

Date: 02/02/2019

To  
The Manager  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai Samachar Marg  
Mumbai 400001  
**Security Code: 540426**

Sub: Submission of Annual Report for the FY 2017-18.

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, Please find enclosed here with the Annual Report of Relstruct Buildcon Limited for the Financial Year ended on 31<sup>st</sup> March, 2018.

Kindly take the said document(s) on record and oblige.

Thanking You,

**FOR RELSTRUCT BUILDCON LIMITED**



**CHETAN MAPARA**  
**DIRECTOR**  
**DIN: 06736522**  
**Encl: as above**

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## **CORPORATE INFORMATION**

### **Board of Directors**

<b>Name</b>	<b>Designation</b>
Mr. Hemendra Haridas Mapara	Managing Director
Mr. Chetan Haridas Mapara	Executive Director & CFO
Mr. Veenit Subhakkumar Mapara	Executive Director & CEO
Mr. Hemal Chandrakant Shah	Independent Director
Ms. Mansi Suresh Gajjar	Independent Director
Mr. Gaurang Hemchandra Chury	Independent Director

### **Compliance Office & Company Secretary**

Mr. Dinesh Thakur  
Company Secretary

### **Statutory Auditors**

M/S. R.M. Ajgaonkar & Associates,  
Chartered Accountant  
Mumbai

### **Secretarial Auditor**

Mr. Anirduh Kumar Tanvar  
Practicing Company Secretary  
Mumbai

### **Banker of Company**

Bank of India, Mumbai  
Axis Bank, Mumbai

### **Registered & Corporate office**

B/201-202, 2nd Floor, Sunshine Plaza Subhash Lane, Malad East, Mumbai-400097

### **Registrar & Share Transfer Agent**

#### **Karvy Computershare Pvt. Ltd.**

Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District  
Nanakramguda, Hyderabad 500 032 India

**Equity Shares ISIN code-** INE 792 V 01010

**Listed on Stock Exchange -** BSE SME plate form

## Ongoing Project



## Green Park Project, Boisar

## Upcoming Project



## Stanza Project, Chembur, Mumbai

**NOTICE**

Notice is hereby given that the 4<sup>th</sup> (Fourth) Annual General Meeting of the members of the Company M/s. Relstruct Buildcon Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at Registered office of the Company at Unit No. 201-2, 2nd Floor, Sunshine Plaza, Subhash Lane, Malad East, Mumbai –400097, Maharashtra, India at 11.00 a.m. to transact the following businesses:

**Ordinary Business:****Item No. 1****To consider and adopt Audited Financials**

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018, The Profit and Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.

**Item No.2****Appointment of Mr. Chetan Haridas Mapara (DIN: 06736522) the Retiring Director:**

To appoint a Director in place of Mr. Chetan Haridas Mapara (DIN: 06736522), who retires by rotation and being eligible, offers himself for re-appointment.

**Item No.3****To appoint auditors and fix their remuneration and in this regard to consider and, if thought fit, topass with or without modification(s), following resolution as an Ordinary Resolution.**

“RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no. 3 of the Companies ( Audit and Auditors) Rules 2014, M/s. R. M. Aijaonkar & Associates (Firm Reg. No.:117247W), be and are hereby appointed as the Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting till the conclusion of the 5<sup>th</sup> Annual General Meeting i.e. from F.Y. 2017-18 to F.Y. 2018-19 on such remuneration as may be fixed by the Board of Directors of the Company, besides applicable tax and any other applicable levies and reimbursement of travelling, communication and out of pocket expenses, if any.”

**By Order of the Board of Directors  
For Relstruct Buildcon Limited****SD/-****Hemendra Mapara*****Managing Director*****DIN: 06736527****Place: Mumbai****Date: 13/08/2018****Registered Office**

**CIN** : U70200MH2014PLC254148  
**Address** : B/201-202, 2nd Floor, Sunshine Plaza Subhash Lane, Malad East, Mumbai-400097  
**Tel No.** : +91 22 28896386/28809617  
**Email Id** : [contact@relstructbuildcon.com](mailto:contact@relstructbuildcon.com)  
**Website** : [www.relstructbuildcon.com](http://www.relstructbuildcon.com)

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE FOURTH ANNUAL GENERAL MEETING (“the Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
5. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company a certified copy of the Board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
6. Proxy Form(s) and certified copy of Board resolution(s) authorising representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company.
7. An Explanatory Statement pursuant to Section 102 of the Act in respect of Item nos. 4 and 5 of the Notice set out above, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 22 September 2018 to 29 September, 2018 (both days inclusive) In connection with the AGM.
9. The dividend, as recommended by the Board, if any approved at the Meeting, will be paid to those Members or their mandates whose names are registered in the Company’s Register of Members:
10. a) Members are requested to notify immediately any change of address:
  - i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and
  - ii. to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.
- b) In case the mailing address mentioned on this Annual Report is without the PINCODE, Members are requested to kindly inform their PIN CODE immediately.
11. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
  - (a) the change in the residential status on return to India for permanent settlement.
  - (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

12. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DP ID number, as the case may be.

13. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the Members after making requisite changes thereon.

14. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA or can download the form from the Company's website viz. [www.relstructbuildcon.com](http://www.relstructbuildcon.com). Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.

15. Disclosure pursuant to Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment/appointment at the Meeting is attached hereto.

16. The Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.relstructbuildcon.com](http://www.relstructbuildcon.com)

17. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.

18. All documents referred to in the Notice will be available for inspection at the Company's registered office between 11:00 am and 1:00 pm upto 29 September, 2018 on all days (except Saturdays, Sundays and public holidays).

19. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue is, it is near to "Vaishnavdevi Temple".

**By Order of the Board of Directors  
For Relstruct Buildcon Limited**

**SD/-**

**Hemendra Mapara**

**Managing Director**

**DIN: 06736527**

**Place: Mumbai**

**Date: 13/08/2018**

**Registered Office**

**CIN** : U70200MH2014PLC254148  
**Address** : B/201-202, 2nd Floor, Sunshine Plaza Subhash Lane, Malad East, Mumbai-400097  
**Tel No.** : +91 22 28896386/28809617  
**Email Id** : [contact@relstructbuildcon.com](mailto:contact@relstructbuildcon.com)  
**Website** : [www.relstructbuildcon.com](http://www.relstructbuildcon.com)

**Route Map of the Annual General Meeting:**



**DIRECTORS REPORT****TO****THE MEMBERS, RELSTRUCT BUILDCON LIMITED**

Your Directors have pleasure in presenting the 4<sup>th</sup> Annual Report of the Company on the business and operations of the Company, together with the Audited Statement of Accounts for the year ended March 31, 2018.

**Nature of Business:**

The Company is engaged in the activities of Real Estate Development and Low cost housing. On the real estate development front, the Company develops residential & commercial and social infrastructure projects.

There was no change in nature of the business of the Company, during the year under review.

**Financial Performance:**

<b>PARTICULARS</b>	<b>YEAR ENDING 31.03.2018</b>	<b>YEAR ENDING 31.03.2017</b>
Total Revenue	13,24,61,552	72,01,916
Total Expenditure	12,34,20,720	52,20,211
Profit before tax	90,40,831	19,81,705
Tax provision	36,72,131	5,15,413
Profit after tax	53,68,701	14,66,292

**Standalone financials:**

During the year under review, the Total Revenue stood at Rs. 13,24,61,552/- as compared to Rs.72,01,916/- for the previous year representing an increase of 1839.25%; profit before tax stood at Rs.90,40,831/- for the year under review as compared to Rs.19,81,705/- for the previous year representing an increase of 456.21% and profit after tax stood at Rs.53,68,701/- as compared to Rs.14,66,292/- for the previous year representing an increase of 366.14%.

**Report on performance and financial position of subsidiaries, associates and joint venture companies:**

Presently, RBL has no company has become or ceased as subsidiary, associates and joint ventures, during the year under review. Hence consolidated statement not prepared.

**Transfer to Reserves:**



It is not proposed to transfer any amount to reserves out of the profits earned during FY2017–18.

**Dividend:**

With a view to conserve the resources your Directors do not recommend dividend for the financial year 2017-18.

**Deposits:**

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

**Disclosures under Section 134(3)(l) of the Companies Act, 2013:**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position, have occurred between the end of the financial year of the Company and date of this report.

**Internal Financial Controls:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

**Internal Control Systems:**

Adequate internal control systems commensurate with the nature of the company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

**Disclosure of orders passed by regulators or courts or tribunal:**

No significant and material orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

**Particulars of contracts or arrangements with related parties:**

All the transactions/contracts/arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(ies) are in the ordinary course of business and on arms' length basis. Hence, Section 188(1) is applicable and consequently particulars in form AOC-2 is attached as Annexure B. AOC -1 not furnished as not applicable to our company.

