



**RATNABHUMI DEVELOPERS LIMITED**  
**TWELFTH ANNUAL REPORT**  
**F.Y. 2017-18**



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Corporate Information

**RATNABHUMI DEVELOPERS LIMITED**  
**CIN: L45200GJ2006PLC048776**

Board of Directors	
Mr. Kaivan Shah	Chairman & Managing Director
Mrs. Meghna Shah	Whole Time Director
Mr. Munir Shah	Non-Executive Director
Mr. Shaishav Shah	Independent Director
Mr. Smit Shah	Independent Director
Chief Financial Officer	
Mrs. Rinni Shah	
Registered Office	
S.F. 207, Turquoise, Panchvati Panch Rasta Nr. White House E.B., C.G. Road Ahmedabad-380009 <b>Tel No.</b> +91-79-26424209 <b>Email:</b> <a href="mailto:compliance@ratnagroup.co.in">compliance@ratnagroup.co.in</a> ; <b>Web:</b> <a href="http://www.ratnagroup.co.in">www.ratnagroup.co.in</a>	
Registrar & Share Transfer Agent	
<b>Alankit Assignments Ltd</b> 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055, India <b>Tel No.</b> +91-11-4254 1234 <b>Fax No.</b> +91-11-4154 3474 <b>Email:</b> <a href="mailto:rta@alankit.com">rta@alankit.com</a> <b>Web:</b> <a href="http://www.alankit.com">www.alankit.com</a>	
Bankers	
HDFC Bank Limited	
Company Secretary & Compliance Officer	
Mrs. Devanshi Shah	

Committees of Board of Directors	
Audit Committee	
Mr. Smit Shah	Chairman
Mr. Shaishav Shah	Member
Mr. Kaivan Shah	Member
Stakeholders' Relationship Committee	
Mr. Shaishav Shah	Chairman
Mr. Smit Shah	Member
Mr. Kaivan Shah	Member
Nomination and Remuneration Committee	
Mr. Shaishav Shah	Chairman
Mr. Smit Shah	Member
Mr. Munir Shah	Member
Statutory Auditor	
<b>M/s. A N A &amp; Associates</b> , Chartered Accountants (FRN:130797W) A, 4th Floor, Galaxy Line, B/h. Samarsheshwar Temple, Law Garden, Ahmedabad-380006, India Tel No.: +91-79-3000 7108 Email: <a href="mailto:niravana2010@gmail.com">niravana2010@gmail.com</a>	
Secretarial Auditor	
<b>Mr. Anand Lavingia</b> Practicing Company Secretary Office No. 415 – 416, “Pushpam”, Opp. Seema Hall, Anandnagar Road, Satellite, Ahmedabad – 380 015 <b>Tel No.:</b> +91-79-4005 1702 <b>Email Id.:</b> <a href="mailto:krishivadvisory@gmail.com">krishivadvisory@gmail.com</a>	

**Dear Shareholders,**

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company"), along with the audited financial statements, for the financial year ended March 31, 2018.

**FINANCIAL HIGHLIGHTS:**

( Amount in Lakh)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Revenue From Operations	59.20	920.20
Other Income	45.45	61.06
<b>Total Income</b>	<b>104.65</b>	<b>981.26</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	33.55	744.60
<b>Profit before Depreciation, Finance Cost and Tax</b>	<b>71.10</b>	<b>236.66</b>
Less: Depreciation	2.53	3.04
Less: Finance Cost	41.67	37.45
<b>Profit Before Tax</b>	<b>26.90</b>	<b>196.18</b>
Less: Current Tax	6.58	61.68
Less: Deferred tax Liability (Asset)	(0.17)	1.62
<b>Profit after Tax</b>	<b>20.49</b>	<b>132.88</b>

**PERFORMANCE HIGHLIGHTS:**

Your Company has recorded total income to the tune of ₹ 104.65 Lakhs during the financial year 2017-18 as compared to ₹ 981.26 Lakhs in the corresponding previous financial year. Earnings per share as on March 31, 2018 stood at ₹ 0.33 on face value of ₹ 10 each.

During the year under review, the revenue from operations of the Company was stood at 59.20 Lakh. Further, profit before tax in the financial year 2017-18 stood at ₹ 26.90 Lakhs that make net profit after tax of 20.49 Lakhs.

During the year, the Revenue from Operations decreased from 920.20 Lakh in F.Y. 2016-17 to ₹59.20 in F.Y 2017-18 due to no sale of property in the F.Y 2017-18, revenue generated is mere Rental Income and income from interest on Capital contributed towards partnership share.

**DIVIDEND:**

With a view to conserve and save the resources for future prospects of the Company, your Directors regret to declare dividend for the financial year 2017-18.

**TRANSFER TO GENERAL RESERVE:**

Your Directors do not propose transfer of any amount to the General Reserves. Full amount of net profit is carried to reserve & Surplus account of the Company.

**CHANGE IN NATURE OF BUSINESS:**

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

**SHARE CAPITAL:**

During the year under review the following changes have taken place in the authorized and paid-up share capital of the Company:

**Authorized Capital**

In the Previous year, the Authorized Capital of the Company was ₹ 50,00,000/- divided into 5,00,000 Equity Shares of ₹ 10/- each.

The Authorized Capital of the Company was increased to ₹ 14,00,00,000/- divided into 1,40,00,000 Equity Shares of ₹ 10/- each vide Ordinary Resolution passed by the Members in their Extra-ordinary General Meeting held on September 01, 2017.

**Issued, Subscribed & Paid-up Capital**

During the year, the Company has issued Bonus shares of ₹ 9,50,00,000 divided into 95,00,000 Equity shares of ₹ 10/- each vide Ordinary Resolution passed by the Members in their Annual General Meeting held on September 29, 2017.

Pursuant to Initial Public Offer of Equity Shares by the Company, the Board of Directors, in their meeting held on December 11, 2017, has allotted 37,00,000 Equity Shares of ₹ 10/- each at price of ₹ 63/- per equity shares (including Premium of ₹ 53/- each) to the successful allottees, whose basis of allotment was finalized by the Company, the Registrar to the issue and merchant banker in consultation with the BSE Limited.

The present Paid-up Capital of the Company is 13,70,00,000/- divided into 1,37,00,000 Equity Shares of ₹ 10/-each.

**INITIAL PUBLIC OFFER AND LISTING OF EQUITY SHARES:-**

The Board of Directors had, in its meeting held on September 18, 2017, proposed the Initial Public Offer upto 37,00,000 equity shares of ₹10/- each. Thenafter, Members of the Company approved the proposal of the Board for further Issue of 37,00,000 shares in their Annual General Meeting held on September 29, 2017.

Pursuant to the authority granted by the Members of the Company, the Board of Directors has appointed capital market Intermediaries M/s Corporate Capialventures Private Limited as Lead Manager (Category I- Merchant Banker) and Underwriter to the Issue, M/s Beeline Broking Limited as Market Maker to the Issue, Indusind Bank Limited as Bankers to the Issue and Refund Bankers and Link Intime India Private Limited as Registrar to the Issue for the proposed Public Issue.

The Company had applied to BSE Limited (“BSE”) SME Platform for in-principle approval for using the name of the exchange in the offer document in respect of our public Issue of equity Shares. BSE has, vide its letter dated, November 24, 2017, granted its In-Principle Approval to the Company for using the name of the exchange in the offer document in respect of our public Issue of equity Shares.

The Company has filed Prospectus dated November 27, 2017 with the Registrar of the Company, Ahmedabad on November 27, 2017. The Public Issue was opened on Monday, December 4, 2017 and closed on Wednesday, December 06, 2017. The Basis of Allotment was finalized by Company, Registrar to the issue and merchant banker in consultation with the BSE Limited on December 11, 2017. The Company received Listing and Trading Permission vide BSE’s letter dated Wednesday, December 13, 2017. The trading of equity shares of the Company commenced on Thursday, December 14, 2017 at SME Platform of BSE.

#### UTILIZATION OF ISSUE PROCEEDS:-

(₹ in Lakh)

Sr. No.	Object as stated in the Prospectus	Amount proposed to be utilized	Actual amount utilized	Unutilized Amount
1	Acquisition of Land/Plot of Land and other strategic Initiatives	1400.00	1400.00	0.00
2	Capital Contribution towards 45% stake in Rajul Projects LLP – Project Ratna Artemus II- Paldi, Ahmedabad	327.66	327.66	0.00
3	General Corporate Purpose	538.00	538.00	0.00
4	Meeting Public Issue Expenses	65.34	54.84	10.50
	<b>Total</b>	<b>2331.00</b>	<b>2320.50</b>	<b>10.50</b>

In terms of Prospectus, public Issue Expenses were estimated to ₹65.34 Lakhs, however, actual expenses towards public issue expenses occurred was ₹54.84 Lakhs.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

##### Constitution of Board:

As on the date of this report, the Board comprises following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Designation	Total Directors hip <sup>2</sup>	No. of Committee <sup>1</sup>		No. of Shares held as on March 31, 2018
				in which Director is Members	in which Director is Chairman	
Mr. Kaivan Shah	Chairman and Managing Director	September 18,2017	7	2	-	50,00,000 Equity Shares
Mrs. Meghna Shah	Whole -Time Director	September 18,2017	2	-	-	49,99,900 Equity Shares
Mr. Munir Shah	Non-Executive Director	September 29,2017	13	-	-	20 Equity Shares
Mr. Shaishav Shah	Independent Director	September 29,2017	1	1	1	-
Mr. Smit Shah	Independent Director	September 29,2017	1	1	1	-

<sup>1</sup> Committee includes Audit Committee and Shareholders’ Grievances Committee across all Public Companies.

<sup>2</sup> Excluding Section 8 Company & struck of Companies

The composition of Board complies with the requirements of the Companies Act, 2013 (“Act”). Further, in pursuance of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is exempted from requirement of having composition of Board as per Regulation 17 of Listing Regulations.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company and none of the Director of the Company is holding position as Independent

Director in more than 7 Listed Company. None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

#### **Board Meeting**

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 19 (Nineteen) times on April 20,2017; July 12, 2017;July 15, 2017; July 31, 2017;August 8, 2017;September 18, 2017; October 05,2017; October 10, 2017; October 16, 2017; November 08, 2017; November 18, 2017; November 27, 2017; December 11, 2017; December 15, 2017; December 22, 2017, January 25, 2018; January 27, 2018; March 21, 2018 and March 30, 2018.

The details of attendance of each Director at the Board Meetings are given below;

Name of Director	Date of Original Appointment	Date of Appointment at current Designation	Number of Board Meetings Eligible to attend	Number of Board Meetings attended
Mr. Mahendra Shah*	October 3, 2008	April 1, 2009	4	4
Mr. Jitendra Shah *	October 3, 2008	April 1, 2009	4	4
Mr. Kaivan Shah	October 1,2016	September 18,2017	19	19
Mrs. Meghna Shah	October 1,2016	September 18,2017	19	19
Mr. Munir Shah	July 31,2017	September 29,2017	15	15
Mr. Shaishav Shah	July 31,2017	September 29,2017	15	14
Mr. Smit Shah	September 29,2017	September 29,2017	13	13

\*Mr. Mahendra Shah and Mr. Jitendra Shah resigned from Directorship w.e.f. July 31, 2017.

