Hotel Owner of the Year Award' at The 'Hospitality Leaders' Industry Choice Awards 2015
- Brigade Group has been Ranked No. 1 in the Real Estate Industry and No. 28 across all industries in India as India's Great Companies to Work for 2015 by Great Place to Work Institute and The Economic Times
- Brigade Caladium received the 'Best Ultra Luxury Project of the Year- North Bangalore' at the Silicon India Bangalore Real Estate Awards 2015
- Brigade Exotica won the 'ICI (KBC)-BIRLA SUPER Award' for Outstanding Concrete Structure of Karnataka (Building Category)-2015 from Indian Concrete Institute during the Concrete Day Celebrations
- Brigade Group won both CREDAI National Awards for CSR at the CREDAI Conclave 2015. The Environmental Impact Award for rejuvenating Sithampalya Lake in Whitefield and the redevelopment of the Sangolli Rayanna Park in Malleswaram and the Social Infrastructure Award for the redevelopment of the Shri Nadaprabhu Kempegowda Playground in Malleswaram and the Skywalk with escalator across Dr. Rajkumar Road in Rajajinagar
- Brigade Exotica won the 'Luxury Apartment Project of the Year Award' at the NDTV Property Awards 2015

I would like to thank all the stakeholders who have reposed confidence and strength in Brigade Group which will motivate us to work harder to scale up the business to newer heights

Regards,

M. R. Jaishankar
Chairman & Managing Director

Signature Club Resort at Brigade Orchards

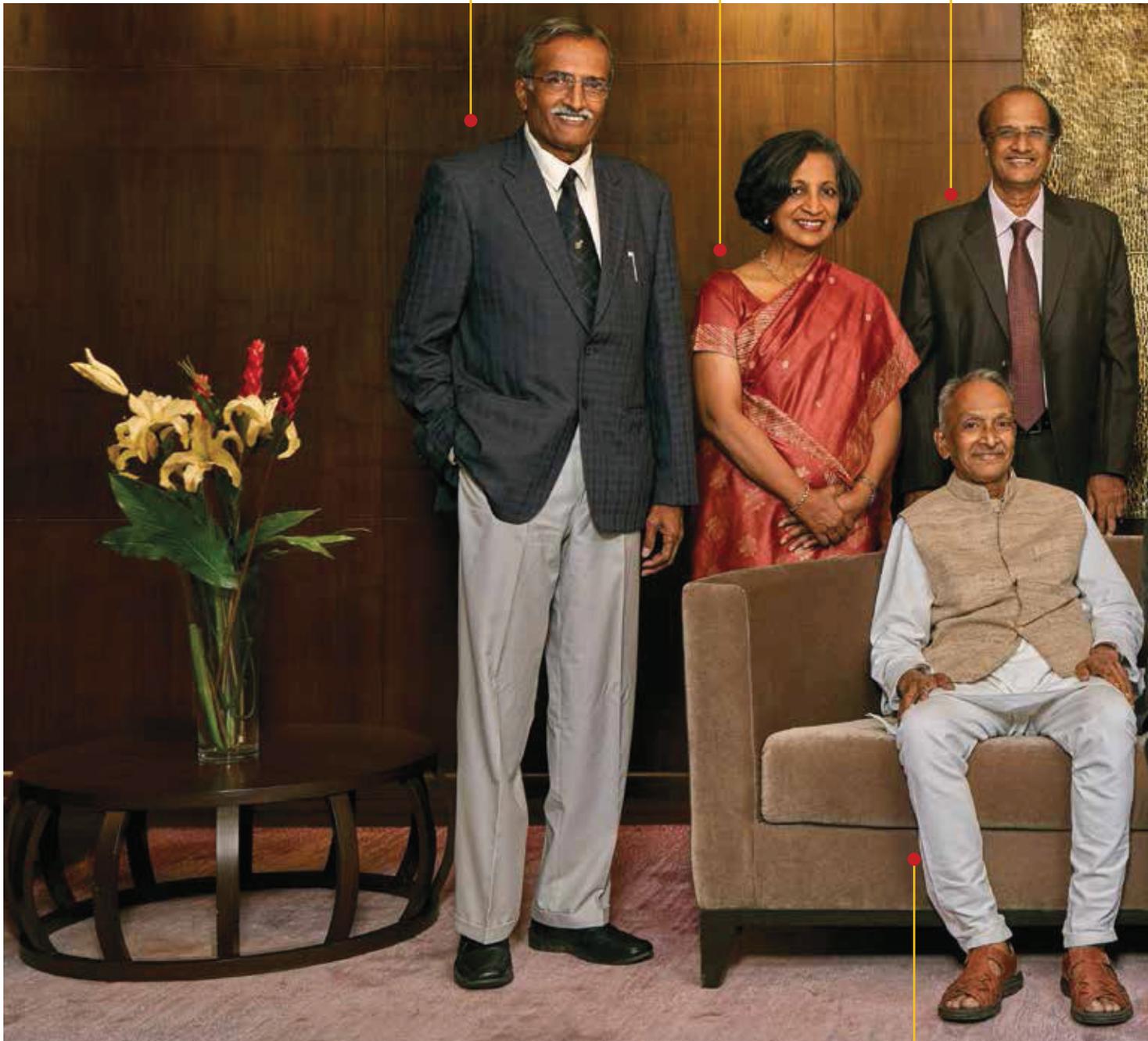


Board of Directors

LAKSHMI VENKATACHALAM

M.R. GURUMURTHY

M.R. SHIVRAM



DR. SRINIVASA MURTHY

GITHA SHANKAR

BIJOU KURIEN

AROON RAMAN



M.R. JAISHANKAR

P.V. MAIYA

Profile of Directors



M.R. JAISHANKAR
Chairman & Managing Director

He holds a Bachelor of Science degree in Agriculture and a Master of Business Administration. His commitment to quality and passion for innovation has seen Brigade Group grow from a single-building, small-scale private enterprise to a diverse multi-domain company which is into all verticals of real estate. Under his leadership Brigade Group has scaled new heights and this has been recognised by many awards Brigade Group has received over the years.



GITHA SHANKAR
Whole-time Director

She holds a Bachelor of Arts degree, Bachelors in Library Science and a Masters in Business Administration. She has over 30 years of experience in the fields of advertising, stock broking, insurance, education and real estate. She is the Managing Trustee of Brigade Foundation which started and runs the Brigade Schools in Bangalore.



M.R. GURUMURTHY
Non-Executive Director

He holds a Bachelor of Science degree. He has over 40 years of business experience. He manages coffee estates and is a past President of the Rotary Club of Chikmagalur.



M.R. SHIVRAM
Non-Executive Director

He holds a Bachelors degree in Engineering and a Master of Science degree in Electronics from New York University. He has over 30 years of business experience and is also the Managing Director of Capronics Private Limited.



P.V. MAIYA
Independent Director

He holds a Masters in Arts degree and is also a Certified Associate of The Indian Institute of Bankers from The Institute of Banking and Finance. He has over 40 years of experience in the banking industry. He is a former Chairman and Managing Director of ICICI Banking Corporation Limited. He is the founding Managing Director of Central Depository Services (India) Limited from 1998 to 1999. He is former Director of Canara Bank and is a Director of Neuland Laboratories Limited.



AROON RAMAN
Independent Director

He holds a post-Graduate degree in Economics and an MBA from the Wharton School. He has promoted Raman Fibre Science, a research & innovation company in the area of technical non-wovens and composites which was acquired in 2014 by Hollingsworth & Vose Company, a world leader in engineered composites for filtration and energy storage. He specialises in conducting due diligence to assess companies or their competencies in term of technology, process, people capabilities and also on strategic interventions. He has held several senior positions with the Confederation of Indian industry (CII), and was the Chairman of CII, Karnataka State Council for 2010-11. He is a recipient of the state's highest civilian honour - the Karnataka Rajyotsava Award for 2010 for his contribution to the industrial development of the state. He also serves on several corporate boards and charitable trusts.



DR. SRINIVASA MURTHY
Independent Director

He holds a Masters in Management from Sloan School of Management, M.I.T., and a Doctorate in Business Administration from the Harvard Business School, Boston, U.S.A. He has rich experience in teaching in business institutes like Indian Institute of Management, Ahmedabad and Bangalore. He is a former Director of the Indian Institute of Management, Bangalore. He was on the Board of the National Stock Exchange of India Ltd.



BIJOU KURIEN
Independent Director

He has done Business Management from XLRI, Jamshedpur. He has been associated with Marquee brands in the fast moving consumer products, consumer durables and retail industry in India for over 33 years with companies viz. Reliance Retail Limited, Titan industries Limited and Hindustan Unilever Limited.

Currently, he is an independent consultant and member of the strategic advisory board of L Capital, Asia (Sponsored By The LVMH Group), and also advises several consumer product companies and mentors a few start-ups. He is also on the Board of several national and international companies.



LAKSHMI VENKATACHALAM
Independent Director

She holds Post-Graduate degrees in Economics and in Business Administration, from Boston University, USA, and a Post Graduate degree in English from Jadavpur University, Kolkata. She is from the Indian Administrative Service having more than 30 years of rich and versatile experience in the public sector before her retirement in 2010. Her previous assignment was with Asian Development Bank as Vice President for Private Sector and co-financing operations. She held various positions in the Government of India; Director General of Shipping and ex-officio Additional Secretary to the Government of India; Principal Secretary to the Government of Karnataka in the departments of (1) Commerce and Industry, (2) Urban Development and (3) Planning, Program Implementation, Economics and Statistics; Chairperson of the Coffee Board of India, (a statutory body, under the Ministry of Commerce, Government of India) during which she held the office of Chairperson of the International Coffee Council; Commissioner of the Bangalore Development Authority; Director in the Ministry of Steel, Government of India.

Milestones

Incorporated in 1995, Brigade Enterprises Limited is a leading real estate developer in South India with a focus on residential, commercial, retail and hospitality projects. Headquartered at Bengaluru, it has presence in other South Indian cities of Mysore, Chennai, Kochi, Hyderabad and Mangalore. It has also ventured in to GIFT City, Gujarat, the first city outside South India. It also has a representative office in Dubai and an accredited agent in the USA.

1986

Delivered Bengaluru's tallest building built by a private developer (held this distinction till 2002)

1994

Delivered Brigade Residency, our first luxury apartment project in Mysore

2001

Handed over Komarla Brigade Residency, an eco-friendly residential complex

2007

Successful completion of ₹ 650 Cr. IPO that led to public listing of company's stock

1992

Completed Brigade Gardens, our first shopping complex project in Bengaluru

1996

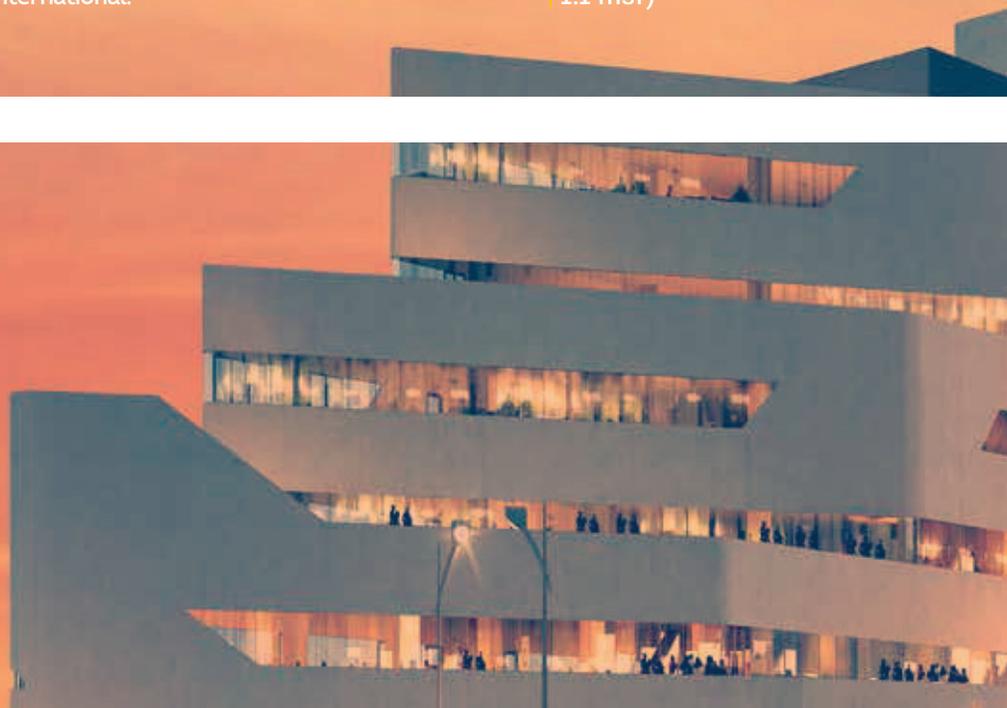
Obtained ISO 9001:1994 Certification from London based Certifying agency Bureau Veritas Quality International.

2002

Completed Brigade Millennium, an integrated lifestyle enclave in Bengaluru

2010

World Trade Center, Bengaluru came to life as South India's tallest building (128 meters, 1.1 msf)



2011

Sheraton Grand Hotel became operational at Brigade Gateway, Malleswaram (230 keys)

2013

World Trade Center, Brigade bagged the Best Commercial Complex Award (Bengaluru zone) at CREDAI Real Estate Awards Karnataka

2015

Won the 'Developer of the year-Commercial' award for Brigade Magnum at the Global Real Estate Brand Awards 2016

2012

Orion Mall became operational at Brigade Gateway, Malleswaram (0.8 msf)

2014

Partnered GIC, Singapore to jointly invest ₹ 1,500 Cr. in residential projects in South India

2016

Acquired landmark property in Chennai along with GIC Singapore.



Artist's impression of Brigade IRV Centre

Management Discussion & Analysis Report

ECONOMIC OVERVIEW

Global Economy

The International Monetary Fund (IMF) data shows that the world economy has grown at 3.1% in 2015 which is lower than the previous year growth of 3.4%. The lower growth rate was mainly due to the drag in the emerging economies. The US economy showing signs of picking up has prompted the Federal Reserve to hike rates after much delay. The slowdown in China and the subsequent rebalancing act by the People's Bank of China, trade embargos on Russia has significantly affected the growth in the emerging and developing economies. The advanced economies witnessed a gradual recovery at a slow pace. The IMF has projected that the world economy will growth at 3.2% and 3.5% for 2016 and 2017 respectively.

Indian Economy

The Indian economy saw a revival in the year FY 16. The IMF hailed India as a bright spot in the world economy. As per the Central Statistical Organisation's data, India's GDP growth is projected at 7.6% for FY 16, which makes India one of the fastest growing economies in the world. The major fall in the crude and commodities prices worked favourably in the revival of the Indian economy. The decline in inflation gave RBI the headroom to cut the rates by cumulative 150 bps starting from January 2015 to April 2016. The two consecutive years of below normal monsoon heavily weighed on the Indian economy; however the forecast of good monsoon by IMD for the year 2016 augurs well for the economy as a whole. The initiatives taken by the government such as 'Make in India', 'Housing for all by 2022' and unveiling the 'Smart Cities' backed by the accommodative stand by RBI is expected to fuel the growth going forward. The massive allocation of funds for the rural infrastructure in the budget 2016-17 will add fillip to the overall economy.

Brigade Exotica



Artist's impression of Pearl at Brigade Palmgrove

INDUSTRY OVERVIEW

Real Estate Sector Overview

The Real Estate sector which was beleaguered for many years showed signs of revival. The Indian real estate market is expected to touch USD 180 billion by 2020. The housing sector contributes 5-6% to the GDP of the country. The market size of the sector is expected to increase at a CAGR of 11.2% during the period FY08-20. The sector was mired with many bottlenecks like lack of funding, high interest rates, slowdown in the economy etc. However the winds of change have started blowing with supporting factors like reduction in interest rates which will be gradually transmitted to the borrowers.

The Budget 2016-17 increased deduction on exemption for Income Tax on interest paid on home loans with an additional exemption of ₹ 50,000 for housing loans up to ₹ 35 Lakh, provided cost of house is not above ₹ 50 Lakh, would give boost to the Real Estate sector. The stimulus to the Real Estate sector in the Budget will provide a significant push to the sector.

Residential Segment

The Residential segment is treading the path of revival. The rapidly changing demographics with increasing urbanization due to large migration of rural population to the cities in search of better livelihood has increased the focus on building infrastructure in urban areas. In the wake of the crumbling infrastructure of the cities there is a huge shortfall in the housing units in the cities. As per the recent report by Cushman & Wakefield, the overall urban housing demand in India is expected to grow by nearly 15 million units by the end of 2019. The report also stated that of the total 15 million units the top eight cities will contribute 3.4 million units. In order to address this issue the government has taken initiatives of "Pradhan Mantri Awas Yojana" and unveiled the list of 'Smart Cities' which are bound to boost the sector, creating a conducive environment for the private developers to cater to this segment.

The recent passage of the real estate bill will bring more

transparency to the sector with home buyers being the main beneficiaries. This would increase growth prospects for the large organised real estate companies. If the government expedites approval process, promoting single-window system of clearances for real estate projects and rationalising the labour laws then construction progress will speed up.

Private Equity (PE) Funds have been making significant investments in residential projects. The PE funds are generally invested via Special Purpose Vehicle (SPV) route. Projects will benefit from PE funding in terms of better construction progress and overall discipline in this cash-strapped sector.

Commercial Segment

The Commercial Segment continued to witness robust demand with high absorption levels. The Commercial Segment was mainly driven by demand from services sector. As per a CBRE research report, the total office space take-off in India's major cities in 2015 grew by 18% to 35 million Sq. ft.. The growth was majorly led by Bangalore which grew by 32% and Delhi NCR region which grew by 23%. Also the office vacancy rate across India's seven major cities – Mumbai, Delhi-NCR, Bangalore, Pune, Chennai, Hyderabad and Kolkata declined to 14% at the end of March 2016 as against 26% a year ago. The consumption of office space in India is largely dominated by the IT/ITes sector contributing 50% of the demand. The government's campaign on Digitalization of India and Start-Up initiative will fuel growth of young entrepreneurs pushing up the need for commercial spaces for setting up offices.

The top eight cities (NCR, Mumbai, Chennai, Kolkata, Bangalore, Pune, Hyderabad and Ahmedabad) are likely to witness increased commercial activity this year due to optimism in the Corporate outlook. As per the Cushman & Wakefield report Bangalore is expected to account for the major chunk of demand in office space in 2016 followed by Delhi NCR and Hyderabad.

Bangalore saw the highest grade A office demand, accounting

for 36% of the total leasing activity during Jan-Sep 2015 with 9.9 msf. The Occupiers of E-Commerce and IT-ITES sectors relocated to larger grade A buildings in the Outer Ring Road. Among the Grade A supply Bangalore stood second at 7.9 msf after Delhi(8.9 msf) together accounting for 63% of total supply.

Bangalore has led the real estate among the tier-1 cities across the country with consistent performance in terms of the high proportion of absorption. The city has favourable policies and good infrastructure that promote new start-ups. The last three years saw huge activity in terms of new start-ups in IT-ITES sector which would give the fillip to the real estate sector as these start-ups would scale up the operations and expand in the near future.

Retail Segment

This Segment has been ballooning for the past few years backed by rising income levels, increasing young population and rapidly changing lifestyles. As per A T Kearney, a top US based global management consulting firm, India is ranked as the fourth most attractive nation for retail investment among 30 flourishing markets.

As per a KPMG report, the overall retail sector growth is likely to witness a CAGR of 12-13% which would be worth USD 948 billion by 2018-19.

Hospitality Segment

The Hospitality Segment has emerged as the key sector of growth among the services sector in India. The industry has a huge potential for job creation and is expected to generate 13.45 million jobs across the segments - Restaurants (10.49 million), Hotels (2.3 million), and Travel Agents (0.66 million).

The tourism and hospitality sector has attracted an FDI of USD

8.48 billion during the period April 2000 - September 2015 as per the data released by Department of Industrial Policy and Promotion (DIPP). The government has taken several initiatives to make India a global tourism hub. It has signed several Memorandum of Understanding with many countries and has introduced TVoA (Travel Visa on Arrival) scheme which will increase the tourist inflow in India. As per ICRA the revenue growth of Indian hotel industry is estimated at 9-11% in 2015-16.

The overall occupancy rate stood at 60.3% till the period September 2015 as per HVS Global Hospitality Services, a hospitality consulting firm. During the period 2010-2014 the average occupancy ranged between 57% and 58%. As per the estimates of the property consultant JLL the demand for hotel room is growing at 11-12%, however the supply has fallen as much as 5% in the past year.

The cities Bangalore and Chennai witnessed a rise of 5 percentage points from a year ago whereas the revenue per available room rose by 6-7% in the hotel and hospitality sector.

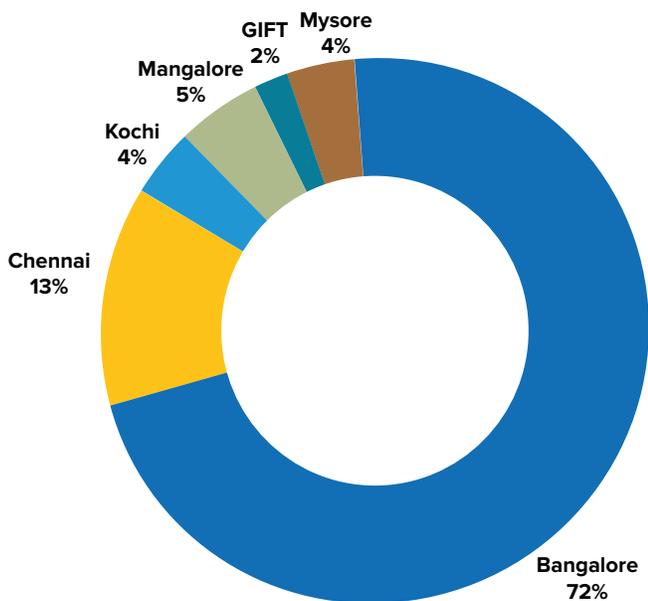
OPERATIONAL REVIEW

Real Estate Segment

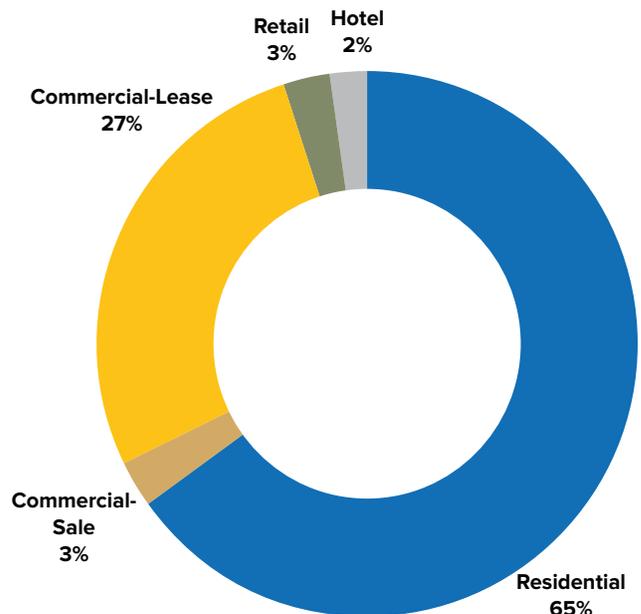
The total sales in the Real Estate segment decreased by 12% in FY 16 to ₹ 1,249 Cr. from ₹ 1,422 Cr. in FY 15. Residential segment decreased by 20% in FY 16 to ₹ 1,068 Cr. from ₹ 1,331 Cr. in the previous year. The commercial segments sales increased by 99% to ₹ 181 Cr. in FY 16 from ₹ 91 Cr. in FY 15. The average realisation for residential and commercial projects was ₹ 5,554 / sq ft. during the year, which was an increase of 9% over the previous year.

The salable area for ongoing real estate projects is 18.58 mn sq ft. with Brigade’s share of 13.29 mn sq ft. for the year FY 16.

Land Area (Acres)



Project Area - Product



Brigade has a total land bank of 539 acres at the end of FY 16. This translates to the total developable area of 50.1 mn sq ft. with Brigade's share being 37.2 mn sq ft. The Residential segment has a developable area of 32.6 mn sq ft. of which Brigade's share is 24.3 mn sq ft. and commercial saleable segment has a developable area of 1.7 mn sq ft. with Brigade's share of 0.9 mn sq ft.

The Real Estate segment has done relatively well and the two joint venture projects- Brigade Orchards, the first Smart Township in Bangalore and Brigade Cosmopolitan (along with GIC, Singapore) continue to contribute to the top line and bottom line.

Poised for high growth

The ongoing Real Estate projects have revenue recognition potential of over ₹ 5,900 Cr. which is to be recognised in the next 3 years. With the improving market condition the segment is expected to benefit to a large extent. The land bank for the residential projects of 32.6 mn sq ft. also adds to its advantage.

Hospitality

For the year FY 16, the occupancy rate at Grand Mercure (Bangalore) increased to 82% from 78% in the previous year. The average room rate (ARR) decreased marginally to ₹ 6,470

in FY16 from ₹ 6,757 in FY 15. The Sheraton Grand (Bangalore) witnessed a significant increase in its occupancy rate – from 72% in FY15 to 82% in FY16. The average room rate decreased marginally to ₹ 7,600 in FY16 from ₹ 7,811 in FY 15. The Grand Mercure Mysuru with a total of 146 keys was launched recently. The Group currently has 502 operational keys and this will increase to over 1,000 operational keys in the next 2 years. The Company has 3 under construction projects - Holiday Inn Express (Bangalore), Holiday Inn (Chennai) and Signature Club Resort at Brigade Orchards (Bangalore). The latter two projects are being developed under Special Purpose Vehicles (SPVs).

Lease Rentals

The total leasable area is 2.02 mn sq ft. in Retail and Commercial assets of which 1.74 mn sq ft. has already been leased out and 0.27 mn sq ft. is to be leased. This segment has contributed about ₹ 197 Cr. to the top line of the Company during FY 16. About 1.2 mn sq ft. of commercial and retail lease space is currently under construction, out of which Brigade's share is 0.76 mn sq ft. From the under construction projects, 0.9 mn sq ft. (BEL share 0.44 mn sft) is expected to be completed during FY 17 and start earning lease rentals.

Opportunities and Strengths

- Diversified business model (Residential, Hospitality and Lease Rentals) de-risking the business
- Use of Innovative and advanced technology for construction
- Strong Credit Rating of 'A' with stable and positive outlook assigned by CRISIL & ICRA respectively; borrowing rate of the Company is among the lowest in the sector
- Strong player in South India; ventured into GIFT City, Gujarat
- Substantial Revenue to be recognised in the next 3 years from the ongoing projects
- The increase in demand for IT & ITES and E-Commerce will increase the employment which will boost the residential and office projects
- Healthy balance sheet and good balance of debt and equity

Threats and Weakness

- Lack of availability of skilled labour
- Business majorly concentrated in the state of Karnataka
- Delay in projects can cause cost overruns
- Delay in clearances caused by land acquisition problems and environmental bottlenecks

Credit Rating

The rating agencies CRISIL & ICRA have assigned "A" rating with stable outlook and positive outlook respectively for the credit facilities availed by the Company. This rating will help in getting funds from banks and financial institutions for the upcoming projects.



Artist's impression of Nalpad Brigade Centre

Projects launched in FY 16

Project Name	City	Land Area (Acres)	Project Area (Mn. sq. ft.)	Brigade's Share (Mn. Sq. ft.)
Residential				
1. Brigade Meadows Plumeria	Bangalore	7.8	1.13	1.13
2. Brigade Orchards – Juniper	Bangalore	5.1	0.70	0.35
3. Brigade Cosmopolis Phase III	Bangalore	2.2	0.33	0.17
4. Brigade Palmgrove-apartments	Mysore	2.5	0.14	0.10
5. Brigade Atmosphere	Bangalore	18.6	0.35	0.25
6. Brigade Panorama II	Bangalore	5.2	0.58	0.48
7. Brigade Buena Vista	Bangalore	3.9	0.39	0.39
Total Residential		45.3	3.62	2.87
8. Brigade Meadows Commercial	Bangalore	1.3	0.07	0.07
9. Brigade Opus	Bangalore	2.3	0.32	0.32
Total Commercial		3.6	0.39	0.39
Grand Total		48.9	4.01	3.26

FINANCIAL REVIEW (Consolidated)

Equity Share Capital

The equity share capital of the Company as on March 31, 2016 stood at ₹ 113.18 Cr. compared to ₹ 112.74 Cr. in the previous year. The increase in the equity capital is due to the exercise of stock options by certain employees.

Debt Equity

The debt equity ratio of the Company for FY 16 was 1.36:1 as against 1:1 in the previous year. However, the net debt equity ratio for FY 16 was 0.99:1.

Revenue

The total revenue of the Company increased by 28% to ₹ 1,700 Cr. in the financial year 2015-16 as compared to ₹ 1,331 Cr. in the previous financial year.

EBIDTA

EBIDTA increased by 30% to ₹ 523 Cr. in FY16 compared to ₹ 403 Cr. in the previous financial year. The EBIDTA margin stood at 30.8% in FY 16 compared to 30.3% in FY 15.

Finance Costs

Interest and Finance costs during the year FY 16 stood at ₹ 186 Cr. compared to ₹ 131 Cr. in the previous financial year.

Net Profit

Net Profit increased by 28% to ₹ 148 for the year FY 16 compared to ₹ 116 Cr. in the previous year.

Earnings Per Share

The Company's EPS (Diluted) increased to ₹ 11.45 in FY 16 from ₹ 8.40 in the previous year.

OUTLOOK

The gradual revival in the economy along with the measures taken by the government to kick start the ailing infrastructure sector will give momentum to India's economic growth. The clearance of the Real Estate bill and the unveiling of the first list of smart cities of the 100 cities, a step to modernize India will fuel the growth in residential and commercial segment. The relaxation of FDI rule and introduction of Real Estate Investment Trust (REITs) will help in steady flow of funds.

Brigade Group has major projects in the pipeline in South India and has ample opportunity to grow in the coming years. It had made its presence outside South India by venturing into GIFT City in Gujarat which will open the door for more avenues. It has land bank of 539 acres which will be utilised for launching new projects in the coming years.

RISK MANAGEMENT

Economic Risk:

The real estate market is cyclical and is dependent on economy, interest rates, government regulations and other factors. These factors may impact the existing and ongoing projects.

Mitigation Measures: The Company follow certain strategies of estimating the ROI on the project, building projects in a light asset model and doing due diligence before land purchase.

Liquidity Risk:

Delay in cash flows and high cash conversion cycle due to weak sales may cause tight liquidity and can hamper the progress of the projects.

Mitigation Measures: Brigade completes all the projects in the given deadline and ensures that the projects launched get good response. It keeps the track of short term credit facilities.

Political Risk:

The political uncertainties and change in regulations by the government can have an impact on the business.

Mitigation Measures: Brigade has started diversifying into South Cities and into GIFT City in Gujarat to reduce the risk of regional political regulations.

Execution Risk:

The real estate projects are delayed or stalled due to delayed regulatory clearances leading to increase in costs and interests.

Mitigation Measures: The Company has an excellent track record of completing all projects in time. It completes all the statutory requirements and keeps a record of all regulations and litigations during land purchase.

HUMAN RESOURCES

At Brigade Group, our HR Strategy is to support culture of high performance aligned with our Vision, Mission & Core Values for achieving organizational goals. This gets deployed through various HR initiatives that are aimed at driving Employee Engagement & Productivity across the organization. In the Financial Year 2015-16, we have focused on further strengthening our approaches to drive customer & business focus through following initiatives:

- Acquisition of diverse Talent - Neo Bs (New Brigadier) & their assimilation into organisational culture & ethos through a well-designed comprehensive induction program –‘Aagaaz’
- Cascading of organisational objectives to ensure a clear line of sight for individual goals with organizational goals & targets.
- Employee communication – (Town Halls, Brigade Insight), Long Service Awards, employee connect program, criss cross connect, involvement of employees in improvement initiatives to foster a culture of high performance & Team work.
- Structured Technical Trainings, On the Job training, Use of In house Experts for technical training, Knowledge sharing sessions with our staff at Corporate office & Project sites for reinforcement of new knowledge and skills on the job.
- Workforce compensation and R & R practices to encourage high performance and team work for greater customer focus and achieving business goals and targets.
- LAMP (Leadership & Management program) conducted by external training institutions and / Premier Management institutes for high performing and high potential employees aimed at enhancing their Technical and Soft skills.

In our journey towards excellence, Brigade Group has been recognized as India’s best companies to work for – 2015. In one of the India’s largest workplace study conducted by The Economic Times & Great place to Work Institute, the Group has been ranked as No. 1 in the Real Estate space and 28th across all

industries. This recognition is testimony of our commitment and solidarity to the organizational goals & objectives. The results of the survey not only manifests our Tag line – ‘Building Positive Experiences’ but also reinforces our strong belief that people are one of the prime movers in fuelling organizational growth & success.

People Level:**Employee focus:****Long Term:**

- Create leadership pipeline – Build Strategic Competencies & Capabilities through a strong Talent Pool
- Become an ‘Employer of choice’ in the Real Estate Industry
- Career Progression & Succession Planning

Short Term:

- To sustain No. 1 position in the Real Estate Industry as one of the best companies to work for – Conferred by Great Place to Work Institute & The Economic Times
- Recruit best accessible talent. Empower with continual education & training
- To Engage and retain top performing employees
- Workforce optimization through Multi-tasking
- To meet the developmental needs of employee through Job rotation
- Automation of Key HR processes to improve turn-around time and enhance user experience.

Internal Control Systems and their adequacy

The Company has adequate internal control systems to commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency.

The Company has an Internal Audit Department as well as an independent audit firm which conducts periodical audits to ensure adequacy of internal control systems, adherence to management policies and compliance with applicable laws and regulations. Their scope of work includes internal controls on accounting, efficiency and economy of operations. The internal auditors present to the audit committee the findings of their audit, recommend better practices and report on the status of implementation of their recommendations.

The Audit Committee and Board reviews on the continuous basis the efficiency and effectiveness of the internal controls based on the reports from the internal audit team as well as the Internal Auditors.

Strategic Review

Business Level

Revenue growth

Long Term

- Innovation
- Expansion
- Best of the quality and amenities
- Build trust

Short Term

- We are the pioneers in introducing new concepts in Bangalore such as integrated enclaves, serviced residence etc. We are developing Bangalore's first smart township of over 130 acres called Brigade Orchards, thus further expanding our portfolio of such marquee creations.
- Our focus in Bangalore market has yielded positive results. Large Influx of people due to job opportunities in various sectors viz. IT, ITES, Ecommerce, Manufacturing, startups etc. along with affordable pricing offered by us has been helpful.
- We have expanded our presence in other parts of South India to reduce our over dependence on Bangalore and also to explore the inherent strength in these cities. We have expanded operations to GIFT City, Gujarat.
- We have established Brigade as a premium brand with 30 years of rich operating track record. Our product quality, diversified product categories, on-time delivery capability and good governance has made us a trusted brand in India.

Margin expansion

Long Term

- Premium quality properties
- Land viability check

Short Term

- We enjoy high rentals from some of our best in class commercial assets.
- As a conservative real estate player, we are very careful about selecting locations and project land. This helped to keep the cost low and our Balance Sheet in a comfortable position.
- We are pioneers in adopting best in class technology which reduces the execution time and rationalizes cost

Sustainability

Long Term

- Adequate land bank
- Prudent on leveraging balance sheet
- Business & Geographical diversification

Short Term

- We have 539 acres of land bank at the end of FY16. This gives us revenue visibility for next 5-6 years.
- In order to reduce the project risk, we execute most of the projects through a joint development model leading to low leverage of balance sheet and higher return on capital employed.
- We have successfully built up a diversified business model with presence in real estate, lease rental and hospitality. We further diversified by building wide array of accommodation such as apartments, row houses, villas and integrated complex.
- We have diversified to other parts of South India and now have entered into GIFT City, Gujarat.

PEOPLE LEVEL

Employee Focus

Long Term

- Skill Development
- Motivation
- Team Work

Short Term

- Recruit best accessible talent. Empower with continual education and training.
- Cultural activities, bonding, cause volunteering, internal communications.
- HR policies aimed at aligning individual and team goals/targets with company's corporate objectives.
- Employee Initiatives are crafted with great efforts to align company and employee goals and chart a growth path for every employee. Our continuous endeavours have borne fruit as we continue to be the best company to work for in the real estate sector in India for the second consecutive year, as per the study by US institute Great Places to Work and Economic Times.

Society Focus

Long Term

- Education
- Community Development

Short Term

- Educational activities carried out under the group's Trust, Brigade Foundation. Brigade Foundation a not for profit trust runs 3 schools in Bangalore – At JP Nagar, Malleswaram and Mahadevapura.
- The Centre for Indian Music Experience (IME).
- Redevelopment of Parks, Play Ground & Lakes.
- Renovation of Police Station and Fire Station.



