

Ajmera Realty & Infra India Limited

Regd. Office : "Citi Mall", Link Road, Andheri (West), Mumbai 400 053.
Tel.: +91-22-6698 4000 Fax: +91-22-2632 5902 Email: investors@ajmera.com • Website: www.aril.co.in
CIN No. L27104 MH1985 PLCO35659



Ref: SEC/ARIL/BSE-NSE/2020-21

Date: 8th September, 2020

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|---|---|
| The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Script Code : 513349 | National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra(East) Mumbai-400051 Script Code : AJMERA |
|---|---|

Sub: Compliance under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Report of the Company for the financial year 2019-20 along with the Notice convening Thirty Three Annual General Meeting, which is being sent through email to the Members whose email ids are registered with the Company/Registrar and Transfer Agent/Depository Participant, in compliance with Ministry of Corporate Affairs Circular no 20/2020 dated 5 May, 2020 read with Circular no. 14/2020 dated 8 April, 2020 and Circular no 17/2020 dated 13 April, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Thirty Three Annual General Meeting of the Company is scheduled to be held on Wednesday, September 30, 2020, at 12.30 p.m. (IST), through Video Conferencing or Other Audio Visual Means.

The Annual Report of the Company for the Financial Year 2019-20 including, inter alia, the Notice of the Thirty Three AGM is also available on the website of the Company, viz., www.aril.co.in

This is for your information and records.

Thanking You.

Yours faithfully,

For AJMERA REALTY & INFRA INDIA LIMITED

**HARSHINI D. AJMERA
COMPLIANCE OFFICER**

Encl: As above



AJMERA REALTY & INFRA INDIA LIMITED

33RD ANNUAL REPORT 2019-20



**#KEEP
EVOLVING**

The New Philosophy of AJMERA GROUP

Forward Motion

EVER SINCE ITS INCEPTION OVER 50 YEARS AGO, THE AJMERA GROUP'S CORE IDEOLOGY OF EVOLVING AND MOVING FORWARD HAS STOOD THE TEST OF TIME. THIS YEAR THE AJMERA ANNUAL REPORT WILL FOCUS ON HOW THE COMPANY HAS LAID THE GROUNDWORK FOR A MULTITUDE OF FUTURE PROJECTS. IN OTHER WORDS, WE WILL TALK ABOUT STRENGTHENING OUR FOUNDATION AND PREPARING THE LAUNCH PAD FROM WHERE WE WILL TAKE OFF TO GREATER HEIGHTS IN THE COMING YEARS. AFTER ALL, EVERYTHING WE DO RESONATES OUR MOTTO OF

**#KEEP
EVOLVING**

The New Philosophy of AJMERA GROUP



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₹ **35,060.82/-**
Lakhs

Revenue in FY 2019-20

₹ **11,068.31/-**
Lakhs

EBIDTA* in FY 2019-20

32%

EBIDTA Margin

₹ **3,253.40/-**

PAT** in FY 2019-20

9.28%

PAT Margin

225

Happy Employees

*Earnings before interest, depreciation, tax and amortisation

** Profit after tax

Financial Charts Displaying Last Year Performance

Economic Evolution

Investor Information

| | | |
|---|---|---|
| Market Capitalisation as at March 31st, 2020 | : | ₹609.10 Crores |
| CIN | : | L27104MH1985PLC035659 |
| BSE Code | : | 513349 |
| NSE Symbol | : | AJMERA |
| Bloomberg Code | : | AREAL: IN |
| AGM Date | : | 30th September, 2020 |
| AGM Venue | : | Video Conferencing/Other Audio Visual mode |

For online version of this annual report, visit:
<http://www.aril.co.in/annual-reports.php>

Disclaimer: This document contains statements about expected future events and financials of Ajmera Realty & Infra India Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

Our Chairman Emeritus

Late Shri Ishwarlal S. Ajmera was a visionary who didn't just dream of the future but built it from the ground up. Under his aegis, the Ajmera Group has transformed into one of the most revered names in India's real estate sector. Even after his passing, the guiding light of his vision continues to illuminate our path ahead.



LATE SHRI ISHWARLAL S. AJMERA

30th October, 1925 to 9th August, 2015

Our Founder Chairman

In 1968 Chotubhai Ajmera founded the Ajmera Group with an aim to create a company that would be a pioneer and trendsetter in the industry. Today, more than 50 years later, his dream has come true, standing before us as one of the biggest and most trusted names in the real estate industry.



LATE SHRI. CHOTUBHAI AJMERA

27th September, 1937 to 24th March, 2012

AJMERA i-LAND, WADALA
100 Acres Integrated Township



Our **VISION**

“To be the most preferred and trusted name that enhances the quality of life through sustainable development”



Our **MISSION**

We give shape to your dream homes by creating innovative and world-class complexes for every strata of society. Our mission is to preserve affordability with a world-class outcome which sets firmly on our motto “Less for More”. Beyond everything lie our values, trust, and purity of truth that defines the Company more fully.

We at Ajmera's offer vast spaces with a variety of unending facilities which brings different communities and families in “one world”.

Message from Chairman & MD's Desk

Dear Stakeholders,

To begin with, I would like to thank you on behalf of everyone at the Ajmera Group for associating with us and forever showering us with your unflinching support. Today, with over 50 years of adding value to countless lives, Ajmera stands tall as one of the sturdiest pillars of the Indian real estate sector.

Year after year, we have endeavoured to raise the bar of our performance by doing our best to go beyond and transcend your expectations. In doing so, we have not only established our position as a force to reckon with but have also played a pivotal role in transforming the ever-evolving realty space.

Recently, in the wake of the Covid-19 pandemic, the world has suddenly plunged into a new reality, where everyone is trying to chart a course through unfamiliar seas. Almost overnight the very foundation of human society seems threatened and the road ahead seems rocky. An emerging economy like India has been brought face to face with unprecedented troubles. The Covid-19 pandemic continues to have a ravaging impact on several economic factors.

Our leaders in the meanwhile have taken steps to ensure the financial well being of the Indian market in every way conceivable. Even though the overall GDP is predicted to take a dip in the coming months, the RBI has announced certain concessions for the real estate industry in an attempt to cushion the blow on developers and customers alike. Prospective homeowners, for example, will now be able to avail a home loan at reduced interest rates from the bank which will bring them one step closer to owning the home of their dreams.

We at Ajmera, regard the government's Economic Relief Package as a welcome phenomenon in these tough times. The 6-month extension of deadlines for the completion and registration of real estate projects provides significant relief to developers, especially considering the labour shortage due to the migrant situation in the country brought about by the coronavirus. It is predicted that the three to six-month extension to contractors without extra cost will help the sector overall.

We at Ajmera are proud to announce the commencement of the second phase of our flagship project Ajmera i-Land situated at Wadala. Masterfully designed by world-renowned New York based architect "SOM" - the designers of Dubai's Burj Khalifa, this project is one of its kind. It is the only integrated township in Mumbai that is connected with both, the Monorail and Eastern Freeway.

The second phase of Ajmera i-Land will see a burgeoning of incredible commercial properties upon 6.5 acres of land. Moreover, it will also comprise the commencement of affordable housing projects and the upper-middle level of residential complexes. Ever since the prevalence of COVID-19 in the world, there is a fast-emerging need for integrated townships given their practical yet safe layouts. Ajmera i-Land, with its three stellar towers Aeon, Zeon and Treon, has seen a marked upsurge in demand as they team with the promise of a happy and secure future.

Additionally, Aeon, Zeon and Treon at Ajmera i-Land are on the verge of completion with only the O.C for the upper floors of Aeon and part O.C of Treon yet to



arrive. However as the construction is nearing completion ,their demand has seen a spike as people prefer constructed projects in times of such uncertainty.

ARIIL has applied to demerge its 6.5 acres of land to its wholly-owned subsidiary named "Radha Raman Dev Ventures Private Limited" and in turn, will also issue additional shares to its existing shareholders without any cost to them. So it will be a bonus in the books of Equity shareholders in these times.

Best Regards,

Ajmera

Rajnikant S. Ajmera
Chairman and Managing Director
(DIN: 000 10833)

A Blueprint Of The Future

Just like a mighty oak grows from an acorn, our sprawling vision has its beginning in a blueprint. The financial year of 2019 - 20 was dedicated to laying the groundwork for what is to become a great wave of new launches in the near future.

Ajmera i-Land, Mumbai's largest integrated township and our flagship project, was the canvas for an extensive planning of **commercial, residential, upper middle level residential projects**. Additionally, we have launched a commercial project, Ajmera Sikova at Ghatkopar, Mumbai to address the growing demand of small units of offices in the heart of Ghatkopar, Mumbai.

We set our sights upon the realm of commercial real estate with an aim to provide premium smart offices for entrepreneurs with the vision to level up their business.

AJMERA SIKOVA
Premium Smart Offices, Ghatkopar

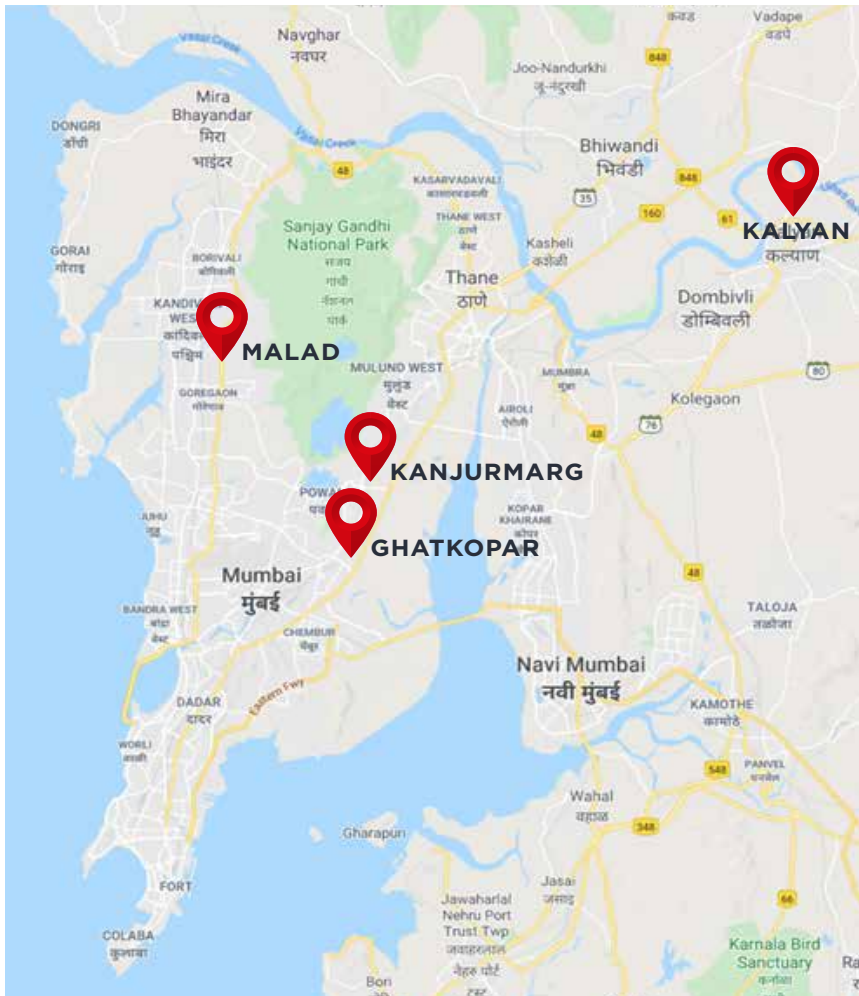


📍 AJMERA'S GLOBAL PRESENCE



**AJMERA GROUP
PAN INDIA
PRESENCE**

- MUMBAI
- PUNE
- AHMEDABAD
- BENGALURU



📍 AJMERA GROUP UPCOMING FUTURE PROJECTS IN MUMBAI, INDIA

“

**Building
a Lifetime
Partnership
in
business
and life**

”

Spreading the Word

For any endeavour to flourish, it needs to be backed by an unfailing nexus of allies. Our allies at the Ajmera Group are the multitudes of channel partners, whom we can always rely on to spread the word and strengthen our brand name. We set out on this financial year with an aim to reinforce this framework and expand the ground upon which we stand thereby preparing for major leaps in the future.

Our channel partners are an integral part of our framework and we focus our energies upon strengthening our bonds with the innumerable entities associated with all of our projects. Through periodic meets with our top management, recognition and award ceremonies, team Ajmera has never failed to maintain a personal touch with them. As we shortlist channel partners with immense net worth and reach, we hope to tap into their huge clientele and gain maximum reach for project launches.



AJMERA CHANNEL PARTNER MEET
BENGALURU

KINGSBOROUGH
LONDON, UK

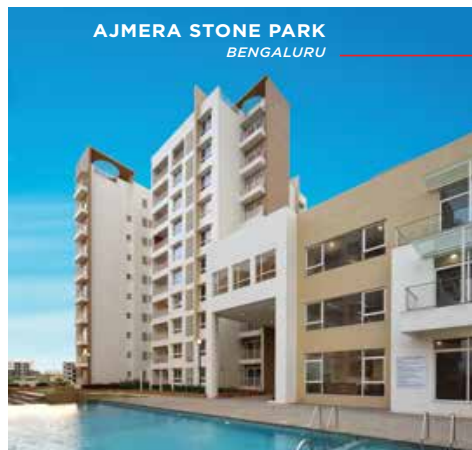


GOLDEN GATE
BAHRAIN

Keeping Promises

In all the years since its inception, the Ajmera Group has enjoyed an era of unshakeable trust from the people it so diligently serves. The team has always been true to its core ideologies of superior quality, transparency in dealings, timely delivery and customer support systems. Upon all these fronts the company has stayed true to its word - a practice that has cemented the trust that the people have placed in the name of Ajmera over the years.

Today the Ajmera Group has delivered 28 Million sq.ft of developed area that is home to around 45,000 families along with a strong presence in 6 Indian cities and internationally across the UK and Bahrain. It is the dream and ambition of the Ajmera Group, to play a vital role in globalization with its experienced team of architects, engineers, technical and non-technical staff. The Group promises to create landmarks, in the field of Real Estate for several decades to come.





Creating Buzz

Having established itself over 51 years, Ajmera Group is recognized as one of India's leading Real Estate Company. While the company's sheer dedication to quality and excellence in the delivery of every project is the primary reason behind their tremendous success over the years, the untiring efforts and resources dedicated to the branding and marketing of their projects also deserve due applause.

Mr. Manoj Ajmera, Managing Director, throws light upon how the last decade has seen marketing surface as a key component in the advertising and branding of the organisation. He believes that apart from uplifting the brand image being the winning formula to generate more B2B leads, marketing also helps organisations to reach their target audience which in turn lead to enhanced sales.

As a key player in the real estate industry, the Ajmera group has incorporated the digital medium, virtual and augmented reality along with other new wave methods into their brand and project communication. These new approaches have awarded the company scope to evolve and further expand its reach and visibility, which has consequently led to an overall improved response and performance.

Playing To Our Strengths

For the financial year of 2019-20, the Ajmera Group took the strategic course of playing to its strengths. This approach ensured successful results on all fronts ranging from the company's profitability and turnovers to the strengthening of the brand name and image in the minds of the masses.

A STRING OF SMART DECISIONS

The Ajmera Group, at a very early stage, had purchased land at very low cost and is currently reaping the benefits of a smart decision that was taken long ago with excellent foresight. In Kanjurmarg the company owns 67 acres of land which had been acquired at a historically low value - a value which in today's date has skyrocketed beyond imagination, leading to immense profitability.

MINIMUM BORROWING

One of the core strengths that distinguish the Ajmera group from any of its other competitors is the fact that the company has maintained an untarnished record of minimal debts. By funding all its expansions through internal accruals, the group has always maintained a more than adequate cash flow that considerably reduces any financial pressure.

RISING UP TO THE NEED OF AN HOUR

Ajmera Group was one of the first real estate conglomerates to introduce the township culture into the Indian realty landscape. They were amongst the first to bring in the concept of an integrated township long before it became common parlance for the industry. Their approach to housing extended to creating communities with all the necessary amenities - a way of life that is becoming more and more relevant in today's times. Despite Covid-19, the group's most iconic township Ajmera i-Land is enjoying considerable success as people prefer having everything close by and the added element of safety.

AN IMPECCABLE RECORD

In the past 50 years, Ajmera Group has always maintained an excellent track record which is one of the biggest factors that has led to the company becoming as successful as it is today. Having spent so many years as one of the leading names in Indian real estate has given the company an edge helping them develop a very professional approach and conducting all facets of the business. Capitalizing on this vast experience, its track record and credibility of having successfully developed properties all over India and overseas is one of the core ways in which the company has played to its strengths.



Shastri Nagar, Andheri



Bhakti Park, Wadala



Ajmera Villows, Bengaluru

Technological Evolution

We have developed strong technical capabilities to drive quality, speed and economies of scale in construction. Maximised productivity, asset utilisation and operating efficiencies are the results of selected international standard technology such as MIVAN shuttering technique, Precast Panels technique, and Green Concrete technology among others. Increasing use of leading-edge technology has further led to reduced wastage, optimised material consumption, durability and improved margins.



Sustainable Evolution

Corporate Social Responsibility is strongly connected with the principles of Sustainability; an organization should make decisions based not only on financial factors but also on the social and environmental consequences. Our company is committed to aligning with nature and has adopted eco-friendly practices.

Practising corporate values through a commitment to grow in a socially and environmentally responsible way while meeting the interest of our stakeholders is one of our core responsibilities. In a space-strapped city like Mumbai, Ajmera Realty envisioned to bring citizens together and revive the environment. On 26th January 2020, 3000+ trees were planted in just 3 days at Ajmera i-Land using a method created by Japanese botanist and plant ecology expert Dr Akira Miyawaki. Through this plantation drives and initiatives such as these, the Ajmera Group continues to ensure environmental sustainability and ecological balance.





Sponsored a candidate's participation in Motor Sports through FMCI. Thoroughly undertaking all participation and international coaching expenses.



Sponsoring emergency educational and medical urgencies of needy people through SS Ajmera Trust.



C.S.R Initiatives

The founders of the Ajmera group have always held the belief that when somebody starts doing exceedingly well in life, it becomes their duty to give back to society. By the grace of God, the Ajmera group has, in all its 50 plus years, has been fortunate enough to extend help and support towards several causes and sections of our society.

Setup homes for women, orphans and senior citizens along with special homes for the foster care of persons with disabilities in the community. Conservation of natural resources by undertaking projects such as rainwater harvesting, plantation drives, protection of flora and fauna, agro-forestry, mangroves protection near the vicinity of the Site office.





Built on Trust

**Ajmera Group
awarded with
"Developer Of the Year
- Residential"
Award 2019 at
11th Realty Plus Conclave
& Excellence Award
2019-West.**



Awards & Accolades

Shri. Rajnikant Ajmera Hon.CMD of Ajmera Group has been awarded the "Lifetime Achievement Award" at 11th Realty Plus Conclave & excellence Award 2019-West.



Ajmera Won the "Best OOH Campaign of the year 2018" at Marketing Maverick Award - March 2019



CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rajnikant S. Ajmera
Chairman & Managing Director
(DIN: 00010833)

Mr. Manoj I. Ajmera
Managing Director
(DIN: 00013728)

Mr. Sanjay C. Ajmera
Whole Time Director
(DIN: 00012496)

Mr. K. G. Krishnamurthy
Non-Executive-Independent Director
(DIN: 00012579)

Mr. Ambalal C. Patel
Non-Executive-Independent Director
(DIN: 00037870)

Ms. Aarti M. Ramani
Non-Executive-Woman Independent Director
(DIN: 06941013)

AUDITORS

Manesh Mehta & Associates
Chartered Accountants
611-701, Centre Point,
R.C. Dutt Road, Alkapuri,
Vadodara – 390007
Firm Reg. No. 115832W

INSTITUTIONS/BANKERS

HDFC LTD./ ICICI Bank Ltd.

REGISTERED OFFICE

Citi Mall, 2nd Floor, New Link
Road, Andheri (W), Mumbai- 400053
CIN : L27104MH1985PLC035659
Tel: 022-66984000
Fax: 022-26325902
E-mail: investors@ajmera.com
Website: www.aril.co.in

REGISTRAR & TRANSFER AGENT

Sharex Dynamix (India) Private Limited
C 101, 247 Park, L B S Marg, Vikhroli
West, Mumbai - 400083

33rd ANNUAL GENERAL MEETING

Day, Date & Time:

Monday, 30th September, 2020 at 12.30 PM

Book Closure:

Saturday, 26th September, 2020 to Wednesday
30th September, 2020 (both days inclusive)

Venue:

Through VC/OAVM

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Shareholders of the Ajmera Realty & Infra India Limited will be held on **Wednesday, the 30th day of September, 2020 at 12.30 P.M** Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to the transact following business:

ORDINARY BUSINESS:

Item no.1: Adoption of Financial Statements

To receive, consider and adopt:-

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020; the Reports of the Board of Directors and Auditors of the Company; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2020 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No.2: Declaration of Dividend

To declare dividend on Equity share for the Financial Year ended March 31, 2020 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of ₹ 1.40/- (Rupee One and Forty paise only) per equity share of ₹ 10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020."

Item No.3 : Appointment of Director

To re-appoint Mr. Rajnikant S Ajmera(DIN No. 00010833), who retires by rotation and being eligible, offers himself for appointment as a Director and in this

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rajnikant S. Ajmera (DIN: 00010833), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item no. 4 - Ratification of appointment of auditors

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2020 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 30th Annual General Meeting held on September 29, 2017, the appointment of M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) as the Auditors of the Company, be and is hereby ratified to hold the office from conclusion of the 33rd Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2021, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Audit Committee / Board of Directors".

SPECIAL BUSINESS:

Item No. 5: Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year: 2020-21

To ratify remuneration of Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolutions**:

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re- enactment thereof for the time being in force) and The Companies (Audit and Auditors) Rules, 2014, as amended from time



to time, the remuneration of ₹ 82,500/- plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535), who are appointed as Cost Auditors of the Company to conduct Cost audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2021, be and is hereby ratified & confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Item No.6: Remuneration of Mr. Manoj Ajmera (DIN:00013728), Managing Director for balance tenor of his directorship

To approve payment of remuneration to Mr.Manoj I. Ajmera (DIN :00013728), Managing Director and in this regard to consider and if thought fit, to pass ,with or without modification (s),the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with provisions of Section 196,197 read with Schedule V and all other applicable provisions, if any of Companies Act,2013 and Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014,(including any statutory modification (s) re-enactment thereof for time being in force) and in partial modification of resolution passed at 29th Annual General Meeting for his appointment for a tenure of 5 years w.e.f 24th April,2017 till 23rd April,2022, approval of the Company be and is hereby accorded to payment of remuneration to Mr.Manoj I. Ajmera ,as Managing Director of the Company ,for balance tenor of his appointment as set out in Statement annexed to Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred as “the board “which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be

Place : Mumbai,
Date : 27th July, 2020
Registered Office:
“Citi Mall”, Link Road,
Andheri (W), Mumbai – 400 053
CIN No. L27104MH1985PLC035659
Email: investors@ajmera.com
website: www.aril.co.in
Tel.: 022-6698 4000
Fax: 022-2632 5902

acceptable to Mr.Manoj I.Ajmera, subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any Statutory modification (s) or re-enactment thereof;

RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr.Manoj I.Ajmera, Managing Director shall remain unchanged”

Item No.7: Remuneration of Mr.Sanjay C. Ajmera (DIN:00012496),Whole time Director for balance tenor of his directorship

To approve payment of remuneration to Mr.Sanjay C.Ajmera (DIN :00012496), Whole-time Director and in this regard to consider and if thought fit, to pass ,with or without modification (s),the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with provisions of Section 196,197 read with Schedule V and all other applicable provisions, if any of Companies Act,2013 and Companies (Appointment and Remuneration of Managerial Personnel)Rules,2014,(including any statutory modification (s) re-enactment thereof for time being in force) and in partial modification of resolution passed at 29th Annual General Meeting for his appointment for a tenure of 5 years w.e.f 24th April,2017 till 23rd April,2022 ,approval of the Company be and is hereby accorded to payment of remuneration to Mr. Sanjay C. Ajmera ,as Whole-time Director of the Company ,for balance tenor of his appointment as set out in Statement annexed to Notice convening this Meeting,with liberty to the Board of Directors (hereinafter referred as “the board” ,which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr.Sanjay C. Ajmera ,subject to the same not exceeding the limits specified under Schedule V to the Companies Act,2013 or any Statutory modification (s) or re-enactment thereof;

RESOLVED FURTHER THAT all other terms and conditions in relation to the appointment of Mr.Sanjay C.Ajmera, Whole -time Director shall remain unchanged”

**By Order of the Board of Directors
For Ajmera Realty & Infra India Limited**

**Sd/-
Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833**

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business(es) as set out in the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in meeting through OAVM/VC is explained in Note Nos.33 to 40 below and is also available at the website of the Company at www.aril.co.in
3. As AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent by email through its registered email address to investors@ajmera.com with a copy marked to evoting@nsdl.co.in by 25th September, 2020.
5. The Register of Members and share transfer books of the Company will remain closed from **Saturday, 26th September, 2020 to Wednesday, 30th September, 2020** (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.

Dividend Related instructions

6. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on **25th September, 2020**.
7. The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in
8. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
9. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary / RTA of the Company. Members are requested to note that pursuant to Section 124 of the Companies Act, 2013; dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government



under Section 125 of the Companies Act, 2013. The details of unpaid dividend can be viewed on the Company's website www.aril.co.in As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) on which the beneficial owner has not encashed any dividend during the last seven years to the IEPF demat account as identified by the IEPF Authority. Details of shareholders whose shares are liable to be transferred to IEPF are available at the Company website www.aril.co.in The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

10. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their Residential Status, Category as per IT Act, PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.
11. **Communication in respect of deduction of tax at source on Final Dividend payout**

The forms for tax exemption can be downloaded from Link Intime's website. The url for the same is as under:

<https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the url mentioned below:

<https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN

4. Financial year (Dropdown)
5. Form selection
6. Document attachment-1 (PAN)
7. Document attachment- 2 (Forms)
8. Document attachment-3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Ltd should be done on or before **24th September 2020** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after **24th September 2020, 6:00 PM**. The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

A Resident individual shareholder having PAN and entitled to receive dividend amount exceeding Rs.5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to support@sharexindia.com on or before **24th September, 2020**.

Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to support@sharexindia.com The aforesaid declarations and documents need to be submitted by the shareholders on or before **24th September, 2020**.

Separate intimation was published in Mumbai Lakshwadeep and Business Standard on Friday, 21st August, 2020 in this regard for all Shareholders .

12. Members holding shares in electronic form may please note that as per the regulations of Securities and Exchange Board of India (SEBI), National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the bank details on the dividend warrants as furnished by these depositories to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their Depository Participants ("DP") and furnish particulars of any changes desired by them.

Other information

13. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.

14. 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 to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

- b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.

15. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:

- a) the change in the residential status on return to India for permanent settlement, or
- b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

16. 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 RTA of the Company. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

17. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for Consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.

18. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company at its Registered Office or its RTA, M/s Sharex Dynamic (India) Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083 by quoting the Folio number or the Client ID number with DP ID number.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

20. **A member who needs any clarification or has query on accounts or operations of the Company shall write to the Company Secretary at investors@ajmera.com, at least 3 days before the meeting i.e by 5P.M (IST) of 26th September, 2020. The same will be replied by the Company suitably, during the course of AGM or through separate e-mail.**

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual



Report 2019-20 will also be available on the Company's website www.aril.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

22. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.
24. Brief resume, details of shareholding and Directors'/KMP inter-se relationship with Director(s) seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.
25. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
26. Annual financial statements and related details of the wholly owned subsidiaries company are posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the subsidiary Company. A copy of the same will be provided to the members on request.
27. Soft copies of the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be provided on request of 5 days prior to the AGM date, through email at investors@ajmera.com

Process for registration of email id for obtaining Annual Report

28. Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB) . In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

29. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

30. For Permanent Registration for Demat shareholders

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

Process for obtaining user –id/password for e-voting:

31. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ajmera.com In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@ajmera.com
32. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (31) as the case may be.

Procedure for Joining AGM through VC/OAVM:

33. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. **Friday 25th September, 2020**, may refer to this Notice of the Annual General Meeting, posted on Company's website www.aril.co.in for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
34. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
35. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

36. Shareholders who would like to express their views/have questions may send their questions in advance through their registered Email id mentioning their Name, Demat Account number/Folio number, Mobile number at investors@ajmera.com on or before 05.00 PM IST on **26th September, 2020**. The same will be replied by the Company suitably.
37. The Company has appointed Mr. Haresh Sanghvi, Practising Company Secretary, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
38. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility upto 15 minutes post conclusion of AGM.
39. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
40. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.aril.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

Instructions for shareholders voting electronically are as under:

41. The remote e-voting period begins on **Sunday, 27th September, 2020 at 09:00 A.M. India Standard Time (IST) and ends on Tuesday, 29th September, 2020 at 05:00 P.M. IST**. The remote e-voting module shall be disabled by NSDL for voting thereafter.



Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|--|
| a) Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL..
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" for relevant **<Ajmera Realty & Infra India Limited>** on which you choose to vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

The instructions for members for e-voting on the day of the AGM are as under:-

42. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
43. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
44. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013
ITEM No. 5**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535) for auditing the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules 2014, for the Financial Year 2020-21 at a remuneration of Rs. 82,500/- (Rupees Eighty two thousand five hundred Only) plus the applicable taxes and out of pocket expenses incurred by him in connection with the audit.

As per Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as determined by the Board is required to be ratified by the members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year 2020-21.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the Shareholders.

Nature of concern and Interest of Directors

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution set out as Item No. 5 of the accompanying Notice of the AGM.

ITEM No. 6

In the light of the earlier resolution passed, the Board of Directors of the Company ("the Board") with respect to the approval of members in the 29th Annual General Meeting of company, re-appointed Mr. Manoj I Ajmera (DIN: 00013728) as Managing Director for a further period of 5 (five) years i.e from 25th April, 2017 to 24th April, 2022. The Nomination & Remuneration Committee and the Board of Directors at its meeting held on 6th



February, 2020 recommended and approved subject to approval of members at the Annual General Meeting scheduled to be held on 30th September, 2020, the remuneration and allowances of Mr. Manoj I Ajmera (DIN: 00013728) Managing Director of the company w.e.f 1st April, 2020 for remaining tenure of his directorship provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for requirement of Shareholder approval for payment of managerial remuneration to the managerial person for period post completion of 3 years of his appointment, by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution, provided that such remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013

The remuneration payable to the above mentioned Directors is given below:

REMUNERATION :

a) BASIC SALARY & DEARNESS ALLOWANCE:

In the scale of Rs.8,00,000/- to Rs.12,00,000/- per month

With such increments as may be decided by the Board of Directors (which includes Nomination and Remuneration Committee thereof) from time to time.

b) PERQUISITES & ALLOWANCES:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by

the Board of Directors and MD such perquisites and allowances will, however, be subject to a maximum of 33.33% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

c) REIMBURSEMENT OF EXPENSES:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including for family member(s); and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d) MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to MD by way of salary, perquisites and allowances as specified above within the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force.

The Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

Nature of Concern and Interest of Directors

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Manoj I Ajmera, are in any way interested or concerned, financially or otherwise, in the resolution set out as Item No. 6 of the accompanying Notice of the AGM.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

| | | | |
|--|---|-----------------------------------|-----------------------------------|
| Nature of Industry | The Company Operates in the real estate development Industry. | | |
| Date or expected date of commencement of commercial production | The Company commenced business from 6th January, 1986. | | |
| In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N A | | |
| Consolidated Financial Performance based on given indicators for the financial year ended 31/03/2020 & 31/03/2019 | Particulars | 31/03/2020 (₹ in Lacs) | 31/03/2019 (₹ in Lacs) |
| | Total Income | 35,061 | 40,101 |
| | Expenses | 30,795 | 30,707 |
| | Profit | 3,253 | 7,468 |
| | Eps (₹) | 9.17 | 21.05 |
| | P/E ratio | 6.97 | 9.07 |
| | Total Assets | 1,97,158 | 1,87,972 |
| | Accumulated Losses | - | - |
| Export performance and net foreign exchange collaborations | Not Applicable | | |
| Foreign Investment or Collaboration, if any as on 31st March 2020 | <p>The Company is holding 1,27,200 Shares of BD 50 each fully paid up constituting 60% of the paid up capital of Ajmera Mayfair Global Realty W.L.L.</p> <p>(A Joint Venture in Bahrain).</p> <p>The Company has also invested £4,155,000 pounds and acquired 100% Equity stake of Ajmera Corporation UK Limited situated in Wembley, UK, comprising of 4,155,000 shares of 1 GBP each.</p> | | |
| Information about Appointee | | | |
| Background details | <p>Mr Manoj I. Ajmera, was appointed as Managing Director of the company for the period of 5 years w.e.f. 24th April, 2017. Approval for revised Remuneration is now sought from the Shareholders for the balance tenure of his Directorship.</p> <p>Further details are set out in the explanatory statement to item No 6 of the accompanying notice.</p> | | |
| Gross Annual remuneration with last employer | Annual Remuneration of Rs 10,569,000/- p.a. All inclusive of allowances and perquisites in the F.Y. 2019-20. | | |



| | |
|---|--|
| Recognition or awards | Recognised for his immense contribution in creating one of the largest Affordable Housing Project in Shastri Nagar. He is also actively involved in the development of Jolly Gymkhana and his contribution has been recognized by entrusting him the position of Managing Trustee of Gymkhana. He is also associated with many schools and flourishing schools are evident of his mentorship . |
| Job Profile and his suitability | Having a vast exposure of more than 33 years, he has shouldered the responsibilities of the group at various levels and operations of the of the Group viz. Sales, Architectural Planning & Strategies, Expansion, Finance, diversification and so on. |
| Remuneration Proposed | In the scale of Rs.8,00,000/- to 12,00,000/- Per Month plus allowances and perquisites as per company's rules, subject to ceiling stipulated in section 197,198 and Sch V of the Companies Act,2013. |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Your company is one of leading real estate developer .The proposed remuneration is comparable with the other companies of similar size and nature in the Industry. |
| Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any | No pecuniary relationship apart from remuneration drawn from the company No managerial personnel are in any way concerned or interested as relatives under the definition of section 2(77) of the Companies Act,2013 . |
| Other information | |
| Reasons of loss or inadequate profits | The Company is following project completion method ,hence the profit significantly varies from year to year depending on the Status of the project under implementation. |
| Steps taken or proposed to be taken for improvement | NA |
| Expected increase in Productivity and profits in measurable terms | NA |
| Disclosures | The details of the remuneration package is given in the explanatory statement as Item No.6. |

ITEM No. 7

In the light of the earlier resolution passed, the Board of Directors of the Company ("the Board") with respect to the approval of members in the 29th Annual General Meeting of company held on 26th August, 2017, Re-appointed Mr. Sanjay C Ajmera (DIN: 00012496) designated as Whole Time Director for a further period of 5 (five) years i.e from 24th April, 2017 to 23rd April, 2022, The Nomination & Remuneration Committee and the Board of Directors at its meeting held on 6th February, 2020 recommended and approved subject to approval of members at the Annual General Meeting scheduled

to be held on 30th September, 2020 , the revision in remuneration and allowances of Mr. Sanjay C Ajmera (DIN: 00012496) designated as Whole Time Director of the company w.e.f 1st April, 2020 for remaining duration of re-appointment provided that such variation or increase in remuneration is within specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of

Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution. Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration is with in specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013

The remuneration payable to the above mentioned Directors is given below:

REMUNERATION :

a) BASIC SALARY & DEARNESS ALLOWANCE:

In the scale of ₹6,00,000/- to ₹9,00,000/- per month

With such increments as may be decided by the Board of Directors (which includes Nomination and Remuneration Committee thereof) from time to time.

b) PERQUISITES & ALLOWANCES:

Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and WTD such perquisites and allowances will, however, be subject to a maximum of 33.33% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as

per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

c) REIMBURSEMENT OF EXPENSES

Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

d) MINIMUM REMUNERATIONS:

Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to WTD by way of salary, perquisites and allowances as specified above within the limits prescribed under section 197 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014).

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the shareholders.

Interest of Directors

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Sanjay C Ajmera, are in any way interested or concerned, financially or otherwise, in the resolution set out as Item No. 7 of the accompanying Notice of the AGM.

**STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

| | | | |
|--|---|-----------------------------------|-----------------------------------|
| Nature of Industry | The Company Operates in the real estate development Industry. | | |
| Date or expected date of commencement of commercial production | The Company commence business from 6th January,1986. | | |
| In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | N A | | |
| Consolidated Financial Performance based on given indicators for the financial year ended 31/03/2020 & 31/03/2019 | Particulars | 31/03/2020 (₹ in Lacs) | 31/03/2019 (₹ in Lacs) |
| | Total Income | 35,061 | 40,101 |
| | Expenses | 30,795 | 30,707 |
| | Profit | 3,253 | 7,468 |
| | Eps(₹) | 9.17 | 21.05 |
| | P/E ratio | 6.97 | 9.07 |
| | Total Assets | 1,97,158 | 1,87,972 |
| | Accumulated Losses | - | - |
| Export performance and net foreign exchange collaborations | Not Applicable | | |
| Foreign Investment or Collaboration, if any | <p>The Company is holding 1,27,200 Shares of BD 50 each fully paid up constituting 60% of the paid up capital of Ajmera Mayfair Global Realty W.L.L.</p> <p>(A Joint Venture in Bahrain).</p> <p>The Company has also invested £4,155,000 pounds and acquired 100% Equity stake of Ajmera Corporation UK Limited situated in Wembley, UK, comprising of 4,155,000 shares of 1 GBP each.</p> | | |
| Information about Appointee | | | |
| Background details | Mr. Sanjay C. Ajmera, who was appointed as the Whole Time Director of the company for the period of 5 years w.e.f. 24th April ,2017.Approval for his Remuneration is now sought from the Shareholders. Further details are set out in the explanatory statement to item No 7 of the accompanying notice | | |
| Gross Annual remuneration with last employer | Annual Remuneration of Rs 55,79,600/-p.a all inclusive of allowances and perquisites in F.Y. 2019-20 | | |
| Recognition or awards | Recognized for successful implementation and commissioning of the First of its type color coated plant in India. | | |

| | |
|---|---|
| Nature of Industry | The Company Operates in the real estate development Industry. |
| Job Profile and his suitability | M.B.A. by qualification has mastered in project implementation. He is now in-charge of Company's projects in Bangalore, Ahmadabad and Pune. |
| Remuneration Proposed | In the scale of Rs.6,00,000/-to Rs.9,00,000/- per month plus allowances and perquisites as per company's rules, subject to ceiling stipulated in section 197,198 & Sch V of the Act. |
| Comparative remuneration profile with respect to industry, size of the company, profile of the position and person | Your company is one of leading real estate developer .The proposed remuneration is comparable with the other companies of similar size and nature in the Industry. |
| Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel if any | No pecuniary relationship apart from remuneration drawn from the company No managerial personnel are in any way concerned or interested as relatives under the definition of section 2(77) of the Companies Act,2013 . |
| Other information | |
| Reasons of loss or inadequate profits | The Company is following project completion method ,hence the profit significantly varies from year to year depending on the Status of the project under implementation. |
| Steps taken or proposed to be taken for improvement | NA |
| Expected increase in Productivity and profits in measurable terms | NA |
| Disclosures | The details of the remuneration package is given in the explanatory statement as Item No.7. |

**ANNEXURE****Information required under Regulation 36(3) of the SEBI Listing Regulations and as per Secretarial Standard 2 (SS-2) with respect to the Directors proposed to be appointed/ re-appointed:**

| | |
|---|---|
| Name of the Director | Rajnikant S. Ajmera |
| Date of Birth | 6th March 1953 |
| Nationality | Indian |
| Date of First Appointment | 6th October 1986 |
| Terms and Conditions for re-appointment | Appointment on account of retire by rotation, no change in terms |
| Qualifications | Diploma in Civil Engineering |
| Expertise in specific functional area | Industrialist having 46 years over all experience in various fields including Real Estate Development. |
| Number of shares held in the Company:- | |
| By self: | NIL |
| Beneficial owner: | Trustee and Beneficiary of ARIIL Trust |
| Directorships held in other Public companies (excluding Foreign Companies and Section 8 Companies) | a. Listed Companies:- NIL b. Public Companies:- 1) AG Estates Limited 2) Ajmera Clean Green Energy Limited |
| Chairman/ Member in the Committees of the Boards of above said companies in which he is Director | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se | None |
| Number of Meetings of the Board attended during the year | Kindly refer Corporate Governance Report for this Information |

DIRECTORS' REPORT

DEAR MEMBERS,

Your Directors have pleasure in presenting 33rd Board's Report on the business and operations of the Company ("Ajmera Realty & Infra India Limited") together with the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2020.