The gap between two consecutive meetings was not more than one hundred and twenty days as provided under Standard 2, i.e. Frequency of Meetings of SS -1 (Secretarial Standard 1 on Meetings of Board of Directors specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 (56 of 1980), and approved as such by the Central Government.

#### **Independent Directors:**

In terms of Section 149 of the Companies Act, 2013 and rules made there under, the Company has two Non-Promoter Non-Executive Independent Directors in line with the act. A separate meeting of Independent Directors was held on March 30, 2018 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company, management and Board.

The Company has received necessary declaration from each independent director under Section 149 (7) of the act that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013.

#### **Information on Directorate:**

During the year under review Mr. Jitendra Shah and Mr. Mahendra Shah have tendered their resignation with effect from July 31,2017. The Board placed on record its appreciation for the guidance and contribution made by Mr. Jitendra Shah and Mr. Mahendra Shah during their tenure on the Board. In the same Board Meeting, Mr. Munir Shah was appointed as Non-executive Director w.e.f July 31,2017 and Mr. Shaishav Shah was appointed as Additional Independent Director w.e.f. July 31, 2017.

Further, the Board of Directors in their meeting held on September 18, 2017, has re-designated Mr. Kaivan shah, as Chairman & Managing Director and Mrs. Meghna Shah as Whole Time Director of the Company.

Thenafter on September 29, 2017 based on notice received from members under Section 160 of the Act and on recommendation of the Board of Directors, Mr. Munir Shah were appointed as Non –Executive Director and Mr. Shaishav Shah and Mr. Smit Shah were appointed as Independent Directors of the Company respectively.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Kaivan Shah, Chairman & Managing Director of the Company retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommends his appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director are also provided in Note No. 14 of the Notice convening the 12<sup>th</sup> Annual general meeting.

#### **Key Managerial Personnel:**

During the year under review, the board of directors in their meeting held on September 18, 2017, has appointed Mrs. Rinni Shah as Chief Financial officer of the Company.

Further the Board of Directors, in their meeting held on November 18, 2017, has appointed Ms. Nikita Patel as the Company Secretary and Compliance officer of the Company w.e.f. November 18,2017.

Later on Ms. Nikita Patel Company Secretary and Compliance Officer of the Company, has tendered her resignation w.e.f. March 21, 2018. The Board placed on record its appreciation for the service rendered by Ms. Nikita Patel during her tenure in the Company. The Board of Directors, in their meeting held on March 21,2018, has appointed Mrs. Devanshi Shah as the Company Secretary and Compliance officer of the Company w.e.f. March 21,2018.

In accordance with Section 203 of the Companies Act, 2013, Mr. Kaivan Shah, Chairman & Managing Director, Mrs. Meghna Shah, Whole-Time Director, Ms. Devanshi Shah, Company Secretary & Compliance Officer and Mrs. Rinni shah, Chief-Finance Officer continued to be Key Managerial Personnel of the Company.

**Performance Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act.

- o The performance of the board was evaluated by the board, after seeking inputs from all the directors, on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.
- o The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.
- o The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

Separate meeting of independent directors was held to evaluate the performance of non-independent directors, performance of the board as a whole and performance of the chairman, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**Directors' Responsibility Statement:**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the year ended March 31, 2018 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**COMMITTEE OF BOARD**

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

**A. Audit Committee:-**

The Board of Directors, in their meeting held on October 05, 2017, has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013. The committee shall meet at least four times in a year and not more than 120 days shall elapse between any two meetings. Audit Committee meeting is generally held for the purpose of recommending the half yearly and yearly financial result. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee.

During the year under review, Audit Committee met 3 (Three) times viz November 18, 2017, December 22, 2017 and March 30, 2018. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2017-18	
		Eligible to attend	Attended
Mr. Smit shah	Chairman	3	3
Mr. Shaishav Shah	Member	3	3
Mr. Kaivan Shah	Member	3	3

The Statutory Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Recommendations of Audit Committee, wherever/whenever given, have been accepted by the Board.

**Vigil Mechanism:**

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy. The policy enables the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safe guards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. None of the Whistle blowers has been denied access to the Audit Committee of the Board. The Whistle Blower Policy of the Company is available on the website of the Company at [www.ratnagroup.co.in](http://www.ratnagroup.co.in).

**B. Stakeholder's Grievance & Relationship Committee:**

The Board of Directors, in their meeting held on October 05, 2017, has formed Stakeholder's Grievance & Relationship Committee mainly to focus on the redressal of Shareholder's/ Investor's Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report; Dividend Warrants; etc. The Stakeholders Relationship Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company.

During the year under review, Stakeholder's Grievance & Relationship Committee met 2(Two) times viz on December 11, 2017 and January 22, 2018. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2017-18	
		Eligible to attend	Attended
Mr. Shaishav Shah	Chairman	2	2
Mr. Smit Shah	Member	2	2
Mr. Kaivan Shah	Member	2	2

During the year, the Company had not received any complaints from the Shareholders. There was no complaint pending as on March 31, 2018.

#### C. Nomination and Remuneration Committee:

The Board of Directors, in their meeting held on October 5, 2017, has formed Nomination and Remuneration committee in line with the provisions of Section 178 of the Companies Act, 2013. Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. Further, the committee shall also meet as and when the need arises for review of Managerial Remuneration.

During the year under review, Nomination and Remuneration Committee met 3 (Three) times viz on November 18, 2017, March 21, 2018 and March 30, 2018. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Designation	Number of meetings during the financial year 2017-18	
		Eligible to attend	Attended
Mr. Shaishav Shah	Chairman	3	3
Mr. Smit Shah	Member	3	3
Mr. Munir Shah	Member	3	3

#### Nomination and Remuneration Policy:

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances etc. to its Managing Director and the Executive Directors.

Key points of the Nomination and Remuneration Policy are;

##### a. Policy on Appointment of Directors, Key Managerial Personnel and Senior Management Personnel:

- The policy is formulated to identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel and Senior Management personnel and recommend to the Board for his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/ she is considered for appointment.
- In case of appointment of Independent Director, the Committee shall satisfy itself with regard to the independent nature of the Director vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

##### b. Policy on remuneration of Director, KMP and Senior Management Personnel:

The Company's remuneration policy is driven by the success and performance of Director, KMP and Senior Management Personnel vis-à-vis the Company. The Company's philosophy is to align them with adequate compensation so that the compensation is used as a strategic tool that helps us to attract, retain and motivate highly talented individuals who are committed to the core value of the Company. The Company follows mixed of fixed pay, benefits and performance based variable pay. The Company pays remuneration by way of salary, benefits, perquisites and allowance. The remuneration and sitting fees paid by the Company are within the salary scale approved by the Board and Shareholders.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at [www.ratnagroup.co.in](http://www.ratnagroup.co.in).

#### Remuneration of Director:

The details of remuneration paid during the financial year 2017-18 to directors of the Company is provided in Form MGT-9 which is the part of this report.

#### PUBLIC DEPOSIT

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the Provision of Section 73 to 76 of the Company Act, 2013 or any other relevant provisions of the Act and the Rules there under are not applicable.

## **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY**

Details of Loans, Guarantees, and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as “**Annexure – A**”.

## **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

A particular of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 is annexed to this Report as “**Annexure – B**”.

## **DISCLOSURE OF REMUNERATION:**

The ratio of the remuneration of each whole-time director to the median of employees’ remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as “**Annexure – C**”. Refer to tables 3A(a) in “**Annexure – C**”.

There are no employees who are posted outside India and in receipt of a remuneration of ₹ 60.00 lakh or more per annum or ₹ 5.00 lakh or more a month.

## **MATERIAL CHANGES AND COMMITMENT:**

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the date of end of financial year of the Company i.e. March 31, 2018 to the date of this Report.

## **SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate.

During the year under review, there were no incidences of sexual harassment reported.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **Conservation of Energy:**

In its endeavor towards conservation of energy your Company ensure optimal use of energy, avoid wastages and conserve energy as far as possible.

### **TECHNOLOGY ABSORPTION**

The Company has not carried out any research and development activities.

### **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings & Outgo during the year are as under:

**Earnings** - Nil

**Outgo – Royalty Expenses** - Nil

## **RISK MANAGEMENT**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditor of the Company carries out review of the internal control systems and procedures. The internal audit reports are reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company’s internal controls over financial reporting was observed.

## **CORPORATE GOVERNANCE:**

Your Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant heading.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34, and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a review of the performance of the Company, for the year under review, Management Discussion and Analysis Report, is presented in a separate section forming part of this Annual Report.

## **STATUTORY AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made there under, M/s. A N A & Associates Chartered Accountants, Ahmedabad (FRN: 130797W), were appointed as Statutory Auditors of the Company to hold office till conclusion of 14<sup>th</sup> Annual General Meeting(AGM) of the company to be held in the calendar year 2020.

The Notes to the financial statements referred in the Auditors Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

#### **REPORTING OF FRAUD:**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

#### **SECRETARIAL AUDITOR AND THEIR REPORT:**

Pursuant to the provisions of Section 204 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Anand Lavingia, Practicing Company Secretary, Ahmedabad to conduct the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report is annexed herewith as "Annexure – D" to this Report.

#### **GENERAL DISCLOSURE:**

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review;

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iii) Annual Report and other compliances on Corporate Social Responsibility;
- (iv) There is no revision in the Board Report or Financial Statement;
- (v) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- (vi) Information on subsidiary, associate and joint venture companies.

#### **ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

#### **Registered office:**

S.F. 207, Turquoise, Panchvati Panch Rasta Nr.  
White House E.B., C.G. Road Ahmedabad-380009

**By order of the Board of Directors  
For, Ratnabhumi Developers Limited**

**Place:** Ahmedabad  
**Date:** August 18, 2018

**Kaivan shah  
Chairman and Managing Director  
DIN 01887130**

## FORM MGT – 9 -EXTRACT OF ANNUAL RETURN

As on the financial year ended March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## 1) Registration and Other Details:

CIN	:	L45200GJ2006PLC048776
Registration Date	:	July 27, 2006
Name of the Company	:	Ratnabhumi Developers Limited
Category / Sub-Category of the Company	:	Public Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details	:	S.F. 207, Turquoise, PanchvatiPanch Rasta, Nr. White House, E.B., C.G. Road, Ahmedabad – 380 009, Gujarat; <b>Tel</b> :+91 – 79 – 2642 4209; <b>Email</b> : compliance@ratnagroup.co.in; <b>Web</b> : www.ratnagroup.co.in
Whether listed Company	:	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	:	<b>Alankit Assignments Limited</b> 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055,India; <b>Tel No.:</b> +91 – 11 – 42541234; <b>Fax No.:</b> +91 – 11 – 4154 3474 <b>Email:</b> rta@alankit.com; <b>Web:</b> www.alankit.com

## 2) Principal Business Activity of the Company: All the business activities contributing 10% or more of the total turnover of the Company shall be stated.

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Real estate activities with own or leased property	6810	62.04%
Construction of buildings	4100	37.96%

## 3) Particulars of Holding, Subsidiary and Associate Companies:

SR. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
N.A.					