Artist's impression of Brigade Atmosphere

Corporate Information

BOARD OF DIRECTORS

Mr. M. R. Jaishankar
Chairman & Managing Director

Ms. Githa Shankar
Whole-time Director

Mr. M. R. Gurumurthy
Non-Executive Director

Mr. M. R. Shivram
Non-Executive Director

Mr. P. V. Maiya
Independent Director

Dr. Srinivasa Murthy
Independent Director

Mr. Aroon Raman
Independent Director

Mr. Bijou Kurien
Independent Director

Ms. Lakshmi Venkatachalam
Independent Director

COMPANY SECRETARY

P. Om Prakash

INTERNAL AUDITORS

Grant Thornton
Wings, First Floor, 16/1
Cambridge Road, Halasuru
Bangalore - 560008, India

Deloitte Haskins & Sells LLP
Deloitte Centre, Anchorage II
100/2, Richmond Road
Bangalore – 560 025, India

STATUTORY AUDITORS

Messrs. S.R. Batliboi & Associates LLP
Chartered Accountants
UB City, Canberra Block, 12 Floor
No 24, Vittal Mallya Road
Bangalore – 560001

REGISTERED & CORPORATE OFFICE

29th & 30th Floor, World Trade Center
Brigade Gateway Campus
26/1, Dr. Rajkumar Road
Malleswaram-Rajajinagar
Bangalore – 560 055
Telephone No. : 080 41379200
Fax No. : 080 41379321
Email Id. : investors@brigadegroup.com
www.brigadegroup.com

REGISTRAR & SHARE TRANSFER AGENTS

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032
Telephone No: 040 67161500
Fax No. : 040 23420814
Email Id.: rajusv@karvy.com

EQUITY SHARES LISTED AT

National Stock Exchange of India Ltd (NSE)
BSE Ltd (BSE)

BANKERS

Allahabad Bank
Bank of Baroda
Corporation Bank
Indian Overseas Bank
Karur Vysya Bank
Punjab National Bank
State Bank of India
United Bank of India
HDFC Bank Limited
Jammu & Kashmir Bank Ltd.
Federal Bank
State Bank of Mysore
Bank of Maharashtra
The Lakshmi Vilas Bank Ltd.

BOARD'S REPORT

Dear Members,

We have pleasure in presenting the Twenty First Annual Report on business and operations of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2016.

FINANCIAL HIGHLIGHTS:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Total Revenue	1,30,133	1,00,801	1,69,967	1,33,084
Operating Expenditure	84,628	69,276	1,17,639	92,779
Earnings before Interest, Depreciation and Amortisation	45,505	31,525	52,328	40,305
Depreciation and Amortisation	9,798	9,199	10,592	9,918
Finance Costs	14,682	11,460	18,644	13,139
Profit Before Tax	21,025	10,866	23,092	17,248
Tax Expenses				
Current Tax	6,436	3,512	8,348	5,398
Adjustment of tax relating to earlier periods	-	205	-	205
Deferred tax charge/(credit)	(47)	149	172	177
MAT credit entitlement	-	-	(126)	(27)
Profit after Tax	14,636	7,000	14,698	11,495
Share of profit from Associate	-	-	129	147
Profit for the year	14,636	7,000	14,827	11,642
Profit/(loss) attributable to:				
Owners of the Company	-	-	13,013	9,523
Minority Interest	-	-	1,814	2,119

Details of Appropriations:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Surplus in the statement of profit and loss as per last financial statements	42,818	39,504	45,278	39,094
Profit for the year (net of minority interest)	14,636	7,000	13,013	9,523
Less:				
Interim Dividend	2,263	-	2,263	-
Proposed Dividend	-	2,255	-	2,255
Tax on Interim Dividend	468	-	468	-
Tax on Proposed Final Dividend	-	451	-	451
Dividend Tax Credit availed on				
Proposed Final Dividend	(451)	-	-	-
Interim Dividend	(95)	-	-	-
Other adjustments (Net)	819	980	1,050	633
Net Surplus in the statement of profit and loss carried forward	54,450	42,818	54,510	45,278

FINANCIAL OVERVIEW:

During the financial year 2015-16, the Company has on a standalone basis, clocked a total income of ₹ 130,133 Lakhs as compared to ₹ 100,801 Lakhs for the previous year ended March 31, 2015, an increase of 29% on a year-on-year basis. EBITDA has increased from ₹ 31,524 Lakhs to ₹ 45,505 Lakhs an increase of 44%. Profit after tax was at ₹ 14,636 Lakhs for the financial year ended March 31, 2016 as compared to ₹ 7,000 Lakhs for the previous year, an increase by 109%.

The consolidated revenue for the Company for the financial year 2015-16 was ₹ 1,69,967 Lakhs as compared to ₹ 1,33,084 Lakhs in the previous year, a growth of 28% on year-on-year basis. EBITDA increased from ₹ 40,305 Lakhs in the previous year to

₹ 52,328 Lakhs, for the financial year 2015-16, an increase of 30%. Profit after tax (before share in profit from associate companies) was at ₹ 14,698 Lakhs for the financial year ended March 31, 2016 as compared to ₹ 11,495 Lakhs for the previous year, an increase by 28%.

SUBSIDIARIES/ JOINT VENTURES AND ASSOCIATES:

The Company has a total of 11 subsidiaries, 1 joint venture company and 1 associate company as at March 31, 2016.

During the year under review the Company entered into joint venture with Reco Caspia Private Limited an investment arm of GIC, Singapore's sovereign wealth fund for acquisition of 16 acre prime property in Chennai from M/s. Kansai Nerolac Paints Limited. The acquisition was done through JV - M/s Perungudi Real Estates Private Limited.

FINANCIAL STATEMENTS OF SUBSIDIARIES AND ASSOCIATE COMPANIES:

In accordance with the provisions of Section 129 (3) of the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the consolidated financial statements have been prepared by the Company which forms part of this Annual Report. A statement containing the salient features of the financial statements of subsidiaries/ associates as required in Form AOC 1 is enclosed as **Annexure-1** to this Report.

TRANSFER TO RESERVES:

An amount of ₹ 819 Lakhs has been transferred out of the current year's profits to General Reserves towards future capital expansion.

DIVIDEND:

The Board of Directors of the Company on March 14, 2016 declared Interim Dividend of ₹ 2.00 (Rupees Two Only) (20%) per Equity Share Capital of ₹ 10 each out of the profits for the financial year 2015-16 and paid to the shareholders on March 29, 2016. The Total payment on account of Interim Dividend (including Interim Dividend Tax) was ₹ 2,731 Lakhs. The Board has not recommended any final dividend on the equity shares and the Interim Dividend declared by the Company is the final Dividend for the financial year 2015-16.

FIXED DEPOSITS:

The Company has not accepted any deposits in terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review. Accordingly, no amount is outstanding as on the balance sheet date.

DEBENTURES:

During the year under review, the Company has not issued any Debentures. As on date, the Company does not have any outstanding Debentures.

DEPOSITORY SYSTEM:

Company's equity shares are tradable only in electronic form. As on March 31, 2016, 97.22% of the Company's total paid up

equity share capital representing 11,00,34,295 shares are in dematerialised form.

TRANSFER TO INVESTOR PROTECTION FUND:

The Company and the Registrar & Transfer Agents of the Company have sent letters to all members whose dividend were unclaimed so as to ensure that they receive their rightful dues. During the year, the Company transferred ₹ 2,21,844/- to the Investor Education and Protection Fund, the amount in unpaid Dividend Account opened in 2007-08 which was due & payable and remained unclaimed and unpaid for a period of seven years as provided under Section 124(5) of the Companies Act, 2013.

SHARE CAPITAL:

The authorised share capital of the Company is ₹ 150,00,00,000/- divided into 15,00,00,000 equity shares of ₹ 10/- each. During the year, the Company had issued and allotted 4,34,975 equity shares of the Company to the eligible employees on exercise of options granted under the Brigade Enterprises Limited Employee Stock Option Scheme, 2011. Consequently, the issued, subscribed and paid-up equity share capital of the Company has increased from 11,27,43,640 equity shares of ₹ 10/- each to 11,31,78,615 equity shares of ₹ 10/- each.

EMPLOYEE STOCK OPTION SCHEME:

The Employee Stock Option Scheme titled "Brigade Employee Stock Option Plan 2011" was rolled out in the financial year 2014-15. Statement giving detailed information on the plan in accordance with SEBI Regulations is contained in **Annexure-2** to this Report.

OPERATIONAL REVIEW:

The operations of the Company can be classified into three main Segments:

1. Income from Construction and development of Real Estate Projects
2. Revenue from Hospitality Assets
3. Lease Rental Income from Commercial and Retail Assets

The Real Estate segment specialises in development of residential and commercial Real Estates projects on Sale basis. The revenues of this segment is recognised either on percentage of completion method during construction or unit sale method after the completion of the projects.

The Hospitality segment develops hospitality assets and specialises in identifying Hotel operators and monitoring the operation of the hotel assets.

The Commercial and Retail segment concentrates on developing commercial and retail assets and identifying suitable tenants on long term lease for the Assets owned by the Company.

The details of ongoing projects as on March 31, 2016 has been given in the Management Discussion and Analysis Report which is forming part of the Annual Report.

COMPLETED PROJECTS

During the year under review, the equivalent area constructed was 4.85 million sq. ft. (out of which the Company's share is 3.80 million sq. ft.).

ONGOING PROJECTS

The Group currently has 18 ongoing residential projects aggregating to 16.47 million sq. ft. of saleable area (Out of which Company's share is about 12.00 million sq. ft.), 10 commercial/retail projects aggregating to 3.33 million sq. ft. of developable area (out of which Company's share is about 2.03 million sq. ft.) and 4 Hospitality projects of 0.58 million sq. ft. of developable area (Out of which Company's share is about 0.43 million sq. ft.).

PROPOSED PROJECTS

Brigade Group proposes to launch 6.85 million sq. ft. (out of which Company's share is about 4.50 million sq. ft.) of new launches in the financial year 2016-17. This will comprise of 3.21 million sq. ft. (out of which Company's share is about 2.06 million sq. ft.) of Residential launches, 3.31 million sq. ft. (out of which Company's share is about 2.11 million sq. ft.) of Commercial and retail projects and 0.33 million sq. ft. (out of which Company's share is about 0.33 million sq. ft.) of Hospitality space.

BOARD OF DIRECTORS:

The Board of Directors of the Company comprises of 9 Directors of which 2 are Executive Directors, 5 Non-Executive Independent Directors and 2 Non-Executive Directors. The composition of the Board of Directors is in due compliance of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

BOARD MEETINGS

During the year under review, the Board of Directors of the Company met 5 times on the following dates:

- May 20, 2015
- August 5, 2015
- November 2, 2015
- February 1, 2016
- March 14, 2016

In accordance with the provisions of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on March 14, 2016.

A detailed note on the composition of various Committees of the Board and their meetings including the terms of reference were given in the Corporate Governance Report forming part of the Annual Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Directors of the Company are appointed by the members at annual general meetings in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder.

The Company has adopted the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 relating to the appointment and tenure of Independent Directors.

The Company's Remuneration Policy for Directors, Key Managerial Personnel and Senior Management Personnel is contained in **Annexure-3**.

APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS

In accordance with the Articles of Association of the Company and the provisions of Section 152(6)(e) of the Companies Act, 2013, Mr. M. R. Shivram (DIN: 00824560) and Mr. M. R. Gurumurthy (DIN 01367579) Directors of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

The Board of Directors at their meeting held on February 1, 2016 have appointed Ms. Lakshmi Venkatachalam (DIN: 00758451) as an Additional Director of the Company. Ms. Lakshmi Venkatachalam holds office up to the date of ensuing Annual General Meeting. The Company has received a notice in writing, under Section 160 of the Companies Act, from a Member along with a cheque of ₹ 1 Lakh in favour of the Company proposing the candidature of Ms. Lakshmi Venkatachalam as an Independent Director of the Company for a consecutive term up to five years from the date of her induction on the Board.

The Notice convening the Annual General Meeting includes the proposals for the re-appointment of the Directors. Brief resume of the Directors proposed to be appointed/ re-appointed, nature of their expertise in specific functional areas and names of the Companies in which they hold directorship/ membership/ chairmanship of the Board or Committees, as stipulated under SEBI (LODR) Regulations, 2015 have been provided as an annexure to the Notice convening the Twenty First Annual General Meeting.

None of the Directors of the Company are disqualified under Section 164(2) of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company have provided the declaration of Independence as required under Section 149(7) of the Companies Act, confirming that they meet the criteria of independence under Section 149(6) of the Companies Act and SEBI (LODR) Regulations, 2015.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD:

The Board conducted an evaluation of itself & its Committees based on identified criteria and framework pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board evaluated and assessed the performance and potential of each Director.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and the performance of the Chairman was evaluated, taking into account the views of executive directors and non-

executive directors. The same was discussed in the board meeting that followed the meeting of independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of the independent directors done by the entire board excluding the independent director being evaluated.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms that:

- a) in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual financial statements have been prepared on a going concern basis;
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) there are proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

KEY MANAGERIAL PERSONNEL:

Mr. M. R. Jaishankar, Chairman & Managing Director, Mr. Suresh K, Chief Financial Officer and Mr. P. Om Prakash, Company Secretary & Compliance Officer are the Key Managerial Personnel in accordance with the provisions of Section 203 of the Companies Act, 2013. There has been no change in the key managerial personnel during the year.

REMUNERATION DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:

The particulars as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is contained in **Annexure-4**.

The details of employees who are in receipt of remuneration exceeding the limits prescribed under Section 134 of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure- 5**. In terms of Section 136(1) of the Companies Act, 2013 and the Rules made

thereunder, the Annual Report is being sent to the shareholders and others entitled thereto excluding the aforesaid annexure. Any shareholder interested in obtaining the same may write to the company secretary.

STATUTORY AUDITORS:

The members of the Company at the Nineteenth Annual General Meeting held on August 5, 2014 approved the appointment of Messers S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number 101049W) as the Statutory Auditors of the Company for a period of 5 years till the conclusion of Twenty Fourth Annual General Meeting, which is subject to annual ratification by the members of the Company in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The resolution relating to annual ratification of statutory auditors appointment is part of the notice of the Twenty First Annual General Meeting. Members may ratify the appointment of Messers S. R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for the financial year 2016-17.

There are no qualifications or adverse remarks in the Statutory Auditors' Report for the financial statements for the year ended March 31, 2016 which require any explanation from the Board of Directors.

SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India relating to Board Meetings and Annual General Meetings.

SECRETARIAL AUDIT REPORT:

Pursuant to provisions of the Companies Act, 2013, the Board of Directors of the Company have appointed Mr. K. Rajshekar, Practicing Company Secretary (CP No.2468) to conduct the Secretarial Audit for the financial year 2015-16 and his Report on Company's Secretarial Audit is appended as **Annexure-6** to this Report.

There are no qualifications or adverse remarks in the Secretarial Audit Report which require any explanation from the Board of Directors.

COST AUDITORS:

The Board of Directors of the Company have appointed M/s GNV & Associates, Cost Accountants (Firm Regn No. 000150) as Cost Auditors of the Company for the financial year 2015-16 at a fee of ₹ 1.25 lakhs plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the Shareholders at the ensuing Annual General Meeting of the Company pursuant to provisions of Section 148 of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under SEBI (LODR) Regulations, 2015 is forming part of the Report.

CORPORATE GOVERNANCE REPORT:

The Company is committed to maintaining the highest standards of Corporate Governance. A detailed report on Corporate Governance pursuant to Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms part of the Annual Report.

The certificate issued by Ms. Aarthi G. Krishna, Practicing Company Secretary (CP No.5645) affirming compliance with the various conditions of Corporate Governance is attached to the report on Corporate Governance.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans given, investments made, securities provided and guarantees given are provided in note 14 and 15 forming part of the standalone financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions entered into during the financial year 2015-2016 with related parties were in the ordinary course of business and on arm's length basis and with the prior approval of the Audit Committee.

The Company has formulated a policy on Related Party Transactions which is available on the website of the Company at <http://www.brigadegroup.com/investor/images/policy-related-party-transactions.pdf>.

During the year the Company has not entered in to any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Transactions with related parties during the year are listed out in note 37 forming part of the standalone financial statements,

INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has adequate internal financial control systems in place with reference to the financial statements.

During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

RISK MANAGEMENT COMMITTEE:

As required under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Risk Management Committee consisting of Executive Director, Non-Executive Director and an Independent Directors to identify and assess business risks and opportunities. The Risk Management Committee identifies the risks at both enterprise level as well as at the project level.

The business risks identified are reviewed by the Risk Management Committee and a detailed action plan to mitigate identified risks is drawn up and its implementation monitored. The key risks and mitigation actions will also be placed before the Audit Committee of the Company.

CORPORATE SOCIAL RESPONSIBILITY:

A Corporate Social Responsibility (CSR) Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013. The details of the constitution of the Committee, scope and functions are listed out in the Corporate Governance Report annexed to this Report.

The disclosures as required under Section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is appended as **Annexure 7** to this Report.

WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns, illegal, unethical behaviour, suspected fraud or violation of laws, rules and regulation or conduct to the Ethics Committee members and the Chairman of the Audit Committee. The details of which have been given in the Corporate Governance Report forming part of this Annual Report.

EXTRACT OF ANNUAL RETURN:

In terms of Section 92 (3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return of the Company for the financial year 2015-16 in Form No. MGT-9 is appended as **Annexure-8** to this Report.

CODE OF CONDUCT:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the declaration signed by the Chairman and Managing Director affirming compliance of the Code of Conduct by the Directors and senior management personnel of the Company for the financial year 2015-16 is annexed and forms part of the Corporate Governance Report.

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

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is appended as an **Annexure-9** to this report.

HUMAN RESOURCES:

The company has a total workforce of 620 as on 31st March 2016. The company believes that only way it can excel is by empowering it's people and consistently providing opportunities to learn and grow. Our Learning & Development process for employees is focused on supporting high performance through various approaches driven comprehensively by HR, Business Excellence, QA/QC, Safety & Technical training teams. The Company aims to contribute to the overall development of it's employees through extensive training & motivational programmes. The Board of Directors would like to express their appreciation to employees for their sincerity, hard work, dedication and commitment.

As part of the policy for Prevention of Sexual Harassment in the organization, the Company has in place a Committee called “Complaints Redressal Committee” for prevention and redressal of complaints on sexual harassment of women at work place in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and relevant rules thereunder. During the period under review, no complaints were received by the Committee.

AWARDS AND RECOGNITIONS:

Among the significant awards Brigade Group has received in 2015-16 are:

Brigade Exotica won the ‘**Luxury apartment project of the Year**’ award at the **NDTV Property Awards 2015**.

Brigade won the ‘**Developer of the year – Commercial**’ award for **Brigade Magnum** at the **Global Real Estate Brand Awards 2016**.

Mr. Om Ahuja – CEO Residential, Brigade Enterprises Limited won the ‘**Most Enterprising CEO of the Year**’ Award at the **Global Real Estate Brand Awards 2016**.

Orion East Mall won “**Retail Property of the Year- South**” at the **5th Indian Retail & e-Retail Awards 2016**.

Brigade Group won the **Developer of the Year – Commercial for Brigade IRV** at the **7th Realty Plus Excellence Awards (South) 2015**.

Brigade Group won the **Best CSR Initiative of the Year** for rejuvenation of the Sithampalya lake at the **7th Realty Plus Excellence Awards (South), 2015**

Brigade Group won both **CREDAI National Awards for CSR** at the **CREDAI Conclave 2015**. The **Environmental Impact Award** for rejuvenating Sithampalya lake in Whitefield and the redevelopment of the Sangolli Rayanna Park in Malleswaram and the **Social Infrastructure Award** for the redevelopment of the Sri. Nadaprabhu Kempegowda Playground in Malleswaram and the Skywalk with escalator across Dr. Rajkumar Road in Rajajinagar.

Orion Mall @ Brigade Gateway won the “**Shopping Mall of the Year**” award at the **13th Franchise Awards 2015**.

Brigade Hospitality won the **SME Business Excellence Award 2015** in the Travel, Tourism, and Hospitality sector.

Brigade Exotica won the **ICI (KBC)-BIRLA Super Award** for **Outstanding Concrete Structure** of Karnataka (Building Category) - 2015 from **Indian Concrete Institute** during the Concrete day Celebrations.

Mr. Suresh D was selected as one of the **Innovative 100 CIO’s** in India at the **Innovative 100 CIO Awards 2015 Ceremony**

Brigade Group has been **Ranked No.1 in the Real Estate Industry** and **No.28 across all Industries in India** as India’s **Great Companies to Work for 2015** by **Great Place to Work Institute and the Economic Times**.

Brigade Caladium received the ‘**Best Ultra Luxury project of the year – North Bangalore** at the **Silicon India Bangalore Real Estate Awards 2015**.

Brigade Group won the ‘**Hotel Owner of the Year**’ Award at the ‘**Hospitality Leaders’ Industry Choice Awards’ 2015**.

Mr. M. R. Jaishankar, CMD-Brigade Group received the **Significant Achievement Award** at the vocational service Awards Night organised by **Rotary Club, Chikmagalur**.

Mr. Vineet Verma was felicitated by the **Bangalore Chamber of Industry & Commerce** at their 38th AGM for his contribution during 2014-15 as **Chairman of the Tourism, Media & Leisure Committee**.

ADDITIONAL INFORMATION TO SHAREHOLDERS:

All important information such as financial results, investor presentations, press releases, new launches and project updates are made available on the Company’s website www.BrigadeGroup.com on a regular basis.

DISCLOSURES:

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

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year till the date of this report.

There is no change in the nature of the business of the Company.

There are no differential voting rights shares issued by the Company.

Neither the Managing Director nor the Wholetime Director have received any remuneration or commission from any of the subsidiaries, joint ventures or associates.

There were no sweat equity shares issued by the Company.

ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation and sincere thanks to all the stakeholders for the continued support and patronage. We look forward to your continued support and co-operation in the way forward.

By order of the Board
For **Brigade Enterprises Limited**

Place: Bangalore
Date: May 16, 2016

M. R. Jaishankar
Chairman and Managing Director

ANNEXURE-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A": SUBSIDIARIES

(Amount in ₹ Lakhs)

Particulars	Brigade Tetrarch Private Limited	Brigade Estates and Projects Private Limited	Brigade Infrastructure and Power Private Limited	Orion Mall Management Company Limited	Brigade Hospitality Services Limited
	1	2	3	4	5
Reporting period	2015-16	2015-16	2015-16	2015-16	2015-16
Reporting currency	INR	INR	INR	INR	INR
Share capital	10	5	5	50	1,000
Reserves & surplus	-88	-2	-38	-220	157
Total Assets	1816	907	5	830	6,897
Total Liabilities	1816	907	5	830	6,897
Investments	--	--	--	--	151
Turnover	3	--	--	2,510	3,948
Profit/Loss before Taxation	-6	--	--	-318	275
Provision for Taxation	--	--	--	97	42
Profit/ Loss after Taxation	-6	--	--	-221	233
Proposed Dividend	--	--	--	--	--
% of Shareholding	100%	100%	100%	100%	100%

(Amount in ₹ Lakhs)

Particulars	Prosperita Hotel Ventures Limited	WTC Trades and Projects Private Limited	Celebration Catering and Events, LLP	Brigade Properties Private Limited	Brookefields Real Estates and Projects Private Limited
	6	7	8	9	10
Reporting period	2015-16	2015-16	2015-16	2015-16	2015-16
Reporting currency	INR	INR	INR	INR	INR
Share capital	40	288	30	1,173	1,295
Reserves & surplus	8,981	521	128	3,516	-1245
Total Assets	142,24	2,695	257	48,868	3,487
Total Liabilities	142,24	2,695	257	48,868	3,487
Investments	--	350	--	18,279	--
Turnover	43	493	917	21,330	-
Profit/Loss before Taxation	13	242	169	4,595	-12
Provision for Taxation	--	74	57	1,564	-
Profit/ Loss after Taxation	13	168	112	3,030	-12
Proposed Dividend	--	--	--	--	--
% of Shareholding	50.01%	100%	95%	51%	100%

(Amount in ₹ Lakhs)

Particulars	BCV Developers Private Limited	Brigade (Gujarat) Projects Private Limited	JV-Perungudi Real Estates Private Limited
	11	12	13
Reporting period	2015-16	2015-16	2015-16
Reporting currency	INR	INR	INR
Share capital	2,850	125	600
Reserves & surplus	86	-33	19
Total Assets	66,939	107	60,942
Total Liabilities	66,939	107	60,942
Investments	--	--	--
Turnover	19,395	--	69
Profit/Loss before Taxation	1,180	-47	28
Provision for Taxation	370	-14	9
Profit/ Loss after Taxation	810	-33	19
Proposed Dividend	--	--	--
% of Shareholding	50.01%	100%	51%

Notes:

- Names of subsidiaries which have been liquidated or sold during the year: NA

PART "B": ASSOCIATES**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies**

(Amount in ₹ Lakhs)

Name of associates	Tandem Allied Services Private Limited
1. Latest audited Balance Sheet Date	March 31, 2016
2. Shares of Associate/Joint Ventures held by the company on the year end	
(i) No.	1110000
(ii) Amount of Investment in Associates/Joint Venture	7
Extend of Holding%	37%
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	NA
5. Net worth attributable to shareholding as per latest audited Balance Sheet	680
6. Profit/Loss for the year	
(i) Considered in Consolidation	129
(ii) Not Considered in Consolidation	220

Notes:

- Names of associates which are yet to commence operations: **NA**
- Names of associates which have been liquidated or sold during the year: **NA**

ANNEXURE-2

Disclosures as per Regulation 12.1 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as on 31st March, 2016:

Sl No	Particulars	Disclosures															
1.	Options granted (outstanding as on 01/04/2015)	17,01,575															
	Options granted during the year	NIL															
2.	Pricing Formula	Discount to the market price on the date of issue of options.															
3.	Options Vested during the year	6,06,075															
4.	Options Exercised	4,34,975															
5.	Total number of equity shares arising as a result of exercise of Options	4,34,975															
6.	Options lapsed/ forfeited	86,600															
7.	Variation of terms of options	N.A															
8.	Money realised by exercise of options	₹ 2,17,48,750															
9.	Total number of options in force	11,80,000															
10.	Employee wise details of option granted during the financial year 2015-16: a. Senior Managerial Personnel (CXOs & above). b. Any other employee who receives a grant in any one year of option amounting to 5% or more of the options granted during the year. c. Identified employees who were granted options during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of the grant.	Nil															
11.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with {Accounting Standard (AS) 20 "Earnings Per Share"}	12.88															
12.	Where the company calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of options and the impact of the difference on profits and EPS of the Company	The company has calculated the employee compensation cost using intrinsic value of the stock option measured by a difference between the fair value of the underline equity shares at the grant date and exercise price. Had the compensation cost be determined in the manner consistent with the fair value method, based on Black-Scholes Model, the employee compensation cost would have been higher by ₹ 68 Lakhs and profoma profit after tax would have been lower by ₹ 68 Lakhs. On profoma basis the Basic and Diluted EPS would have been ₹ 12.88 per share and ₹ 12.82 per share respectively.															
13.	Weighted average exercise price and weighted average fair value of options whose exercise price is equals or exceeds or is less than the market price of the stock	Exercise Price – ₹ 50/- per share. Weighted Average Fair value of Options is ₹ 131.68															
14.	Description of the method and significant assumptions used during the year to estimate the fair value of the options	The Company has used Black-Scholes Model for computation of fair valuation considering the following significant assumptions: <table border="1" style="width: 100%; margin-top: 10px;"> <thead> <tr> <th></th> <th style="text-align: center;">31st March, 2016</th> <th style="text-align: center;">31st March, 2015</th> </tr> </thead> <tbody> <tr> <td>Dividend Yield (%)</td> <td style="text-align: center;">1.52</td> <td style="text-align: center;">1.52</td> </tr> <tr> <td>Expected Life (No. of years)</td> <td style="text-align: center;">7.66</td> <td style="text-align: center;">7.66</td> </tr> <tr> <td>Risk Free Interest Rate (%)</td> <td style="text-align: center;">7.81</td> <td style="text-align: center;">7.81</td> </tr> <tr> <td>Volatility</td> <td style="text-align: center;">48.42</td> <td style="text-align: center;">48.42</td> </tr> </tbody> </table>		31 st March, 2016	31 st March, 2015	Dividend Yield (%)	1.52	1.52	Expected Life (No. of years)	7.66	7.66	Risk Free Interest Rate (%)	7.81	7.81	Volatility	48.42	48.42
	31 st March, 2016	31 st March, 2015															
Dividend Yield (%)	1.52	1.52															
Expected Life (No. of years)	7.66	7.66															
Risk Free Interest Rate (%)	7.81	7.81															
Volatility	48.42	48.42															

ANNEXURE-3

Remuneration policy for Directors, Key Managerial Personnel and Senior Management Personnel

1) PREAMBLE

Brigade Enterprises Limited (BEL) strives to ensure the highest levels of integrity, quality and service in its business. The observance of highest standards & levels of transparency, accuracy, accountability and reliability on the organisation cascades from the Board of Directors across various business segments.

The Company is committed to ensure that remuneration commensurate with the role and responsibilities is paid to the directors, key managerial personnel and senior management personnel.

The remuneration policy for directors, key managerial personnel and senior management personnel has been formulated in accordance with the requirements of the Companies Act, 2013

- The key objectives of the remuneration policy are as follows:
- To achieve a performance-driven work culture that generates organisational growth
- To attract, retain, motivate the best talent, to run the business efficiently and effectively
- To provide clear focus and measurement on key objectives with a meaningful link to rewards

2) DEFINITIONS:

- a. Director: Director means a person who has been inducted on the Board of Brigade Enterprises Limited.
- b. Executive Director means the Directors who are in wholetime employment of the Company viz. Managing Director and Wholetime Director.
- c. Non- Executive Director means Directors who are not in wholetime employment of the Company.
- d. Independent Directors means Directors appointed in accordance with Section 2(47), 149 and SEBI (LODR) Regulations, 2015.
- e. Key Managerial Personnel means –
 - the Chief Executive Officer or Managing Director or Wholetime Director or Manager
 - Chief Financial Officer
 - Company Secretary
 - Such other person as may be prescribed under the Companies Act, 2013.
- f. Senior Management Personnel means employees

who are on level below the Board of Directors apart from Key Managerial Personnel.

- g. Nomination and Remuneration Committee means the Committee constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

3) POLICY SCOPE

The remuneration policy is the guiding principle on the basis of which the Nomination and Remuneration Committee will recommend to the Board of Directors the remuneration payable to Directors, Key Managerial Personnel and Senior Managerial Personnel.

4) REMUNERATION TO EXECUTIVE DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT PERSONNEL

The Nomination and Remuneration Committee recommends the remuneration payable to the Executive Directors based on which the Board of Directors of the Company fix the remuneration of the Executive Directors within the limits approved by the shareholders.

The Nomination and Remuneration Committee will recommend the remuneration payable to Key Managerial Personnel based on which the Board of Directors will fix the remuneration. In case of any Key Managerial Personnel on the Board then the remuneration fixed should be within the limits approved by the shareholders.

The remuneration structure for Executive Directors, Key Managerial Personnel and Senior Management Personnel shall consist of the following components:

Basic Pay

Perquisites and Allowances

Commission (Applicable to Executive Directors)

Employee Stock Options (ESOP only for Key Managerial Personnel & Senior Management Personnel who are not on the Board)

Variable Pay (Applicable only for Key Managerial Personnel & Senior Management Personnel who are not on the Board)

Retiral Benefits

The remuneration of Executive Directors, Key Managerial Personnel and Senior Management Personnel are fixed by the Board based on the recommendation of the Nomination and Remuneration Committee on basis of individual's qualification, experience, expertise, core competencies, job profile, positive attributes and industry standards.

Based on the comparison of actual performance of the Company in comparison with the annual budgets, the Nomination and Remuneration Committee recommends to the Board, the quantum of Commission payable to Executive Directors.

As regards to the Key Managerial Personnel who are not on the Board variable pay will be based on a weighted average factor of individual performance, department performance and Company's performance.

5) REMUNERATION TO NON-EXECUTIVE DIRECTORS

Non- Executive Directors are entitled to sitting fees for attending the meetings of the Board and Committees.

6) REMUNERATION TO INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee recommends the remuneration by way of commission payable to the Independent Directors based on the performance of the Company in each financial year.

The Board then approves the payment of remuneration by way of commission payable to Independent Directors within the limits approved by the shareholders. This is apart from the sitting fees payable to them for attending the meetings of the Board/Committees.

7) REMUNERATION PAYABLE TO OTHER EMPLOYEES

Employees are assigned bands based on a grading structure. The assignment of a particular band is dependent on their educational qualification, work experience, skill sets, competencies and the role & responsibilities they will be discharging in the Company. Individual remuneration is based on various factors as listed above apart from industry standards.

ANNEXURE 4

Remuneration Details of Directors, Key Managerial Personnel and Employees

(Pursuant to Section 134 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

I. Ratio of remuneration of each director to the median remuneration of the employees and percentage increase in remuneration:

SI No.	Name of Director / KMP	Designation	Ratio of Remuneration to Median Remuneration	% Increase/Decrease in Remuneration Y-O-Y	Comparison of KMP remuneration against the Company's performance
1.	Mr. M. R. Jaishankar	Chairman & Managing Director	110.53 : 1	51.78%	Standalone financial statements : Total income increased by 29% EBITDA increased by 44% Profit After Tax increased by 109%. Consolidated Financial Statements : Total income increased by 28%. EBITDA increased by 30% and Profit After Tax increased by 28%.
2.	Ms. Githa Shankar	Wholetime Director	27.63 : 1	(5.03%)	-do-
3.	Mr. M. R. Gurumurthy	Non- Executive Director	0.13:1	16.66%	Not Applicable
4.	Mr. M. R. Shivram	Non- Executive Director	0.12:1	66.67%	Not Applicable
5.	Mr. P. V. Maiya	Non-Executive Independent Director	1.55:1	3.33%	Not Applicable
6.	Dr. K. Srinivasa Murthy	Non-Executive Independent Director	1.36:1	(1.80%)	Not Applicable
7.	Mr. Aroon Raman	Non-Executive Independent Director	1.38:1	(1.76%)	Not Applicable
8.	Mr. Bijou Kurien	Non-Executive Independent Director	1.42:1	9.61%	Not Applicable
9.	Ms. Lakshmi Venkatachalam	Non-Executive Independent Director	0.66:1	N. A.	Not Applicable

SI No.	Name of Director / KMP	Designation	Ratio of Remuneration to Median Remuneration	% Increase/Decrease in Remuneration Y-O-Y	Comparison of KMP remuneration against the Company's performance
10.	Mr. K. Suresh	Chief Financial Officer	16.31 : 1	11.61%	<p>Standalone financial statements :</p> <p>Total income increased by 29%</p> <p>EBITDA increased by 44%</p> <p>Profit After Tax increased by 109%.</p> <p>Consolidated Financial Statements :</p> <p>Total income increased by 28%.</p> <p>EBITDA increased by 30% and Profit After Tax increased by 28%.</p>
11.	Mr. P. Om Prakash	Company Secretary	4.90 : 1	3.81%	-do=

- II. Ms. Lakshmi Venkatachalam was inducted on the Board on 1st February, 2016 due to which the percentage increase in remuneration for her as compared to the previous financial year is not applicable.
- III. The Non-Executive Directors were paid sitting fees for attending the Board / Committee Meetings.
- IV. The Non- Executive Independent Directors were paid remuneration by way of commission apart from sitting fees for attending the Board/ Committee Meetings.
- V. The median remuneration of employees during the financial year 2015-16 was ₹ 8 Lakhs.
- VI. The percentage increase in the median remuneration of employees in the financial year 2015-16 was 10.95% vis-à-vis 2.85% in the financial year 2014 -15
- VII. The number of permanent employees on the rolls of Company as on March 31, 2016 was 620.
- VIII. The average increase in remuneration during the financial year 2015-16 was ₹ 0.94 Lakhs.
- IX. Financial performance:
- Standalone financial statements :
- Total income increased by 29% as compared to the previous year
 - EBITDA increased by 44% vis-à-vis the previous year
 - Profit After Tax increased by 109% as compared to the previous year
- Consolidated Financial Statements:
- Total income increased by 28% as compared to the previous year
 - EBITDA increased by 30% vis-à-vis the previous year
 - Profit After Tax increased by 28% compared to the previous year
- X. During the financial year 2015-16, the aggregate remuneration of Key Managerial Personnel increased from ₹ 1,054.06 Lakhs to ₹ 737.33 Lakhs, an increase of 42.95%. The performance of the Company during the financial year 2015-16 is detailed in point (VII) above. Key Managerial Personnel includes Chairman and Managing Director, Chief Financial officer and Company Secretary.

- XI. The closing price of the equity shares of the Company on the National Stock Exchange of India Limited as on March 31, 2016 was ₹ 144.25, a decrease of 63% over the issue price during the Initial Public Offering in 2007.

Particulars	As on 31.03.2016	As on 31.03.2015	% Change
Market Capitalisation (₹ in Lakhs)	163,260	161,279	1.22
Price Earnings Ratio (on standalone basis)	11.12	17.88	(51.56)

- XII. Average percentage increase in the salaries of employees other than the managerial personnel during 2015-16 was 11.98%. The average percentage increase in the Key managerial remuneration during the same period was 42.91%. The percentage increase in the managerial remuneration was on account of ESOP and the variable component of remuneration payable to the managerial personnel as per the terms and conditions of their appointment.
- XIII. The key parameters and the remuneration details /structure of Directors and Key Managerial Personnel are listed out in the Remuneration Policy, extract to annual return and in the Corporate Governance Report forming part of the Annual Report.
- XIV. There was no employee whose remuneration was in excess of the remuneration of the highest paid director during the financial year.
- XV. The remuneration is as per the Nomination and Remuneration Policy formulated by the Nomination, Remuneration and Governance Committee and approved by the Board of Directors of the Company.