**Particulars of loans, guarantees, investments under Section 186:**

The Company has not given /made any loans, guarantees and investments during the financial year under review and governed by the provisions of Section 186 of the Companies Act, 2013.

**Disclosure relating to equity shares with differential rights:**

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**Disclosure relating to sweat equity shares:**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**Disclosure relating to Employee Stock Option Scheme and Employee Stock Purchase Scheme:**

The Company has not issued any Equity shares under Employee Stock Option Scheme and Employee Stock Purchase Scheme during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

In compliance with the provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014, Company has not issued any equity shares hence no information is furnished.

**Disclosures in respect of voting rights not directly exercised by employees:**

There are no shares held by trustees for the benefit of employees and hence no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

### **Matters Related to Directors and Key Managerial Personnel:**

#### **Board of Directors and Key Managerial Personnel:**

As per the provisions of the Companies Act, 2013, Mr. Chetan Haridas Mapara (DIN: 06736522) will retire by rotation at the ensuing Annual General Meeting (AGM) of the Company and being eligible, seek re- appointment. The Board has recommended his re-appointment.

Mr. Kamlesh Vyas Company Secretary of the Company, has been resigned w.e.f. 1<sup>st</sup> December, 2017 and Mr. Dinesh Thakur has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 1<sup>st</sup> January, 2018.

#### **Declarations by Independent Directors:**

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

### **Disclosures Related to Board, Committees and Policies:**

#### **Board Meetings:**

The Board of Directors met 9 times during the financial year ended March 31, 2018 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time. Additionally, during the financial year ended March 31, 2018 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of (erstwhile) Listing Agreement and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

#### **Audit Committee:**

The constitution of the Audit Committee as on March 31, 2018 is as follows:

1. Mr. Hemal Chandrkant Shah, Non-Executive, Independent Director (Chairman);
2. Ms. Mansi Suresh Gajjar, Non-Executive, Independent Director (Member); and
3. Mr. Chetan H. Mapara, Executive Director (Member)

Audit Committee meeting held 4 times during the financial year the 2017-18.

**Nomination And Remuneration Committee:**

The constitution of the Nomination and Remuneration Committee as on March 31, 2018 is as follows:

1. Mr. Hemal Chandrkant Shah, Non-Executive, Independent Director (Chairman);
2. Ms. Mansi Suresh Gajjar, Non-Executive, Independent Director (Member); and
3. Mr. GaurangHemchandraChury, Non Executive-Independent Director (Member)

Nomination and Remuneration Committee meeting held 2 times during the financial year the 2017-18.

**Stakeholders Relationship Committee:**

The constitution of the Stakeholder Relationship Committee as on March 31, 2018 is as follows:

1. Mr. Hemal Chandrkant Shah, Non-Executive, Independent Director (Chairman);
2. Ms. Mansi Suresh Gajjar, Non-Executive, Independent Director (Member); and
3. Mr. VeenitSubhakkumarMapara, Executive Director (Member).

Stakeholder Relationship Committee meeting held 4 times during the financial year the 2017-18.

**Internal Complaint Committee:**

The Internal Complaint Committee ('ICC') of the Company as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was reconstituted during the year under review with Ms. ManshiGajjar, Presiding Officer and Mr. Alpesh Shah, Mr. Paresh Kachhy and Ms. Deepali Pasalkaras the employee members. The Company is strongly opposed to sexual harassment and employees are made aware about the consequences of such acts and about the constitution of ICC.

During the year under review, no complaints were filed with the Committee under the provisions of the said Act.

**Corporate Social Responsibility Committee:**

Provisions of section 135 of the Companies Act, 2013 concerning the constitution of Corporate Social Responsibility Committee and related matters are not applicable to the Company.

**Vigil Mechanism for the Directors and Employees:**

In compliance with the provisions of Section 177(9) of the Companies Act, 2013, The Company has established a Vigil Mechanism for directors and employees to report genuine

concerns. The vigil mechanism provide for adequate safeguards against victimization of person who use Vigil Mechanism and also provide for direct access to the Chairman of the Audit Committee. The details of Vigil Mechanism are displayed on the website of the Company.

**Fraud Reporting:**

During the year under review, no instances of fraud were reported by the Statutory Auditors of the Company.

**Corporate Governance:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE Limited, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

**Director's Responsibility Statement:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2018, the Board of Directors hereby confirms that:

- A. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, wherever applicable;
- B. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profits of the Company for the year ended on that date;
- C. proper and sufficient care was taken 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 accounts of the Company have been prepared on a going concern basis;
- E. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;