## 4) Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity):

## I. Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	500,000	500,000	100.00	9,999,980	-	9,999,980	72.99	(27.01)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	-	<b>500,000</b>	<b>500,000</b>	<b>100.00</b>	<b>9,999,980</b>	-	<b>9,999,980</b>	<b>72.99</b>	<b>(27.01)</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	-	<b>500,000</b>	<b>500,000</b>	<b>100.00</b>	<b>9,999,980</b>	-	<b>9,999,980</b>	<b>72.99</b>	<b>(27.01)</b>
<b>B. Public Share Holding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of year				No. of Shares held at the end of year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institution</b>									
<b>a) Bodies Corporate</b>									
i. Indian	-	-	-	-	962,646	-	962,646	7.03	7.03
ii. Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i. Individual Shareholders holding nominal share capital up to ₹ 1 lakh	-	-	-	-	175,360	20	175,380	1.28	1.28
i. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	2,092,000	-	2,092,000	15.27	15.27
<b>c) Others (specify)</b>									
NRI (Reparable/Non Reparable basis)	-	-	-	-	4,000	-	4,000	0.03	0.03
HUF	-	-	-	-	465,994	-	465,994	3.40	3.40
Clearing Members	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2):</b>	-	-	-	-	<b>3,700,000</b>	<b>20</b>	<b>3,700,020</b>	<b>27.01</b>	<b>27.01</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	-	-	-	-	<b>3,700,000</b>	<b>20</b>	<b>3,700,020</b>	<b>27.01</b>	<b>27.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>500,000</b>	<b>500,000</b>	<b>100.00</b>	<b>13,699,980</b>	<b>20</b>	<b>13,700,000</b>	<b>100.00</b>	<b>0.00</b>

## II. Shareholding of Promoters & Promoters Group:

Name	Shareholding at beginning of year		Date wise Increase/ Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding at end of year		% change in shareholding during the year
	No. of Share	% of total shares of the Company	Date	Increase/ Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company	
Kaivan Jitendrakumar Shah	250,000	50.00	05-Oct-17	4,750,000	Bonus Allotment	5,000,000	36.50	5,000,000	36.50	(13.50)
Meghna Munir Shah	250,000	50.00	29-Aug-17	(5)	Transfer	249,995	1.82	4,999,900	36.50	(13.50)
			05-Oct-17	4,749,905	Bonus Allotment	4,999,900	36.50			
Rajvi Divya Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00	(0.00)
			05-Oct-17	19	Bonus Allotment	20	0.00			
Rinni Kaivanbhai Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00	(0.00)
			05-Oct-17	19	Bonus Allotment	20	0.00			
Sonaben Saurin Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00	(0.00)
			05-Oct-17	19	Bonus Allotment	20	0.00			
Munir Mahendrakumar Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00	(0.00)

			05-Oct-17	19	Bonus Allotment	20	0.00			
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\* As per the record and weekly benpose received by the Company.

No Shares have been pledged or encumbered by any of the shareholder belonging to Promoters or Promoters' Group.

**III. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Name	Shareholding at beginning of year		Date wise Increase/Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding at end of year	
	No. of Share	% of total shares of the Company	Date	Increase/Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Vastupal Hiralal Patwa	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	60,000	0.44
			30-Mar-18	8,000	Market Buy	60,000	0.44		
Paresh Babulal Shah	-	-	11-Dec-17	76,000	Allotment in IPO	76,000	0.55	84,000	0.61
			09-Mar-18	(76,000)	Market Sell	-	-		
			23-Mar-18	84,000	Market Buy	84,000	0.61		
Mukesh Commotrade Ltd	-	-	11-Dec-17	164,000	Allotment in IPO	164,000	1.20	602,000	4.39
			29-Dec-17	454,000	Market Buy	618,000	4.51		
			09-Mar-18	(140,000)	Market Sell	478,000	3.49		
			23-Mar-18	124,000	Market Buy	602,000	4.39		
Care Wealth Advisors Private Limited	-	-	11-Dec-17	188,000	Allotment in IPO	188,000	1.37	254,000	1.85
			22-Dec-17	148,000	Market Buy	336,000	2.45		
			29-Dec-17	248,000	Market Buy	584,000	4.26		
			09-Mar-18	(330,000)	Market Sell	254,000	1.85		
Manish Manubhai Patwa	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	60,000	0.44
			30-Mar-18	8,000	Market Buy	60,000	0.44		
Bineshkumar Manubhai Patwa	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	56,000	0.41
			30-Mar-18	4,000	Market Buy	56,000	0.41		
Rekha Mukesh Shah	-	-	23-Mar-18	84,000	Market Buy	84,000	0.61	84,000	0.61
Mukeshbhai B Shah	-	-	23-Mar-18	102,000	Market Buy	102,000	0.74	102,000	0.74
Prakash Sevantilal Parikh	-	-	09-Mar-18	174,000	Market Buy	174,000	1.27	174,000	1.27
Bhartiben Prakash Parikh	-	-	09-Mar-18	170,000	Market Buy	170,000	1.24	170,000	1.24
Alakaben Tejpal Patwa	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	56,000	0.41
			30-Mar-18	4,000	Market Buy	56,000	0.41		
Munisha P Parikh	-	-	09-Mar-18	170,000	Market Buy	170,000	1.24	170,000	1.24
Patwa Samkit	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	56,000	0.41
			30-Mar-18	4,000	Market Buy	56,000	0.41		
Bhavya Prakash	-	-	09-Mar-18	166,000	Market	166,000	1.21	166,000	1.21

Parikh			18		Buy				
Patwa Nishi Manishkumar	-	-	09-Mar-18	52,000	Market Buy	52,000	0.38	56,000	0.41
			30-Mar-18	4,000	Market Buy	56,000	0.41		
Shah Apurv Yogeshkumar	-	-	09-Mar-18	58,000	Market Buy	58,000	0.42	76,000	0.55
			30-Mar-18	18,000	Market Buy	76,000	0.55		

\* The trading in the shares of the Company took place on almost daily basis, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly BenPoze.

#### IV. Shareholding of Directors and Key Managerial Personnel:

Name	Shareholding at beginning of year		Date wise Increase/Decrease in Shareholding*			Cumulative Shareholding during the year		Shareholding at end of year	
	No. of Share	% of total shares of the Company	Date	Increase/Decrease in shareholding	Reason	No. of Share	% of total shares of the Company	No. of Share	% of total shares of the Company
Kaivan Jitendrakumar Shah	250,000	50.00	05-Oct-17	4,750,000	Bonus Allotment	5,000,000	36.50	5,000,000	36.50
Meghna Munir Shah	250,000	50.00	29-Aug-17	(5)	Transfer	249,995	1.82	4,999,900	36.50
			05-Oct-17	4,749,905	Bonus Allotment	4,999,900	36.50		
Munir Mahendrakumar Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00
			05-Oct-17	19	Bonus Allotment	20	0.00		
Rinni Kaivanbhai Shah	-	-	29-Aug-17	1	Transfer	1	0.00	20	0.00
			05-Oct-17	19	Bonus Allotment	20	0.00		

\* As per the record and weekly benpose received by the Company.

#### 5) Indebtedness

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>A. Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	32,756,258	-	32,756,258
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total A (i+ii+iii)</b>	-	<b>32,756,258</b>	-	<b>32,756,258</b>
<b>B. Change in Indebtedness during the financial year</b>				
Additions	-	10,971,154	-	10,971,154
Reduction	-	(31,492,041)	-	(31,492,041)
<b>Net Change B</b>	-	<b>(20,520,887)</b>	-	<b>(20,520,887)</b>
<b>C. Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	12,235,371	-	12,235,371
ii) Interest due but not paid	-	2,754,132	-	2,754,132
iii) Interest accrued but not due	-	-	-	-
<b>Total C (i+ii+iii)</b>	-	<b>14,989,503</b>	-	<b>14,989,503</b>

#### 6) Remuneration of Directors and Key Managerial Personnel

##### A) Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in ₹)

Particulars of Remuneration	Kaivan Shah Managing Director	Meghna Shah Whole-Time Director	Total Amount
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	9,00,000	7,50,000	<b>16,50,000</b>
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-

(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
<b>Stock option</b>	-	-	-
<b>Sweat Equity</b>	-	-	-
<b>Commission</b>	-	-	-
as % of profit	-	-	-
others (specify)	-	-	-
<b>Others, please specify</b>	-	-	-
<b>Total (A)</b>	<b>9,00,000</b>	<b>7,50,000</b>	<b>16,50,000</b>
<b>Ceiling as per the Act</b>	Since, the Company has incurred loss during the year (profit of adequate to pay remuneration), the remuneration has been paid in terms Schedule V to the Companies Act, 2013.		<b>84,00,000</b>

**B) Remuneration to other Directors**

(Amount in ₹)

Particulars of Remuneration	Munir Shah Non-Executive Director	Total Amount	
<b>a) Independent Director</b>			
(i) Fees for attending board/ committee meeting.	-	-	
(ii) Commission	-	-	
(iii) Other – Salary & Remuneration	4,50,000	4,50,000	
<b>Total (a)</b>	<b>4,50,000</b>	<b>4,50,000</b>	
<b>b) Other Non-Executive Directors</b>			
(i) Fees for attending board/ committee meeting.	-	-	
(ii) Commission	-	-	
(iii) Other, specify	-	-	
<b>Total (b)</b>	<b>-</b>	<b>-</b>	
<b>Total (B)</b>	<b>4,50,000</b>	<b>4,50,000</b>	
<b>Total Managerial Remuneration (A+B)</b>		<b>21,00,000</b>	
<b>Overall Ceiling as per the Act</b>	in terms Schedule V to the Companies Act, 2013		<b>84,00,000</b>

**C) Remuneration to Key Managerial Personnel**

(Amount in ₹)

Particulars of Remuneration	Rinni Shah Chief Financial Officer	Nikita Patel Company Secretary	Total Amount
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	3,00,000	50,400	3,50,400
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
<b>Stock option</b>	-	-	-
<b>Sweat Equity</b>	-	-	-
<b>Commission</b>	-	-	-
as % of profit	-	-	-
others (specify)	-	-	-
<b>Others, please specify</b>	-	-	-
<b>Total</b>	<b>3,00,000</b>	<b>50,400</b>	<b>3,50,400</b>

**7) Penalties / Punishment/ Compounding of Offences**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
<b>A. Company</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					

Compounding					
<b>C. Other Officers in Default</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment					
Compounding					

**Registered office:**

S.F. 207, Turquoise, Panchvati Panch Rasta Nr.  
White House E.B., C.G. Road Ahmedabad-380009

**By order of the Board of Directors  
For, Ratnabhumi Developers Limited**

**Place:** Ahmedabad  
**Date:** August 18, 2018

**Kaivan shah  
Chairman and Managing Director  
DIN 01887130**

**FORM NO. AOC-2 -PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES**

**Forms for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

(Pursuant to Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**A. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered in to by the Company during the financial year ended on March 31, 2018, which were not at arm's length basis.