ANNEXURE-6

Form No. MR-3

SECRETARIAL AUDIT REPORT*

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To,
The Members,
Brigade Enterprises Limited
Bengaluru

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

Based on my verification of the **Brigade Enterprises Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 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 **Brigade Enterprises Limited** ("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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;¹
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;²
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;³
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;²
 - (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;²
and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.⁴
- (vi) Other Laws as applicable to Real Estate Company carrying on Real Estate Activities such purchase, sale, mortgage, lease, development of immovable property, viz:-
 1. Indian Contracts Act, 1872, Transfer of Property Act, 1882, Registration Act, 1908, Specific Relief Act, 1963
 2. State Laws such as Stamp Act, Rent Control Act, Municipal Laws, Rules and Procedures

3. Environment (Protection) Act, 1986, Water (Prevention and Control of Pollution) Act, 1974
4. Energy Conservation Act, 2001 and other related State laws such as The Karnataka Lifts, Escalators and Passenger conveyors Act, 2012

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The listing Agreement entered into by the Company with the National Stock Exchange of India Limited and BSE Limited;⁵

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc, mentioned above subject to the following observations:

My opinion is based on audit evidence, explanations and information given to me during the audit and the Management Representation Letter in support of compliances in respect of the Act, Rules, Regulations, Guidelines, Standards, etc, mentioned above.

I further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that during the audit period the company has:

- (i) Allotted 4,34,975 equity shares of ₹ 10/- each to employees who exercised their option under the Employee Stock Option Plan, 2011.
- (ii) Invested in a Special Purpose Vehicle, Perungudi Real Estates Private Limited, formed in Joint Venture with GIC, Singapore's Sovereign Wealth Fund.

Place : Bengaluru
Date : May 16, 2016

Signature:
Name of Company Secretary in practice: K RAJSHEKAR
FCS No.: 4078
C P No.: 2468

* To be read with our letter annexed hereto which forms an integral part of this report

¹ Replaced with SEBI (Prohibition of Insider Trading) Regulations, 2015

² There were no actions necessitating compliance under these Regulations.

³ Replaced with SEBI (Share Based Employee Benefits) Regulations, 2014

⁴ Including SEBI (Buy-back of Securities) (Amendment) Regulations, 2015.

⁵ and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE

To,
The Members,
Brigade Enterprises Limited
Bengaluru

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Bengaluru
Date : May 16, 2016

Signature:
Name of Company Secretary in practice: K RAJSHEKAR
FCS No.: 4078
C P No.: 2468

Annexure 7

CSR Initiatives undertaken by the Company during the financial year 2015-16

1. Brief outline of Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

As a part of Corporate Governance Report, the Company has in place Corporate Social Responsibility Policy in accordance with Section 135 of the Companies Act, 2013 and Corporate Social Responsibility (CSR) Rules, 2014 together with Schedule VII of the Companies Act, 2013.

Activities of CSR Committee includes the following:

- i) Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- v) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries: promotion and development of traditional arts and handicrafts;
- vi) Measures for the benefit of armed forces veterans, war widows and their dependents;
- vii) Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- viii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- ix) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- x) Rural development projects.

2. The composition of the CSR Committee:

The Composition of the CSR Committee is as follows:

Sl.No.	Name	Position
1.	Mr. M.R. Jaishankar	Chairman
2.	Mr. P.V. Maiya	Member
3.	Dr. Srinivasa Murthy	Member
4.	Ms. Lakshmi Venkatachalam	Member

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

Financial Year	Net Profit Before Tax (in ₹.)
2014-15	116,60,15,017
2013-14	120,59,80,646
2012-13	59,04,01,373
Average Profit of 3 years	98,74,65,679

4. Prescribed CSR Expenditure (two percent of the amount as in item No.3 above):

2% of the average Net Profit is ₹ 1,97,49,314/-

5. Details of CSR spent during the financial year:

- a. total amount to be spent for the financial year: ₹ 1,97,49,314/-. Total amount spent for the financials year is ₹ 2,00,91,690/-
- b. amount unspent: Nil
- c. manner in which the amount spent during the financial year is detailed below:

(1) Sl No.	(2) CSR project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads:	(7) Cumulative expenditure upto to the reporting period.	(8) Amount spent: Direct or through implementing agency
1	Donation to Indian Music Experience Trust	NA	(1) Local area (2) Project was undertaken in Bangalore, Karnataka State	₹ 1,80,00,000/-	Direct expenditure	-	Direct
2	Contribution for re-development of BBMP Playground located at Malleshwaram, Bangalore	NA	(1) Local area (2) Project was undertaken in Bangalore, Karnataka State	₹ 9,85,069/-	Direct expenditure	-	Direct
3	Contributed for Maintenance of Sitharampalya Lake in Whitefield	NA	(1) Local area (2) Project was undertaken in Bangalore, Karnataka State	₹ 11,06,621/-	Direct expenditure	-	Direct
Total				₹ 2,00,91,690/-		₹ 2,00,91,690/-	

6. In case the Company fails to spend the 2% of the Average Net Profit (INR) of the last 3 financial years, the reasons for not spending the amount shall be stated in the Board report.

Not Applicable

7. Responsibility statement, of the CSR Committee, that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company duly signed by Director and Chairperson of the CSR Committee.

The CSR Committee ensures that the implementation and monitoring of CSR policy is in compliance with the CSR objectives and Policy of the Company.

Sd/-
Chairman & Managing Director
and Chairman of CSR Committee

Place: Bangalore

Date: 16th May, 2016

Annexure-8

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L85110KA1995PLC019126
2	Registration Date	8 th November, 1995
3	Name of the Company	Brigade Enterprises Limited
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	29 th & 30 th Floor, World Trade Center, 26/1, Brigade Gateway Campus, Dr. Rajkumar Road, Malleswaram - Rajajinagar, Bangalore - 560 055
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Tel No. 040 - 67161500

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real Estate	45201	78%
2	Hospitality	55101	10%
3	Leasing	70106	12%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	64,602,739		64,602,739	57.30%	63,602,739		63,602,739	56.20%	-1.54%
b) Central Govt			-	0.00%			-	0.00%	0.00%
c) State Govt(s)			-	0.00%			-	0.00%	0.00%
d) Bodies Corp.	131,517		131,517	0.12%	131,517		131,517	0.12%	0.00%
e) Banks / FI			-	0.00%			-	0.00%	0.00%
f) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (1)	64,734,256	-	64,734,256	57.42%	63,734,256	-	63,734,256	56.31%	-1.54%

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRI Individuals			-	0.00%			-	0.00%	0.00%
b) Other Individuals			-	0.00%			-	0.00%	0.00%
c) Bodies Corp.			-	0.00%			-	0.00%	0.00%
d) Any other			-	0.00%			-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	64,734,256	-	64,734,256	57.42%	63,734,256	-	63,734,256	56.31%	-1.54%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	3,093,798		3,093,798	2.72%	4,225,436	-	4,225,436	3.73%	36.57%
b) Banks / FI	908,038		908,038	0.81%	941,730		941,730	0.83%	3.71%
c) Central Govt			-	0.00%			-	0.00%	0.00%
d) State Govt(s)			-	0.00%			-	0.00%	0.00%
e) Venture Capital Funds			-	0.00%			-	0.00%	0.00%
f) Insurance Companies			-	0.00%			-	0.00%	0.00%
g) FIs	4,047,780		4,047,780	3.59%	3,067,920		3,067,920	2.71%	-24.20%
h) Foreign Venture Capital Funds			-	0.00%			-	0.00%	0.00%
i) Others (specify)			-	0.00%			-	0.00%	0.00%
Sub-total (B)(1):-	8,049,616	-	8,049,616	7.14%	8,235,086	-	8,235,086	7.27%	2.30%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3069153		3,069,153	2.72%	3,419,508		3,419,508	3.02%	11.41%
ii) Overseas			-	0.00%			-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	5399668	14	5,399,682	4.79%	4,694,101	14	4,694,115	4.15%	-13.06%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	26726105	4241580	30,967,685	27.47%	29,620,379	3,144,306	32,764,685	28.95%	5.80%
c) Others (specify)									
Directors	257		257	0.00%	57		57	0.00%	-77.82%
Non Resident Indians	346952		346,952	0.31%	297,362		297,362	0.26%	-14.29%
Overseas Corporate Bodies			-	0.00%			-	0.00%	0.00%
Foreign Nationals			-	0.00%			-	0.00%	0.00%
Clearing Members	50890		50,890	0.05%	33,382		33,382	0.03%	-34.40%
Employees				0.00%	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
HUF				0.00%	-	-	-	-	-
Trusts	125149		125,149	0.11%	164		164	0.00%	-99.86%
Foreign Bodies - D R			-	0.00%			-	0.00%	0.00%
Sub-total (B)(2):-	35,718,174	4,241,594	39,959,768	35.44%	38,064,953	3,144,320	41,209,273	36.41%	3.12%
Total Public (B)	43,767,790	4,241,594	48,009,384	42.58%	46,300,039	3,144,320	49,444,359	43.68%	2.98%
C. Shares held by Custodian for GDRs & ADRs			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	108,502,046	4,241,594	112,743,640	100.00%	110,034,295	3,144,320	113,178,615	100.00%	0.38%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M. R. Jaishankar	23045064	20.44%	-	23045064	20.36%	-	0.08%
2	Githa Shankar	18700500	16.59%	-	18700500	16.52%	-	0.07%
3	Nirupa Shankar	9326625	8.27%	-	9326625	8.24%	-	0.03%
4	M. R. Jaishankar - HUF	2764125	2.45%	-	2764125	2.44%	-	0.01%
5	Mysore Ramachandra Setty Krishnakumar	2124069	1.88%	-	2124069	1.88%	-	0.00%
6	M. R. Shivram	2035847	1.81%	-	2035847	1.80%	-	0.01%
7	M. R. Krishna Kumar	1927618	1.71%	-	1927618	1.70%	-	0.01%
8	M. R. Shivram	1741243	1.54%	-	1741243	1.54%	-	0.00%
9	Gurumurthy M.R.	2137722	1.88%	-	1137722	1.00%	-	0.88%
10	G. R. Arundhati	560393	0.50%	-	560393	0.50%	-	0.00%
11	A. R. Rukmini	239533	0.21%	-	239533	0.21%	-	0.00%
12	Mysore Holdings Private Limited	131517	0.12%	-	131517	0.12%	-	0.00%

* Reason for change in % of Shareholding is due to ESOP allotment done during the year 2015-16

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

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	M. R. Gurumurthy						
	At the beginning of the year	01.04.2015		2,137,722	1.88%		
	Changes during the year		Gift of Shares	1,000,000	0.88%		
	At the end of the year	31.03.2016		1,137,722	1.00%	1,137,722	1.00%

(iv) Shareholding Pattern of top ten Shareholders

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

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	M. K. MANJULA*						
	At the beginning of the year	01.04.2015		3,547,687	3.15%		
	Changes during the year			-	0.00%		
	At the end of the year	31.03.2016		3,547,687	3.13%	3,547,687	3.13%
2	SURAJ GURUMURTHY MYSORE						
	At the beginning of the year	01.04.2015		3,150,000	2.79%		
	Changes during the year		Market Purchase	36,295	0.03%		
	At the end of the year	31.03.2016		3,186,295	2.82%	3,186,295	2.82%
3	B S ADHINARAYANA GUPTHA						
	At the beginning of the year	01.04.2015		3,464,151	3.07%		
	Changes during the year		Market Sale	407,630	0.37%		
	At the end of the year	31.03.2016		3,056,521	2.70%	3,056,521	2.70%
4	M G SURAJ*						
	At the beginning of the year	01.04.2015		2,619,750	2.32%		
	Changes during the year			-	0.00%		
	At the end of the year	31.03.2016		2,619,750	2.31%	2,619,750	2.31%
5	M S RAVINDRA*						
	At the beginning of the year	01.04.2015		2,205,000	1.96%		
	Changes during the year			-	0.00%		
	At the end of the year	31.03.2016		2,205,000	1.95%	2,205,000	1.95%
6	ARTHI D VUMMIDI*						
	At the beginning of the year	01.04.2015		1,634,063	1.45%		
	Changes during the year			-	0.00%		
	At the end of the year	31.03.2016		1,634,063	1.44%	1,634,063	1.44%
7	SUMANA SANJEEVANATH						
	At the beginning of the year	01.04.2015		1,121,477	0.99%		
	Changes during the year		Gift of Shares	500,000	0.44%		0.00%
	At the end of the year	31.03.2016		1,621,477	1.43%	1,621,477	1.43%
8	SUCHETHA MAHESH						
	At the beginning of the year	01.04.2015		1,097,274	0.97%		
	Changes during the year		Gift of Shares	500,000	0.44%		0.00%
	At the end of the year	31.03.2016		1,597,274	1.41%	1,597,274	1.41%
9	LATHA SHIVRAM						
	At the beginning of the year	01.04.2015		1,459,056	1.29%		
	Changes during the year			-	0.00%		
	At the end of the year	31.03.2016		1,459,056	1.29%	1,459,056	1.29%
10	ASHISH DHAWAN						
	At the beginning of the year	01.04.2015		137,040	0.12%		
	Changes during the year		Market Purchase	1,174,313	1.04%		
	At the end of the year	31.03.2016		1,311,353	1.16%	1,311,353	1.16%

* Reason for change in % of Shareholding is due to ESOP allotment done during the year 2015-16

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	M. R. Jaishankar						
	At the beginning of the year	01.04.2015		23045064	20.44%		
	Changes during the year						
	At the end of the year	31.03.2016		23045064	20.44%	23045064	20.44%
2	Githa Shankar						
	At the beginning of the year	01.04.2015		18700500	16.59%		
	Changes during the year						
	At the end of the year	31.03.2016		18700500	16.59%	18700500	16.59%
3	M. R. Gurumurthy						
	At the beginning of the year	01.04.2015		2137722	1.88%		
	Changes during the year		Gift of shares	1000000	0.88%		
	At the end of the year	31.03.2016		1137722	1.00%	1137722	1.00%
4	M. R. Shivram						
	At the beginning of the year	01.04.2015		2035847	1.81%		
	Changes during the year						
	At the end of the year	31.03.2016		2035847	1.81%	2035847	1.81%
5	Pallipuram Mathai Thampi						
	At the beginning of the year	01.04.2015		200	0.00%		
	Changes during the year	02.11.2015	Retirement from Directorship				
	At the end of the year	31.03.2016			0.00%		0.00%
6	K.R.S. Murthy						
	At the beginning of the year	01.04.2015		57	0.00%		0.00%
	Changes during the year						0.00%
	At the end of the year	31.03.2016		57	0.00%	57	0.00%
7	Suresh K.						
	At the beginning of the year	01.04.2015		20500	0.02%		0.00%
	Changes during the year		Allot	20500	0.02%		0.00%
	At the end of the year	31.03.2016		41000	0.04%	41000	0.04%
8	P. Om Prakash						
	At the beginning of the year	01.04.2015		5825	0.01%		0.00%
	Changes during the year		Allot	5825	0.01%		0.00%
	At the end of the year	31.03.2016		11650	0.02%	11650	0.02%

V. INDEBTEDNESS

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

(Amt. ₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	124,145.00	-	-	124,145.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	124,145.00	-	-	124,145.00
Change in Indebtedness during the financial year				
* Addition	123,637.00	-	-	123,637.00
* Reduction	(76,221.00)	-	-	(76,221.00)
Net Change	47,416.00	-	-	47,416.00
Indebtedness at the end of the financial year				
i) Principal Amount	171,561.00	-	-	171,561.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	171,561.00	-	-	171,561.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (₹ in Lakhs)
		Name	M. R. Jaishankar Chairman and Managing Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		95.84	66.32
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-
2	Stock Option		-	-
3	Sweat Equity		-	-
4	Commission			
	- as % of profit		788.47	154.75
	- others, specify		-	-
5	Others, please specify		-	-
	Total (A)		884.31	221.07
	Ceiling as per the Act		1,105.39	1,105.39
				2,210.78

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount (₹ in Lakhs)
		P. V. Maiya (1)	P. M. Thampi (2)	Dr. Srinivasa Murthy (3)	
1	Independent Directors				
	Fee for attending board committee meetings	2.40	0.90	0.90	4.20
	Commission	10.00	5.00	10.00	25.00
	Others, please specify	-	-	-	-
	Total (1)	12.40	5.90	10.90	29.20
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	12.40	5.90	10.90	29.20
	Total Managerial Remuneration				29.20
	Overall Ceiling as per the Act				221.08

SN.	Particulars of Remuneration	Name of Directors			Total Amount (₹ in Lakhs)
		Aroon Raman (4)	Biju Kurien (5)	Lakshmi Venkatachalam (6)	
1	Independent Directors				
	Fee for attending board committee meetings	1.10	1.40	0.30	2.80
	Commission	10.00	10.00	5.00	25.00
	Others, please specify	-	-	-	-
	Total (1)	11.10	11.40	5.30	27.80
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	11.10	11.40	5.30	27.80
	Total Managerial Remuneration				57.00
	Overall Ceiling as per the Act				221.08

SN.	Particulars of Remuneration	Name of Directors			Total Amount (₹ in Lakhs)
		M. R. Shivram (7)	M. R. Gurumurthy (8)		
1	Independent Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	1.00	1.05	-	2.05
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	1.00	1.05	-	2.05
	Total (B)=(1+2)	1.00	1.05	-	2.05
	Total Managerial Remuneration				59.05
	Overall Ceiling as per the Act				221.08

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (₹ in Lakhs)
		Suresh K	Om Prakash P	
	Name			
	Designation	CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	108.65	32.88	141.53
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	21.84	6.38	28.22
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option			-
3	Sweat Equity	-	-	-
4	Commission			-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	130.49	39.26	169.75

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					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

ANNEXURE-9

I. Conservation of Energy

(a) Energy conservation measures taken:

The conservation of Energy and Water, and the protection of the environment – air, water & Land from pollution – is an integral part of Design and Development. The cost of power / fuel consumption doesn't constitute a major cost of the project. This cost per se is the power and fuel purchased for construction process such as operation of cranes, lifts, conveyors lighting, welding, cutting, drilling and operation of other electrical instruments at the project sites. The buildings being Mega and High raised structures it is imperative to use power assisted gadgets for the safety of the workers.

However the company has been taking energy saving measures viz.,

- Design of Energy Efficient Buildings by carrying out Energy & Fresh Air Modeling.
- Installation of energy efficient LED lights in all Common areas of the Buildings, Street lights & for Landscape Lightings.
- Daylight sensors are used to optimize the use of energy efficient lighting systems.
- Use of occupancy sensors in sparingly used area in the buildings, viz., Rest Rooms, Change Rooms, Corridors, Staircase, etc.
- The Window (glazing / façade) to Wall Ratio (WWR) is minimized to less than 40% to reduce energy consumption for Air Conditioning / Cooling in all commercial projects.
- Use of double glazed / low - e glass as building material to maximize the use of Day-light in offices and projects of the company and at the same time ensuring that this does not increasing the energy demand for air conditioning by selecting suitable energy efficient glass to reflect solar heat from the building.
- Non-air conditioned buildings are designed with cross ventilation to minimize the dependency on fans, coolers, split air conditioners, etc.
- Utilization of solar energy wherever possible for water heating and lighting in all the projects of the company.
- Energy efficient Lifts and Pumps.
- Use of Energy efficient Water Cooled Air Conditioning System in all Commercial Buildings developed by the company.
- Use of low flow water fixtures to reduce the water demand and energy requirement for pumping water in all the projects of the company.
- Design and Implementation of Green Building norms in all our future projects.
- 100% of the sewage effluent generated from the all the projects of the company is treated in state-of-the-art Sewage Treatment Plant and is made fit for reuse for toilet flushing and landscaping. This reduces the dependency on municipal water supply which is pumped from far off location; indirectly saving energy and fresh water.
- Treated sewage effluent is also used for cooling towers in all the commercial buildings of the company.
- 100% rainwater harvesting systems are installed in all company projects to conserve water & energy.
- The municipal solid waste is segregated at source for Organic & Inorganic Waste. The Organic Waste is converted to compost within the project site. The compost is used as manure in the landscaped / greenbelt area.
- The Inorganic Waste is further segregated into various sub categories viz., based on its recyclability and value. This segregated waste is sold to authorized recyclers.
- The Indian construction sectors have grown many folds over the past few years but the manpower in these sectors have not grown at the same pace, making alternative methods a necessity. We have installed a precast factory to manufacture building structures viz., wall panels, beams, floor slabs, columns, chajjas, lintels, stairs, Sills etc.
- The production of precast concrete elements takes place under controlled conditions in enclosed factories. This makes the control of manufacturing, waste, emissions, noise levels, etc. easy compared with the same processes at a building site. The raw material consumption is similar for similar qualities of concrete, whether the production takes place in a factory, at a ready-mix plant or at a building site. The raw material waste in precast concrete production is very small.

- Precast concrete reinforces the quality of construction and extends building life span. Research proved precast elements have over 100 year life with much lower life cycle costs. Factory - made products are the result of rational & efficient manufacturing processes, skilled workers, quality surveillance, etc.
- We have also adopted the use of Aluminum Formwork for construction. The technology is environment friendly as there is no use of timber. The formwork gives the box or cellular design resulting in the walls giving support to the super structure in two directions. As a result, the structures are more resistant to earthquakes than the traditional RCC column and beam designs.

(b) Additional investment and proposals, if any being implemented for reduction in consumption of energy.

The Company as a matter of policy has a regular and ongoing programme for investments in energy saving devices, wherever possible, used in construction. Studies are being made to reduce energy consumption and make suitable investments in this area, if necessary.

(c) Impact of measures taken at (a) and (b) above for reduction of Energy consumption and consequent impact of the same.

The impact of the measures taken cannot be quantified as the company is in the construction field.

(d) Total energy consumption and energy consumption per unit as per form – A of the Annexure to the rules of industries specified in the schedule thereto:

Not Applicable.

II. Technology absorption.

Company works on a mechanized process to reduce cost and increase the efficiency of the operations. Company has from time to time engaged international architects and consultants in its integrated enclave projects for using the latest designs and technology.

Company has implemented ERP package SAP for integrating the various process and operations of the Company.

Modern Technology / Machinery is used by the Company from time to time to achieve maximum efficiency in operations.

III. Research and Development

More standardized building elements which adheres to quality standards.

More efficient and effective planning of construction activities for maintaining the quality.

Benefits derived from R & D

The buildings constructed adhere to highest standard of quality.

Expenditure on R & D

It forms part of the project cost and cannot be quantified separately.

II. Foreign Exchange Earnings & Outgo

The details of Earnings and Expenditure from Foreign Exchange during the year are as follows:

Particulars	2015-16	2014-15
Earnings:		
Income from property development	955	1,104
Income from hospitality services	6,672	5,523
Total	7,627	6,627
Expenditure:		
i. Legal & Professional fees	898	693
ii. Advertisement & Sales Promotion	386	402
iii. Brokerage & Discounts	163	173
iv. Employee benefits expense	243	280
v. Others	107	196
Total	1,797	1,744

CORPORATE GOVERNANCE REPORT

PHILOSOPHY ON CORPORATE GOVERNANCE AT BRIGADE ENTERPRISES LIMITED

The Philosophy on Corporate Governance at Brigade Enterprises Limited is:

- a) To ensure highest levels of integrity and quality.
- b) To ensure strong legacy of fair, transparent and ethical governance practice.
- c) To ensure observance of highest standards & levels of transparency, accuracy, accountability and reliability on the organisation.
- c) To ensure protection of wealth and other resources of the Company for maximising the benefits to the stakeholders of the Company.

The vision, mission and values of the Company enshrine the aforesaid philosophy.

The Corporate Governance Report of the Company for the year ended 31st March 2016 is as follows:

BOARD OF DIRECTORS

The Board of Directors of the Company comprises of 9 Directors as on 31st March, 2016, who have expertise in their respective fields. The composition of Board is in due compliance of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition and category of the Directors are as follows:

Category	Name of Director	Designation	No. of Directors	% to total number of Directors
Executive Promoter Directors	Mr. M. R. Jaishankar	Chairman & Managing Director	2	22.22%
	Ms. Githa Shankar	Whole-time Director		
Non – Executive Directors	Mr. M. R. Gurumurthy	Director	2	22.22%
	Mr. M. R. Shivram	Director		
Independent Non-Executive Directors	Mr. P. V. Maiya	Director	5	55.56%
	Mr. Aroon Raman	Director		
	Dr. Srinivasa Murthy	Director		
	Mr. Bijou Kurien	Director		
	Ms. Lakshmi Venkatachalam*	Director		
Total			9	100

*Ms. Lakshmi Venkatachalam was appointed as an Additional Director of the Company w.e.f. 1st February, 2016.

BOARD MEETINGS

The details of the Board Meetings held during the financial year 2015-16 are as follows:

Sl. No.	Date
1	Wednesday, 20 th May, 2015
2	Wednesday, 5 th August, 2015
3	Monday, 2 nd November, 2015
4	Monday, 1 st February, 2016
5	Monday, 14 th March, 2016

The necessary quorum was present in all the Board Meetings. The maximum gap between any two meetings did not exceed 120 days. The attendance of Directors in Board Meetings, previous Annual General Meeting, Directorships and Committee Chairmanships / Memberships held by them in other Companies are as follows:

Name of the Director	Date of joining the Board	No. of shares held and percentage to paid up share capital	Board meetings attended in the financial year 2015-2016	Attendance in the 20 th Annual General Meeting held on 25 th September, 2015	No. of other Directorships	No. of Committee positions held in other Companies	
						Chairman	Member
Mr. M. R. Jaishankar	08/11/1995	23045064 20.36%	5	Yes	10	Nil	Nil
Ms. Githa Shankar	08/11/1995	18700500 16.52%	5	Yes	7	Nil	Nil
Mr. M. R. Gurumurthy	08/11/1995	1137722 1.00%	5	Yes	1	Nil	Nil
Mr. M. R. Shivram	08/11/1995	3777090 3.34%	5	No	1	Nil	Nil
Mr. P. V. Maiya	06/03/2000	Nil	5	Yes	3	2	1
Mr. P. M. Thampi*	10/11/2000	200	2	Yes	4	Nil	2
Dr. Srinivasa Murthy	28/10/2009	57	4	Yes	2	Nil	2
Mr. Aroon Raman	29/10/2013	Nil	4	Yes	7	Nil	1
Mr. Bijou Kurien	31/01/2015	Nil	5	Yes	7	Nil	2
Ms. Lakshmi Venkatachalam**	01/02/2016	Nil	1	NA	1	Nil	Nil

* During the year Mr. P.M. Thampi retired from the directorship of the Company w.e.f. 2nd November, 2015.

** During the year, Ms. Lakshmi Venkatachalam was inducted on the Board as an Additional Director w.e.f. 1st February 2016 in independent capacity.

- None of the Directors are the members of the Board of not more than twenty companies or more than ten committees of the Board or Chairman of five committees of the Board.
- Independent Directors are not on the Board of not more than seven listed Companies and they are non-executive directors and they confirmed that they meet the criteria as defined under Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149(6) of the Companies Act, 2013.
- Directorships in public companies, private companies and Section 8 companies have been considered. Directorships in Foreign companies has been excluded.
- The Committee positions specified in the table above relates to only Audit Committee and Stakeholders' Relationship Committee of the Board in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT

The Board of Directors of the Company have laid down a Code of Conduct for all Board Members and Senior Management of the Company. Board Members and Senior Management of the Company have affirmed compliance to the Code for the financial year ended 31st March, 2016. A declaration to this effect by the

Chairman & Managing Director of the Company is annexed to this report. The Code of Conduct has also been posted on your Company's website www.brigadegroup.com/investor.

The Company has complied with the Policy called "Code of Internal Procedures and Conduct for prevention of Insider Trading in the Securities of Brigade Enterprises Limited" as applicable to all the Designated Persons of the Company and its subsidiaries. This Code aims at preserving and preventing misuse of unpublished price sensitive information.

All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter in the first meeting of the Board in each financial year gives a declaration that they meet the criteria of independence as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

FAMILIARISATION PROGRAMME FOR DIRECTORS

The Board Members are provided with brochures, reports, documents, internal policies etc., to familiarise the new members inducted with the culture, code, policies, procedures and practices of the Company. The Chairman & Managing Director and Sr. Vice President – Human Resources make presentation to the new Directors inducted to give a birds's eyeview on the Company and Group in the first board meeting attended by the Director. Presentations are made at the Board / Committee meetings by the respective Strategic Business Unit (SBU) Heads and Functional Heads who provide updates on the financial and operational performance of the Company and strategies for the future. The Company also nominates Directors for training programmes from time to time.

Quarterly updates on important changes in the regulatory environment is presented to the Board by the functional heads. Apart from this, the statutory auditors as well as the internal auditors present to the Audit Committee / Board on regular intervals on important regulatory changes. The Company's policy on Familiarisation of Board of Directors is disclosed on its website www.brigadegroup.com/investor.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a separate meeting of the Independent Directors is being held every financial year. None of the non-independent directors, Members of the management or Key Managerial Personnel are present for this meeting. During the financial year 2015-16 the meeting of the Independent Directors was held on 14th March, 2016.

AUDIT COMMITTEE

The Audit Committee of the Company comprises of four Independent Directors. All of them possess accounting knowledge, financial expertise and exposure. The Audit Committee complies with the requirements of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The composition and attendance of the members for the Committee meetings held during the year are as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Mr. P. V. Maiya	Chairman	4	4
2.	Mr. P. M. Thampi *	Member	4	2
3.	Mr. M. R. Gurumurthy	Member	4	4
4.	Mr. Aroon Raman	Member	4	3
5.	Mr. Bijou Kurien	Member	4	4

*ceased to be member w.e.f. 2nd November, 2015 due to retirement from directorship of the Company.

Company Secretary is the Secretary of the Committee.

During the year under review Four Audit Committee Meetings were held and gap between two meetings did not exceed one hundred and twenty days. Audit Committee meetings were held on 20th May, 2015, 5th August, 2015, 2nd November, 2015 and 1st February, 2016.

The necessary quorum was present for all the meetings.

The terms of reference of the Audit Committee shall include:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. The recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by them;

4. Reviewing, with the Management, the annual financial statements auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Clause (c) of Section 134 (3) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the Management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the Auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, the performance of statutory and internal auditors, and adequacy of the internal financial control and risk management systems;
13. 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;
14. Discussion with Internal Auditors on any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

The powers of the Audit Committee shall include the power:

1. To investigate activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Independent Directors. The Nomination & Remuneration Committee complies with the requirements of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The composition of the Nomination & Remuneration Committee & attendance in the meetings for the financial year 2015-16 were as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Mr. Aroon Raman	Chairman	4	3
2.	Mr. P. M. Thampi *	Member	4	2
3.	Mr. P. V. Maiya	Member	4	4
4.	Mr. Bijou Kurien	Member	4	4

The details of remuneration paid /payable to the Directors for the year ended on 31st March, 2016 are as follows:

Name of the Director	Salary & Perquisites (₹)	Sitting Fees (₹)	Commission (₹)	Total (₹)
Mr. M. R. Jaishankar	95,84,040	Nil	7,88,47,015	8,84,31,055
Ms. Githa Shankar	66,32,480	Nil	1,54,75,284	2,21,07,764
Mr. M. R. Gurumurthy	Nil	1,05,000	Nil	1,05,000
Mr. P. V. Maiya	Nil	2,40,000	10,00,000	12,40,000
Mr. M. R. Shivram	Nil	1,00,000	Nil	1,00,000
Mr. P. M. Thampi	Nil	90,000	5,00,000	5,90,000
Dr. Srinivasa Murthy	Nil	90,000	10,00,000	10,90,000
Mr. Aroon Raman	Nil	1,10,000	10,00,000	11,10,000
Mr. Bijou Kurien	Nil	1,40,000	10,00,000	11,40,000
Ms. Lakshmi Venkatachalam	Nil	30,000	5,00,000	5,30,000

*ceased to be member w.e.f. 2nd November, 2015 due to retirement from directorship of the Company.

Company Secretary is the Secretary of the Committee.

During the year four meetings of the Nomination & Remuneration Committee were held on 20th May, 2015, 5th August, 2015, 2nd November, 2015 and 1st February, 2016.

The terms of reference of the Nomination & Remuneration Committee inter-alia includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. To formulate criteria for evaluation of performance of independent directors and the Board;
3. To devise a policy on Board diversity;
4. To identify persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
5. To recommend the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To carry out such other function as may be mandated by the Board from time to time;

The Nomination & Remuneration Committee has laid down the Performance Evaluation criteria of Independent Directors in terms of Regulation 19 read with Part D of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Remuneration Policy of the Company for the Directors, Key Managerial Personnel and Senior Management Personnel is annexed to the Board's Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee comprises of 3 Non Executive Directors out of which two are Independent Directors. The Stakeholders' Relationship Committee is in due compliance of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

The terms of reference of the Stakeholders' Relationship Committee are as follows:

- Investor relations and redressal of Shareholders' grievances in general and relating to transfer of shares, non-receipt of annual reports, non-receipt of dividends, interest and non- receipt of Balance Sheet etc.,
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

During the year 4 meetings were held on 20th May, 2015, 5th August, 2015, 2nd November, 2015 and 1st February, 2016.

The composition of the Committee & attendance in the meetings were as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Dr. Srinivasa Murthy	Chairman	4	3
2.	Mr. P. V. Maiya	Member	4	4
3.	Mr. M. R. Shivram	Member	4	4

Company Secretary is the Secretary to the Committee.

Details of investor complaints received and redressed during the year 2015-16 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
0	82	82	0

COMMITTEE OF DIRECTORS:

The Board of Directors constituted the Committee of Directors and delegated powers relating to certain regular business activities. The Committee of Directors comprises of three Directors out of which two are Independent Directors and one Executive Director.

The Composition of the Committee & attendance in the meetings were as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Mr. M. R. Jaishankar	Chairman	4	4
2.	Mr. P. M. Thampi *	Member	4	2
3.	Mr. P. V. Maiya	Member	4	4
4.	Mr. Bijou Kurien	Member	4	-

*ceased to be member w.e.f. 2nd November, 2015 due to retirement from directorship of the Company.

Company Secretary is the Secretary of the Committee.

During the year four meetings were held on 17th June, 2015, 14th September, 2015, 14th December, 2015 and 18th January, 2016.

SHARE TRANSFER COMMITTEE

The Board of the Directors of the Company constituted a Share Transfer Committee on 18th December 2007. The composition of the Share Transfer Committee is as follows:

Sl. No.	Name	Position
1.	Mr. M. R. Jaishankar	Chairman
2.	Ms. Githa Shankar	Member
3.	Mr. M. R. Shivram	Member

Company Secretary is the Secretary of the Committee.

No meeting of the Share Transfer Committee was held during the year as the Company did not receive any transfer, transmission, split, consolidation, re-materialization of shares or issue of duplicate share certificates. requests during the year.

RISK MANAGEMENT COMMITTEE

The Board of Directors of the Company has formed the risk management committee to frame, implement and monitor the risk management plan for the Company. The Risk Management Committee is responsible for reviewing the risk management plan and ensure its effectiveness. Major risk identified by the business and functions are systematically addressed through mitigating actions on continuing basis. The constitution of the Risk Management Committee is in line with Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

The terms of reference to the Risk Management Committee are as follows:

- To establish a risk policy for the Company.
- To oversee and review the implementation of risk management and internal control systems.
- To establish policies to monitor and evaluate the risk management systems in the Company from time to time.
- To identify, assess and mitigate the existing as well as potential risks to the Company and to recommend strategies to the Audit Committee/ Board to overcome them.
- To review the internal control systems based on internal audit exercise done by the external internal auditors and the internal auditors in the Company from time to time.
- To review the reports, develop and implement action plans to mitigate risks.
- To perform such other tasks as may be requested by the Audit Committee / Board.

During the Year one meeting of the Risk Management Committee was held on 5th August, 2015.

The Composition of the Committee & attendance in the meetings were as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Mr. M. R. Jaishankar	Chairman	1	1
2.	Mr. P. V. Maiya	Member	1	1
3.	Mr. M. R. Shivram	Member	1	1
4.	Ms. Lakshmi Venkatachalam *	Member	1	-

Company Secretary is the Secretary of the Committee.

* Ms. Lakshmi Venkatachalam was inducted as a member of the Committee w.e.f. 1st February, 2016.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility Committee comprises of four Directors out of which three are Independent Directors and one Executive Director. The Constitution of Corporate Social Responsibility Committee is in accordance with the provisions of the Section 135 of the Companies Act, 2013 and Corporate Social Responsibility (CSR) Rules, 2014 together with Schedule VII of the Companies Act, 2013.

The scope and functions of the CSR Committee are as follows:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII
- To recommend the amount of expenditure to be incurred on the activities referred to in clause (a)
- To monitor the Corporate Social Responsibility Policy of the Company from time to time

Activities of CSR Committee includes the following:

- Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance

and works of art; setting up public libraries: promotion and development of traditional arts and handicrafts;

- Measures for the benefit of armed forces veterans, war widows and their dependents;
- Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- Rural development projects.

The Composition of the CSR Committee & attendance in the meetings were as follows:

Sl. No.	Name	Position	Number of Meetings	
			Held	Attended
1.	Mr. M. R. Jaishankar	Chairman	1	1
2.	Mr. P. V. Maiya	Member	1	1
3.	Dr. Srinivasa Murthy	Member	1	1
4.	Ms. Lakshmi Venkatachalam *	Member	1	-

Company Secretary is the Secretary of the Committee.

* Ms. Lakshmi Venkatachalam was inducted to the Committee w.e.f. 1st February, 2016.