FINANCIAL HIGHLIGHTS:

(₹ In Lakhs)

| Key Financial Indicators | Standalone | | Consolidated | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2019-2020 | 2018-2019 | 2019-2020 | 2018-2019 |
| Revenue from Operations | 32261.82 | 34285.01 | 34437.65 | 38154.01 |
| Other Income | 356.05 | 1438.77 | 623.17 | 1947.19 |
| Total Income | 32617.87 | 35723.78 | 35060.82 | 40101.20 |
| Total Expenditure | 28846.73 | 27452.89 | 30794.49 | 30706.06 |
| Profit before share of profit of Associate/Joint Venture | 3771.14 | 8270.89 | 4266.33 | 9395.14 |
| Share of profit of Associate/Joint Venture | - | - | - | - |
| Profit before Tax (PBT) | 3771.14 | 8270.89 | 4266.33 | 9395.14 |
| Tax Expenses | 949.12 | 1654.18 | 972.11 | 1769.72 |
| Profit After Tax (PAT) | 2822.02 | 6616.71 | 3294.22 | 7625.41 |
| Non-Controlling Interests | - | - | 24.04 | 102.43 |
| Other Comprehensive Income/(loss) | (16.78) | (53.80) | (16.78) | (53.80) |
| Total Comprehensive Income | 2805.24 | 6562.91 | 3253.40 | 7469.18 |
| Opening Balance in Statement of Reserves and Surplus | 37578.46 | 32857.44 | 43293.75 | 39214.12 |
| Amount available for appropriation | 40383.71 | 39420.35 | 46547.16 | 46683.30 |
| Less: Proposed Dividend | 496.79 | 1171.00 | 496.79 | 2271.00 |
| Tax on Dividend | - | 14.59 | - | 240.71 |
| Less : Transfer to General Reserve | 280.52 | 656.29 | 325.34 | 746.92 |
| Prior period Adjustment | - | - | - | 130.92 |
| Closing Balance in the Statement of Reserves & Surplus | 39606.40 | 37578.47 | 45725.02 | 43293.75 |

REVIEW OF OPERATIONS

Consolidated:

The Consolidated turnover of the Company is ₹ 34,438/- Lakhs as against ₹ 38,154 for the previous Financial year. The PBT stood at ₹ 4,266/- Lakhs in the FY 2019-20 as compared to ₹ 9,395 Lakhs in previous year. Whilst the Standalone turnover stood at ₹ 32,262 Lakhs as compared to ₹ 34,285 Lakhs in the previous Financial year under review and PBT stood at ₹ 3,771 Lakhs in FY 2019-20 as compared to ₹ 8,271 Lakhs of previous Financial Year.

Outlook of the Company:

Your Company witnessed moderate growth in the year under review. However, the outbreak of Covid-19 pandemic is expected to adversely impact the sector performance in the first half of FY20. The most significant impact of Covid-19 is expected to be the reverse migration of workers which will impact construction activities across the country. This is expected to cause project execution delays and working capital issues for financially weak developers. While the start of FY21 may be muted due to the lockdown and its subsequent



toll on economic activity, we believe customers would eventually return to the market in the second half of the financial year to partially mitigate the demand impact in earlier quarters. While we do expect the demand to catch up within the year, we believe the customers would expect relaxed payment plans. We also expect some increase in customer outstanding owing to the pessimistic liquidity environment.

While the industry at large may be adversely impacted by this pandemic and the recovery phase slowdown, your Company's healthy balance sheet and project pipeline will help maintain operational momentum in the months ahead.

Despite the challenging business environment during the year 2019-20, your Company was back on track and continued its business and operations through optimum technology and cost efficient programs.

COVID-19 has had a catastrophic impact on people and economy globally. We, in Ajmera focused on the following during this crisis:

- (a) Safety of employees and other stakeholders &
- (b) Ensuring continuing of the construction activity after the same was permitted by Government with utmost security and safety precautions.

Your Directors wish to place on record their appreciation to the Company's employees, suppliers, customers & Government authorities for their selfless efforts who helped your Company reach normalcy in operations within few weeks of lock-down. The ownership and responsiveness shown by all the stakeholders is unparalleled and is a testimony of the spirit of this great organization.

Your Company shall review the long term impact of the pandemic and take all steps necessary to adapt itself to emerging changes and the new normal. The detailed impact of COVID-19 is provided in the Management Discussion & Analysis Report forming part of this Annual Report.

SHARE CAPITAL

The authorized share capital of the Company is ₹ 1,50,00,00,000/- (Rupees One hundred and Fifty Crores) divided into 15,00,00,000 (Fifteen Crores) no. of equity shares of ₹ 10/- each. The issued and paid up capital of the company consist of ₹ 35,48,48,750/- (Rupees Thirty Five Crores Forty Eight Lakhs Forty Eight Thousand Seven Hundred and Fifty) divided into 3,54,84,875 equity shares of ₹ 10/- each.

The Company has neither issued shares with differential rights as to the dividend, voting or otherwise nor issued sweat equity shares. There is no scheme for employee stock option or provision of money for shares of the Company to the employees or Directors of the Company.

The Company did not issue any bonus shares for the fiscal 2020, nor has company bought back any of its securities during the year under review. Also no funds have been raised through preferential allotment or qualified institutional placement during the financial year 2019-2020.

During the year 2019-2020 the company had received request for reclassification of shares held by Fahrenheit Fun And Games Private Limited from Promoter category to Public category. Accordingly Shareholders approved the same in 32nd AGM and the application was made to Bombay Stock Exchange i.e BSE and National Stock Exchange of India Limited i.e. NSE for reclassification. The stock exchanges approved the reclassification on 25th February 2020 with immediate effect.

DEPOSITORY SYSTEM:

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2020, 99.87% of the equity shares of the Company were held in dematerialised form.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 1.40/- per share on 3,54,84,875 Equity Shares of ₹ 10/- each of the Company for the Financial Year 2019-20. The dividend will be paid subject to approval of members at the ensuing Annual General Meeting (AGM).

The Dividend payout on Equity Shares, if declared as above, will result in outflow of ₹ 496.78 Lakhs.

The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of Annual General Meeting to be held on 30th September, 2020 as decided by the Board and for the payment of Equity Dividend.

The Dividend, if approved at the AGM, will be paid to:

- (a) All members whose names appear on Register of Members of the Company as on 25th September, 2020, and
- (b) To those whose names appear as beneficial owner, as on 25th September, 2020 as furnished by National Securities Depositories Ltd. and Central Depository Services (India) Ltd for the purpose.

RESERVES

We propose to transfer ₹ 280.52 Lakhs to the general reserve on account of declaration of Dividend. An amount of ₹ 54584.08 Lakhs is proposed to be retained in the surplus at standalone level.

DEPOSITS

Your Company had no opening balance of Deposits. Further, your Company has not accepted any Deposits during the Financial Year 2019-20 and as such, no principal or interest were outstanding as on March 31, 2020 as per the provisions of the Companies Act, 2013 and the Rules framed there under.

LOANS AND INVESTMENTS

Details of loans, guarantee and investments under the provisions of section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 as on 31st March, 2020 are set out in Notes 5 & 6 of the Standalone Financial Statements of the Company.

NATURE OF BUSINESS

The Company is primarily engaged in the activities of real estate development of residential and commercial projects. During the year under review, there is no change in the nature of business of the Company.

COMPANY'S STATE OF AFFAIRS

The company's operations and financial performance is more elaborately covered in the Management Discussion and Analysis forming part of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS

Management Discussion and Analysis as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report. It speaks about overall industry structure, global and domestic economic scenarios, developments in business operations / performance of the Company's various projects, internal controls and their adequacy, risk management systems and other material developments during the financial year 2019-20.

CORPORATE GOVERNANCE

Our corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. Integrity and transparency are integral to our corporate governance practices to ensure that we gain and retain the trust of

our stakeholders at all times. Corporate Governance is about maximizing shareholders' value legally, ethically and sustainably. At Ajmera, our Board exercises its fiduciary responsibilities in the widest sense of the term. We seek to enhance long-term shareholder value and respect minority rights in all our business decisions. Our Corporate Governance report for fiscal 2020 forms part of this Annual Report.

BUSINESS RESPONSIBILITY REPORT

Your Company has embedded in its core business philosophy, the vision of societal welfare and environmental protection. Responsible business characterizes its policies, practices and operations. As a believer in the principle of transparency, Ajmera publishes its Business Responsibility Report, as a part of its annual report, in accordance with the SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015. 'Listing Regulation'. The Business Responsibility Report is also available on the Company's website: www.aril.co.in

SUBSIDIARIES AND ASSOCIATES

The details of financial statements of all subsidiaries of the Company in the prescribed Form AOC-1 "Annexure-I" forms part of consolidated financial statements in compliance with Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014. The said format highlights the financial performance of each of the subsidiaries and joint venture companies included in consolidated financial statements of the Company pursuant to Rule 8(1) of the Companies (Accounts) Rules, 2014.

In accordance with Section 136 of the Companies Act, 2013, the consolidated financial statements along with the financial statements, other documents required to be attached and audited financial statements of each of the subsidiary and associate companies are available for inspection by the members at the registered office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Annual General Meeting ('AGM') and the same are also available on the website under (<http://www.aril.co.in/financial-results.php>).

Any members desirous of obtaining the copy of financial statements may write to the Company Secretary at the email ID: investors@ajmera.com The Company has formulated policy for determining material subsidiaries. The policy may be accessed on the website of the Company (<http://www.aril.co.in/download/Policies/policy-for-determining-material-sub.pdf>)



During the fiscal 2019-20, the Company acquired 80% stake in Shree Yogi Realcon Private Limited, for further growth and development of the company.

Material Unlisted Subsidiary

During the year under review, your Company has one material unlisted subsidiaries as per provision of the SEBI (LODR), Regulation, 2015 which is Ajmera Mayfair Global WLL.

Mr. Ambalal C Patel, Independent Director of the Company, is inducted on the Board of Ajmera Mayfair Global WLL., a material unlisted subsidiary w.e.f. 1st April, 2019.

The audit committee of the company have reviewed the financial statements, in particular the investments made Ajmera Mayfair Global WLL during the fiscal year under the review. Also all the significant transactions and arrangements made by Ajmera Mayfair Global WLL were brought to the notice of Board of Directors of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013 read with the Rules issued there under, the Consolidated Financial Statements of the Company for the financial year 2019-20 have been prepared in compliance with applicable accounting standards.

RELATED PARTY TRANSACTIONS

All contracts /arrangements/transactions entered by the Company with Related Parties were in ordinary course of business and at arm's length basis.

During the year under review, the Company has not entered into any contracts / arrangements/transactions were related parties qualify as material in accordance with the policy of the Company on materiality of related party transactions or as per the provision of Listing Regulation. Prior Omnibus Approval was granted for entering into transaction with Ajmera Cements Private Limited for purchase of cement up to ₹ 25,00,00,000/- and such transaction was not material transaction as per the policy of company and as per Listing Regulation.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related party Transactions formulated by the Company. There are no materially significant related party transactions that may have potential conflict with interest of the Company at large.

The details of related party transactions as per Indian Accounting Standards (IND AS)-24 are set out in Note 39 to the standalone Financial Statements of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition:

Board

The composition of the Board is in conformity with Section 149 of the Act and Regulation 17 of the Listing Regulations. The Board comprises of 6 (Six) Directors out of which 3 (Three) are Executive Directors and 3 (Three) are Non-Executive Independent Directors.

During the year under review there was no change in the composition of board of directors of the company.

Key Managerial Personnel

Mr. Manoj I. Ajmera - Managing Director, Mr. O. P. Gandhi - Chief Financial Officer and Ms. Harshini D. Ajmera - Company Secretary of the Company are Key Managerial Personnel as per the provisions of Companies Act, 2013 and rules made there under.

None of the Key Managerial Personnel of the Company has resigned during the financial year under review.

Retirement by Rotation and Subsequent Reappointment

In accordance with provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. Rajnikant S. Ajmera, Chairman & Managing Director is liable to retire by rotation at the ensuing Annual General Meeting. The said Director has offered himself for reappointment and resolution for his reappointment, is incorporated in the Notice of the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 2013 read with Rules issued there under, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, the Independent Directors of the Company are not liable to retire by rotation.

Number of Board Meetings

Six (6) meetings of the Board of Directors were held during the financial year. The details of the meetings of the Board of Directors of the Company conveyed during the financial year 2019-20 are given in the Corporate Governance Report which forms part of Annual Report.

Declaration by Independent Directors

The independent directors of the Company have submitted 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 Regulation 16 of Listing Regulation. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, risk advisory, financial services and infrastructure and real estate industry and they hold the highest standards of integrity.

In compliance with the rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the independent directors have registered themselves with the Indian Institute of Corporate Affairs. Since majority of the independent directors of the Company have served as directors or key managerial personnel in listed companies or in an unlisted public company having a paid-up share capital of ₹ 10 crore or more for a period not less than 10 years, they are not required to undertake the proficiency test as per rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The company has received necessary declarations from Independent Directors pursuant to Section 149(7) of Companies Act, 2013, confirming that they fulfil the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules issued there under as well as Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR

The Company has in place a system to familiarize the Independent Directors with the organization, its operations, business, technologies and on-going events. The details of familiarization programme are disclosed on the Company's website on the web link (http://www.aril.co.in/download/famil-iarisationprograme-for-indep_Dirs.pdf)

COMMITTEE OF THE BOARD

The Company has constituted the following Statutory Committees of the Board of Directors:-

1. Audit Committee;
2. Stakeholders Relationship Committee;
3. Corporate Social Responsibility Committee;

4. Nomination and Remuneration Committee; and
5. Committee of Independent Directors.

The Report of Corporate Governance contains the details of the composition of each of the above Committees, their respective role and responsibilities.

PECUNIARY RELATIONS

The Non-executive Directors including Independent Directors, apart from receiving Directors' remuneration by way of sitting fees and reimbursement expenses for attending Board and its Committee meetings do not have any other material pecuniary relationship or transactions with the Company. No commission on the net profit of the Company is paid to any Director.

REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES

The remuneration paid to Directors is in accordance with Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of Directors /employees of the Company is set out in the "Annexure-II" to this report.

Further information as required as per the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended to this report as "Annexure-III"

The Managing Director of the Company has not received any remuneration or commission from any of Company's subsidiary.

NOMINATION AND REMUNERATION POLICY

The Company has adopted Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued there under and Listing Regulation.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive Director, and Independent Directors on the Board of Directors of the Company and persons in Senior Management of the Company, their



remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under subsection (3) of section 178 of Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof for time being in force).

The salient feature of the Policy is set out in the Corporate Governance Report which forms part of this Annual Report. The Policy is also available on the website of the Company (<http://www.aril.co.in/download/Remuneration%20Policy.pdf>).

PERFORMANCE EVALUATION

The Company has devised a policy for performance evaluation of the Board, committees and other individual Directors (including independent Directors) which include criteria for performance evaluation of the non-executive Directors and executive Directors. The evaluation process inter-alia considers attendance of the Directors at the Board and Committee meetings, acquaintance with business, communicated inter-se Board Members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by the global peers, etc., which is in compliance with applicable laws, regulations and guidelines.

The Board carried out annual performance evaluation of the Board, Board Committee and individual Directors and Chair person. The Chairman of the respective Board Committee shared the report on evaluation with the respective committee members. The performance of each committee was evaluated by the Board, based on report of evaluation received from respective Board Committees.

The reports on performance evaluations of the individual Directors were reviewed by the chairman of the Board.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) In the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed along with proper explanations relating to material departures, wherever applicable.
- (b) The Directors have selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;

- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDIT COMMITTEE

The Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with Rules issued there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have experience in financial management.

The Audit Committee comprises of Mr. A. C. Patel, Mrs. Aarti M. Ramani and Mr. Rajnikant S. Ajmera. Ms. Harshini D. Ajmera acts as a Company Secretary to the Audit Committee. All recommendation made by Audit Committee were accepted by the Board of Directors of the Company.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditor:

M/s. Manesh Mehta & Associates, Chartered Accountants (Firm Registration No.115832W) were appointed as Statutory Auditors of the Company at the 30th AGM till conclusion of 35th Annual General Meeting

M/s. Manesh Mehta & Associate have confirmed their eligibility and qualification required under Section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued there under (including any statutory modification (s) or re-enactment (s) thereof for the time being in force).

The Auditor's report for the financial year ended 31st March, 2020, on financial statements of the Company forms a part of this Annual Report. The Auditor's Report for the financial year ended 31st March, 2020 does not contain any qualification, reservation or adverse remark.

Cost Auditor:

The Board of Directors, on recommendation made by Audit Committee, have appointed M/s. Atul Mathuria & Co. Cost Accountants (Firm Reg. No.101535) as Cost Auditor of the Company to conduct the audit of cost records for the financial year 2020-21. The remuneration proposed to be paid to the Cost Auditor, subject to ratification by the shareholders of the Company, at the ensuing 33rd Annual General Meeting would not exceed ₹ 82500/- (Rupees Eighty Two Thousand Five Hundred) for the aforesaid period excluding taxes and out of pocket expenses, if any.

The Company has received consent from M/s Atul Mathuria & Co., Cost Accountants, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2020-21 along with a certificate confirming their independence an arm's length relationships.

Secretarial Auditor:

The Board of Directors of the Company has appointed Mr. Hareesh Sanghvi, Practising Company Secretary (Certificate of Practise No.3675) as the Secretarial Auditor to conduct an audit of Secretarial records for the fiscal 2019-20.

The Company has received consent from Mr. Hareesh Sanghvi to act as the auditor for conducting audit of Secretarial records for the financial year ending 31st March, 2020.

The Secretarial Audit Report along with the Secretarial Compliance Report for the financial year ended 31st March, 2020 is set out in 'Annexure IV' to this Report. In the Secretarial Audit Report and Secretarial Compliance Report the Secretarial Auditor has made remarks regarding the following:

- 1) In terms of Regulation 34(3) read with Schedule V of SEBI (LODR) Regulation, 2015, details of "separate names of the listed entities where the person is a director and the category of directorship" were incorporated in the original signed copy of Annual Report for FY 18-19 but were inadvertently missed out in the printed version of the said Report.
- 2) In terms of Regulation 31A(8) of SEBI (LODR) Regulation, 2015, there was delay in intimation to stock exchange for receipt of request of promoter seeking reclassification from promoter group

to public of more than twenty four hours. The Secretarial Auditor understood and mentioned that the delay was caused due to inability of the compliance officer to reach the office as well as access the system remotely for consecutive two days because of heavy rainfall in Mumbai and unexpected power failure throughout weekend at the office premises. The application seeking reclassification was also approved by the Stock Exchanges after considering the above clarification that the delay was not intentional but caused only due to exceptional circumstances.

- 3) Pursuant to Section 117(3)(c) & Section 179(3)(g) read with section 117(3)(g) of Companies Act, 2013, resolution of variation in terms of appointment of a Managing Director and approval of Financial Statements for FY 2018-19, passed in board meeting dated 17th May, 2019, were to be filed in e-Form MGT14 with Registrar of Companies. The said resolutions were missed out to be attached alongwith other resolutions approved and filed on the same day. However, the Company has filed e-Form CG-1 with the Central Government on 28th August, 2020 vide SRN R51759025, pending the condonation for Central Government approval as on date.
- 4) Form DPT3 was introduced for initial time during the FY 2019-20. Hence, due to many discrepancies in compiling the requirement, form filing was delayed and filed with due additional payment vide SRN H79846143 and H79846572 for one time filing and yearly filing form respectively.

Internal Auditor:

Pursuant to section 138(1) of Companies Act, 2013 read with the Company (Accounts) Rules, 2014, Mr. Hitesh Panchal, a qualified Chartered Accountant is appointed as the Internal Auditor of the Company under whole-time employment. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board quarterly.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, no instances of fraud were reported by the Statutory Auditor of the Company under section 143 (12) of the Companies Act, 2013.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. The Company continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation as also to foster team spirit. Company also



conducted in-house training programs to develop leadership as well as technical/functional capabilities in order to meet future talent requirements. Industrial relations were cordial throughout the year.

EXTRACT OF THE ANNUAL RETURN

As per provision of sub-section 3(a) of Section 134 and sub section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Company (Management and Administration) Rules, 2014 the extract of the Annual Return as at 31st March, 2020 is provided in “Annexure-V” in prescribed format MGT-9 and the same is placed on the website www.aril.co.in

RISK MANAGEMENT POLICY

The Company’s management systems, organisational structures, processes, standards, code of conduct and behaviours together form the system that governs how the Group conducts the business of the Company and manages associated risks. The approach is based on identification, evaluation, and mitigation of operational, strategic and environmental risks, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

The Audit committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls.

VIGIL MECHANISM

A “Vigil Mechanism Policy” for Directors and employees of the Company is constituted, to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on rising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. Audit Committee oversees the Vigil Mechanism.

The Whistle blower policy has been approved and adopted by Board of Directors of the Company in compliance with the provisions of 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclose Requirements) Regulations, 2015.

The same is available on the Company’s website (<http://www.aril.co.in/download/Whistle%20Blower%20Policy.pdf>)

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has Zero tolerance towards any action on the part of any one which may fall under the ambit of ‘Sexual Harassment’ at workplace, and is fully committed to uphold and maintain the dignity of every

women working with the Company. The Company has constituted an Internal Complaint Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for prevention, prohibition and redressal of complaints/grievances on the sexual harassment of women at work places. Your Directors further states that during the year under review, there were no complaints received pursuant to the above Act.

The Company also has in place Policy on Prevention of Sexual Harassment at Workplace is in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company conducts sessions for employees across the organization to build awareness amongst employees about the policy and the provisions of Prevention of Sexual Harassment of Women at Workplace Act.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has eagerly adopted its CSR initiatives during the financial year ended 31st March, 2020, the Company incurred expenditure of ₹1,47,61,249.60 (One Crore Forty Seven Lakhs Sixty One Thousand Two Hundred Forty Nine and Sixty Paise). The CSR initiatives of the Company were under the thrust areas of health, education, and encouraging sports.

The Company’s CSR initiatives were as per the CSR Policy of the Company available our website www.aril.co.in and in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 and details of the same is set out in “Annexure-VI” to this report.

DETAILS OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

Internal financial controls represent an integral part of the risk management process. These controls address, among others, financial and non-financial risks. The internal financial controls were documented and augmented in day-to-day business processes. Assurance on the effectiveness of internal financial controls was obtained through management reviews, self-assessment, continuous monitoring by functional experts as well as testing by the Statutory/ Internal Auditors during the course of their audits.

The Company uses an established Enterprise Risk Management (ERP) system to record day to day transactions for accounting and financial reporting. The ERP system is configured to ensure that all transactions are integrated seamlessly with underlying books of accounts.

The Company has adopted accounting policies which

are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. These are in accordance with Generally Accepted Accounting Principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

The Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when appropriate. The basis of such judgments and estimates are also audited by the Statutory Auditors and reviewed by the Audit Committee.

The Company's internal control system is commensurate with the nature, size and complexities of operations.

The accounts of the subsidiary and joint venture companies are audited and certified by their respective Statutory Auditors for consolidation.

AWARDS AND RECOGNITIONS

During the year under 2019-20 following awards were received:

- 1) Mr. Rajnikant S. Ajmera, the Chairman & Managing Director of the Company was bestowed with "The Life Time Achievement Award" at 11th Realty Plus Conclave & excellence Award 2019-West
- 2) The Company was awarded "Developer of the Year- Residential" Award 2019 at 11th Realty Plus Conclave & excellence Award 2019-West.

MAINTENANCE OF COST RECORDS

As per Rule 8 (5) (ix) of The Companies (Accounts) Rules, 2014 and Section 148(1) of Companies Act, 2013 the company has made and maintained cost accounts and records for the financial year 2019-20.

TRANSFER OF UNCLAIMED DIVIDEND AND SHARES TO IEPF

As per Section 124 of the Companies Act, 2013 read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("Rules"), all dividends remaining unpaid or unclaimed for a period of seven years and also the shares in respect of which the dividend has not been claimed by the shareholders for seven consecutive years or more are required to be transferred to Investor Education Protection Fund in accordance with the procedure prescribed in the Rules. Hence, the Company urges all the shareholders to encash /claim their respective dividend during the prescribed period.

Accordingly, the unclaimed and unpaid dividend amounts pertaining to the financial year 2012-13 will be transferred to the IEPF Account during financial year 2020-21.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION UNDER SECTION 134(3) (I) 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 the date of this report.

DISCLOSURE OF ORDERS PASSED BY REGULATIONS 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.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated in Section 134(3)(m) of the Companies Act, 2013 and rules framed there under is enclosed herewith as "Annexure - VII".

GREEN INITIATIVE

Your company has adopted green initiative to minimize the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those members whose email addresses are available with the Company. Your Company appeals other Members also to register themselves for receiving Annual Report in electronic form.

APPRECIATION & ACKNOWLEDGEMENTS

Your Directors would like to thank all stakeholders viz., customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management. The Directors regret the loss of life due to COVID-19 pandemic and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

**For and on behalf of the Board of Directors
For Ajmera Realty & Infra India Limited**

**Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833**

Date : 27th July, 2020

Place : Mumbai



Annexure I
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part A: Subsidiaries

(Amt in ₹ Lakhs)

| Sr. No. | Particulars | Details | | | | | | | | | | | | | |
|---------|-------------------------------------|--------------------------------|------------------------------------|---------------------------------|------------------------|-------------------------|-----------------------------|------------------------------------|---------------------------|-------------------------------|-------------------|----------------------------|-----------------------------|-------------------------------|-------------------------------------|
| | | Jolly Brothers Private Limited | Ajmera Estates Karnataka Pvt. Ltd. | Ajmera Realty Ventures Pvt Ltd. | Ajmera Realcon Pvt Ltd | Ajmera Clean Energy Ltd | Shree Yogi Realcon Pvt Ltd. | Radha Raman Dev Ventures Pvt. Ltd. | Ajmera Mayfair Global WLL | Ajmera Corporation UK Limited | Sana Buildpro LLP | Sana Building products LLP | Laudable Infrastructure LLP | Ajmera Infra Developments LLP | Anirdesh Developers Private Limited |
| | Reporting Currency | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | Rupees | BHD | GBP | Rupees | Rupees | Rupees | Rupees | Rupees |
| 3 | Exchange rate as on 31st March 2020 | - | - | - | - | - | - | - | ₹ 193.72 | ₹ 93.07 | - | - | - | - | - |
| 4 | Share Capital | 20.00 | 1.00 | 1.00 | 1.00 | 5.00 | 1.00 | 1.00 | 111.10 | 65.30 | 1.00 | 1.00 | 38.04 | -6.37 | 10.00 |
| 5 | Reserves & Surplus | 234.46 | 933.08 | 990.42 | -13.80 | -60.77 | -0.70 | -0.48 | - | -0.11 | - | - | - | - | - |
| 6 | Total Assets | 3,245.54 | 35,648.44 | 3,199.86 | 705.49 | 11.99 | 0.99 | 0.98 | 112.38 | 91.19 | 398.71 | 1.40 | 3,588.81 | 14.82 | 348.58 |
| 7 | Total Liabilities | 3,245.54 | 35,648.44 | 3,199.86 | 705.49 | 11.99 | 0.99 | 0.98 | 112.38 | 91.19 | 398.71 | 1.40 | 3,588.81 | 14.82 | 348.58 |
| 8 | Investments | 146.68 | 8,321.80 | 3,198.24 | 600.00 | - | - | - | - | - | - | - | - | - | - |
| 9 | Turnover | 1.77 | 40.39 | 305.27 | - | - | - | - | - | - | - | - | - | 0.62 | - |
| 10 | Profit before taxation | -30.14 | 35.50 | 305.12 | -0.15 | -1.37 | -0.07 | -0.16 | - | - | - | - | -1.29 | -0.48 | - |
| 11 | Provisions for taxation | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 12 | Profit after taxation | -30.14 | 35.50 | 305.12 | -0.15 | -1.37 | -0.07 | -0.16 | - | - | - | - | -1.29 | -0.48 | - |
| 13 | Proposed Dividend | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 14 | % of shareholding | 100% | 100% | 100% | 100% | 100% | 80% | 100% | 60% | 100% | 74.90% | 74.90% | 70% | 70% | 84.90% |

PART B: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| (Amt in ₹ lakhs) | | | | |
|------------------|--|-----------------------|--|------------------------|
| 1 | Name of Associates/Joint ventures | V. M. Procon Pvt Ltd. | Ultra Tech Property Developers Pvt Ltd | Sumdeha Spacelinks LLP |
| 2 | Latest Audited Balance Sheet date | 31.03.2020 | 31.03.2020 | 31.03.2020 |
| 3 | Shares of Associate/Joint Ventures held by the company on the year end | | | |
| | -No. | 20000 | 360000 | NA |
| | - Amount of Investment in Associates/ Joint ventures | 2.00 | 37.20 | 0.50 |
| | - Extent of Holding % | 50% | 36% | 50% |
| 4 | Description of how there is significant influence | * | * | * |
| 5 | Reason why the associate/joint venture is not consolidated | - | - | - |
| 6 | Net worth attributable to shareholding as per latest audited Balance Sheet | 4734.69 | - | 2454.20 |
| 7 | Profit/Loss for the year | 244.84 | - | 610.09 |
| | i. Considered in Consolidation | 122.42 | - | 305.04 |
| | ii. Not considered in Consolidation | 122.42 | - | 305.04 |

* The Company has control in excess of 20% to the total share capital of the other Company. As per section 2(6) of the Companies Act, 2013 it comes under the definition of Associate/Joint Venture Company.

Place: Mumbai
Date: 27/07/2020

Rajnikant S. Ajmera
Chairman and Managing Director
DIN: 00010833

Manoj I. Ajmera
Managing Director
DIN: 00013728



ANNEXURE - II

Details of remuneration as per Section 197 (12) (1) of Companies Act 2013

- (I) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-

| Sr. No. | Name of Director | Ratio of remuneration to the Median remuneration of the employees |
|---------|---------------------|---|
| 1 | Rajnikant S. Ajmera | -97.04 |
| 2 | Manoj I. Ajmera | -95.95 |
| 3 | Sanjay C. Ajmera | -92.33 |

- (II) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20:-

| Sr. No. | Name of Director/KMP | % increase over last FY 2019-20 |
|---------|----------------------|---------------------------------|
| 1 | Rajnikant S. Ajmera | Nil |
| 2 | Manoj I. Ajmera | Nil |
| 3 | Sanjay C. Ajmera | Nil |
| 4 | O.P. Gandhi | Nil |
| 5 | Harshini D. Ajmera | Nil |

- (III) The percentage increase in the median remuneration of employees in the financial year 2019-20 :- NIL
- (IV) The number of permanent employees on the payroll of company as on 31st March, 2020 :-225
- (V) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :- NIL

We hereby confirm that the remuneration paid is as per the remuneration policy recommended by the Nomination and Remuneration Committee of the Company and as adopted by the Company.

Place: Mumbai
Date: 27/07/2020

Rajnikant S. Ajmera
Chairman and Managing Director
DIN: 00010833

Manoj I. Ajmera
Managing Director
DIN: 00013728

ANNEXURE - III

Information as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(I) The names of top ten employees in terms of remuneration drawn for FY 2019-20:

| Sr. No. | Employee Name | Monthly Gross 2019-20 | Total CTC 2019-20 | Designation of Employees | Nature of Employment (Contractual or Otherwise) | Qualification and Experience | Date of commencement of employees | Age of the employee | Previous employer, if any | % of equity shares held by the employee as per clause (iii) of sub-rule (2) of Rule 5 (5) of holding for self along with spouse and dependent children, if exceeding 2% of holding) | "Whether the employee is a relative of any director or manager of the company and if so, name of such director or manager" |
|---------|----------------------|-----------------------|-------------------|--------------------------------|---|---|-----------------------------------|---------------------|---------------------------|---|--|
| 1 | Rajmikanth S. Ajmera | 1,113,600 | 14,476,800 | Chairman and Managing Director | Otherwise | Diploma in Civil Engineering | 10/6/1986 | 67 | No | NA | No |
| 2 | Manoj I. Ajmera | 813,000 | 10,569,000 | Managing Director | Otherwise | Graduation | 1/1/1975 | 57 | No | NA | No |
| 3 | Nimish S. Ajmera | 494,800 | 6,432,400 | Sr. Vice President- Operations | Otherwise | Graduation | 1/1/2000 | 42 | No | NA | No |
| 4 | Sanjay C. Ajmera | 429,200 | 5,579,600 | Whole Time Director | Otherwise | Graduation | 1/1/1988 | 53 | No | NA | No |
| 5 | Bandish B. Ajmera | 392,200 | 5,098,600 | President- Corporate Affairs | Otherwise | Graduation | 1/1/1988 | 57 | No | NA | No |
| 6 | Ashwin B. Ajmera | 392,200 | 5,098,600 | Sr. Vice President- Operations | Otherwise | Graduation | 1/1/1988 | 53 | No | NA | No |
| 7 | Shallesh B. Ajmera | 392,200 | 5,098,600 | Sr. Vice President- Operations | Otherwise | Matriculation | 1/1/1980 | 58 | No | NA | No |
| 8 | Om Prakash Gandhi | 530,670 | 6,898,710 | Chief Financial Officer | Otherwise | Chartered Accountant | 4/1/2010 | 58 | Man Group | NIL | No |
| 9 | Dharmesh Vyas | 519,362 | 6,751,706 | Vice President | Otherwise | B.tech- Civil PG in Construction Management from NICMAR | 10/19/2018 | 48 | Rajhans Group | NIL | No |
| 10 | Saurabh Gandhi | 247,255 | 3,214,315 | General Manager | Otherwise | Chartered Accountant | 9/20/2018 | 43 | GCorp Developers Pvt. Ltd | NIL | No |



- (II) Name of the employees who were employed throughout the FY 2019-20 and were in receipt of remuneration in FY 2019-20, in the aggregate, was not less than one crore and two lakh rupees :- NA
- (III) Name of the employees who were employed for a part of FY 2018-19 and were in receipt of remuneration in any part of FY 2019-20, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:- NA
- (IV) Name of employees who were employed throughout the FY 2019-20 or part thereof, were in receipt of remuneration in excess of remuneration drawn by managing Director or Whole-Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:- NA

Mr. Rajnikant S. Ajmera
Chairman and Managing Director
DIN: 00010833

Mr. Manoj I. Ajmera
Managing Director
DIN: 00013728

Place: Mumbai
Date : 27th July, 2020

ANNEXURE - IV

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

The Members,

AJMERA REALTY & INFRA INDIA LIMITED
CITI MALL, LINK ROAD, ANDHERI (W)
MUMBAI - 400053.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AJMERA REALTY & INFRA INDIA LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2020. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and 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 2020, generally 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020, 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 and Overseas Direct Investment;
- (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, 2015;
 - (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:
 - (i) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (ii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (iii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (iv) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and



- (vi) 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
3. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of External Commercial Borrowings were not attracted during the year under review;
4. Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in my opinion adequate system and process exists in the Company to monitor and ensure compliances with the provisions of general and other industry and sector specific Laws and Regulations applicable to the Company, as identified and confirmed by the management of the company and listed in **Annexure - A** to this report.
5. I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the Audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to my knowledge except non-compliance in respect of:

- (i) Details on “separate names of the listed entities where the person is a director and the category of directorship” required under Regulation 34 (3) read with Para C(2)(c) of Schedule V of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, though incorporated in the original signed copy of the Annual Report for FY 18-19, is inadvertently missed out in the printed copy of the said report;
- (ii) Regulation 31A(8) of SEBI (LODR), 2015 since receipt of request by the promoter seeking re-classification from “promoter” group to “non-promoter” was intimated to stock exchanges with

delay of more than twenty four hours caused due to inability of the compliance officer to reach the office as well as to access the system remotely for consecutive two days because of heavy rainfall in Mumbai and unexpected power failure throughout weekend at the office premises. The application seeking reclassification was approved by the Stock Exchanges after considering the above clarification that the delay was not intentional but caused only due to exceptional circumstances;

- (iii) Section 117 (3)(c) of the Companies Act, 2013 since the Board Resolution dated 17th May 2019 relating to variation in terms of appointment of Managing Director is inadvertently not filed in e-Form MGT-14;
- (iv) Section 179(3)(g) read with Section 117 (3)(g) of the Companies Act, 2013 since the Board Resolution dated 17th May 2019 approving of financial statements is inadvertently not filed in e-Form MGT-14; and
- (v) Delay in filing e-Form DPT-3 in accordance with the provisions of Section 76 of the Companies Act, 2013 and the rules framed thereunder.

I further report that compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

I further report that:

1. 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.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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.
3. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

I further report that during the Audit period, following event occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

The Scheme of Arrangement for demerger of Wadala Project from the Company into Radha Raman Dev Ventures Private Limited, (Wholly owned Subsidiary

of the Company) is filed with Stock exchanges. "No observation Letter" is awaited from the Exchanges.

Haresh Sanghvi
Practicing Company Secretary
FCS No.: 2259/CoP No.: 3675
UDIN: F002259B000500372

Place: Mumbai
Date: 24th July, 2020

Note

This report is to be read with our letter of even date which is annexed as ANNEXURE-B, which forms an integral part of this report.



ANNEXURE- A

List of applicable laws to the Company

- a) The Company has complied with the laws and regulations applicable specifically to the Company given its business:
1. The Transfer of Property Act, 1882
 2. The Maharashtra Stamp Act, 1958
 3. The Registration Act, 1908
 4. Real Estate (Regulation & Development) Act, 2016
 5. The Maharashtra Regional and Town Planning Act, 1966
 6. The Building & other Construction workers (Regulation of Employment & Conditions of Service) Act, 1966
 7. The Maharashtra Land Revenue Code, 1966
 8. The Consumer Protection Act, 1986
 9. The Ownership Flats and Apartments Ownership Act as applicable at various locations
 10. The Maharashtra Rent Control Act 1999
 11. The Bombay Tenancy & Agricultural Land Act 1948
 12. The Maharashtra Co-operative Societies Act, 1960
 13. The Land Acquisition Act, 1894
 14. Indian Stamp Act, 1899
 15. Trade Marks Act, 1999
 16. Bombay Stamp Act, 1958
 17. The Maharashtra Money lending (Regulation) Act, 2014
 18. The Indian Forest Act, 1927
 19. The Environment Protection Act, 1986
 20. Construction and Demolition Waste Management Rule 2016
 21. The Maharashtra Housing and Area Development Act 1976
 22. The Maharashtra Slum Area (Improvement, Clearance and Redevelopment) Act, 1971
- b) All General Laws related to Direct and Indirect Taxation, Labour Laws and other incidental laws of respective States.