**B. Details of material contracts or arrangement or transactions at arm's length basis:**

Sr. No.	Particulars	RPT – 1	RPT-2
1.	<b>Name(s) of the related party and nature of relationship</b>	Mrs. Rinni Shah - Relatives of Key Managerial Person	Mr. Munir Shah – Relatives of Key Managerial Person
2.	<b>Nature of contracts/ arrangements/ transactions</b>	Being Relative of Director, appointed at office or Place of Profit	Being Relative of Director, appointed at office or Place of Profit
3.	<b>Duration of the contracts / arrangements/ transactions</b>	F.Y. 2017-18	F.Y. 2017-18
4.	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	As per terms and conditions approved by Board of Directors which is same as provided to other employees.	As per terms and conditions approved by Board of Directors which is same as provided to other employees.
5.	<b>Date(s) of approval by the Board</b>	September 18, 2017	April 20, 2017
6.	<b>Amount paid as advances, if any</b>	-	-

**Registered office:**

S.F. 207, Turquoise, Panchvati Panch Rasta Nr.  
White House E.B., C.G. Road Ahmedabad-380009

By order of the Board of Directors  
For, **RATNABHUMI DEVELOPERS LIMITED**

**Place:** Ahmedabad

**Date:** August 18, 2018

**Kaivan shah**  
**Chairman and Managing Director**  
**DIN 01887130**

## PARTICULARS OF EMPLOYEES

(Pursuant to Section 197(12) read with Rules made thereunder)

Disclosures pertaining to remuneration and other details as required under  
Section 197(12) of the Companies Act, 2013 read with Rules made there under.

## 1. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

## a) The ratio of remuneration of each director to the median remuneration of employees for the financial year:

Sr. No.	Name	Designation	Ratio against median Employee' Remuneration
1.	Mr. Kaivan Shah	Chairman and Managing Director	3.56:1
2.	Mrs. Meghna Shah	Whole Time Director	2.97:1

## b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

This being the first financial year of the Company for appointment of all the Directors and designated KMPs in their positions, increase in remuneration of director, Chief Financial Officer, Chief Executive Officer, Company Secretary is not applicable.

## c) The percentage increase in the median remuneration of employees in the financial year:

Median remuneration of Employees increase by 36.40% in F.Y 2017-18 from F.Y. 2016-17.

## d) The number of permanent employees on the rolls of the Company: 9 Employees

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

The average salaries of the employees increased by 19.86 % over a previous year. The average remuneration increased due to increase in number of employee of the Company and qualitative payout to the existing employee. The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

## 2. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

## a) List of top ten employees in terms of remuneration drawn:

Sr. No.	Employee Name	Designation	Qualifications of the employee	Date of Joining	Remuneration Received (in ₹)	Age	Last employment held by employee
1.	Nirav Patel	Senior Accountant	M Com	3/2/2017	3,85,400	35	Atri Infra Private Limited
2.	Pranav Trivedi	Legal Executive	LL.B and Bcom	2/15/2012	378800	42	Himalaya Bulcon Private Limited
3.	Rinni Shah	Chief Financial Officer	B.com	9/18/2017	3,00,000	31	NA
4.	Munir Shah	Sales	B.com	04/01/2014	4,50,000	38	NA
5.	Rishi Dholia	Hr - Admin Manager	PG Diploma	7/5/2016	264800	32	Blossom Infrabuild LLP
6.	Tapan Shah	Accountant	B. Com	7/4/2016	2,52,800	31	Silverstone Infra Private Limited
7.	Gurmit Singh	Sales Head	M.B.A.	21/09/2017	136666	36	Balaji Group
8.	Praful Babaria	Clerk	10th Pass	8/10/2010	1,20,450	23	NA
9.	Ravi Maurya	Office Boy	8th Pass	4/8/2015	96,240	21	NA
10.	Nikita Patel*	Company Secretary & Compliance Officer	CS, B. Com and LLB	18/11/2017	50400	25	NA
11.	Devanshi Shah	Company Secretary & Compliance Officer	CS, B. Com and LLB	21/03/2018	19030	25	Checkmate Services Pvt Ltd.

\* Resigned w.e.f March 21, 2018,

All above employees are on roll of the Company on permanent basis.

**b) Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:**

There was no such employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees.

**c) Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:**

There was no such employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

**d) Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the 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:**

There was no such employees employed throughout the financial year or part thereof except Mrs. Rinni Shah, Chief Financial Officer of the Company who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the 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.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**Registered office:**

S.F. 207, Turquoise, Panchvati Panch Rasta Nr.  
White House E.B., C.G. Road Ahmedabad-380009

By order of the Board of Directors  
For, **RATNABHUMI DEVELOPERS LIMITED**

**Place:** Ahmedabad

**Date:** August 18, 2018

**Kaivan shah**  
**Chairman and Managing Director**  
**DIN 01887130**

**SECRETARIAL AUDIT REPORT****Form No. MR-3**

For the financial year ended March 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and

Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Ratnabhumi Developers Limited**  
S.F. 207, Turquoise, Panchvati Panch Rasta,  
Nr. White House E.B.,  
C.G. Road Ahmedabad -380009

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

Based on my verification of the Company’s books, papers, minutes 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 March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- i. The Companies Act, 2013 (‘the Act’) and the rules made there under as applicable;
- ii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’);
- vi. Secretarial Standards issued by The Institute of Company Secretaries of India w.r.t. meetings of the Board of Director (SS-1) and General Meetings (SS-2);

During the period under review the Company has complied with the provisions of the Act, Rules made there under, Regulations, guidelines etc. mentioned above.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company as given in **Annexure A**.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings; and
- ii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; - The Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed Alankit Assignments Limited as Registrar & Share Transfer Agent in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

**I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013 and rules made thereunder.

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.

All decisions of the Board and Committees were carried with requisite majority.

**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,

- (a) Company allotted 95,00,000 Bonus Equity Shares to the then existing shareholders in the ratio of 19:1 (Nineteen Equity Shares for every one equity share held) on October 5, 2017.
- (b) the Company came up with an Initial Public issue of 37,00,000 Equity Shares of ₹10/- each at a premium of ₹53/- per Equity Share and the entire Equity Shares of the Company are listed at the BSE Limited (SME Segment).

**Place:** Ahmedabad  
**Date:** August 17, 2018

**Anand Lavingia**  
**ACS No. : 26458**  
**C P No. : 11410**

**Note:** This Report is to be read with my letter of even date which is annexed as Annexure B and Annexure A and Annexure B forms an integral part of this report.

**Annexure A**

**List of other applicable Acts, Laws and Regulations during the Audit Period**

1. The Gujarat Town Planning and Urban Development Act, 1976
2. The Environment (Protection) Act, 1986
3. The Gujarat Land Revenue Code, 1879
4. The Gujarat Tenancy & Agricultural Lands Act, 1948
5. The Registration Act, 1908
6. The Indian Stamp Act, 1899
7. The Transfer of Property Act, 1882
8. The Gujarat Stamp Act, 1958
9. The Gujarat Ownership Flats Act, 1973
10. The Indian Contract Act, 1872
11. The Building and other construction worker (Regulation of Employment and Conditions of Services) Act, 1996
12. The Real Estate (Regulation and Development) Act, 2016
13. The Contract Labour (Regulation and Abolition) Act, 1970
14. The Gujarat Real Estate (Regulation and Development) General Rules, 2017

**Annexure B**

To,  
The Members,  
**Ratnabhumi Developers Limited**  
S.F. 207, Turquoise, Panchvati Panch Rasta,  
Nr. White House E.B.,  
C.G. Road Ahmedabad -380009

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Ahmedabad  
**Date:** August 17, 2018

**Anand Lavingia**  
**ACS No. : 26458**  
**C P No. : 11410**

The Management’s views on the Company’s Performance and outlook are discussed below:

**Economic Outlook:**

Global growth has eased but remains robust and is projected to reach 3.1 percent in 2018. It is expected to edge down over the next two years as global slack dissipates, trade and investment moderate, and financing conditions tighten. Growth in advanced economies is forecast to decelerate toward potential rates as monetary policy is normalized and the effects of U.S. fiscal stimulus wane. In emerging market and developing economies (EMDEs), growth in commodity importers will remain strong, while the rebound in commodity exporters is projected to mature over the next two years. For the first time since 2010, the long-term (10-year-ahead) consensus forecast for global growth appears to have stabilized. Although this development could signal that the legacies of the global financial crisis are fading, past experience cautions that long-term forecasts are often overly optimistic. While well below levels expected a decade ago, these forecasts also remain above potential growth estimates. Moreover, risks to the outlook are tilted to the downside. They include disorderly financial market movements, escalating trade protectionism, and heightened geopolitical tensions. EMDE policymakers should rebuild monetary and fiscal policy buffers and be prepared for rising global interest rates and possible episodes of financial market turbulence. In the longer run, adverse structural forces continue to overshadow long-term growth prospects implying that EMDEs need to boost potential growth by promoting competitiveness, adaptability to technological change, and trade openness. These steps will help mitigate an expected growth slowdown over the next decade, especially if long term growth forecasts fall once again short of expectations.

A cyclical recovery is underway in most EMDE regions that host a substantial number of commodity exporters. Over the next two years, the upturn in these regions is expected to mature, as commodity prices plateau. Robust economic activity in EMDE regions with large numbers of commodity importers is forecast to continue. However, risks to the growth outlook continue to tilt to the downside in many regions.

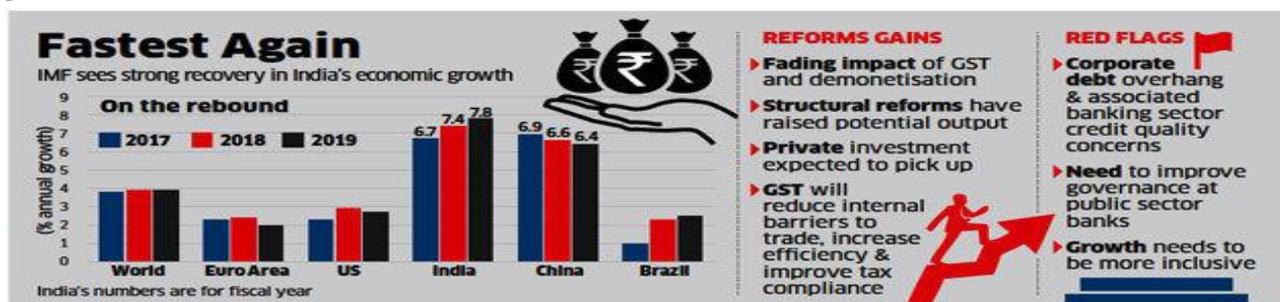
Rapid Growth among the major emerging markets over the past 20 years has boosted global demand for commodities. The seven largest emerging markets (EM7) accounted for almost all of the increase in global consumption of metals and two-thirds of the increase in energy consumption over this period. As these economies mature and shift towards less commodity-intensive activities, their demand for most commodities may level off. While global energy consumption growth may remain broadly steady, global metals and foods demand growth could slow by one-third over the next decade. This would dampen global commodity prices. For emerging market and developing economies that depend on raw materials for government and export revenues, these prospects reinforce the need for economic diversification and the strengthening of policy frameworks.