The CSR activities undertaken by the Company during the financial year 2015-16 are as follows:

- The Company had donated to Indian Music Experience Trust of ₹ 1,80,00,000/-
- Contribution of ₹ 9,85,069 for re-development of BBMP Playground located at Malleshwaram, Bangalore.
- Contributed of ₹ 11,06,621 for Maintenance of Sithampalya Lake in Whitefield.

SUBSIDIARY COMPANIES

The Company does not have any material non-listed Subsidiary Company whose turnover or net worth exceeds 20% of the consolidated turnover or networth of Brigade Enterprises Limited.

In terms of Regulation 16 (1) (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the policy on determining material subsidiary has been formulated as a part of Related Party Transaction Policy and is available on the Company's website www.brigadegroup.com.

The financial statements including the investments made by the unlisted Subsidiary Companies have been reviewed by the

Board of Directors of the Company.

Copies of Minutes of the Board Meetings of the Subsidiary Companies are placed before Board for their attention.

GENERAL MEETINGS

ANNUAL GENERAL MEETING:

The details of the Annual General Meetings held during the last three years are as follows:

Year	No. of AGM	Day, Date & Time of AGM	Venue
2014-15	20	Friday, 25 th September, 2015 at 11.00 a.m.	The Atria Hotel, P.B.No. 5089, No. 1, Palace Road, Bangalore- 560 001
2013-14	19	Tuesday, 5 th August, 2014 at 11.00 a.m.	The Atria Hotel, P.B.No. 5089, No. 1, Palace Road, Bangalore- 560 001
2012-13	18	Wednesday, 31 st July, 2013 at 11:00 a.m.	MLR Convention Center, Brigade Millennium, 7 th Phase, J P Nagar, Bangalore 560076

Special Resolutions passed in the previous three Annual General Meetings are as follows:

AGM	AGM date	Special Resolutions passed through / show of hands
20	25 th September, 2015	i) Approval for Issue of Securities for an amount not exceeding ₹ 500,00,00,000/-. ii) Approval for Increase in remuneration payable to Ms. Nirupa Shankar, relative of Director / Key Managerial personnel.
19	5 th August, 2014	iii) Approval of Borrowing powers to the Board of Directors up to ₹ 2500,00,00,000 in one or more tranches from banks, Financial Institutions and other lending Institutions. iv) Approval for issue of Securities for an amount not exceeding ₹ 500,00,00,000/-. v) Approval and Consent of the Company for Issue of Reminder Options under the 'Brigade Employees Stock Option Plan 2011' exercisable or convertible into equity shares. iv) Approval of 'Brigade Employees Stock Option Plan 2011' Extended to Subsidiaries
18	31 st July, 2013	vi) Approval of Remuneration not exceeding 1% of net profits of the company for a Period of 5 Years w.e.f. 1 st April, 2013 to Independent Directors.

EXTRAORDINARY GENERAL MEETING

There were no extraordinary general meetings held during the year.

There were no Resolutions passed through postal ballot during the year.

DISCLOSURES:

1) RELATED PARTY TRANSACTIONS

There are no materially significant related party transactions entered by the Company with related parties that may have a potential conflict with the interests of the Company. Transactions with related parties during the year were done with the prior approval of the Audit Committee and are listed out in note 37 forming part of the standalone financial statements. The Company has formulated a policy on Related Party Transactions under Regulation 23 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and which is available on the website of the Company.

2) COMPLIANCE

The Company has duly complied with the requirements of the regulatory authorities on capital market. There are no penalties imposed nor any strictures have been passed against the Company during the last three years.

3) DISCLOSURE OF ACCOUNTING TREATMENT

The Company has prepared the financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

4) WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has adopted Whistle Blower Policy and established necessary vigil mechanism in line with Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for directors, employees to report concerns about unethical Behaviour. No personnel has been denied access to Ethics Committee Members/ Chairman of the Audit Committee.

The Company has established a vigil mechanism to promote ethical behaviour in all its business activities and has in place a mechanism for employees to report any genuine grievances, illegal, unethical behaviour, suspected fraud or violation of laws, rules and regulation or conduct to the Chief Vigilance Officer and the Audit Committee of the Board of Directors. The Policy also provides for adequate protection to the whistle blower against victimisation or discriminatory practices. The Policy is available on the website of the Company www.brigadegroup.com.

- 5) The mandatory requirements laid down under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 has been duly complied by the Company and the Company has duly fulfilled the following discretionary requirements as prescribed in Part E of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(i) The Board

The Chairperson of the Company is an Executive Director and therefore the provision relating to Non-Executive Chairperson is not applicable.

(ii) Shareholder Rights

The Company does not send half-yearly financial results, including summary of significant events in the last six months as the same are published in newspapers and also posted on the website of the Company.

(iii) Audit Qualifications

During the year, there was no audit qualification on financial statements of the Company

(iv) Separate Post of Chairperson & CEO

The Chairman of the Company is also the Managing Director but each business vertical is headed by a CEO.

(v) Internal Auditor

The internal auditor reports to the Audit Committee

MEANS OF COMMUNICATION

Financial Results:

The Financial Results of the Company are furnished to the Stock Exchanges on a periodic basis (quarterly, half yearly and annually) after the approval of the Board of Directors.

The results are published in "Economic Times" /"Business Standard"- English Newspapers and "Vijayavani"- Kannada Newspaper within 48 hours after the approval by the Board.

The details of the financial results and shareholding pattern are

hosted on the Company's website: www.brigadegroup.com. All other official news and press releases are displayed on the same website.

Detailed Presentations are made to Investors/ Financial Analysts on the unaudited quarterly financial results as well as the annual audited financial results of the Company. These Presentations are also uploaded on the Company's website www.brigadegroup.com.

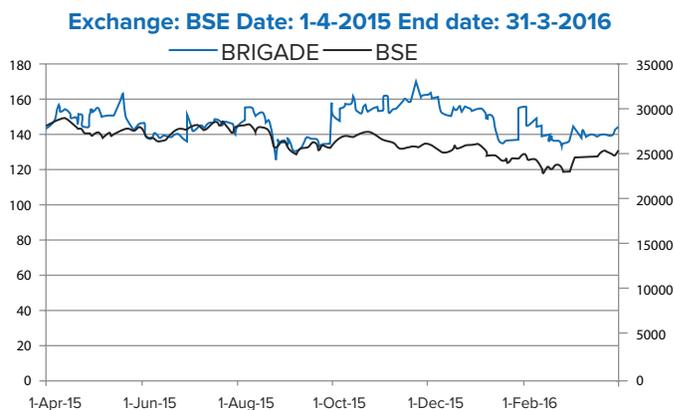
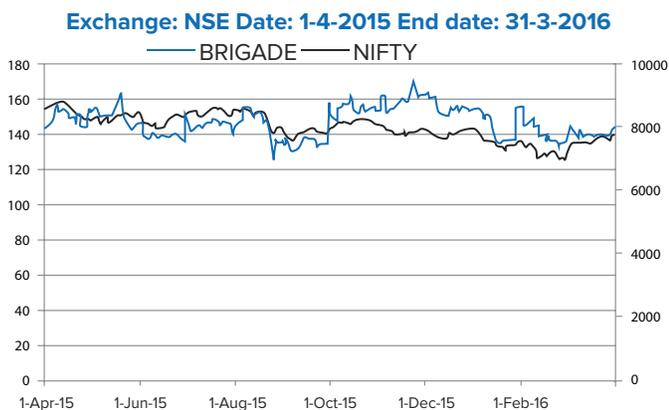
GENERAL SHAREHOLDER INFORMATION

1	Registration Details	Company is registered in the State of Karnataka and The Corporate Identity Number allotted by Ministry of Corporate Affairs (MCA) is L85110KA1995PLC019126
2	Registered Office	29 th & 30 th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore – 560055
3	Compliance Officer	P. Om Prakash
4	Date, time & venue of the 21 st AGM :	Wednesday, 31 st August, 2016 at 11.00 a.m. at The LaLiT Ashok Bangalore, Kumara Krupa High Grounds, Bangalore – 560 001
5	Financial Year	2015-2016
6	Date of Book Closure	NA
7	Dividend	The Board of Directors of the Company declared an Interim Dividend of ₹ 2/- (20%) per equity share on 14 th March, 2016.
8	Listing in Stock Exchanges:	The Equity Shares of the Company are listed in the following Stock Exchanges: <ul style="list-style-type: none"> • The National Stock Exchange of India Limited • BSE Limited
9	Stock Code	<ul style="list-style-type: none"> • National Stock Exchange of India Limited – BRIGADE, series-EQ BE • BSE Limited – 532929
10	Listing Fees:	Listing Fees as prescribed has been paid fully to all the Stock Exchanges where the shares of the Company are listed.

11 Stock Performance

The performance of the stock in BSE Limited & National Stock Exchange of India Limited for the period from 1st April, 2015 to 31st March, 2016 was as follows:

Month	National Stock Exchange of India Limited (NSE)			BSE Limited (BSE)		
	High	Low	Total Turnover	High	Low	Total Turnover
April	163.00	138.80	16,46,11,000	163.00	140.00	3,91,45,571
May	166.85	140.95	17,49,53,000	167.00	141.00	4,89,00,952
June	160.00	132.35	17,08,90,000	160.00	132.90	5,65,73,220
July	150.90	137.15	16,42,79,000	151.00	138.20	6,20,32,169
August	164.80	121.00	29,58,04,000	165.00	121.00	8,63,63,574
September	163.00	127.10	10,71,53,000	162.90	129.00	3,27,59,356
October	167.65	145.35	15,08,68,000	167.80	146.00	2,73,93,785
November	173.90	145.00	19,47,29,000	173.90	148.00	4,46,26,645
December	167.40	150.00	9,85,46,000	167.30	148.50	1,85,18,123
January	158.45	130.00	23,84,32,000	157.90	123.50	9,14,57,430
February	158.90	130.55	19,63,47,000	159.20	132.00	7,76,33,992
March	152.90	135.70	12,35,68,000	152.80	134.70	1,37,80,821



12 Dematerialisation of shares

The ISIN for the Equity Shares of the Company is INE791I01019. A total of 11,00,34,295 Equity Shares aggregating to 97.22% of the total shares of the Company are in dematerialised form as on 31st March 2016.

13 Registrars and Share Transfer Agents:

For Share related matters, members are requested to correspond with the Companies registrar and Transfer Agents- Karvy Computershare Private Limited quoting their folio no./ DP ID & Client ID at the following Address.

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032. Ph. No.: +91 40 6716 1500, Fax No.: 040 23420814 Email: raju.sv@karvy.com

14 Share Transfer System:

Share Transfer in physical form can be lodged with Karvy Computershare Private Limited at the above mentioned address. The transfers are normally processed within fortnight from the date of receipt if the documents are complete in all respects. Certain Directors and the Company Secretary are severally empowered to approve transfers.

15 Distribution of Shareholding as on 31st March, 2016:

Category (Amount)	No. of Shareholders	%	Amount	%
1-5000	59698	98.10	33001130	2.92
5001- 10000	573	0.94	4405970	0.39
10001- 20000	231	0.38	3438530	0.30
20001- 30000	74	0.12	1952620	0.17
30001- 40000	38	0.06	1417620	0.13
40001- 50000	19	0.03	873560	0.08
50001- 100000	74	0.12	5434210	0.48
100001 & Above	146	0.24	1081262510	95.54
Total	60853	100.00	1131786150	100

16 Categories of Shareholders as on 31st March 2016:

Category	No. of Shares	% to Total Shares
Promoters & their Relatives	63734256	56.31
Mutual Funds	4225436	3.73
Foreign Portfolio Investors	3067920	2.71
Financial Institutions / Banks	939775	0.83
NBFC Registered with RBI	1955	0.00
Non Resident Indians	297362	0.26
Indian Public	37458857	33.11
Trusts	164	0.00
Clearing Members	33382	0.03
Body Corporates	3419508	3.02
Total	11,31,78,615	100.00

Promoters / Promoter group haven't pledged any equity shares of the Company held by them in the Company during the financial year 2015-16.

17. Transfer of Unclaimed/Unpaid Dividend

During the year under review, the Company has transferred ₹ 2,21,844/- to Investor Education and Protection Fund Account which was pertaining to Unpaid Dividend Account Brigade Enterprises Limited 2007-08 and remained as unclaimed for a period of 7 years from the date of transfer to refund account (i.e. 28.07.2008).

The Company will be transferring the unclaimed/unpaid dividends as mentioned hereunder to the Investors Education and Protection Fund established by the Central Government, in terms of the provisions of Section 124 and 125 of the Companies Act, 2013:

SI No.	Financial Year	AGM Date at which the Dividend declared	Dividend per Share (in ₹)	Due date for transfer of unclaimed Dividend to IEPF
1	2008-09	14 th AGM – 30 th July, 2009	1.20	30 th August, 2016
2	2009-10	15 th AGM – 23 rd July, 2010	1.20	23 rd August, 2017
3	2010-11	16 th AGM – 11 th August, 2011	1.50	11 th September, 2018
4	2011-12	17 th AGM – 7 th August, 2012	1.50	7 th September, 2019
5	2012-13	18 th AGM – 31 st July, 2013	1.50	1 st September, 2020
6	2013-14	19 th AGM - 5 th August, 2014	2.00	7 th September, 2021
7	2014-15	20 th AGM – 25 th September, 2015	2.00	30 th October, 2022

18. Equity Shares in the Suspense Account

In terms of Schedule V (F) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports the following details relating to the shares held in suspense accounts which were issued in demat form.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	47	1771
Number of shareholders who approached issuer for transfer of shares from suspense account during the year;	0	0
Number of shareholders to whom shares were transferred from suspense account during the year:	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	47	1771

The voting rights on the shares outstanding in the suspense account as on 31st March, 2016 shall remain frozen till the rightful owner of such shares claims the shares.

19. Financials Release Dates for 2016-17

Quarter	Release Date (tentative & subject to change)
1 st Quarter ending 30 th June 2016	First week of August 2016
2 nd Quarter ending 30 th September 2016	First week of November 2016
3 rd Quarter ending 31 st December 2016	First week of February 2017
4 th Quarter ending 31 st March 2017	Second week of May 2017

Internet access: www.brigadegroup.com

The website of the Company contains all relevant information about the Company. The Annual Reports, Shareholding pattern, un-audited quarterly results and all other material information are hosted in this site.

Email Id for Investor Grievances

Company has a dedicated e-mail id (investors@brigadegroup.com) for redressal of grievances of investors. Investors are requested to use this facility.

Place: Bangalore

Date : 16th May, 2016

COMPLIANCE CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors,
Brigade Enterprises Limited
29th & 30th Floor, World Trade Center
Brigade Gateway Campus,
26/1, Dr.Rajkumar Road,
Malleswaram-Rajajinagar, Bangalore – 560055.

This is to certify that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2016, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- d. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.
- e. We further declare that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the financial year 2015-2016.

For **BRIGADE ENTERPRISES LIMITED**

M.R. Jaishankar
Chairman & Managing Director

Suresh K
Chief Financial Officer

Bangalore
16th May, 2016

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Brigade Enterprises Limited

I have examined all the relevant records of Brigade Enterprises Limited ('the Company') for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges for the period from 1st April, 2015 to 30th November, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st December, 2015 to 31st March, 2016. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with;

- All the mandatory conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement
- All the mandatory Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Items 3 & 5 of Non-mandatory requirements as per Annexure XIII of the Listing Agreement:
- Items C & E of Discretionary requirements specified Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

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

Place: Bengaluru
Date : 16th May, 2016

AARTHI G KRISHNA
Practicing Company Secretary
FCS 5706, CP No.5645

INDEPENDENT AUDITOR'S REPORT

To the Members of Brigade Enterprises Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Brigade Enterprises Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether

due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 March 31, 2016, its profit, and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Company

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Adarsh Ranka**

Partner

Membership Number: 209567

Place: Bengaluru

Date: May 16, 2016

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BRIGADE ENTERPRISES LIMITED

To the Members of Brigade Enterprises Limited

Report on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2016 ("the Order")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) (a) The Company has granted interest-free loans to six parties covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act"). In our opinion and according to the information and explanations given to us, the terms and conditions of the loans are not prejudicial to the Company's interest, having regard to management's representation that the loans are given to such parties considering the Company's economic interest and long-term trade relationship with such parties.
- (b) In respect of loans granted to parties covered in the register maintained under Section 189 of the Companies Act, 2013, the loans are repayable as per the contractual terms and are interest-free. As per contractual terms, the loans have not fallen due for repayment. Accordingly, there has been no default on the part of the parties to whom the money has been lent.
- (c) There are no amounts of loans granted to companies, firms or other parties covered in the register maintained under Section 189 of the Act, which are outstanding for more than ninety days.
- (iv) In our opinion and according to the information and explanations given to us, provisions of Section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Disputed Amount (₹ Lakhs)	Amount Paid under protest (₹ Lakhs)	Financial Year to which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	37	37	2008-09	Income Tax Appellate Tribunal
		973	-	2009-10	Karnataka High Court
		298	-	2010-11	Commissioner Of Income Tax (Appeals)
		2	2	2011-12	
		499	-	2012-13	
Finance Act, 1994	Service Tax	97	-	2004-06	Custom Excise & Service Tax Appellate Tribunal
		16	-	2006-08	
		81	-	2006-08	
Karnataka Value Added Tax, 2003	Value added tax	222	222	2006-07	The Joint Commissioner of Commercial Taxes (Appeals)
		50	50	2008-09	
		48	48	2009-10	
		435	237*	2010-11	
		115	115	2011-12	
		1290	400**	2012-13	Karnataka Appellate Tribunal
Karnataka Tax On Entry Of Goods Act, 1979	Entry tax	113	113	2008-09	The Joint Commissioner of Commercial Taxes (Appeals)

* Excluding bank guarantee of ₹ 198 Lakhs provided by the Company under protest.

** Excluding bank guarantee of ₹ 890 Lakhs provided by the Company under protest.

(viii) In our opinion and according to information and explanations given by the management, the Company has not defaulted in repayment of dues to banks or financial institutions. The Company has no outstanding dues to debenture holders or government.

(ix) According to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans (representing loans with a repayment period beyond 36 months) for the purpose for which the loan was obtained. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers and employees has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration

has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a nidhi company. Accordingly, the provisions of Clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully/partly convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.

- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.
- (xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Adarsh Ranka**

Partner

Membership Number: 209567

Place: Bengaluru

Date: May 16, 2016

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF BRIGADE ENTERPRISES LIMITED

To the Members of Brigade Enterprises 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 Brigade Enterprises Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over

financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Adarsh Ranka**

Partner

Membership Number: 209567

Place: Bengaluru

Date: May 16, 2016

Balance Sheet as at March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(₹ in Lakhs)

Equity and Liabilities	Notes	March 31, 2016	March 31, 2015
Shareholders' funds			
Share capital	3	11,318	11,274
Reserves and surplus	4	133,059	120,381
		144,377	131,655
Non-current liabilities			
Long-term borrowings	5	97,495	55,663
Deferred tax liabilities (net)	6	3,602	3,649
Other long-term liabilities	7	5,768	4,184
Long-term provisions	8	68	46
		106,933	63,542
Current liabilities			
Short-term borrowings	9	312	959
Trade payables	10		
- Total outstanding dues of micro enterprises and small enterprises		2,160	1,680
- Total outstanding dues of creditors other than micro enterprises and small enterprises		32,081	23,121
Other current liabilities	7	148,920	132,082
Short-term provisions	8	1,825	3,233
		185,298	161,075
Total		436,608	356,272
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	113,957	108,561
Intangible assets	12	173	140
Capital work-in-progress	13	42,254	37,717
Non-current investments	14	55,771	19,215
Long-term loans and advances	15	63,019	64,539
Other non-current assets	16.2	7,708	7,521
		282,882	237,693
Current assets			
Inventories	17	128,303	97,789
Trade receivables	16.1	4,586	1,615
Cash and bank balances	18	3,031	2,241
Short-term loans and advances	15	9,448	8,662
Other current assets	16.2	8,358	8,272
		153,726	118,579
Total		436,608	356,272
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements			

As per our report of even date

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

For and on behalf of the Board of directors of
Brigade Enterprises Limited**M. R. Jaishankar**

Chairman & Managing Director

M. R. Shivram

Director

per **Adarsh Ranka**

Partner

Membership No. 209567

K. Suresh

Chief Financial Officer

P. Om PrakashCompany Secretary
& Compliance Officer

Place: Bengaluru

Date: May 16, 2016

Place: Bengaluru

Date: May 16, 2016

Statement of Profit and Loss

for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(₹ in Lakhs)

	Notes	March 31, 2016	March 31, 2015
Income:			
Revenue from operations	19	122,645	98,805
Other income	20	7,488	1,996
Total revenue (i)		130,133	100,801
Expenses:			
Sub-contractor cost		59,512	46,016
Cost of raw materials, components and stores consumed	21	14,408	12,987
Land purchase cost		5,701	6,564
(Increase)/ decrease in inventories of stock of flats, land stock and work-in-progress	22	(24,805)	(23,612)
Employee benefits expense	23	10,714	8,862
Finance costs	24	14,682	11,460
Depreciation and amortization expense	25	9,798	9,199
Other expenses	26	19,098	18,459
Total expenses (ii)		109,108	89,935
Profit before tax (i)-(ii)		21,025	10,866
Tax expense			
Current tax			
Pertaining to profit for the current year		6,436	3,512
Adjustment of tax relating to earlier years [net of MAT credit entitlement of ₹ Nil (March 31, 2015: ₹ 534 Lakhs)]		-	205
Deferred tax (credit) / charge		(47)	149
Total tax expense		6,389	3,866
Profit for the year		14,636	7,000
Earnings per equity share			
[nominal value of share ₹ 10 (March 31, 2015: ₹ 10)]	27		
Basic (₹)		12.97	6.23
Diluted (₹)		12.88	6.16
Summary of significant accounting policies	2.1		
The accompanying notes are an integral part of the financial statements.			

As per our report of even date

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of
Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M. R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

Cash Flow Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Cash flows from operating activities		
Profit before tax	21,025	10,866
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortization expense	9,798	9,199
Finance costs	14,682	11,460
Interest income	(1,779)	(623)
Dividend income	(2,696)	(19)
Premium received on redemption of debentures	(1,679)	-
Profit on sale of fixed assets	(2)	(28)
Provision for diminution in value of investments written back	-	(424)
Provisions no longer required written back	(449)	(277)
Loans and advances written off	-	693
Bad debts written off	64	-
Employee stock compensation expense	53	29
Provision for doubtful debts	-	20
Provision for loss on construction contracts	-	231
Operating profit before working capital changes	39,017	31,127
Movements in working capital :		
Increase/ (decrease) in trade payables	9,889	6,906
Increase/ (decrease) in other liabilities	12,018	9,186
Decrease / (increase) in trade receivables	(3,035)	1,746
Decrease / (increase) in inventories	(24,906)	(26,544)
Decrease / (increase) in other assets	151	(6,364)
Decrease / (increase) in loans and advances	(8,246)	(14,606)
Increase / (decrease) in provisions	5	54
Cash generated from / (used in) operations	24,893	1,505
Direct taxes paid, net	(3,604)	(3,108)
Net cash flow from/ (used in) operating activities (A)	21,289	(1,603)
Cash Flows from investing activities		
Purchase of fixed assets (including capital work in progress and capital advances)	(24,861)	(19,672)
Proceeds from sale of fixed assets	368	2,099
Purchase of non current investments	(33,751)	(5,492)
Redemption of non current investments	5,365	-
Investments in bank deposits	(158)	(1,610)
Premium on redemption received	1,679	-
Interest received	1,513	620
Dividends received	2,696	19
Net cash flow from/ (used in) investing activities (B)	(47,149)	(24,036)

Cash Flow Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Cash flows from financing activities		
Proceeds from issuance of share capital (including securities premium)	218	246
Proceeds from long-term borrowings	123,637	65,665
Repayment of long-term borrowings	(75,575)	(25,168)
Increase/(decrease) of short-term borrowings, net	(646)	(680)
Interest paid	(16,099)	(12,342)
Dividends paid (including tax on dividend)	(4,885)	(2,620)
Net cash flow from/ (used in) in financing activities (C)	26,650	25,101
Net increase/(decrease) in cash and cash equivalents (A + B + C)	790	(538)
Cash and cash equivalents at the beginning of the year	2,241	2,779
Cash and cash equivalents at the end of the year	3,031	2,241
Components of cash and cash equivalents		
Cash on hand	259	85
With banks:		
- on current accounts	2,478	2,010
- unpaid dividend accounts*	19	13
- on deposit accounts	275	133
Total cash and cash equivalents (note 18)	3,031	2,241
*The Company can utilize these balances only towards settlement of the respective unpaid dividend.		
Summary of significant accounting policies	2.1	

As per our report of even date

For **S. R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**
Partner
Membership No. 209567

Place: Bengaluru
Date: May 16, 2016

For and on behalf of the Board of directors of
Brigade Enterprises Limited

M. R. Jaishankar
Chairman & Managing Director

K. Suresh
Chief Financial Officer

Place: Bengaluru
Date: May 16, 2016

M. R. Shivram
Director

P. Om Prakash
Company Secretary
& Compliance Officer

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate information

Brigade Enterprises Limited ('BEL' or the 'Company') was incorporated on November 8, 1995 and is listed on the National Stock Exchange of India Limited and BSE Limited. The Company is carrying on the business of real estate development, leasing and hospitality and related services.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies

(a) Changes in accounting policies - Component Accounting

Pursuant to adoption of component accounting by the Company from 1 April 2015 as required under Schedule II to the Companies Act, 2013, the Company has identified and determined cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. If a component has zero remaining useful life on the date of component accounting becoming effective, i.e., 1 April 2015, its carrying amount, after retaining any residual value, is charged to the statement of profit and loss. The carrying amount of other components, i.e., components whose remaining useful life is not nil on 1 April 2015, is depreciated over their remaining useful lives.

Had the Company continued to use the earlier policy of depreciating plant, property and equipment, depreciation for the current year would have been lower by Rs. 1,674 lakhs and correspondingly, the profit for the current year and the net block of tangible assets as at the current year-end would have been higher by such amount.

(b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the

reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Any revision to accounting estimates is recognized prospectively.

(c) Tangible fixed assets and capital work-in-progress

Tangible fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

(d) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on written down value basis using the following useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013:

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Tangible Fixed Assets	Useful lives (in years)
Buildings (other than factory buildings)	60
Plant and machinery	15
Furniture and fixtures	
i. General Furniture and fixtures	10
ii. Furniture and fixtures used in hotels	8
Computer hardware	
i. Computer equipment	3
ii. Servers and network equipment	6
Office equipment	5
Motor Vehicles	8

Leasehold land is amortized on a straight line basis over the balance period of lease.

Based on the planned usage of certain project-specific assets and technical evaluation thereon, the management has estimated the useful lives of such classes of assets as below, which are lower from the useful lives as indicated in Schedule II and are depreciated on straight line basis:

i. Buildings	-	14 - 25 years
ii. Furniture and fixtures	-	5 years
iii. Office equipment	-	5 years
iv. Plant and Machinery	-	5 years

(e) Intangible assets

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

Intangible assets comprising of computer software are amortized on a written down value basis over a period of three years, which is estimated by the management to be the useful life of the asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when asset is derecognized.

(f) Impairment of tangible and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable

amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

(h) Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventorised as part of the cost of the respective asset. All other borrowing costs are charged to statement of profit and loss.

(i) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(j) Inventories

Direct expenditure relating to real estate activity is inventorised. Other expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is directly attributable cost of bringing the asset to its working condition for its intended use. Other expenditure (including borrowing costs) incurred during the construction period which is not directly attributable for bringing the asset to its working condition for its intended use is charged to the statement of profit and loss. Direct and other expenditure is determined based on specific identification to the real estate activity.

- i. **Work-in-progress:** Represents cost incurred in respect of unsold area (including land) of the real estate development projects or cost incurred on projects where the revenue is yet to be recognized. Work-in-progress is valued at lower of cost and net realizable value.
- ii. **Finished goods - Stock of Flats:** Valued at lower of cost and net realizable value.
- iii. **Raw materials, components and stores:** Valued at lower of cost and net realizable value. Cost is determined based on FIFO basis.
- iv. **Land stock:** Valued at lower of cost and net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(k) Land

Advances paid by the Company to the seller/ intermediary toward outright purchase of land is recognized as land advance under loans and advances during the course of obtaining clear and marketable title, free from all encumbrances and transfer of legal title to the Company, whereupon it is transferred to land stock under inventories.

Amounts paid by the Company to the land owners towards right for development of land in exchange of constructed area are recognized as land advance under loans and advances and on the launch of the project, the non-refundable amount is transferred as land cost to work-in-progress.

The Company has entered into agreements with land owners/ possessor to develop properties on such land in lieu of which, the Company has agreed to transfer certain percentage of constructed area. The Company measures development rights/land received under these agreements at cost of construction transferred, as adjusted for other cash/ non-cash consideration on a net basis.

(l) Revenue recognition

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

The Company collects taxes such as value added tax, luxury tax, entertainment tax, service tax, etc on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from the aforesaid revenue/ income.

The following specific recognition criteria must also be met before revenue is recognized:

Recognition of revenue from real estate development

Revenue from real estate development is recognized upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Where the Company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards, revenue in such cases is recognized by applying the percentage of completion method only if the following thresholds have been met:

- i. all critical approvals necessary for the commencement of the project have been obtained;

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

- ii. the expenditure incurred on construction and development costs (excluding land cost) is not less than 25 % of the total estimated construction and development costs;
- iii. at least 25 % of the saleable project area is secured by contracts/agreements with buyers; and
- iv. at least 10 % of the contracts/agreements value are realized at the reporting date in respect of such contracts/ agreements.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, revenue and costs associated with the real estate development are recognized as revenue and expenses by reference to the stage of completion of the project activity at the reporting date arrived at with reference to the entire project costs incurred (including land costs).

Revenue from hospitality services

Revenue from hospitality operations comprise revenue from rooms, restaurants, banquets and other allied services, including telecommunication, laundry, etc. Revenue is recognized as and when the services are rendered and is disclosed net of allowances.

Income from leasing

Rental income receivable under operating leases (excluding variable rental income) is recognized in the income statement on a straight-line basis over the term of the lease. Rental income under operating leases having variable rental income is recognized as per the terms of the contract.

Income from other services

Commission, management fees, vehicle parking fees and other fees receivable for services rendered are recognized as and when the services are rendered as per the terms of the contract.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend income

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

(m) Foreign currency translation - Foreign currency transactions and balances

- i. Initial recognition - Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

- ii. Conversion - Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

- iii. Exchange differences - The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as income or as expense in the period in which they arise.

(n) Retirement and other employee benefits

Retirement benefits in the form of state governed Employee Provident Fund, Employee State Insurance and Employee Pension Fund Schemes are defined contribution schemes (collectively the 'Schemes'). The Company has no obligation, other than the contribution payable to the Schemes. The Company recognizes contribution payable to the Schemes as expenditure, when an employee renders the related service. The contribution paid in excess of amount due is recognised as an asset and the contribution due in excess of amount paid is recognised as a liability.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method, made at the end of each financial year. Actuarial gains and losses are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method, made at the end of each financial year. Actuarial gains/losses are immediately taken to the statement of profit and loss. The Company presents the accumulated leave liability as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(o) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes

MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(p) Employee stock compensation cost

Employees (including senior executives) of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

(q) Segment reporting

- i. Identification of segments - The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.
- ii. Inter-segment transfers - The Company generally accounts for intersegment sales and transfers at appropriate margins.
- iii. Unallocated items - Unallocated items include general corporate asset, liability, income and expense items which are not allocated to any business segment.
- iv. Segment accounting policies - The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(r) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

(s) Provisions

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can

be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(t) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(u) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3 Share capital

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Authorized shares (No.)		
1,500 Lakhs (March 31, 2015: 1,500 Lakhs) Equity shares of ₹ 10 each	15,000	15,000
Issued, subscribed and fully paid-up shares (No.)		
1,132 Lakhs (March 31, 2015: 1,128 Lakhs) Equity Shares of ₹ 10 each	11,318	11,274
Total issued, subscribed and fully paid-up share capital	11,318	11,274

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares

	March 31, 2016		March 31, 2015	
	No. in Lakhs	₹ in Lakhs	No. in Lakhs	₹ in Lakhs
At the beginning of the year	1,128	11,274	1,123	11,225
Issued during the year pursuant to the exercise of stock options by certain employees	4	44	5	49
Outstanding at the end of the year	1,132	11,318	1,128	11,274

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2016, the amount of per share dividend (including interim dividend) recognized as distributions to equity shareholders was ₹ 2 (March 31, 2015: ₹ 2)

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(c) Details of shareholders holding more than 5% shares in the company

	March 31, 2016		March 31, 2015	
	No. in Lakhs	% holding	No. in Lakhs	% holding
Equity shares of ₹ 10 each fully paid				
M.R. Jaishankar	230	20%	230	20%
Githa Shankar	187	17%	187	17%
Nirupa Shankar	93	8%	93	8%

As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

(d) Shares issued for consideration other than cash and reserved for issue under options

The Company has issued total 9 Lakhs shares (March 31, 2015: 5 lakhs shares) during the period of 5 years immediately preceding the reporting date on exercise of options granted under ESOP wherein part consideration was received in the form of employee services.

For details of shares reserved for issue under the employee stock option plan (ESOP) of the Company, refer note 42.

4 Reserves and surplus

	(₹ in Lakhs)	
	March 31, 2016	March 31, 2015
Securities premium account		
Balance as per the last financial statements	68,796	68,572
Add: received during the year on issue of equity shares	198	224
Closing Balance	68,994	68,796
Employee stock option outstanding		
Balance as per the last financial statements	16	14
Add: Compensation expense for options granted during the year	53	29
Less: Transferred to securities premium on exercise of stock options	24	27
Closing Balance	45	16
General reserve		
Balance as per the last financial statements	8,751	7,869
Add: amount transferred from Surplus in the statement of profit and loss towards future capital expansion	819	882
Closing Balance	9,570	8,751
Surplus in the statement of profit and loss		
Balance as per last the financial statements	42,818	39,504
Profit for the year	14,636	7,000
Less: Appropriations		
Interim Dividend	2,263	-
Proposed Final Dividend	-	2,255
Tax on Interim Dividend	468	-
Tax on Proposed Final Dividend	-	451
Dividend Tax credit availed on dividend received from a subsidiary		
- towards proposed final dividend of previous year	(451)	-
- towards interim dividend of current year	(95)	-
Transitional adjustment on account of depreciation pursuant to adoption of Schedule II to the Companies Act 2013 [net of tax of ₹ Nil (March 31, 2015: ₹ 50 lakhs)]	-	98
Transfer to General Reserve towards future capital expansion	819	882
Total appropriations	3,004	3,686
Net surplus in the statement of profit and loss	54,450	42,818
Total reserves and surplus	133,059	120,381

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

5 Long-term borrowings

(₹ in Lakhs)

	Non-current portion		Current maturities*	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Term loan from banks (secured)	97,495	55,663	73,753	67,523
	97,495	55,663	73,753	67,523
Amount disclosed under the head "Other current liabilities" (note 7)	-	-	(73,753)	(67,523)
Net amount	97,495	55,663	-	-

Note 1: Includes term loan from banks secured by way of assignment of project receivables ₹ 69,639 Lakhs (March 31, 2015: ₹ 57,465 Lakhs) and further secured by collateral security of underlying land, building and movable fixed assets. The loans carry interest in the range of 11-12% and are repayable within 60-120 installments of upto ₹ 300 Lakhs. Certain loans are further guaranteed by Company's Directors - ₹ 923 Lakhs (March 31, 2015: ₹ 28,153 Lakhs) and a subsidiary company - ₹ Nil (March 31, 2015: ₹ 8,373 Lakhs).
Note 2: Includes term loan from banks by way of mortgage of project properties ₹ 101,609 Lakhs (March 31, 2015: ₹ 65,721 Lakhs). The loans carry interest rate in the range of 10-14% and are repayable within 12-60 installments of upto ₹ 300 Lakhs. Certain loans are further guaranteed by Company's directors - ₹ 18,701 Lakhs (March 31, 2015: ₹ 38,881 Lakhs).

* Represent amounts repayable within the operating cycle. Amount repayable within twelve months is ₹ 46,614 Lakhs (March 31, 2015: ₹ 26,606 Lakhs)

6 Deferred tax liabilities (net)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	4,088	4,024
Others	238	228
Gross deferred tax liabilities	4,326	4,252
Deferred tax assets		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	724	603
Gross deferred tax assets	724	603
Net deferred tax liabilities	3,602	3,649

7 Other liabilities

(₹ in Lakhs)

	Long-term		Short-term	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Current maturities of long-term borrowings (note 5)	-	-	73,753	67,523
Investor education and protection fund will be credited by following amounts (as and when due) Unclaimed dividend	-	-	19	13
Others				
Lease deposits	5,129	3,558	5,481	4,747
Lease equalisation reserve	639	626	3	8
Advance from customers	-	-	60,174	52,094
Interest free deposits from customers	-	-	5,833	4,630
Payable towards purchase of fixed assets	-	-	527	359
Employee benefits payable	-	-	2,297	1,900
Statutory dues payable	-	-	833	808
	5,768	4,184	148,920	132,082

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

8 Provisions

(₹ in Lakhs)

	Long-term		Short-term	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Provision for employee benefits				
Provision for gratuity (note 28)	68	46	147	59
Provision for leave benefits	-	-	364	237
	68	46	511	296
Other provision				
Provision for taxation (net of advance tax)	-	-	1,314	-
Provision for losses on construction contracts	-	-	-	231
Provision for equity dividend	-	-	-	2,255
Provision for tax on proposed equity dividend	-	-	-	451
	-	-	1,314	2,937
	68	46	1,825	3,233

9 Short-term borrowings

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Cash credit facilities from banks (secured)	312	959
	312	959

Note: Cash credit facilities from banks are secured by way of mortgage of project properties and are personally guaranteed by the directors of the Company. The facilities carry interest rate in the range of 12-14% and are repayable on demand.