Haresh Sanghvi
Practicing Company Secretary
FCS No.: 2259/CoP No.: 3675
UDIN: F002259B000500372

Place: Mumbai
Date: 24th July, 2020

ANNEXURE- B

The Members,
AJMERA REALTY & INFRA INDIA LIMITED
CITI MALL, LINK ROAD,
ANDHERI (W), MUMBAI - 400053

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices I followed, provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period. Due to ongoing COVID19 pandemic and consequent lock-down imposed, I could not verify the compliance documents physically for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Haresh Sanghvi
Practicing Company Secretary
FCS No.: 2259/CoP No.: 3675
UDIN: F002259B000500372

Place: Mumbai
Date: 24th July, 2020

**Secretarial Compliance Report of Ajmera Realty & Infra India Limited (CIN: L27104MH1985PLC035659)
for the year ended 31st March, 2020**

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Haresh Sanghvi have examined:

- (a) all the documents and records made available to me and explanation provided by **Ajmera Realty & Infra India Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Ltd. and National Stock Exchange of India Ltd.,
- (c) website of the listed entity, and
- (d) other books, papers, minute books and other records maintained by the Company and produced before me for verification which has been relied upon to make this certification,

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR), 2015");
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the period under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

and based on the above examination and verification of the documents and records produced before me and according to the information and explanations given to me by the Company, I hereby report that, during the Period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



| Sr. No. | Compliance Requirement (Regulations / circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|---------|---|--|---|
| 1 | Regulation 34 (3) read with Schedule V of SEBI (LODR), 2015 | Details on “separate names of the listed entities where the person is a director and the category of directorship” in accordance of Schedule V of SEBI (LODR), 2015 are not incorporated in the Annual Report. | The required details were incorporated in the original signed copy of Annual Report for FY 18- 19 but were inadvertently missed out in the printed version of the said Report. |
| 2 | Regulation 31A(8) of SEBI (LODR), 2015 | Receipt of request by the promoter seeking re-classification from “promoter” group to “non- promoter” was intimated to stock exchanges with delay of more than twenty four hours. | <p>The delay in filing intimation was caused due to inability of the compliance officer to reach the office as well as access the system remotely for consecutive two days because of heavy rainfall in Mumbai and unexpected power failure throughout weekend at the office premises.</p> <p>The application seeking reclassification was approved by the Stock Exchanges after considering the above clarification that the delay was not intentional but caused only due to exceptional circumstances.</p> |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) No actions were taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) Since no observations were made in previous reports, the reporting of actions by the listed entity to comply with the same, does not arise during the Review period.

Place: Mumbai
Date: 27th June, 2020

Haresh Sanghvi
Practicing Company Secretary
FCS No.: 2259/CoP No.: 3675
UDIN: F002259B000401878

Note: Due to ongoing COVID19 pandemic and consequent lock-down imposed, I could not verify the compliance documents physically for the period under review and the reliance has been placed on the scanned documents obtained through electronic mode.

ANNEXURE V**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN**

As on financial year ended 31-03-2020

[Pursuant to Section 92(3) of the Companies act, 2013 read with
The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS:

| | |
|--|---|
| CIN | L27104MH1985PLC035659 |
| Registration Date | 18th March, 1985 |
| Name of the Company | Ajmera Realty & Infra India Limited |
| Category / Sub-Category of the Company | Real Estate & Development |
| Address of the Registered office and contact details | 2nd Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400053 Tel: 022-6698 4000 Fax: 022-2632 5902 Email: investors@ajmera.com Web: www.aril.co.in |
| Whether listed company | Yes |
| Name, Address and Contact details of Registrar and Transfer Agent, | Sharex Dynamic (India) Private Limited, C 101, 247 Park, L B S Marg, Vikhroli, West, Mumbai - 400083. Email : support@sharexindia.com Website : www.sharexindia.com Tel: 022-2851 5606/564 |

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

| Sr. No. | Name and Description of main products/services | NIC Code of the Product/Service | % of total turnover of the Company |
|---------|--|---------------------------------|------------------------------------|
| 1 | Real Estate | 4100, 6810 | 100 |

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

| Sr. No. | Name of the Company | CIN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|---|-----------------------|--------------------------------|------------------|--------------------|
| 1 | "Ajmera Clean Green Energy Limited (previously know as Ajmera Biofuel Limited)" | U40300MH2007PLC171581 | Subsidiary | 100% | Section 2(87) |
| 2 | Ajmera Estates Karnataka Private Limited | U70100MH2007PTC174200 | Subsidiary | 100% | Section 2(87) |
| 3 | Jolly Brothers Private Limited | U30007MH2003PTC231067 | Subsidiary | 100% | Section 2(87) |
| 4 | Ajmera Realcon Private Limited | U70102MH2008PTC184586 | Subsidiary | 100% | Section 2(87) |
| 5 | Ajmera Realty Ventures Private Limited | U45203MH2008PTC185998 | Subsidiary | 100% | Section 2(87) |



| Sr. No. | Name of the Company | CIN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---------|--|-----------------------|--------------------------------|------------------|--------------------|
| 6 | Radha Raman Dev Ventures Private Limited | U70109MH2016PTC286540 | Subsidiary | 100% | Section 2(87) |
| 7 | Shree Yogi Realcon Private Limited | U45400MH2013PTC243647 | Subsidiary | 80% | Section 2(87) |
| 8 | Ajmera Mayfair Global W.L.L | NA | Subsidiary | 60% | Section 2(87) |
| 9 | Ajmera Corporation UK Limited | NA | Subsidiary | 100% | Section 2(87) |
| 10 | Laudable Infrastructure LLP | AAA-2788 | Subsidiary | 70% | Section 2(87) |
| 11 | Sana Buildpro LLP | AAA-4005 | Subsidiary | 75% | Section 2(87) |
| 12 | Sana Building Products LLP | AAB-8475 | Subsidiary | 75% | Section 2(87) |
| 13 | Ajmera Infra Development LLP | AAH-9563 | Subsidiary | 70% | Section 2(87) |
| 14 | Anirdesh Developers private Limited | U70200MH2019PTC331121 | Subsidiary | 85% | Section 2(87) |
| 15 | Sumedha Spacelinks LLP | AAA-5077 | Associate | 50% | Section 2(6) |
| 16 | V.M. Procon Private Limited | U70101GJ2010PTC062989 | Associate | 50% | Section 2(6) |
| 17 | Ultra Tech Property Developers Private Limited | U70102MH2007PTC167774 | Associate | 36% | Section 2(6) |

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

| Sr No | Category of Shareholders | Shareholding at the beginning of the year - 2019 | | | | Shareholding at the End of the year - 2020 | | | | % Change during the year |
|-------|--|--|----------|-----------------|-------------------|--|----------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | | | | |
| [1] | Indian | | | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 22117911 | 0 | 22117911 | 62.3305 | 23811527 | 0 | 23811527 | 67.1033 | 4.7728 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (c) | Financial Institutions / Banks | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (d) | Any Other (Specify) | | | | | | | | | |
| | Bodies Corporate | 2799999 | 0 | 2799999 | 7.8907 | 300000 | 0 | 300000 | 0.8454 | -7.0453 |
| | Sub Total (A)(1) | 24917910 | 0 | 24917910 | 70.2212 | 24111527 | 0 | 24111527 | 67.9487 | -2.2725 |
| [2] | Foreign | | | | | | | | | |
| (a) | Individuals (Non-Resident Individuals / Foreign Individuals) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (b) | Government | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (c) | Institutions | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (d) | Foreign Portfolio Investor | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (e) | Any Other (Specify) | | | | | | | | | |

| Sr No | Category of Shareholders | Shareholding at the beginning of the year - 2019 | | | | Shareholding at the End of the year - 2020 | | | | % Change during the year |
|------------|---|--|----------|-----------------|-------------------|--|----------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| | Sub Total (A)(2) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2) | 24917910 | 0 | 24917910 | 70.2212 | 24111527 | 0 | 24111527 | 67.9487 | -2.2725 |
| (B) | Public Shareholding | | | | | | | | | |
| [1] | Institutions | | | | | | | | | |
| (a) | Mutual Funds / UTI | 216 | 0 | 216 | 0.0006 | 216 | 0 | 216 | 0.0006 | 0.0000 |
| (b) | Venture Capital Funds | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (c) | Alternate Investment Funds | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (d) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (e) | Foreign Portfolio Investor | 7781 | 0 | 7781 | 0.0219 | 0 | 0 | 0 | 0.0000 | -0.0219 |
| (f) | Financial Institutions / Banks | 79909 | 0 | 79909 | 0.2252 | 72904 | 0 | 72904 | 0.2055 | -0.0197 |
| (g) | Insurance Companies | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (h) | Provident Funds/ Pension Funds | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (i) | Any Other (Specify) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Sub Total (B)(1) | 87906 | 0 | 87906 | 0.2477 | 73120 | 0 | 73120 | 0.2061 | -0.0416 |
| [2] | Central Government/ State Government(s)/ President of India | | | | | | | | | |
| | Central Government / State Government(s) | 57818 | 0 | 57818 | 0.1629 | 62007 | 0 | 62007 | 0.1747 | 0.0118 |
| | Sub Total (B)(2) | 57818 | 0 | 57818 | 0.1629 | 62007 | 0 | 62007 | 0.1747 | 0.0118 |
| [3] | Non-Institutions | | | | | | | | | |
| (a) | Individuals | | | | | | | | | |
| (i) | Individual shareholders holding nominal share capital upto ₹ 1 lakh. | 3648608 | 48877 | 3697485 | 10.4199 | 3588349 | 44806 | 3633155 | 10.2386 | -0.1813 |
| (ii) | Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 4343111 | 0 | 4343111 | 12.2393 | 2931421 | 0 | 2931421 | 8.2610 | -3.9783 |
| (b) | NBFCs registered with RBI | 22334 | 0 | 22334 | 0.0629 | 20 | 0 | 20 | 0.0001 | -0.0628 |
| (d) | Overseas Depositories(holding DRs) (balancing figure) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| (e) | Any Other (Specify) | | | | | | | | | |
| | Trusts | 121 | 0 | 121 | 0.0003 | 121 | 0 | 121 | 0.0003 | 0.0000 |
| | Hindu Undivided Family | 506158 | 60 | 506218 | 1.4266 | 545731 | 60 | 545791 | 1.5381 | 0.1115 |
| | Non Resident Indians (Non Repat) | 31021 | 0 | 31021 | 0.0874 | 25129 | 0 | 25129 | 0.0708 | -0.0166 |
| | Non Resident Indians (Repat) | 599962 | 573 | 600535 | 1.6924 | 600279 | 543 | 600822 | 1.6932 | 0.0008 |
| | Clearing Member | 176817 | 0 | 176817 | 0.4983 | 21314 | 0 | 21314 | 0.0601 | -0.4382 |



| Sr No | Category of Shareholders | Shareholding at the beginning of the year - 2019 | | | | Shareholding at the End of the year - 2020 | | | | % Change during the year |
|------------|--|--|--------------|-----------------|-------------------|--|--------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| | Bodies Corporate | 1043359 | 240 | 1043599 | 2.9410 | 3480208 | 240 | 3480448 | 9.8083 | 6.8673 |
| | Sub Total (B)(3) | 10371491 | 49750 | 10421241 | 29.3681 | 11192572 | 45649 | 11238221 | 31.6705 | 2.3024 |
| | Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3) | 10517215 | 49750 | 10566965 | 29.7788 | 11327699 | 45649 | 11373348 | 32.0513 | 2.2725 |
| | Total (A)+(B) | 35435125 | 49750 | 35484875 | 100.0000 | 35439226 | 45649 | 35484875 | 100.0000 | 0.0000 |
| (C) | Non Promoter - Non Public | | | | | | | | | |
| [1] | Custodian/DR Holder | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| [2] | Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) | 0 | 0 | 0 | 0.0000 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| | Total (A)+(B)+(C) | 35435125 | 49750 | 35484875 | 100.0000 | 35439226 | 45649 | 35484875 | 100.0000 | |

ii) Shareholding of promoters

| Sr No | Shareholder's Name | Shareholding at the beginning of the year - 2019 | | | Shareholding at the End of the year - 2020 | | | % change in shareholding during the year |
|-------|--|--|-------------------------------|--|--|-------------------------------|--|--|
| | | No of Shares Held | % of the Total of the Company | % of Shares Pledged / encumbered to total shares | No of Shares Held | % of the Total of the Company | % of Shares Pledged / encumbered to total shares | |
| 1 | ARIIL Trust through its representatives Trustees Mr. Shashikant S. Ajmera, Mr. Rajnikant S. Ajmera and Mr. Manoj I. Ajmera | 18737759 | 52.8049 | 3.0999 | 20431375 | 57.5777 | 4.7908 | 4.7728 |
| 2 | FAHRENHEIT FUN AND GAMES PRIVATE LIMITED | 2499999 | 7.0453 | 0 | 0 | 0 | 0 | -7.0453 |
| 3 | CHHOTALAL S AJMERA | 1471416 | 4.1466 | 0 | 1471416 | 4.1466 | 0 | 0 |
| 4 | CHHOTALAL S AJMERA HUF | 759858 | 2.1414 | 0 | 759858 | 2.1414 | 0 | 0 |
| 5 | ISHWARLAL S AJMERA HUF | 444440 | 1.2525 | 0 | 444440 | 1.2525 | 0 | 0 |
| 6 | RUSHABH INVESTMENT PRIVATE LIMITED | 300000 | 0.8454 | 0.7045 | 300000 | 0.8454 | 0.7045 | 0 |
| 7 | CHARMI PARAS PAREKH | 247079 | 0.6963 | 0 | 247079 | 0.6963 | 0 | 0 |
| 8 | HENALI JAYANT AJMERA | 244201 | 0.6882 | 0 | 244201 | 0.6882 | 0 | 0 |
| 9 | CHHAGANLAL S AJMERA | 205483 | 0.5791 | 0 | 0 | 0 | 0 | -0.5791 |
| 10 | RITA MITUL MEHTA | 4245 | 0.012 | 0 | 4245 | 0.012 | 0 | 0 |
| 11 | SONAL BIMAL MEHTA | 2147 | 0.0061 | 0 | 2147 | 0.0061 | 0 | 0 |
| 12 | BIMAL ANANTRAI MEHTA | 900 | 0.0025 | 0 | 900 | 0.0025 | 0 | 0 |
| 13 | DHAVAL R AJMERA | 373 | 0.0011 | 0 | 373 | 0.0011 | 0 | 0 |
| 14 | HARSHADRAI MULJI SARVAIYA | 10 | 0 | 0 | 10 | 0 | 0 | 0 |
| 15 | BHANUMATI C AJMERA | 0 | 0 | 0 | 205483 | 0.5791 | 0 | 0.5791 |
| | Total | 24917910 | 70.2212 | 5.4953 | 24111527 | 67.9487 | 5.4953 | -2.2725 |

iii) Change in Promoter's Shareholding

| Sr No | Name & Type of Transaction | Shareholding at the beginning of the year - 2019 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2020 | |
|-------|--|--|----------------------------------|------------------------------|---------------|---|----------------------------------|
| | | NO. OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | ARIIL Trust through its representatives Trustees Mr. Shashikant S. Ajmera, Mr. Rajnikant S. Ajmera and Mr. Manoj I. Ajmera | 18737759 | 52.8049 | | | 18737759 | 52.8049 |
| | Purchase | | | 21 Jun 2019 | 1093410 | 19831169 | 55.8863 |
| | Purchase | | | 29 Jun 2019 | 600206 | 20431375 | 57.5777 |
| | AT THE END OF THE YEAR | | | | | 20431375 | 57.5777 |
| 2 | FAHRENHEIT FUN AND GAMES PRIVATE LIMITED | 2499999 | 7.0453 | | | 0 | 0 |
| | (Reclassified from Promoter to Public Bodies Corporate) | | | 25 Feb 2020 | | | |
| | AT THE END OF THE YEAR | | | | | 0 | 0 |
| 3 | CHHOTALAL S AJMERA | 1471416 | 4.1466 | | | 1471416 | 4.1466 |
| | AT THE END OF THE YEAR | | | | | 1471416 | 4.1466 |
| 4 | CHHOTALAL S AJMERA HUF | 759858 | 2.1414 | | | 759858 | 2.1414 |
| | AT THE END OF THE YEAR | | | | | 759858 | 2.1414 |
| 5 | ISHWARLAL S AJMERA HUF | 444440 | 1.2525 | | | 444440 | 1.2525 |
| | AT THE END OF THE YEAR | | | | | 444440 | 1.2525 |
| 6 | RUSHABH INVESTMENT PRIVATE LIMITED | 300000 | 0.8454 | | | 300000 | 0.8454 |
| | AT THE END OF THE YEAR | | | | | 300000 | 0.8454 |
| 7 | CHARMI PARAS PAREKH | 247079 | 0.6963 | | | 247079 | 0.6963 |
| | AT THE END OF THE YEAR | | | | | 247079 | 0.6963 |
| 8 | HENALI JAYANT AJMERA | 244201 | 0.6882 | | | 244201 | 0.6882 |
| | Transfer | | | 12 Apr 2019 | (584) | 243617 | 0.6865 |
| | Transfer | | | 17 May 2019 | 584 | 244201 | 0.6882 |
| | AT THE END OF THE YEAR | | | | | 244201 | 0.6882 |
| 9 | BHANUMATI C AJMERA | 0 | 0.0000 | | | 0 | 0.0000 |
| | Transmission | | | 22 Nov 2019 | 205483 | 205483 | 0.5791 |
| | AT THE END OF THE YEAR | | | | | 205483 | 0.5791 |
| 10 | RITA MITUL MEHTA | 4245 | 0.0120 | | | 4245 | 0.0120 |
| | Sell | | | 12 Apr 2019 | (345) | 3900 | 0.0110 |
| | Buy | | | 17 May 2019 | 180 | 4080 | 0.0115 |
| | Buy | | | 31 May 2019 | 165 | 4245 | 0.0120 |
| | AT THE END OF THE YEAR | | | | | 4245 | 0.0120 |
| 11 | SONAL BIMAL MEHTA | 2147 | 0.0061 | | | 2147 | 0.0061 |
| | AT THE END OF THE YEAR | | | | | 2147 | 0.0061 |
| 12 | BIMAL ANANTRAI MEHTA | 900 | 0.0025 | | | 900 | 0.0025 |
| | AT THE END OF THE YEAR | | | | | 900 | 0.0025 |
| 13 | DHAVAL R AJMERA | 373 | 0.0011 | | | 373 | 0.0011 |
| | AT THE END OF THE YEAR | | | | | 373 | 0.0011 |
| 14 | HARSHADRAI MULJI SARVAIYA | 10 | 0.0000 | | | 10 | 0.0000 |
| | AT THE END OF THE YEAR | | | | | 10 | 0.0000 |
| 15 | CHHAGANLAL S AJMERA | 205483 | 0.5791 | | | 205483 | 0.5791 |
| | Transmission | | | 15 Nov 2019 | (205483) | 0 | 0.0000 |
| | AT THE END OF THE YEAR | | | | | 0 | 0.0000 |



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

| Sr No | Name & Type of Transaction | Shareholding at the beginning of the year - 2019 | | Transactions during the year | | Cumulative Shareholding at the end of the year - 2020 | |
|-------|--|--|----------------------------------|------------------------------|---------------|---|----------------------------------|
| | | NO. OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY | DATE OF TRANSACTION | NO. OF SHARES | NO OF SHARES HELD | % OF TOTAL SHARES OF THE COMPANY |
| 1 | FAHRENHEIT FUN AND GAMES PRIVATE LIMITED | 2499999 | 7.0453 | | | 2499999 | 7.0453 |
| | AT THE END OF THE YEAR | | | | | 2499999 | 7.0453 |
| 2 | ASHWIN B AJMERA | 633696 | 1.7858 | | | 633696 | 1.7858 |
| | AT THE END OF THE YEAR | | | | | 633696 | 1.7858 |
| 3 | KAMLESHKUMAR VRAJLAL DHULIA | 536500 | 1.5119 | | | 536500 | 1.5119 |
| | AT THE END OF THE YEAR | | | | | 536500 | 1.5119 |
| 4 | MANOJ NANALAL TURAKHIA | 318979 | 0.8989 | | | 318979 | 0.8989 |
| | AT THE END OF THE YEAR | | | | | 318979 | 0.8989 |
| 5 | CD EQUIFINANCE PRIVATE LIMITED | 283804 | 0.7998 | | | 283804 | 0.7998 |
| | AT THE END OF THE YEAR | | | | | 283804 | 0.7998 |
| 6 | MANOJKUMAR BRAHMBHATT | 279272 | 0.7870 | | | 279272 | 0.7870 |
| | AT THE END OF THE YEAR | | | | | 279272 | 0.7870 |
| 7 | NAVIN SHANTILAL TURKHIA | 247500 | 0.6975 | | | 247500 | 0.6975 |
| | Buy | | | 20 Mar 2020 | 850 | 248350 | 0.6999 |
| | Buy | | | 27 Mar 2020 | 1810 | 250160 | 0.7050 |
| | Buy | | | 31 Mar 2020 | 400 | 250560 | 0.7061 |
| | AT THE END OF THE YEAR | | | | | 250560 | 0.7061 |
| 8 | CHHAGANLAL S AJMERA | 225119 | 0.6344 | | | 225119 | 0.6344 |
| | AT THE END OF THE YEAR | | | | | 225119 | 0.6344 |
| 9 | LAKSHIT BANSAL | 0 | 0.0000 | | | 0 | 0.0000 |
| | Buy | | | 20 Mar 2020 | 206000 | 206000 | 0.5805 |
| | Buy | | | 27 Mar 2020 | 4000 | 210000 | 0.5918 |
| | Buy | | | 31 Mar 2020 | 4000 | 214000 | 0.6031 |
| | AT THE END OF THE YEAR | | | | | 214000 | 0.6031 |
| 10 | YOGESH UTTAMLAL MEHTA | 162327 | 0.4575 | | | 162327 | 0.4575 |
| | AT THE END OF THE YEAR | | | | | 162327 | 0.4575 |
| 11 | NIMISH S AJMERA | 1190206 | 3.3541 | | | 1190206 | 3.3541 |
| | Sell | | | 21 Jun 2019 | (1190206) | 0 | 0.0000 |
| | AT THE END OF THE YEAR | | | | | 0 | 0.0000 |
| 12 | TWISHAL N AJMERA | 503410 | 1.4187 | | | 503410 | 1.4187 |
| | Sell | | | 14 Jun 2019 | (503410) | 0 | 0.0000 |
| | AT THE END OF THE YEAR | | | | | 0 | 0.0000 |

v) Shareholding of Director and Key Managerial Personnel

| Sr No. | Shareholder Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % of total shares of the Company |
|--------|---------------------|--|----------------------------------|------------|---------------------------------------|-----------|---------------|----------------------------------|
| | | No. of the shares at the beginning/end of the year | % of total shares of the Company | Date | Increasing/decreasing in shareholding | Reason | No. of Shares | |
| 1 | Rajnikant S.Ajmera | 0 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 0 | 0.00 |
| 2 | Manoj I. Ajmera | 0 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 0 | 0.00 |
| 3 | Sanjay C. Ajmera | 0 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 0 | 0.00 |
| 4 | Ambalal C. Patel | 1 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 1 | 0.00 |
| 5 | K. G. Krishnamurthy | 0 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 0 | 0.00 |
| 6 | O. P. Gandhi | 0 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 0 | 0.00 |
| 7 | Harshini D. Ajmera | 15 | 0 | 01/04/2019 | | | | |
| | | | | 31/03/2020 | 0 | No change | 15 | 0.00 |

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

(₹ In Lakhs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 73,918.92 | 0 | 0 | 73,918.92 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 73,918.92 | 0 | 0 | 73,918.92 |
| Change in Indebtedness during the Financial year | | | | |
| Addition | 23,146.42 | 0 | 0 | 23,146.42 |
| Reduction | 14,011.71 | 0 | 0 | 14,011.71 |
| Net Change | 9,134.71 | 0 | 0 | 9,134.71 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 83,053.63 | 0 | 0 | 83,053.63 |
| ii) Interest due but not paid | 0 | 0 | 0 | 0 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 83,053.63 | 0 | 0 | 83,053.63 |



vii) Remuneration of Directors and Key Managerial Personnel

A) Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amt in ₹)

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | | Total Amount |
|---------|---|---|--|---|-------------------|
| | | Mr. Rajnikant S. Ajmera, Chairman and Managing Director | Mr. Manoj I. Ajmera, Managing Director | Mr. Sanjay C. Ajmera, Whole Time Director | |
| 1 | Gross Salary | 1,44,76,800 | 1,05,69,000 | 55,79,600 | 3,06,25,400 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | - others, please specify | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total (A) | 14,476,800 | 1,05,69,000 | 55,79,600 | 30,625,400 |
| | Ceiling as per the Act | Within the limit approved by the shareholders | | | |

B) Remuneration to Other Directors (Amt in ₹)

| Sr. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|---------|---|-------------------|-------------------|-------------------------|--------------------|
| | | Mr. A. C. Patel | Mrs. Aarti Ramani | Mr. K. G. Krishnamurthy | |
| | - Fee for attending Board/ Committee meetings | 2,45,000 | 2,25,000 | 1,05,000 | 5,75,000 |
| | - Commission | - | - | - | - |
| | - Others, please specify | - | - | - | - |
| | Total (1) | 2,45,000 | 2,25,000 | 1,05,000 | 5,75,000 |
| 2 | Other Non-Executive Directors | - | - | - | - |
| | - Fee for attending Board/ Committee meetings | - | - | - | - |
| | - Commission | - | - | - | - |
| | - Others, please specify | - | - | - | - |
| | Total (2) | - | - | - | - |
| | Total (B) = (1 +2) | 2,45,000 | 2,25,000 | 1,05,000 | 5,75,000 |
| | Total Managerial Remuneration (A + B) | | | | 3,11,99,458 |
| | Overall ceiling as per Act | | | | NA |

C) Remuneration to Key Managerial Personnel Other than MD/Manager/WTD (Amt in ₹)

| Sr. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Remuneration |
|---------|---|---|---|--------------------|
| | | Mr. O. P. Gandhi, Group Chief Financial Officer | Ms. Harshini D. Ajmera, Company Secretary | |
| 1 | Gross Salary | 59,96,172 | 9,80,612 | 69,76,784 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | - others, please specify | - | - | - |
| | Total | 59,96,172 | 9,80,612 | 69,76,784 |

vii) Penalties / Punishment/ Compounding of Offences: NIL

| Type | Section of Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fee 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 | - | - | - | - | - |



ANNEXURE VI

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

| | |
|---|--|
| 1. A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs | The CSR initiatives of the company are either undertaken as projects or programmes or activities, whether new or going, in line with the CSR policy, or by way of providing donations, contributions or financial assistance to such projects or to other CSR companies or entities undertaking such projects, as may be permitted under the Companies Act, 2013 and applicable rules prescribed thereunder. |
| | The Company's CSR Programmes shall be implemented through either Company's own brand name or Vijay Nagar Trust (VNT) or S. S. Ajmera Trust (SSAT) |
| | Your company conducts business in a sustainable and socially responsible manner. This principle has been an integral part of your company's corporate values for five decades. Your company is committed to the safety and health of employees, protecting the environment and the quality of life in all regions in which your company operates. |
| | The CSR policy may be accessed on the company website at http://www.aril.co.in/download/Policies/CSR-Policy.pdf |
| 2. The Composition of the CSR Committee | 1) Mr. Rajnikant S. Ajmera (Chairman) 2) Mr. Manoj I. Ajmera (Member) 3) Mr. Ambalal C. Patel (Member) |
| 3. Average net Profits for last three years | ₹ 73,80,62,480.2/- |
| 4. Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above) | ₹ 1,47,61,250/- |
| 5. Details of CSR spent during the Financial year: | |
| (a) Total amount spent for the financial year | ₹ 1,47,61,250/- |
| (b) Amount unspent, if any | NA |
| (c) Manner in which the amount spent during the financial year | The same is given below in table |

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
|--------|--|--|--|---|--|---|--|
| S. No. | CSR project or activity Identified | Sector in which project is covered | Projects or programs (1) Local area (2) Specify the State and district where projects or programs was undertaken | Amount outlay (budget) project or program wise for the FY 2019-20 | Amount spent on the projects or programs. Sub heads (1) Direct Expenditure (2) Overheads | Cumulative expenditure upto the date of reporting | Amount spent directly or through implementation agency |
| 1 | Sponsoring the national recognized motor sports by financing the training & participating fees of a candidate at national and international level | Promotion of nationally recognized sport | India/outside India | ₹ 19,14,018 | ₹ 19,14,018 | ₹ 19,14,018 | Directly |
| 2 | Setting up homes for women, orphans & the senior citizens including special homes for foster care/life care of persons with disabilities in the community. | Infrastructure and Health | India | ₹ 15,000 | ₹ 15,000 | ₹ 15,000 | Directly |
| 3 | Mangrove & Marine Biodiversity CFM towards Channeling and fencing charges for Mauje Anik Land | Environment Development | Mumbai India | ₹ 84,16,945 | ₹ 84,16,945 | ₹ 84,16,945 | Directly |
| 4 | Assistance to underprivileged for education and provided finance to needy person for Medical Expenses. | Education and Health | Mumbai India | ₹ 44,15,287 | ₹ 44,15,287 | ₹ 44,15,287 | Vijay Nagar Trust |

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report :- NA

7. Responsibility Statement:-

The Responsibility Statement of the Corporate Social Responsibility committee of the board of directors of the of the company is reproduced below:

'The implementation and monitoring of corporate Social Responsibility (CSR) policy, is in compliance with CSR objectives and policy of the Company'.

Place: Mumbai
Date: 27/7/2020

Manoj I. Ajmera
Managing Director
DIN: 00013728

Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833



ANNEXURE – VII

Statement of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies(Accounts) Rules, 2014:

(A) CONSERVATION OF ENERGY

- 1) Steps taken or impact on conservation of energy:
 - a. In every flat, entrance/passage light working on motion sensors, it conserves the energy.
 - b. Use of Pyrolytic coated glasses in windows & door shutters reduces, internal temperature of the flat, conserves energy.
 - c. Roof terrace insulation enables energy conservation.
 - d. Project designed to get maximum daylight and ventilation, thus reduce use of electricity
 - e. Energy Efficient lifts with group control.
 - f. Use of energy efficient pumps.
 - g. To encourage continuous monitoring to enhance the energy performance, separate energy meters provided for External Lighting, Municipal Water Pumping, Grey Water Pumping, water pumping for landscaping
 - h. Energy simulation report was done for Ajmera Zeon tower it was confirmed that the project met the Base Case requirement as per LEED India NC 2011/ASHRAE standards. The project demonstrated significant Energy Efficiency Performance & shall achieve 22% Energy Savings
- 2) Steps taken for utilization of alternate sources of energy: The Company has commenced use of LED lights to reduce energy consumption. Further, the Company has installed high efficiency lighting fixtures and old high power consumption light fittings have been replaced by low power consumption light fittings.
Use of the roof top solar panels for heating the water reduces energy consumption.
- 3) Capital Investment on energy conservation equipments: NIL

(B) TECHNOLOGY ABSORPTION

Forms of Disclosure of particulars in respect of absorption of technology, research and development:-

(a). Research and Development (R&D)

| | |
|---|---|
| Specific areas in which R&D is being carried out by the Company | The Company is putting continuous efforts in acquisition, development, assimilation and utilisation of technological Knowledge through its wide advance engineering project portfolio. This has enabled the Company to keep abreast with the latest developments in product technology, methods, quality assessments and improvement, marketing, management systems and benefit out of mutual experience. |
| Benefits derived as a result of above | - Increased Customer satisfaction & sale - Cost reduction through Quality & productivity - Faster construction - Improved Brand name |
| Future Plan | To introduce automated home equipments |
| Expenditure | Nil |

- 1) Efforts made towards technology absorption: Not Applicable
- 2) Benefits derived: Not Applicable
- 3) Details of technology imported in last three years: Not Applicable

(b) Technology Absorption, Adaption & Innovation

Efforts in brief towards Technology Absorption, adaptation and Innovation **Implementation of Mivaan Technology has reduced the time turnover as well cost and resources used.**

Benefits derived as a result of above effort e.g. product improvement, cost reduction, product development, etc

- 1) Improved Construction
- 2) Reduce no. of turnover days of construction
- 3) Reduced cost
- 4) Saving in man power

In case of imported technology

-

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

| | | Current Year (₹ In Lakhs) | Previous Year (₹ In Lakhs) |
|---|---------|--------------------------------------|---------------------------------------|
| Total Foreign exchange inflow and outflow | Inflow | - | - |
| | Outflow | 79.38 | 126.26 |
| | Total | 79.38 | 126.26 |



MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy

The global economies are facing a synchronised slowdown, resulting from variety of factors affecting the world. The outbreak of coronavirus 2019 (COVID 19) has globally disrupted peoples lives, interrupted businesses and jeopardized decades of development progress. According to the World economic outlook (WEO), global economic growth has been downgraded to 2.4% in 2019, which is slowest pace since the global financial crises of 2008. The decline in the growth is the outcome of rising trade tensions between large economies, rising uncertainty surrounding trade and geopolitical issues; along with individual macroeconomic problems such as low productivity growth in emerging economies and aging population in advanced economies. To add to the existing issues, the pandemic outbreak has worsened the economic environment. The crisis is the result of the needed containment measures that forced policymakers to take extreme steps in the form of huge fiscal stimuli to encourage economic activity. With considerable uncertainty around the world due to pandemic, its macroeconomic fallout and the associated impact on financial and commodity markets, the World Economic Outlook has estimated global growth to decline by 5.2% in 2020 before recovering by 4.2% in 2021.

Indian Economy

The Indian economy decelerated sharply in fourth quarter at 3.1% lowest in almost 17 years, after growing at 4.1% in Q3 FY 2020. With the lockdown scenario, consumption and investments are expected to be severally impacted in the first quarter.

RBI has cut the repo rate by 40bps to 4.0% in May, 2020, which is lowest ever and rolled out a range of measures to preserve financial stability and counter the economic impact of COVID 19. The central bank has undertaken open market operations and US dollar rupee swaps to ensure adequate rupee and dollar liquidity during the recent global sell-off. While there is gloom in the near term with unprecedented situation led by the outbreak, domestic demand will rebound strongly once the pandemic passes and full economic activity resumes. The historical corporate tax cuts introduced in September, 2019 are expected to encourage domestic and foreign private investments in the long run. Also, the alternative tax regime introduced in the latest budget is expected to increase household disposable income, thereby boosting private consumption, and potentially expanding the tax base.

While the long term outlook looks robust for the country, a prolonged COVID 19 pandemic would push the global economy into deep recession and further slow Indian growth.

Real Estate Industry

The Indian real estate sector has been trying to get back on its feet and come to terms with multiple reforms and changes brought in by demonitization, RERA, GST, IBC, NBFC crisis and subvention scheme ban. While it was tough task for sector to align itself with these new regulations, the measures have been instrumental to bring transparency, accountability and fiscal discipline over last few years.

Over reliance on NBFC funding led to severe funding issues after the IL&FS default, wherein RBI had asked NBFC's to bring down their exposure to real estate sector. The share of NBFC loans to real estate plunged to 46% of total credit to real estate sector in 2018-19, is expected to further come down.

According to industry estimates, 90% of workforce employed in real estate and construction sector is engaged in the core construction activities, while the rest 10% is involved in other ancillary activities. Since majority of workers are immigrants, labor shortage could possibly pose a major challenge for sector post COVID 19 lockdown.

The recent liquidity crisis has worsened the situation for smaller players which were anyway finding it difficult to adhere to new norms laid by RERA leading to new wave of consolidation. Larger established players with strong access to funding are expected to gain market share. Also, the current situation is expected to open up a lot of business development opportunities for well capitalised developers.

COVID IMPACT ON RESIDENTIAL REAL ESTATE

COVID-19 has severally hit residential real estate business and the sector has come to a standstill in short term. While the sector was coming out of woods after liquidity crisis initiated by the IL&FS fiasco and subsequent fallout of various financial institutions, the pandemic outbreak could further impact residential sector.

ACCELERATED CONSOLIDATION

Post demonitization, RERA and liquidity crisis, the survival of fittest and financially strongest has become the new norm in the Indian real estate sector and well capitalized & established players have gained substantial market

share over the years. This consolidation phase is likely to continue amidst the current COVID 19 outbreak and probably accelerate, as we emerge from this pandemic and many weak players may cease to exist.

Budget -2020 take aways

Budget 2020 did not have much to offer to real estate sector except for extension of benefits for affordable housing by one year and concession in real estate transactions. It had no measures to boost the demand in non-affordable housing category or liquidity in the sector. Some of key measures are:

Interest deduction benefit on affordable housing:

The Government in its attempt to boost affordable housing demand, proposed to extend additional tax benefit of Rs.1.5 Lakhs on interest paid on affordable housing loans by one year till March, 2021. The additional deduction was over and above Rs.2lakhs which was introduced in previous year's budget.

Tax holiday for affordable housing developers

In order to encourage developers to focus on affordable housing projects, the Government extended the date of approval for these projects for availing tax holiday on profit earned by developers by one year till March, 2021. The tax holiday which was being provided under section 80-IBA for approved projects during the period from June 1, 2016 to March 31, 2020 has been extended by a year.

Rationalization of capital gains tax on difference between circle rate and transaction rate

Earlier for real estate transactions, if the consideration value was less than circle rate by more than 5% difference was considered as income accruing to both the buyer and seller and hence taxable to both. In order to facilitate real estate transactions and provide relief to sector, the government increased the limit from 5% to 10%.

New tax regime for tax payers

The Government introduced an alternative tax regime and in case an individual moves to new tax regime, the tax exemption including deduction repayment of principal (for INR 1.50 lakh) and deduction on interest payable on housing loan has to be forgone, which is potentially negative for the sector.

Opportunities

Affordable housing

Affordable housing continues to remain a significant opportunity for players and key focus area of

government, as major short supply of housing lies in economically weak and low –income segment. The government constant push for affordable housing has shifted the focus from high-end and luxury segments to affordable segment.

Digital Real estate sales:

With rapidly evolving marketing landscape, digital marketing tools have emerged as important tools for real estate companies to amplify their sales and reach out to customers globally. With sharp focus on building consumer experience and connection through digital means, established brands will be ahead of curve, giving a competitive edge to their business. The recent lockdown due to COVID 19, has forced real estate companies to focus much more on digital marketing and online platforms.

THREATS AND CHALLENGES & RISKS AND CONCERNS:

Regulatory hurdles:

Unfavourable changes in government policies and the regulatory environment can adversely impact the performance of the sector. There are substantial procedural delays with regards to land acquisition, land use, project launches and construction approvals. Retrospective policy changes and regulatory bottlenecks may impact profitability and affect the attractiveness of the sector and companies operating within sector.

Funding:

The lending to real estate developers by NBFCs and HFCs fell by almost half to about Rs.27,000 crores in FY 19, triggered by IL&FS crisis, according to a report by property consultant JLL. This NBFC crisis had further deteriorated the liquidity situation for smaller developer who had resorted to alternative funding in absence of long term loan from banks. While established developers with lean balance sheets continue to have funding access, many developers are facing significant liquidity pressure.

Industrial cyclical:

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and illiquidity. Your Company has attempted to hedge against the inherent risks through a business model comprising of JV, partnering through equity stakes, etc.



Outlook

As the real estate sector continues to tackle the existing issues created by the aftershocks of liquidity crisis and resulting disruption of COVID 19, we see an opportunity for well established players in the industry. The start of FY 2021 may be muted due to the lockdown and subsequent impact on economy, but we believe our strong project pipeline and healthy balance sheet will help maintain operational performance going ahead. The pace of consolidation in sector is also expected to accelerate further we expect to gain market share. Also, amidst COVID 19, and prevailing liquidity crunch, the visibility on business development is getting stronger and we hope to add several projects to our portfolio in FY 2020-21. Our focus on our core markets, strong brand and existing portfolio leaves us on strong foot to take advantage of this opportunity.

Segment-wise review

Residential Segment

Financial year 2019-20 has presented unique challenge for India's Residential segment. The implied real GDP growth of 5 % for FY 2019-20 in second advance estimates of National Statistics office, is now at risk from pandemic's impact on the economy. The government has introduced several short term relief measures to uplift the Indian economy from immediate impact of lockdown.

In India, impact of ongoing pandemic on business activities became more prominent since beginning of March, 2020. Even though new project launches came to a standstill in Q1 March, 2020 witnessed a rise of 30% in new launches as compared to the same period last year. The home buyer community deferred their purchase decisions in light of the impending crises, which led to sales dipping by nearly 30% in Q1 in 2020 in y-o-y basis.

The recovery in the market will hinge primarily on the intensity, spread and duration of the outbreak in our country. If the current lockdown is not extended significantly, sales are expected to gain traction towards end of FY 2020, with the onset of festive season.

Company Overview

Incorporated in 1985, Ajmera Realty and Infra Limited (Ajmera) has over three decades of experience in providing the residential and rented commercial properties. The quality, innovative construction technology, comfort, aesthetic appeal and maximum value are few attributes that enrich the Company with the belief that people have entrusted in them. The Company creates values through varied presence and integrated

approach. Ajmera enjoys strong presence in the cities like Mumbai, Bengaluru, Ahmedabad in India as well as in foreign countries such as Bahrain and UK.