Average corporate debt in emerging market and developing economies has increased over the past decade, raising concerns about their financial stability and growth prospects. Debt service costs of EMDE firms are expected to rise as advanced economies normalize monetary policy, and debt is increasingly held by firms with riskier balance sheets. Elevated debt may be associated with weak investment growth, especially in large firms. Countercyclical and macro prudential policies can address financial stability concerns that are raised by these trends. Structural policies, including the strengthening of bankruptcy regimes, are appropriate tools to address the investment implications of sizeable corporate debt.

(Source: <http://www.worldbank.org/en/publication/global-economic-prospects>)

**INDIAN ECONOMY GROWTH**

India’s economic growth will accelerate in the current and next fiscal years as per International Monetary Fund (IMF), consolidating the country’s position as the world’s fastest-growing major economy. India’s economy is forecast to grow 7.4% in the current fiscal from 6.7% in FY18 and accelerate further in FY20 to 7.8%. There will be a gradual increase in India’s growth rate as structural reforms raise potential output. “Growth in India is projected to increase from 6.7% in 2017 to 7.4% in 2018 and 7.8% in 2019 (unchanged from the October WEO), lifted by strong private consumption as well as fading transitory effects of the currency exchange initiative and implementation of the national goods and services tax,” the IMF said in the report. “Over the medium term, growth is expected to gradually rise with continued implementation of structural reforms that raise productivity and incentivise private investment.”



(Source: <https://economictimes.indiatimes.com/news/economy/indicators/india-to-grow-at-7-4-per-cent-in-2018-imf/articleshow/63801741.cms>)

**KEY DEMOGRAPHIC ASPECTS**

India is the second most populous country in the world and is expected to see its population grow at the rate of 1.14% over the next five years. The urban population as a percentage of India’s total population is estimated to increase from the current 32.8%, in 2017 to 35% by 2020, thereby increasing the number of people that access premium facilities. The middle class population in India has doubled from 300 million to 600 million between 2004 and 2012, according to World Economic Forum, and is likely to overtake that of US and China by 2027. India’s urban population has increased from 27.8% of total population (per census 2001) to 31.2% of the total population (per Census 2011). Estimates by PwC indicate that by 2020, the average age of an Indian will be 29 years, compared with average age of 37 and 48 years, respectively, for China and Japan. This young population will help constitute a large working population, with an estimated 64% of India’s population to be in the working age population by the fiscal year 2021

(Source: Union budget and economic survey 2013). The high economic growth and increasing opportunities in the cities have led to urbanization. The rate of urbanization during 2017 over 2016 was recorded at 2.5%.

### **Indian Economy:**

The Indian economy posted a growth of 6.6% in FY 2017-18 compared to 7.1% in FY2016-17, as the first round of effects of demonetisation and the implementation of GST played out. However, a host of other policies, implemented during and before FY 2017-18 – such as the Insolvency and Bankruptcy Code, reforms in the real estate sector in the form of RERA, allowing of FDI in various industries, fast-tracking of project clearances, various measures for financial inclusion, etc. - are expected to propel growth upwards, going forward. While the IMF projects that India's GDP will increase at 7.4% in FY2019 and 7.8% in FY2020, the World Bank expects growth to reach 7.3% in FY2019 and rise further to 7.5% in FY 2020.

Business cycle in India is now strongly in a trough to peak phase and will remain for at least 4-5 quarters before potential is hit. Growth outlook ahead remains even better on account of aggregation on account of reforms, formalization of the economy, aided by a low base. Successive sequential growth gains of more than 50bps over previous two quarters reflect tangibility of the turnaround and FY2018 should see headline growth of 7.5% .

### **Industry Structure and Developments:**

The real estate sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

It is also expected that this sector will incur more non-resident Indian (NRI) investments in both the short term and the long term. Bengaluru is expected to be the most favoured property investment destination for NRIs, followed by Ahmedabad, Pune, Chennai, Goa, Delhi and Dehradun.

The Centre's announcement to build 2 crore houses by 2022, launch 100 smart cities and Atal Mission for Rejuvenation and Urban Transformation ("AMRUT") of 500 cities are the preeminent things to be welcomed in Real Estate Industry. These initiatives will throw a plethora of opportunities for the industry and will offer solutions to today's unplanned urbanization and prove instrumental in developing, planning and providing infrastructure solutions from a futuristic perspective. Slum rehabilitation will be an integrated part of urban redevelopment, which will be highly beneficial for the Company. The road map is expected to entail fast track approvals for project clearances, ease land conversion rules, encourage affordable housing and to bring additional credit linked subsidies to weaker sections of the society and to encourage low cost housing.

### **Opportunities and Threats:**

#### **Opportunities:**

The announcement by the Central Government on Housing for all by 2022, 100 Smart Cities and AMRUT are expected to tremendously benefit the players of the Real Estate Industry and the Company is eyeing to clutch the opportunities arising thereon. The Favorable Government policies on urban infrastructure and real estate development is expected to give boost to the sale of residential, retail, commercial and Floor Space Index ("FSI").

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. It would create an opportunity worth Rs 1.25 trillion (US\$ 19.65 billion) in the Indian market over the years. Responding to an increasingly well-informed consumer base and, bearing in mind the aspect of globalisation, Indian real estate developers have shifted gears and accepted fresh challenges. The most marked change has been the shift from family owned businesses to that of professionally managed ones. Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralised processes to source material and organise manpower and hiring qualified professionals in areas like project management, architecture and engineering.

The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

#### **Threats:**

At present, in Ahmedabad, the number of real estate players has grown up substantially leading to competition in the market. Apart from this, overall unsold properties in both residential and commercial have also increased in Ahmedabad during last few years. This is mainly due to liquidity related issues of consumers who actually wants to buy property; and on other hand holding of inventories by investors expecting price rise. This led to shrinkage in margin & longer gestation to complete the project by the Developers in the city. In the environment as stated above, the Company is cautiously taking up new projects & emphasizes on quality, timely completion of project and customer satisfaction in general for the projects under execution.

#### **Outlook:**

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private equity investments in real estate are estimated to grow to US\$ 100 billion by 2026 with tier 1 and 2 cities being the prime beneficiaries. Private equity investments in Indian real estate increased 15 per cent year-on-year in January-March 2018 to Rs 16,530 crore (US\$ 2.56 billion). According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.67 billion in the period April 2000-December 2017.

Some of the major investments in this sector are as follows:

- In May 2018, Blackstone Group acquired One Indiabulls in Chennai from Indiabulls Real Estate for around Rs 900 crore (US\$ 136.9 million).
- In February 2018, DLF bought 11.76 acres of land for Rs 15 billion (US\$ 231.7 million) for its expansion in Gurugram, Haryana.

- In February 2018, Japanese conglomerate Sumitomo Corporation announced its US\$ 2 billion partnership with Krishna Group to develop real estate projects in the country.
- KKR India Asset Finance Pvt Ltd has invested over US\$ 500 million in residential real estate projects in India in 2017, taking its total investments in real estate projects in India to US\$ 1 billion.

#### Internal Financial Control Systems and their Adequacy:

The Company has a proper and adequate system of internal financial controls, commensurate with its size and business operation. It ensures timely and accurate financial reporting in accordance with applicable accounting standards, safeguarding of assets against unauthorised use or disposition and compliance with all applicable regulatory laws and Company policies. Internal Auditors of the Company review the internal financial control systems on a regular basis for its effectiveness, and necessary changes and suggestions are duly incorporated into the system. Internal audit reports are also reviewed by the Audit Committee of the Board.

#### Discussion on Financial Performance with respect to Operational Performance:

The Company is focusing on execution of its existing projects. The key strategy will be focused around:

1. Timely completion of Project
2. Financial strength & liquidity
3. Professional Management
4. Customer care
5. Brand Equity

#### Financial Performance and Review of Operations

(Amount in Lakh)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Revenue From Operations	59.20	920.20
Other Income	45.45	61.06
<b>Total Income</b>	<b>104.65</b>	<b>981.26</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	33.55	744.60
<b>Profit before Depreciation, Finance Cost and Tax</b>	<b>71.10</b>	<b>236.66</b>
Less: Depreciation	2.53	3.04
Less: Finance Cost	41.67	37.45
<b>Profit Before Tax</b>	<b>26.90</b>	<b>196.18</b>
Less: Current Tax	6.58	61.68
Less: Deferred tax Liability (Asset)	(0.17)	1.62
<b>Profit after Tax</b>	<b>20.49</b>	<b>132.88</b>

#### Human Resources

One of the key pillars of the Company's business is its people. The Company's HR policies and practices are built on Ratna Group core values of Integrity, Passion, Speed, Commitment and Seamlessness. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on March 31, 2018, the total employees on the Company's payroll stood at 09.

#### Cautionary Statement:

The above Management Discussion and Analysis contains certain forward looking statements within the meaning of applicable security laws and regulations. These pertain to the Company's future business prospects and business profitability, which are subject to a number of risks and uncertainties and the actual results could materially differ from those in such forward looking statements. The risks and uncertainties relating to these statements include, but are not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, economic growth in India, ability to attract and retain highly skilled professionals, time and cost over runs on contracts, government policies and actions with respect to investments, fiscal deficits, regulation etc. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward looking statements become materially incorrect in future or update any forward looking statements made from time to time on behalf of the Company.

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF RATNABHUMI DEVELOPERS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of RATNABHUMI DEVELOPERS LIMITED, which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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.

#### Auditor's Responsibility

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

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

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

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

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018; and
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches which is also audited by us)
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.[and the returns received from the branches which are prepared by us]
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.

- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position;
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR ANA & Associates  
Chartered Accountants**

**(Nirav R Choksi)  
Partner**

**M. No. 112249  
FRN No : 130797W**

**Place : Ahmedabad  
Date : 23/05/2018**

**ANNEXURE-A TO THE AUDITORS' REPORT**

**The Annexure referred to in our report to the members of RATNABHUMI DEVELOPERS LIMITED for the year ended 31st March, 2018.**

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.  
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed
3. The company has not granted 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.
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has not accepted any deposits.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.  
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time and no dispute is pending on the part of company.
8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has raised money by way of initial public offer and it has been utilized for the purpose for which those were raised. "Statement of Utilization of Money raised through Initial Public offer of Equity Shares up to and as at March 31, 2018" is also provided in the Financial Statements.
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR ANA & Associates  
Chartered Accountants**

**(Nirav R Choksi)  
Partner  
M. No. 112249  
FRN No : 130797W**

**Place : Ahmedabad  
Date : 23/05/2018**

## **ANNEXURE - B TO THE AUDITORS' REPORT**

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

We have audited the internal financial controls over financial reporting of RATNABHUMI DEVELOPERS LIMITED as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, 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 ANA & Associates  
Chartered Accountants**