10 Trade payables

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Trade payable		
- Total outstanding dues of micro enterprises and small enterprises (refer note 32 for details of dues to micro and small enterprises)	2,160	1,680
- Total outstanding dues of creditors other than micro enterprises and small enterprises	32,081	23,121
	34,241	24,801

11 Tangible assets

(₹ in Lakhs)

	Freehold Land	Leasehold Land	Building	Electrical Installation and Equipment	Furniture & Fixtures	Plant & Machinery	Office Equipment	Computer Hardware	Vehicles	Total
Cost										
At April 1, 2014	8,025	-	106,183	-	13,874	6,193	3,114	707	413	138,509
Additions	-	644	596	-	106	262	64	27	7	1,706
Disposals	9	-	26	-	6	33	-	20	26	120
At March 31, 2015	8,016	644	106,753	-	13,974	6,422	3,178	714	394	140,095
Adjustment on account of component accounting	-	-	(11,098)	8,619	-	2,479	-	-	-	-
Additions	-	2,810	9,423	1,088	339	1,216	195	276	53	15,400
Disposals	-	-	386	-	-	-	-	18	12	416
At March 31, 2016	8,016	3,454	104,692	9,707	14,313	10,117	3,373	972	435	155,079
Depreciation										
At April 1, 2014	-	-	11,236	-	7,179	1,774	1,468	556	244	22,457

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Freehold Land	Leasehold Land	Building	Electrical Installation and Equipment	Furniture & Fixtures	Plant & Machinery	Office Equipment	Computer Hardware	Vehicles	Total
Charge for the year		6	4,784	-	2,285	844	948	81	60	9,008
Disposals	-	-	9	-	6	12	-	4	20	51
Other adjustments	-	-	-	-	15	7	38	60	-	120
At March 31, 2015	-	6	16,011	-	9,473	2,613	2,454	693	284	31,534
Adjustment on account of component accounting	-	-	(1,320)	1,029	-	291	-	-	-	-
Charge for the year	-	21	4,275	1,738	1,659	1,373	428	102	42	9,638
Disposals	-	-	22	-	-	-	-	17	11	50
At March 31, 2016	-	27	18,944	2,767	11,132	4,277	2,882	778	315	41,122
Net Block										
At March 31, 2015	8,016	638	90,742	-	4,501	3,809	724	21	110	108,561
At March 31, 2016	8,016	3,427	85,748	6,940	3,181	5,840	491	194	120	113,957

- (a) Till March 31, 2015, Buildings comprising the civil structure and the associated electrical installation & equipment and plant & machinery were capitalized under 'Building' since machineries and equipment like air-conditioning, lifts, fire protection system, electrical equipment etc. forms an integral part of the building without which the building cannot operate. The life of the building was considered to be co-terminus with the life of the machineries and equipment based on the estimated useful life of the assets and accordingly depreciation rate was adopted for this class of assets.

During the year ended March 31, 2016, the Company has changed its accounting policy for tangible assets and has adopted component accounting in accordance with the provisions of the Companies Act, 2013. Consequently, gross block of Buildings have been broken up into various components and depreciated. Also, refer Note 2.1(a) for details in this regard.

- (b) During the year, the Company has acquired an immovable property outside India amounting to ₹ 350 Lakhs (capitalised under 'Building') for its business in compliance with applicable regulations.
- (c) Tangible assets include following assets given on operating lease:

(₹ in Lakhs)

	Freehold Land	Leasehold Land	Building	Electrical Installation and Equipment	Furniture & Fixtures	Plant & Machinery	Office Equipment	Total
Gross Block								
March 31, 2015	6,403	-	85,315	-	5,454	4,077	1,307	102,556
March 31, 2016	6,403	2,810	83,648	9,379	5,733	7,675	1,394	117,042
Depreciation charge for the year								
March 31, 2015	-	-	3,885	-	751	594	414	5,644
March 31, 2016	-	8	3,887	1,738	717	627	232	7,209
Accumulated depreciation								
March 31, 2015	-	-	12,118	-	3,470	1,572	928	18,088
March 31, 2016	-	8	14,754	2,716	4,187	2,472	1,160	25,297
Net book value								
March 31, 2015	6,403	-	73,197	-	1,984	2,505	379	84,468
March 31, 2016	6,403	2,802	68,894	6,663	1,546	5,203	234	91,745

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

12 Intangible assets

(₹ in Lakhs)

	Computer Software	Total
Cost or valuation		
At April 1, 2014	687	687
Additions	164	164
Disposals	-	-
At March 31, 2015	851	851
Additions	193	193
Disposals	-	-
At March 31, 2016	1,044	1,044
Depreciation		
At April 1, 2014	491	491
Charge for the year	191	191
Disposals	-	-
Other adjustments	29	29
At March 31, 2015	711	711
Charge for the year	160	160
Disposals	-	-
Other adjustments	-	-
At March 31, 2016	871	871
Net Block		
At March 31, 2015	140	140
At March 31, 2016	173	173

13 Capital work-in-progress

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Opening Balance	37,717	18,794
- Additions during the year	23,822	18,923
- Capitalised during the year	(13,677)	-
- Transferred to inventory during the year	(5,608)	-
Closing Balance	42,254	37,717

Note: Additions to CWIP include certain expenses which have been directly capitalized to CWIP. Consequently, expenses disclosed under the respective notes are net of such amounts capitalized by the Company.

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Land cost	215	-
Sub-contractor cost	12,746	9,709
Cost of material	7,359	7,087
Interest expense	1,417	882
Employee benefits expense	472	274
License fees and plan approval charges	716	185
Architect and consultancy fees	558	444
Others	339	342
	23,822	18,923

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

14 Non-current investments

	(₹ in Lakhs)	
	March 31, 2016	March 31, 2015
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
<i>Investment in subsidiaries</i>		
100 Lakhs (March 31, 2015: 100 Lakhs) Equity shares of ₹ 10/- each fully paid up in Brigade Hospitality Services Limited	1,000	1,000
0.51 Lakhs (March 31, 2015: 0.51 Lakhs) Class A Equity shares of ₹ 10/- each fully paid up in Brigade Properties Private Limited	5	5
10.17 Lakhs (March 31, 2015: 10.17 Lakhs) Class C Equity shares of ₹ 10/- each fully paid up in Brigade Properties Private Limited	102	102
95.90 Lakhs (March 31, 2015: 95.90 Lakhs) 0.01% Optionally Convertible Preference shares of ₹ 10/- each fully paid up in Brigade Properties Private Limited	959	959
0.50 Lakhs (March 31, 2015: 0.50 Lakhs) Equity shares of ₹ 10/- each fully paid up in Brigade Infrastructure and Power Private Limited	5	5
0.50 Lakhs (March 31, 2015: 0.50 Lakhs) Equity shares of ₹ 10/- each fully paid up in Brigade Estates and Projects Private Limited	5	5
10.02 Lakhs (March 31, 2015: 10.02 Lakhs) Equity shares of ₹ 10/- each fully paid up in Brigade Tetrarch Private Limited	38	38
28.75 Lakhs (March 31, 2015: 28.75 Lakhs) Equity shares of ₹ 10/- each fully paid up in WTC Trades and Projects Private Limited	841	841
5 Lakhs (March 31, 2015: 5 Lakhs) Equity shares of ₹ 10/- each fully paid up in Orion Mall Management Company Limited	50	50
1.98 Lakhs (March 31, 2015: 0.50 Lakhs) Equity shares of ₹ 10/- each fully paid up in Prosperita Hotel Ventures Limited (refer note b below)	8,175	5
142.51 Lakhs (March 31, 2015: 100.01 Lakhs) Equity shares of ₹ 10/- each fully paid up in BCV Developers Private Limited (refer note a below)	1,425	1,000
12.50 Lakhs (March 31, 2015: Nil) Equity Shares of ₹ 10/- each fully paid up in Brigade (Gujarat) Projects Private Limited	125	-
0.51 Lakhs (March 31, 2015: Nil) Class A Equity shares of ₹ 10/- each fully paid up in Perungudi Real Estates Private Limited	5	-
28.89 Lakhs (March 31, 2015: Nil) Class B Equity shares of ₹ 10/- each fully paid up in Perungudi Real Estates Private Limited	289	-
	13,024	4,010
Investment in Joint Venture Companies		
Nil (March 31, 2015: 17.5 Lakhs) Equity shares of ₹ 10/- each fully paid up in BCV Estates Private Limited (refer note a below)	-	175
Nil (March 31, 2015: 25 Lakhs) Equity shares of ₹ 10/- each fully paid up in CV Properties (Bangalore) Private Limited (refer note a below)	-	250
	-	425
Investment in Associate Companies		
11.10 Lakhs (March 31, 2015: 3.7 Lakhs) Equity shares of ₹ 10/- each fully paid up in Tandem Allied Services Private Limited	7	7
	7	7
Investment in Other Companies		
1.56 Lakhs (March 31, 2015: 1.56 Lakhs) Equity shares of ₹ 10/- each full paid up in Mangalore Energies Private Limited	16	16
	16	16
Unquoted debt instruments		
<i>Investment in Subsidiaries</i>		
7.33 Lakhs (March 31, 2015: 24.52 Lakhs) Series A Optionally convertible debentures of ₹ 100/- each fully paid up in Brigade Properties Private Limited	733	2,452
31.83 Lakhs (March 31, 2015: 47.03 Lakhs) Series B Optionally convertible debentures of ₹ 100/- each fully paid up in Brigade Properties Private Limited	3,183	4,703
51 Lakhs (March 31, 2015: 51 Lakhs) Series C Fully Convertible Debentures of ₹ 100/- each fully paid in Brigade Properties Private Limited	5,100	5,100
297.06 Lakhs (March 31, 2015: Nil) Series A Optionally Convertible Debentures of ₹ 100/- each fully paid in Perungudi Real Estates Private Limited	29,706	-
	38,722	12,255
Total Trade investments (A)	51,769	16,713

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	(₹ in Lakhs)	
	March 31, 2016	March 31, 2015
Non-trade investments, unquoted (valued at cost unless stated otherwise)		
Investment in equity instrument		
0.05 Lakhs (March 31, 2015: 0.05 Lakhs) Equity shares of ₹ 10/- each fully paid up in Diagnostic Research Private Limited	1	1
2.39 Lakhs (March 31, 2015: 2.39 Lakhs) Equity shares of ₹ 10/- each fully paid up in AEC Promag Consultancy Private Limited	24	24
	25	25
Less: Provision for diminution in value of investment	(25)	(25)
	-	-
Investment in Bonds		
400 bonds (March 31, 2015: 250 bonds) of ₹ 1,000,000/- each fully paid up in Lakshmi Vilas Bank Limited	4,000	2,500
	4,000	2,500
Government and trust securities		
Investment in Government securities	2	2
	2	2
Total Non-trade investments (B)	4,002	2,502
Total (A)+(B)	55,771	19,215
Aggregate amount of unquoted investments	55,771	19,215
Aggregate provision for diminution in value of investments	25	25

- (a) BCV Developers Private Limited ('BDPL'), a subsidiary company, along with two joint venture companies BCV Estates Pvt. Ltd. ('BEPL') and CV Properties (Bangalore) Pvt. Ltd. ('CPPL'), had filed a scheme of amalgamation, with the appointed date for such scheme being 01.10.2013. The scheme has been sanctioned by the High Court of Karnataka on April 29, 2015 and the companies have filed the order with the Registrar of Companies on May 25, 2015. Upon such filing, BEPL and CPPL have amalgamated into BDPL and the equity shareholders of BEPL and CPPL were issued equivalent equity shares in BDPL. Consequently, the investments in BEPL and CPPL have been merged into the investments in BDPL and accordingly disclosed above. Also refer note 37 and 41.
- (b) During the year, the Company has made equity investment of ₹ 8,170 Lakhs in Prosperita Hotel Ventures Ltd ('PHVL') by way of conversion of loans given to PHVL.

15 Loans and advances

(Unsecured, considered good)

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Land advances*	32,818	27,902	-	-
Loan and advances to related parties (note 37)***	21,912	28,327	61	275
Advance to suppliers	-	-	5,122	5,346
Advance income-tax (net of provision for taxation)	1,329	1,196	-	-
MAT credit entitlement****	2,140	3,791	-	-
Balances with statutory / government authorities**	3,331	2,398	3,143	1,643
Other loans and advances				
Prepaid expenses	-	-	470	515
Security deposit*****	674	661	505	502
Advances recoverable in cash or kind	106	144	133	25
Capital advances	709	120	-	-
Loans to employees	-	-	14	356
Total	63,019	64,539	9,448	8,662

- * Advances for land though unsecured, are considered good as the advances have been given based on arrangements/memorandum of understanding executed by the Company and the Company/seller/intermediary is in the course of obtaining clear and marketable title, free from all encumbrances, including for certain properties under litigation. Includes property advance to related party - M. R. Jaishankar ₹ 763 Lakhs (March 31, 2015: ₹ 752 Lakhs).

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

** Includes amount paid under protest of ₹ 1,185 Lakhs (March 31, 2015: ₹ 702 Lakhs).

**** Net of utilization of ₹ 1,651 Lakhs (March 31, 2015: ₹ 1,032 Lakhs)

***** Includes security deposit to related party - WTC Trades and Projects Private Limited of ₹ 613 Lakhs (March 31, 2015: ₹ 613 Lakhs)

*** Includes loans and advances due by directors or other officers, etc. as below.

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Dues from M/s BCV Developers Private Limited in which Company's director is a director	17,845	12,301	-	-
Dues from M/s Prosperita Hotel Ventures Limited in which Company's director is a director	1,095	7,515	-	-
Dues from M/s BCV Estates Private Limited in which Company's director is a director	-	2,476	-	-
Dues from M/s Brigade Tetrarch Private Limited in which Company's director is a director	1,893	1,887	-	-
Dues from M/s Brigade Estates & Projects Private Limited in which Company's director is a director	899	899	-	-
Dues from M/s Brigade Foundation Trust in which Company's director is a trustee	180	180	-	-
Dues from M/s Brigade Properties Private Limited in which Company's officer is a director	-	-	-	150
Dues from M/s Brigade Infrastructure & Power Private Limited in which Company's director is a director	-	-	38	38
Dues from M/s Brookefield Real Estates and Projects Private Limited in which Company's officer is a director	-	-	6	-
Dues from Mr. M.R. Jaishankar, Managing Director	-	-	9	5
Dues from Mrs. Githa Shankar, Director	-	-	6	6

16 Trade receivables and other assets

16.1 Trade receivable

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	-	-	8	65
Doubtful	-	1	-	-
	-	1	8	65
Provision for doubtful trade receivables	-	(1)	-	-
(A)	-	-	8	65
Other receivables				
Unsecured, considered good	-	-	4,578	1,550
Doubtful	-	-	9	23
	-	-	4,587	1,573
Provision for doubtful trade receivables	-	-	(9)	(23)
(B)	-	-	4,578	1,550
Total (A+B)	-	-	4,586	1,615

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Trade receivables include receivable due by directors or other officers, etc.

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Dues from M/s BCV Developers Private Limited in which Company's director is a director	-	-	93	175
Dues from M/s Brigade Properties Private Limited in which Company's officer is a director	-	-	392	151
Dues from M/s WTC Trades & Projects Private Limited in which Company's director is a director	-	-	84	-
Dues from M/s Brigade Estates and Projects Private Limited in which Company's director is a director	-	-	4	4
Dues from M/s Brigade Hospitality Services Limited in which Company's director is a director	-	-	401	219

16.2 Other Assets

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured, considered good				
Non-current bank balances (note 18)	3,042	2,884	-	-
(A)	3,042	2,884	-	-
Others				
Interest accrued and not due on deposits	-	-	317	51
Unbilled revenue	-	-	8,041	8,137
Receivable on sale of fixed assets	3,978	3,978	-	-
Other assets	688	659	-	84
(B)	4,666	4,637	8,358	8,272
Total (A+B)	7,708	7,521	8,358	8,272

Other assets include due by directors or other officers, etc. as below.

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Dues from M/s Brigade Foundation Trust in which Company's director is a trustee	3,978	3,978	-	-
Dues from M/s Perungudi Real Estates Private Limited in which Company's officer is a director	-	-	202	-
Dues from Mr. Suresh K, Chief Financial Officer	-	-	20	-

17 Inventories (valued at lower of cost and net realizable value)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Raw materials, components and stores	7,202	7,101
Work-in-progress	110,315	78,565
Land stock	7,605	7,635
Stock of flats	3,181	4,488
	128,303	97,789

18 Cash and bank balances

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and cash equivalents				
Balances with banks:				
– On current accounts	-	-	2,478	2,010
– On unpaid dividend account	-	-	19	13
Cash on hand	-	-	259	85
	-	-	2,756	2,108

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Other bank balances				
– Deposits with remaining maturity for less than 12 months	-	-	275	133
– Margin money deposits	3,042	2,884	-	-
	3,042	2,884	275	133
Amount disclosed under non-current assets (note 16.2)	3,042	2,884	-	-
	-	-	3,031	2,241

19 Revenue from operations

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Revenue from operations		
Income from property development *	89,862	69,251
Income from leasing **	16,449	15,560
Income from hospitality services	12,116	10,783
Total (A)	118,427	95,594
Other operating revenue		
Management fees	1,370	964
Revenue from parking services	834	764
Commission income	524	365
Others	1,490	1,118
Total other operating revenue (B)	4,218	3,211
Total revenue from operations (A)+(B)	122,645	98,805

* The Company has revised its project estimates as a result of which the revenue is lower by ₹ 1,851 Lakhs (March 31, 2015: ₹ 2,127 Lakhs).

** Including ₹ Nil (March 31, 2015: ₹ 433 Lakhs) towards impact of straight-lining of lease rental income for earlier years.

20 Other income

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Interest income on		
Bank deposits	272	189
Debentures	1,041	-
Others	466	434
Dividend income on long term investments	2,696	19
Profit on sale of fixed assets	2	28
Provision no longer required, written back	449	277
Provision for diminution in value of investments written back	-	424
Premium received on redemption of debentures	1,679	-
Other non-operating income	883	625
	7,488	1,996

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

21 Cost of raw materials, components and stores consumed

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Inventory at the beginning of the year	7,101	4,169
Add: Purchases	14,509	15,919
	21,610	20,088
Less: Inventory at the end of the year	(7,202)	(7,101)
Cost of raw materials, components and stores consumed	14,408	12,987

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Details of raw materials, components and stores consumed		
Steel	6,410	7,716
Others	7,998	5,271
	14,408	12,987

Details of inventory

	March 31, 2016	March 31, 2015
Steel	2,029	3,381
Others	5,173	3,720
	7,202	7,101

22 (Increase)/ decrease in inventories of stock of flats, land stock and work-in-progress

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Inventories at the end of the year		
Work-in-progress - Real estate	110,315	78,565
Stock of flats	3,181	4,488
Land stock	7,605	7,635
	121,101	90,688
Inventories at the beginning of the year		
Work-in-progress - Real estate	78,565	46,399
Stock of flats	4,488	4,713
Land stock	7,635	15,964
	90,688	67,076
Cost of project transferred from capital work in progress to work in progress - real estate	5,608	-
	(24,805)	(23,612)

23 Employee benefit expense

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Salaries, wages and bonus	9,734	8,250
Contribution to provident and other funds	441	303
Employee stock option scheme	53	29
Staff welfare expenses	486	280
	10,714	8,862

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

24 Finance costs

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Interest		
On borrowings	15,355	11,234
On shortfall in payment of advance income tax	67	-
Other borrowing costs	605	1,027
Bank charges	72	81
	16,099	12,342
Less: Interest capitalised to capital work-in-progress	(1,417)	(882)
Total*	14,682	11,460

* Gross of interest of ₹ 7,477 lakhs (March 31, 2015: ₹ 5,370 lakhs) inventorised to qualifying work in progress.

25 Depreciation and amortization expense

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Depreciation of tangible assets	9,638	9,008
Amortization of intangible assets	160	191
	9,798	9,199

26 Other expenses

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Legal and professional fees	1,566	1,156
Payments to auditors (refer note below)	56	54
Architect & Consultancy Fees	1,563	1,451
Property Tax	870	756
Power and fuel	1,396	1,879
Rent*	226	846
Repairs & Maintenance		
Building	973	739
Plant & Machinery	166	132
Others	206	227
Insurance	333	125
Rates and taxes	68	68
License fees and plan approval charges	1,729	1,151
Brokerage and discounts	1,571	1,114
Advertisement and sales promotion	4,861	4,886
Travelling and conveyance	874	762
Training and recruitment expenses	106	180
Communication costs	191	206
Loans and advances written off	-	693
Property maintenance cost	410	-
Bad debts written off	64	-
Provision for doubtful debts	-	20
Printing and stationery	137	147
Security charges	447	284
Provision for loss on construction contracts	-	231
Donation (refer note 43 for amount of CSR expenditure)	196	314
Directors' sitting fees and commission	59	57
Exchange difference (net)	47	54
Miscellaneous expenses	983	927
	19,098	18,459

* Including ₹ Nil (March 31, 2015: ₹ 613 Lakhs) towards impact of straight-lining of lease rental expense for earlier years.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Payment to auditor**

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
As auditor:		
Audit fee	28	24
Limited review	13	7
Other audit fees	12	22
Reimbursement of expenses (excluding service tax)	3	1
	56	54
** Includes fees paid to a firm of Chartered Accountants other than S.R. Batliboi & Associates LLP	-	2

27 Earnings per share

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Profit after tax	14,636	6,999
Weighted average number of equity shares in calculating basic EPS (No. in lakhs)	1,129	1,124
Effect of dilution:		
Stock options granted under ESOP (No. in Lakhs)	8	11
Weighted average number of equity shares in calculating diluted EPS (No. in lakhs)	1,137	1,135

28 Gratuity

The Company operates defined gratuity plan for its employees. Under the plan, every employee who has completed atleast five years of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for gratuity.

Statement of profit and loss

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Net employee benefit expense recognized in the employee cost		
Current service cost	113	101
Interest cost on benefit obligation	34	25
Expected return on plan assets	(27)	(23)
Net actuarial (gain) / loss recognized in the year	114	(1)
Net benefit expense	234	102
Actual return on plan assets	28	28
Balance sheet		
Benefit asset/ liability		
Present value of defined benefit obligation	650	437
Fair value of plan assets	(435)	(332)
Plan liability/ (asset)	215	105
Changes in the present value of the defined benefit obligation are as follows:		
Opening defined benefit obligation	437	348
Current service cost	113	101
Interest cost	34	25
Benefits paid	(12)	(3)
Benefits settled through fund	(37)	(38)
Actuarial (gains) / losses	115	4
Closing defined benefit obligation	650	437

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	March 31, 2016	March 31, 2015
Changes in the fair value of plan assets are as follows:		
Opening fair value of plan assets	332	277
Expected return	27	23
Contributions by employer	112	65
Benefits settled through fund	(37)	(38)
Actuarial gains / (losses)	1	5
Closing fair value of plan assets	435	332

The Company expects to contribute ₹ 147 Lakhs (March 31, 2015: ₹ 59 Lakhs) to gratuity fund in the following year.

Major categories of plan assets as a percentage of the fair value of total plan assets:

	March 31, 2016	March 31, 2015
Investments with insurer	100%	100%

Principal assumptions used in determining gratuity:

Discount rate	8%	8%
Expected rate of return on assets	8%	8%

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

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

Amounts for the current and previous four periods are as follows:

(₹ in Lakhs)

	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gratuity					
Defined benefit obligation	650	437	348	286	217
Plan assets	435	332	277	252	162
Surplus / (deficit)	(215)	(105)	(71)	(34)	(55)
Experience adjustments on plan liabilities	115	4	1	3	-
Experience adjustments on plan assets	1	5	1	-	10

29 Leases

Operating lease: Company as lessee

The Company has taken office and commercial space under cancellable and non-cancellable operating leases. These leases have life of upto twenty four years with renewal option and include a clause to enable upward revision of the lease rental on periodical basis. There are no restrictions placed upon the Company by entering into these leases. (₹ in Lakhs)

Particulars	March 31, 2016	March 31, 2015
Lease payments recognised as an expense in the statement of profit and loss	226	846

Future minimum rentals payable under non-cancellable operating leases are as follows:

(₹ in Lakhs)

Particulars	March 31, 2016	March 31, 2015
Within one year	167	162
After one year but not more than five years	459	545
More than five years	2,468	2,550
	3,094	3,257

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Operating lease commitments – Company as lessor

The Company has entered into commercial property leases on its fixed assets. These operating leases have terms of upto eighteen years. All leases include a clause to enable upward revision of the lease rental on periodical basis and includes variable rent determined based on percentage of sales of lessee in certain cases. (₹ in Lakhs)

Particulars	March 31, 2016	March 31, 2015
Lease rentals recognised as an income in the statement of profit and loss*	16,449	15,560

* Lease rental income includes:

- income from certain commercial properties, which are held as inventory and leased out during the interim period until such properties are sold.
- income based on percentage of sales is ₹ 1,958 Lakhs (March 31, 2015: ₹ 1,983 Lakhs).

Future minimum rentals receivable under non-cancellable operating leases are as follows: (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Within one year	6,679	7,745
After one year but not more than five years	8,863	9,705
More than five years	1,081	2,354
	16,623	19,804

30 Capital and other Commitments

- At March 31, 2016, the estimated amount of contract (net of capital advance) remaining to be executed on capital account not provided for was ₹ 7,356 Lakhs (March 31, 2015: ₹ 16,266 Lakhs)
- For commitments relating to lease arrangements, please refer note 29.
- At March 31, 2016, the Company has given ₹ 32,818 Lakhs (March 31, 2015: ₹ 27,902 Lakhs) as advances for purchase of land/ joint development. Under the agreements executed with the land owners, the Company is required to make further payments and/or give share in area/ revenue from such development in exchange of undivided share in land based on the agreed terms/ milestones.
- In connection with Company's investments in certain subsidiaries, the Company has entered into shareholders agreement with other shareholders wherein it has certain commitments including further investment in accordance with the terms of the agreement.
- The Company has entered into a power purchase agreement with a party wherein the Company has committed minimum purchase of power.
- The Company is committed to provide financial support to some of its subsidiaries to ensure that these entities operate on going concern basis and are able to meet their debts and liabilities as they fall due.

31 Contingent liabilities

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Claims against the company not acknowledged as debts*		
- Income tax	1,809	1,310
- Sales tax / Value added tax/ Entry tax	3,079	983
- Service tax	2,881	2,881
Letter of credit and bank guarantees	6,508	4,368
	14,277	9,542

Other Litigations:

The Company is also subject to certain legal proceedings and claims, which have arisen in the ordinary course of business, including certain litigation for land parcels held for construction purposes, either through joint development arrangements or through outright purchases, the impact of which is not quantifiable. These cases are pending with various courts and are scheduled for hearings. After considering the circumstances and legal evaluation thereon, the management believes that these cases will not have an adverse effect on the financial statements.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Note: The Company does not expect any reimbursement in respect of the above contingent liabilities and it is not practicable to estimate the timing of the cash outflows, if any, in respect of aforesaid matters and it is not probable that an outflow of resources will be required to settle the above obligations/claims.

32 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
The principal amount remaining unpaid to any supplier	2,160	1,680
The amount of interest due and remaining unpaid to any supplier	-	-
The amount of interest paid by the Company along with the amount of the payments made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year).	-	-
The amount of interest accrued and remaining unpaid at the end of the year.	-	-
The amount of further interest remaining due and payable for the earlier years.	-	-
	2,160	1,680

Note: The above information is furnished based on the information available with the Company.

33 Value of imports calculated on CIF basis

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Raw materials, components and spares	3,489	2,976
Capital goods	1,800	-
	5,289	2,976

34 Expenditure in foreign currency

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Legal and professional fees	898	693
Advertisement and sales promotion	386	402
Brokerage and discounts	163	173
Employee benefits expense	243	280
Others	107	196
	1,797	1,744

35 Imported and indigenous raw materials, components and spare parts consumed

(₹ in Lakhs)

	March 31, 2016		March 31, 2015	
	% of total consumption	Consumption value ₹	% of total consumption	Consumption value ₹
Raw Materials, components and spares				
Imported	24%	3,458	20%	2,559
Indigenous	76%	10,950	80%	10,428
	100%	14,408	100%	12,987

36 Earnings in foreign currency

	March 31, 2016	March 31, 2015
Income from property development	955	1,104
Income from hospitality services	6,672	5,523
	7,627	6,627

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

37 Related Party disclosures*

I. Names of related parties and related party relationship

(i) Related parties where control exists		
Subsidiaries	Brigade Hospitality Services Limited	“BHSL”
	Brigade Tetrarch Private Limited	“BTPL”
	Brigade Estates and Projects Private Limited	“BEPPL”
	Brigade Properties Private Limited	“BPPL”
	Brigade Infrastructure and Power Private Limited	“BIPPL”
	BCV Developers Private Limited [from January 21, 2015. Also, refer note 14(a)]	“BDPL”
	WTC Trades and Projects Private Limited	“WTPPL”
	Orion Mall Management Company Limited	“OMMCL”
	Prosperita Hotel Ventures Limited	“PHVL”
	Celebration Catering and Events, LLP	“CCEL”
	Brigade (Gujarat) Projects Private Limited	“BGPPPL”
	Brookefields Real Estates and Projects Private Limited (formerly Brooke Bond Real Estates Private Limited)	“BREPPPL”
	Perungudi Real Estates Private Limited	“PREPL”
(ii) Related parties under AS18 with whom transactions have taken place during the year:		
Associates	Tandem Allied Services Private Limited	“TASPL”
Jointly controlled entities	BCV Developers Private Limited [upto January 20, 2015. Also, refer note 14(a)]	“BDPL”
	BCV Estates Private Limited [upto May 25, 2015. Also, refer note 14(a)]	“BEPL”
	CV Properties (Bangalore) Private Limited [upto May 25, 2015. Also, refer note 14(a)]	“CPPL”
Key management personnel (“KMP”)	Mr. M. R. Jaishankar, Chairman and Managing Director	
	Ms. Githa Shankar, Executive Director	
Relatives of KMP	Ms. Nirupa Shankar	
	Mr. M. K. Shivraj Harsha	
Enterprises owned or significantly influenced by KMP	Mysore Holdings Private Limited	“MHPL”
	Brigade Foundation Trust	“BFT”
	M. R. Jaishankar (HUF)	“MRJ”
	Indian Music Experience Trust	“IMET”
	Alta Collis LLC	“ACLLC”
(iii) Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year		
KMP - Chief Financial Officer - Company Secretary	Mr. K. Suresh	
	Mr. P. Om Prakash	
Other Directors	Mr. M. R. Shivram	
	Mr. M. R. Gurumurthy	
	Mr. P. V. Maiya	
	Mr. P. M. Thampi (upto Nov 2, 2015)	
	Dr. Srinivasa Murthy	
	Mr. Aroon Raman	
	Mr. Bijou Kurien (w.e.f January 31, 2015)	
	Mrs. Lakshmi Venkatachalam (w.e.f February 01, 2016)	
Relatives of Other Directors	Mr. M. G. Suraj	
	Mrs. Latha Shivram	
Relatives of KMP	Mrs. Latha Suresh	

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

a. Sale/ purchase of goods, services and capital assets and advances given... continued

Year ended	Transactions during the year					Balances as at the year-end											
	Revenue from operation	Other income	Purchase of capital assets	Purchase of goods	Purchase of services	Sale of capital assets	Security deposits given	Security deposits received	Customer Advances received	Advances given/ (repaid)	Trade Receivable	Other Receivable	Trade Payable	Other current liabilities	Other Current Assets	Long term loans and advances	Short term loans and advances
Enterprises owned or significantly influenced by KMP																	
MHPL	31-Mar-16	808	-	-	-	-	-	-	-	-	-	-	-	622	-	-	-
	31-Mar-15	2,439	-	-	-	-	-	-	-	-	-	-	-	846	-	-	-
BFT	31-Mar-16	-	-	-	-	-	-	-	-	-	-	3,978	-	-	-	180	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	3,978	-	-	-	180	-
MRJ	31-Mar-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	(51)	-	-	-	-	-	-	-
ACLLC	31-Mar-16	-	-	-	225	-	-	-	-	-	-	-	-	-	-	-	-
	31-Mar-15	-	-	-	329	-	-	-	-	-	-	-	-	-	-	-	-
IMET	31-Mar-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	(278)	-	-	-	-	-	-	80
KMP																	
M R	31-Mar-16	-	-	-	-	-	-	-	500	4	-	-	-	1,279	-	763	9
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	522	-	752	5	-
Githa Shankar	31-Mar-16	-	-	-	-	-	-	1,800	-	-	-	-	-	1,955	-	-	6
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	181	-	-	-	6
Suresh K	31-Mar-16	34	-	-	-	-	-	-	14	-	-	-	-	14	20	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Relatives of KMP/ Other Directors																	
M.K. Shivraj Harsha	31-Mar-16	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2
Latha Shivram	31-Mar-16	187	-	-	-	-	-	-	-	-	-	-	-	42	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
M R Shivram	31-Mar-16	385	-	-	-	-	-	-	-	-	-	-	-	71	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Latha Suresh	31-Mar-16	-	-	-	2	-	-	-	-	-	-	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
M.G. Surej	31-Mar-16	32	-	-	-	-	-	-	-	-	-	-	-	77	-	-	-
	31-Mar-15	-	-	-	-	-	-	-	-	-	-	-	109	-	-	-	-

Note: The Company has given aforesaid advances for the working capital requirements of the aforesaid related parties.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

b. Reimbursement of expenses paid/ received

(₹ in Lakhs)

	Year ended	Reimbursement paid	Reimbursement received
Related parties where control exists			
BHSL	31-Mar-16	95	-
	31-Mar-15	34	11
WTPPL	31-Mar-16	22	83
	31-Mar-15	24	9
BTPL	31-Mar-16	-	1
	31-Mar-15	-	1
OMMCL	31-Mar-16	61	-
	31-Mar-15	-	14
PHVL	31-Mar-16	-	18
	31-Mar-15	1	46
CCEL	31-Mar-16	-	-
	31-Mar-15	2	-
BDPL	31-Mar-16	-	218
	31-Mar-15	9	15
BPPL	31-Mar-16	-	203
	31-Mar-15	-	846
BGPPL	31-Mar-16	-	69
	31-Mar-15	-	-
BREPPL	31-Mar-16	-	5
	31-Mar-15	-	-
Jointly Controlled Entities			
BDPL	31-Mar-16	-	-
	31-Mar-15	-	18
Associates			
TASPL	31-Mar-16	-	23
	31-Mar-15	-	18
KMP			
M R Jaishankar	31-Mar-16	1	1
	31-Mar-15	-	17
Enterprises owned or significantly influenced by KMP			
MHPL	31-Mar-16	-	-
	31-Mar-15	-	85

c. Remuneration -

(i) Salaries, Bonus and Contribution to PF*

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
KMP/ Relatives of KMP		
Mr. M.R. Jaishankar	884	599
Mrs. Githa Shankar	221	239
Mr. K. Suresh	130	117
Mr. P. Om Prakash	38	36
Ms. Nirupa Shankar	30	27

* Excludes expense towards gratuity, leave benefits and stock options as they are determined and recorded for the Company as a whole.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(ii) Directors' Sitting fees and commission

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Other directors		
Mr. M. R. Shivram	1	1
Mr. M. R. Gurumurthy	1	1
Mr. P. V. Maiya	13	12
Mr. P. M. Thampi	6	11
Dr. Srinivasa Murthy	11	11
Mr. Aroon Raman	11	11
Mr. Bijou Kurien	11	10
Mrs. Lakshmi Venkatachalam	5	-

d. Other transactions:

- During the year ended March 31, 2016, the Company has invested ₹ 29,706 Lakhs in Series A optionally convertible debentures of ₹ 100/- each fully paid up in PREPL. Also refer note 14
- During the year ended March 31, 2016, the Company had invested ₹ 294 Lakhs in equity shares of ₹ 10/- each fully paid up in PREPL. Also refer note 14.
- During the year ended March 31, 2016, the Company has invested ₹ 125 Lakhs in Equity shares ₹ 10/- each fully paid up in BGPPL. Also refer note 14.
- During the year ended March 31, 2016, the Company has given ₹ 2,126 Lakhs to PHVL as Share Application money and the same has been refunded to the Company by PHVL.
- During the year ended March 31, 2016, the Company has purchased ₹ 560 Lakhs and ₹ 3,358 Lakhs of Series A Optionally Convertible debentures of ₹ 100/- each fully paid up and Series B Optionally Convertible debentures of ₹ 100/- each fully paid up in BPPL from Reco Begonia Pte Ltd and subsequently redeemed by BPPL. (March 31, 2015: ₹ 5,100 Lakhs in Series C fully convertible debentures of ₹ 100/- each fully paid up in BPPL). Also refer note 14.
- During the year ended March 31, 2016, BPPL has redeemed 17.18 Lakhs Series A optionally convertible debentures of ₹ 100/- each fully paid up invested by the Company.
- During the year ended March 31, 2016, BPPL has redeemed 15.19 lakhs Series B optionally convertible debentures of ₹ 100/- each fully paid up invested by the Company.
- During the year, the Company has made equity investment of ₹ 8,170 Lakhs in PHVL by way of conversion of loans given to PHVL.
- During the year ended March 31, 2016, the Company has made donation to IMET of ₹ 180 Lakhs (March 31, 2015: ₹ 250 Lakhs) and BFT of ₹ Nil Lakhs (March 31, 2015: ₹ 50 Lakhs).
- The Company has provided corporate guarantee of ₹ 2,000 Lakhs for the loan taken by BFT for the working capital requirements of BFT. (March 31, 2015: ₹ 2,000 Lakhs).
- Refer notes 5 & 9 for guarantees received from directors and subsidiary companies in respect of loans availed by the Company.