Financial and Operations Review

Our total income gone down by 12.57% in 2019-20 to ₹ 35060.82 Lakhs against ₹ 40101.20 Lakhs in the previous year. EBIDTA (Earnings before interest, tax, depreciation and amortisation) went to ₹ 11068.31 Lakhs in 2019-20 from ₹ 14661.45 Lakhs in FY 2018-19, showing an decrease of 24.51% on YoY basis. PAT (Profit after Tax) was ₹ 3253.41 Lakhs in FY 2019-20 as compared to ₹ 7468.18 Lakhs in FY 2018-19.

The financials has affecting changes in the following ratio:

| Particulars | FY 2019-20 | FY 2018-19 | % Difference |
|--------------------------|------------|------------|--------------|
| Current ratio | 4.20 | 8.00 | -3.80 |
| Debt ratio | 1.60 | 1.50 | -0.60 |
| Debtors Turnover ratio | 1.64 | 1.98 | -0.34 |
| Inventory Turnover ratio | 0.34 | 0.39 | -0.05 |
| Interest Coverage ratio | 2.84 | 1.68 | -1.16 |
| Operating Profit Margin | 69.67 | 66.67 | -3.00 |
| Net Profit margin | 9.45 | 19.58 | -10.13 |
| Return on Network* | NA | NA | NA |

* Due to negative network the Return on Network cannot be calculated.

City-wise Project details:

Bengaluru

Ajmera Lugaano

Lugaano is located in the heart of North Bengaluru, at Yehlanka. The location is surrounded by 105 acres of lake. Higher altitude from the mean sea level makes it lush green and keeps the weather pleasant year-round. The 11 acres of land has lake view homes which offer all essential avenues of convenience. The project mainly caters to the mid income segment of housing. Also, it has great infrastructure, education and job opportunities in the outskirts of city with an excellent connectivity by road, rail and air. The road network to Yelahanka is one of the best in entire Bangalore.

Ajmera Nucleus

The Company aspire to create joyful and wholesome experience for its customers. A passion for building the perfect living experience has resulted in our newest offering- 'Nucleus'. The Project is spread across approx. 5.5 acres of land with efficient design and amenities. It consists of 2 & 3 BHK deluxe apartments that are strategically located close to key business destinations and travel points. Also, it is 360° connected to all the major parts of the city via Proposed Peripheral ring road and Nice road.

Mumbai

Ajmera I-Land

The Company a significant presence in Mumbai through its super luxury high rise property, Ajmera i-Land. The project promises a world of designer living with serene majesty of nature as well as the advantages of a world-class township. Located at Wadala, the project is highly interconnected and integrated new age living destination.

The project offers three Hi-rise towers, AEON, ZEON and TREON with calming views of the sprawling nature as well as the breath-taking cityscape. It has lavished lifestyle amenities within it's complex as well as excellent connectivity and proximity to city's prominent work, leisure or entertainment destinations. It is Mumbai's only integrated township connected with the Monorail and Eastern Freeway in 20 mins, Thane through New Metro Railway in 30 mins, BKC via Chuna bhatti flyover in 10 mins, Navi Mumbai through Proposed SEWRI Nheva Sheva Sea Link in 20 mins and Mahalaxmi through Mono Rail in 20 mins.

Ajmera Serene

It is proposed project to be constructed at Ajmera I-Land addressing High-Mid Segment Residential consumers. The project shall leverage the USP of Bhakti Park ,Ajmera-I Land. Its proposed to built Stilt + 22 story tower with configuration of 1 and 1.5 BHK flats with advantages of all luxurious amenities under one roof. The saleable area shall be approx 69000 sq.ft carpet area and construction tenure shall be approx 18 months post all regulatory approvals.

Ajmera Sikova

The Company takes a lead in commercial segment by launching 1,27,902 sq.ft of saleable commercial project in one of the most promising location in Ghatkopar, Mumbai. The USP of location is 10 mins of walk able proximity to Ghatkopar Station, connecting

New Metro station from corridor of lane of the Project and easy access to all public transport stops .The Project has reached plinth level of construction and provides for 14 storey commercial tower of small and medium size offices .The Project horizon is approx 42 months and its success will pave way for Company's existence in Commercial players across the city.

International Presence

London

Your company has global presence by expanding in the prime location of London. The Company has selected Kingston area because of its pleasant and serene surroundings. The project is a joint venture between the Company and the local developer of United Kingdom (UK) through its wholly owned subsidiary known as "Ajmera Corporation UK Limited". The Company plans to construct 14 complex houses which are in the initial stage of development, catering to Mid Income Segment in housing residential zones. These are small projects with low investments, high returns along with low gestation period.

Bahrain

The Company entered into a strategic joint venture with Kooheji Golden Gate (KGG) - owned by Al Kooheji family who are deeply rooted in the Kingdom and widely respected. The collaboration will help Ajmera to spread its international presence in Bahrain.

Golden Gate project in Bahrain is a gateway to luxury living in Manama's newest prestige development. With 746 luxury apartments, two towers, 45 and 53 levels respectively, it will be the highest residential tower in the country.

Over 140,000 square meters of built up space offers the buyers stunning views, a superior canal & seaside living experience. Located in the heart of Bahrain Bay, Golden Gate is just 15 minutes' drive from the Bahrain International Airport. This landmark development will feature residential, commercial, retail, tourism, and public amenities, all cooled from an innovative and environmentally sound central facility.

Golden Gate represents an opportunity for well-appointed buyers with a desire to experience the very best in modern living. This ambitious undertaking has been nine years in the making and promises modern hospitality and world-class business centres.

Human Resource

The Company provides a work environment that encourages free expression of opinion, decision



making and responsible execution of the task. We are committed to attract, retain and recognise talent. Being entrepreneurial in spirit, we encourage fresh minds and innovative ideas.

We believe that our integrated yet decentralised way of working provides our employees with the opportunity to develop leadership capabilities and business acumen. They gain valuable insights by balancing professional knowledge with perspectives learned through industry experience and customer relationships. As on March 31, 2020, the Company has a strong workforce of 225 employees. Effective training programmes, on-the-job opportunities, rewards and recognition help to encourage superior performance and a competitive mind-set.

Internal Control Systems and Risk Management Mechanism

The Company has proactive approach to manage and mitigate the risks. The Company commitment towards effective risk management is for the sustainable growth and creating value for stakeholders. The well drafted risk management framework, consistently enhances our ability to anticipate risks, take pre-emptive measures and respond with agility and confidence in managing them.

The Company believes that proactive risk management is a vital element for good corporate governance. Thus, helps in identifying the risk, exposure, potential impact, mitigation process, non-business risk among others. These risks are timely reviewed by the board and mitigations strategies are suggested to reduce the impact. All this will help the Company to achieve favourable results.

The Company has all the main processes laid out to assure timely feedback on completion of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of asset and efficient use of resource.

The Company's Internal Auditor reviews the effectiveness of internal control on a regular basis to avoid fraud or any other issue arising in the daily operational activities. The Company has formally created a Risk Management Policy in tune with the new regulatory requirements. The policies help in identifying and assessing the key

risk areas. Based on the detailed review the following key risk have been identified.

Personnel Risk

- Regulatory risks
- Borrowing Risk
- IT and System Risk
- Liquidity risk
- Input Costs Risk
- Sales Market Risk
- Project Implementation Risk
- Legal Risk

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company has over the years followed best practices of Corporate Governance. The Company is committed to the Ajmera's Code of Conduct which articulates values and ideals that guide and govern the conduct of the Ajmera Groups as well as its employees in all matters relating to business. The Company's overall governance framework, systems and processes reflect and support our Mission, Vision and Values.

The Company has a strong legacy of fair, transparent and ethical governance practices and it believes that good Corporate Governance is essential for achieving long-term corporate goals and enhancing stakeholders' value. In this pursuit, the Company's Corporate Governance philosophy is to ensure fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders and the Company's Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices. The Company ensures that it evolves and follows not just the stated Corporate Governance guidelines, but also global best practices.

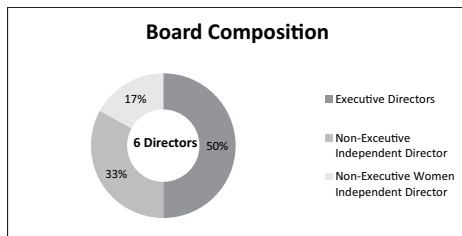
The Company has adopted a Code of Conduct for its employees including the Managing Director & CMD and the Executive Director as well as for its Non-Executive Directors including Independent Directors.

The Company has adhered to the requirements stipulated under Regulations 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as applicable, with regard to Corporate Governance and the same has been disclosed in this Report. The Company endeavours to ensure that highest standards of ethical and responsible conduct are met throughout the organisation.

BOARD OF DIRECTORS

Composition

The Board composition as on 31st March 2020 was as follows:



The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors. None of the Directors are related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed there under. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or maybe reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

Six Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days. The said meetings were held on: 17th May, 2019; 29th June, 2019, 9th August, 2019; 7th November, 2019; 13th January, 2020 and 6th February 2020. The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2020 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he/she is a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.



| Name of Director | Category | No. of Board Meetings attended | Whether attended last AGM held on 30th September 2019 | No. of Directorships in other Public Companies | | No. of Committee positions held in other Public Companies | | Directorships in other Listed Companies | |
|----------------------|--|--------------------------------|---|--|----------|---|--------|---|---------------|
| | | | | Chairman | Director | Chairman | Member | Executive | Non-Executive |
| Rajnikanth S. Ajmera | Executive Chairman & Managing Director | 6 | Yes | - | 2 | - | - | - | - |
| Manoj I. Ajmera | Executive Managing Director | 6 | Yes | - | 1 | - | - | - | - |
| Sanjay C. Ajmera | Executive Whole Time Director | 5 | Yes | - | 1 | - | - | - | - |
| Ambalal C. Patel | Non-Executive Independent Director | 6 | Yes | 2 | 2 | - | 3 | - | 4 |
| Aarti M. Ramani | Non-Executive Women Independent Director | 5 | Yes | - | 1 | 3 | 1 | - | 1 |
| K. G. Krishnamurthy | Non-Executive Independent Director | 5 | Yes | - | 4 | 2 | 1 | - | 2 |

Notes:

- 1) There are no Inter-se relationships between our Board members. The Company doesn't have pecuniary relationships with any of the Non-executive Directors.
- 2) This is as per Regulation 26 of Listing Regulation, the disclosures includes membership / chairpersonship of the audit committee and stakeholders relationship Committee in Indian Public Companies (Listed and Unlisted).
- 3) During FY 2020, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

Directorship in Listed Entities as on 31st March, 2020:-

| Sr. No. | Name of Director | Name of Listed Entity | Category of Directorship |
|---------|----------------------|-------------------------------------|--|
| 1 | Rajnikanth S. Ajmera | Ajmera Realty & Infra India Limited | Executive Director |
| 2 | Manoj I. Ajmera | Ajmera Realty & Infra India Limited | Executive Director |
| 3 | Sanjay C. Ajmera | Ajmera Realty & Infra India Limited | Executive Director |
| 4 | Ambalal C. Patel | Ajmera Realty & Infra India Limited | Non-Executive Independent Director |
| | | Shree Precoated Steels Limited | Non-Executive Independent Director |
| | | Jindal Hotels Limited | Non-Executive Independent Director |
| | | S A L Steel Limited | Non-Executive Independent Director |
| | | Sumeru Industries Limited | Non-Executive Independent Director |
| 5 | Aarti M. Ramani | Ajmera Realty & Infra India Limited | Non-Executive Woman Independent Director |
| | | Shree Precoated Steels Limited | Non-Executive Woman Independent Director |
| 6 | K. G. Krishnamurthy | Ajmera Realty & Infra India Limited | Non-Executive Independent Director |
| | | Vascon Engineers Limited | Non-Executive Independent Director |

Details of equity shares of the Company held by the Directors as on March 31, 2020 is given below:

| Name of Director | Category | No. of Shares |
|---------------------|------------------------------------|---------------|
| Rajnikant S. Ajmera | Executive Director | 0 |
| Sanjay C. Ajmera | Executive Director | 0 |
| Manoj I. Ajmera | Executive Director | 0 |
| Ambalal C. Patel | Non-Executive Independent Director | 1 |
| Aarti M. Ramani | Non-Executive Independent Director | 0 |
| K. G. Krisnamurthy | Non-Executive Independent Director | 0 |

The Company has not issued any convertible instruments.

Chairman of the Board and his responsibilities:

Mr. Rajnikant S. Ajmera is the Chairman of the Board of the Company. The Chairman leads the Board and is responsible for fostering integrity on the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman is primarily responsible for ensuring that Board provides effective governance to the Company.

The Chairman presides over the meetings of the Board and of the Shareholders of the Company, and takes a lead role in managing the Board and facilitates effective communication among directors. He is responsible for overseeing matters pertaining to governance, including the organization, composition and effectiveness of the Board and its committees, and the performance of individual directors towards fulfilling their responsibilities. The Chairman provides independent leadership to the Board, identifies guidelines for the conduct and performance of directors and oversees the management of the Board's administrative activities such as meetings, schedules, agenda, communication and documentation. The Chairman is also responsible for the overall strategy of the Company.

CEO/MD and his responsibilities:

Mr. Manoj I. Ajmera is the Managing Director (MD) of the Company.

The CEO/MD is responsible for executing corporate strategy in consultation with the Board, brand equity, planning, external contacts and all matters related to the management of the Company. He is also responsible for achieving annual and long term business targets, maintaining awareness of both external and internal competitive landscape, opportunities for expansion, customers markets, new industry, developments and standards and acquisitions for enhancing shareholder value and implementing the organizations vision, mission and overall direction.

The MD acts as link between the Board and the Management and is also responsible for leading and evaluating work of other executive leaders including CFO/V.P.Accounts and Finance as per the organizations structure.

Certificate from Company Secretary in Practice:

Mr. Haresh Sanghvi, Practising Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as "Annexure - A".

Board membership criteria:

The Company inducts eminent individuals from diverse fields as directors on its Board. The nomination and remuneration committee works with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors as are relevant to the Company, and ability to contribute to the Company's growth.

Based on the disclosures received from all the independent directors and also in the opinion of the Board, the independent directors fulfil the conditions specified in the Companies Act, 2013 and the Listing Regulations.

Key Board qualifications, expertise and attributes:

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise, special skills, nationality and geography.



The Board of Directors have, based on the recommendations of the Nomination & Remuneration Committee, identified the following core skills / expertise / competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning.

Given below is a list of core skills, expertise and competencies of the individual Directors:

| Name of Director | Skills/Expertise/Competencies | | | | |
|---------------------|---|-----------|--------------------------------------|---|----------------------|
| | Wide management and leadership experience | Diversity | Functional and managerial experience | Personal values matching Company's values | Corporate governance |
| Rajnikant S. Ajmera | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sanjay C. Ajmera | ✓ | - | ✓ | ✓ | ✓ |
| Manoj I. Ajmera | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ambalal C. Patel | ✓ | ✓ | ✓ | ✓ | ✓ |
| Aarti M. Ramani | ✓ | ✓ | - | ✓ | ✓ |
| K. G. Krisnamurthy | ✓ | ✓ | ✓ | ✓ | ✓ |

Selection of new directors:

The Board is responsible for the selection of new directors. The Board delegates the screening and selection process to the nomination and remuneration committee, which consists exclusively of independent directors. The committee, based on defined criteria, makes recommendations to the Board for the induction of new directors.

Performance evaluation of Board:

The Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Director is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. The Directors completed questionnaires providing feedback on functioning of the Board, Committees and Chairman of the Board. The feedback obtained from the interventions is discussed in detail and where required, independent and collective action points for improvement are put in place.

Induction and Training:

All Board members of the Company are afforded every opportunity to familiarize themselves with the

Company, its management, its operations and above all, the Industry perspective and issues. They are made to interact with senior management personnel and pro-actively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them is/are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

Board Meeting:

The Chairman and the Company Secretary draft the agenda for each meeting, along with explanatory notes, in consultation with the CEO / MD, and distribute these in advance to the directors. Every Board member can suggest the inclusion of additional items in the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the AGM. Additional meetings are held when necessary. Independent directors are expected to attend at least four quarterly Board meetings and the AGM. Committees of the Board usually meet the day before the Board Meeting, or whenever the need arises for transacting business. The Board members are expected to rigorously prepare for, attend and participate in Board and applicable committee meetings. Each member is expected to ensure their other current and planned future commitments do not materially interfere with their responsibilities with us.

During the fiscal 2019-20 Six (6) Board meetings were held. The details of attendance are as follows:

| Name of Director | Attendance at the meeting held on | | | | | | | No. of Meetings attended |
|-------------------------|-----------------------------------|------------------|-------------------|---------------------|----------------------|----------------------|-----------------------|--------------------------|
| | AGM 30th September, 2019 | BM 17th May 2019 | BM 29th June 2019 | BM 9th August, 2019 | BM 7th November 2019 | BM 13th January 2020 | BM 6th February, 2020 | |
| Mr. Rajnikant S. Ajmera | Yes | Yes | Yes | Yes | Yes | Yes | Yes | 7 |
| Mr. Manoj I. Ajmera | Yes | Yes | Yes | Yes | Yes | Yes | Yes | 7 |
| Mr. Sanjay C. Ajmera | Yes | Yes | Yes | LOA | Yes | Yes | Yes | 6 |
| Mr. Ambalal C. Patel | Yes | Yes | Yes | Yes | Yes | Yes | Yes | 7 |
| Mrs. Aarti M. Ramani | Yes | Yes | LOA | Yes | Yes | Yes | Yes | 6 |
| Mr. K.G. Krishnamurthy | Yes | Yes | LOA | Yes | Yes | Yes | Yes | 6 |

Note:- BM – Board Meeting, LOA- Leave of absence

Availability of information to Board members

The Board has unrestricted access to all Company-related information, including that of our employees. At Board meetings, managers and representatives who can provide additional insights into the items being discussed are invited. Information is provided to the Board members on a continuous basis for their review, inputs and approval. Strategic and operating plans are presented to the Board in addition to the quarterly and annual financial statements. Specific cases of acquisitions, important managerial decisions, material positive / negative developments and statutory matters are presented to the committees of the Board

and later, with the recommendation of the committees, to the Board for its approval. As a process, information to directors is submitted along with the agenda well in advance of Board meetings. Inputs and feedback of Board members are taken and considered while preparing the agenda and documents for the Board meetings.

BOARD COMMITTEES

The Board, as on March 31, 2020 had FOUR committees: Audit Committee (AC), Corporate Social Responsibility (CSR) Committee, Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC).

| Name of Director | Board | Audit Committee | Corporate Social Responsibility Committee | Nomination and Remuneration Committee | Stakeholder Relationship Committee |
|-------------------------|-------------|-----------------|---|---------------------------------------|------------------------------------|
| Mr. Rajnikant S. Ajmera | Chairperson | Member | Chairperson | - | Member |
| Mr. Manoj I. Ajmera | Member | - | Member | - | Member |
| Mr. Sanjay C. Ajmera | Member | - | - | - | - |
| Mr. Ambalal C. Patel | Member | Chairperson | Member | Member | - |
| Mrs. Aarti M. Ramani | Member | Member | - | Chairperson | Chairperson |
| Mr. K.G. Krishnamurthy | Member | - | - | Member | - |
| Total No. of Members | 6 | 3 | 3 | 3 | 3 |

A] AUDIT COMMITTEE

The Audit Committee's role is to assist the Board fulfil its corporate governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions.

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The committee oversees the work carried out in the financial reporting process by the Management, the



internal auditors and the independent auditors. The committee also notes the processes and safeguards employed by each of them. The audit committee is responsible for recommending selection, evaluation and, where appropriate, replacing the independent auditors in accordance with the law. All possible measures are taken by the committee to ensure the objectivity and independence of the independent auditors.

The Audit Committee consist of three members directors provided in the table above i.e. Two (2) Non-Executive Directors and one (1) Executive Director as on March 31, 2020.

Terms of Reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the listing regulations read with section 177 of the Companies Act, 2013. This broadly includes:

- I. Develop an annual plan for Committee;
- II. Recommendation for appointment , remuneration and terms of appointment of auditors and
- III. Risk management framework concerning the critical operations of the Company.
- IV. Review of financial reporting processes;
- V. Review of risk management, internal control and governance processes;
- VI. Discussions on quarterly, half yearly and annual financial statements and the auditor's report;
- VII. Interaction with statutory, internal and cost auditors to ascertain their independence and effectiveness of audit process;

In addition to the above, the Audit Committee also reviews the following:

- i. Matter included in the Director's Responsibility Statement,
- ii. Changes, if any, in the accounting policies,
- iii. Qualification in draft audit report,
- iv. Major accounting estimates and significant adjustments in financial statement,

- v. Compliance with listing and other legal requirements concerning financial statements,
- vi. Scrutiny of inter-corporate loans & investments,
- vii. Findings of any special investigations carried out either by the Internal Auditors or by the external investigating agencies,
- viii. Disclosures in financial statement including related party transactions
- ix. Letters of Statutory Auditors to management on internal control weakness, if any
- x. Major non routine transactions recorded in the financial statements involving exercise of judgment by the management,
- xi. Recommend to the Board the appointment, reappointment and, if required the replacement or removal of the statutory auditors and cost auditors considering their independence and effectiveness, and recommend the audit fees,
- xii. Subject to review by the Board of Directors, review on quarterly basis, Related Party Transactions entered into by the Company pursuant to each omnibus approval given.

The Committee granted omnibus approval for related party transactions proposed to be entered into by the company during fiscal 2020. On periodic basis, the committee reviewed and approved transactions of the Company with related parties and recommended to the Board approval as and when necessary.

Permanent Invitees:

The Chief Financial Officer, Associate V.P. (Accounts and Finance), the Statutory Auditor and the Internal Auditor are permanent invitees to the Committee to provide inputs on issues relating to internal audit findings, internal controls, accounts, taxation, risk management etc.

The **Company Secretary acts** as a Secretary to the Committee. The Audit Committee acts as a link between the management, the statutory and internal auditors and the Board.

Meetings Held and Attendance of Audit Committee:

| Name of Director | Attendance at the meeting held on | | | | | | Total No. of Meeting Attended |
|---------------------|-----------------------------------|-----------------|-------------------|------------------|-------------------|-------------------|-------------------------------|
| | 17th May 2019 | 9th August 2019 | 7th November 2019 | 9th January 2020 | 13th January 2020 | 6th February 2020 | |
| Ambalal C. Patel | Yes | Yes | Yes | Yes | Yes | Yes | 6 |
| Aarti M. Ramani | Yes | Yes | Yes | Yes | Yes | Yes | 6 |
| Rajnikant S. Ajmera | Yes | Yes | Yes | Yes | Yes | Yes | 6 |

B] CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The CSR Committee consist of three members of which one is Independent Director. The Company Secretary acts as a Secretary to the Committee.

The Role/Charter of the Corporate Social Responsibility Committee is as under which is in line with the regulatory requirements:

- To identify and recommend to the Board, the programmes to be carried out during the financial year.
- To carry out evaluation of the CSR activities.
- To review and monitor the CSR programmes undertaken by the Company

- To recommend the amount of expenditure to be incurred on the activities.
- To review and monitor the spending on the CSR activities.
- To give inputs to enhance quality of the CSR activities.
- To develop new areas for CSR activities.
- To monitor the CSR Policy of the Company from time to time.

The Company's CSR policy can be accessed at the Company's website at <http://www.aril.co.in/download/Policies/CSR-Policy.pdf> and the CSR report form part of this Annual Report.

Meetings Held and Attendance of CSR Committee:

| Name of Director | Attendance at the meeting held on | | | | | | Total No. of Meeting Attended |
|---------------------|-----------------------------------|---------------|---------------------|--------------------|--------------------|-------------------|-------------------------------|
| | 3rd May 2019 | 3rd July 2019 | 10th September 2019 | 18th November 2019 | 22nd November 2020 | 6th February 2020 | |
| Rajnikant S. Ajmera | Yes | Yes | Yes | Yes | Yes | Yes | 6 |
| Manoj I. Ajmera | Yes | Yes | Yes | Yes | Yes | Yes | 6 |
| Ambalal C. Patel | Yes | Yes | Yes | Yes | Yes | Yes | 6 |

C] NOMINATION AND REMUNERATION COMMITTEE

The committee consist of three Independent Directors. The role of the Nomination and Remuneration Committee ('NRC') is to oversee the selection of Directors and Senior Management Personnel based on criteria related to the specific requirement of expertise and independence. The NRC evaluates the performance of Directors and Senior Management Personnel based on the expected performance criteria. NRC also recommends to the Board the remuneration

payable to Directors and Senior Management Personnel of the Company.

Terms of Reference:

The Board has adopted a charter of the NRC for its smooth functioning covering aspects relating to composition, responsibilities, evaluation process, remuneration, Board development and reviewing HR strategy. During the year under review, the terms of reference of the NRC were amended to align the role of the Committee with amendments to the Listing Regulations.



The key terms of reference of the NRC, inter alia, are:

- Make recommendations to the Board regarding the setup and composition of the Board;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel ('KMP') and other employees;
- Support the Board and Independent Directors, as may be required, in evaluation of the performance of the Board, its Committees and Individual Directors;
- Formulate criteria for evaluation of Directors and the Board;
- Recommend to the Board, the appointment or removal of KMP and executive team members;
- 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;
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team members of the Company;
- Devise a policy on Board diversity;
- Recommend to the Board the appointment or Re-appointment of Directors;
- Review matters related to remuneration and benefits payable upon retirement and severance to the Managing Director/ Executive Director(s), KMP and executive team members;
- Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP and executive team members;
- Oversee familiarisation programmes for Directors;
- Review HR and people strategy and its alignment with the business strategy periodically or when a change is made to either;
- Provide guidelines for remuneration of Directors on material subsidiaries;
- Perform other activities related to the charter as requested by the Board from time to time.

Meetings Held and Attendance of NRC Committee:

| Name of Director | Attendance at the meeting held on 6th February 2020 | Total No. of Meeting Attended |
|---------------------|--|----------------------------------|
| Ambalal C. Patel | Yes | 1 |
| Aarti M. Ramani | Yes | 1 |
| K. G. Krishnamurthy | Yes | 1 |

Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment

of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Succession Planning:

The nomination and remuneration committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in senior management. The

Company strives to maintain an appropriate balance of skills and experience within the organization and the Board in an endeavour to introduce new perspectives while maintaining experience and continuity.

By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met.

Our Board includes 6 (six) directors with broad and diverse skills and viewpoints to aid the Company in advancing its strategy. In addition, promoting senior management within the organization fuels the ambitions of the talent force to earn future leadership roles.

Compensation policy:

The nomination and remuneration committee determines and recommends to the Board the compensation payable to the directors. All Board level compensation is approved by the shareholders and disclosed separately in the financial statements. The committee makes a periodic appraisal of the performance of the executive directors based on a detailed performance matrix. The annual compensation of the executive directors is approved by the committee and placed before the shareholders at the shareholder's meeting or via postal ballot.

As required under the Listing Regulations effective April 1, 2019, the nomination and remuneration

Remuneration paid to Directors and KMP are:

| Name of Director/ KMP | Sitting Fees | Fixed Salary | Perquisites | Variables | Bonus | Total (Gross) (Amt in ₹) |
|--------------------------|-----------------|-----------------|-------------|-----------|-----------|-----------------------------|
| Mr. Rajnikant S. Ajmera | - | 133,63,200 | - | - | 11,13,600 | 1,44,76,800 |
| Mr. Manoj I. Ajmera | - | 97,56,000 | - | - | 8,13,000 | 1,05,69,000 |
| Mr. Sanjay C. Ajmera | - | 51,50,400 | - | - | 4,29,000 | 55,79,600 |
| Mr. O.P. Gandhi | - | 55,20,132 | - | - | 4,76,040 | 59,96,172 |
| Ms. Harshini D. Ajmera | - | 9,07,019 | - | - | 73,593 | 9,80,612 |
| Mr. Ambalal C. Patel | 2,45,000 | - | - | - | - | 2,45,000 |
| Mrs. Aarti M. Ramani | 2,25,000 | - | - | - | - | 2,25,000 |
| Mr. K.G. Krishnamurthy | 1,05,000 | - | - | - | - | 1,05,000 |

- Apart from receiving sitting fees Non-executive Directors do not have any pecuniary relationship or transactions with the Company.
- There were no stock options given by the Company during the fiscal 2019-20.

committee will recommend to the Board the payment of remuneration to senior management. The Nomination and Remuneration Policy of the Company is available on our website at: <http://www.aril.co.in/download/Remuneration%20Policy.pdf>

In accordance with the Listing Regulations, no employee, including key managerial personnel or director or promoter of a listed entity, shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution. During the year, there were no such instances.

Criteria for making payment to Non-Executive Directors

The compensation payable to the independent directors is limited to a fixed amount per year as determined and approved by the Board, the sum of which does not exceed 1% of net profits for the year, calculated as per the provisions of the Companies Act, 2013. The Board reviews the performance of independent directors on an annual basis. However the Independent Directors are not withdrawing any remuneration except sitting fees.

**D] STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders including the mandate to review and redress stakeholder grievances. This committee consist of three (3) directors out of which two (2) are Executive Directors along with one (1) Non-Executive Independent Director. Mrs. Aarti M. Ramani, Independent Director is the chairperson of the committee.

Terms of Reference

The terms of reference of the SRC are as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares / debentures, non-receipt of annual report;
- non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Reviewing details of transfer of unclaimed dividend / securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialisation of securities;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services

being rendered by the Registrar & Share Transfer Agent;

- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- To approve issue of duplicate certificates.

Stakeholders relationship committee report for the year ended March 31, 2020.**During the year, the committee:**

- Reviewed and took note that 4 shareholders grievances were received and all the grievances were resolved within a reasonable time;
- Took note of the unclaimed dividend and equity shares transferred to the Investor Education and Protection Fund (IEPF) pursuant to the IEPF Rules.

The Board has appointed Ms. Harshini D. Ajmera, Company Secretary, as the Compliance Officer, as required under the Listing Regulations.

The Board has also appointed Ms. Harshini, D. Ajmera Company Secretary as the Nodal Officer to ensure compliance with the IEPF Rules.

The committee is sufficiently satisfied that it has complied with its responsibilities as outlined in the committee charter.

Meetings Held and Attendance of SRC Committee:

| Name of Director | Attendance at the meeting held on | | | | Total No. of Meeting Attended |
|---------------------|-----------------------------------|---------------|------------------|------------------|-------------------------------|
| | 8th April 2019 | 8th July 2019 | 7th October 2019 | 7th January 2020 | |
| Rajnikant S. Ajmera | Yes | Yes | Yes | Yes | 4 |
| Manoj I. Ajmera | Yes | Yes | Yes | Yes | 4 |
| Aarti M. Ramani | Yes | Yes | Yes | Yes | 4 |

The details of complaints resolved during the fiscal 2019-20 are:

| Nature of Complaints | Received | Resolved | Pending |
|------------------------------------|----------|----------|---------|
| Delay in Transfer of Shares | 3 | 3 | 0 |
| Delay/Non Receipt of Annual Report | 1 | 1 | 0 |

E] COMMITTEE OF INDEPENDENT DIRECTORS

March, 2020. The meeting was attended by all Independent Directors.

Independent Directors

In the opinion of the Board, the Independent Directors fulfils the conditions specified in SEBI Listing Regulations, 2015 and all are independent of the Management. The Independent Directors are appointed by the Members of the Company and letter of appointment is issued to them as per Schedule IV of the Companies Act, 2013. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company. Web link: <http://www.aril.co.in/download/Policies/Draft-Terms-and-Conditions-for-appointment-of-ID.pdf>

Independent Director Committee

Independent Director Committee is formed for compliance of requirement of Clause vii of Schedule IV of the Companies Act, 2013.

Terms of References

The terms of reference of the Committee includes:

- i. Reviewing the performance of non-independent directors and the Board as a whole;
- ii. Reviewing the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- iv. Submitting its report as above to Nomination & Remuneration Committee and the Board of Directors, as the case may be;
- v. Performing such other roles as may be prescribed by the Companies Act, 2013, Listing Regulations, SEBI Regulations, Banking Regulation Act, 1949 and the Circulars/Regulations issued by the Regulatory Authorities from time to time.

Composition & Attendance at the Meeting

As on 31st March, 2020 the Committee comprises of all the Independent Directors of the Company. The Committee met once during the year on 13th

Lead Independent Director

Mr. A.C. Patel was appointed as Lead Independent Director amongst the Independent Directors of the Company.

Familiarization Programme

At the time of induction, the Company familiarizes the Independent Directors with industry outlook, business strategy, Company's operations, their roles & responsibilities, etc. Thereafter, the Independent Directors are provided with necessary presentations, documents, reports, internal policies and updates to familiarize them with the Company's business, policies, procedures and practices at various Meetings held during the year.

Details regarding familiarization programme imparted by the Company is available on our website at <http://www.aril.co.in/download/famil-iarisation-programme-for-indep,Dir.pdf>

DISCLOSURES**Prevention of Insider Trading Code**

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company ("the Insider Code"). The Insider Code aims at preserving and preventing misuse of unpublished price sensitive information. All Directors, Designated Employees and Connected Persons of your Company are covered under the Insider Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company. A Code of Conduct to regulate, monitor and report trading by designated persons and Code of Practices and Procedures for Fair Disclosures of Unpublished Price sensitive information of the Company is made available on the website of the Company at www.aril.co.in

Code of Conduct

The Board of Directors have laid down a Code of Conduct ("the Code") for all Board members and senior management personnel of your Company. The Code is posted on your Company's website <http://www.aril.co.in/download/code-of-conduct-new.pdf>

All Board members and senior management personnel have confirmed compliance with the Code. A declaration



to that effect signed by the Managing Director is attached and forms part of this Annual Report.

Whistle Blower Policy/Vigil Mechanism

Your Company's Whistleblower Policy encourages Directors and employees to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the ARIL's Code of Conduct that could adversely impact your Company's operations, business performance and / or reputation. The Policy provides that the Company investigates such incidents, when reported, in an impartial manner and takes appropriate action to ensure that requisite standards of professional and ethical conduct are always upheld. It is your Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee and no employee has been denied access to the Committee. Whistle Blower Policy is also available on the website of the Company at the weblink: <http://www.aril.co.in/download/Whistle%20Blower%20Policy.pdf>

Subsidiaries

Your Company has one material unlisted subsidiary as on 2019-20 i.e. Ajmera Mayfair Global Realty W.L.L. The Audit Committee and Board reviews the financial statements, significant transactions and working of the unlisted subsidiary companies and the minutes are placed before the Board. Also Mr. A.C. Patel has been appointed on the Board of material unlisted subsidiary of the Company.

The financial results of these companies are presented to your Company's Board. The policy for determining material subsidiaries is available on your Company's link: <http://www.aril.co.in/download/Policies/policy-for-determining-material-sub.pdf>

Related Party Transactions

Related party transactions entered by your Company during the year were on arm's length basis and in the ordinary course of business. There were no material transactions with any related party as defined under the Act and Listing Regulations. All related party transactions have prior approval of the Audit Committee and are reviewed by the Audit Committee on a quarterly basis. The policy on Related Party Transactions as approved by the Audit Committee and the Board is available on your Company's website viz. <http://www.aril.co.in/download/new%20-rptpolicy.pdf>

There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the Management, subsidiaries or relatives, except for those disclosed in the Board's report. Detailed information on materially significant related party transactions is provided in Board's report.

CEO/CFO Certification

The Managing Director and CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

Statutory Compliance, Penalties and Strictures

There were no instances of non-compliance or penalties, strictures imposed on the Company by Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

Risk Management Policy

The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

Confirmation of Independence by Independent Directors

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.

Green Initiative in Corporate Governance

Your Company has promoted and administered the 'Green Initiative' proposed by the Ministry of Corporate Affairs and the Company has been affecting the electronic delivery of Notice of Annual General Meeting and Annual Report to the shareholders whose email ids are registered with the respective depository participants. The Companies Act, 2013 and Rules there under, Listing Regulations provides for circulation of Financial Statements electronically to the shareholders. Your Company has initiated and implemented successfully the process of conducting the Board and Committee meetings using e-presentations and web based meeting tool. This initiative of the Company has resulted in considerable saving on paper and expenditure.

Policy for determining Material Information

As required by Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have approved the Policy for determining Material Information, which is available at the website of the Company at (<http://www.aril.co.in/download/Policies/Policy-for-determining-materiality-of-event.pdf>), **Policy on Archival of Documents** (<http://www.aril.co.in/download/Policies/Archival-Policy.pdf>) and Policy for Preservation of Documents (<http://www.aril.co.in/download/Policies/Preservation-of-documents-Policy.pdf>)

Fees paid to M/s. Manesh Mehta & Associates, Statutory Auditors

Total Fees for all services paid by the Company to M/s. Manesh Mehta & Associates, Statutory Auditors is ₹ 10,00,000/- (Ten Lakhs only) this includes audit of consolidated balance sheet.

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

| | |
|--|---|
| Number of complaints filed during the financial year | 0 |
| Number of complaints disposed off during the financial year | 0 |
| Number of complaints pending as on end of the financial year | 0 |

Compliance with requirement of Corporate Governance Report as per SEBI Listing Regulation

The Company has complied with every requirement of Corporate Governance as specified in Schedule V of SEBI Listing Regulation 2015.

Compliance with mandatory requirements

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, 2015.

Details of Demat / Unclaimed Suspense Account

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

Other Disclosures

- Brief profile of the Directors retiring by rotation and eligible for re-appointment and Directors proposed to be appointed is attached to the notice convening Annual General Meeting.
- Non-mandatory items of Corporate Governance:
 - Separate posts of Chairperson and MD & CEO and reimbursement of expenses in the performance of duties,
 - Unmodified Audit Opinions/Reporting,
 - The Internal Auditor reports directly to the Audit Committee
- General Information on the Company, official press releases and presentation made to Institutional Investors / Analysts, if any, are also available on the Company's website.
- The Company has followed all relevant Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 while preparing Financial Statements.
- The company has not raised any funds through preferential allotment or qualified institutional placements during the year 2019-20.
- Commodity price risks and Commodity hedging activities are not applicable to the Company.
- All mandatory recommendations of the Board Committees have been accepted by the Board of the Company.
- Company has not issued any bonus shares during the FY 2019-20.