(Nirav R Choksi)  
Partner  
M. No. 112249  
FRN No : 130797W

**Place : Ahmedabad  
Date : 23/05/2018**

**RATNABHUMI DEVELOPERS LIMITED**

**Balance Sheet as on 31st March,2018**

Particulars	Note No	AS AT 31.03.2018 RS.	AS AT 31.03.2017 RS.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	137,000,000	5,000,000
(b) Reserves and Surplus	2	193,917,663	96,108,422
(c) Money received against share warrants		-	-
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	12,235,371	32,470,473
(b) Deferred tax liabilities (Net)	4	201,001	218,404
(c) Other Long term liabilities	5	1,388,000	1,388,000
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	294,077	1,005,462
(c) Other current liabilities	7	4,554,132	285,785
(d) Short-term provisions	8	1,564,928	7,973,643
<b>Total</b>		<b>351,155,172</b>	<b>144,450,189</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	9	154,101	893,813
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments	10	273,577,458	47,900,000
(b) Inventories	11	71,376,432	17,814,598
(c) Trade receivables	12	2,132,610	2,065,864
(d) Cash and cash equivalents	13	235,437	119,910
(e) Short-term loans and advances	14	21,000	73,255,075
(f) Other current assets	15	3,658,134	2,400,929
<b>Total</b>		<b>351,155,172</b>	<b>144,450,189</b>
The accompanying notes are an integral part of the Financial statements			
<b>FOR ANA &amp; Associates</b> Chartered Accountants		<b>For and on behalf of the Board</b> <b>Ratnabhumi Developers Limited</b>	
<b>(Nirav R Choksi)</b> Partner M. No. 112249 FRN No : 130797W Place : Ahmedabad Date : 23/05/2018		<b>Kaivan Shah</b> Managing Director DIN 01887130	<b>Meghna Shah</b> Whole-Time Director DIN 02155782
		<b>Devanshi Shah</b> Company Secretary ACS 53350 Place : Ahmedabad Date : 23/05/2018	<b>Rinni Shah</b> Chief Financial Officer BUSPS1224B

**RATNABHUMI DEVELOPERS LIMITED**

**Statement of Profit and Loss for the year ended 31st March,2018**

Particulars	Note No	YEAR ENDED 31.03.2018 RS.	YEAR ENDED 31.03.2017 RS.
I. Revenue from operations	16	5,919,818	92,020,552
II. Other Income	17	4,544,843	6,105,865
<b>III. Total Revenue (I +II)</b>		<b>10,464,661</b>	<b>98,126,417</b>
<i>IV. Expenses:</i>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade	18	50,833,000	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(53,561,834)	62,351,094
Employee benefit expense	20	4,256,443	7,357,939
Finance Costs	21	4,166,659	3,744,740
Depreciation and amortization expense	9	253,328	303,656
Other expenses	22	1,827,445	4,750,769
<b>Total Expenses</b>		<b>7,775,041</b>	<b>78,508,198</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	2,689,620	19,618,219
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		2,689,620	19,618,219
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		2,689,620	19,618,219
X. Tax expense:			
(1) Current tax		658,000	6,168,000
(2) Deferred tax		(17,403)	162,337
XI. Profit(Loss) from the period from continuing operations	(IX-X)	2,049,023	13,287,882
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		2,049,023	13,287,882
XVI. Earning per equity share:			
(1) Basic		0.33	26.58
(2) Diluted		0.33	26.58

The accompanying notes are an integral part of the Financial statements

**FOR ANA & Associates**  
Chartered Accountants

**(Nirav R Choksi)**  
**Partner**  
M. No. 112249  
FRN No : 130797W  
Place : Ahmedabad  
Date : 23/05/2018

**For and on behalf of the Board**  
**Ratnabhumi Developers Limited**

**Kaivan Shah**  
**Managing Director**  
**DIN 01887130**

**Meghna Shah**  
**Whole-Time Director**  
**DIN 02155782**

**Devanshi Shah**  
**Company Secretary**  
**ACS 53350**  
Place : Ahmedabad  
Date : 23/05/2018

**Rinni Shah**  
**Chief Financial Officer**  
**BUSPS1224B**

**RATNABHUMI DEVELOPERS LIMITED**

**Cash Flow Statement as at 31st March, 2018**

Particulars		AS AT 31.03.2018		AS AT 31.03.2017	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
	<b>Net Profit Before Tax</b>		<b>2,689,620</b>		19618219
	Adjustments for:				
	Depreciation	253,328		303,656	
	Preliminary Expenses w/off	-		-	
	Deferred Revenue Expenditure	-		-	
	(Profit)/loss on sale of Assets	(6,156)		-	
	Interest & Finance Charges	-		-	
	Interest on FD	-		-	
	Dividend Income	-	247,172	-	303,656
	<b>Operating Profit before Working Capital Changes</b>		<b>2,936,792</b>		<b>19,921,875</b>
	Adjustments for:				
	Decrease/(Increase) in Receivables	(66,746)		151,429	
	Decrease/(Increase) in Inventories	(53,561,834)		62,351,094	
	Increase/(Decrease) in Payables	(2,851,753)	(56,480,333)	(53,476,927)	9,025,596
	<b>Cash generated from operations</b>		<b>(53,543,541)</b>		<b>28,947,471</b>
	Income Tax paid		(658,000)		(6,168,000)
	<b>Net Cash flow from Operating activities</b>		<b>(54,201,541)</b>		<b>22,779,471</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Purchase of Fixed Assets	(7,460)		(109,887)	
	Mutual Fund	-		-	
	Sale of Fixed Assets	500,000		-	
	Increase in Advances & others	(153,700,588)		(6,591,949)	
	Interest on FD	-		-	
	Dividend Income	-		-	
	<b>Net Cash used in Investing activities</b>		<b>(153,208,048)</b>		<b>(6,701,836)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
	Proceeds from Long term Borrowings	(20,235,102)		(16,011,051)	
	Issue of Equity Shares	132,000,000		-	
	Issue of Security premium and Bonus shares	95,760,218		-	
	Interest paid	-		-	
	<b>Net Cash used in financing activities</b>		<b>207,525,116</b>		<b>(16,011,051)</b>
	Net increase in cash & Cash Equivalents		115,527		66,585
	Cash and Cash equivalents as at Beginning of the year		119,910		53,326
	Cash and Cash equivalents as at the end of the year		235,437		119,911
		<b>AS AT 31.03.2018</b>	<b>AS AT 31.03.2017</b>	<b>AS AT 31.03.2017</b>	<b>AS AT 31.03.2016</b>
	<b>Cash &amp; Cash Equivalents</b>	<b>RS.</b>	<b>RS.</b>	<b>RS.</b>	<b>RS.</b>
	Cash in Hand	152,878	124,705	124,705	39,449
	Cash at Bank	82,559	(4,795)	(4,795)	13,877
	<b>Cash &amp; Cash equivalents as stated</b>	<b>235,437</b>	<b>119,910</b>	<b>119,910</b>	<b>53,326</b>
<b>FOR ANA &amp; Associates</b>		<b>For and on behalf of the Board</b>			
<b>Chartered Accountants</b>		<b>Ratnabhumi Developers Limited</b>			
	<b>Kaivan Shah</b>			<b>Meghna Shah</b>	
	<b>Managing Director</b>			<b>Whole-Time Director</b>	
	<b>DIN 01887130</b>			<b>DIN 02155782</b>	
<b>(Nirav R. Choksi)</b>	<b>Devanshi Shah</b>			<b>Rinni Shah</b>	
<b>Partner</b>	<b>Company Secretary</b>			<b>Chief Financial Officer</b>	
<b>M. No. 112249</b>	<b>ACS 53350</b>			<b>BUSPS1224B</b>	
<b>FRN No : 130797W</b>	<b>Place : Ahmedabad</b>				
<b>Place : Ahmedabad</b>	<b>#REF!</b>				
<b>Date : 23/05/2018</b>					

**RATNABHUMI DEVELOPERS LIMITED**  
Notes attached to and forming part of Financial statement for the year ended 31.03.2018

**NOTE-1 Share Capital**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>Authorised Capital</b>		
1,40,00,000 Equity shares of Rs. 10 Each (Previous Year 5,00,000 Equity shares of Rs. 10 Each)	140,000,000	5,000,000
<b>Issued Subscribed and Paid Up</b>		
1,37,00,000 Equity Shares of Rs. 10 Each fully paid up)	137,000,000	5,000,000
<b>TOTAL</b>	<b>137,000,000</b>	<b>5,000,000</b>

**List of Shareholders Holding more than 5% shares**

Name of Shareholder	No. of Shares Held	
	31/03/2018	31/03/2017
Kaivan J Shah	5,000,000	250,000
Meghna Munir Shah	4,999,900	250,000
	9,999,900	500,000

**Reconciliation of number of Shares**

Particulars	As At		As At	
	31/03/2018		31/03/2017	
	Number	Rs.	Number	Rs.
Opening Number of Equity Shares	500,000	5,000,000	500,000	5,000,000
Add: Equity Shares Allotted	3,700,000	37,000,000	-	-
Add: Bonus Shares Issued during the year	9,500,000	95,000,000	-	-
Less: Equity Shares	-	-	-	-
Closing Balance of Equity Shares	13,700,000	137,000,000	500,000	5,000,000

**NOTE-2 Reserve and Surplus**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>a) Surplus i.e Balance in statement of Profit &amp; Loss</b>		
As per Last Balance sheet	96,108,422	82,820,540
Add: Profit for the period	2,049,023	13,287,882
Less: Bonus issued during the year	(95,000,000)	-
	<b>3,157,445</b>	<b>96,108,422</b>
<b>b) Security Premium</b>		
As per Last Balance sheet	-	-
Add: Issued during the year	196,100,000	-
Less: IPO Expenses	(3,839,782)	-
Less: ROC Stamp duty	(1,500,000)	-
	<b>190,760,218</b>	-
<b>TOTAL</b>	<b>193,917,663</b>	<b>96,108,422</b>

**NOTE-3 Long Term Borrowings**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>UNSECURED LOANS</b>		
<b>A.Loans and Advances from Directors</b>		
Meghna M Shah	7,332,384	1,264,217
Kaivan J Shah	4,902,987	-
Munirbhai M Shah	-	501,578
<b>B.Loans and Advances From Other Related parties</b>		
Suamyaa Fincap	-	2,787,230
Mahendrabhai M Shah	-	22,108,857
Jitendra M Shah	-	5,808,591
<b>TOTAL</b>	<b>12,235,371</b>	<b>32,470,473</b>

**NOTE-4. Deferred tax liabilities (Net)**

Particulars	As At 31/03/2018	As At 31/03/2017
Opening Balance	218,404	56,067
Current Year DTL/(DTA) on account of timing difference due to depreciation	(17,403)	162,337
<b>Closing Balance</b>	<b>201,001</b>	<b>218,404</b>
<b>TOTAL</b>	<b>201,001</b>	<b>218,404</b>

**NOTE-5. Other Long Term Liabilities**

Particulars	As At 31/03/2018	As At 31/03/2017
Deposit Tarrace Over Office	240,000	240,000
VIOM Network Ltd-Deposit	60,000	60,000
Akash Education Services	656,000	656,000
Renaissance Educare Pvt Ltd Rent Deposit	432,000	432,000
<b>TOTAL</b>	<b>1,388,000</b>	<b>1,388,000</b>

**NOTE-6. Trade Payable**

Particulars	As At 31/03/2018	As At 31/03/2017
Trade payable for goods Purchase (As per List Attached)	294,077	1,005,462
<b>TOTAL</b>	<b>294,077</b>	<b>1,005,462</b>