Note: In respect of the transactions with the related parties, the Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013 where applicable, and the details have been disclosed above, as required by the applicable accounting standards.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

38 Segment reporting

The primary segment reporting is determined to be business segments as the Company's risks and rates of return are affected predominantly by differences in the products and services offered, with each segment representing a strategic business unit that offers different products and serves different markets. Secondary information is reported geographically.

The Company has identified Real Estate, Hospitality and Leasing as primary business segments of the Company.

The accounting policies consistently used in the preparation of the financial statements are also applied to record revenue and expenditure in individual segments. Assets, liabilities, revenues and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company therefore believes that it is not practical to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as 'unallocated'. Transfer prices between business segments are set at appropriate margins.

The Company operates in India and there is no other geographical segment. Hence, disclosure of secondary segment information is not required to be furnished.

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Segment revenue		
Real estate	91,724	70,628
Hospitality	13,683	12,053
Leasing	17,344	16,226
	122,751	98,907
Less: Inter segment revenue	(106)	(102)
	122,645	98,805
Segment profit		
Real estate	25,483	18,186
Hospitality	2,884	858
Leasing	7,699	8,306
	36,066	27,350
Finance costs	(14,682)	(11,460)
Other income (including interest income)	7,488	1,996
Other unallocable expenditure	(7,847)	(7,020)
Profit before tax	21,025	10,866
Tax expense	(6,389)	(3,866)
Profit after tax	14,636	7,000
Segment assets		
Real estate	172,519	136,184
Hospitality	37,534	31,653
Leasing	126,123	120,054
Unallocated	100,432	68,381
	436,608	356,272
Segment liabilities		
Real estate	90,689	75,404
Hospitality	1,213	2,708
Leasing	18,124	12,847
Unallocated	182,205	133,658
	292,231	224,617

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	March 31, 2016	March 31, 2015
Capital expenditure		
Real estate	20	47
Hospitality	8,674	3,197
Leasing	16,390	16,729
Unallocated	652	820
	25,736	20,793
Depreciation and amortization		
Real estate	30	41
Hospitality	2,672	3,364
Leasing	6,826	5,456
Unallocated	270	338
	9,798	9,199

39 Construction contracts

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
(i) Amount of contract revenue recognised as revenue for the year	89,862	69,251
(ii) Amounts in respect of contracts in progress at the reporting date:		
a. Aggregate amount of costs incurred and recognised profits/(losses)	206,860	120,346
b. Amount of advances received (net)	60,174	52,094
c. Amount of retentions	-	-

40 Unhedged foreign currency exposure

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Trade payable	1,407	548

41 Interest in joint venture

The Company has the following stake in jointly controlled entities, which are engaged in real estate development: (₹ in Lakhs)

	March 31, 2016	March 31, 2015
BCV Developers Private Limited	*	*
BCV Estates Private Limited	*	50%
CV Properties Private Limited	*	50%

* Refer note 14(a).

The Company's share of the assets, liabilities, income and expense of the jointly controlled entity are as follows: (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Current assets	-	5,977
Non current assets	-	-
Current liabilities	-	(21)
Non current liabilities	-	(5,544)
Equity	-	412
Revenue	-	4438
Expenses	-	(4,924)
Profit/(loss) before tax	-	(486)
Tax expense/(credit)	-	(171)
Net profit/(loss)	-	(315)

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

42 Employee stock option plan

The Company provides share-based payment schemes to its employees. During the year ended March 31, 2016, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

The Company instituted an Employees Stock Option Scheme ('ESOP 2011') pursuant to the Board of Directors and Shareholders' resolution dated May 4, 2011 and August 11, 2011, respectively. As per ESOP 2011, the Company granted 2,424,300 (till March 31, 2015: 2,424,300) options comprising equal number of equity shares in one or more tranches to the eligible employees of the Company and its subsidiaries. The options under this grant would vest to the employees equally as 25% of the total grant every year at the end of first, second, third and fourth year from the date of the grant respectively, with an exercise period of five years from the date of respective vesting. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years from date of such grant. The other relevant terms of the grant are as below:

Vesting period	4 years
Grant date	October 29, 2013 and March 9, 2015
Exercise period	5 years from the date of vesting
Expected life	9 years from the date of grant
Exercise price	₹ 50
Market price as at October 29, 2013 and March 9, 2015	₹ 55.50 and ₹ 155.38

The details of activity under the Scheme are summarized below:

(₹ in Lakhs)

	March 31, 2016		March 31, 2015	
	No. of options (lakhs)	WAEP* ₹	No. of options (lakhs)	WAEP* ₹
Outstanding at the beginning of the year	17	50	23	50
Granted during the year	-	50	1	50
Forfeited during the year	1	50	2	50
Exercised during the year	4	50	5	50
Outstanding at the end of the year	12	50	17	50
Exercisable at the end of the year	1	50	1	50

*Weighted Average Exercise Price

For options exercised during the period, the weighted average share price at the exercise date was ₹ 154.30 per share (March 31, 2015: ₹ 152.30 per share). The weighted average remaining contractual life for the stock options outstanding as at March 31, 2016 is 6.69 years (March 31, 2015: 7.66 years)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Dividend yield (%)	1.52%
Expected volatility	48.42%
Risk-free interest rate	7.81%
Weighted average share price (₹)	131.68
Exercise price (₹)	50.00
Expected life of the options granted (in years) (vesting and exercise period)	7.66

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

Notes to Standalone Financial Statements for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

The Company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Profit after tax as reported	14,636	7,000
Add: ESOP cost using the intrinsic value method	53	29
Less: ESOP cost using the fair value method	121	113
Proforma profit after tax	14,568	6,916
Earnings Per Share		
Basic		
- As reported	12.97	6.23
- Proforma	12.91	6.16
Diluted		
- As reported	12.88	6.16
- Proforma	12.82	6.09

43 The gross amount to be spent by the Company on Corporate Social Responsibility (CSR) during the year is ₹ 175 Lakhs (March 31, 2015: ₹ 138 Lakhs). The details of amount spent during the year by the Company on CSR included under Donation are as below:

(₹ in Lakhs)

	March 31, 2016			March 31, 2015		
	Amount paid	Amount yet to be paid	Total amount	Amount paid	Amount yet to be paid	Total amount
Donation*	180	-	180	300	-	300

* Includes contribution of ₹180 Lakhs to IMET (March 31, 2015: ₹ 250 Lakhs to IMET and ₹ 50 Lakhs to BFT). Also refer note 37.

44 Disclosure as per Schedule V of the Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 of the loans, advances, etc. to subsidiaries, fellow subsidiaries, joint ventures, associates and other entities in which the directors are interested:

(₹ in Lakhs)

Name of the party	March 31, 2016		March 31, 2015	
	Closing Balance	Maximum amount due	Closing Balance	Maximum amount due
Brigade Tetrarch Private Limited	1,893	1,893	1,887	1,901
Brigade Estates and Projects Private Limited	899	899	899	904
BCV Developers Private Limited	17,845	17,845	12,301	12,336
BCV Estates Private Limited	-	2,476	2,476	2,476
Brigade Foundation Trust	180	180	180	180
Prosperita Hotel Ventures Limited	1,095	9,324	7,515	7,515

45 As per the transfer pricing rules prescribed under the Income-tax Act, 1961, the Company is examining the domestic and international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustment with regard to the transactions involved.

46 The figures of previous year have been regrouped/reclassified, wherever necessary, to conform to the current year's classification.

As per our report of even date

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of

Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M. R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

Consolidated Financial Statements

INDEPENDENT AUDITOR'S REPORT

To the Members of Brigade Enterprises Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Brigade Enterprises Limited ("the Holding Company"), its subsidiaries and associate company (together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2016, the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the

financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2016, their consolidated profit, and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

- (a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss, and consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company incorporated in India, none of the directors of the Group's companies incorporated in India 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 and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies and associate company incorporated in India, refer to our separate report in "Annexure 1" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 31 to the consolidated financial statements.
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate company incorporated in India.

₹ 129 Lakhs for the year ended March 31, 2016, as considered in the consolidated financial statements, in respect of one associate company, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate company, and our report in terms of Section 143 (3) of the Act, in so far as it relates to the aforesaid subsidiaries and associate company, is based solely on the reports of such other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements above, are not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Adarsh Ranka**

Partner

Membership Number: 209567

Place: Bengaluru

Date: May 16, 2016

Other Matter

The accompanying consolidated financial statements include (after elimination) total assets of ₹ 86,856 Lakhs as at March 31, 2016, and total revenues and net cash inflows of ₹ 26,704 Lakhs and ₹ 851 Lakhs respectively for the year ended on that date, in respect of ten subsidiaries, which have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Company's share of net profit of

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BRIGADE ENTERPRISES LIMITED

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

In conjunction with our audit of the consolidated financial statements of Brigade Enterprises Limited as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Brigade Enterprises Limited (the "Holding Company") and its subsidiary companies and associate company (together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to these nine subsidiary companies and one associate company, which are companies incorporated in India, is based

on the corresponding reports of the auditors of such subsidiary companies and associate company incorporated in India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Adarsh Ranka**

Partner

Membership Number: 209567

Place: Bengaluru

Date: May 16, 2016

Consolidated Balance Sheet as at March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Notes	March 31, 2016	March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	11,318	11,274
Reserves and surplus	4	1,35,709	1,24,395
		1,47,027	1,35,669
Minority interests		9,235	2,584
Non-current liabilities			
Long-term borrowings	5	1,59,505	89,255
Deferred tax liabilities (net)	6.1	3,615	3,656
Other long-term liabilities	7	11,616	12,385
Long-term provisions	8	71	53
		1,74,807	1,05,349
Current liabilities			
Short-term borrowings	9	17,656	6,093
Trade payables	10		
- Total outstanding dues of micro enterprises and small enterprises		2,160	1,680
- Total outstanding dues of creditors other than micro enterprises and small enterprises		40,235	28,160
Other current liabilities	7	1,68,309	1,47,320
Short-term provisions	8	1,906	3,297
		2,30,266	1,86,550
TOTAL		5,61,335	4,30,152
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	1,20,646	1,16,854
Intangible assets	12	239	323
Capital work-in-progress	13.1	1,20,227	47,156
Intangible assets under development	13.2	1,409	1,409
Goodwill on consolidation		23,035	19,015
Non-current investments	14.1	5,055	3,447
Deferred tax assets (net)	6.2	131	344
Long-term loans and advances	15	45,409	43,132
Other non-current assets	16.2	7,708	7,521
		3,23,859	2,39,201
Current assets			
Current investments	14.2	2,589	-
Inventories	17	1,91,052	1,54,438
Trade receivables	16.1	4,294	1,496
Cash and bank balances	18	10,893	8,293
Short-term loans and advances	15	14,308	14,105
Other current assets	16.2	14,340	12,619
		2,37,476	1,90,951
TOTAL		5,61,335	4,30,152
Summary of significant accounting policies	2.1		

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

As per our report of even date

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of

Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M. R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

Consolidated Statement of profit and loss for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Notes	March 31, 2016	March 31, 2015
Income			
Revenue from operations	19	1,67,611	1,31,083
Other income	20	2,356	2,001
Total revenue (i)		1,69,967	1,33,084
Expenses			
Sub-contractor cost		76,575	55,865
Cost of raw materials, components and stores consumed	21	20,974	17,004
Land purchase cost		7,094	8,005
(Increase)/ decrease in inventories of stock of flats, land stock and work-in-progress	22	(25,005)	(22,515)
Employee benefits expense	23	12,581	10,475
Finance costs	24	18,644	13,139
Depreciation and amortization expense	25	10,592	9,918
Other expenses	26	25,420	23,945
Total expenses (ii)		1,46,875	1,15,836
Profit before tax (i)-(ii)		23,092	17,248
Tax expenses			
Current tax			
Pertaining to profit for the current year		8,348	5,398
Adjustment of tax relating to earlier years [(net of MAT credit entitlement of ₹ Nil (March 31, 2015: ₹ 534 Lakhs))]		-	205
MAT Credit availed		(126)	(27)
Deferred tax charge, net		172	177
Total tax expense		8,394	5,753
Profit after tax		14,698	11,495
Add: Share in profit from associate company		129	147
Profit for the year		14,827	11,642
Profit/(loss) attributable to:			
- Owners of the Company		13,013	9,523
- Minority interest		1,814	2,119
		14,827	11,642
Earnings per equity share			
[nominal value of share ₹ 10 (March 31, 2015: ₹ 10)]	27		
Basic (₹)		11.53	8.47
Diluted (₹)		11.45	8.40
Summary of significant accounting policies			
	2.1		
The accompanying notes are an integral part of the consolidated financial statements.			

As per our report of even date

For **S. R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of

Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M. R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

Consolidated Cash flow statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	March 31, 2016	March 31, 2015
Cash flow from operating activities		
Profit before tax	23,092	17,248
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortization expense	10,592	9,918
Employee stock compensation expense	53	29
Finance costs	18,644	13,139
Loans and advances written off	-	693
Bad debts written off	69	-
Provision for doubtful debts	33	27
Provisions for loss on construction contracts	-	231
Profit on sale of fixed assets	(2)	(24)
Profit on sale of current investments	-	(1)
Provisions no longer required written back	(449)	(278)
Interest income	(1,111)	(770)
Dividend income	(118)	(265)
Operating profit before working capital changes	50,803	39,947
Movements in working capital :		
Increase/ (decrease) in trade payables	13,026	9,282
Increase/ (decrease) in other liabilities	15,059	7,027
Decrease / (increase) in trade receivables	(2,900)	2,198
Decrease / (increase) in inventories	(25,030)	(25,980)
Decrease / (increase) in other assets	(1,673)	(9,775)
Decrease / (increase) in loans and advances	(5,968)	(15,016)
Increase / (decrease) in provisions	24	47
	(7,462)	(32,217)
Cash generated from operations	43,341	7,730
Direct taxes (paid)/ refund, net	(5,789)	(5,134)
Net cash flow from operating activities (A)	37,552	2,596
Cash flows from investing activities		
Purchase of fixed assets (including capital work in progress and capital advances)	(91,211)	(24,282)
Proceeds from sale of fixed assets	368	2,371
Purchase of non current investments	(1,500)	(16)
Payment for Subsidiary acquisition (goodwill)	-	(18,279)
Purchase of current investments	(4,489)	-
Proceeds from sale of current investments	1,900	4,934
Investments in bank deposits	(2,184)	(4,502)
(having original maturity of more than three months)		
Redemption of bank deposits	1,141	-
(having original maturity of more than three months)		
Interest received	1,034	753
Dividends received	139	265
Net cash flow used in investing activities (B)	(94,802)	(38,756)

Consolidated Cash flow statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	March 31, 2016	March 31, 2015
Cash flows from financing activities		
Proceeds from issuance of share capital (including securities premium)	218	246
Equity contribution by minority shareholders in subsidiary companies	326	-
Proceeds from long-term borrowings	1,58,926	71,779
Repayment of long-term borrowings	(84,243)	(23,439)
Increase/(decrease) of short-term borrowings, net	11,563	4,454
Interest paid	(22,394)	(13,082)
Dividends paid on equity shares (including tax on dividend)	(5,431)	(2,620)
Net cash flow from in financing activities (C)	58,965	37,338
Net increase/(decrease) in cash and cash equivalents (A + B + C)	1,715	1,178
Cash inflow on acquisition of subsidiaries	-	394
Cash and cash equivalents at the beginning of the year	5,401	3,829
Cash and cash equivalents at the end of the year	7,116	5,401
Components of cash and cash equivalents		
Cash on hand	272	97
Cheques/ drafts on hand	3	32
With banks:		
- on current accounts	6,812	4,966
- deposits with maturity for less than 3 months	10	293
- unpaid dividend accounts*	19	13
Total cash and cash equivalents (note 18)	7,116	5,401

*The Group can utilize these balances only toward settlement of the respective unpaid dividend.

Summary of significant accounting policies

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of
Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M.R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

1. Corporate information

Brigade Enterprises Limited ('BEL' or 'the Company' or 'the Holding Company') was incorporated on November 8, 1995 and is listed on the National Stock Exchange of India Limited and BSE Limited. BEL together with its subsidiaries, jointly controlled companies and associate company are hereinafter collectively referred to as 'the Group' or 'BEL Group'. The Group is carrying on the business of real estate development, leasing, hospitality and related services.

2. Basis of preparation

The accompanying consolidated financial statements of the Group ('CFS') have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). CFS has been prepared to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. CFS has been prepared on an accrual basis and under the historical cost convention, except for land acquired pursuant to scheme of amalgamation, which is carried at revalued amount.

The accounting policies adopted in the preparation of CFS are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies

(a) Changes in accounting policies – Component Accounting

Pursuant to adoption of component accounting by the

Group from 1 April 2015 as required under Schedule II to the Companies Act, 2013, the Group has identified and determined cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. If a component has zero remaining useful life on the date of component accounting becoming effective, i.e., 1 April 2015, its carrying amount, after retaining any residual value, is charged to the statement of profit and loss. The carrying amount of other components, i.e., components whose remaining useful life is not nil on 1 April 2015, is depreciated over their remaining useful lives.

Had the Group continued with the previously assessed useful lives for such components, charge for depreciation for the year ended 31.03.2016 would have been lower by ₹ 1,674 Lakhs and the profit before tax would have been higher by such amount.

(b) Principles of consolidation

CFS has been prepared in accordance with Accounting Standard (AS) 21 – 'Consolidated Financial Statements', AS 23 - 'Accounting for investments in Associates in Consolidated Financial Statements' and AS 27 – 'Financial Reporting of Interests in Joint Ventures' specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

The list of subsidiaries, joint ventures and associate company consolidated in CFS are as follows:

Name	Country of incorporation	Proportion of ownership interest	
		March 31, 2016	March 31, 2015
Subsidiaries:	India		
Brigade Hospitality Services Limited "BHSL"		100%	100%
Brigade Tetrarch Private Limited "BTPL"		100%	100%
Brigade Estates and Projects Private Limited "BEPPL"		100%	100%
Brigade Properties Private Limited "BPPL"		51%	51%
Brigade Infrastructure and Power Private Limited "BIPPL"		100%	100%
WTC Trades and Projects Private Limited "WTPPL"		100%	100%
Orion Mall Management Company Limited "OMMCL"		100%	100%
Prosperita Hotel Ventures Limited [note (i)] "PHVL"		50.01%	100%
BCV Developers Private Limited [note (ii)] "BDPL"		50.01%	50.01%
Brookefields Real Estates and Projects Private Limited "BBREPL"		100%	100%
Celebrations Catering & Events LLP "CCELLP"		95%	95%
Brigade (Gujarat) Projects Private Limited "BGPPL"		100%	100%
Perungudi Real Estates Private Limited [note (iii)] "PREPL"		51%	-

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Name	Country of incorporation	Proportion of ownership interest	
		March 31, 2016	March 31, 2015
Joint ventures:	India		
BCV Estates Private Limited "BEPL"		[note (ii)]	50%
CV Properties (Bangalore) Private Limited "CPPL"		[note (ii)]	50%
Associate:	India		
Tandem Allied Services Private Limited "TASPL"		37%	37%

Notes:

i) PHVL (transferee company) along with Subramanian Engineering Limited (transferor company) had filed a scheme of amalgamation, with the appointed date for such scheme being 01.10.2013. The scheme had been sanctioned by the High Court of Madras and during the year, the companies have filed the order with the Registrar of Companies. Upon such filing, the aforesaid scheme has been accounted by PHVL and accordingly given effect to in the accompanying consolidated financial statements for the year ended 31.03.2016.

ii) BDPL along with BEPL and CPPL had filed a scheme of amalgamation, with the appointed date for such scheme being 01.10.2013. The scheme had been sanctioned by the High Court of Karnataka and during the year, the companies had filed the order with the Registrar of Companies. Upon such filing, the amalgamation has been accounted by BDPL and accordingly given effect to in the accompanying consolidated financial statements for the year ended 31.03.2016.

iii) Effective March 2016, the Company has acquired PREPL (incorporated on September 21, 2015) as its subsidiary company.

The consolidated financial statements are prepared on the following basis:

i) Subsidiary companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all intra-group balances and intra-group transactions and also unrealized profits/losses.

ii) Interest in the assets, liabilities, income and expenses of the joint ventures is consolidated using proportionate consolidation method. Intra group balances, transactions and unrealized profits/losses are eliminated to the extent of the Company's proportionate share.

iii) The difference between the cost to the Company of investment in the subsidiaries and joint ventures and the proportionate share in the equity of such subsidiaries and joint ventures as at the date of acquisition of stake is recognized in the consolidated financial statements as

Goodwill or Capital Reserve, as the case may be. Goodwill arising on consolidation is disclosed under Non-current Assets and is not amortised but tested for impairment annually. Goodwill arising on consolidation of components, where investments are made primarily for acquisition of right over land parcels owned by such components, is derecognized to the extent it pertains to sold land parcels based on stage of completion and proportion of the area sold from such development and charged to the consolidated statement of profit and loss.

iv) Investment in associate is accounted for using the equity method. The excess of cost of investment over the proportionate share in equity of the associate as at the date of acquisition of stake is identified as Goodwill and included in the carrying value of the investment in the associate. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the associate. However, the share of losses is accounted for only to the extent of the cost of investment. Subsequent profits of such associate are not accounted for unless the accumulated losses (not accounted for by the Group) are recouped. The standalone financial statements of associate is used for the purpose of consolidation.

v) Minority interest in net profits of consolidated subsidiaries for the year is identified and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the Holding Company.

vi) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Holding Company's standalone financial statements.

vii) The financial statements of the components used for the purpose of consolidation are drawn up to the same reporting date as that of the Holding Company.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

(c) Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Any revision to accounting estimates is recognized prospectively.

(d) Tangible fixed assets and capital work-in-progress

Tangible fixed assets, except for land acquired pursuant to scheme of amalgamation, are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Land acquired pursuant to scheme of amalgamation are stated at revalued amount and the corresponding revaluation surplus is credited to the revaluation reserve in accordance with such scheme.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is not related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

(e) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on written down value basis using the following useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.

Tangible Fixed Assets	Useful lives (in years)
Buildings (other than factory buildings)	60
Plant and machinery	15
Furniture and fixtures	
i. General Furniture and fixtures	10
ii. Furniture and fixtures used in hotels	8
Computer hardware	
i. Computer equipment	3
ii. Servers and network equipment	6
Office equipment	5
Motor Vehicles	8

Leasehold land is amortized on a straight line basis over the period of lease of 99 years.

Based on the planned usage of certain project-specific assets and technical evaluation thereon, the management has estimated the useful lives of such classes of assets as below, which are lower from the useful lives as indicated in Schedule II and are depreciated on straight line basis:

i. Buildings	-	14 - 25 years
ii. Furniture and fixtures	-	5-10 years
iii. Office equipment	-	5-10 years
iv. Plant and machinery	-	5-10 years
v. Motor Vehicles	-	5 years
vi. Computer hardware	-	3 years

(f) Intangible assets

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

Intangible assets comprising of computer software are amortized on a written down value basis over a period of three years, which is estimated by the management to be the useful life of the asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Costs of assets not ready for use at the balance sheet date are disclosed under intangible assets under development.

(g) Impairment of tangible and intangible assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(h) Leases

Where the Group is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Group is lessor

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

(i) Borrowing costs

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized/inventorised as part of the cost of the respective asset. All other borrowing costs are charged to statement of profit and loss.

(j) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the consolidated financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(k) Inventories

Direct expenditure relating to real estate activity is inventorised. Other expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is directly attributable cost of bringing the asset to its working condition for its intended use. Other expenditure (including borrowing costs) incurred during the construction period which is not directly attributable for bringing the asset to its working condition for its intended use is charged to the statement of profit and loss. Direct and other expenditure is determined based on specific identification to the real estate activity.

- i. Work-in-progress: Represents cost incurred in respect of unsold area (including land) of the real estate development projects or cost incurred on projects where the revenue is yet to be recognized. Work-in-progress is valued at lower of cost and net realizable value.
- ii. Finished goods – Stock of flats - Valued at lower of cost and net realizable value.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

- iii. Raw materials, components and stores: Valued at lower of cost and net realizable value. Cost is determined based on FIFO basis.
 - iv. Land stock: Valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.
- (l) Land**

Advances paid by the Group to the seller/ intermediary toward outright purchase of land is recognized as land advance under loans and advances during the course of obtaining clear and marketable title, free from all encumbrances and transfer of legal title to the Group, whereupon it is transferred to land stock under inventories.

Amounts paid by the Group to the land owners towards right for development of land in exchange of constructed area are recognized as land advance under loans and advances and on the launch of the project, the non-refundable amount is transferred as land cost to work-in-progress.

The Group has entered into agreements with land owners/ possessor to develop properties on such land in lieu of which, the Group has agreed to transfer certain percentage of constructed area. The Group measures development rights/land received under these agreements at cost of construction transferred, as adjusted for other cash/ non-cash consideration on a net basis.

(m) Revenue recognition

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

The Group collects taxes such as value added tax, luxury tax, entertainment tax, service tax, etc. on behalf of the Government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from the aforesaid revenue/ income.

The following specific recognition criteria must also be met before revenue is recognized:

Recognition of revenue from real estate development

Revenue from real estate development is recognized upon transfer of all significant risks and rewards of ownership of such real estate/ property, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreements. Where the Group still has obligations to perform substantial acts even after the transfer of all significant risks and rewards, revenue in such cases is recognized by applying the percentage of completion method only if the following thresholds have been met:

- i) all critical approvals necessary for the commencement of the project have been obtained;
- ii) the expenditure incurred on construction and development costs (excluding land cost) is not less than 25 % of the total estimated construction and development costs;
- iii) at least 25 % of the saleable project area is secured by contracts/agreements with buyers; and
- iv) at least 10 % of the contracts/agreements value are realized at the reporting date in respect of such contracts/ agreements.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, revenue and costs associated with the real estate development are recognized as revenue and expenses by reference to the stage of completion of the project activity at the reporting date arrived at with reference to the entire project costs incurred (including land costs).

Revenue from hospitality services

Revenue from hospitality operations comprise revenue from rooms, restaurants, banquets and other allied services, including membership, telecommunication, laundry, etc. Revenue is recognized as and when the services are rendered and is disclosed net of allowances. Revenue from membership fees is recognized as income on straight-line basis over the membership term.

Income from leasing

Rental income receivable under operating leases (excluding variable rental income) is recognized in the income statement on a straight-line basis over the term of the lease. Rental income under operating leases having variable rental income is recognized as per the terms of the contract.

Income from other services

Commission, management fees, vehicle parking fees and other fees receivable for services rendered are recognized as and when the services are rendered as per the terms of the contract.

Interest income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividend income

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

(n) Foreign currency translation - Foreign currency transactions and balances

- i. Initial recognition - Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion - Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences - The Group accounts for exchange differences arising on translation/ settlement of foreign currency monetary items as income or as expense in the period in which they arise.

(o) Retirement and other employee benefits

Retirement benefits in the form of state governed Employee Provident Fund, Employee State Insurance and Employee Pension Fund Schemes are defined contribution schemes (collectively the 'Schemes'). The Group has no obligation, other than the contribution payable to the Schemes. The Group recognizes contribution payable to the Schemes as expenditure, when an employee renders the related service. The contribution paid in excess of amount due is recognised as an asset and the contribution due in excess of amount paid is recognised as a liability.

Gratuity is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method, made at the end of each financial year. Actuarial gains and losses are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method, made at the end of each financial year. Actuarial gains/losses are immediately taken to the statement of profit and loss. The Group presents the accumulated leave liability as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(p) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset in accordance with the Guidance Note

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(All amounts in Indian Rupees Lakhs, except as otherwise stated)

on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(q) Employee stock compensation cost

Employees (including senior executives) of the Group receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

(r) Segment reporting

- i. Identification of segments - The Group's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.
- ii. Inter-segment transfers - The Group generally accounts for intersegment sales and transfers at appropriate margins. These transfers are eliminated in consolidation.
- iii. Unallocated items - Unallocated items include general corporate asset, liability, income and expense items which are not allocated to any business segment.
- iv. Segment accounting policies - The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the

consolidated financial statements of the Group as a whole.

(s) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

(t) Provisions

A provision is recognized when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(u) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

(v) Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

3 Share capital

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Authorized shares (No.)		
1,500 Lakhs (March 31, 2015: 1,500 Lakhs) Equity shares of ₹ 10 each	15,000	15,000
Issued, subscribed and fully paid-up shares (No.)		
1,132 Lakhs (March 31, 2015: 1,128 Lakhs) Equity Shares of ₹ 10 each	11,318	11,274
Total issued, subscribed and fully paid-up share capital	11,318	11,274

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

	March 31, 2016		March 31, 2015	
	No. Lakhs	₹	No. Lakhs	₹
Equity Shares				
At the beginning of the year	1,128	11,274	1,123	11,225
Issued during the year pursuant to the exercise of stock options by certain employees	4	44	5	49
Outstanding at the end of the year	1,132	11,318	1,128	11,274

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting.

During the year ended March 31, 2016, the amount of per share dividend (including interim dividend) recognized as distributions to equity shareholders was ₹ 2 (March 31, 2015: ₹ 2)

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the company

	March 31, 2016		March 31, 2015	
	No. in lakhs	% holding	No. in lakhs	% holding
Equity shares of ₹ 10 each fully paid				
M. R. Jaishankar	230	20%	230	20%
Githa Shankar	187	17%	187	17%
Nirupa Shankar	93	8%	93	8%

As per records of the Company, including its register of shareholders/ members and other declaration received from shareholders regarding beneficial interest, the above shareholding represent both legal and beneficial ownership of shares.

(d) Shares issued for consideration other than cash and reserved for issue under options

The Company has issued total 9 Lakhs shares (March 31, 2015: 5 Lakhs shares) during the period of 5 years immediately preceding the reporting date on exercise of options granted under Employee Stock Option Plan (ESOP) wherein part consideration was received in the form of employee services.

For details of shares reserved for issue under the ESOP of the Company, refer note 35.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

4 Reserves and surplus

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Capital reserve		
Balance as per the last financial statements	-	-
Add: Addition pursuant to scheme of amalgamation [refer note 2.1(b)(i)]	1	-
Closing Balance	1	-
Securities premium account		
Balance as per the last financial statements	69,713	69,489
Add: Received during the year on issue of equity shares	198	224
Closing Balance	69,911	69,713
Debenture Redemption Reserve		
Balance as per the last financial statements	236	-
Add: Amount transferred from surplus balance in the statement of profit and loss	132	236
Closing Balance	368	236
Revaluation reserve		
Balance as per the last financial statements	-	-
Add: Addition pursuant to scheme of amalgamation [refer note 2.1(b)(i)]	829	-
Closing Balance	829	-
Employee stock option outstanding		
Balance as per last financial statements	16	14
Add: Compensation expense for options granted during the year	53	29
Less: Transferred to securities premium on exercise of stock options	(24)	(27)
Closing Balance	45	16
General reserve		
Balance as per the last financial statements	9,152	8,201
Add: Amount transferred from Surplus in the statement of profit and loss towards future capital expansion	893	951
Closing Balance	10,045	9,152
Surplus in the statement of profit and loss		
Balance as per last financial statements	45,278	39,094
Profit for the year (net of minority interest)	13,013	9,523
Add:		
Adjustment towards provision for diminution in value of investments in subsidiaries written back	-	554
Adjustment to minority interest towards losses in excess of equity accounted in the statement of profit and loss of previous year	-	108
Less:		
Interim Dividend	2,263	-
Proposed Final Dividend	-	2,255
Tax on Interim Dividend	468	-
Tax on Proposed Final Dividend	-	451
Adjustment pursuant to scheme of amalgamation [refer note 2.1(b)(ii)]	25	-
Transitional adjustment on account of depreciation pursuant to adoption of Schedule II to the Companies Act 2013 [net of tax of ₹ Nil (March 31, 2015: ₹ 50 Lakhs)]	-	108
Transfer to Debenture Redemption Reserve	132	236
Transfer to General Reserve towards future capital expansion	893	951
Total	3,781	4,001
Closing Balance	54,510	45,278
Total reserves and surplus	135,709	124,395

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

5 Long-term borrowings

(₹ in Lakhs)

	Non-current portion		Current maturities*	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Debentures (unsecured)				
17,95,295 (March 31, 2015: 2,355,430) 16% A series Fully Convertible Debentures (FCD) of ₹ 100 each	1,795	2,355	-	-
11,59,677 (March 31, 2015: 4,518,082) 16% B series FCDs of ₹ 100 each	1,160	4,518	-	-
490 (March 31, 2015: 490) Listed 16% A series Non Convertible Debentures (NCDs) of ₹ 10,00,000 each	4,900	4,900	-	-
2,96,94,000 (March 31, 2015 : Nil) 12% A series FCDs of ₹ 100 each	29,694	-	-	-
Term loan from banks (secured)	104,112	62,410	78,178	70,973
Loans and advances from related parties (unsecured)	17,844	15,072	-	-
	159,505	89,255	78,178	70,973
Amount disclosed under the head "Other current liabilities" (note 7)				
- Term loan from banks (secured)	-	-	(78,178)	(70,973)
	159,505	89,255	-	-

* Represent amounts repayable within the operating cycle. Amount repayable within twelve months is ₹ 52,170 Lakhs (March 31, 2015: ₹ 30,056 Lakhs).

Notes:

Debentures (unsecured)

- A series fully convertible debentures have been issued at par carrying an interest rate of 16% per annum. These are mandatorily convertible to into Class B equity shares of a subsidiary company at the expiry of 20 years from the date of its issue i.e. June 29, 2012, however the subsidiary company may at any time prior to the expiry of 20 years convert the A series fully convertible debentures into Class B equity shares. 1 (one) A Series fully convertible debenture would be converted to 10 (Ten) Class B equity shares. The conversion of the A series fully convertible debentures shall be solely in accordance with the provisions of the agreement of subsidiary company's shareholders and its Articles of Association. During the year, 560,135 Nos. of A series FCDs of ₹ 100 each were converted to A series OCDs and were fully redeemed at par value.
- B series fully convertible debentures have been issued at par carrying an interest rate of 16% per annum. These are mandatorily convertible to into Class B equity shares of a subsidiary company at the expiry of 20 years from the date of its issue, however the subsidiary company may at any time prior to the expiry of 20 years convert the B series fully convertible debentures into Class B equity shares. 10 (Ten) B Series fully convertible debentures would be converted to 1 (one) Class B equity share. The conversion of the B series fully convertible debentures shall be solely in accordance with the provisions of the agreement of subsidiary company's shareholders and its Articles of Association. During the year, 33,58,405 Nos. of B series FCDs of ₹ 100 each were converted to B series OCDs and were fully redeemed at par value.
- A series non convertible debentures have been issued at par carrying an interest rate of 16% per annum. These are mandatorily redeemable at the expiry of 7 years from the date of its issue. The redemption of the A series non convertible debentures shall be solely in accordance with the provisions of the Revised Shareholders Agreement and Non-convertible Debenture Agreement.
- A series fully convertible debentures have been issued at par carrying an interest rate of 12% per annum. These are mandatorily convertible to into Class C equity shares of a subsidiary company at the expiry of 20 years from the date of its issue i.e. March 09, 2016, however the subsidiary company may at any time prior to the expiry of 20 years convert the A series fully convertible debentures into Class C equity shares. 1 (one) A Series fully convertible debenture would be converted to 10 (Ten) Class C equity shares. The conversion of the A series fully convertible debentures shall be solely in accordance with the Securities Subscription Agreement, Shareholders Agreement and the Articles of the subsidiary company.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Term loan from banks (secured)

- a) Includes term loan from banks secured by way of assignment of project receivables ₹ 69,640 Lakhs (March 31, 2015: ₹ 57,465 Lakhs) and further secured by collateral security of underlying land, building and movable fixed assets. The loans carry interest in the range of 11-12% and are repayable within 60-120 installments of upto ₹ 1,500 Lakhs. Certain loans are further guaranteed by Holding Company's Directors - ₹ 923 Lakhs (March 31, 2015: ₹ 28,153 Lakhs) and a subsidiary company - ₹ Nil (March 31, 2015: ₹ 8,373 Lakhs).
- b) Includes term loan from banks by way of mortgage of project properties ₹ 1,12,650 Lakhs (March 31, 2015: ₹ 75,918 Lakhs). The loans carry interest rate in the range of 10-14% and are repayable within 12-60 installments of upto ₹ 1,500 Lakhs. Certain loans are further guaranteed by Holding Company's directors - ₹ 18,701 Lakhs (March 31, 2015: ₹ 38,881 Lakhs).

Loans and advances from related parties (unsecured)

- a) Loans and advances from related parties are repayable as per contractual terms and are interest-free.