**GENERAL SHAREHOLDER INFORMATION****GENERAL BODY MEETING****1. Annual General Meeting (AGM):**

The details of Special Resolutions passed at the AGMs held in last 3 years are as under:

| Financial Year | Day, Date and Time | Venue | Summary |
|--------------------|--|---|--|
| 2018-19 (32nd AGM) | Monday, 30th September 2019 at 11:30 a.m. | Activity Hall, Ground Floor, Juhu, Vile Parle Gymkhana Club, N S Road, JVPD Scheme, Vile Parle (w), Mumbai - 400049 | 1. Re-appointment of Mr. A. C. Patel as Independent Director for 2nd term of 5 years 2. Re-appointment of Mrs. Aarti M. Ramani as Independent Director for 2nd term of 5 years 3. Reclassification of one Promoter from Promoter to Public category. |
| 2017-18 (31st AGM) | Friday, 21st September, 2018 at 12:00 noon | Activity Hall, Ground Floor, Juhu, Vile Parle Gymkhana Club, N S Road, JVPD Scheme, Vile Parle (w), Mumbai - 400049 | To approve continuation of holding of office by Non-Executive Independent Director Mr. A. C. Patel |
| 2016-17 (30th AGM) | Friday, 29th September, 2017 at 12:30 p.m. | Activity Hall, Ground Floor, Juhu, Vile Parle Gymkhana Club, N S Road, JVPD Scheme, Vile Parle (w), Mumbai - 400049 | No Special Resolution passed. |

- All resolutions passed at 30th, 31st and 32nd AGMs were passed through e-voting and physical Ballot cast at the AGMs.
- Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

| | | |
|-----------|---------------------------------------|---|
| 2. | Extraordinary General Meeting: | No Extraordinary General Meeting was held during the financial year ended 31st March, 2020. |
| 3. | Postal Ballot: | The financial year ended 31st March, 2020, there has been no ordinary or special resolution passed by the Company's shareholders through postal ballot. |

| | | | | | | | | | | | | | | |
|--|--|--|--|------------------------------------|----------------------|-------------------|-----------------------------------|--|----------------------------------|------------------------|------------------------------|-----------------|-------------------------------|-----------------|
| 4. | Means of Communication | <p>Annual Reports, notice of the meetings and other communications to the Shareholders are sent through e-mail, post or courier.</p> <p>However, this year in view of the outbreak of COVID-19 pandemic and owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no 20/2020 dated 5 May 2020 directed the Companies to send the Annual Report only by e-mail to all the Members of the Company. Therefore, the Annual Report for FY 2019-20 and Notice of 33rd AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.</p> <p>The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately within 30 minutes, after these are approved by the Board. These are widely published in Business Standard and Mumbai Lakshdeep.</p> <p>These results are simultaneously posted on the website of the Company at www.aril.co.in and also uploaded on the website of National Stock Exchange of India Ltd. and The Bombay Stock Exchange Ltd.</p> | | | | | | | | | | | | |
| 5. | Annual General Meeting: | <table border="1"> <tr> <td data-bbox="182 823 475 848">Date:</td> <td data-bbox="561 823 1309 848">30th September, 2020</td> </tr> <tr> <td data-bbox="182 857 475 882">Time:</td> <td data-bbox="561 857 1309 882">12:30 P.M.</td> </tr> <tr> <td data-bbox="182 892 475 917">Venue:</td> <td data-bbox="561 892 1309 917">The Company is conducting meeting through VC/OAVM.</td> </tr> </table> | Date: | 30th September, 2020 | Time: | 12:30 P.M. | Venue: | The Company is conducting meeting through VC/OAVM. | | | | | | |
| Date: | 30th September, 2020 | | | | | | | | | | | | | |
| Time: | 12:30 P.M. | | | | | | | | | | | | | |
| Venue: | The Company is conducting meeting through VC/OAVM. | | | | | | | | | | | | | |
| 6. | Financial Calendar : | <table border="1"> <tr> <td data-bbox="182 958 475 1039">(Tentative Schedules for the declaration of results for the FY 2019-20)</td> <td data-bbox="561 958 1309 1039">1st April, 2020 to 31st March 2021</td> </tr> <tr> <td data-bbox="182 1049 475 1074">First Quarter</td> <td data-bbox="561 1049 1309 1074">July/August, 2020</td> </tr> <tr> <td data-bbox="182 1083 475 1108">Second Quarter/Half Yearly</td> <td data-bbox="561 1083 1309 1108">October/November, 2020</td> </tr> <tr> <td data-bbox="182 1118 475 1143">Third Quarter/Nine months</td> <td data-bbox="561 1118 1309 1143">January/February, 2020</td> </tr> <tr> <td data-bbox="182 1153 475 1178">Fourth Quarter/Annual</td> <td data-bbox="561 1153 1309 1178">April/May, 2020</td> </tr> <tr> <td data-bbox="182 1188 475 1213">Annual General Meeting</td> <td data-bbox="561 1188 1309 1213">September, 2020</td> </tr> </table> | (Tentative Schedules for the declaration of results for the FY 2019-20) | 1st April, 2020 to 31st March 2021 | First Quarter | July/August, 2020 | Second Quarter/Half Yearly | October/November, 2020 | Third Quarter/Nine months | January/February, 2020 | Fourth Quarter/Annual | April/May, 2020 | Annual General Meeting | September, 2020 |
| (Tentative Schedules for the declaration of results for the FY 2019-20) | 1st April, 2020 to 31st March 2021 | | | | | | | | | | | | | |
| First Quarter | July/August, 2020 | | | | | | | | | | | | | |
| Second Quarter/Half Yearly | October/November, 2020 | | | | | | | | | | | | | |
| Third Quarter/Nine months | January/February, 2020 | | | | | | | | | | | | | |
| Fourth Quarter/Annual | April/May, 2020 | | | | | | | | | | | | | |
| Annual General Meeting | September, 2020 | | | | | | | | | | | | | |
| 7. | Book Closure: | The Register of Members and the Share Transfer Books of the Company shall remain closed from 26th September, 2020 to 30 th September, 2020 (both days inclusive) for payment of dividend. | | | | | | | | | | | | |
| 8. | Dividend Payment date: | <p>The Final Dividend shall be paid to all the eligible shareholders on or after 5th October, 2020</p> <p>Final Dividend of ₹ 1.40 per equity share for the financial year 2019-20 has been recommended by the Board of Directors to shareholders for their approval.</p> | | | | | | | | | | | | |

**9. Dividend history for the last 7 years is as under:**

| Financial Year | Type of Dividend | Rate of Dividend | Date of Declaration of Dividend | Due date of Transfer to IEPF A/c | Unclaimed Dividend as on 31st March 2020 (Amt in ₹) |
|----------------|------------------|------------------|---------------------------------|----------------------------------|---|
| 2018-2019 | Final | ₹ 3.30 per share | 30th Sept, 2019 | 5th Nov, 2026 | 30,42,554.30 |
| 2017-2018 | Final | ₹ 3.30 per share | 21st Sept, 2018 | 27th Oct, 2025 | 34,34,542.00 |
| 2016-2017 | Final | ₹ 3.00 per share | 29th Sept, 2017 | 4th Nov, 2024 | 14,29,077.00 |
| 2015-2016 | Final | ₹ 0.80 per share | 26th Aug, 2016 | 2nd Oct, 2023 | 1,41,485.40 |
| 2015-2016 | Interim | ₹ 1.70 per share | 9th Mar, 2016 | 15th Apr, 2023 | 2,85,569.40 |
| 2014-2015 | Final | ₹ 1.70 per share | 25th Sept, 2015 | 30th Oct, 2022 | 4,02,495.40 |
| 2013-2014 | Final | ₹ 1.50 per share | 27th Sept, 2014 | 2nd Nov, 2021 | 4,36,230.50 |
| 2012-2013 | Final | ₹ 1.50 per share | 27th Sept, 2013 | 2nd Nov, 2020 | 5,36,911.50 |

10. Unpaid/Unclaimed Dividends:

Dividend warrants in respect of the dividend declared in September, 2019 have been dispatched to the shareholders at the addresses registered with the Company. Those shareholders who have not yet received the dividend warrants may please write to the Company or its RTA for further information in this behalf. Shareholders who have not encashed the warrants are requested to do so by getting them revalidated from the Registered Office of the Company or its RTA.

During the FY 2019-20 the Unpaid / Unclaimed dividend for consecutive 7 years from FY 2011-12 amounting to ₹ 2,34,934/- has been transferred by the Company to the Investor Education and Protection Fund (IEPF).

11. Transfer of Unclaimed Equity Shares to Investor Education and Protection Fund (IEPF) Suspense Account:

Dividends that are not encashed or claimed, within seven years from the date of its transfer to the unpaid dividend account, will, in terms of the provisions of Section 124(5) of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF) established by the Government.

In respect of the transfers made after coming into effect of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, equity shares in respect of which Dividend has not been paid/encashed for 7 consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to IEPF Rules.

In accordance with the aforesaid provisions, the Company has transferred 4,279 equity shares held by 581 shareholders whose dividends were remaining unpaid/unclaimed for 7 consecutive years i.e., from FY 2011-12 to IEPF.

Shareholders who have so far not encashed their dividend relating to financial year 2012-13 are requested to do so before 18th October, 2020, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the Dividend and equity shares relating thereto will be transferred to IEPF.

The Company has also uploaded full details of such shares due for transfer as well as unclaimed dividends on the website of the Company viz. www.aril.co.in. Both the unclaimed dividends and the shares transferred to the IEPF can be claimed by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

12. Listing details:

| Equity Shares | Non-Convertible Debentures | Global Depository Receipts |
|--|----------------------------|----------------------------|
| Bombay Stock Exchange Ltd Dalal Street, Phiroze Jeejeebhoy Towers Mumbai-400 001 ISIN: INE298G01027 Script code:513349 | NA | NA |
| National Stock Exchange of India Ltd "Exchange Plaza,C-1,Block G, Bandra(E), Mumbai -400 051 ISIN: INE298G01027 Script Code : AJMERA | NA | NA |

Note: The Company has paid listing fees up to 31st March, 2020 to the Bombay Stock Exchange (BSE) and National Stock Exchange of India Ltd. (NSE) where Company's shares are listed.

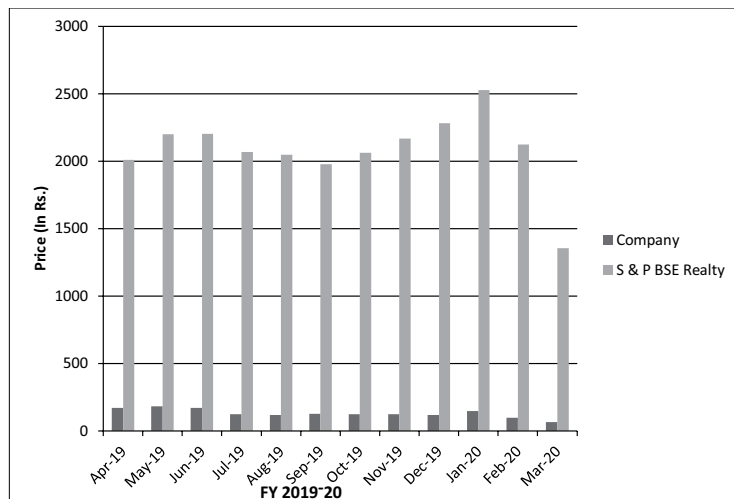
13. Market Price Data:

High/ Low (based on daily closing prices) market price of the shares during the Financial year 2019-20 at the Bombay Stock Exchange Ltd (BSE) and National Stock Exchange of India Ltd (NSE)

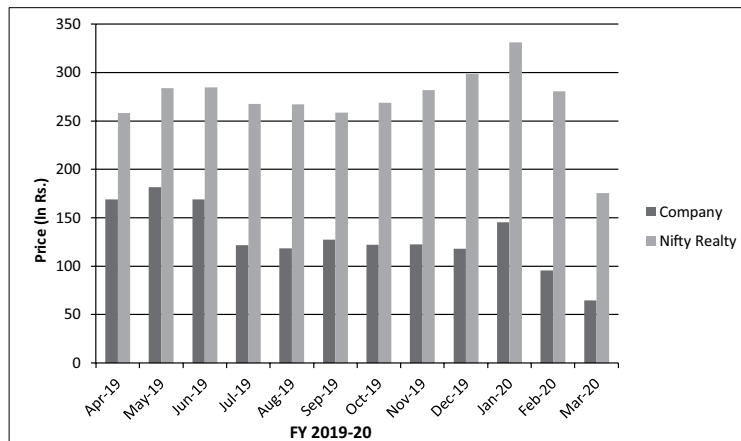
| Month | BSE | | NSE | |
|---------|------------|-----------|------------|-----------|
| | High Price | Low Price | High Price | Low Price |
| Apr-19 | 171.90 | 167.70 | 172.55 | 166.85 |
| May-19 | 186.00 | 177.60 | 185.60 | 177.00 |
| Jun-19 | 170.40 | 165.90 | 170.70 | 165.10 |
| July-19 | 122.25 | 119.70 | 123.45 | 119.10 |
| Aug-19 | 119.80 | 117.05 | 120.30 | 117.40 |
| Sept-19 | 134.80 | 125.60 | 125.50 | 127.75 |
| Oct-19 | 125.70 | 117.30 | 125.90 | 119.90 |
| Nov-19 | 124.60 | 118.70 | 124.35 | 119.00 |
| Dec-19 | 118.50 | 117.00 | 119.75 | 116.30 |
| Jan-20 | 148.00 | 145.00 | 149.85 | 144.85 |
| Feb-20 | 100.10 | 95.00 | 102.00 | 95.10 |
| Mar-20 | 66.05 | 63.05 | 66.50 | 62.25 |

14. Performance in comparison to broad based indices:

The Chart below shows the comparison of your company’s share price movement on BSE Realty for the financial year ended 31st March, 2020 (based on month end closing)



The Chart below shows the comparison of your company’s share price movement on NSE Realty for the financial year ended 31st March 2020 (based on month end closing)



15. Share Transfer Agents:

Sharex Dynamics (India) Pvt. Limited

C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai 400083.

Tel: +91 22 2851 5606 / +91 22 2851 5644 Fax: +91 22 2851 2885

Email: support@sharexindia.com • Website: www.sharexindia.com

16. Share Transfer System:

The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories. As per the requirement of Regulation 40(9) of the Listing Regulations, the

Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements. The audit reports for the financial year under report have been filed with the stock exchanges within one month of the end of each quarter.

17. Share Transfer Distribution of Shareholding:

The Shareholding distribution of the equity shares as on 31st March , 2020 is given below:

| Slab of Shareholding No. of Equity Shares Held | | Shareholders | | Shares | |
|---|--------|--------------|------------|-----------------|------------|
| | | Number | In % | Number | In % |
| From | To | | | | |
| 1 | 100 | 24832 | 79.928 | 664754 | 1.873 |
| 101 | 200 | 2533 | 8.153 | 417991 | 1.178 |
| 201 | 500 | 2176 | 7.004 | 758309 | 2.137 |
| 501 | 1000 | 807 | 2.598 | 647335 | 1.824 |
| 1001 | 5000 | 576 | 1.854 | 1218787 | 3.435 |
| 5001 | 10000 | 63 | 0.203 | 448154 | 1.263 |
| 10001 | 100000 | 61 | 0.196 | 1530841 | 4.314 |
| 100001 & | Above | 20 | 0.064 | 29798704 | 83.976 |
| Total | | 31068 | 100 | 35484875 | 100 |

18. Shareholding Pattern:

| Category of Shareholders | No of Shares | % of Total Shareholding |
|--|-----------------|-------------------------|
| (A) Shareholding of Promoter and Promoter Group | | |
| a. Promoters | 23811527 | 67.10 |
| b. Promoter Body Corporate | 300000 | 0.85 |
| Total Shareholding of Promoter and Promoter Group (A) | 24111527 | 67.95 |
| (B) Public Shareholding | | |
| (i) Institutions | | |
| a. Mutual funds | 216 | 0.00 |
| b. Banks/FI/FILs | 72904 | 0.21 |
| Total Public Institutions (B) (i) | 73120 | 0.21 |
| (ii) Non Institutions | | |
| a. Indian Body Corporate | 5817215 | 16.40 |
| b. Individuals | 6564468 | 18.50 |
| c. NRI | 626059 | 1.76 |
| d. Clearing Members | 184546 | 0.52 |
| e. NBFCs registered with RBI | 20 | 0.00 |
| f. Any other | 607919 | 1.71 |
| Total Public Non Institution (B) (ii) | 13800228 | 31.84 |
| Total Public Shareholding (B) = (B)(i) +(B) (ii) | 11373348 | 32.05 |
| Total shareholding (A) + (B) | 35484875 | 100.00 |

**19. Top ten equity shareholders of the Company as on March 31, 2020 (other than Promoters)**

| Sr. No. | Name of Shareholder | No. of Shares Held | % of Shareholding |
|---------|--|--------------------|-------------------|
| 1 | FAHRENHEIT FUN AND GAMES PRIVATE LIMITED | 2499999 | 7.05 |
| 2 | ASHWIN B AJMERA | 633696 | 1.79 |
| 3 | KAMLESHKUMAR VRAJLAL DHULIA | 536500 | 1.51 |
| 4 | MANOJ NANALAL TURAKHIA | 318979 | 0.89 |
| 5 | CD EQUIFINANCE PRIVATE LIMITED | 283804 | 0.80 |
| 6 | MANOJKUMAR BRAHMBHATT | 279272 | 0.79 |
| 7 | NAVIN SHANTILAL TURKHIA | 250560 | 0.71 |
| 8 | CHHAGANLAL S AJMERA | 225119 | 0.63 |
| 9 | LAKSHIT BANSAL | 214000 | 0.60 |
| 10 | YOGESH UTTAMLAL MEHTA | 162327 | 0.46 |

20. Dematerialisation of Shares:

As on March 31, 2020, 3,54,39,226 equity shares (99.87% of the total number of shares) are in dematerialized form as compared to 3,54,34,062 equity shares (99.86% of the total number of shares) as on March 31, 2019.

The Company's shares are compulsorily traded in dematerialised form and are admitted in both the Depositories in India - National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

| Particulars of Shares | Number of Equity Shares | % of Total |
|-------------------------|-------------------------|------------|
| Dematerialized Form (A) | | |
| CDSL | 27936676 | 78.73 |
| NDSL | 7502550 | 21.14 |
| Sub Total (A) | 35439226 | 99.87 |
| Physical Form (B) | 45649 | 0.13 |
| Total (A+B) | 35484875 | 100 |

21. Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL. No discrepancies were noticed during these audits.

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2020, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

22. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:**23. Project Location:**

Anik-Wadala Link Road, Next to IMAX Theatre, Wadala East, Mumbai-400037

24. Address for Correspondence:

(a) The Compliance Officer: - Citi Mall, 2nd Floor, New Link Road, Andheri (W), Mumbai - 400053. Tel: 022 – 66984000

(b) Exclusive e-mail id for Investor Grievances: - investors@ajmera.com

- (c) Registrar and Transfer Agent:-
Sharex Dynamic (India) Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (W),
Mumbai 400083.

25. Mandatory requirement of PAN:

SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish PAN copy in the following cases:

- (i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders;
- (ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.
- (iii) Transposition of shares – in case of change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

26. Compulsory Transfer in Dematerialized Form:

Pursuant to SEBI'S press release on 3rd December, 2018, SEBI had extended the last date for transfer of shares in physical mode till 1st April, 2019. Now, after 1st April, 2019 any investor who is desirous of transferring shares can do so only after the shares are dematerialized.

27. Credit Rating:

During the year under review no credit rating has been obtained by the company.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT AS PER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2020, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Manoj I. Ajmera
Managing Director
(DIN:00013728)

Place: MUMBAI
Date: 27th July, 2020



ANNEXURE-A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Sub clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members of

Ajmera Realty & Infra India Limited,

CIN: L27104MH1985PLC035659

Citi Mall, Link Road, Andheri (W) Mumbai 400053

I have examined the List of disqualified Directors published by the Ministry of Corporate Affairs ("MCA"); Declaration from all the Directors self-certifying their non-disqualification as required under section 164 of the Companies Act, 2013 ("Act"); and Disclosure of Directors' concern/interests as required under section 184 of the Act (hereinafter referred as "**the relevant documents**") of Ajmera Realty & Infra India Limited, bearing Corporate Identification Number (CIN) - L27104MH1985PLC035659, having its registered office at Citi Mall, Link Road, Andheri (W) Mumbai 400053 (hereinafter referred as "**the Company**") for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on my examination as well as on information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished provided by the officers, agents and authorised representatives of the Company, I hereby certify that none of the Directors of the Company stated below who are on the Board of the Company as on 31st March 2020, have been debarred or disqualified from being appointed or continuing to act as Directors of the Company by Securities and Exchange Board of India or the MCA or any such other statutory authority.

| Sr. no. | Name of the Directors | DIN | Date of appointment* |
|---------|------------------------------------|----------|----------------------|
| 1 | Rajnikant Shamalji Ajmera | 00010833 | 06/10/1986 |
| 2 | Sanjay Chhotalal Ajmera | 00012496 | 24/04/2012 |
| 3 | Krishnamurthy Kulumani Gopalratnam | 00012579 | 05/11/2018 |
| 4 | Manoj Ishwarlal Ajmera | 00013728 | 24/04/2012 |
| 5 | Ambalal Chhitabhai Patel | 00037870 | 07/12/2006 |
| 6 | Aarti Mahesh Ramani | 06941013 | 12/08/2014 |

*the date of appointment is as per the MCA Portal

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

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2020.

Place: Mumbai
Date: 27th July, 2020

Haresh Sanghvi
Practicing Company Secretary
FCS No.: 2259/CoP No.: 3675
UDIN: F002259B000545021

MD & CEO/CFO CERTIFICATION

We hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year 2019 - 20 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. To the best of our knowledge and belief, there are no transactions entered into by the company during the financial year 2019-20 which are fraudulent, illegal or violative of the companies code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting.
- d. We have indicated to the Auditors and the Audit Committee –
 - Significant changes in internal control over the financial reporting during the financial year 2019-20.
 - Significant changes in accounting policies during the year 2019-20 and that the same have been disclosed in the notes to financial statements; and
 - There was no fraud of which we become aware of the management or an employee having a significant role in the company's internal control system over the financial reporting.

Manoj I Ajmera
Managing Director
Place: Mumbai
Date : 27 July, 2020

O. P. Gandhi
Group Chief Financial Officer
Place: Mumbai
Date : 27 July, 2020



INDEPENDENT AUDITOR'S REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Members,

AJMERA REALTY & INFRA INDIA LIMITED
MUMBAI,

1. The Corporate Governance Report prepared by **AJMERA REALTY & INFRA INDIA LIMITED** (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) of sub – regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2020 as required by the Company for annual submission to the Stock exchange and to be sent to the Stakeholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2020.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**FOR AND ON BEHALF OF
MANESH MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN NO. 115832W**

PLACE : MUMBAI,
DATED : 27TH JULY, 2020.

**MANESH P MEHTA PARTNER
MEMBERSHIP NO. 36032
UDIN: - 20036032AAAAZ8396**

BUSINESS RESPONSIBILITY STATEMENT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

| Sr. No | Particulars | Company Information |
|--------|---|---|
| 1 | Corporate Identity Number (CIN) of the Company: | L27104MH1985PLC035659 |
| 2 | Name of the Company | AJMERA REALTY & INFRA INDIA LIMITED (ARIL) |
| 3 | Registered Address | "CITIMALL", 2nd Floor, New Link Road, Andheri (w), Mumbai-400053 |
| 4 | Website | www.aril.co.in |
| 5 | Email Id | investors@ajmera.com |
| 6 | Financial Year | 2019-2020 |
| 7 | Sector (s) that the Company is engaged in (industrial activity code-wise*) | 4100 - Construction of Building 6810- Real estate activities with owned or leased property |
| 8 | List three key product/services that the Company manufactures /provides (as in balance sheet): | Real Estate Development & Construction |
| 9 | Total number of locations where business activity is undertaken by the Company : (a) Number of International Locations (Provide details of major 5): b) Number of National Location | a) Bahrain & London b) Mumbai, Ahmedabad & Bengaluru |
| 10 | Markets served by the Company | We serve Local/ State/ National/ International Markets. |

Section B: Finance Details of the Company

| Sr. No | Particulars | Company Information |
|--------|---|--|
| 1 | Paid up capital as on 31.03.2020 | ₹ 35,48,48,750 |
| 2 | Total Turnover (In Lakhs) | ₹ 32617.87/- |
| 3 | Profit after tax (In Lakhs) | ₹ 3294 |
| 4 | Total Spending on Corporate Social responsibility (in Rs.): | 1,47,61,250 |
| 5 | List the activities in which expenditure in 4 above has been incurred | <ol style="list-style-type: none"> 1) Promoting Nationally recognised sport; 2) Health and Infrastructure development for women, senior citizens and disabled; 3) Environmental development by planting mangroves near the vicinity of site office. |

**Section C: Other details:**

1. Does the Company have any Subsidiary Company/Companies?
Yes, the Company has 14 subsidiary companies.
2. 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).
No.
3. Do any other entity /entities (eg. suppliers, distributors, etc) that the Company does business with ; participate in BR initiatives of the Company ?If yes, then indicate percentage of such entity/entities?(Less then 30%,30%-60%,More then 60%)

Other entities viz. Suppliers, distributors, etc. with whom the Company does the business do not participate in the Business Responsibility initiative of the Company.

Section D: Business Responsibility (BR) Information

1. Details of Director/Director(s) responsible for BR
 - a. Details of Director/Director(s) responsible for implementation of the BR policy /policies

| No. | Particulars | Details |
|-----|-------------|-------------------|
| 1 | DIN Number | 00013728 |
| 2 | Name | MANOJ I. AJMERA |
| 3 | Designation | MANAGING DIRECTOR |

- b. Details of BR Head

| No. | Particulars | Details |
|-----|---------------------------|-------------------|
| 1 | DIN Number(If applicable) | 00013728 |
| 2 | Name | MANOJ I. AJMERA |
| 3 | Designation | MANAGING DIRECTOR |
| 4 | Telephone Number | + 91 22 66984000 |
| 5 | Email ID | manoj@ajmera.com |

2. Principle-wise (as per National Voluntary Guidelines (NVGs) Business Responsibility Policy/Policies (Reply in Y/N):

The National Voluntary Guideliness (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are briefly as followed:

| | |
|----|---|
| P1 | Businesses should conduct and govern themselves with ethics, Transparency and Accountability. |
| P2 | Businesses should provide goods and services that are safe and contribute to sustainability through their cycle. |
| P3 | Business should promote the wellbeing of all employees |
| P4 | Business should respect the interests of and be responsive towards all stakeholders,especially those who are disadvantaged,vulnerable and marginalised. |
| P5 | Businesses should respect and promote human rights |
| P6 | Businesses should respect, protect and make efforts to restore the environment |

- P7 Businesses,when engaged in influencing public and regulatory policy,should do so in a responsible manner.
- P8 Businesses should support inclusive growth and equitable development.
- P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner.

The response regarding the above 9 principles (P1 to P9) is given below

| No. | | P | P | P | P | P | P | P | P | P |
|-----|--|--|---|---|---|------------------------------|---|---|---|---|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| 1 | Do you have policy/policies for.... | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 2 | Has the policy being formulated in consultation with relevant stakeholders? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3 | Does the policy confirm to any national /international standards? | | | | | – | | | | |
| 4 | Has the policy been approve by the Board ?If yes,has it been signed by MD/Owner/CEO/ appropriate Board of Director | | | | | Yes | | | | |
| 5 | Does the Company have specified committee of the Board /Director/Official to oversee the implementation of the policy? | | | | | Yes | | | | |
| 6 | Indicate the link for the policy to be viewed online | | | | | View restricted to employees | | | | |
| 7 | Has the policy been formally communicated to all relevant internal and external stakeholders? | The policies are communicated to key internal stakeholders and its an ongoing process. | | | | | | | | |
| 8 | Does the company have inhouse structure to implement the policy / 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 grievance 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 this policy by an internal or external agency? | Y | Y | Y | Y | Y | Y | Y | Y | Y |

Internal Auditors of the Company from time to time review implementation of these policies.

**2a. If answer to No.1, against any principle is “No”, please explain why: (Tick up to 2 options)**

The response regarding the above 9 principles (P1 to P9) is given below:

| No. | Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|-----|---|----|----|----|----|----|----|----|----|----------------|
| 1 | The Company has not understood the Principles | | | | | | | | | |
| 2 | The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles | | | | | | | | | |
| 3 | The Company does not have financials or manpower resources available for task | | | | | | | | | Not Applicable |
| 4 | It is planned to be done within next 6 months | | | | | | | | | |
| 5 | It is planned to be done within next 1 year | | | | | | | | | |
| 6 | Any other reason (please specify) | | | | | | | | | |

3. Governance related to Business Responsibility (BR):

Information with reference to BRR framework:

| No. | Question | Information |
|-----|--|---|
| 1 | Frequency of review, by the BR committee to assess the BR performance | The Business Responsibility Report Committee (“the BRR Committee”)/the Sustainability Committee reviews the business responsibility and sustainability performance of the Company is reviewed periodically by the management. |
| 2 | Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report ?How frequently it is published? | The Business Responsibility Statement forms a part of the Annual Report of the Company and is published annually on the website of the Company - www.aril.co.in . |

Section E: Principle -wise Performance**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability.**

“ARIL” is committed to achieve highest standards of integrity and ethics. The Company follows high ethical standards in its dealings with all its stakeholders, including members (employees), customers, suppliers, government and the community.

The Company follows a “Code of Conduct” and “Code of Business Ethics” with the underlying belief of conducting business in an ethical manner. This facilitates a work ecosystem that is conducive to the Company’s members and associates. The Code set out principle guidelines to be followed by all members (employees) and associates (distributors, consultants, vendors, suppliers, third party manufacturers etc.) of ARIL.

Information with reference to BRR framework

| No. | Question | Information |
|-----|---|---|
| 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/NGO/Others? | The Company’s governance structure guides the organisation on various aspects of doing business, keeping in mind the core values of integrity, commitment, passion, seamlessness and speed. |

| No. | Question | Information |
|-----|--|---|
| 1.2 | 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. | ARIL has taken significant steps to ensure that our members and associates understand and practice the Code of Conduct. The Company has not received any complaints from any of the stakeholders during the year. |

Principle 2: Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

The Company's commitment is to ensure compliance with relevant standards of environment, health and safety commencing at the product design stage itself, and is extended to the entire life cycle of the product.

Information with reference to BRR Framework:

| No. | Question | Information |
|-----|---|--|
| 2.1 | List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities. | <p>We make all efforts to ensure that we produce, in a safe and environmental friendly responsible manner. Over the years, we have constantly improved our recoveries, reduced hazardous waste generation, recycling and reuse of waste, improved specific water and energy consumption and reduced our tailings to optimally use available natural resources.</p> <ol style="list-style-type: none"> 1. Installation of Organic Waste Converter 2. Use of pyrolytic coated glasses in building minimises the usage of air conditioning 3. Use of the crushed sand instead of the natural sand 4. Use of advanced artificial material like HDPE in waterproofing works instead of the natural Shahabad stones. 5. Use of the thermal insulation material on terraces brings down the temperature hence reduces energy consumption 6. Use of the fly ash in concrete ensures utilisation of power plant waste. 7. Use to the motion sensors in public areas to minimise the energy consumption 8. Recycling and reusing 100% of our treated domestic sewage water for horticulture & toilet flush purposes. 9. Installation of rain water harvesting helps recharges the ground water. This helps the nation on the concerns of usage of the fly ash. 10. Use of the couplers in reinforcement steel ensures the minimum steel wastages 11. Use of the roof top solar panels for heating the water reduces energy consumption. |



| | |
|--|--|
| 2.2 For each such product, provide the following details in respect of resource use (energy, water, raw materials etc.) per unit of product (optional): | <p>a) Being a Construction company, there is intensive need for resources – water, energy and raw materials, in our operations. We therefore recognise the impact of our operations on the environment and adopt strategies to minimise our resource use in all our processes. To further channelize our endeavours, we consciously track usage of these resources – water, energy and raw materials, throughout our operations. We are also in continuous need for construction raw materials and electricity, which places us amongst the energy intensive industries. Conforming to the global challenge of combating Climate Change and Global Warming, we strengthen our Carbon Management processes and adopt efficient technologies.</p> <p>b) As primary producers, we have limited control of the full lifecycle and the way in which products are produced and disposed. We are committed to ensure that the beginning of the lifecycle adheres to appropriate international commodity trading standards but the reduction and initiatives drive taken by our consumer is not tracked.</p> |
| 2.3 Does the Company have procedures in place for suitable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also provide details thereof, in about 50 words or so? | <p>Yes. At ARIIL, our business partners and suppliers play a key role in our performance footprint. To retain a relationship with them in the long-term, we have established a dedicated accountability mechanism through our Supplier Code of Conduct, Supplier and Contractor Management Policies, and Supplier Screening Checklist that encourage business partners and suppliers to adopt principles and practices comparable to our own. Regular engagements with Suppliers/vendors and contractors are also encouraged to ensure conformance to the policies. Besides the environmental impacts during sourcing, transportation activities have also been assessed and adequate measures are taken to prevent dust emission during transit. Raw materials from the factories to the loading point are carried out through trucks covered with tarpaulin to ensure no spillage and dust generation. At material handling areas for aggregates, cement, systems are installed with proper water sprinklers.</p> <p>The organisation has considered the social & environments threats & incorporated its mitigation in design stage & implemented successfully. The generation of organic waste is reduced upto 70 % with the use of organic waste converters, Electricity bill also reduces due to usage of motion sensors. Use of the heat insulation at different locations of the building also ensures minimum usage of the air conditioning. We ensure the use of fly ash in concrete which helps the nation on the concerns of usage of the fly ash.</p> |
| 2.4 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? | <p>The Company sources its major inputs from OEMs and large national and international manufacturers. Goods and services are procured by businesses locally is of consumable nature where feasible.</p> <p>The company is also visiting the local vendors, assessing their plants & production facilities and approving for the supplies of material & services to our projects.</p> |

| | |
|---|--|
| 2.5 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, we have an exclusive Resource use and Waste Management Technical Standard and supporting guidance notes, which directs us to mitigate the environmental impacts of our products and process. Due to our recycling efforts, the waste generated in our various operational units is innovatively converted to resource material and we use these new products to further extend the supply chain. In total, 90% of high volume and low potential waste generated was recycled/reused into gainful applications. |
|---|--|

Principle 3: Business should promote the wellbeing of all employees.

The Company considers human resources as the most valuable asset and essential for persistent growth of business. ARIL's Code of Conduct provides guidelines for employees wellbeing related to participation, freedom, gender equality, good environment and harassment free workplace. A strong mechanism is in place for deployment of guidelines and grievance redressing mechanism.

We give emphasis on capability building of the personnel based on job/role requirements, technical knowledge and soft skills. Annual plans are made for individual members through self-learning or classroom training modes.

Information with references to BRR framework:

| No. | Question | Information | | | | | | | | | | | | | | | |
|-----------------------------|---|--|-----------------------|---|---------------------|--------------------------|---------------------------|------|--------------------|------|-----------------------------|-------------------|----|----|---------------------------|----|----|
| 3.1 | Please indicate the Total number of employees | 225 | | | | | | | | | | | | | | | |
| 3.2 | Please indicate the Total number of employees hired on temporary /contractual/casual basis | 20 | | | | | | | | | | | | | | | |
| 3.3 | Please indicate the Number of permanent women employees | 40 | | | | | | | | | | | | | | | |
| 3.4 | Please indicate Number of permanent employees with disabilities | 0 | | | | | | | | | | | | | | | |
| 3.5 | Do you have an employee association that is recognised by management? | NIL | | | | | | | | | | | | | | | |
| 3.6 | What percentage of your permanent employees is members of this recognised employees association? | NA | | | | | | | | | | | | | | | |
| 3.7 | Please indicate the Number of complaints relating to child labor, forced labor, involuntary labour, sexual harassment in last financial year and pending, as on the end financial year. | <table border="1"> <thead> <tr> <th>Complaints</th> <th>Filed</th> <th>Resolved</th> </tr> </thead> <tbody> <tr> <td>Child Labor/Forced Labor</td> <td>NA</td> <td>NA</td> </tr> <tr> <td>Involuntary Labor</td> <td>NA</td> <td>NA</td> </tr> <tr> <td>Sexual Harassment</td> <td>NA</td> <td>NA</td> </tr> <tr> <td>Discriminatory employment</td> <td>NA</td> <td>NA</td> </tr> </tbody> </table> | Complaints | Filed | Resolved | Child Labor/Forced Labor | NA | NA | Involuntary Labor | NA | NA | Sexual Harassment | NA | NA | Discriminatory employment | NA | NA |
| Complaints | Filed | Resolved | | | | | | | | | | | | | | | |
| Child Labor/Forced Labor | NA | NA | | | | | | | | | | | | | | | |
| Involuntary Labor | NA | NA | | | | | | | | | | | | | | | |
| Sexual Harassment | NA | NA | | | | | | | | | | | | | | | |
| Discriminatory employment | NA | NA | | | | | | | | | | | | | | | |
| 3.8 | What percentage of your under mentioned employees were given safety & skill up -gradation training in the last year? | <table border="1"> <thead> <tr> <th>Employment categories</th> <th>% trained on Safety & Skill Upgradation (*)</th> </tr> </thead> <tbody> <tr> <td>Permanent employees</td> <td>100%</td> </tr> <tr> <td>Permanent women employees</td> <td>100%</td> </tr> <tr> <td>Contract employees</td> <td>100%</td> </tr> <tr> <td>Employees with disabilities</td> <td>NA</td> </tr> </tbody> </table> | Employment categories | % trained on Safety & Skill Upgradation (*) | Permanent employees | 100% | Permanent women employees | 100% | Contract employees | 100% | Employees with disabilities | NA | | | | | |
| Employment categories | % trained on Safety & Skill Upgradation (*) | | | | | | | | | | | | | | | | |
| Permanent employees | 100% | | | | | | | | | | | | | | | | |
| Permanent women employees | 100% | | | | | | | | | | | | | | | | |
| Contract employees | 100% | | | | | | | | | | | | | | | | |
| Employees with disabilities | NA | | | | | | | | | | | | | | | | |

**Principle 4: Business should respect the interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.****Information with reference to BRR framework:**

| No. | Question | Information |
|-----|---|--|
| 4.1 | Has the Company mapped its internal and external stakeholders ? Yes/No | Yes |
| 4.2 | Out of the above has the Company identified the disadvantaged,vulnerable & marginalised stakeholders? | Yes |
| 4.3 | Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalised stakeholders? If so, provide details thereof, in about 50 words or so. | The Company's site office is located in area where among others, disadvantaged, vulnerable and poor labourers reside. The Company constantly provide, directly or otherwise, statutorily, opportunities for livelihood and supply of health care, primary education, women empowerment, etc for these persons. |

Principle 5: Businesses should respect and promote human rights**Information with reference to BRR framework:**

| No. | Question | Information |
|-----|--|---|
| 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 has in place a Human Rights policy which is applicable only to the Company. |
| 5.2 | How many stakeholders' complaints have been received in past financial year and what percentage was satisfactorily by the management? | No Complaints have been received so far. |

Principle 6: Business should respect, protect and make efforts to restore the environment.**Information with reference to BRR framework:**

| No. | Question | Information |
|-----|---|--|
| 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 Company has an Environment Policy which is applicable only to the Company. All our sustainability policies (HSE,Water Management) are applicable to ARILL subsidiaries, operations and managed sites, including , corporate offices and to all new and existing employees and contractor employees |
| 6.2 | 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. | Paperless process, minimum wastage generation, product recycling, wastage utilization in miscellaneous application, waste water recycling. |
| 6.3 | Does the company identify and assess potential environment risks? Y/N. | Yes. |

| No. | Question | Information |
|-----|--|--|
| 6.4 | 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. |
| 6.5 | 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. | We are using solar panels to convert solar power into water heating system. |
| 6.6 | Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported? | Yes, emissions/waste generated by the Company is monitored on monthly basis and are within the limits prescribed by CPCB / SPCB. All sites are regularly monitored for emission. Ambient air quality including noise is monitored monthly and meets the National Ambient Air Quality standards |
| 6.7 | 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 show cause/legal notices were issued to the Group companies. |

Principle 7: Business when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Information with reference to BRR framework:

| No. | Question | Information |
|-----|--|---|
| 7.1 | Is your company a member of any trade and chamber of association? If yes, Name only those major ones that your business deals with | MCHI/CREDAI |
| 7.2 | Have you lobbied /advocated through above associations for advancement or improvement of public good? Yes/No; If yes, specify the broad areas (drop box; Government and Administration, Economic Reforms, Inclusive Development Policies, Energy Security, Water Food Security, Sustainable Business Principles, Others) | Govt. & Administration and Economic Reforms |

**Principle 8: Business should support inclusive growth and equitable development****Information with reference to BRR framework:**

| No. | Question | Information |
|-----|---|---|
| 8.1 | Does the company have specified programs/initiatives /projects in pursuit of policy related to Principle 8?If yes,details thereof. | The Company has an Equitable Development Policy which is applicable only to the Company. It also encourages its suppliers and Contractors to ensure inclusive growth and equitable development. |
| 8.2 | Are the programs/projects undertaken through in-house team /own foundation/external NGO/Government structures/any other organisation? | All plants of the Company undertake community initiatives for inclusive growth and equitable development in the filed of education,heath care,promotion of sports and other general areas for their wellbeing on the whole ,through its employees and in-house teams. |
| 8.3 | Have you done any impact assessment of your intitiative? | At construction sites,we are regularly interacting with local communities to asses impact of community development projects undertaken by these sites to ensure that objectives and benefits of these projects are being met. |
| 8.4 | What is your company's direct contribution to community development projects -amount in (₹) and the details of projects undertaken. | Contribution towards Corporate Social Responsibility is ₹ 1.47 crores. The Company is very well aware of its responsibilities towards community and is striving to achieve equitable development in the vicinity of the Site offices and in and around the Country. |
| 8.5 | Have you taken steps to ensure that this community development initiative is successfully adopted by the Community? Please explain in 50 words or so. | Yes,as indicated the Company regularly takes feedback from the local community to whom Company supports as a part of its CSR projects. |