**NOTE-7 Other current liabilities**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>a) Current Maturity of Long term Debt</b>		
BMW India Financial Services P Ltd	-	285,785
<b>b) Interest accrued and due on Borrowings</b>		
Suamyaa Fincap	234,849	-
Mahendrabhai M Shah	994,113	-
Jitendra M Shah	530,527	-
Munirbhai M Shah	(30,396)	-
A Shridhar Construction Pvt Ltd	1,025,039	-
<b>c) Booking Advance Received</b>		
Renaissance	1,800,000	-
<b>TOTAL</b>	<b>4,554,132</b>	<b>285,785</b>

**NOTE-8 Short Term Provision**

Particulars	As At 31/03/2018	As At 31/03/2017
Income Tax Provision	658,000	6,168,000
Unpaid Salary	426,842	105,600
Professional Tax Employee	2,230	-
Tds Payable	466,160	1,700,043
Unpaid IPO (ASBA) Expense	11,696	-
<b>TOTAL</b>	<b>1,564,928</b>	<b>7,973,643</b>

**NOTE-10 Current Investments**

Particulars	As At 31/03/2018	As At 31/03/2017
Ratna Infracon Pvt Ltd (Booking of Flat)	47,900,000	47,900,000
Aadi Infra Developers (Plot Booking)	140,000,000	-
<b>Investment in Partnership Firms</b>		
Raivat Projects LLP (Fixed Capital)	17,500	-
Rajul Projects LLP (Fixed Capital)	22,500	-
Raivat Projects LLP (Current Capital)	19,765,350	-
Rajul Projects LLP (Current Capital)	65,872,108	-
<b>TOTAL</b>	<b>273,577,458</b>	<b>47,900,000</b>

**NOTE- 9 FIXED ASSETS**

Block of Assets / Asset Group	Rate	Gross Block				Depreciation					Net Block	
		1/4/2017	Additions	Sale/Adj.	31/03/2018	1/4/2017	For the Year	Sale/Adj.	Residual Value Adjustment	31/03/2018	31/03/2018	31/03/2017
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>COMPUTERS AND DATA PROCESSING UNITS</b>												
COMPUTER	63.16%	1,09,887	7,460	0	1,17,347	32,980	52,137	0	0	85,117	32,230	76,907
	67.07%	14,200	0	0	14,200	13,490	0	0	0	13,490	710	710
	96.21%	48,250	0	0	48,250	45,837	0	0	0	45,837	2,413	2,413
<b>Total (Asset Group)</b>		<b>1,72,337</b>	<b>7,460</b>	<b>0</b>	<b>1,79,797</b>	<b>92,307</b>	<b>52,137</b>	<b>0</b>	<b>0</b>	<b>1,44,444</b>	<b>35,353</b>	<b>80,030</b>
<b>MOTOR VEHICLES</b>												
CAR	25.98%	24,90,000	0	24,90,000	0	18,22,824	1,73,332	19,96,156	0	0	0	6,67,176
<b>OFFICE EQUIPMENT</b>												
OFFICE EQUIPMENT	57.97%	8,000	0	0	8,000	7,600	0	0	0	7,600	400	400
	62.18%	13,770	0	0	13,770	13,081	0	0	0	13,081	689	689
<b>Total (Asset Group)</b>		<b>21,770</b>	<b>0</b>	<b>0</b>	<b>21,770</b>	<b>20,681</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>20,681</b>	<b>1,089</b>	<b>1,089</b>
REFRIGARATOR	45.07%	13,200	0	0	13,200	10,879	1,046	0	0	11,925	1,275	2,321
<b>Total (Block)</b>		<b>34,970</b>	<b>0</b>	<b>0</b>	<b>34,970</b>	<b>31,560</b>	<b>1,046</b>	<b>0</b>	<b>0</b>	<b>32,606</b>	<b>2,364</b>	<b>3,410</b>
<b>PLANT AND MACHINERY</b>												
AIR CONDITION	18.97%	83,108	0	0	83,108	52,928	5,725	0	0	58,653	24,455	30,180
	19.07%	72,000	0	0	72,000	47,069	4,754	0	0	51,823	20,177	24,931
	19.11%	1,52,000	0	0	1,52,000	1,00,260	9,887	0	0	1,10,147	41,853	51,740
<b>Total (Asset Group)</b>		<b>3,07,108</b>	<b>0</b>	<b>0</b>	<b>3,07,108</b>	<b>2,00,257</b>	<b>20,366</b>	<b>0</b>	<b>0</b>	<b>2,20,623</b>	<b>86,485</b>	<b>1,06,851</b>
MOBILE PHONE	18.63%	47,000	0	0	47,000	27,278	3,674	0	0	30,952	16,048	19,722
VEHICLE	16.67%	56,627	0	0	56,627	40,005	2,771	0	0	42,776	13,851	16,622
<b>Total (Block)</b>		<b>4,10,735</b>	<b>0</b>	<b>0</b>	<b>4,10,735</b>	<b>2,67,540</b>	<b>26,811</b>	<b>0</b>	<b>0</b>	<b>2,94,351</b>	<b>1,16,384</b>	<b>1,43,195</b>
<b>Grand Total</b>		<b>31,08,042</b>	<b>7,460</b>	<b>24,90,000</b>	<b>6,25,502</b>	<b>22,14,231</b>	<b>2,53,326</b>	<b>19,96,156</b>	<b>0</b>	<b>4,71,401</b>	<b>1,54,101</b>	<b>8,93,811</b>

**NOTE-11 Inventories**

Particulars	As At 31/03/2018	As At 31/03/2017
i) Inventories		
a) Finished Goods (at Cost )	71,376,432	17,814,598
<b>TOTAL</b>	<b>71,376,432</b>	<b>17,814,598</b>

**NOTE-12 Trade Receivable**

Particulars	As At 31/03/2018	As At 31/03/2017
Trade Receivable ( List Attached)	2,132,610	2,065,864
<b>TOTAL</b>	<b>2,132,610</b>	<b>2,065,864</b>

**NOTE-13 Cash and Bank balance**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>Cash and Cash Equivalents</b>		
<b>A).Balance with banks</b>		
Central Bank of India-0667	15,945	11,182
HDFC Bank Ltd-0704	47,824	(15,977)
ICICI BANK	18,790	-
<b>B) Cash on hand</b>	<b>152,878</b>	<b>124,705</b>
<b>TOTAL</b>	<b>235,437</b>	<b>119,910</b>

**NOTE-14 Short Term Loans & Advances**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>(a)Loans &amp; Advances</b>		
Ratna Infracon P Ltd	-	28,555,696
Ratna Infraestate P Ltd	-	44,665,379
Praful Babria Loan	-	12,000
Ravi Moriya Loan	21,000	22,000
<b>TOTAL</b>	<b>21,000</b>	<b>73,255,075</b>

**NOTE-15 Other Current Asset**

Particulars	As At 31/03/2018	As At 31/03/2017
TDS Receivable	750,271	2,345,349
GST Receivable	435,096	-
VAT Deposit	45,000	45,000
Prepaid Expenses	66,667	1,898
Torrent Power Ltd Deposit	30,100	8,682
BSE Ltd Deposit	2,331,000	-
<b>TOTAL</b>	<b>3,658,134</b>	<b>2,400,929</b>

**NOTE-16 Revenue From Operation**

Particulars	As At 31/03/2018	As At 31/03/2017
Sales	-	82,500,000
Rent Income	3,672,360	9,520,552
Interest on Partner's Current Capital	2,247,458	-
<b>TOTAL</b>	<b>5,919,818</b>	<b>92,020,552</b>

**NOTE-17 Other Income**

Particulars	As At 31/03/2018	As At 31/03/2017
Interest on Torrent Deposit	-	21,313
Other Interest	4,105,572	6,084,552
Short/Long Term Gain or Loss	411,478	-
Profit on sales of BMW	6,156	-
Other Income	21,637	-
<b>TOTAL</b>	<b>4,544,843</b>	<b>6,105,865</b>

**NOTE-18 Purchase of Stock-in-trade**

Particulars	As At 31/03/2018	As At 31/03/2017
Stock-in-trade (Land)	50,833,000	-
<b>TOTAL</b>	<b>50,833,000</b>	<b>-</b>

**NOTE-19 Changes in Inventories of Finished Goods,WIP and Stock in trade**

Particulars	As At 31/03/2018	As At 31/03/2017
<b>Stock of Finished goods</b>		
Closing Stock-Finished Goods	71,376,432	17,814,598
Less:		
Opening Stock Finished goods	17,814,598	80,165,692
<b>TOTAL</b>	<b>(53,561,834)</b>	<b>62,351,094</b>

**NOTE-20 Employee benefit Expense**

Particulars	As At 31/03/2018	As At 31/03/2017
Salary and Wages	2,304,586	2,499,936
Bonus Exp	111,166	58,003
Director Remuneration	1,800,000	4,800,000
Director Sitting Fees	15,000	-
Staff welfare Expenses	25,691	-
<b>TOTAL</b>	<b>4,256,443</b>	<b>7,357,939</b>

**NOTE-21 Financial Cost**

Particulars	As At 31/03/2018	As At 31/03/2017
Other Interest	4,157,676	2,872,478
Interest paid to financial institution	8,983	872,262
<b>TOTAL</b>	<b>4,166,659</b>	<b>3,744,740</b>

**NOTE-22 Other Expenses**

Particulars	As At 31/03/2018	As At 31/03/2017
Advertisement Expense	244,445	16,445
AC Repairing Expense	1,898	1,898
Audit Fees	170,000	34,500
Bank Charges	1,607	437
Brokerage (Turquoise & Rent)	-	1,250,000
Business Promotion Expenses	42,969	-
Car Insurance	33,768	-
Computer AMC Expense	-	13,700
Computer Expense	40,259	5,100
Conveyance Expense	-	700
Developer Licence Exp	-	25,500
Digital Signature exp	-	1,000
Electricity Expense	130,962	173,509
Equity-Annual Listing Expense	103,616	-
Equity-Depository Charges	7,500	-
Equity-RTA Expenses	32,903	-
Insurance Expense	-	80,000
Income tax Expense	475,899	1,064,390
Interest on Income Tax & TDS	-	571,890
Interest on Service Tax	-	54,329
Labour Purchase	-	1,241
Land & Education Cess	15,830	-
Late Fess (TDS)	22,600	7,800
Municipal Tax Rent	(818,550)	818,550
Membership Exp	33,333	-
Maintainance Exp	52,100	-
Municipal Tax	67,029	75,974
Miscellaneous Expense/Other charges/Kasar/Round Off	27,309	25,471
Postage Expense	9,251	-
Professional Fees	186,290	233,991
Professional Tax	2,000	-
Repairing Expenses	129,590	-
ROC Fees	19,159	1,500
Stamp Paper	4,400	-
Service tax Penalty	536,710	17,259
Service Tax Expense	-	115,056
Sign bord expense	3,080	-
Sponsorship Fee	50,000	-
Stationery Expense	47,662	40,699
Telephone Expense	117,899	119,830
Trademark Exp	10,100	-
Travelling Exp	17,875	-
Website Exp	7,952	-
<b>TOTAL</b>	<b>1,827,445</b>	<b>4,750,769</b>

## RATNABHUMI DEVELOPERS PRIVATE LIMITED

### Note. 23

#### 1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

##### 1.1 BASIS FOR PREPARATION OF ACCOUNTS

These financial statements have been prepared to comply with all material aspects in respect with the notified Accounting Standards by Companies Accounting Standard Rules, 2006, standards issued by Institute of Chartered Accountants of India and the relevant provision of the Companies Act, 2013.