6.1 Deferred tax liabilities (net)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	4,131	4,031
Others	238	228
Gross deferred tax liabilities	4,369	4,259
Deferred tax assets		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	754	603
Gross deferred tax assets	754	603
Net deferred tax liabilities	3,615	3,656

6.2 Deferred tax assets (net)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Deferred tax liabilities		
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	8	87
Gross deferred tax liabilities	8	87
Deferred tax assets		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes in subsequent years	30	22
Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	6	-
Tax losses	103	409
Gross deferred tax assets	139	431
Net deferred tax assets	131	344

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

7 Other liabilities

(₹ in Lakhs)

	Long-term		Short-term	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Current maturities of long-term borrowings (note 5)	-	-	78,178	70,973
Investor education and protection fund will be credited by following amounts (as and when due) - Unclaimed dividend	-	-	19	13
Interest accrued but not due	164	2,388	190	4
Income received in advance	4,863	5,046	213	222
Others				
Lease deposits	5,949	4,325	5,569	4,799
Lease equalisation reserve	640	626	3	8
Advance from customers	-	-	73,915	62,528
Interest free deposits from customers	-	-	6,339	4,999
Payable towards purchase of fixed assets	-	-	29	41
Employee benefits payable	-	-	2,463	2,042
Statutory dues payable	-	-	1,391	1,691
	11,616	12,385	168,309	147,320

8 Provisions

(₹ in Lakhs)

	Long-term		Short-term	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Provision for employee benefits				
Provision for gratuity (note 28)	71	53	177	69
Provision for leave benefits	-	-	411	282
	71	53	588	351
Other provision				
Provision for losses on construction contracts	-	-	-	231
Provision for taxes (net of advance tax)	-	-	1,318	9
Provision for equity dividend	-	-	-	2,255
Provision for tax on proposed equity dividend	-	-	-	451
	-	-	1,318	2,946
	71	53	1,906	3,297

9 Short-term borrowings

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Cash credit facilities from banks (secured)	17,403	6,093
Cash credit facilities from banks (unsecured)	253	-
	17,656	6,093

Notes:

- Cash credit facilities from banks of ₹ 312 Lakhs (March 31, 2015: ₹ 996 Lakhs) are secured by way of mortgage of project properties and are personally guaranteed by the directors of the Holding Company. The facilities carry interest rate in the range of 12%-14% and are repayable on demand.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

- 2) Cash credit facilities from banks of ₹ 17,091 Lakhs (March 31, 2015: ₹ 5,097 Lakhs) are secured by way of mortgage of project properties and charge on trade receivables of a subsidiary company. The facilities carry interest in the range of 10%-12% and are repayable in 6-8 installments ranging upto ₹ 1,500 Lakhs.
- 3) Cash credit facilities from banks of ₹ 253 Lakhs (March 31, 2015: ₹ Nil) are repayable on demand and carry interest rate in the range of 12%-14%.

10 Trade payables

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Trade payable		
total outstanding dues of micro enterprises and small enterprises (refer note 32)	2,160	1,680
total outstanding dues of creditors other than micro enterprises and small enterprises	40,234	28,160
	42,394	29,840

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Freehold Land	Leasehold Land	Building	Electrical Installation and Equipment	Furniture & Fixtures	Plant & Machinery	Office Equipment	Computer Hardware	Vehicles	Total
Cost										
At April 1, 2014	9,208	-	109,400	-	15,327	8,580	2,467	1,135	479	146,596
Additions	-	644	636	-	172	721	67	46	24	2,310
Acquisitions	1,430	-	876	-	222	689	152	8	26	3,403
Deletions	9	-	26	-	192	538	24	200	45	1,034
At March 31, 2015	10,629	644	110,886	-	15,529	9,452	2,662	989	484	151,275
Adjustment on account of component accounting	-	-	(11,098)	9,138	(519)	2,479	-	-	-	-
Additions	-	2,810	9,423	1,109	380	1,344	209	291	64	15,630
Acquisitions (pursuant to scheme of amalgamation)	830	-	-	-	-	-	-	-	-	830
Deletions	1,430	-	893	66	245	282	151	39	26	3,132
At March 31, 2016	10,029	3,454	108,318	10,181	15,145	12,993	2,720	1,241	522	164,603
Depreciation										
At April 1, 2014	-	-	11,651	-	7,779	3,014	858	935	290	24,527
Acquisitions	-	-	70	-	207	337	148	8	21	791
Charge for the year	-	6	5,016	-	2,443	1,043	966	114	73	9,661
Transfer to reserve	-	-	-	-	15	8	47	60	-	130
Deletions	-	-	9	-	126	305	24	180	44	688
At March 31, 2015	-	6	16,728	-	10,318	4,097	1,995	937	340	34,421
Adjustment on account of component accounting	-	-	(1,320)	1,232	(203)	291	-	-	-	-
Charge for the year	-	21	4,517	1,789	1,759	1,639	435	125	53	10,338
Disposals	-	-	83	22	211	277	151	33	25	802
At March 31, 2016	-	27	19,842	2,999	11,663	5,750	2,279	1,029	368	43,957
Net Block										
At March 31, 2015	10,629	638	94,158	-	5,211	5,355	667	52	144	116,854
At March 31, 2016	10,029	3,427	88,476	7,182	3,482	7,243	441	212	154	120,646

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Notes:

- (a) Till March 31, 2015, Buildings comprising the civil structure and the associated electrical installation & equipment and plant & machinery were capitalized under 'Building' since machineries and equipment like air-conditioning, lifts, fire protection system, electrical equipment etc. forms an integral part of the building without which the building cannot operate. The life of the building was considered to be co-terminus with the life of the machineries and equipment based on the estimated useful life of the assets and accordingly depreciation rate was adopted for this class of assets.

During the year ended March 31, 2016, the Group has changed its accounting policy for tangible assets and has adopted component accounting in accordance with the provisions of the Companies Act, 2013. Consequently, gross block of Buildings have been broken up into various components and depreciated. Also, refer Note 2.1(a) for details in this regard.

- (b) During the year, the Holding Company has acquired an immovable property outside India amounting to ₹ 350 Lakhs (capitalised under 'Building') for its business in compliance with applicable regulations.

- (c) Tangible assets include following assets given on operating lease: (₹ in Lakhs)

	Freehold Land	Leasehold Land	Building	Electrical Installation and Equipment	Furniture & Fixtures	Plant & Machinery	Office Equipment	Total
Gross Block								
March 31, 2015	6,403	-	85,315	-	5,454	4,077	1,307	102,556
March 31, 2016	6,403	2,810	83,648	9,379	5,733	7,675	1,394	117,042
Depreciation charge for the year								
March 31, 2015	-	-	3,885	-	751	594	414	5,644
March 31, 2016	-	8	3,887	1,738	717	627	232	7,209
Accumulated depreciation								
March 31, 2015	-	-	12,118	-	3,470	1,572	928	18,088
March 31, 2016	-	8	14,754	2,716	4,187	2,472	1,160	25,297
Net book value								
March 31, 2015	6,403	-	73,197	-	1,984	2,505	379	84,468
March 31, 2016	6,403	2,802	68,894	6,663	1,546	5,203	234	91,745

12 Intangible assets (₹ in Lakhs)

	Computer Software	Total
Cost or valuation		
At April 1, 2014	741	741
Additions	352	352
Acquisition	48	48
Deletions	1	1
At March 31, 2015	1,140	1,140
Additions	231	231
Deletions	136	136
At March 31, 2016	1,235	1,235
Depreciation		
At April 1, 2014	513	513
Acquisition	20	20
Charge for the year	257	257
Transfer to reserve	28	28
Deletions	1	1
At March 31, 2015	817	817
Charge for the year	201	201
Deletions	22	22
At March 31, 2016	996	996
Net Block		
At March 31, 2015	323	323
At March 31, 2016	239	239

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

13.1 Capital work-in-progress ('CWIP')

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Opening Balance	47,156	24,464
- Acquisitions during the year	-	928
- Additions during the year	92,356	21,764
- Capitalised during the year	(13,677)	-
- Transferred to inventory during the year	(5,608)	-
Closing Balance	120,227	47,156

Note: Additions to CWIP include the following expenses of revenue nature, which have been directly capitalized to CWIP.

Consequently, expenses disclosed under the respective notes are net of such amounts capitalized by the Group.

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Land cost	55,181	-
Sub-contractor cost	17,262	11,991
Rates & Taxes	4,676	-
Cost of material	9,178	7,408
Interest expense	1,712	903
Employee benefits expense	586	356
License fees and plan approval charges	716	223
Architect and consultancy fees	1,685	484
Site preparation costs	643	-
Others	717	399
	92,356	21,764

13.2 Intangible assets under development

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Licence fees		
Opening Balance	1,409	135
- Additions during the year	-	1,274
Closing Balance	1,409	1,409

14.1 Non-current investments

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Trade investments (valued at cost unless stated otherwise)		
Investment in Associate Companies		
3.7 lakhs (March 31, 2015: 3.7 lakhs) Equity shares of ₹ 10/- each fully paid up in Tandem Allied Services Pvt. Ltd.	7	7
Add: Share in profit of associate [(net of dividend income of ₹ 21 lakhs) March 31, 2015 : Nil]	680	572
	687	579
Investment in Other Companies		
1.56 lakhs (March 31, 2015: 1.56 lakhs) Equity shares of ₹ 10/- each fully paid up in Mangalore Energies Private Limited.	16	16
	16	16
Total Trade investments (A)	703	595

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Non-trade investments, unquoted (valued at cost unless stated otherwise)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Investment in equity instrument		
0.05 Lakhs (March 31, 2015: 0.05 Lakhs) Equity shares of ₹ 10/- each fully paid up in Diagnostic Research Pvt. Ltd,	1	1
2.39 Lakhs (March 31, 2015: 2.39 Lakhs) Equity shares of ₹ 10/- each fully paid up in AEC Promag Pvt. Ltd.	24	24
	25	25
Less: Provision for diminution in value of investment	(25)	(25)
	-	-
Investment in Bonds		
400 bonds (March 31, 2015: 250 bonds) of ₹ 1,000,000 each fully paid up in Lakshmi Vilas Bank Ltd	4,000	2,500
35,000 bonds (March 31, 2015: 35,000 bonds) of ₹ 1,000 each fully paid up in Indian Renewable Energy Development Agency Ltd	350	350
	4,350	2,850
Government and trust securities		
Investment in Government securities	2	2
	2	2
Total Non-trade investments (B)	4,352	2,852
Total (A)+(B)	5,055	3,447
(i) Aggregate amount of unquoted investments	5,055	3,447
(ii) Aggregate provision for diminution in value of investments	25	25

14.2 Current investments

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Investment in quoted mutual fund units (valued at lower of cost and fair value)		
7,907,863.980 (March 31, 2015 : Nil) units of ₹ 17.0959 each of Reliance medium Term Fund-Daily Direct Div Plan	1,352	-
420,145.318 (March 31, 2015 : Nil) units of ₹ 100.2972 each of BSL Saving Fund -Daily DiviDirect Plan-Re-investment	421	-
385,877.548 (March 31, 2015 : Nil) units of ₹ 105.7358 each of ICICI Flexible Income Plan	408	-
34,390.905 (March 31, 2015 : Nil) units of ₹ 1186.9373 each of Religere Invesco Medium Term Bond Fund	408	-
	2,589	-
Aggregate amount of quoted investments	2,589	-
[Market value: ₹ 2,589 Lakhs (March 31, 2015: ₹ Nil)]		

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

15 Loans and advances

(Unsecured, considered good)

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Land advances*	35,530	30,888	-	-
Loans and advances to related parties (note 33)	180	2,953	17	103
Capital advances	709	301	-	-
Advance to suppliers	7	6	6,171	8,363
Advance income-tax (net of provision for taxation)	1,962	1,561	-	-
MAT credit entitlement ****	2,357	3,882	-	-
Balances with statutory / government authorities**	4,020	2,834	5,961	4,004
Other loans and advances	-	-	-	16
Prepaid expenses	-	360	702	719
Security deposit	219	203	569	517
Advances recoverable in cash or kind***	425	144	854	25
Loans to employees	-	-	34	358
Total	45,409	43,132	14,308	14,105

* Advances for land though unsecured, are considered good as the advances have been given based on arrangements/ memorandum of understanding executed by the Company and the Company/ seller/ intermediary is in the course of obtaining clear and marketable title, free from all encumbrances, including for certain properties under litigation. Includes property advance to related party - M. R. Jaishankar ₹ 763 Lakhs (March 31, 2015: ₹ 752 Lakhs)."

** Includes amount paid under protest of ₹ 1,185 Lakhs (March 31, 2015: ₹ 702 Lakhs).

*** Including gratuity fund balance (net) of ₹ 56 Lakhs (March 31, 2015: ₹ 38 Lakhs)-126

**** Net of utilization of ₹ 1,651 Lakhs (March 31, 2015: ₹ 1,032 Lakhs)

16 Trade receivables and other assets

16.1 Trade receivable

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, considered good	-	-	110	82
Doubtful	-	1	-	-
	-	1	110	82
Provision for doubtful trade receivables	-	-	-	-
(A)	-	-	110	82
Other receivables				
Unsecured, considered good	-	-	4,184	1,414
Doubtful	-	-	42	24
	-	-	4,226	1,438
Provision for doubtful trade receivables	-	-	(42)	(24)
(B)	-	-	4,184	1,414
Total (A+B)	-	-	4,294	1,496

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

16.2 Other assets

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured, considered good				
Non-current bank balances (note18)	3,042	2,884	-	-
(A)	3,042	2,884	-	-
Others				
Interest accrued and not due on deposits	-	-	146	69
Unbilled revenue	-	-	14,058	12,329
Receivable on sale of fixed assets	3,978	3,978	-	-
Other assets	688	659	136	221
(B)	4,666	4,637	14,340	12,619
Total (A+B)	7,708	7,521	14,340	12,619

17 Inventories (valued at lower of cost and net realizable value)

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Raw materials, components and stores	8,864	8,839
Work-in-progress	171,402	127,499
Land stock	7,605	13,612
Stock of flats	3,181	4,488
	191,052	154,438

18 Cash and bank balances

(₹ in Lakhs)

	Non-current		Current	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and cash equivalents				
Balances with banks:				
– On current accounts	-	-	6,812	4,966
– Deposits with original maturity of less than 3 months	-	-	10	293
– On unpaid dividend account	-	-	19	13
Cheques/ drafts on hand	-	-	3	32
Cash on hand	-	-	272	97
	-	-	7,116	5,401
Other bank balances				
– Deposits with original maturity of more than 12 months	-	-	275	133
– Deposits with original maturity of 3 to 12 months	-	-	3,502	2,759
– Margin money deposit	3,042	2,884	-	-
	3,042	2,884	3,777	2,892
Amount disclosed under non-current assets (note 16.2)	3,042	2,884	-	-
	-	-	10,893	8,293

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

19 Revenue from operations

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Revenue from operations		
Income from property development *	130,119	95,819
Income from leasing **	16,064	15,345
Income from hospitality services	15,829	14,581
Total (A)	162,012	125,745
Other operating revenue		
Management fees	433	654
Revenue from maintenance services	2,026	2,072
Revenue from parking services	834	764
Commission income	231	142
Others	2,075	1,706
Total other operating revenue (B)	5,599	5,338
Total revenue from operations (A)+(B)	167,611	131,083

* The Company has revised its project estimates in the current year, as a result of which the revenue is lower by ₹ 1,851 Lakhs (March 31, 2015: ₹ 2,127 Lakhs).

** Including ₹ Nil (March 31, 2015: ₹ 433 Lakhs) towards impact of straight-lining of lease rental income for earlier years.

20 Other income

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Interest income on		
Bank deposits	606	329
Others	505	441
Dividend income on non-current investment	-	19
Dividend income on current investment	118	246
Profit on sale of fixed assets	2	24
Profit on sale of current investments	-	1
Provision no longer required, written back	449	278
Other non-operating income	676	663
	2,356	2,001

21 Cost of raw materials, components and stores consumed

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Inventory at the beginning of the year	8,839	4,835
Add: Purchases	20,999	20,722
Add: Impact on cost of raw material upon conversion of joint venture company into a subsidiary company	-	286
	29,838	25,843
Less: Inventory at the end of the year	(8,864)	(8,839)
Cost of raw materials, components and stores consumed	20,974	17,004
Details of raw materials, components and stores consumed	March 31, 2016	March 31, 2015
Steel	7,525	7,716
Others	13,449	9,288
	20,974	17,004

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Details of inventory	March 31, 2016	March 31, 2015
Steel	2,392	3,381
Others	6,472	5,458
	8,864	8,839

22 (Increase)/ decrease in inventories of stock of flats, land stock and work-in-progress (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Inventories at the end of the year		
Work-in-progress - Real estate	171,402	127,499
Stock of flats	3,181	4,488
Land stock	7,605	13,612
	182,188	145,599
Inventories at the beginning of the year		
Work-in-progress - Real estate	127,499	80,820
Stock of flats	4,488	4,713
Land stock	13,612	21,941
	145,599	107,474
Add: Impact on change in inventory upon conversion of joint venture company into a subsidiary company	-	15,610
Add: Inventory - Land stock acquired pursuant to the scheme of amalgamation	5,976	-
Add: Cost of project transferred from capital work in progress to work in progress - real estate (Note 13.1)	5,608	-
	(25,005)	(22,515)

23 Employee benefit expense (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Salaries, wages and bonus	11,475	9,728
Contribution to provident and other fund	545	397
Employee stock option scheme	53	29
Staff welfare expenses	508	321
	12,581	10,475

24 Finance costs (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Interest*		
On bank borrowings	17,541	11,717
On debentures	1,954	1,126
On shortfall in payment of advance income tax	67	-
Other borrowing costs	609	1,072
Bank charges	185	127
	20,356	14,042
Less: Interest capitalised to capital work-in-progress	(1,712)	(903)
Total	18,644	13,139

*Gross interest amounting to ₹ 11,360 Lakhs (March 31, 2015, ₹ 6,955 Lakhs) inventorised to qualifying work in progress.

25 Depreciation and amortization expense (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Depreciation of tangible assets	10,338	9,661
Amortization of intangible assets	201	257
Amortization of goodwill	53	-
	10,592	9,918

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

26 Other expenses

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Legal and professional fees	1,926	2,004
Payments to auditors	93	64
Architect & Consultancy Fees	1,982	1,880
Property Tax	884	756
Power and fuel	2,170	2,528
Rent*	276	1,063
Repairs & Maintenance		
Building	1,068	1,144
Plant & Machinery	667	409
Others	488	534
Insurance	383	160
Rates and taxes	355	367
License fees and plan approval charges	2,057	1,203
Brokerage and discounts	1,578	1,352
Advertisement and sales promotion	6,772	6,022
Travelling and conveyance	954	827
Training and recruitment expenses	104	182
Communication costs	239	250
Loans and advances written off	-	693
Property maintenance cost	410	-
Bad debts written off	69	-
Provision for doubtful debts	33	27
Printing and stationery	172	160
Security charges	983	672
Provision for loss on construction contracts	-	231
Donation (refer note 38 for amount of CSR expenditure)	204	315
Directors' sitting fees and commission	63	57
Exchange difference (net)	51	68
Miscellaneous expenses	1,439	977
	25,420	23,945

* Including ₹ Nil (March 31, 2015: ₹ 613 Lakhs) towards impact of straight-lining of lease rental expense for earlier years.

27 Earnings per share

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Profit after tax attributable to the shareholders of the Company	13,013	9,523
Weighted average number of equity shares in calculating basic EPS (No. in Lakhs)	1,129	1,124
Effect of dilution:		
Stock options granted under ESOP (No. in Lakhs)	8	11
Weighted average number of equity shares in calculating diluted EPS (No. in Lakhs)	1,137	1,135

28 Gratuity

The Group operates defined gratuity plan for its employees. Under the plan, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policy.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for gratuity.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Statement of profit and loss

(₹ in Lakhs)

Net employee benefit expense recognized in the employee cost	March 31, 2016	March 31, 2015
Current service cost	134	123
Interest cost on benefit obligation	40	30
Expected return on plan assets	(34)	(29)
Net actuarial (gain) / loss recognized in the year	130	(5)
Net benefit expense	270	119
Actual return on plan assets	29	33

Balance sheet

(₹ in Lakhs)

Benefit asset/ liability	March 31, 2016	March 31, 2015
Present value of defined benefit obligation	756	507
Fair value of plan assets	(567)	(423)
Plan liability/ (asset)	189	84

Changes in the present value of the defined benefit obligation are as follows:	March 31, 2016	March 31, 2015
Opening defined benefit obligation	510	404
Current service cost	134	123
Interest cost	40	30
Benefits paid	(16)	(4)
Benefits settled through fund	(37)	(46)
Actuarial (gains) / losses	125	-
Closing defined benefit obligation	756	507

Changes in the fair value of plan assets are as follows:	March 31, 2016	March 31, 2015
Opening fair value of plan assets	425	344
Expected return	34	29
Contributions by employer	150	91
Benefits settled through fund	(37)	(46)
Actuarial gains / (losses)	(5)	5
Closing fair value of plan assets	567	423

The Group expects to contribute ₹ 177 Lakhs to gratuity in the next year (March 31, 2015: ₹ 69 Lakhs).

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	March 31, 2016	March 31, 2015
Investments with insurer	100%	100%

Principal assumptions used in determining gratuity:	March 31, 2016	March 31, 2015
Discount rate	8%	8%
Expected rate of return on assets	8%	8%

"The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled."

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Amounts for the current and previous period to the extent available are as follows:

(₹ in Lakhs)

	March 31, 2016	March 31, 2015	March 31, 2014
Gratuity			
Defined benefit obligation	756	507	404
Plan assets	567	423	343
Surplus / (deficit)	(189)	(84)	(61)
Experience adjustments on plan liabilities	125	-	1
Experience adjustments on plan assets	(5)	5	1

29 Leases

Operating lease: Company as lessee

The Group has taken office and commercial space under cancellable and non-cancellable operating leases. These leases have life of upto twenty four years with renewal option and include a clause to enable upward revision of the lease rental on periodical basis. There are no restrictions placed upon the Group by entering into these leases.

Particulars	March 31, 2016	March 31, 2015
Lease payments recognised as an expense in the statement of profit and loss	276	1,063

Future minimum rentals payable under non-cancellable operating leases are as follows:

Particulars	March 31, 2016	March 31, 2015
Within one year	167	162
After one year but not more than five years	459	545
More than five years	2,468	2,550
	3,094	3,257

Operating lease commitments – Company as lessor

The Company has entered into commercial property leases on its fixed assets. These operating leases have terms of upto eighteen years. All leases include a clause to enable upward revision of the lease rental on periodical basis and includes variable rent determined based on percentage of sales of lessee in certain cases.

Particulars	March 31, 2016	March 31, 2015
Lease rentals recognised as an income in the statement of profit and loss*	16,064	15,345

* Lease rental income includes:

- income from certain commercial properties, which are held as inventory and leased out during the interim period until such properties are sold.”
- income based on percentage of sales is ₹ 1,958 Lakhs (March 31, 2015: ₹ 1,983 Lakhs).

Future minimum rentals receivable under non-cancellable operating leases are as follows:

	March 31, 2016	March 31, 2015
Within one year	6,679	7,745
After one year but not more than five years	8,863	9,705
More than five years	1,081	2,354
	16,623	19,804

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

30 Capital and other Commitments

- (a) At March 31, 2016, the estimated amount of contract remaining to be executed on capital account not provided for was ₹ 10,312 Lakhs (March 31, 2015: ₹ 29,068 Lakhs)
- (b) For commitments relating to lease arrangements, please refer note 29.
- (c) At March 31, 2016, the Company has given ₹ 35,530 Lakhs (March 31, 2015: ₹ 30,888 Lakhs) as advances for purchase of land/ joint development. Under the agreements executed with the land owners, the Company is required to make further payments and/or give share in area/ revenue from such development in exchange of undivided share in land based on the agreed terms/ milestones.
- (d) "In connection with Group's investments in certain subsidiaries and joint ventures, the Group has entered into shareholders agreement with other shareholders wherein it has certain commitments including further investment in accordance with the terms of the agreement. Also refer note 5."
- (e) The Holding Company has entered into a power purchase agreement with a party wherein the Company has committed minimum purchase of power.

31 Contingent liabilities

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Claims against the company not acknowledged as debts		
- Income tax	1,809	1,310
- Sales tax / Value added tax/ Entry tax	3,079	983
- Service tax	2,881	2,881
Letter of credit and bank guarantees	7,513	4,677
	15,282	9,851

Other Litigations:

The Group is also subject to certain legal proceedings and claims, which have arisen in the ordinary course of business, including certain litigation for land parcels held for construction purposes, either through joint development arrangements or through outright purchases, the impact of which is not quantifiable. These cases are pending with various courts and are scheduled for hearings. After considering the circumstances and legal evaluation thereon, the management believes that these cases will not have an adverse effect on the financial statements.

Note: The Group does not expect any reimbursement in respect of the above contingent liabilities and it is not practicable to estimate the timing of the cash outflows, if any, in respect of aforesaid matters and it is not probable that an outflow of resources will be required to settle the above obligations/claims.

32 Details of dues to micro and small enterprises as defined under the MSME Act, 2006

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
The principal amount remaining unpaid to any supplier	2,160	1,680
The amount of interest due and remaining unpaid to any supplier	-	-
The amount of interest paid by the Company along with the amount of the payments made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year).	-	-
The amount of interest accrued and remaining unpaid at the end of the year.	-	-
The amount of further interest remaining due and payable for the earlier years.	-	-
	2,160	1,680

Note: The above information is furnished based on the information available with the Company.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

33 Related Party disclosures

I. Names of related parties and related party relationship

(i) Related parties under AS18 with whom transactions have taken place during the year:

Associates	Tandem Allied Services Private Limited
Jointly controlled entities	BCV Developers Private Limited [upto January 20, 2015]
	BCV Estates Private Limited [upto May 25, 2015]
	CV Properties (Bangalore) Private Limited [upto May 25, 2015]
Enterprises having significant influence over the Group	Reco Begonia Pte. Ltd.
	Reco Iris Pte. Ltd.
	Reco Caspia Pte Ltd
Key management personnel ("KMP")	Mr. M.R. Jaishankar, Chairman and Managing Director
	Ms. Githa Shankar, Executive Director
	Mr. Balram Menon, Executive Director
	Mr. Vineet Verma, Executive Director
	Mr. Kailash Advani, Executive Director
Relatives of KMP	Ms. Nirupa Shankar
	Mr. M.K. Shivraj Harsha
Enterprises owned or significantly influenced by KMP	Mysore Holdings Private Limited
	Brigade Foundation Trust
	M. R. Jaishankar (HUF)
	Indian Music Experience Trust
	Alta Collis LLC

(ii) Additional related parties as per Companies Act, 2013 with whom transactions have taken place during the year

KMP - Chief Financial Officer	Mr. K. Suresh
	Mr. Anand Natarajan
	Mr. Nagaraj K V (w.e.f January 20, 2015)
	Mr. M Vignesh
- Company Secretary	Mr. P. Om Prakash
	Mr. Veerabhadra M Khanure
- Manager	Mr. Pradyumna
	Mr. Amar Mysore
Directors	Mr. M. R. Shivram
	Mr. M. R. Gurumurthy
	Mr. P. V. Maiya
	Mr. P. M. Thampi (upto November 02, 2015)
	Dr. Srinivas Murthy
	Mr. Aroon Raman
	Mr. Bijou Kurien (w.e.f January 31, 2015)
	Mrs. Lakshmi Venkatachalam (w.e.f February 01, 2016)
	Mr. Mohan Parvatikar
	Ms. Meera Krishna Kumar
Relatives of KMP/ Directors	Mr. M. G. Suraj
	Ms. Latha Suresh
	Ms. Manjeet Khera
	Ms. Latha Shivaram

Note: In respect of disclosures for joint venture companies, the proportionate share of the other joint venturers in the assets, liabilities, income and expenses are furnished. Also refer note II(e) below for list of other joint venturers.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

II. Related party transactions and balances

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

a. Sale/ purchase of goods, services and capital assets and advances given

(₹ in Lakhs)

	Year ended	Transactions during the year					
		Revenue from operation	Other income	Purchase of capital assets	Purchase of goods	Purchase of services	Sale of capital assets
Associate company							
TASPL	31-Mar-16	504	13	-	21	311	-
	31-Mar-15	466	-	-	107	366	-
Joint venture company							
BDPL	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	250	-	-	-	-	-
BEPL	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
CPPL	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Enterprises owned or significantly influenced by KMP							
MHPL	31-Mar-16	808	-	-	-	-	-
	31-Mar-15	2,439	-	-	-	-	-
BFT	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	1	-	-	-	-	-
MRJ	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
ACLLC	31-Mar-16	-	-	-	-	301	-
	31-Mar-15	-	-	-	-	333	-
IMET	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
KMP							
Mr. M. R. Jaishankar	31-Mar-16	3	-	-	-	-	-
	31-Mar-15	3	-	-	-	-	-
Mrs. Githa Shankar	31-Mar-16	2	-	-	-	-	-
	31-Mar-15	2	-	-	-	-	-
Mr. Vineet Verma	31-Mar-16	1	-	-	-	-	-
	31-Mar-15	1	-	-	-	-	-
Mr. Balram Menon	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Mr. K Suresh	31-Mar-16	34	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Relatives of KMP							
Mr. M. K. Shivraj Harsha	31-Mar-16	-	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Ms. Nirupa Shankar	31-Mar-16	1	-	-	-	-	-
	31-Mar-15	1	-	-	-	-	-

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Year ended	Transactions during the year					
		Revenue from operation	Other income	Purchase of capital assets	Purchase of goods	Purchase of services	Sale of capital assets
Ms. Latha Shivram	31-Mar-16	187	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Mr. M. R. Shivram	31-Mar-16	385	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Ms. Latha Suresh	31-Mar-16	-	-	-	-	2	-
	31-Mar-15	-	-	-	-	-	-
Mr. M. G. Suraj	31-Mar-16	32	-	-	-	-	-
	31-Mar-15	-	-	-	-	-	-
Ms. Manjeet Khera	31-Mar-16	-	-	-	-	4	-
	31-Mar-15	-	-	-	-	7	-

b. Reimbursement of expenses paid/ received

(₹ in Lakhs)

	Year ended	Reimbursement paid	Reimbursement received
Associate company			
TASPL	31-Mar-16	-	23
	31-Mar-15	-	18
Joint venture company			
BDPL	31-Mar-16	-	-
	31-Mar-15	-	9
KMP			
Mr. M. R. Jaishankar	31-Mar-16	1	1
	31-Mar-15	-	18
Mrs. Githa Shankar	31-Mar-16	-	-
	31-Mar-15	-	1
Mr. Balaram Menon	31-Mar-16	5	-
	31-Mar-15	6	-
Mr. Vineet Verma	31-Mar-16	1	-
	31-Mar-15	-	-
Mr. Anand Natrajan	31-Mar-16	1	-
	31-Mar-15	-	-
Enterprises owned or significantly influenced by KMP			
MHPL	31-Mar-16	-	-
	31-Mar-15	-	85
BFT	31-Mar-16	-	-
	31-Mar-15	-	1

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

c. Remuneration -

(i) Salaries, Bonus and Contribution to PF*

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
KMP/ Relatives of KMP		
Mr. M.R. Jaishankar	884	599
Mrs. Githa Shankar	221	239
Mr. K Suresh	130	117
Mr. P. Om Prakash	38	36
Ms. Nirupa Shankar	30	27
Mr. Vineet Verma**	109	101
Mr. Balram Menon	35	33
Mr. Anand Natrajan	25	7
Mr. Nagaraj K V	5	3
Mr. Kailash Advani	-	15
Mr. M Vignesh	11	-
Mr. Veerabhadra M Khanure	3	-
Mr. Amar Mysore	32	25

* Excludes expense towards gratuity, leave benefits and stock options as they are determined and recorded for the Company as a whole.

** Including share of profit in partnership firm - ₹ 6 lakhs (March 31, 2015: ₹ 3 lakhs)

(ii) Directors' Sitting fees and commission

(₹ in Lakhs)

	March 31, 2016	March 31, 2015
Other directors		
Mr. M. R. Shivram	1	1
Mr. M. R. Gurumurthy	1	1
Mr. P. V. Maiya	13	12
Mr. P. M. Thampi	6	11
Dr. Srinivas Murthy	11	11
Mr. Aroon Raman	11	11
Mr. Bijou Kurien	11	10
Ms. Lakshmi Venkatachalam	5	-
Mr. Mohan Parvatikar	2	-
Ms. Meera Krishna Kumar	3	-

d. Borrowings made

(₹ in Lakhs)

	Year ended	Transactions during the year		
		Shares issued	Debentures issued	Interest on debentures
Enterprises having significant influence over the Group				
RIPL	31-Mar-16	-	-	784
	31-Mar-15	-	4,900	26
RBPL	31-Mar-16	-	-	946
	31-Mar-15	-	-	1,100
RCPL	31-Mar-16	306	29,694	224
	31-Mar-15	-	-	-

e. Loans made by other joint venturers (refer note below)

(₹ in Lakhs)

	Year ended	Loans given during the year		
		BDPL	BEPL	CPPL
Ms. Anitha Purnesh	31-Mar-16	-	-	-
	31-Mar-15	-	-	-

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	Year ended	Loans given during the year		
		BDPL	BEPL	CPPL
Mr. D. M. Purnesh	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. D. M. Shankar	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. D. S. Abhinand	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. D. S. Shravan Thejas	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Ms. Manjula Reddy T V	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. Naveen T V	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Ms. Saraswathamma	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Valmark Estates Pvt. Ltd.	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. Ratan B Lath	31-Mar-16	-	-	-
	31-Mar-15	-	-	-
Mr. Tejraj Gulecha	31-Mar-16	-	-	-
	31-Mar-15	-	-	-

Notes:

- In respect of above disclosures for joint venture companies (BEPL and CPPL), the proportionate share of transactions and balances with the joint venturers are furnished.
- BCV Developers Private Limited ('BDPL'), a subsidiary company, along with two joint venture companies BCV Estates Pvt. Ltd. ('BEPL') and CV Properties (Bangalore) Pvt. Ltd. ('CPPL'), had filed a scheme of amalgamation, with the appointed date for such scheme being October 1, 2013. The scheme has been sanctioned by the High Court of Karnataka on April 29, 2015 and the companies have filed the order with the Registrar of Companies on May 25, 2015. Upon such filing, BEPL and CPPL have amalgamated into BDPL and the equity shareholders of BEPL and CPPL were issued equivalent equity shares in BDPL. Consequently, during the year, balances in BEPL and CPPL have been merged into the balances in BDPL and accordingly disclosed above.

f. Other transactions

- During the year ended March 31, 2016, the Holding Company has made following donation to IMET - ₹ 180 Lakhs (March 31, 2015: ₹ 250 Lakhs) and BFT - ₹ Nil (March 31, 2015: 50 Lakhs)
- The Holding Company has received dividend from TASPL of ₹ 13 Lakhs during the year ended March 31, 2016 (March 31, 2015: ₹ 18 Lakhs).
- The Holding Company has provided corporate guarantee of ₹ 2000 Lakhs for the loan taken by BFT for the working capital requirements of BFT (March 31, 2015: ₹ 2,000 Lakhs).
- Refer notes 5 & 9 for guarantees received from directors of the Holding Company in respect of loans availed by the Holding Company.

Note: In respect of the transactions with the related parties, the Group has complied with the provisions of Section 177 and 188 of the Companies Act, 2013 where applicable, and the details have been disclosed above,

as required by the applicable accounting standards.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

34 Segment reporting

The primary segment reporting is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services offered, with each segment representing a strategic business unit that offers different products and serves different markets. Secondary information is reported geographically.

The Group has identified Real Estate, Hospitality and Leasing as primary business segments of the Group.

The accounting policies consistently used in the preparation of the financial statements are also applied to record revenue and expenditure in individual segments. Assets, liabilities, revenues and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while other items, wherever allocable, are apportioned to the segments on an appropriate basis. Certain items are not specifically allocable to individual segments as the underlying services are used interchangeably. The Group therefore believes that it is not practical to provide segment disclosures relating to such items, and accordingly such items are separately disclosed as 'unallocated'. Transfer prices between business segments are set at cost plus appropriate margins.

The Group operates in India and there is no other geographical segment. Hence, disclosure of secondary segment information is not required to be furnished. (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Segment revenue		
Real estate	130,204	96,487
Hospitality	18,273	16,533
Leasing	20,134	18,657
	168,611	131,677
Less: Inter segment revenue	(1,000)	(594)
	167,611	131,083
Segment profit		
Real estate	36,544	26,019
Hospitality	3,542	1,184
Leasing	7,142	8,417
	47,228	35,620
Finance costs	(18,644)	(13,139)
Other unallocable expenditure	(7,848)	(7,234)
Other income (including interest income)	2,356	2,001
Profit before tax	23,092	17,248
Tax expense	(8,394)	(5,753)
Profit after tax	14,698	11,495
Segment assets		
Real estate	342,383	238,034
Hospitality	62,392	46,015
Leasing	129,935	123,310
Unallocated	26,625	22,793
	561,335	430,152
Segment liabilities		
Real estate	191,962	135,136
Hospitality	11,149	8,676
Leasing	19,760	14,427
Unallocated	182,202	133,660
	405,073	291,899
Capital expenditure		

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	March 31, 2016	March 31, 2015
Real estate	63,727	5,595
Hospitality	14,568	5,591
Leasing	16,423	18,072
Unallocated	652	821
	95,370	30,079
Depreciation and amortization		
Real estate	435	276
Hospitality	3,032	3,816
Leasing	6,855	5,488
Unallocated	270	338
	10,592	9,918

35 Employee stock option plan

The Holding Company provides share-based payment schemes to its employees. During the year ended March 31, 2016, an Employee Stock Option Plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below.