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.**Information with reference to BRR framework:**

| No. | Question | Information |
|-----|---|--|
| 9.1 | What percentage of customer complaints/consumer cases are pending as on end of financial year? | NIL |
| 9.2 | Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No./NA/Remarks (Additional information) | The Requisite information is given in the brochure and also available on the statutory websites |
| 9.3 | 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. | NIL |
| 9.4 | Did your Company carry out any consumer survey/ consumer satisfaction trends? | The Company interacts and obtains feedback from customers on a periodical basis regarding consumer satisfaction. |

INDEPENDENT AUDITOR'S REPORT

To

The Members of

AJMERA REALTY & INFRA INDIA LIMITED

MUMBAI,

Report on the Audit of the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of AJMERA REALTY & INFRA INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020 and its profit, change in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's response |
|---------|---|---|
| 1. | Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers" | <p>Principal Audit Procedures</p> <p>We assessed the Company's process to identify the impact of revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> |



| Sr. No. | Key Audit Matter | Auditor's response |
|---------|---|--|
| | The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. | <ul style="list-style-type: none"> ➤ Evaluated the design of internal controls relating to implementation of the revenue accounting standard. ➤ Selected a sample of continuing and contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. ➤ Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the revenue accounting standard. ➤ Selected a sample of continuing and contracts and performed the following procedures: |
| | | <ul style="list-style-type: none"> • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. |

Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone financial statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, change in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of 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.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters, if any, that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 in terms of sub-section (11) of section 143 of the act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by Section 143 (3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including the Statement of Other Comprehensive Income, the standalone Cash Flow Statement and standalone Statement of Changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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) Rule, 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, if any, on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR MANESH MEHTA & ASSOCIATES

CHARTERED ACCOUNTANTS

FIRM REGN NO. 115832W

MANESH P MEHTA - PARTNER

MEMBERSHIP NO. 36032

UDIN: - 20036032AAAABX9741

PLACE : VADODARA,
DATED : 27TH JULY, 2020



ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2020, we report that:

- (i)
 - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) These fixed assets have been physically verified by the management at reasonable intervals. Discrepancies noticed during the course of such verification are dealt with adequately in the books of accounts.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, does not have any immovable properties as a fixed asset.
- (ii)
 - (a) Physical verification of inventory has been conducted at reasonable intervals by the management.
 - (b) In our opinion and according to the explanations given to us, the procedures for physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - (c) In our opinion and according to the explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were observed during the course of physical verification.
- (iii) The Company has granted Interest free loans, secured or unsecured to companies, firms, Limited liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). In respect of the said loans, the maximum outstanding during the year is Rs. 54,560.95 Lakhs and the year end balance is Rs. 54,560.95 Lakhs.
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act, remaining outstanding as at the year-end.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has prescribed maintenance of cost records under Section 148 and as per the explanation given to us, the company has maintained prima facie requisite records as per Section 148.
- (vii)
 - a. The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax and other statutory dues to the extent applicable to it. There is no outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
 - b. According to the information and explanations given to us, there are no dues of Income Tax or Sales Tax or Wealth Tax or Goods and Service Tax, Service Tax duty of customs or cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax have not been deposited by the Company on account of disputes:

| Nature of dues | Amount (in Lakhs) | Period to which the amount relates | Forum where dispute is pending |
|------------------|----------------------|---------------------------------------|-----------------------------------|
| Tax and Interest | 0.31 | A.Y. 2010-2011 | Income Tax Officer |
| Tax and Interest | 49.16 | A.Y. 2011-2012 | Income Tax Officer |
| Tax and Interest | 78.97 | A.Y 2013-2014 | Income Tax Officer |
| Tax and Interest | 7.09 | A.Y 2015-2016 | Income Tax Officer |

- (viii) In our opinion and according to information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. And the Money raised by way of term loans were applied for the purposes for which those are raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly reporting under clause 3 (xv) of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR MANESH MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
 FIRM REGN NO. 115832W

MANESH P MEHTA - PARTNER
 MEMBERSHIP NO. 36032
 UDIN: - 20036032AAAABX9741

PLACE : VADODARA,
 DATED : 27TH JULY, 2020



ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of AJMERA REALTY & INFRA INDIA LIMITED ("the company") as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone 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 standalone 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 standalone 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 31st March 2020, 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 MANESH MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN NO. 115832W

MANESH P MEHTA - PARTNER
MEMBERSHIP NO. 36032
UDIN: - 20036032AAAABX9741

PLACE : VADODARA,
DATED : 27TH JULY, 2020

**BALANCE SHEET**

AS AT 31ST MARCH 2020

₹ in Lakhs

| Particulars | Note No. | 31 st March, 2020 | 31 st March, 2019 |
|---|----------|------------------------------|------------------------------|
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| Property, Plant And Equipment | 3 | 826.02 | 971.02 |
| Other Intangible Assets | 4 | 10.15 | 10.91 |
| Financial Assets | | | |
| Investments | 5 | 13,417.92 | 13,417.12 |
| Loans | 6 | 56,849.07 | 53,997.17 |
| Others Financial Assets | 7 | 181.36 | 125.70 |
| Other Non-Current Assets | 8 | 3,061.83 | 2,944.63 |
| | | 74,346.35 | 71,466.55 |
| (2) Current Assets | | | |
| Inventories | 9 | 60,241.75 | 62,192.23 |
| Financial Assets | | | |
| Trade Receivables | 10 | 16,760.97 | 16,778.96 |
| Cash And Cash Equivalents | 11 | 344.51 | 988.54 |
| Bank Balances Other Than Above | 12 | 1,165.32 | 1,107.97 |
| Loans | 13 | 15.44 | 18.76 |
| Current Tax Assets (Net) | 14 | 1,184.52 | 1,002.19 |
| Other Current Assets | 15 | 2,909.03 | 3,242.47 |
| | | 82,621.54 | 85,331.12 |
| TOTAL ASSETS | | 156,967.89 | 156,797.67 |
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Equity Share Capital | 16 | 3,548.49 | 3,548.49 |
| Other Equity | 17 | 54,584.08 | 52,275.63 |
| 2 Liabilities | | | |
| 2.1 Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 18 | 72,831.57 | 67,211.73 |
| Trade Payables | 19 | | |
| Dues to micro and small enterprises | | - | - |
| Dues to creditors other than micro and small enterprises | | 2,010.82 | 1,679.11 |
| Provisions | 20 | 470.69 | 531.15 |
| Deferred Tax Liabilities (Net) | | | |
| Other Non-Current Liabilities | 21 | 6,725.08 | 16,975.63 |
| | | 140,170.73 | 142,221.74 |
| 2.2 Current liabilities | | | |
| Financial Liabilities | | | |
| Trade Payables | 22 | | |
| Dues to micro and small enterprises | | 28.38 | 156.32 |
| Dues to creditors other than micro and small enterprises | | 3,264.21 | 4,378.38 |
| Other Financial Liabilities | 23 | 11,885.16 | 8,220.77 |
| Other Current Liabilities | 24 | 147.58 | 191.10 |
| Provisions | 25 | 1,471.83 | 1,629.36 |
| | | 16,797.16 | 14,575.93 |
| TOTAL EQUITY AND LIABILITIES | | 156,967.89 | 156,797.67 |
| Significant Accounting policies and notes to the Financial Statements | 2 | | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
Membership No. 36032
UDIN :20036032AAAABX9741

Place : Vadodara
Date :27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

| Particulars | Note No. | 31 st March, 2020 | 31 st March, 2019 |
|--|----------|------------------------------|------------------------------|
| Revenue From Operations | 26 | 32,261.82 | 34,285.01 |
| Other Income | 27 | 356.05 | 1,438.77 |
| Total Income | | 32,617.87 | 35,723.78 |
| EXPENSES | | | |
| Construction Cost | 28 | 15,065.60 | 16,436.83 |
| Employee benefits expense | 29 | 2,512.83 | 2,309.58 |
| Finance costs | 30 | 6,508.00 | 4,754.23 |
| Depreciation and amortization expense | 31 | 185.00 | 189.18 |
| Other expenses | 32 | 4,575.30 | 3,763.07 |
| Total expenses | | 28,846.73 | 27,452.89 |
| Profit before exceptional items and tax | | 3,771.14 | 8,270.89 |
| Exceptional Items | | | |
| Profit before tax | | 3,771.14 | 8,270.89 |
| Tax expense: | | - | - |
| Current tax | | 949.12 | 1,654.18 |
| Profit after tax for the year | | 2,822.02 | 6,616.71 |
| Other Comprehensive Income | | | |
| Items not to be reclassified subsequently to profit or loss | | | |
| - Gain on Fair Value of defined benefit plans As per actual valuation | | (16.78) | (53.80) |
| Total Comprehensive Income for the year (Comprising Profit and Other Comprehensive Income for the year) | | 2,805.24 | 6,562.91 |
| Earnings per equity share of Nominal Value Rs.10/-: | 33 | | |
| (1) Basic | | 7.91 | 18.49 |
| (2) Diluted | | 7.91 | 18.49 |
| Significant Accounting policies and notes to the Financial Statements | 2 | | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
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GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
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MANOJ I. AJMERA
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(DIN : 00013728)

COMPANY SECRETARY

**STATEMENT OF CHANGES IN EQUITY**

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

(a) Equity Share Capital

| | As at | | | |
|---|-------------------|-----------------|-------------------|-----------------|
| | March 31, 2020 | | March 31, 2019 | |
| | No. of shares | Amount | No. of shares | Amount |
| Balance at the beginning of reporting period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |
| Balance at the end of the reporting period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |

(b) Other Equity

| | Reserve and Surplus | | | | Total |
|------------------------------------|---------------------|--------------------|------------------|---|------------------|
| | Capital Reserve | Securities Premium | General Reserve | Surplus/ (deficit) in the statement of profit and loss* | |
| Balance as on April 1, 2018 | 1,243.00 | 3,432.43 | 9,365.44 | 32,857.44 | 46,898.31 |
| Add: | | | | | |
| Transfer from Profit & Loss | - | - | 656.29 | - | 656.29 |
| Profit for the Year | - | - | - | 6,562.91 | 6,562.91 |
| Less: | | | | | |
| Interim & Final Equity Dividend | - | - | - | 1,171.00 | 1,171.00 |
| Tax on Proposed Equity dividend | - | - | - | 14.59 | 14.59 |
| Transfer to General Reserve | - | - | - | 656.29 | 656.29 |
| Balance at March 31, 2019 | 1,243.00 | 3,432.43 | 10,021.73 | 37,578.46 | 52,275.63 |
| Add: | | | | | |
| Transfer from Profit & Loss | - | - | 280.52 | - | 280.52 |
| Profit for the Year | - | - | - | 2,805.24 | 2,805.24 |
| Less: | | | | | |
| Interim & Final Equity Dividend | - | - | - | 496.79 | 496.79 |
| Tax on Proposed Equity dividend | - | - | - | - | - |
| Transfer to General Reserve | - | - | - | 280.52 | 280.52 |
| Balance at March 31, 2020 | 1,243.00 | 3,432.43 | 10,302.26 | 39,606.39 | 54,584.08 |

* Including remeasurement of defined employee benefit plan

Significant Accounting policies and notes to the Financial Statements

2

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For MANESH MEHTA & ASSOCIATES
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 Date :27th July 2020

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 (DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
 Date :27th July 2020

MANOJ I. AJMERA
 MANAGING DIRECTOR
 (DIN : 00013728)

COMPANY SECRETARY

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

| | Year ended 31st March, 2020 | Year ended 31st March, 2019 |
|--|--------------------------------|--------------------------------|
| Cash Flow From Operating Activities: | | |
| Profit before tax as per Statement of Profit and Loss | 3,771.14 | 8,270.89 |
| Adjustments for | | |
| Depreciation and amortisation | 185.00 | 189.18 |
| Interest Income(including fair value change in financial instruments) | (65.99) | (62.82) |
| Interest expenses(including fair value change in financial instruments) | 6,508.00 | 4,754.23 |
| Re-Measurement gains/(losses)on defined benefit plans | (16.78) | (53.80) |
| Dividend Income | (16.00) | (1,116.00) |
| Operating Profit before working capital changes | 10,365.37 | 11,981.67 |
| Movements in working capital: | | |
| Increase/(decrease) in trade payables | (910.38) | (20.25) |
| Increase/(decrease) in Other Liabilities | (6,629.67) | (17,030.78) |
| Increase/(decrease) in provisions | (217.99) | 231.22 |
| Decrease/(increase) in Loans and Advances | (2,848.59) | (9,811.18) |
| Decrease/(increase) in trade receivables | 17.99 | 368.80 |
| Decrease/(increase) in inventories | 1,950.48 | (10,059.56) |
| Cash generated from/(used in) operating activities | 1,727.20 | (24,340.07) |
| Direct taxes paid | (949.12) | (1,654.18) |
| Net cash flow from/(used in) operating activities (A) | 778.08 | (25,994.24) |
| Cash flow from investing activities: | | |
| (Acquisition) / (adjustments) / sale of property, plant and equipment, investment properties, intangible assets / addition to capital work in progress (net) | (39.24) | (345.72) |
| Interest received | 65.99 | 62.82 |
| Dividend received | 16.00 | 1,116.00 |
| Net Proceeds from/(Investments in) bank Deposits(having original maturity of more than 3 months) | (57.34) | 206.47 |
| (Acquisition) / sale of investments (net) | - | - |
| (Increase) / decrease in other assets | (21.74) | (2,587.65) |
| Net cash flow from/(used in) investing activities (B) | (36.34) | (1,548.07) |
| Cash flow from financing activities: | | |
| Increase in equity share capital (including share premium) | | |
| Proceeds from borrowings | 5,619.84 | 35,964.78 |
| (Acquisition) / sale of investments (net) | (0.80) | (1,688.27) |
| Interest paid | (6,508.00) | (4,754.23) |
| Dividend paid (including dividend distribution tax) | (496.79) | (1,185.60) |
| Net cash flow from/(used in) financing activities (C) | (1,385.74) | 28,336.69 |
| Net increase/(decrease) in cash and cash equivalents (A)+(B)+ (C) | (644.03) | 794.38 |
| Add: Cash and cash equivalents at the beginning of the year | 988.54 | 194.16 |
| Cash and cash equivalents as of the ended of the year | 344.51 | 988.54 |
| Significant Accounting policies and notes to | 2 | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
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Firm Reg. No. 115832W

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Membership No. 36032
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Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

NOTES TO ACCOUNTS

1. Corporate Information

Ajmera Realty & Infra India limited is a public company domiciled in India and incorporated under the provisions of the Indian Companies Act, 1956. Its shares are listed on two stock exchanges in India. The company is engaged in real estate business.

2. Significant Accounting Policy

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of The Companies Act, 2013 Read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015 by Ministry of Corporate Affairs ('MCA') as amended by the Companies (Indian Accounting Standards) rules, 2016.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in Accounting Policies below.

2.2 Current and Non Current Classification

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

- i. It is expected to be realized/ settled, or is intended for sale or consumption, In the companies normal operating cycle or
- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non- current.

2.3 Plant, Property and Equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized instatement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (asset-out below) prescribed in Schedule II to the Act:

| Asset Category | Estimated Useful Life |
|----------------------|-----------------------|
| Plant & Equipments | 15 Years |
| Furniture & fixtures | 10 Years |
| Vehicles | 8 Years |
| Office equipments | 5 Years |
| Computer Hardware | 3 Years |

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

2.4 Intangible Assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

The cost of capitalized software is amortized over a period of 6 years from the date of its acquisition.

2.5 Borrowing cost

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.6 Investments

- a) Investment in equity instruments of subsidiaries, joint ventures and associates

Investment in equity instruments of subsidiaries, joint ventures and associates are stated at cost as per Ind AS 27 'Separate Financial Statements'

- b) Investment in Other Equity Instruments

These investments being strategic in nature are measured at fair value through other comprehensive income (FVOCI) since these are not held for trading purposes. In absence of any contradictory information cost of

investments (net of any permanent diminution) reflects fair value of these instruments

2.7 Inventories:

Direct expenditure relating to construction 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 construction and real estate activity. Cost incurred/items purchased specifically for projects are taken as consumed as and when incurred/ received.

Work-in-progress - Contractual: Cost of work yet to be certified/ billed, as it pertains to contract costs that relate to future activity on the contract, are recognised as contract work-in-progress provided it is probable that they will be recovered. Contractual work-in-progress is valued at lower of cost and net realisable value.

Work-in-progress - Real estate projects (including land inventory): Represents cost incurred in respect of unsold area of the real estate development projects or cost incurred on projects where the revenue is yet to be recognised. Real estate work-in-progress is valued at lower of cost and net realisable value.

Finished goods - Flats: Valued at lower of cost and net realisable value.

Land inventory: Valued at lower of cost and net realisable value.

2.8 Revenue Recognition

Effective April 1, 2018, the company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

AS 18 Revenue and Ind AS 11 Construction Contracts.

The company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application. The impact of adoption of the standard on the financial statements of the company is insignificant.

Revenue is recognised upon transfer of control of promised inventory to customers in an amount that reflects the consideration which the company expects to receive in exchange. Revenue is recognised over the period of time when control is transferred to the customer on satisfaction of performance obligation, based on contracts with customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

- i. Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the company still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method, when the stage

of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost.

Revenue from real estate projects including revenue from sale of undivided share of land [group housing] is recognised 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.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, project revenue (including from sale of undivided share of land) and project costs associated with the real estate project should be recognised 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 is recognized on execution of either an agreement or a letter of allotment

ii. 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.

iii. Dividend Income

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

iv. Other Income

Other Income is accounted on accrual basis.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

2.9 Unbilled Revenue

Revenue recognized based on policy on revenue, over and above the amount due as per the payment plans agreed with the customers.

2.10 Cost of revenue

Cost of constructed properties includes cost of land (including cost of development rights/land under agreements to purchase), estimated internal development costs, external development charges, borrowing costs, overheads, construction costs and development/construction materials, which is charged to the statement of profit and loss based on the revenue recognized as explained in accounting policy for revenue from real estate projects above, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the specific project.

2.11 Foreign Currency Transactions

Functional and Presentation Currency

The financial statements are presented in Indian Rupees (Rs.) which is also the functional and presentation currency of the Company.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

All other exchange differences towards loans and advances made to foreign subsidiary are recognized as exchange fluctuation gain or loss on the disposal of Investments.

2.12 Employee Benefit Expenses

Provident Fund

The Company makes contribution to statutory provident funding accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Gratuity

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability. Service cost on the Company's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined benefit liability is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short-term employee benefits

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The company measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

2.13 Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Minimum alternate tax ('MAT') credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the Specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognized in respect of temporary differences between carrying

amount of assets and liabilities for financial reporting purposes and corresponding amount used for Taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant on-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

2.14 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

2.15 Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.16 Trade Receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

2.17 Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default

occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

2.18 Cash and Cash Equivalent

Cash and cash equivalents comprise cash in hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

2.19 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

2.20 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

The Company has adopted Ind AS 116 using the modified retrospective method of adoption under the transitional provisions of the Standards, with the date of initial application on 1st April, 2019. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Adoption of Ind- AS 116 doesn't have any material impact on the financial statements of the Company.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right-to-use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to

the Company at the end of the lease term or the reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Right-of-use assets are also subject to impairment.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, godowns, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

2.21 Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair Value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Subsequent measurement of Financial Assets

i) **Financial assets carried at amortised cost** – a financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii) **Investments in equity instruments of subsidiaries, joint ventures and associates** – Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

iii) Financial Assets at Fair Value through FVTPL

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any financial asset as at FVTPL.

De-recognition of financial assets

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Subsequent measurement of Financial Assets

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the Same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

2.22 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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.

2.23 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Revenue and inventories – The Company recognizes revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scopes, claims (compensation, rebates etc.) and other payments to the extent they are probable

and they are capable of being reliably measured. For the purpose of making estimates for claims, the Company used the available Contractual and historical information.

Useful lives of depreciable/ amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Group used valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input i.e. significant to the fair value measurement as a whole.;

Level 1. Quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2. Input other than quoted prices included within level 1 that are observable for the assets or liabilities either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3. Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)

2.24 **Standards issued not yet effective** : There are no standards issued but not yet effective up to the date of issuance of the Company's financial statements.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Note 3 : Property, Plant and Equipment (PPE)

| DESCRIPTION | Gross Block | | | | Accumulated Depreciation | | | | Net Block | | | |
|------------------------|-----------------|--------------|--------------|------------------|--------------------------|---------------|--------------|------------------|------------------|------------------|------------------|------------------|
| | April 1, 2019 | Additions | Deductions | 31st March, 2020 | April 1, 2019 | Additions | Deductions | 31st March, 2020 | 31st March, 2020 | 31st March, 2019 | 31st March, 2019 | 31st March, 2019 |
| | | | | | | | | | | | | |
| Plant & Equipment | 561.15 | 41.47 | 56.07 | 546.55 | 242.94 | 37.19 | 29.29 | 250.84 | 295.71 | 318.21 | | |
| Furniture and Fixtures | 143.39 | 0.50 | - | 143.89 | 109.81 | 11.94 | - | 121.75 | 22.15 | 33.58 | | |
| Vehicles* | 1,201.74 | - | 33.49 | 1,168.25 | 636.88 | 116.30 | 29.19 | 723.98 | 444.26 | 564.86 | | |
| Office equipment | 90.99 | 1.52 | - | 92.50 | 76.54 | 3.26 | - | 79.80 | 12.70 | 14.45 | | |
| Computer hardware | 192.60 | 24.33 | - | 216.93 | 152.68 | 13.05 | - | 165.73 | 51.20 | 39.92 | | |
| TOTAL | 2,189.86 | 67.82 | 89.56 | 2,168.12 | 1,218.84 | 181.74 | 58.48 | 1,342.10 | 826.02 | 971.02 | | |

| DESCRIPTION | Gross Block | | | | Accumulated Depreciation | | | | Net Block | | | |
|------------------------|-----------------|---------------|------------|-----------------|--------------------------|---------------|------------|-----------------|----------------|----------------|----------------|----------------|
| | April 1, 2018 | Additions | Deductions | March 31, 2019 | April 1, 2018 | Additions | Deductions | March 31, 2019 | March 31, 2019 | March 31, 2018 | March 31, 2018 | March 31, 2018 |
| | | | | | | | | | | | | |
| Plant & Equipment | 558.07 | 3.08 | 3.08 | 561.15 | 206.47 | 36.47 | - | 242.94 | 318.21 | 351.60 | | |
| Furniture and Fixtures | 142.42 | 0.97 | 0.97 | 143.39 | 96.71 | 13.10 | - | 109.81 | 33.58 | 45.71 | | |
| Vehicles* | 877.12 | 324.62 | 324.62 | 1,201.74 | 518.20 | 118.68 | - | 636.88 | 564.86 | 358.92 | | |
| Office equipment | 85.65 | 5.34 | 5.34 | 90.99 | 72.46 | 4.08 | - | 76.54 | 14.45 | 13.19 | | |
| Computer hardware | 181.14 | 11.46 | 11.46 | 192.60 | 142.11 | 10.57 | - | 152.68 | 39.92 | 39.03 | | |
| TOTAL | 1,844.40 | 345.47 | - | 2,189.87 | 1,035.95 | 182.89 | - | 1,218.84 | 971.02 | 808.45 | | |

* Vehicles are hypothecated as security for borrowings amounting to Rs.2.38 lakhs



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Note 4 : Intangible Assets

| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
|-------------------|---------------|-------------|------------|--------------------------|---------------|-------------|------------|------------------|---------------------|
| | April 1, 2019 | Additions | Deductions | 31st March, 2020 | April 1, 2019 | Additions | Deductions | 31st March, 2020 | 31st March 31, 2019 |
| Computer Software | 84.66 | 2.50 | - | 87.16 | 73.75 | 3.26 | - | 77.01 | 10.15 |
| TOTAL | 84.66 | 2.50 | - | 87.16 | 73.75 | 3.26 | - | 77.01 | 10.15 |

| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
|-------------------|---------------|-------------|------------|--------------------------|---------------|-------------|------------|----------------|----------------|
| | April 1, 2018 | Additions | Deductions | March 31, 2019 | April 1, 2018 | Additions | Deductions | March 31, 2019 | March 31, 2018 |
| Computer Software | 84.40 | 0.26 | - | 84.66 | 67.46 | 6.29 | - | 73.75 | 16.94 |
| TOTAL | 84.40 | 0.26 | - | 84.66 | 67.46 | 6.29 | - | 73.75 | 16.94 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Note 5 : Investments

| Particulars | Ownership Interest (%) | Country of Origin | Face value | No. of Shares | | ₹ in Lakhs | |
|---|------------------------|-------------------|--------------------|----------------|----------------|------------------|------------------|
| | | | | March 31, 2020 | March 31, 2019 | March 31, 2020 | March 31, 2019 |
| Investment in equity instruments (Unquoted, fully paid-up) | | | | | | | |
| Investment in subsidiaries | | | | | | | |
| Jolly Brothers Private Limited | 100 | India | Rs.1,000/- | 2,000 | 2,000 | 4,179.77 | 4,179.77 |
| Ajmera Mayfair Global Realty W.L.L. | 60 | Bahrain | Bahrain Dinar.50/- | 1,27,200 | 1,27,200 | 2,795.19 | 2,795.19 |
| Ajmera Corporation UK Ltd. | 100 | United Kingdom | 1 GBP | 4,155,000 | 4,155,000 | 3,693.57 | 3,693.57 |
| Ajmera Estates (Karnataka) Private Limited | 100 | India | Rs.10/- | 10,000 | 10,000 | 1.00 | 1.00 |
| Ajmera Clean Green Energy Limited | 100 | India | Rs.10/- | 50,000 | 50,000 | 5.00 | 5.00 |
| Ajmera Realty Ventures Private Limited | 100 | India | Rs.10/- | 10,000 | 10,000 | 1.00 | 1.00 |
| Ajmera Realcon Private Limited | 100 | India | Rs.10/- | 10,000 | 10,000 | 1.00 | 1.00 |
| Radha Raman Dev Ventures Private Limited | 100 | India | Rs.10/- | 10,000 | 10,000 | 1.00 | 1.00 |
| Laudable infrastructure LLP | | India | | - | - | 27.53 | 27.53 |
| Sana Build Pro LLP | Refer Note below | India | | - | - | 0.75 | 0.75 |
| Ajmera Infra Development LLP | | India | | - | - | 3.00 | 3.00 |
| Sana Building Products LLP | | India | | - | - | 0.75 | 0.75 |
| Shree Yogi Realcon Private Limited | | 80 | India | Rs.10/- | 8,000 | - | 0.80 |
| Anirdesh Developers Private Limited* | 84.9 | India | Rs.10/- | 10,000 | - | 8.49 | 8.49 |
| | | | | | | 10,718.84 | 10,718.04 |
| Investment in associates | | | | | | | |
| Ultratech Property Developers Private Limited | 36 | India | Rs.10/- | 360,000 | 360,000 | 37.08 | 37.08 |
| V.M.Procon Private limited | 50 | India | Rs.10/- | 20,000 | 20,000 | 2.00 | 2.00 |
| | | | | | | 39.08 | 39.08 |
| Investment in preference Shares (Unquoted, fully paid-up) | | | | | | | |
| Investment in Associates | | | | | | | |
| V.M.Procon Private Limited | 50 | India | Rs.100/- | 2,000,000 | 2,000,000 | 2,160.00 | 2,160.00 |
| | | | | | | 2,160.00 | 2,160.00 |
| Investment in other Equity Instruments Unquoted | | | | | | | |
| Modulex Construction Technologies Limited | | India | Rs.10/- | 5000000 | 5000000 | 500.00 | 500.00 |
| | | | | | | 500.00 | 500.00 |
| Total Investments | | | | | | 13,417.92 | 13,417.12 |

* Anirdesh Development LLP converted into Anirdesh Developers Private Limited on 28th September 2019



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

| Investment in Limited Liability Partnership | Profit Sharing Ratio(%) | | Amount in Lakhs | |
|---|-------------------------|-------------------|-------------------|-------------------|
| | March 31, 2020 | March 31, 2019 | March 31, 2020 | March 31, 2019 |
| Laudable infrastructure LLP | | | | |
| Shri.Sanjay C Ajmera | 3.15% | 3.15% | 1.05 | 1.05 |
| Shri. Dhaval R Ajmera | 2.70% | 2.70% | 0.90 | 0.90 |
| Shri. Manoj I Ajmera | 2.10% | 2.10% | 0.70 | 0.70 |
| Smt. Rupal M Ajmera | 2.10% | 2.10% | 0.70 | 0.70 |
| Shri. Mona B Ajmera | 2.30% | 2.30% | 0.77 | 0.77 |
| Shri. Atul C Ajmera | 3.15% | 3.15% | 1.05 | 1.05 |
| Smt. Kokila S Ajmera | 2.10% | 2.10% | 0.70 | 0.70 |
| Smt. Bharti R Ajmera | 5.10% | 5.10% | 1.70 | 1.70 |
| Smt. Twishal N Ajmera | 2.70% | 2.70% | 0.90 | 0.90 |
| Shri. Ashwin B Ajmera | 2.30% | 2.30% | 0.77 | 0.77 |
| Shri. Jigar S. Ajmera | 2.30% | 2.30% | 0.77 | 0.77 |
| Ajmera Realty & Infra India Limited | 70.00% | 70.00% | 23.29 | 23.29 |
| | 100.00% | 100.00% | 33.27 | 33.27 |
| Sana Build Pro LLP | | | | |
| Ajmera Realty & Infra India Ltd | 74.90% | 74.90% | 0.75 | 0.75 |
| Deepak Gadhia | 25.00% | 25.00% | 0.25 | 0.25 |
| Manoj I Ajmera | 0.10% | 0.10% | 0.00 | 0.00 |
| | 100.00% | 100.00% | 1.00 | 1.00 |
| Investment in Sana Building Products LLP | | | | |
| Ajmera Realty & Infra India Ltd | 74.90% | 74.90% | 0.75 | 0.75 |
| Deepak Gadhia | 25.00% | 25.00% | 0.25 | 0.25 |
| Manoj I Ajmera | 0.10% | 0.10% | 0.00 | 0.00 |
| | 100.00% | 100.00% | 1.00 | 1.00 |
| Ajmera Infra Development LLP | | | | |
| Mr. Manoj I. Ajmera | 2.10% | 2.10% | 0.02 | 0.02 |
| Mr. Rushi M. Ajmera | 2.10% | 2.10% | 0.02 | 0.02 |
| Mr.Jigar S. Ajmera | 2.30% | 2.30% | 0.02 | 0.02 |
| Mr.Yash B. Ajmera | 2.30% | 2.30% | 0.02 | 0.02 |
| Mr. Ashwin B. Ajmera | 2.30% | 2.30% | 0.02 | 0.02 |
| Mr. Atul C. Ajmera | 3.15% | 3.15% | 0.03 | 0.03 |
| Mr. Sanjay C. Ajmera | 3.15% | 3.15% | 0.03 | 0.03 |
| Ms. Kokila S. Ajmera | 2.10% | 2.10% | 0.02 | 0.02 |
| Mr. Nimish S. Ajmera | 2.70% | 2.70% | 0.03 | 0.03 |
| Mr.Rajnikant S. Ajmera | 5.10% | 5.10% | 0.05 | 0.05 |
| Mr. Dhaval R. Ajmera | 2.70% | 2.70% | 0.03 | 0.03 |
| Ajmera Realty & Infra India Ltd | 70.00% | 70.00% | 0.70 | 0.70 |
| | 100.00% | 100.00% | 1.00 | 1.00 |
| Anirdesh Developers LLP* | | | | |
| Nimish S. Ajmera | | 0.10% | | 0.01 |
| Ajmera Realty and Infra India Limited | | 84.90% | | 8.49 |
| Vaibhav Kokate | | 15.00% | | 1.50 |
| | | 100.00% | | 10.00 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|----------|---|------------------|------------------|
| 6 | Loans | | |
| | Security deposits | | |
| | - Unsecured Considered good | 2,288.12 | 290.85 |
| | Loans to related parties (Refer Note No.39) | 54,560.95 | 53,706.32 |
| | Total | 56,849.07 | 53,997.17 |
| 7 | Others Financial Assets | | |
| | Interest Receivable | 181.36 | 124.39 |
| | Other Advances* | - | 1.31 |
| | Total | 181.36 | 125.70 |
| 8 | Other Non Current Assets | | |
| | Prepaid Expenses | - | 0.56 |
| | Advance Interest & Processing Fees | - | 22.25 |
| | Others | 3,061.83 | 2,921.82 |
| | Total | 3,061.83 | 2,944.63 |
| 9 | Inventories | | |
| | Opening Balance | | |
| | Cost of Land | 39.31 | 39.31 |
| | Cost of Infrastructure, Development and Filling | 62,152.92 | 52,093.36 |
| | A | 62,192.23 | 52,132.67 |
| | Additions | | |
| | Material Purchase | 2,745.12 | 3,016.21 |
| | Labour Charges | 6,547.91 | 11,024.29 |
| | Rent,Rates and Taxes | 489.49 | 1,534.02 |
| | General Administrative Expenses | 4,295.12 | 11,585.04 |
| | Other Expenses | 11,332.91 | 10,163.71 |
| | B | 25,410.55 | 37,323.27 |
| | Total | A+B | 87,602.78 |
| | Less: Transferred to Statement of Profit & Loss | C | 28,651.41 |
| | Closing Balance WIP | A+B-C=D | 58,951.37 |
| | Trading Stock | E | 1,290.38 |
| | Total | D+E | 60,241.75 |
| | Inventory is Valued at Cost. Borrowing cost included in Inventory is Rs.15034.39 Lakhs in 31.03.20 and Rs.7766.06 Lakhs in 31.03.19 | | |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|------------|---|------------------|------------------|
| 10 | Trade Receivables | | |
| | Unsecured | | |
| (a) | Over six months from the date they were due for payment | | |
| | Considered good | 4,650.23 | 6,773.82 |
| | Less : Allowance for credit loss | 33.87 | 33.87 |
| | A | 4,616.36 | 6,739.95 |
| (b) | Others | | |
| | Considered good | 12,144.61 | 10,039.01 |
| | Less : Allowance for credit loss | - | - |
| | Total | 16,760.97 | 16,778.96 |
| | | A+B | |
| | | 16,760.97 | 16,778.96 |
| | The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data. | | |
| | Movement in allowance for credit loss | | |
| | Particulars | Amount | |
| | Opening Balance as on 01.04.2019 | 33.87 | |
| | (+) Provided during the year | - | |
| | (-) Reversal during the year | - | |
| | Balance as on 31.03.2020 | 33.87 | |
| 11 | Cash and Bank Balances | | |
| | Cash and cash equivalents | | |
| | Balances with banks | | |
| | - In current accounts | 306.61 | 951.96 |
| | Cash in hand | 37.90 | 36.58 |
| | Total | 344.51 | 988.54 |
| 12 | Bank Balance other than above | | |
| | Cash and cash equivalents | | |
| | Balances with banks | | |
| | - In Unpaid Dividend account | 66.66 | 75.84 |
| | - Bank deposits with Maturity with more than 3 Months | 34.03 | 32.10 |
| | Held as margin money, guarantees or other earmarked balances | 1,064.63 | 1,000.03 |
| | Total | 1,165.32 | 1,107.97 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|--|------------------|------------------|
| 13 | Loans | | |
| | Unsecured Considered good | | |
| | Loans to Employees | 3.93 | 6.52 |
| | Other Loans | 11.51 | 12.24 |
| | Total | 15.44 | 18.76 |
| 14 | Current Tax Assets (Net) | | |
| | Advance Tax (net of Provisions) | 1,184.52 | 1,002.19 |
| | Total | 1,184.52 | 1,002.19 |
| 15 | Other Current Assets | | |
| | Balance with Government Authorities | 2,007.20 | 1,983.60 |
| | Prepaid Expenses | 80.31 | 38.90 |
| | Interest and Processing Fees paid in Advance | 22.25 | 22.25 |
| | Advances to Suppliers | | |
| | - Considered good | 799.27 | 1,197.72 |
| | Total | 2,909.03 | 3,242.47 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 16 | EQUITY SHARE CAPITAL | | |
| | Authorised | | |
| | 15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of ₹ 10/- each. | 15,000.00 | 15,000.00 |
| | ISSUED SUBSCRIBED AND PAID UP | | |
| | 3,54,84,875 (Previous Year 3,54,84,875) Equity Shares of ₹ 10/- each, fully paid up | 3,548.49 | 3,548.49 |
| | Total | 3,548.49 | 3,548.49 |

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

| Equity shares | Nos. | Amount in Rs. | Nos. | Amount in Rs. |
|---|-------------------|-----------------|-------------------|-----------------|
| At the beginning of the period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |
| Issued during the year | - | - | - | - |
| Bought-back during the year | - | - | - | - |
| Outstanding at the end of the period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |

b. Term/rights attached

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The Final 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 31st March, 2020, the amount of per share dividend recognised as distributions to equity shareholders was Rs.1.40 per share (Previous year Rs. 3.30 per share) as Final Dividend.

c. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

For the period of five years starting from preceding date

Year 2018-2019

Year 2017-2018

Year 2016-2017

Year 2015-2016

Year 2014-2015

d. Details of shareholders holding more than 5% shares in the company

| | Nos. | % holding | Nos. | % holding |
|---|----------|-----------|----------|-----------|
| Equity shares of Rs. 10 each fully paid | | | | |
| ARIIL Trust through its representative of Mr. Shashikant S. Ajmera, Trustee and Mr. Rajnikant S. Ajmera, Trustee and Mr. Manoj I. Ajmera, Trustee | 20431375 | 57.58 | 18737759 | 52.80 |
| Fahrenheit Fun N Games Private Limited | 2499999 | 7.05 | 2499999 | 7.05 |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|--|------------------|------------------|
| 17 | OTHER EQUITY | | |
| | Capital Reserve | | |
| | Opening Balance | 1,243.00 | 1,243.00 |
| | Addition during the year | - | - |
| | Closing Balance A | 1,243.00 | 1,243.00 |
| | Securities Premium | | |
| | Opening Balance | 3,432.43 | 3,432.43 |
| | Addition during the year | - | - |
| | Closing Balance B | 3,432.43 | 3,432.43 |
| | General Reserve | | |
| | Opening Balance | 10,021.73 | 9,365.44 |
| | Add: Transfer from Profit & Loss | 280.52 | 656.29 |
| | Ind As Adjustment | | |
| | Closing Balance C | 10,302.25 | 10,021.73 |
| | Surplus/(Deficit) in the Statement of Profit and Loss | | |
| | As per last accounts | 37,578.47 | 32,857.44 |
| | Add: Profit for the Year | 2,805.24 | 6,562.91 |
| | Closing Balance (i) | 40,383.71 | 39,420.35 |
| | Less: Appropriations | | |
| | Interim & Final Equity Dividend | 496.79 | 1,171.00 |
| | Tax on Proposed Equity dividend | - | 14.59 |
| | Transfere to debenture redemption reserve | | - |
| | Transfer to General Reserve | 280.52 | 656.29 |
| | Total appropriations (ii) | 777.31 | 1,841.88 |
| | D(i-ii) | 39,606.40 | 37,578.47 |
| | Total A+B+C+D | 54,584.08 | 52,275.63 |
| 18 | NON CURRENT BORROWINGS | | |
| | Secured borrowings | | |
| | Term Loans from Banks * | 25,086.06 | 49,956.81 |
| | From Financial Institutions ** | 47,700.00 | 17,213.68 |
| | Other deposits | 45.51 | 41.24 |
| | Total | 72,831.57 | 67,211.73 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|--|--|------------------|------------------|
| <p>* Term loans from Banks includes borrowings from ICICI Bank having an effective rate of interest of 11.55% repayable in specified monthly installments secured against:</p> <ol style="list-style-type: none"> Residential cum Commercial project "Treon" having saleable area of approx. 5,40,004 sqft along with the underlying land measuring admeasuring approximately 4,410 sq.mt situated at sub plot A bearing CTS No. 1A/2 of village Anik at Chembur admeasuring 72,778.9 sq.mt and Residential cum Commercial project "Zeon" having saleable area of approx. 5,40,004 sqft along with the underlying land measuring admeasuring approximately 4,152 sq.mt situated at sub plot A bearing CTS No. 1A/2 of village Anik at Chembur admeasuring 72,778.9 sq.mt Term Loans from Bank include Vehicle Loan <p>Also these borrowings have been secured by way of personal guarantee of Rajnikant Ajmera & Manoj Ajmera.</p> <p>** Loans from Financial Institutions includes borrowings from HDFC Bank having an effective rate of interest of 11.85% repayable in specified monthly installments secured against:</p> <ol style="list-style-type: none"> Mortgage of project "Ajmera Aeon" Bhakti Park, Wadala, Mumbai along with an exclusive charge on the scheduled receivables and Mortgage of all parcel of land admeasuring 72778.90 sqmt bearing CTS no. 1A/2 of village Anik Taluka Kurla Mumbai along with an exclusive charge on the scheduled receivables and all insurance proceeds Also these borrowings have been secured by way of personal guarantee of Rajnikant Ajmera, Dhaval Ajmera & Bandish Ajmera. | | | |
| 19 | TRADE PAYABLES | | |
| | Due to micro and small enterprises (refer note. No.40) | - | - |
| | Others | 2,010.82 | 1,679.11 |
| | Total | 2,010.82 | 1,679.11 |
| 20 | PROVISIONS | | |
| | Provision for Employee Benefites | | |
| | Gratuity | 362.62 | 345.36 |
| | Leave Encashment | 108.07 | 185.79 |
| | Total | 470.69 | 531.15 |
| 21 | OTHER NON CURRENT LIABILITIES | | |
| | Advance from Customers | 5,806.21 | 16,177.14 |
| | Rent Received in advance | 12.20 | 12.20 |
| | Others | 906.67 | 786.29 |
| | Total | 6,725.08 | 16,975.63 |
| 22 | TRADE PAYABLES | | |
| | Due to micro and small enterprises (refer note. No.40) | 28.38 | 156.32 |
| | Others | 3,264.21 | 4,378.38 |
| | Total | 3,292.59 | 4,534.70 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 23 | OTHER FINANCIAL LIABILITIES | | |
| | Current Maturities of long term debt (refer note no.18) | 10,267.57 | 6,748.42 |
| | Unclaimed Dividend | 97.09 | 75.84 |
| | Bank overdraft | 264.69 | 932.35 |
| | Others | 1,255.81 | 464.16 |
| | Total | 11,885.16 | 8,220.77 |
| 24 | OTHER CURRENT LIABILITIES | | |
| | Rent received in Advance | - | 4.72 |
| | Statutory Dues Payable | 97.74 | 124.88 |
| | Others | 49.84 | 61.50 |
| | Total | 147.58 | 191.10 |
| 25 | PROVISIONS | | |
| | Provision for Employee Benefites | | |
| | Gratuity | 11.94 | 25.51 |
| | Bonus | 99.76 | 99.76 |
| | Leave benefits | 10.10 | 31.46 |
| | Others | | |
| | Provision for Proposed Dividend | 496.79 | 1,171.00 |
| | Provision for Expenses | 853.24 | 301.63 |
| | Total | 1,471.83 | 1,629.36 |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 26 | REVENUE FROM OPERATIONS | | |
| | Sale of Products- Flat Sold | 32,261.82 | 34,285.01 |
| | Total | 32,261.82 | 34,285.01 |
| 27 | OTHER INCOME | | |
| | Interest income on | | |
| | Bank deposits | 65.99 | 62.82 |
| | Dividend income on | | |
| | Investment in subsidiaries | 16.00 | 1,116.00 |
| | Other Non-Operating Income | 195.37 | 200.23 |
| | Share of Profit from Subsidiaries | - | 6.54 |
| | Miscellaneous Income | 78.69 | 53.18 |
| | Total | 356.05 | 1,438.77 |
| 28 | Construction Cost | | |
| | Material Cost | 3,807.39 | 3,509.51 |
| | Labour Cost | 8,405.05 | 8,946.85 |
| | Power and fuel | 264.35 | 274.00 |
| | MCGM Expenses | 2,169.13 | 3,117.38 |
| | Design & Technical Assistance Fees | 389.50 | 550.87 |
| | Hiring Costs | 30.18 | 38.22 |
| | Total | 15,065.60 | 16,436.83 |
| 29 | EMPLOYEE BENEFIT EXPENSES | | |
| | Employee Benefit Expenses | 2,512.83 | 2,309.58 |
| | Total | 2,512.83 | 2,309.58 |
| 30 | FINANCE COST | | |
| | Borrowing Cost | 6,508.00 | 4,754.23 |
| | Total | 6,508.00 | 4,754.23 |
| 31 | DEPRECIATION AND AMORTISATION EXPENSES | | |
| | Depreciation Expense | 185.00 | 189.18 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|--|------------------|------------------|
| | Total | 185.00 | 189.18 |
| 32 | OTHER EXPENSES | | |
| | Selling Cost | 2,184.15 | 1,461.06 |
| | General Administration Expenses | 2,222.22 | 1,982.40 |
| | Corporate Social Responsibility | 147.61 | 123.61 |
| | Professional Fees | 11.00 | 11.50 |
| | Provision for Doubtful Debts | - | 19.94 |
| | Other Expenses | - | 164.56 |
| | Loss on Sale of Fixed Assets | 10.32 | - |
| | Total | 4,575.30 | 3,763.07 |
| | Payment to Auditors | | |
| | Audit Fees | 8.00 | 8.00 |
| | Tax Audit Fees | 2.00 | 2.00 |
| | Total | 10.00 | 10.00 |
| 33 | Earning per Share (EPS) | | |
| | The following reflects the profit and share data used in the basic and diluted EPS computations. | | |
| | Profit after tax (₹ in Lakhs) | 2,805.24 | 6,562.91 |
| | Weighted average number of equity shares outstanding during the period | 35484875 | 35484875 |
| | Earning per share (EPS) | | |
| | Basic in ₹ | 7.91 | 18.49 |
| | Diluted in ₹ | 7.91 | 18.49 |

34 Contingent liabilities not provided for in respect of:

a. Income Tax Demand raised by authorities for the period and their status

| Sr. No. | Nature of dues | Amount (in Lakhs) | Period to which the amount relates | Status |
|---------|------------------|-------------------|------------------------------------|---|
| 1 | Tax and Interest | 0.31 | A.Y. 2010-2011 | Order u/s 143(3). Wrong Tax Liability Computed. Rectification letter is filed |
| 2 | Tax and Interest | 49.16 | A.Y. 2011-2012 | Order u/s 143(3) Wrong Tax Liability Computed. Rectification letter is filed. |
| 3 | Income Tax | 78.97 | A.Y 2013-2014 | Order u/s 143. Wrong Tax Liability Computed. Rectification letter is filed |
| 4 | Tax and Interest | 7.09 | A.Y 2015-2016 | Wrong demand u/s 154. Rectification letter is filed. |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

35. Sitting Fess paid to Directors other than managing / whole time directors:

(₹ In Lakhs)

| Particulars | 2019-2020 | 2018-2019 |
|--------------|-------------|-------------|
| Sitting Fees | 5.60 | 4.16 |
| Total | 5.60 | 4.16 |

36. Details of Auditor's remuneration :

(₹ In Lakhs)

| Particulars | 2019-2020 | 2018-19 |
|----------------|--------------|--------------|
| Audit Fees | 8.00 | 8.00 |
| Tax Audit Fees | 2.00 | 2.00 |
| Total | 10.00 | 10.00 |

37. Employee Benefit

Consequent to Ind AS 19 "Employee Benefits", the company has reviewed and revised its accounting policy in respect of employee benefits.

| Sr. No. | Particulars | ₹ in Lakhs as on 31.03.2020 | | |
|------------|---|--------------------------------|----------------------------|-----------------|
| | | Gratuity (Unfunded) | Leave Salary (Unfunded) | Total |
| [I] | Reconciliation in Present Value of Obligation (PVO) - defined benefits | | | |
| | Current Service Cost | 48.96 | 61.08 | 110.04 |
| | | 48.10 | (29.62) | 18.48 |
| | Interest Cost | 23.09 | 16.29 | 39.38 |
| | | 23.86 | 15.96 | 39.82 |
| | Actuarial (gain)/ losses | 16.78 | (156.80) | (140.02) |
| | | 13.32 | 48.48 | 61.80 |
| | Benefits Paid | (22.14) | (19.65) | (41.79) |
| | | (22.30) | (15.60) | (37.90) |
| | Past service cost | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | PVO at the beginning of the year | 370.87 | 217.25 | 588.12 |
| | | 307.89 | 206.02 | 513.91 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

| Sr. No. | Particulars | ₹ in Lakhs as on 31.03.2020 | | |
|--------------|--|--------------------------------|----------------------------|----------|
| | | Gratuity (Unfunded) | Leave Salary (Unfunded) | Total |
| | PVO at end of the year | 374.56 | 118.17 | 492.73 |
| | | 370.87 | 217.25 | 588.12 |
| [II] | Change in fair value of plan assets : | | | |
| | Expected Return on plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Actuarial (gain)/ losses | 16.78 | (156.80) | (140.02) |
| | | 13.32 | 48.48 | 61.80 |
| | Contribution by employers | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Benefits Paid | (22.14) | (19.65) | (41.79) |
| | | (22.30) | (15.60) | (37.90) |
| | Fair value of plan assets at the beginning of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Fair value of plan assets at end of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| [III] | Reconciliation of PVO and fair value of plan assets : | | | |
| | PVO at end of period | 374.56 | 118.17 | 492.73 |
| | | 370.87 | 217.25 | 588.12 |
| | Fair value of plan assets at end of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Funded status | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Unrecognised actuarial (gain)/ losses | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Net assets/(liability) recognised in the balance sheet | (374.56) | (118.17) | (492.73) |
| | | (370.87) | (217.25) | (588.12) |
| [IV] | Net cost for the year ended March 31, 2020 : | | | |
| | Current Service Cost | 48.96 | 61.08 | 110.04 |
| | | 48.10 | (29.62) | 18.48 |
| | Interest Cost | 23.09 | 16.29 | 39.38 |
| | | 23.86 | 15.96 | 39.82 |
| | Expected Return on plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Actuarial (gain)/ losses | 16.77 | (156.80) | 140.03 |
| | | 13.32 | 48.48 | 61.80 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

| Sr. No. | Particulars | ₹ in Lakhs as on 31.03.2020 | | |
|---------|---|--------------------------------|----------------------------|-------|
| | | Gratuity (Unfunded) | Leave Salary (Unfunded) | Total |
| | Net Cost | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| [V] | Category of assets as at March 31, 2020 | | | |
| [VI] | Actual return of plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| [VII] | Assumption used in accounting for the Gratuity & Leave Salary plan: | | | |
| | Discount rate (%) | 6.75% | 6.75% | |
| | | 7.50% | 7.50% | |
| | Salary escalation rate(%) | 8.00% | 8.00% | |
| | | 8.00% | 8.00% | |
| | Expected amount of return on plan assets | NIL | NIL | |
| | | NIL | NIL | |

Figures in Bold represents current financial year & others represents for previous year.

38. The Company primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Ind AS 108.

39. Related Party Disclosures:

a. Name of Related Parties and Related Party Relationship

| | | |
|--------------------------|------|---|
| Key Management Personnel | i] | Mr. Manoj I. Ajmera (Managing Director) |
| | ii] | Mr. O. P. Gandhi (Group Chief Financial Officer) |
| | iii] | Ms. Harshini D. Ajmera (Company Secretary) |

b. Relatives of Key Management Personnel

- RUPAL M. AJMERA
- TANVI M. AJMERA
- RUSHI M. AJMERA
- ISHWARLAL S. AJMERA HUF
- MANOJ I. AJMERA HUF
- RITA MITUL MEHTA
- DILIP C. AJMERA
- JYOTI D. AJMERA
- RIDDHI D. AJMERA
- SUMAN O. GANDHI
- NUPUR O. GANDHI
- GAURAV O. GANDHI

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

C. Related Parties Where Control exists

| | |
|--------------|--|
| Subsidiaries | i. Jolly Brothers Private limited |
| | ii. Ajmera Estate Karnataka Private Limited |
| | iii. Ajmera Mayfair Global W.L.L |
| | iv. Ajmera Clean Green Energy Limited |
| | v. Ajmera Realty Ventures Private Limited |
| | vi. Ajmera Realcon Private Limited |
| | vii. Laudable Infrastructure LLP |
| | viii. Ajmera Corporation UK Ltd |
| | ix. Radha Raman Dev Ventures Private Limited |
| | x. Sana Buildpro LLP |
| | xi. Sana Building Products LLP |
| | xii. Ajmera Infra Developers LLP |
| | xiii. Anirdesh Developers Private Limited |
| | xiv. Shri Yogi Realcon Private Limited |

D. Associates/Joint Ventures

| |
|---|
| i. Ajmera Housing Corporation Bangalore |
| ii. V.M. Procon Private limited |
| iii. Sumedha Spacelinks LLP |
| iv. Ultratech Property Developers Private Limited |

E. Other Related Parties

| |
|----------------------------------|
| i. Ajmera Cement Private Limited |
|----------------------------------|

F. Related Party Transactions:

a. Disclosure in respect of material transactions with related parties

(₹ in lakhs)

| Transactions | Associates/ Subsidiary | | Directors and Relatives | | Maximum Outstanding | | Closing Balances | |
|----------------------------|------------------------|-----------|-------------------------|----------|---------------------|-----------|------------------|----------|
| | FY 19-20 | FY 18-19 | FY 19-20 | FY 18-19 | FY 19-20 | FY 18-19 | FY 19-20 | FY 18-19 |
| Remuneration Paid | | - | 376.01 | 385.39 | - | - | - | - |
| Finance Received / (Given) | 804.29 | 12,433.98 | - | - | 54,650.95 | 55,481.43 | 54,650.95 | 53706.32 |
| Purchase of Goods | 243.92 | 3.12 | - | - | 243.92 | 1.39 | -1.39 | 1.39 |
| Rent Paid | 50.10 | 59.12 | - | - | | | | |
| Dividend Received | - | 1,100.00 | - | - | | | | |
| Management Fees | 132.61 | 77.46 | - | - | | | | |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

b Disclosure in respect of material transactions with related parties (₹ in lakhs)

| Nature of Transaction | Name of Related Parties | Transactions 2019-2020 | Transactions 2018-2019 |
|--|---|---------------------------------------|---------------------------|
| | Directors | | |
| Remuneration paid to Directors & Key Management Personnel | Mr. Rajnikant Shamalji Ajmera (Chairman & Managing Director) | 144.76 | 144.70 |
| | Mr. Manoj Ishwarlal Ajmers (Managing Director) | 105.69 | 105.69 |
| | Mr. Sanjay Chhotalal Ajmera (Wholetime Director) | 55.79 | 55.79 |
| | Mr. Omprakash Gandhi (Group Chief Financial Officer) | 59.96 | 68.98 |
| | Ms. Harshini D. Ajmera (Company Secretary) | 9.81 | 10.17 |
| | | 376.01 | 385.33 |
| | | | |
| | | Subsidiaries | |
| Finance Given / (Received) | Ajmera Estates (Karnataka) Private Limited | 2605.17 | 6874.34 |
| | Jolly Brothers Private limited | 219.69 | -0.50 |
| | Ajmera Mayfair Global Realty W.L.L | 0.00 | 59.74 |
| | Ajmera Corporation UK Limited | 0.00 | 4637.64 |
| | Anirdesh Developers Private Limited | 6.86 | 300.00 |
| | Ajmera Infra Development Llp | (213.00) | 223.46 |
| | Laudable Infrastructure LLP | 138.82 | (122.92) |
| | Ajmera Realty Ventures Private Limited | (2305.00) | (497.50) |
| | Total | 452.54 | 11474.26 |
| | | Associate & Joint Ventures | |
| Material Purchase | Ajmera Cement Private Limited | 0.00 | 3.12 |
| | Vijay Nagar Corporation | 243.92 | 0.00 |
| | Total | 243.92 | 3.12 |
| Finance Given / (Received) | Ultratech Property Developers P Ltd | 649 | 959.71 |
| | V.M.Procons Private Limited | (297.25) | - |
| | Total | 351.75 | 959.71 |
| Dividend Income | Ajmera Estates (Karnataka) Private Limited | 0.00 | 1100.00 |
| | Total | 0.00 | 1100.00 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

| Nature of Transaction | Name of Related Parties | Transactions 2019-2020 | Transactions 2018-2019 |
|-----------------------|--------------------------------------|---------------------------|---------------------------|
| Rent Paid | Pramukh Development Corporation | 50.10 | 59.12 |
| | Total | 50.10 | 59.12 |
| Management Fees | Times Square Facility Management LLP | 132.61 | 77.46 |
| | Total | 132.61 | 77.46 |

40. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

- The principal amount Rs. 28.38 (Previous Year Rs. 156.32) lakhs and the interest due thereon is NIL (Previous Year NIL) remaining unpaid to any supplier at the end of each accounting year 2019-20
- The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.
- The amount of Interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
- The amount of Interest accrued and remaining unpaid at the end of each accounting year Nil
- The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is Nil

The above information and that given in note no.19 & 22 –“Trade Payables” regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of available with the company. This has been relied upon by the auditors.

41. The Company has re – assessed the useful life of assets for the purpose of determination of depreciation in the manner prescribed under the Schedule II of the Companies Act, 2013.

42. Capital Management Policy

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

| Particulars | 31.03.2020 | 31.03.2019 |
|------------------------------|------------------|------------------|
| Net Debt | | |
| Non-Current Borrowings | 72,831.57 | 67,211.73 |
| Current Borrowings | - | - |
| Current Maturities of LTD | 10,267.57 | 6,748.42 |
| (-) Cash and Cash Equivalent | (344.51) | (988.54) |
| Total | 82,754.62 | 72,971.61 |
| Total Equity | | |
| Equity Share Capital | 3,548.49 | 3,548.49 |
| Other Equity | 54,584.08 | 52,275.63 |
| Total | 58,132.57 | 55,824.11 |
| Debt to Equity Ratio | 1.42 | 1.31 |

43. Financial Risk Management: Disclosure of Financial Instruments by category

For amortised cost instruments, carrying value represents the best estimate of fair value.

₹ in Lakhs

| Particulars | 31.03.2020 | | | 31.03.2019 | | |
|--|------------|---------------|------------------|------------|---------------|------------------|
| | FVTPL | FVOCI | AMORTISED COST | FVTPL | FVOCI | AMORTISED COST |
| Financial Assets | | | | | | |
| Investment in subsidiaries, associates and joint ventures* | - | - | 12,917.92 | - | - | 12,917.12 |
| Other Investment | - | 500.00 | - | - | 500.00 | - |
| Security Deposits | - | - | 2,288.12 | - | - | 290.84 |
| Loans advanced to related parties | - | - | 54,560.95 | - | - | 53,706.32 |
| Other loans and Advances | - | - | 15.44 | - | - | 18.76 |
| Other financial assets | - | - | 181.36 | - | - | 125.70 |
| Trade Receivables | - | - | 16,760.97 | - | - | 16,778.96 |
| Cash & Cash Equivalent | - | - | 344.51 | - | - | 988.54 |
| Other Bank Balances | - | - | 1,165.32 | - | - | 1,107.97 |
| | - | 500.00 | 88,234.59 | - | 500.00 | 85,931.23 |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 72,786.06 | - | - | 67,170.49 |
| Trade Payables | - | - | 5,303.42 | - | - | 6,213.80 |
| Other Financial Liabilities | - | - | 11,885.15 | - | - | 8,220.77 |
| Security Deposits | 32.88 | - | 12.63 | 28.61 | - | 12.63 |

* All the investments in subsidiaries, associates and joint ventures are stated at cost as per Ind AS 27 'Separate Financial Statements'.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

FVTPL by way of Level 3 Input i.e unobservable inputs for assets and liabilities.

Types of Risk and its management

The Group's activities expose it to market risk, liquidity risk and credit risk. Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

a. Credit Risk

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

b. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

c. Foreign Currency Risk

The Group has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not the Group's functional currency.

44. Capital and other commitments

Capital and other commitments on account of revenue as well as capital nature is Rs. 713.03 Lakhs (P.Y Rs. 4311.62 Lakhs)

45. Corporate Social Responsibility

Company has spent total of Rs.147.61 Lakhs (Previous Year Rs.123.61 Lakhs) during the financial year 2019-2020 towards Corporate Social Responsibility against the total requirement of Rs. 147.61 Lakhs (Previous Year Rs.123.61 Lakhs)

46. The Balance in Debtors and Creditors are subject to confirmation and reconciliation, if any. However as per management opinion no material impact on financial statements out of such reconciliation is anticipated.

47. Subsequent events

There is not any subsequent event reported after the date of financial statements.



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

48. At the end of the year the Company has net deferred tax assets as per the provision of IND AS - 12 "Income Taxes", as a prudence policy the said Deferred Tax Assets has not been recognized which is in accordance with the Ind AS 12

49. Regrouping of Previous Year Figures.

The company has regrouped / rearranged and reclassified previous year figures to conform to current year's classification.

As per our report of even date

For MANESH MEHTA & ASSOCIATES

Chartered Accountants

Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER

Membership No. 36032

UDIN :20036032AAAABX9741

Place : Vadodara

Date :27th July 2020

For & on behalf of Board Of Directors of

AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA

CHAIRMAN & MANAGING DIRECTOR

(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai

Date :27th July 2020

MANOJ I. AJMERA

MANAGING DIRECTOR

(DIN : 00013728)

COMPANY SECRETARY

INDEPENDENT AUDITOR'S REPORT

To
The Members of
AJMERA REALTY & INFRA INDIA LIMITED
MUMBAI,

Report on the audit of the Consolidated financial statements

Opinion

We have audited the accompanying consolidated financial statements of **AJMERA REALTY & INFRA INDIA LIMITED** ("the Holding Company") and its subsidiaries and associates (the Company and its subsidiaries and associates together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2020, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March, 2020 and

its consolidated profit and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

| Sr. No. | Key Audit Matter | Auditor's response |
|---------|---|---|
| 1. | Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances as per Ind AS 115 "Revenue from Contracts with Customers" | <p>Principal Audit Procedures</p> <p>We assessed the Company's process to identify the impact of revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> |



| | |
|--|---|
| <p>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> | <ul style="list-style-type: none"> Ø Evaluated the design of internal controls relating to implementation of the revenue accounting standard. Ø Selected a sample of continuing and contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. |
| <p>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> | <ul style="list-style-type: none"> Ø Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the revenue accounting standard. Ø Selected a sample of continuing and contracts and performed the following procedures: |
| | <ul style="list-style-type: none"> • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. |

Information Other than the Consolidated financial statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the

other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated financial statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated

financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies and associates which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the standalone consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities



or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters, if any, that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements and other financial information of subsidiaries /associates / Joint ventures included in the consolidated financial statements; whose financial statements reflect total assets of ₹ 40,190.44 Lakhs as at 31st March, 2020, total revenues of ₹ 2,442.94 Lakhs, total net profit after tax of ₹ 448.16 Lakhs and total comprehensive income is ₹448.16 Lakhs for the year ended on that date, as

considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries/associates /Joint ventures is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the report of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b) In our opinion proper books of account as required by law have been kept by the Holding Company so far as appears from our examination of those books and report of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income) Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7of the Companies (Accounts) Rules,2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary and associates companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March

31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's report of the Holding Company, its subsidiary and associate companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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) Rule, 2014, in

our opinion and to the best of our information and according to the explanations given to us :

i. The Consolidate financial statements disclose impact of pending litigation on the consolidated financial position of the group.

ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

i. There has been no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary and associate companies incorporated in India.

**FOR MANESH MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGN NO. 115832W**

**MANESH P MEHTA
PARTNER
MEMBERSHIP NO. 36032
UDIN: - 20036032AAAAABY8322**

**PLACE : VADODARA,
DATED : 27TH JULY, 2020**



ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2020, we have audited the internal financial controls over financial reporting of **AJMERA REALTY & INFRA INDIA LIMITED** ("the Holding Company") and received audit report of the statutory auditor of its subsidiary company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary Company incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group'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") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained

and if such controls operated effectively in all material respects.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated 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 consolidated 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 consolidated financial statements.

A Company's internal financial controls 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 controls over financial reporting includes those policies

and procedures that:(1) pertains 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 and its Subsidiary Companies incorporated in India, have, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, 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 Manesh Mehta & Associates
Chartered Accountants
Firm Regn No. 115832W**

**Manesh P Mehta - Partner
Membership No. 36032
UDIN: - 20036032AAAABY8322**

**Place : Vadodara,
Dated : 27th July, 2020**



CONSOLIDATED BALANCE SHEET

AS AT 31ST MARCH 2020

| | | ₹ in Lakhs | |
|---|----------|------------------------------|------------------------------|
| Particulars | Note No. | 31 st March, 2020 | 31 st March, 2019 |
| ASSETS | | | |
| (1) Non-Current Assets | | | |
| Property, Plant And Equipment | 3 | 3,394.80 | 2,916.75 |
| Goodwill | 4 | 4,159.77 | 4,159.77 |
| Other Intangible Assets | 4 | 10.14 | 10.91 |
| Financial Assets | | | |
| Investments | 5 | 3,448.55 | 3,450.43 |
| Trade Receivables | 6 | - | 90.19 |
| Loans | 7 | 39,597.55 | 33,623.60 |
| Others Financial Assets | 8 | 181.36 | 125.70 |
| Other Non-Current Assets | 9 | 3,061.83 | 2,944.63 |
| Total Non-Current Assets | | 53,854.00 | 47,321.98 |
| (2) Current Assets | | | |
| Inventories | 10 | 99,954.42 | 96,904.50 |
| Financial Assets | | | |
| Investments | 5 | 3,219.81 | 5,196.22 |
| Trade Receivables | 11 | 21,039.48 | 19,208.71 |
| Cash And Cash Equivalents | 12 | 841.20 | 1,567.53 |
| Bank Balances Other Than Above | 13 | 1,363.80 | 1,201.19 |
| Loans | 14 | 4,295.83 | 4,182.11 |
| Current Tax Assets (Net) | 15 | 1,184.92 | 1,004.38 |
| Other Current Assets | 16 | 11,404.85 | 11,385.73 |
| TOTAL ASSETS | | 143,304.32 | 140,650.37 |
| EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Equity Share Capital | 17 | 3,548.49 | 3,548.49 |
| Other Equity | 18 | 60,326.19 | 57,569.58 |
| Liabilities | | | |
| Non Controlling Interest | | 10,471.71 | 9,541.80 |
| 2 Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 19 | 86,552.97 | 79,505.77 |
| Trade Payables | 20 | - | - |
| Dues to micro and small enterprises | | - | - |
| Dues to creditors other than micro and small enterprises | | 2,011.02 | 1,734.44 |
| Other Financial Liabilities | 21 | 13.89 | 146.62 |
| Provisions | 22 | 470.69 | 531.15 |
| Other Non-Current Liabilities | 23 | 7,566.24 | 17,803.76 |
| Total Non Current Liabilities | | 170,961.20 | 170,381.61 |
| 3 Current liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 24 | 8.00 | 50.67 |
| Trade Payables | 25 | - | - |
| Dues to micro and small enterprises | | 34.74 | 156.32 |
| Dues to creditors other than micro and small enterprises | | 3,352.75 | 4,928.82 |
| Other Financial Liabilities | 26 | 11,887.26 | 8,220.77 |
| Other Current Liabilities | 27 | 9,434.06 | 2,594.74 |
| Provisions | 28 | 1,471.82 | 1,629.38 |
| Current Tax Liabilities (Net) | 29 | 8.49 | 10.04 |
| TOTAL EQUITY AND LIABILITIES | | 26,197.12 | 17,590.74 |
| TOTAL EQUITY AND LIABILITIES | | 197,158.32 | 187,972.35 |
| Significant Accounting policies and notes to the Financial Statements | 2 | | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
Membership No. 36032
UDIN :20036032AAAABY8322

Place : Vadodara
Date : 27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

| | Note No. | 31 st March, 2020 | 31 st March, 2019 |
|---|----------|------------------------------|------------------------------|
| Revenue From Operations | 30 | 34,437.65 | 38,154.01 |
| Other Income | 31 | 623.17 | 1,947.19 |
| Total Income | | 35,060.82 | 40,101.20 |
| Expenses | | | - |
| Decrease in Inventory | 32 | - | 371.11 |
| Construction Cost | 33 | 16,468.38 | 18,418.71 |
| Employee benefits expense | 34 | 2,669.90 | 2,568.28 |
| Finance costs | 35 | 6,585.07 | 5,026.58 |
| Depreciation and amortization expense | 36 | 216.91 | 240.73 |
| Other expenses | 37 | 4,854.23 | 4,080.65 |
| Total expenses | | 30,794.49 | 30,706.06 |
| Profit before exceptional items and tax | | 4,266.33 | 9,395.14 |
| Exceptional Items | | - | - |
| Profit before tax | | 4,266.33 | 9,395.14 |
| Tax expense: | | | - |
| Current tax | | 972.11 | 1,769.72 |
| Profit for the year from continuing operations | | 3,294.22 | 7,625.41 |
| Non Controlling Interest | | 24.04 | 102.43 |
| Profit for the year | | 3,270.18 | 7,522.98 |
| Other Comprehensive Income | | | - |
| -Gain on Fair Value of defined benefit plans As per actual valuation | | (16.78) | (53.80) |
| Total Comprehensive Income for the year | | 3,253.40 | 7,469.18 |
| Earnings per equity share of Nominal Value ₹10/-: | 38 | | |
| (1) Basic | | 9.17 | 21.05 |
| (2) Diluted | | 9.17 | 21.05 |
| Significant Accounting policies and notes to the Financial Statements | 2 | | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
Membership No. 36032
UDIN :20036032AAAABY8322

Place : Vadodara
Date : 27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

(a) Equity Share Capital

| | As at | | | |
|---|-------------------|----------------|-------------------|-----------------|
| | March 31, 2020 | | March 31, 2019 | |
| | No. of shares | Amount | No. of shares | Amount |
| Balance at the beginning of reporting period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |
| Balance at the beginning of reporting period | 35,484,875 | 3548.49 | 35,484,875 | 3,548.49 |

(b) Other Equity

| | Reserve and Surplus | | | | |
|---|---------------------|--------------------|------------------|---|------------------|
| | Capital Reserve | Securities Premium | General Reserve | Surplus/ (deficit) in the statement of profit and loss* | Total |
| Balance as on April 1, 2018 | 1,342.27 | 2,254.57 | 9,932.07 | 39,214.12 | 52,743.03 |
| Add: | | | | | - |
| Transfer from Profit & Loss | | | 746.92 | | 746.92 |
| Profit for the Year | | | | 7,469.18 | 7,469.18 |
| Adjustment to Construction Cost and WIP & ECL | | | | - | - |
| Less: | | | | | - |
| Interim & Final Equity Dividend | | | | 2,271.00 | 2,271.00 |
| Tax on Proposed Equity dividend | | | | 240.71 | 240.71 |
| Transfer to General Reserve | | | | 746.92 | 746.92 |
| Balance at March 31, 2019 | 1,342.27 | 2,254.57 | 10,678.99 | 43,293.75 | 57,569.58 |
| Add: | | | | | |
| Transfer from Profit & Loss | | | 325.34 | | 325.34 |
| Profit for the Year | | | | 3,253.40 | 3,253.40 |
| Less: | | | | | |
| Interim & Final Equity Dividend | | | | 496.79 | 496.79 |
| Tax on Proposed Equity dividend | | | | - | - |
| Transfer to General Reserve | | | | 325.34 | 325.34 |
| Balance at March 31, 2020 | 1,342.27 | 2,254.57 | 11,004.33 | 45,725.02 | 60,326.19 |
| * Including remeasurement of defined employee benefit plan | | | | | |
| Significant Accounting policies and notes to the Financial Statements | | | | | 2 |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
 Membership No. 36032
 UDIN :20036032AAAABY8322

Place : Vadodara
 Date : 27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA
 CHAIRMAN & MANAGING DIRECTOR
 (DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
 Date :27th July 2020

MANOJ I. AJMERA
 MANAGING DIRECTOR
 (DIN : 00013728)

COMPANY SECRETARY

CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

| | Year ended 31st March, 2020 | Year ended 31st March, 2019 |
|---|--------------------------------|--------------------------------|
| Cash Flow From Operating Activities: | | |
| Profit before tax as per Statement of Profit and Loss | 4,266.33 | 9,395.14 |
| Adjustments for | | |
| Depreciation and amortisation | 216.91 | 240.73 |
| Interest Income(including fair value change in financial instruments) | 1.53 | (62.82) |
| Interest expenses(including fair value change in financial instruments) | 6,585.07 | 5,026.58 |
| Re-Measurement Gains/(losses)on defined benefit plans | 16.78 | 53.80 |
| Dividend Income | (16.00) | (1,116.00) |
| Loss / (profit) on sale of investments (net) | | |
| Operating Profit before working capital changes | 11,070.62 | 13,537.42 |
| Movements in working capital: | | |
| Increase/(decrease) in trade payables | (1,421.08) | (342.32) |
| Increase/(decrease) in Other Liabilities | 1,152.45 | (14,483.06) |
| Increase/(decrease) in provisions | (218.02) | 231.17 |
| Decrease/(increase) in loans and advances | (6,087.68) | (1,037.18) |
| Decrease/(increase) in trade receivables | (1,740.58) | (1,467.61) |
| Decrease/(increase) in inventories | (3,049.92) | (20,962.25) |
| Decrease/(increase) in Other Financial Assets | (201.78) | (41.80) |
| Decrease/(increase) in Other Current Assets | (180.54) | (8,263.30) |
| Decrease/(increase) in Other Assets | (136.33) | 52.91 |
| Cash generated from/(used in) operating activities | (812.85) | (32,776.01) |
| Direct taxes paid | (972.11) | (1,769.72) |
| Net cash flow from/(used in) operating activities (A) | (1,784.96) | (34,545.73) |
| Cash flow from investing activities: | | |
| (Acquisition) / (adjustments) / sale of property , plant and equipment, investment properties, intangible assets / addition to capital work in progress (net) | (694.19) | (457.23) |
| Interest received | (1.53) | 62.82 |
| Dividend received | 16.00 | 1,116.00 |
| Net Proceeds from/(Investments in) bank Deposits(having original maturity of more than 3 months) | (162.61) | 402.05 |
| (Acquisition) / sale of investments (net) | 1,978.30 | (1,624.35) |
| Net cash flow from/(used in) investing activities (B) | 1,135.96 | (500.70) |
| Cash flow from financing activities: | | |
| Proceeds from borrowings | 7,004.52 | 43,798.70 |
| Interest paid | (6,585.07) | (5,026.58) |
| Dividend paid (including dividend distribution tax) | (496.79) | (2,511.71) |
| Net cash flow from/(used in) financing activities (C) | (77.33) | 36,260.41 |
| Net increase/(decrease) in cash and cash equivalents (A)+(B)+(C) | (726.33) | 1,213.97 |
| Add: Cash and cash equivalents at the beginning of the year | 1,567.53 | 353.55 |
| Cash and cash equivalents at the end of the year | 841.20 | 1,567.53 |
| Significant Accounting policies and notes to | 2 | |

As per our report of even date
For MANESH MEHTA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
Membership No. 36032
UDIN :20036032AAAABY8322

Place : Vadodara
Date : 27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER

Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

NOTES TO ACCOUNTS

The Consolidated financial statements relate to Ajmera Realty & Infra India Limited and its subsidiaries and associates. The consolidated financial statements are prepared on the following basis: -

- a. The financial statements of the Company and its associate are combined on a line - by - line basis by adding together the book values of like items of Assets, liabilities, income and expenditures, after carefully eliminating intra-group balances and intra-group transactions in accordance with the Indian Accounting Standard (Ind AS) – 28 “Consolidated Financial Statements” issued by the Institute of Chartered Accountants of India.
- b. The difference between the cost of investments in the subsidiary over the net assets at the time of acquisition of shares in the subsidiary is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- c. As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.
- d. Minority Interest share of Net profit of consolidated subsidiaries for the year is identified and adjusted against the Income of group in order to arrive the net income attributable to shareholders of the company
- e. Minority interest share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of company’s shareholders
- f. Investment in Associate companies has been accounted under the equity method as per (AS-28) – “Accounting for Investment in Associates & Joint Venture”

As far as possible the consolidated financial statements are prepared using uniform accounting policy for like transactions and other events in similar circumstances and are presented in the same manner as the company’s separate financial statements

1. Corporate Information

Ajmera Realty & Infra India limited is a public company domiciled in India and incorporated under the provisions of the Indian Companies Act,

1956. Its shares are listed on two stock exchanges in India.

The Group mainly deals in Real Estate business. The Group has its wide network of operations in local as well as in foreign market. The group also deal in generation and supply of electricity.

The Financial statements of the Group for the year ended 31 March, 2020 were authorised for issue in accordance with a resolution of the Board of Directors on 27th July 2020.

2. Significant Accounting Policy

2.1 Basis of preparation

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as ‘Ind AS’) as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in Accounting Policies below.

Principles of Consolidation

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns, from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combination by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity income and expenses. Inter Company transactions, balances and unrealised gains on transactions between Group Companies are eliminated. Unrealised losses are also eliminated unless the transaction provided evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

adopted by the group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Financial statements of foreign subsidiaries are consolidated line by line basis after considering the Reserve Bank of India's exchange rate as on 31.03.2020 into functional currency.

2.2 Current and Non Current Classification

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

- i. It is expected to be realized/ settled, or is intended for sale or consumption, In the companies normal operating cycle or
- ii. It is held primarily for the purpose of being traded or
- iii. It is expected to be realized/ due to be settled within 12 months after the reporting date or
- iv. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date or
- v. The group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

All other assets and liabilities are classified as non-current.

2.3 Plant, Property and Equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized instatement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on a straight-line basis, computed on the basis of useful lives (asset-out below) prescribed in Schedule II to the Act:

| Asset Category | Estimated Useful Life |
|----------------------|-----------------------|
| Plant & Equipments | 15 Years |
| Furniture & fixtures | 10 Years |
| Vehicles | 8 Years |
| Office equipments | 5 Years |
| Computer Hardware | 3 Years |

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

De-recognition

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

2.4 Intangible Assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation)

The cost of capitalized software is amortized over a period of 6 years from the date of its acquisition.

2.5 Borrowing cost

Borrowing costs directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.6 Investments

- a) Investment in equity instruments of subsidiaries, joint ventures and associates

Investment in equity instruments of subsidiaries, joint ventures and associates are stated at cost as per Ind AS 27 'Separate Financial Statements'

b) Investment in Other Equity Instruments

These investments being strategic in nature are measured at fair value through other comprehensive income (FVOCI) since these are not held for trading purposes. In absence of any contradictory information cost of investments (net of any permanent diminution) reflects fair value of these instruments

2.7 Inventories:

Direct expenditure relating to construction 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 construction and real estate activity. Cost incurred/items purchased specifically for projects are taken as consumed as and when incurred/ received.

Work-in-progress - Contractual: Cost of work yet to be certified/ billed, as it pertains to contract costs that relate to future activity on the contract, are recognised as contract work-in-progress provided it is probable that they will be recovered. Contractual work-in-progress is valued at lower of cost and net realisable value.

Work-in-progress - Real estate projects (including land inventory): Represents cost incurred

in respect of unsold area of the real estate development projects or cost incurred on projects where the revenue is yet to be recognised. Real estate work-in-progress is valued at lower of cost and net realisable value.

Finished goods - Flats: Valued at lower of cost and net realisable value.

Land inventory: Valued at lower of cost and net realisable value.

2.8 Revenue Recognition

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application. The impact of adoption of the standard on the financial statements of the group is insignificant.

Revenue is recognised upon transfer of control of promised inventory to customers in an amount that reflects the consideration which the group expects to receive in exchange. Revenue is recognised over the period of time when control is transferred to the customer on satisfaction of performance obligation, based on contracts with customers.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government.