The Holding Company instituted an Employees Stock Option Scheme ('ESOP 2011') pursuant to the Board of Directors and Shareholders' resolution dated May 4, 2011 and August 11, 2011, respectively. As per ESOP 2011, the Company granted 2,424,300 (March 31, 2015: 2,424,300) options comprising equal number of equity shares in one or more tranches to the eligible employees of the Company and its subsidiaries. The options under this grant would vest to the employees equally as 25% of the total grant every year at the end of first, second, third and fourth year from the date of the grant respectively, with an exercise period of five years from the date of respective vesting. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years from date of such grant. The other relevant terms of the grant are as below:

Vesting period	4 years
Grant date	October 29, 2013 and March 9, 2015
Exercise period	5 years from the date of vesting
Expected life	9 years from the date of grant
Exercise price	₹ 50
Market price as at October 29, 2013 and March 9, 2015	₹ 55.50 and ₹ 155.38

The details of activity under the Scheme are summarized below: (₹ in Lakhs)

	March 31, 2016		March 31, 2015	
	No. of options (Lakhs)	WAEP* ₹	No. of options (Lakhs)	WAEP* ₹
Outstanding at the beginning of the year	17	50	23	50
Granted during the year	-	50	1	50
Forfeited during the year	1	50	2	50
Exercised during the year	4	50	5	50
Outstanding at the end of the year	12	50	17	50
Exercisable at the end of the year	1	50	1	50

*Weighted Average Exercise Price

For options exercised during the period, the weighted average share price at the exercise date was ₹ 154.30 per share (March 31, 2015: ₹ 152.30 per share). The weighted average remaining contractual life for the stock options outstanding as at March 31, 2016 is 6.69 years (March 31, 2015: 7.66 years)

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Dividend yield (%)	1.52%
Expected volatility	48.42%
Risk-free interest rate	7.81%
Weighted average share price (₹)	131.68
Exercise price (₹)	50.00
Expected life of the options granted (in years) (vesting and exercise period)	7.66

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may also not necessarily be the actual outcome.

The Company measures the cost of ESOP using the intrinsic value method. Had the company used the fair value model to determine compensation, its profit after tax and earnings per share as reported would have changed to the amounts indicated below:

	March 31, 2016	March 31, 2015
Profit after tax as reported	13,013	9,523
Add: ESOP cost using the intrinsic value method	53	29
Less: ESOP cost using the fair value method	121	113
Proforma profit after tax	12,945	9,439
Earnings Per Share		
Basic		
- As reported	11.53	8.47
- Proforma	11.47	8.40
Diluted		
- As reported	11.45	8.40
- Proforma	11.39	8.33

36 Additional information to Consolidated Financial Statements based on the audited standalone financial statements of the components of the Group

Name of the entity	March 31, 2016				March 31, 2015			
	Net Assets/ (Liabilities)		Share in profit/ (loss)		Net Assets/ (Liabilities)		Profit/ (Loss)	
	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs
Parent								
Brigade Enterprises Limited	87.7%	144,378	77.5%	14,637	93.5%	131,655	62.1%	7,000
Subsidiaries - Indian								
Brigade Tetrarch Private Limited	0.0%	(77)	0.0%	(6)	(0.1%)	(71)	0.0%	(5)
Brigade Estates and Projects Private Limited	0.0%	3	0.0%	-	0.0%	3	0.0%	-
Brigade Infrastructure and Power Private Limited	0.0%	(32)	0.0%	-	0.0%	(32)	0.0%	-
Orion Mall Management Company Limited	(0.1%)	(170)	(1.2%)	(221)	0.0%	50	1.3%	145
Brigade Hospitality Services Limited	0.7%	1,158	1.2%	233	0.7%	925	1.7%	195

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Name of the entity	March 31, 2016				March 31, 2015			
	Net Assets/ (Liabilities)		Share in profit/ (loss)		Net Assets/ (Liabilities)		Profit/ (Loss)	
	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs	As % of consolidated net assets	Amount in Lakhs	As % of consolidated profit or loss	Amount in Lakhs
Prosperita Hotel Ventures Limited	5.5%	9,021	0.1%	13	0.0%	(12)	(0.2%)	(17)
WTC Trades and Projects Private Limited	0.5%	808	0.9%	168	0.5%	640	0.7%	82
Celebration Catering and Events LLP	0.1%	159	0.6%	113	0.1%	100	0.6%	64
Brigade Properties Private Limited	2.9%	4,689	16.1%	3,031	3.5%	4,887	36.8%	4,153
Brookefields Real Estates and Projects Private Limited	0.0%	49	(0.1%)	(12)	0.0%	61	0.0%	-
BCV Developers Private Limited	1.8%	2,937	4.3%	811	0.9%	1,288	(1.4%)	(156)
Brigade (Gujarat) Projects Private Limited	0.1%	92	(0.2%)	(33)	0.0%	-	0.0%	-
Perungudi Real Estates Private Limited	0.4%	619	0.1%	19	0.0%	-	0.0%	-
Associates (as per equity method) - Indian								
Tandem Allied Services Private Limited	0.4%	687	0.7%	129	0.4%	579	1.3%	147
Joint Ventures (as per proportionate consolidation) - Indian								
BCV Developers Private Limited	0.0%	-	0.0%	-	0.0%	-	(2.7%)	(306)
CV Properties (Bangalore) Private Limited	0.0%	-	0.0%	-	0.3%	485	(0.1%)	(12)
BCV Estates Private Limited	0.0%	-	0.0%	-	0.2%	338	(0.1%)	(7)
Sub total	100.0%	164,321	100.0%	18,882	100.0%	140,896	100.0%	11,283
Share of Minority interest in subsidiaries:								
- Net Assets/(Liabilities)		9,235				2,584		
- (Profit)/Loss				(1,814)				(2,119)
Elimination and consolidation adjustments		(17,294)		(4,055)		(5,227)		359
Consolidated Total		156,262		13,013		138,253		9,523

37 As per the transfer pricing rules prescribed under the Income-tax Act, 1961, the Group is examining the domestic and international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustment with regard to the transactions involved.

Notes to the Consolidated Financial Statement for the year ended March 31, 2016

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

- 38** The gross amount to be spent by the Holding Company on Corporate Social Responsibility (CSR) during the year is ₹ 175 Lakhs (March 31, 2015: ₹ 138 Lakhs). The details of amount spent during the year by the Holding Company on CSR included under Donation are as below: (₹ in Lakhs)

Particulars	March 31, 2016			March 31, 2015		
	Amount paid	Amount yet to be paid	Total amount	Amount paid	Amount yet to be paid	Total amount
Donation*	180	-	180	300	-	300

- 39 Construction contracts** (₹ in Lakhs)

	March 31, 2016	March 31, 2015
(i) Amount of contract revenue recognised as revenue for the year	130,119	95,819
(ii) Amounts in respect of contracts in progress at the reporting date:		
a. Aggregate amount of costs incurred and recognised profits/(losses)	273,684	146,913
b. Amount of advances received (net)	73,673	59,145
c. Amount of retentions	-	-

- 40 Unhedged foreign currency exposure** (₹ in Lakhs)

	March 31, 2016	March 31, 2015
Trade payable	1,407	548
Other Payable	-	58

- 41** The figures of the previous year have been regrouped/reclassified, wherever necessary, to conform to the current year's classification.

As per our report of even date

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number 101049W/E300004

per **Adarsh Ranka**

Partner

Membership No. 209567

Place: Bengaluru

Date: May 16, 2016

For and on behalf of the Board of directors of
Brigade Enterprises Limited

M. R. Jaishankar

Chairman & Managing Director

K. Suresh

Chief Financial Officer

Place: Bengaluru

Date: May 16, 2016

M.R. Shivram

Director

P. Om Prakash

Company Secretary
& Compliance Officer

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

- Corporate Identity Number (CIN) of the Company : L85110KA1995PLC019126
- Name of the Company : Brigade Enterprises Limited
- Registered address : 29th & 30th Floor, World Trade Center, Brigade Gateway Campus, 26/1 Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560055
- Website : www.brigadegroup.com
- E-mail id : investors@brigadegroup.com
- Financial Year reported : 2015-16
- Sector(s) that the Company is engaged in (industrial activity code-wise) :

Business Activity	Code
Real Estate	45201
Leasing	70106
Hospitality	55101

- List three key products/services that the Company manufactures/provides (as in balance sheet)
 - Real Estate – Residential Space & Commercial space meant for sale
 - Leasing – Office & Retail Space
 - Hospitality – Hotels, Clubs & Convention Centers
- Total number of locations where business activity is undertaken by the Company
 - Number of International Locations (Provide details of major 5)
 - Number of National Locations

The Company is focussed in its operations in Karnataka apart from many cities in South India and GIFT city Gujarat.
- Markets served by the Company – Local, State & National.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

- Paid up Capital (₹) : 11,318 Lakhs
- Total Turnover (₹) : 130,133 Lakhs
- Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

S.No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/ policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policies being formulated is in consultation with the relevant stakeholders?	The Company has formulated the policies in accordance with applicable regulations and adopted the best practices. All the policies are formulated taking in to account the interest of all stakeholders by engaging external consultant wherever necessary								
3.	Does the policies conform to any national / international standards? If yes, specify? (50 words)	The policies are in due compliance of the applicable Indian Laws. The policies/ practices broadly confirms to the National Voluntary Guidelines issued by Ministry of Corporate Affairs.								

- Total profit after taxes (₹) :14,636 Lakhs
- Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) 2%
- List of activities in which expenditure in 4 above has been incurred:-
 - Social Welfare
 - Environmental Sustainability
 - Arts & Culture

SECTION C: OTHER DETAILS

- Does the Company have any Subsidiary Company/ Companies?
11 subsidiaries
- Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)
Yes.
- Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]
No

SECTION D: BR INFORMATION

- Details of Director/Directors responsible for BR
No director has been specifically nominated. The Corporate Social Responsibility (CSR) Committee of the Board comprising of Mr. M. R. Jaishankar, Mr P. V. Maiya, and Dr. K. Srinivasa Murthy, Directors drive the social responsibility initiatives.
 - Details of the BR head
No directors / employees have been nominated as BR Head. The Corporate Social Responsibility (CSR) Committee of the Board comprising of Mr. M. R. Jaishankar, Mr P. V. Maiya Director and Dr. K. Srinivasa Murthy drive the social responsibility initiatives.

4.	Has the policies being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	All policies are not required to approved by the Board of Directors. The approval of the Board has been taken on mandatory policies which are signed by the Chairman & Managing Director								
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	www.brigadegroup.com								
7.	Has the policies been formally communicated to all relevant internal and external stakeholders?	Formal communication is sent to internal stakeholders and the external stakeholders are communicated to the extent as may be applicable								
8.	Does the company have in-house structure to implement the policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of these policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Company views business responsibility as a part and parcel of its business. Lot of time, efforts and investments are continuously made in this area especially in and around the projects we develop. Frequent review is done by the Management Committee of the Company. The Corporate Social Responsibility Committee recommends, reviews and monitors the CSR activities of the Company.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company does not publish a Business Responsibility Report. However, our newsletter "Insight" is published on a quarterly basis which captures the welfare initiatives taken by the Company.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes / No. Does it extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

No. The Brigade Code of Conduct covers employees of the Company, its subsidiaries, Associates, Joint Ventures and other external stakeholders as well.

2. How many stakeholder complaints have been received in the past financial year and what percentage was

satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Stakeholders' Relationship Committee reviews the shareholders complaints and the redressal measures taken by the Registrar & Transfer Agents/ Company relating to their resolutions. During the financial year 2015-16, a total of 82 complaints were received and redressed. The Customer Relationship Management (CRM) handles the complaints of our Customers in the normal course of business.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and / or opportunities

- a) Efficient design to retain as much of existing trees in our projects as possible and replanting trees to conserve natural resources.

- b) The window (glazing/ façade) to Wall Ratio (WWR) is minimized to less than 40% to reduce energy consumption for Air Conditioning / Cooling in all Commercial projects

Use of double glazed / low e-glass as building material to maximize the use of Day-light in offices and projects of the Company and at the same time ensuring that this does not increase the energy demand for our air conditioning by selecting suitable energy efficient glass to reflect solar heat from the building.

- c) Rejuvenation/ Restoration of lakes, parks & play grounds which have also won us awards.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

(a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

Efficient sourcing of materials locally available is part of our procurement process.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Our designs incorporate the use of solar water heaters and lighting. The toilet fixtures used by us in our projects are efficient and we encourage waterless urinals in our commercial projects. It is difficult to quantify the reduction achieved.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Yes. It is difficult to specify a percentage. Major sustainable sourcing relates to steel, cement, electrical and mechanical equipment's.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. The Company and its Contractors continuously provide training to workers and take steps to provide hygiene, healthy working environment including implementing strict use of safety equipment/ safety measures to be followed by the workers.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Yes. The Company installs sewage treatment plants in almost all its projects to recycle water to be used for toilet flushing and landscaping. Some construction waste are disposed off as scrap to get them recycled and used again in construction works. The percentage of recycling of products and waste is greater than 10 %.

Principle 3

1. Please indicate the Total number of employees.

620 employees as on 31st March, 2016.

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.

28 contractual employees as on 31st March, 2016.

3. Please indicate the Number of permanent women employees.

139 women employees as on 31st March, 2016.

4. Please indicate the Number of permanent employees with disabilities: 2 employees as on 31st March, 2016

5. Do you have an employee association that is recognized by management.

There is no employee association in the Company.

6. What percentage of your permanent employees is members of this recognized employee association?

Not Applicable

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

(a) Permanent Employees = Around 90%

(b) Permanent Women Employees = Around 78%

(c) Casual/Temporary/Contractual Employees = Around 14%

(d) Employees with Disabilities = 100%

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No

Yes.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

All stakeholders are equal to the Company.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

All stakeholders are equal due to which there are no special initiatives for any category of stakeholders.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?

The Company's policy and practices relating to protection of human rights viz. non-engagement of child labour, personal hygiene, safety and welfare measures of workers etc., are applicable to the Company and its subsidiaries, joint ventures, associates and contractors.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any complaints pertaining human rights from any stakeholder for the financial year ended on 31st March, 2016.

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others.

The policy and practices covers the Company and its subsidiaries, associates, joint ventures and associates.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y / N. If yes, please give hyperlink for webpage etc.

Yes. The practices followed by the Company in its projects are listed out in Annexure 9 to the Board's Report forming part of this Annual Report.

3. Does the company identify and assess potential environmental risks? Y / N

Yes

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No specific project

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc., Y / N. If yes, please give hyperlink for web page etc.

Yes. Our projects are developed incorporating measures to conserve energy, usage of solar technology for lighting & heating purposes etc. Conservation of water is an integral objective in our projects and the planning for the same is done at the time of conceiving the project.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB / SPCB for the financial year being reported?

Yes

7. Number of show cause/ legal notices received from CPCB / SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

No

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes. The major trade bodies are:

- (a) The Confederation of Real Estate Developers' Associations of India (CREDAI)
- (b) Confederation of Indian Industry (CII)
- (c) Federation of Indian Chamber of Commerce and Industry (FICCI)
- (d) Bangalore Chamber of Industry and Commerce (BCIC) World Trade Centers Association, New York, USA

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes / No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes. The Company does work for public good on its own and along with trade bodies and industry colleagues for Urban Development and inclusive development in the Real Estate Sector.

Principle 8

1. Does the company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes. The details are contained Annexure 7 to the Board's Report forming part of this Annual Report.

2. Are the programmes / projects undertaken through in-house team/own foundation/external NGO / government structures/any other organization?

The programmes are a combination of internal as well as external organisation.

3. Have you done any impact assessment of your initiative? Impact assessments are done.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

The details of the same are contained Annexure 7 to the Board's Report forming part of this Annual Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Community Development is one of the important aspect which we take in to consideration. The Company makes conscious efforts to develop the communities in and around the projects developed.

Principle 9

1. What percentage of customer complaints / consumer cases are pending as on the end of financial year.
The company has about 70 customer complaints / consumer cases pending in various fora as on 31st March, 2016.
2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks(additional information)
The Company has three business segments i.e. Residential, Lease Rental and Hospitality. Based on this the products of the Company will be mainly residential space, office space, retail space and hotels. The advertisements, agreements, application forms and other relevant documents depicts them .
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.
No.
4. Did your company carry out any consumer survey/ consumer satisfaction trends?
Yes, Customer Feedback Form is taken from customers.

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BRIGADE ENTERPRISES LIMITED

Regd Off. : 29th & 30th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore-560055

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BRIGADE ENTERPRISES LIMITED

Regd Off: 29th & 30th Floor, World Trade Center, Brigade Gateway Campus
26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore – 560 055

Get in touch with us at: Toll free no.: 1800 102 9977

salesenquiry@brigadegroup.com

www.BrigadeGroup.com



PRIVILEGE COUPON

Serial No:

PROJECT NAME AND SET AREA :

NAME OF THE SHAREHOLDER :

CLIENT ID :

DEPOSITORY PARTICIPANT ID :

GIFTED TO (OPTIONAL) :

RESIDENTIAL ADDRESS :

.....

.....

TELEPHONE / MOBILE NO. :

EMAIL ID :

CONDITIONS:

1. Discount will be based on the list price on the date of booking.
2. The offer is valid up to 31st December, 2016.
3. Shareholders can avail the discount only for a single booking.
4. The privilege coupon can be gifted. In case it is gifted, apart from providing his details, the Shareholder needs to fill in the details of the person to whom it is being gifted.
5. The scheme cannot be availed in conjunction with any other promotional scheme that the Company may come up with in the future.
6. The discount will be on the listed price of the project (excluding car park and statutory expenses).

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of **Brigade Enterprises Limited** will be held on Wednesday, 31st August, 2016 at 11.00 a.m. at The Lalit Ashok Bangalore, Kumara Krupa High Grounds, Bangalore – 560 001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2016, including the Audited Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. M. R. Shivram (DIN: 00824560), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. M. R. Gurumurthy (DIN: 01367579), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 read with Rule 3 of the Companies (Audit and Auditors) Rules, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Board, approval of the Shareholders be and is hereby accorded to ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101049W / E300004) as Statutory Auditors of the Company from the conclusion of this Twenty First Annual General Meeting until the conclusion of Twenty Second Annual General Meeting on such remuneration as may be recommended by the Audit Committee and finalized by the Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

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

“RESOLVED THAT, pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (LODR) Regulations, 2015, Ms. Lakshmi Venkatachalam

(DIN: 00758451), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st February, 2016, who holds office until the date of the ensuing Annual General Meeting and relating to whom the Company has received a Notice under Section 160 of the Companies Act, 2013 signifying the intention to propose her candidature for the office of Director in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office up to five consecutive years commencing from 1st February, 2016.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration not exceeding ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand) apart from applicable taxes and out of pocket expenses to Messrs GNV & Associates, Cost Accountants (Firm Regn No. 000150), appointed as Cost Auditors by the Board of Directors of the Company for conducting cost audit for the financial year 2015-16 (1st April 2015 to 31st March, 2016) be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, in pursuance to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI (ICDR) Regulations”), Foreign Exchange Management Act, 1999 as amended read with Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines,

notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot equity shares ("Equity Shares") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") in the course of domestic and / or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding ₹ 500,00,00,000/- (Rupees five hundred crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, in the course of domestic and / or international offerings through public issue and / or private placement and / or rights issue and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/ writings/ circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and or any of the Overseas Stock Exchanges as may be permissible.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be in accordance with Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agencies or bodies as are authorized by the Board for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and /or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not dis-advantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to the Committee of Directors of the Company.”

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

“RESOLVED THAT pursuant to Section 188 and all other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation made by the Nomination and Remuneration Committee & Board of Directors, consent of the Shareholders be and is hereby accorded for appointment of Ms. Pavitra Shankar as Vice President – Chairman’s Office (relative of a Key Managerial Personnel) on a remuneration of ₹ 40,00,000/- per annum and an annual increase in remuneration year on year up to a limit not exceeding ₹ 75,00,000/- per annum over a period of three years as may be approved by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to Ms. Pavitra Shankar to hold the office of place of profit in the Company being the daughter of Mr. M. R. Jaishankar, Chairman & Managing Director and Ms. Githa Shankar, Wholetime Director of the Company.

RESOLVED FURTHER THAT the Board of Directors approve the appointment and payment of remuneration to Ms. Pavitra Shankar based on her educational qualification, professional work experience, skill sets, competencies and the role & responsibilities, industry standards etc., as offered to other employees based upon their normal appraisal process followed in the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary and expedient for the purpose of giving effect to this resolution including all such modifications, wherever necessary in the aforesaid resolution.”

Place : Bangalore

Date : 17th June, 2016

**By Order of the Board
For Brigade Enterprises Limited**

**P. Om Prakash
Company Secretary & Compliance Officer**

Registered Office:
29th & 30th Floor, World Trade Center,
26/1, Brigade Gateway Campus,
Dr. Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore - 560055

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of corporates, limited liability partnerships, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. Members whose Shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding Shares in physical form are requested to advise any change of address or bank details immediately to our Registrars and Transfer Agent, Karvy Computershare Private Limited. Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
9. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot no.31 & 32, Financial District
Nanakramguda, Serilingampally Mandal, Hyderabad – 500032.
Ph No.: +91 40 6716 1500, Fax No.: 040 23420814
Email: raju.sv@karvy.com
10. Members are requested to note that the dividends not encashed or claimed within 7(seven) years from the date of transfer to the Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund. The details of the unclaimed dividend of the earlier years are available on our website www.brigadegroup.com. Members who haven't encashed or claimed the dividend for the earlier years are requested to approach the Company / Registrar & Transfer Agents at the earliest.
11. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their email addresses with their Depository Participants are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically. Members who wish to receive a physical copy of the Annual Report may write to the Company Secretary at the registered office or send an email to investors@brigadegroup.com. The Annual Report can also be downloaded from the investors section of the Company's website www.brigadegroup.com.
12. Copies of the Annual Report 2015 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
13. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/ re-appointment.
14. The certificate of the Statutory Auditors of the Company certifying that the 'Brigade Employee Stock Option Plan 2011' is being implemented in accordance with the Securities and Exchange Board of India Regulations will be available for inspection at the Annual General Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository

Participant(s). Members holding Shares in physical form shall submit their PAN details to the Registrar & Transfer Agents / Company.

16. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
17. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the Clause 35B of the Listing Agreement, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.
18. The Company has appointed Mr. Rajshekar, Practising Company Secretary (CP No.:2468), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three(3) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded in the website of the Company (www.brigadegroup.com).
19. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published in the Annual Report of the Company.
20. The Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as follows:

INSTRUCTIONS FOR E-VOTING:

- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. **User ID and Password** as provided separately). Your DP ID-Client ID / Folio No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z),

one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., Brigade Enterprises Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat accounts / folios.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: rajaarathi.cs@gmail.com with a copy marked to evoting@karvy.com and investors@brigadegroup.com. The scanned image of the abovementioned documents should be in the naming format "Brigade Enterprises Limited, 21st Annual General Meeting".
- xiii. The e-voting period commences on Sunday, 28th August, 2016 at 9.00 a.m. to Tuesday, 30th August, 2016 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being 24th August, 2016, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member

shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.

- B.** In case of Members receiving physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s) / Company]:
- i. User ID and initial password as provided separately along with the Notice.
 - ii. Please follow all steps from Si. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.5:

Pursuant to the provisions of Section 161(1) of the Companies Act, 203 and the Articles of Association of the Company, the Board of Directors have appointed Ms. Lakshmi Venkatachalam (DIN: 00758451) as an Additional Director of the Company with effect from 1st February, 2016. In terms of the provisions of Section 161(1) of the Act, Ms. Lakshmi Venkatachalam would hold office up to the date of the ensuing Annual General Meeting.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Lakshmi Venkatachalam for the office of Director of the Company.

Ms. Lakshmi Venkatachalam is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of Directors for retirement by rotation.

The Company has received a declaration from Ms. Lakshmi Venkatachalam that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of the SEBI (LODR) Regulations, 2015.

Ms. Lakshmi Venkatachalam, 63 years old, holds Post-Graduate Degrees in Economics and in Business Administration, from Boston University, USA, and a Post Graduate Degree in English from Jadavpur University, Kolkata. She has rich and versatile experience of more than 35 years in both the Public Sector and the Private sector. Her previous assignment was with Asian Development Bank as Vice President for Private Sector and Co-financing Operations.

Ms. Lakshmi Venkatachalam also held various positions in Government viz. Director General of Shipping and ex-officio

Additional Secretary to the Government of India; Principal Secretary to the Government of Karnataka in the Departments of (1) Commerce and Industry, (2) Urban Development and (3) Planning, Program Implementation, Economics and Statistics; Chairperson of the Coffee Board of India, (a statutory body, under the Ministry of Commerce, Government of India) during which she held the office of Chairperson of the International Coffee Council; Commissioner of the Bangalore Development Authority; Director in the Ministry of Steel, Government of India.

In the opinion of the Board, Ms. Lakshmi Venkatachalam fulfills the conditions for her appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015. Ms. Lakshmi Venkatachalam is independent of the management.

Save and except Ms. Lakshmi Venkatachalam and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Item No.6:

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s. GNV & Associates, Cost Accountants (Firm Registration No: 000150) as the Cost Auditors of the Company for the financial year 2015-16 at a remuneration of ₹ 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Due to which consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financial or otherwise, if any in the Resolution No. 6 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No.7:

The Company proposes to raise the capital for the purpose of raising long term resources for financing, inter alia, the ongoing & proposed capital expenditure and for general corporate purposes for which the Company may offer or invite subscription for securities, in one or more series/ tranches on private placement/ on preferential basis, issuable/ redeemable at premium.

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and /or

Global Depository Receipts (“GDRs”) and / or American Depository Receipts (“ADRs”) (“Securities”) to all eligible investors including but not limited to existing of equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company in the course of domestic and / or international offerings through public issue and / or private placement and /or rights issue and / or preferential allotment and / or qualified institutional placement (“QIP”) and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount not exceeding ₹ 500,00,00,000/- (Rupees five hundred crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank *pari passu* with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in the financial year 2016-17, if any, would not exceed 5 times of the Company’s net worth as per the audited balance sheet of the previous financial year;
- e) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act, 2013.

Therefore, the Board recommends the resolution contained in Item No. 7 to be passed by the members so as to enable it to issue further Securities.

The proposed issue is in the interest of the Company and your Directors commend the resolution for your approval.

Directors, Key Managerial Personnel and their relatives may be deemed to be concerned or interested in the Resolution at Item No. 7 to the extent of their shareholding, if any.

The Board recommends the Special Resolution as set out in Item No.7 of the Notice for approval by the Shareholders.

Item No.8:

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee has proposed the appointment of Ms. Pavitra Shankar as Vice President – Chairman’s Office on a remuneration of ₹ 40,00,000/- per annum subject to the approval of the shareholders in a general meeting.

Ms. Pavitra Shankar is the daughter of Mr. M. R Jaishankar, Chairman & Managing Director & Ms. Githa Shankar, Wholetime Director of the Company due to which her appointment needs to be approved by the Board and Shareholders pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder.

Ms. Pavitra Shankar, 36 years, holds Bachelor’s degree in Economics and Mathematics from the University of Virginia, United States of America and a Master’s in Business Administration in Real Estate and Finance from Columbia Business School, United States of America. She has more than 12 years of rich international experience in Corporate Finance, Portfolio Analytics & Fund Operations, Business Development, Real Estate Marketing & Consultancy services, Human Resource etc.

The prior approval of shareholders is necessary for appointment of Directors relative to an office of profit where the proposed remuneration is ₹ 2,50,000/- per month and above pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The approval of shareholders is also sought for increase in remuneration every year as may be approved by the Board of Directors up to a limit of ₹ 75,00,000/- per annum over a period of three years.

The disclosure pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as follows:

Sl No.	Particulars	Description
1	Name of Related Party	Ms. Pavitra Shankar
2	Name of Director or Key Managerial Personnel who is interested, if any	Mr. M. R. Jaishankar Ms. Githa Shankar
3	Nature of relationship	Daughter of Mr. M. R. Jaishankar & Ms. Githa Shankar
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment including payment of remuneration on the terms given in the resolution as given in the Annual General Meeting Notice

The Directors recommend the Resolution No. 8 of the Notice for consent and approval by the Shareholders as a Special Resolution.

Mr. Jaishankar and Ms. Githa Shankar, Directors of the Company are interested, financial or otherwise, if any in the Resolution No. 8 of the accompanying Notice.

None of the other Directors, Key Managerial Personnel or their relatives except as stated above are interested, financial or otherwise, if any in the Resolution No. 8 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

**By Order of the Board
For Brigade Enterprises Limited**

Place : Bangalore
Date : 17th June, 2016

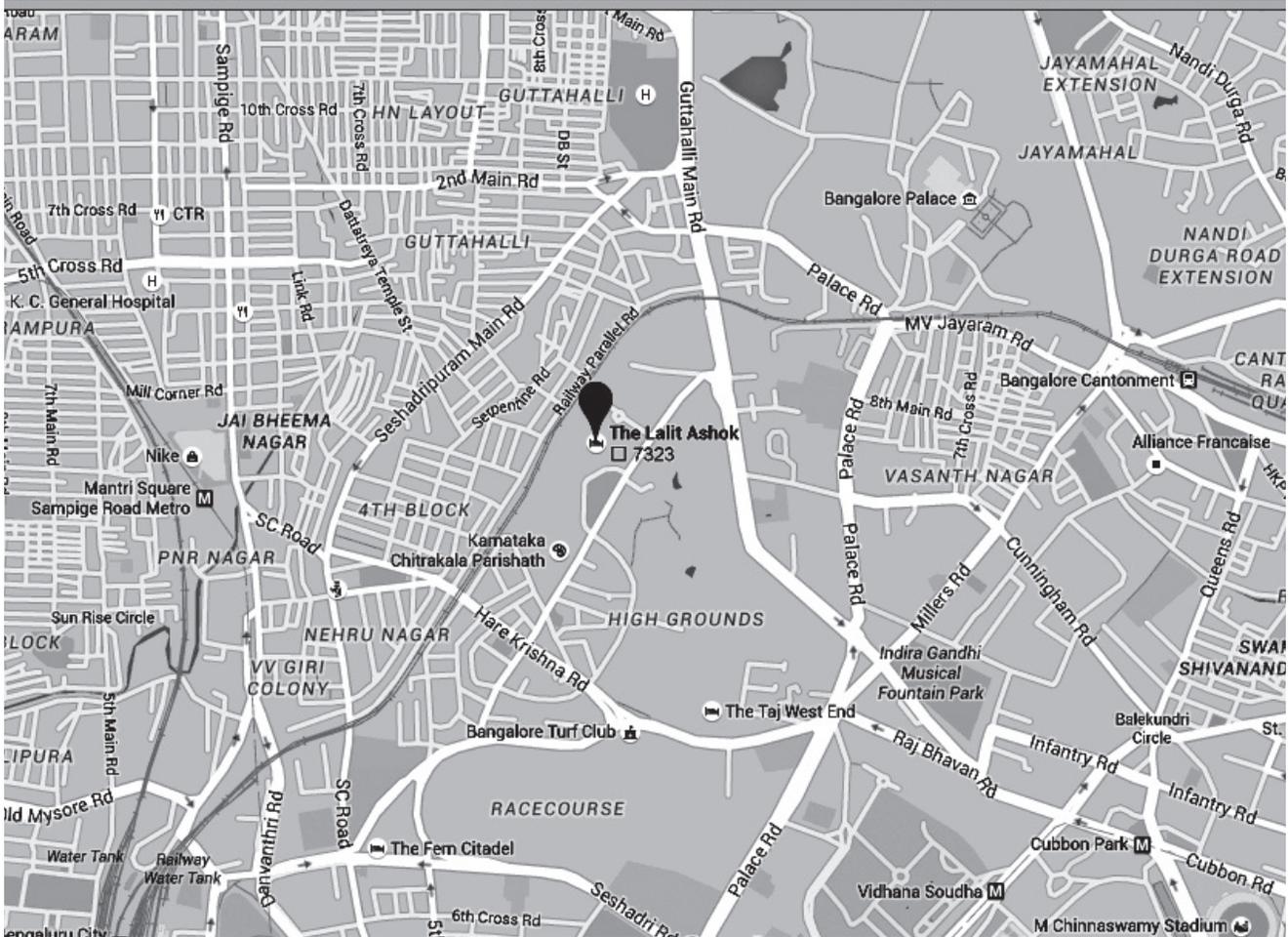
**P. Om Prakash
Company Secretary & Compliance Officer**

Registered Office:
29th & 30th Floor, World Trade Center,
26/1, Brigade Gateway Campus,
Dr. Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore - 560055.

Details of the Directors seeking re-appointment at the 21st Annual General Meeting (Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. M. R. Shivram	Mr. M. R. Gurumurthy	Ms. Lakshmi Venkatachalam
Date of Birth	01/12/1947	04/05/1941	25/09/1953
Age (in years)	69	75	63
Date of Appointment	08/11/1995	08/11/1995	01/02/2016
Qualification	BE, MSc. in Electronics	Bachelors in Science	Post-Graduate Degrees in Economics and in Business Administration, from Boston University, USA, and a Post Graduate Degree in English from Jadavpur University, Kolkata.
No. of equity shares held in the Company	1741243	1137722	Nil
Expertise in functional areas	He has more than 3 decades of rich business experience	He has more than 4 decades of rich business experience	She has rich and versatile experience of more than 35 years in both the Public Sector and the Private sector
Relationship with the Directors inter-se	Promoter Group Director being relative of: 1. Mr. M. R. Jaishankar 2. Ms. Githa Shankar 3. Mr. M. R. Gurumurthy	Promoter Group Director being relative of: 4. Mr. M. R. Jaishankar 5. Ms. Githa Shankar 6. Mr. M. R. Shivram	None
Directorships held in other Companies	a. Capronics Private Limited	a. Capronics Private Limited	a. ICICI Prudential Asset Management Company Limited
Committee positions held in other Companies	Nil	Nil	Nil

Route Map to AGM Venue





BRIGADE
FORM NO. MGT-11
PROXY FORM

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

BRIGADE ENTERPRISES LIMITED

CIN: L85110KA1995PLC019126

29th & 30th Floor, World Trade Center, 26/1 Brigade Gateway
 Dr. Rajkumar Road, Malleswaram-Rajajinagar
 Bangalore – 560 055

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id:	
		*DP Id:	

I/We, being the member(s) of Shares of Brigade Enterprises Limited, hereby appoint:

- 1)of.....having e-mail id.....or failing him
- 2)of.....having e-mail id.....or failing him
- 3)of.....having e-mail id.....or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Wednesday, 31st August, 2016 at 11:00 a.m. at The Lalit Ashok Bangalore, Kumara Krupa High Grounds, Bangalore – 560 001 and at any adjournment thereof in respect of such resolutions as follows:



RESOLUTION NUMBER	RESOLUTIONS	VOTE (PLEASE MARK (✓) AND NO. OF SHARES)	
		For	Against
Ordinary Business			
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2016.		
2	Re-appointment of Mr. M.R. Shivram, as a Director liable to retire by rotation		
3	Re-appointment of Mr. M.R. Gurumurthy, as a Director liable to retire by rotation		
4	Annual ratification of the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No.101049W) as Statutory Auditors and authorizing the Board of Directors to fix their remuneration.		
Special Business			
5	Appointment of Ms. Lakshmi Venkatachalam as an Independent Director of the Company for a term upto five years.		
6	Approve the remuneration payable to M/s GNV & Associates, Cost Auditors for the Financial Year 2015-16.		
7	Issue of Securities on Private Placement basis.		
8	Appointment of and remuneration payable to Ms. Pavitra Shankar, relative of Director/Key Managerial Personnel.		

Signed this..... day of..... 2016

Signature of member

Affix Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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



BRIGADE

BRIGADE ENTERPRISES LIMITED

CIN: L85110KA1995PLC019126

Regd Off. : 29th & 30th Floor, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road,
Malleswaram-Rajajinagar, Bangalore-560055

ATTENDANCE SLIP

I hereby record my presence at the 21st Annual General Meeting of the Company held on Wednesday, 31st August, 2016 at 11:00 a.m. at The Lalit Ashok Bangalore, Kumara Krupa High Grounds, Bangalore – 560 001.

Serial No. :

Name and Registered Address of the Shareholder :

Name(s) of the Joint Shareholder(s) if any :

Registered Folio No. / DP ID No. & Client ID :

Number of Shares held :

Name of the Proxy / Representative, if any :

Signature of Member(s) / Proxy :

Signature of the Representative :

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the **User id and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

ELCTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note: Please fill up attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring the copies of the Annual Report to the AGM.





The Brigade Team at the GPTW 2015 Award ceremony at Mumbai.



Shri. M. Madana Gopal, I.A.S. Additional Chief Secretary to Government, Forest Environment & Ecology Department, Dr. A. Ravindra I.A.S. (Retd.) Former Chief Secretary, GOK & Chairman, Centre for Sustainable Development, Mr. Anil Abbi, Director TRCC, Mr. M R Jaishankar, CMD, Brigade Group & Mr. Manjunath Prasad, COO, Brigade Projects at the inauguration of the rejuvenated Sitharampalya Lake Whitefield, Bangalore.



If undelivered please return to the address below:

Brigade Enterprises Limited

Corporate Identification No.(CIN): L85110KA1995PLC01926

29th & 30th Floor, World Trade Center,

Brigade Gateway Campus, 26/1, Dr. Rajkumar Road,

Malleswaram-Rajajinagar,

Bangalore 560 055

Tel : 91-80-4137 9200

www.brigadegroup.com