- i. Revenue from Real estate projects is recognized when it is reasonably certain that the ultimate collection will be made and that there is buyers commitment to make the complete payment.

Revenue from real estate under development is recognized upon transfer of all significant risks and rewards of ownership of such real estate, as per the terms of the contracts entered into with

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

buyers, which generally coincides with the firming of the sales contracts/ agreement, except for the contracts where the group still has obligations to perform substantial acts even after the transfer of all significant risks and rewards. In such cases, the revenue is recognized on percentage of completion method, when the stage of completion of each project reaches a reasonable level of progress. The revenue is recognized in proportion that the contract cost incurred for work performed up to the reporting date bear to the estimated total contract cost.

Revenue from real estate projects including revenue from sale of undivided share of land [group housing] is recognised 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.

When the outcome of a real estate project can be estimated reliably and the conditions above are satisfied, project revenue (including from sale of undivided share of land) and project costs associated with the real estate project should be recognised 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 is recognized on execution of either an agreement or a letter of allotment

ii. 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.

iii. Dividend Income

Dividend income is recognized with the group right to receive dividend is established by the reporting date.

iv. Other Income

Other Income is accounted on accrual basis.

2.9 Unbilled Revenue

Revenue recognized based on policy on revenue, over and above the amount due as per the payment plans agreed with the customers.

2.10 Cost of revenue

Cost of constructed properties includes cost of land (including cost of development rights/ land under agreements to purchase), estimated internal development costs, external development charges, borrowing costs, overheads, construction costs and development/construction materials, which is charged to the statement of profit and loss based on the revenue recognized as explained in accounting policy for revenue from real estate projects above, in consonance with the concept of matching costs and revenue. Final adjustment is made on completion of the specific project.

2.11 Foreign Currency Transactions

Functional and Presentation Currency

The financial statements are presented in Indian Rupees (₹) which is also the functional and presentation currency of the Group.

Transactions and balances

Foreign currency transactions are recorded in the functional currency, by applying the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

All other exchange differences towards loans and advances made to foreign subsidiary are



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

recognized as exchange fluctuation gain or loss on the disposal of Investments.

2.12 Employee Benefit Expenses

Provident Fund

The Group makes contribution to Statutory Provident Funding accordance with the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

Gratuity

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit/obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary using the projected unit credit method. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability. Service cost on the group's defined benefit plan is included in employee benefits expense. Net interest expense on the net defined benefit liability is included in finance costs. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of discounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Short-term employee benefits

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short – term employee benefit. The group measures the expected cost of such absences as the additional amount that is except to pay as a result of the unused entitlement that has accumulated at the reporting date.

2.13 Taxation

Tax expense recognized in statement of profit and loss comprises the sum of deferred tax and current tax except the ones recognized in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

Minimum alternate tax ('MAT') credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the

Specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognized in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for

Taxation purposes. Deferred tax assets on unrealised tax loss are recognized to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the group's forecast of future operating results, adjusted for significant on-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside statement of profit and loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity).

2.14 Impairment of non-financial assets

At each reporting date, the group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit is estimated. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount. The carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

2.15 Impairment of financial assets

In accordance with Ind AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted-average of difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the group is required to consider:

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2.16 Trade Receivables

In respect of trade receivables, the group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

2.17 Other financial assets

In respect of its other financial assets, the group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

2.18 Cash and Cash Equivalent

Cash and cash equivalents comprise cash in hand, demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

2.19 Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

2.20 Leases

Ind AS 116 supersedes Ind AS 17 Leases including its appendices. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise most leases on the balance sheet.

The Company has adopted Ind AS 116 using the modified retrospective method of adoption under the transitional provisions of the Standards, with the date of initial application on 1st April, 2019. The Company also elected to use the recognition exemptions for lease contracts that, at the commencement date, have a lease term of 12 months or less and do not contain a purchase option (short-term leases), and lease contracts for which the underlying asset is of low value (low-value assets). Adoption of Ind- AS 116 doesn't have any material impact on the financial statements of the Company.

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets

representing the right-to-use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. right-of-use assets are also subject to impairment.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, godowns, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

2.21 Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair

Value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

Subsequent measurement of Financial Assets

- i) Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:
 - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

- ii) Investments in equity instruments of subsidiaries, joint ventures and associates – Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.
- iii) Financial Assets at Fair Value through FVTPL

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. financial assets included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. In addition, the group may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has not designated any financial asset as at FVTPL.

De-recognition of financial assets

A financial asset is primarily de-recognized when the contractual rights to receive cash flows from the asset have expired or the group has transferred its rights to receive cash flows from the asset.

Subsequent measurement of Financial Assets

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

cancelled or expires. When an existing financial liability is replaced by another from the

Same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

2.22 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted-average number of equity shares outstanding during the period. The weighted-average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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.

2.23 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Impairment of financial assets – At each balance sheet date, based on historical default rates observed over expected life, the management

assesses the expected credit loss on outstanding financial assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Revenue and inventories – The group recognizes revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scopes, claims (compensation, rebates etc.) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the group used the available Contractual and historical information.

Useful lives of depreciable/ amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Group used valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

input i.e. significant to the fair value measurement as a whole.;

Level 1. Quoted prices(unadjusted) in active markets for identical assets and liabilities

Level 2. Input other than quoted prices included within level 1 that are observable for the assets or liabilities either directly(i.e. as prices) or indirectly (i.e. derived from prices)

Level 3. Inputs for the assets and liabilities that are not based on observable market data (unobservable inputs)

2.24 Standards issued not yet effective : There are no standards issued but not yet effective up to the date of issuance of the Company's financial statements.



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Note 3 : Plant Property and Equipment

| DESCRIPTION | Gross Block | | | | Accumulated Depreciation | | | | Net Block | |
|------------------------|-----------------|---------------|--------------|-----------------|--------------------------|---------------|--------------|-----------------|-----------------|-----------------|
| | April 1, 2019 | Additions | Deductions | March 31, 2020 | April 1, 2019 | Additions | Deductions | March 31, 2020 | March 31, 2019 | March 31, 2019 |
| | | | | | | | | | | |
| Leasehold Land | 1,446.68 | 701.36 | - | 2,148.04 | - | 29.41 | - | 29.41 | 2,118.63 | 1,446.63 |
| Buildings | 448.76 | - | - | 448.76 | 131.73 | 29.44 | - | 161.17 | 287.59 | 317.03 |
| Plant & Equipment | 597.67 | 43.96 | 56.07 | 583.07 | 244.89 | 41.41 | 29.29 | 254.52 | 328.55 | 352.78 |
| Furniture and Fixtures | 210.50 | 0.50 | - | 211.00 | 118.57 | 16.37 | - | 134.94 | 76.06 | 91.93 |
| Vehicles* | 1,307.26 | 1.52 | 33.50 | 1,275.28 | 704.70 | 123.45 | 29.19 | 798.95 | 476.33 | 602.56 |
| Office equipment | 143.86 | - | - | 143.86 | 110.61 | 7.11 | - | 117.72 | 26.14 | 33.25 |
| Computer hardware | 219.02 | 25.10 | 1.34 | 242.78 | 146.50 | 14.78 | - | 161.28 | 81.50 | 72.52 |
| TOTAL | 4,373.75 | 772.44 | 90.91 | 5,052.79 | 1,457.00 | 261.97 | 58.48 | 1,658.00 | 3,394.80 | 2,916.75 |

| DESCRIPTION | Gross Block | | | | Accumulated Depreciation | | | | Net Block | |
|------------------------|-----------------|---------------|------------|-----------------|--------------------------|---------------|------------|-----------------|-----------------|-----------------|
| | April 1, 2018 | Additions | Deductions | March 31, 2019 | April 1, 2018 | Additions | Deductions | March 31, 2019 | March 31, 2018 | March 31, 2018 |
| | | | | | | | | | | |
| Leasehold Land | 1,446.68 | - | - | 1,446.68 | - | - | - | - | 1,446.68 | 1,446.68 |
| Buildings | 448.76 | - | - | 448.76 | 131.73 | - | - | 131.73 | 317.03 | 317.03 |
| Plant & Equipment | 581.56 | 16.12 | - | 597.68 | 208.42 | 36.47 | - | 244.89 | 352.79 | 373.14 |
| Furniture and Fixtures | 209.52 | 0.97 | - | 210.49 | 105.47 | 13.10 | - | 118.57 | 91.93 | 104.05 |
| Vehicles* | 904.46 | 402.79 | - | 1,307.25 | 534.20 | 170.50 | - | 704.70 | 602.55 | 370.26 |
| Office equipment | 119.48 | 24.38 | - | 143.86 | 106.54 | 4.08 | - | 110.62 | 33.24 | 12.94 |
| Computer hardware | 191.98 | 12.97 | - | 204.94 | 121.84 | 10.57 | - | 132.41 | 72.54 | 70.13 |
| TOTAL | 3,902.44 | 457.23 | - | 4,359.66 | 1,208.20 | 234.71 | - | 1,442.91 | 2,916.75 | 2,694.24 |

*Vehicles are hypothecated as security for borrowings amounting to ₹ 43.01 Lakhs.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

₹ in Lakhs

Note 4 : Intangible Assets

| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
|-------------------|-----------------|-------------|------------|--------------------------|---------------|-------------|------------|-----------------|-----------------|
| | April 1, 2019 | Additions | Deductions | March 31, 2020 | April 1, 2019 | Additions | Deductions | March 31, 2020 | March 31, 2019 |
| Goodwill | 4,159.77 | - | - | 4,159.77 | - | - | - | 4,159.77 | 4,159.77 |
| TOTAL | 4,159.77 | - | - | 4,159.77 | - | - | - | 4,159.77 | 4,159.77 |
| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
| | April 1, 2018 | Additions | Deductions | March 31, 2019 | April 1, 2018 | Additions | Deductions | March 31, 2019 | March 31, 2018 |
| Goodwill | 4,159.77 | - | - | 4,159.77 | - | - | - | 4,159.77 | 4,159.77 |
| TOTAL | 4,159.77 | - | - | 4,159.77 | - | - | - | 4,159.77 | 4,159.77 |
| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
| | April 1, 2019 | Additions | Deductions | March 31, 2020 | April 1, 2019 | Additions | Deductions | March 31, 2020 | March 31, 2019 |
| Computer Software | 98.34 | 2.50 | - | 100.84 | 87.43 | 3.27 | - | 90.70 | 10.91 |
| TOTAL | 98.34 | 2.50 | - | 100.84 | 87.43 | 3.27 | - | 90.70 | 10.91 |
| DESCRIPTION | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
| | April 1, 2018 | Additions | Deductions | March 31, 2019 | April 1, 2018 | Additions | Deductions | March 31, 2019 | March 31, 2018 |
| Computer Software | 98.34 | - | - | 98.34 | 81.40 | 6.03 | - | 87.43 | 16.94 |
| TOTAL | 98.34 | - | - | 98.34 | 81.40 | 6.03 | - | 87.43 | 16.94 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

Note 5 : Investments

| Particulars | Ownership Interest(%) | Country of Origin | Face value | No.of Shares | | ₹ in Lakhs | |
|---|-----------------------|-------------------|------------|----------------|----------------|-----------------|-----------------|
| | | | | March 31, 2020 | March 31, 2019 | March 31, 2020 | March 31, 2019 |
| Investment in equity instruments (Unquoted, fully paid-up) | | | | | | | |
| Investment in associates | | | | | | | |
| Ultratech Property Developers Limited | 36 | India | 10 | 360,000 | 360,000 | 37.08 | 37.08 |
| | | | | | | 37.08 | 37.08 |
| V.M.Procon Private limited | 50 | India | 10 | 20,000 | 20,000 | 143.51 | 143.51 |
| Amisha Buildcon Private Limited | 50 | India | | | | 620.06 | 620.06 |
| Sumedha Space Links LLP | 50 | India | | | | 3,207.71 | 5,186.00 |
| | | | | | | 3,971.28 | 5,949.57 |
| Investment in preference Shares (Unquoted, fully paid-up) | | | | | | | |
| Investment in Associates | | | | | | | |
| V.M.Procon Private limited | 50 | India | 100 | 2,000,000 | 2,000,000 | 2,160.00 | 2,160.00 |
| | | | | | | 2,160.00 | 2,160.00 |
| Investment in other Equity Instruments Unquoted | | | | | | | |
| Modulex Construction Technologies Limited | | India | 10 | 5,000,000 | - | 500.00 | 500.00 |
| | | | | | | 500.00 | 500.00 |
| Total Investments | | | | | | 6,668.36 | 8,646.65 |

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|----------|--|------------------|------------------|
| 6 | Trade Receivables | | |
| | Unsecured | | |
| | (a) Over six months from the date they were due for payment | | |
| | Considered good | - | 90.19 |
| | Less : Provision for Doubtful Debts | - | - |
| | | - | 90.19 |
| | Total | - | 90.19 |
| 7 | Loans and Advances | | |
| | Security deposits | | |
| | - Unsecured Considered good | 2,288.11 | 290.85 |
| | Loans and Advances to related parties | 37,309.44 | 33,332.75 |
| | Total | 39,597.55 | 33,623.60 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|------------|--|----------------------|-------------------|
| 8 | Other Financial Assets | | |
| | Interest Receivable | 181.36 | 124.38 |
| | Other Advances | - | 1.32 |
| | Total | 181.36 | 125.70 |
| 9 | Other Non Current Assets | | |
| | Prepaid Expenses | - | 0.55 |
| | Advance Interest & Processing Fees | - | 22.25 |
| | Others | 3,061.83 | 2,921.83 |
| | Total | 3,061.83 | 2,944.63 |
| 10 | Inventories | | |
| | Closing Stock of Finished Goods (A) | 1,636.88 | 346.50 |
| | Opening Balance | | |
| | Cost of Land | 39.31 | 39.31 |
| | Cost of Infrastructure, Development and Filling | 96,518.69 | 75,185.33 |
| | | 96,558.00 | 75,224.64 |
| | Additions | | |
| | Material Purchase | 3,996.12 | 5,590.21 |
| | Labour Charges | 8,701.91 | 17,538.29 |
| | Rent, Rates and Taxes | 2,183.49 | 4,675.02 |
| | General Administrative Expenses | 4,293.24 | 11,909.04 |
| | Other Expenses | 13,162.35 | 11,715.02 |
| | | 32,337.11 | 51,427.58 |
| | Total | 128,895.11 | 126,652.22 |
| | Less: Transferred to Statement of Profit & Loss | 30,577.57 | 30,094.22 |
| | Closing Balance (B) | 98,317.54 | 96,558.00 |
| | Total (A + B) | 99,954.42 | 96,904.50 |
| 11 | Trade Receivables | | |
| | Unsecured | | |
| (a) | Over six months from the date they were due for payment | | |
| | Considered good | 4,650.23 | 6,773.82 |
| | Less : Provision for Doubtful Debts | 33.87 | 33.87 |
| | | (A) 4,616.36 | 6,739.95 |
| (b) | Others | | |
| | (i) Considered good | 16,423.12 | 12,468.76 |
| | (ii) doubtful | - | - |
| | | (B) 16,423.12 | 12,468.76 |
| | Total (A + B) | 21,039.48 | 19,208.71 |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| | The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data. | | |
| | Movement in allowance for credit loss | | |
| | Particulars | Amount | |
| | Opening Balance | 33.87 | 13.93 |
| | (+) Provided during the year | - | 19.84 |
| | (-) Reversal during the year | - | - |
| | Closing Balance | 33.87 | 33.87 |
| 12 | Cash and Bank Balances | | |
| | Cash and cash equivalents | | |
| | (i) Balances with banks | | |
| | - In current accounts | 800.22 | 1,515.14 |
| | (ii) Cash in hand | 40.98 | 52.39 |
| | Total | 841.20 | 1,567.53 |
| 13 | Bank Balance other than above | | |
| | Cash and cash equivalents | | |
| | (i) Balances with banks | | |
| | - In Unpaid Dividend account | 66.66 | 75.84 |
| | - Bank deposits with Maturity with more than 3 Months | 180.97 | 32.10 |
| | Held as margin money, guarantees or other earmarked balances | 1,116.17 | 1,093.25 |
| | Total | 1,363.80 | 1,201.19 |
| 14 | Loans | | |
| | Security Deposits | - | - |
| | Loans to Employees | 3.93 | 6.51 |
| | Other Loans | 11.51 | 12.24 |
| | Loans to Related Parties | 4,280.39 | 4,163.36 |
| | Total | 4,295.83 | 4,182.11 |
| 15 | Current Tax Assets (Net) | | |
| | Advance Tax (net of Provisions) | 1,184.92 | 1,004.38 |
| | Total | 1,184.92 | 1,004.38 |
| 16 | Other current Asset | | |
| | Balance with Government Authorities | 2,007.20 | 1,983.60 |
| | Prepaid Expenses | 80.31 | 38.90 |
| | Interest and Processing Fees paid in Advance | 22.25 | 22.25 |
| | Advances to Suppliers | | |
| | - Considered good | 799.27 | 3,552.19 |
| | Others | 8,495.83 | 5,788.79 |
| | Total | 11,404.86 | 11,385.73 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 17 | EQUITY SHARE CAPITAL | | |
| | Authorised | | |
| | 15,00,00,000 (Previous Year 15,00,00,000) Equity Shares of ₹ 10/- each. | 15,000.00 | 15,000.00 |
| | ISSUED SUBSCRIBED AND PAID UP | | |
| | 3,54,84,875 (Previous Year 3,54,84,875) Equity Shares of ₹ 10/- each, fully paid up | 3,548.49 | 3,548.49 |
| | Total | 3,548.49 | 3,548.49 |

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

| Equity shares | Nos. | Amount ₹ in Lakhs | Nos. | Amount ₹ in Lakhs |
|---|-------------------|----------------------|-------------------|----------------------|
| At the beginning of the period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |
| Issued during the year | - | - | - | - |
| Bought-back during the year | - | - | - | - |
| Outstanding at the end of the period | 35,484,875 | 3,548.49 | 35,484,875 | 3,548.49 |

b. Term/rights attached

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The Final 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 31st March, 2020, the amount of per share dividend recognised as distributions to equity shareholders was ₹ 1.40 per share (Previous year ₹ 3.30 per share)

c. Aggregate numbers of bonus shares issued, share issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

For the period of five years starting from preceding date

Year 2018-2019

Year 2017-2018

Year 2016-2017

Year 2015-2016

Year 2014-2015

d. Details of shareholders holding more than 5% shares in the company

| | Nos. | % holding | Nos. | % holding |
|---|----------|-----------|----------|-----------|
| Equity shares of ₹ 10 each fully paid | | | | |
| ARIIL Trust through its representative of Mr. Shashikant S. Ajmera, Trustee and Mr. Rajnikant S. Ajmera, Trustee and Mr. Manoj I. Ajmera, Trustee | 20431375 | 57.58 | 18737759 | 52.80 |
| Fahrenheit Fun N Games Private Limited | 2499999 | 7.05 | 2499999 | 7.05 |

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 18 | OTHER EQUITY | | |
| | Capital Reserve | | |
| | Opening Balance | 1,342.27 | 1,342.27 |
| | Add./Less: | - | - |
| | Closing Balance i | 1,342.27 | 1,342.27 |
| | Securities Premium | | |
| | Opening Balance | 2,254.57 | 2,254.57 |
| | Add./Less: | - | - |
| | Closing Balance ii | 2,254.57 | 2,254.57 |
| | General Reserve | | |
| | Opening Balance | 10,678.99 | 9,932.07 |
| | Add./Less: Transfer from Profit & Loss Account | 325.34 | 746.92 |
| | Closing Balance iii | 11,004.33 | 10,678.99 |
| | Surplus/(Deficit) in the Statement of Profit and Loss | | |
| | As per last accounts | 43,293.75 | 39,214.12 |
| | Add: Profit for the Year | 3,253.40 | 7,469.18 |
| | A | 46,547.15 | 46,683.30 |
| | Less: Appropriations | | |
| | Interim & Final Equity Dividend | 496.79 | 2,271.00 |
| | Tax on Proposed Equity dividend | - | 240.71 |
| | Transfer to General Reserve | 325.34 | 746.92 |
| | Adjustment of Previous Years | - | 130.92 |
| | Total appropriations B | 822.13 | 3,389.55 |
| | Surplus/(Deficit) in the Statement of Profit and Loss (A-B) iv | 45,725.02 | 43,293.75 |
| | Total (i + ii + iii + iv) | 60,326.19 | 57,569.58 |
| 19 | NON CURRENT BORROWINGS | | |
| | Term Loans from Banks | 25,091.56 | 49,956.81 |
| | From Financial Institutions | 57,034.55 | 25,166.85 |
| | Unsecured borrowings | 4,426.86 | 4,382.11 |
| | Total | 86,552.97 | 79,505.77 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|--|------------------|------------------|
| 20 | TRADE PAYABLES | | |
| | Due to micro and small enterprises (refer note. No.45) | | |
| | Others | 2,011.02 | 1,734.44 |
| | Total | 2,011.02 | 1,734.44 |
| 21 | Other Financial Liabilities | | |
| | Others | 13.89 | 146.62 |
| | Total | 13.89 | 146.62 |
| 22 | PROVISIONS | | |
| | Provision for Gratuity | 362.62 | 345.36 |
| | Provision for Leave Encashment | 108.07 | 185.79 |
| | Total | 470.69 | 531.15 |
| 23 | OTHER NON CURRENT LIABILITIES | | |
| | Advance from Customers | 5,806.19 | 17,791.56 |
| | Rent Received in advance | 12.20 | 12.20 |
| | Others | 1,747.85 | - |
| | Total | 7,566.24 | 17,803.76 |
| 24 | SHORT TERM BORROWINGS | | |
| | Unsecured borrowings | 8.00 | 50.67 |
| | Total | 8.00 | 50.67 |
| 25 | TRADE PAYABLES | | |
| | Due to micro and small enterprises (refer note. No.45) | 34.74 | 156.32 |
| | Others | 3,352.75 | 4,928.82 |
| | Total | 3,387.49 | 5,085.14 |
| 26 | OTHER FINANCIAL LIABILITIES | | |
| | Current Maturities of long term debt | 10,267.57 | 6,748.42 |
| | Unclaimed Dividend | 97.09 | 75.85 |
| | Statutory Dues Payable | | - |
| | Bank overdraft | 264.69 | 932.35 |
| | Others | 1,257.91 | 464.15 |
| | Total | 11,887.26 | 8,220.77 |



NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|---|------------------|------------------|
| 27 | OTHER CURRENT LIABILITIES | | |
| | Current Maturities of long term debt | | |
| | Advance from Customers | 7,612.36 | - |
| | Unsecured | - | 1.01 |
| | Dividend Tax | - | 203.58 |
| | Bank overdraft | 211.56 | 398.51 |
| | Rent received in Advance | - | 4.72 |
| | Statutory Dues Payable | 295.22 | 1,275.35 |
| | Others | 1,314.92 | 711.58 |
| | Total | 9,434.06 | 2,594.74 |
| 28 | PROVISIONS | | |
| | Provision for Employee Benefites | | |
| | Provision for Gratuity | 11.94 | 25.51 |
| | Provision for Bonus | 99.76 | 99.76 |
| | Provision for leave benefites | 10.10 | 31.46 |
| | Others | | |
| | Provision for Proposed Dividend | 496.79 | 1,171.00 |
| | Provision for Expenses | 853.23 | 301.65 |
| | Total | 1,471.82 | 1,629.38 |
| 29 | Current Tax Liabilities (Net) | | |
| | Tax Liability (Net) | 8.49 | 10.04 |
| | | 8.49 | 10.04 |
| 30 | REVENUE FROM OPERATIONS | | |
| | Income | 34,437.65 | 38,154.01 |
| | Total | 34,437.65 | 38,154.01 |
| 31 | OTHER INCOME | | |
| | Interest income on | | |
| | Bank deposits | 65.99 | 62.82 |
| | Dividend income on | | |
| | Investment in subsidiaries | - | 1,116.00 |
| | Other Non-Operating Income | 462.49 | 708.65 |
| | Share of Profit from Subsidiaries | - | 6.54 |
| | Miscellaneous. Income | 94.69 | 53.18 |
| | Total | 623.17 | 1,947.19 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

(₹ in Lakhs)

| Sr. No | Particulars | 31st March, 2020 | 31st March, 2019 |
|-----------|--|------------------|------------------|
| 32 | Increase / (Decrease) in Inventories | | |
| | Opening Stock of Finished Flats | 346.50 | 717.61 |
| | Closing Stock of Finished Flats | 346.50 | 346.50 |
| | Total | - | (371.11) |
| 33 | Construction Cost | | |
| | Material Cost | 5,065.53 | 5,491.39 |
| | Labour Cost | 8,529.77 | 8,946.85 |
| | Power and fuel | 284.27 | 274.00 |
| | MCGM Expenses | 2,169.13 | 3,117.38 |
| | Design & Technical Assistance Fees | 389.50 | 550.87 |
| | Hiring Costs | 30.18 | 38.22 |
| | Total | 16,468.38 | 18,418.71 |
| 34 | EMPLOYEE BENEFIT EXPENSES | | |
| | Employee Benefit Expenses | 2,669.90 | 2,568.28 |
| | Total | 2,669.90 | 2,568.28 |
| 35 | FINANCE COST | | |
| | Borrowing Cost | 6,585.07 | 5,026.58 |
| | Total | 6,585.07 | 5,026.58 |
| 36 | DEPRECIATION AND AMORTISATION EXPENSES | | |
| | Depreciation Expense | 216.91 | 240.73 |
| | Total | 216.91 | 240.73 |
| 37 | OTHER EXPENSES | | |
| | Selling Cost | 2,184.15 | 1,716.63 |
| | General Administration Expenses | 2,222.22 | 2,044.65 |
| | CSR Exp. | 147.61 | 123.61 |
| | Audit Fees | 14.00 | 12.25 |
| | Provision for Doubtful Debts | - | 19.94 |
| | Other Expenses | 275.93 | 163.57 |
| | Loss on Sale of Fixed Assets | 10.32 | - |
| | Total | 4,854.23 | 4,080.65 |
| 38 | Earning per Share (EPS) | | |
| | The following reflects the profit and share data used in the basic and diluted EPS computations. | | |
| | Profit after tax (₹ in Lakhs) | 3,253.40 | 7,469.18 |
| | Weighted average number of equity shares outstanding during the period | 35,484,875 | 35,484,875 |
| | Earning per share (EPS) | 9.17 | 21.05 |
| | Diluted EPS | 9.17 | 21.05 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31ST MARCH 2020**39. Contingent liabilities not provided for in respect of:****a. Income Tax Demand raised by authorities for the period and their status**

| Sr. No. | Nature of dues | Amount (₹ in Lakhs) | Period to which the amount relates | Status |
|---------|------------------|------------------------|------------------------------------|---|
| 1 | Tax and Interest | 0.31 | A.Y. 2010-2011 | Order u/s 143(3). Wrong Tax Liability Computed. Rectification letter is filed |
| 2 | Tax and Interest | 49.16 | A.Y. 2011-2012 | Order u/s 143(3) Wrong Tax Liability Computed. Rectification letter is filed. |
| 3 | Income Tax | 78.97 | A.Y 2013-2014 | Order u/s 143. Wrong Tax Liability Computed. Rectification letter is filed |
| 4 | Tax and Interest | 7.09 | A.Y 2015-2016 | Wrong demand u/s 154. Rectification letter is filed. |

40. Sitting Fess paid to Directors other than managing / whole time directors:

(₹ In Lakhs)

| Particulars | 2019-2020 | 2018-2019 |
|--------------|-------------|-------------|
| Sitting Fees | 5.60 | 4.16 |
| Total | 5.60 | 4.16 |

41. Details of Auditor's remuneration (Parent Company) :

(₹ In Lakhs)

| Particulars | 2019-2020 | 2018-19 |
|----------------|--------------|--------------|
| Audit Fees | 8.00 | 8.00 |
| Tax Audit Fees | 2.00 | 2.00 |
| Total | 10.00 | 10.00 |

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

42. Employee Benefit (Parent Company)

Consequent to Ind AS 19 "Employee Benefits", the company has reviewed and revised its accounting policy in respect of employee benefits.

| Sr. No. | Particulars | ₹ in Lakhs as on 31.03.2020 | | |
|-------------|---|--------------------------------|----------------------------|----------|
| | | Gratuity (Unfunded) | Leave Salary (Unfunded) | Total |
| [I] | Reconciliation in Present Value of Obligation (PVO) - defined benefits | | | |
| | Current Service Cost | 48.96 | 61.08 | 110.04 |
| | | 48.10 | (29.62) | 18.48 |
| | Interest Cost | 23.09 | 16.29 | 39.38 |
| | | 23.86 | 15.96 | 39.82 |
| | Actuarial (gain)/ losses | 16.78 | (156.80) | (140.02) |
| | | 13.32 | 48.48 | 61.80 |
| | Benefits Paid | (22.14) | (19.65) | (41.79) |
| | | (22.30) | (15.60) | (37.90) |
| | Past service cost | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | PVO at the beginning of the year | 370.87 | 217.25 | 588.12 |
| | | 307.89 | 206.02 | 513.91 |
| | PVO at end of the year | 374.56 | 118.17 | 492.73 |
| | | 370.87 | 217.25 | 588.12 |
| [II] | Change in fair value of plan assets : | | | |
| | Expected Return on plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Actuarial (gain)/ losses | 16.78 | (156.80) | (140.02) |
| | | 13.32 | 48.48 | 61.80 |
| | Contribution by employers | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Benefits Paid | (22.14) | (19.65) | (41.79) |
| | | (22.30) | (15.60) | (37.90) |
| | Fair value of plan assets at the beginning of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Fair value of plan assets at end of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |



NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

| Sr. No. | Particulars | ₹ in Lakhs as on 31.03.2020 | | |
|--------------|---|--------------------------------|----------------------------|---------------|
| | | Gratuity (Unfunded) | Leave Salary (Unfunded) | Total |
| [III] | Reconciliation of PVO and fair value of plan assets: | | | |
| | PVO at end of period | 374.56 | 118.17 | 492.73 |
| | | 370.87 | 217.25 | 588.12 |
| | Fair value of plan assets at end of the year | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Funded status | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Unrecognised actuarial (gain)/ losses | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Net assets/(liability) recognised in the balance sheet | 374.56 | 118.17 | 492.73 |
| | | (370.87) | (217.25) | (588.12) |
| [IV] | Net cost for the year ended March 31, 2020 : | | | |
| | Current Service Cost | 48.96 | 61.08 | 110.04 |
| | | 48.10 | (29.62) | 18.48 |
| | Interest Cost | 23.09 | 16.29 | 39.38 |
| | | 23.86 | 15.96 | 39.82 |
| | Expected Return on plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| | Actuarial (gain)/ losses | 16.77 | (156.80) | 140.03 |
| | | 13.32 | 48.48 | 61.80 |
| | Net Cost | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| [V] | Category of assets as at March 31, 2020 | | | |
| [VI] | Actual return of plan assets | NIL | NIL | NIL |
| | | NIL | NIL | NIL |
| [VII] | Assumption used in accounting for the Grauity & Leave Salary plan: | | | |
| | Discount rate (%) | 6.75% | 6.75% | |
| | | 7.50% | 7.50% | |
| | Salary escalation rate(%) | 8.00% | 8.00% | |
| | | 8.00% | 8.00% | |
| | Expected amount of return on plan assets | NIL | NIL | |
| | | NIL | NIL | |

Figures in **Bold** represents current financial year & others represents for previous year.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

38. The group primarily deals in the business of Real Estate and hence there is no Primary reportable segment in the context of Ind AS 108.

39. Related Party Disclosures:

a. Name of Related Parties and Related Party Relationship

| | | |
|--------------------------|------|---|
| Key Management Personnel | i] | Mr. Manoj I. Ajmera (Managing Director) |
| | ii] | Mr. O. P. Gandhi (Group Chief Financial Officer) |
| | iii] | Ms. Harshini D. Ajmera (Company Secretary) |

b. Relatives of Key Management Personnel

- RUPAL M. AJMERA
- TANVI M. AJMERA
- RUSHI M. AJMERA
- ISHWARLAL S. AJMERA HUF
- MANOJ I. AJMERA HUF
- RITA MITUL MEHTA
- DILIP C. AJMERA
- JYOTI D. AJMERA
- RIDDHI D. AJMERA
- SUMAN O. GANDHI
- NUPUR O. GANDHI
- GAURAV O. GANDHI

C. Related Parties Where Control exists

| | | |
|--------------|-------|--|
| Subsidiaries | i. | Jolly Brothers Private limited |
| | ii. | Ajmera Estate Karnataka Private Limited |
| | iii. | Ajmera Mayfair Global W.L.L |
| | iv. | Ajmera Clean Green Energy Limited |
| | v. | Ajmera Realty Ventures Private Limited |
| | vi. | Ajmera Realcon Private Limited |
| | vii. | Laudable Infrastructure LLP |
| | viii. | Ajmera Corporation UK Ltd |
| | ix. | Radha Raman Dev Ventures Private Limited |
| | x. | Sana Buildpro LLP |
| | xi. | Sana Building Products LLP |
| | xii. | Ajmera Infra Developers LLP |

**NOTES FORMING PART OF FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31ST MARCH 2020

- D. Associates/Joint Ventures**
- i. Ajmera Housing Corporation Bangalore
 - ii. V.M. Procon Private limited
 - iii. Sumedha Spacelinks LLP
 - iv. Ultratech Property Developers Private Limited
- E. Other Related Parties**
- i. Ajmera Cement Private Limited
- F. Related Party Transactions:**

b Disclosure in respect of material transactions with related parties (₹ in lakhs)

| Nature of Transaction | Name of Related Parties | Transactions 2019-2020 | Transactions 2018-2019 |
|--|--|---------------------------------------|---------------------------|
| | Directors | | |
| Remuneration paid to Directors & Key Management Personnel | Mr. Rajnikant Shamalji Ajmera (Chairman & Managing Director) | 144.76 | 144.70 |
| | Mr. Manoj Ishwarlal Ajmera (Managing Director) | 105.69 | 105.69 |
| | Mr. Sanjay Chhotalal Ajmera (Wholetime Director) | 55.79 | 55.79 |
| | Mr. Omprakash Gandhi (Group Chief Financial Officer) | 59.96 | 68.98 |
| | Ms. Harshini D. Ajmera (Company Secretary) | 9.81 | 10.17 |
| | | 376.01 | 385.33 |
| | | Associate & Joint Ventures | |
| Material Purchase | Ajmera Cement Private Limited | - | 3.12 |
| | Vijay Nagar Corporation | 243.92 | 0.00 |
| | Total | 243.92 | 3.12 |
| Rent Paid | Pramukh Development Corporation | 50.10 | 59.12 |
| | Total | 50.10 | 59.12 |
| Management Fees | Times Square Facility Management LLP | 132.61 | 77.46 |
| | Total | 132.61 | 77.46 |

45. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006:

- a) The principal amount ₹ 34.74 (Previous Year ₹ 156.32) lakhs and the interest due thereon is NIL (Previous Year NIL) remaining unpaid to any supplier at the end of each accounting year 2019-20
- b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH 2020

- C) The amount of Interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006
- d) The amount of Interest accrued and remaining unpaid at the end of each accounting year Nil
- e) The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 is Nil

The above information and that given in note no.20 & 25 –“Trade Payables” regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of available with the group. This has been relied upon by the auditors.

46. The group has re-assessed the useful life of assets for the purpose of determination of depreciation in the manner prescribed under the Schedule II of the Companies Act, 2013.

47. Capital Management Policy

For the purpose of the group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the group. The primary objective of the group's capital management is to maximise the shareholder value. The group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

(₹ in Lakhs)

| Particulars | 31.03.2020 | 31.03.2019 |
|------------------------------|------------------|------------------|
| Net Debt | | |
| Non-Current Borrowings | 86,552.97 | 79,505.77 |
| Current Borrowings | - | - |
| Current Maturities of LTD | 10,267.57 | 6,748.42 |
| (-) Cash and Cash Equivalent | 841.20 | 1,567.53 |
| Total | 97,661.73 | 87,821.73 |
| Total Equity | | |
| Equity Share Capital | 3,548.49 | 3,548.49 |
| Other Equity | 60,326.20 | 57,569.58 |
| Total | 63,874.69 | 61,118.07 |
| Debt to Equity Ratio | 1.53 | 1.44 |

**NOTES FORMING PART OF FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31ST MARCH 2020**48. Financial Risk Management: Disclosure of Financial Instruments by category**

For amortised cost instruments, carrying value represents the best estimate of fair value.

(₹ in Lakhs)

| Particulars | 31.03.2020 | | | 31.03.2019 | | |
|--|------------|------------|------------------|------------|------------|------------------|
| | FVTPL | FVOCI | AMORTISED COST | FVTPL | FVOCI | AMORTISED COST |
| Financial Assets | | | | | | |
| Investment in subsidiaries, associates and joint ventures* | - | - | 6,168.36 | - | - | 8,146.66 |
| Other Investments | | 500 | - | | 500 | - |
| Security Deposits | - | - | 2,288.12 | - | - | 290.84 |
| Loans advanced to related parties | - | - | 37,309.44 | - | - | 33,332.75 |
| Other loans and Advances | - | - | 4,295.83 | - | - | 4,182.11 |
| Other financial assets | - | - | 181.36 | - | - | 125.70 |
| Trade Receivables | - | - | 21,039.48 | - | - | 19,298.90 |
| Cash & Cash Equivalent | - | - | 841.20 | - | - | 1,567.53 |
| Other Bank Balances | - | - | 1,363.80 | - | - | 1,201.19 |
| | - | 500 | 73,487.59 | - | 500 | 68,145.68 |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 86,560.97 | - | - | 79,556.45 |
| Trade Payables | - | - | 5,398.51 | - | - | 6,819.58 |
| Other Financial Liabilities | - | - | 11,901.14 | - | - | 8,367.39 |
| Security Deposits | 32.88 | - | 12.63 | 28.61 | - | 12.63 |

* All the investments in associates and joint ventures are stated at cost as per Ind AS 28 'Accounting for Investment in Associates & Joint Venture'.

FVTPL by way of Level 3 Input i.e unobservable inputs for assets and liabilities

Types of Risk and its management

The Group's activities expose it to market risk, liquidity risk and credit risk. Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

a. Credit Risk

The group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

b. Liquidity Risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

c. Foreign Currency Risk

The Group has international transactions and is exposed to foreign exchange risk arising from foreign currency transactions. Foreign exchange risk arises from recognized assets and liabilities denominated in a currency that is not the Group's functional currency.

49. Capital and other commitments (Parent Company)

Capital and other commitments on account of revenue as well as capital nature is ₹ **713.03** Lakhs (P.Y ₹ 4311.62 Lakhs)

50. Corporate Social Responsibility

Group has spent total of ₹147.61 Lakhs (Previous Year ₹123.61 Lakhs) during the financial year 2019-2020 towards Corporate Social Responsibility against the total requirement of ₹147.61 Lakhs (Previous Year ₹123.61 Lakhs)

51. The Balance in Debtors and Creditors are subject to confirmation and reconciliation, if any. However as per management opinion no material impact on financial statements out of such reconciliation is anticipated.

52. At the end of the year the Company has net deferred tax assets as per the provision of IND AS - 12 "Income Taxes", As a prudence policy the said Deferred Tax Assets has not been recognized which is in accordance with the Ind AS 12

53. Subsequent events

There is not any subsequent event reported after the date of financial statements.

54. Regrouping of Previous Year Figures.

The group has regrouped / rearranged and reclassified previous year figures to conform to current year's classification.

As per our report of even date
For MANESH MEHTA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 115832W

MANESH P. MEHTA - PARTNER
Membership No. 36032
UDIN :20036032AAAABY8322
Place : Vadodara
Date : 27th July 2020

For & on behalf of Board Of Directors of
AJMERA REALTY & INFRA INDIA LIMITED
RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00010833)

GROUP CHIEF FINANCIAL OFFICER
Place : Mumbai
Date :27th July 2020

MANOJ I. AJMERA
MANAGING DIRECTOR
(DIN : 00013728)

COMPANY SECRETARY



Built on Trust

AJMERA REALTY & INFRA INDIA LIMITED

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