Accounting policies have been consistently applied by the Company

##### 1.2 USE OF ESTIMATES

The preparation of financial statements is in conformity with the generally accepted accounting principles which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

##### 1.3 REVENUE RECOGNITION

- 1) Sale of shops/offices are recognized when the ownership and the final possession of the shops/offices is transferred to the buyers.
- 2) Revenue from services is recognized as the related services are performed. Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of rising any claim, revenue recognition is postponed to the extent of uncertainty involved. In such cases revenue recognized only when it is reasonably certain that ultimate collection will be made.
- 3) Interest income is recognized on a time proportional basis taking into account the amount outstanding and the rate applicable
- 4) Dividend income from investment is recognized when the amount is received.

##### 1.4 FIXED ASSETS

###### 1.4.1 TANGIBLE ASSETS

- (i) Fixed assets are stated at cost of acquisition or construction less accumulated depreciation, including borrowing cost as specified in point (1.9) till such assets are ready for its intended use, less specific grants received and Cenvat Credit availed if any.
- (ii) Fixed assets in the course of Work-in-progress for production or administrative purposes are carried at cost less any impairment loss. Work in progress includes expenditure pending for capitalization.  
Cost includes land and building improvement costs, related acquisition expenses and construction costs incurred during the period of construction. Depreciation of these assets, on the same basis as the other property assets, commences when the assets are ready for their intended use.
- (iii) The cost of self-constructed assets includes cost of materials plus any other directly attributable costs of bringing the assets to working condition for its intended use.
- (iv) Subsequent expenditure are added to the cost of existing asset only when such expenditure is expected to increase the future benefits from the existing asset beyond its standard of performance as on that date.
- (v) An item of fixed asset is eliminated from financial statements on disposal or discarding.
- (vi) Items of fixed assets that are retired from active use and are held for disposal are stated at the lower of their net book value and net realizable value and are presented separately in the financial statements. Any expected loss is recognized immediately in the statement of profit and loss.
- (vii) The gain or loss arising on the disposal or retirement of an asset is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in statement of profit and loss for the relevant financial year.

##### 1.5 IMPAIRMENT OF ASSETS

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset under development and intangible asset having amortization period of greater than ten years is tested for impairment annually and other intangible assets whenever there is an indication that asset may be impaired

Recoverable amount is the higher of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized as income immediately.

##### 1.6 DEPRECIATION

Except for Freehold Land, Leasehold Land and Capital Work-in-Progress depreciation is charged on Straight Line Method (SLM) as per rate and in the manner prescribed under Schedule II of the Companies Act, 2013. Any addition or extension to an existing asset which is of a capital nature and which becomes an integral part of the existing asset is depreciated over the remaining useful life of that asset.

Leasehold land is amortized over the available balance lease period.

Depreciation is not provided on Freehold Land and capital work-in-progress.

When assets are disposed or retired, their cost and accumulated depreciation are removed from the financial statements.

### **1.7 INVESTMENTS**

Long term investments are stated at cost less amount written off, where there is a diminution in its value of other than temporary nature. Current investments are stated at lower of cost and fair value determined on an individual basis. Gain or loss arising from sale or disposal of such investment is accounted at the time of actual sale or disposal in the Statement of Profit and Loss.

### **1.8 INVENTORIES**

Inventories are stated at the lower of cost and net realizable value.

Cost of Raw Material is determined on a monthly moving weighted average basis.

Stores and Consumables are valued at cost (net of CENVAT) or net realizable value whichever is lower.

Finished goods are valued at cost or net realizable value whichever is lower. Cost comprises direct materials and where applicable, direct labour costs, those overheads that have been incurred in bringing the inventories to their present location and condition and excise duty payable on finished goods.

Work in Progress is valued at cost or net realizable value whichever is less. Cost comprises direct materials and appropriate portion of direct labour costs, manufacturing overheads and depreciation.

### **1.9 BORROWING COSTS**

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets, wherever applicable, till the assets are ready for their intended use. Such capitalisation is done only when it is probable that the asset will result in future economic benefits and the costs can be measured reliably. Capitalisation of borrowing costs commences when all the following conditions are satisfied:

1. Expenditure for the acquisition, construction or production of a qualifying asset is being incurred;
2. Borrowing costs are being incurred; and
3. Activities that are necessary to prepare the asset for its intended use are in progress.

A qualifying asset is one which necessarily takes substantial period to get ready for intended use. All other borrowing costs are charged to revenue account. Capitalisation of borrowing cost is suspended when active development is interrupted.

### **1.10 PRIOR YEAR EXPENSES AND INCOME**

Transactions pertaining to period prior to current accounting year are adjusted through prior year adjustments, if any.

### **1.11 EMPLOYEE BENEFITS**

Employee benefits payable wholly within twelve months of the end of the reporting period are classified as short term employee benefits and are recognized as the employee renders service on an undiscounted basis. Contribution to Defined Contribution Schemes such as Provident Fund, etc. are charged to the Statement of Profit and Loss as incurred. The Company also provides for retirement / post-retirement benefits in the form of gratuity and leave encashment. Such benefits (Defined Benefit Plans) are provided for based on valuations, as at the balance sheet date, made by independent Actuaries. Termination benefits are recognized as an expense as and when incurred. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss.

### **1.12 CENVAT**

CENVAT Credit of raw materials and other consumables is accounted at the time of purchase and the same is being adjusted to the cost of raw materials and other consumables.

### **1.13 ACCOUNTING FOR TAXES ON INCOME**

Current tax is determined as the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized, if there is virtual certainty that sufficient future taxable income will be available against which such assets can be realized. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed at each Balance Sheet date to reassess realization. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute Of Chartered Accountants Of India, the said asset is created by way of a credit to the Statement of Profit & Loss and shown as MAT Credit Entitlement.

The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **1.14 PROVISIONS AND CONTINGENT LIABILITIES**

A provision is recognized when it is more likely than not that an obligation will result in an outflow of resources.

Provisions are not discounted to their present value and are determined based on management's estimation of the obligation required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect current management estimates.

Contingent Liabilities are disclosed for all possible obligations that are not remote and all present obligations of which outflow of economic resources is not estimable.

#### 1.15 UTILIZATION OF IPO AND SECURITY PREMIUM

The company has raised money by way of initial public offer through BSE and it has been utilized for the purpose for which those were raised. "Statement of Utilization of Money raised through Initial Public offer of Equity Shares up to and as at March 31, 2018" is also provided in the Financial Statements. The company has issued security premium and expenses related to initial public offer has been written off against such security premium account.

#### 2. Related Party Transactions:-

##### Particulars of any payment made to related persons

SN	Name of Related Person	PAN	Relation:	Nature of Transaction	Payment made (Amount):	Outstanding Balance of Loan
1	Jitendrakumar M. Shah	AGRPS7696E	Director's Relative	Interest On Loan	5,89,474	0
2	Mahendrabhai M. Shah	ALXPS5756P	Director's Relative	Interest On Loan	11,04,570	0
3	Megana Munir Shah	BAIPS1794N	Whole-Time Director	Interest On Loan	7,80,186	73,32,384
4	Munir M. Shah	ALXPS5757N	Director	Interest On Loan	65,782	0
5	Kaivan J. Shah	AZBPS3154M	Managing Director	Interest On Loan	1,70,544	49,02,988
6	Saumya Fincap	ABZFS4379N	Firm In Which Director Is Interested	Interest On Loan	2,60,944	0
6	Munir M. Shah	ALXPS5757N	Director	Remuneration	1,50,000	Not Applicable.
7	Kaivan J. Shah	AZBPS3154M	Managing Director	Remuneration	9,00,000	Not Applicable.
8	Megana Munir Shah	BAIPS1794N	Whole-Time Director	Remuneration	7,50,000	Not Applicable.
9	Munir M. Shah	ALXPS5757N	Director	Salary	3,00,000	Not Applicable.
10	Rinni Kaivan Shah	BUSPS1224B	Managing Director's Wife	Salary	3,00,000	Not Applicable.

- In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of the business.
- Inventories are as taken and certified by a director.
- Balances of Debtors, Creditors, and Advance and Deposits are subject to confirmation, reconciliation and Adjustments, if any.
- Previous year's figures have been re-grouped, re-classified and re-arranged whenever necessary.

#### SIGNATURE TO NOTE "1" TO "23"

**FOR ANA & Associates**  
Chartered Accountants

(Nirav R Choksi)  
Partner  
M. No. 112249  
FRN No : 130797W

Place : Ahmedabad  
Date : 23/05/2018

**For and on behalf of the Board**  
**Ratnabhumi Developers Limited**

**Kaivan Shah**  
Managing Director  
DIN 01887130

**Meghna Shah**  
Whole-Time Director  
DIN 02155782

**Devanshi Shah**  
Company Secretary  
ACS 53350

**Rinni Shah**  
Chief Financial Officer  
BUSPS1224B

Place : Ahmedabad  
Date : 23/05/2018

**NOTICE**

Notice is hereby given that the 12<sup>th</sup> (twelfth) Annual General Meeting (AGM) of the Members of Ratnabhumi Developers Limited ("the Company") will be held on Wednesday, September 12, 2018 at 11:00 A.M. at the registered office of the Company situated At S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White House E.B., C.G. Road Ahmedabad 380009 to transact the following businesses:

**Ordinary Businesses:**

**1. Adoption of Financial Statements:**

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon.

**2. Appointment of Mr. Kaivan Shah (DIN 01887130) as director liable to retire by rotation:**

To appoint a Director in place of Mr. Kaivan Shah (DIN 01887130), who retires by rotation and, being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive directors and the non-executive are subject to retirement by rotation. Mr. Kaivan Shah (DIN 01887130), who was appointed on September 18, 2017 as Chairman & Managing Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Kaivan Shah (DIN 01887130) is required to retire by rotation, he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Kaivan Shah (DIN 01887130) as such, to the extent that he is required to retire by rotation.

**Registered office:**  
S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White  
House E.B., C.G. Road Ahmedabad -380009

By order of the Board of Directors  
For, **Ratnabhumi Developers Limited**

**Kaivan Shah**  
Chairman and Managing Director  
DIN 01887130

**Place:** Ahmedabad  
**Date:** August 18, 2018

**Notes for Shareholders for AGM:**

- A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**  
A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.  
The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before Monday, September 10, 2018, 11:00 a.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.  
During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
- Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 8<sup>th</sup> September, 2018 to Wednesday, 12<sup>th</sup> September, 2018 (both days inclusive) and same will be re-opened from Thursday, 13<sup>th</sup> day of September, 2018 onwards.
- The route map showing directions to reach the venue of the 12<sup>th</sup> AGM is provided at the end of this Notice.
- The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. [www.ratnagroup.co.in](http://www.ratnagroup.co.in).
- The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2017-18. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.

Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
10. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
12. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
13. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
14. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment or re-appointment as Director under Item Nos. 2 of the Notice are provided hereunder;

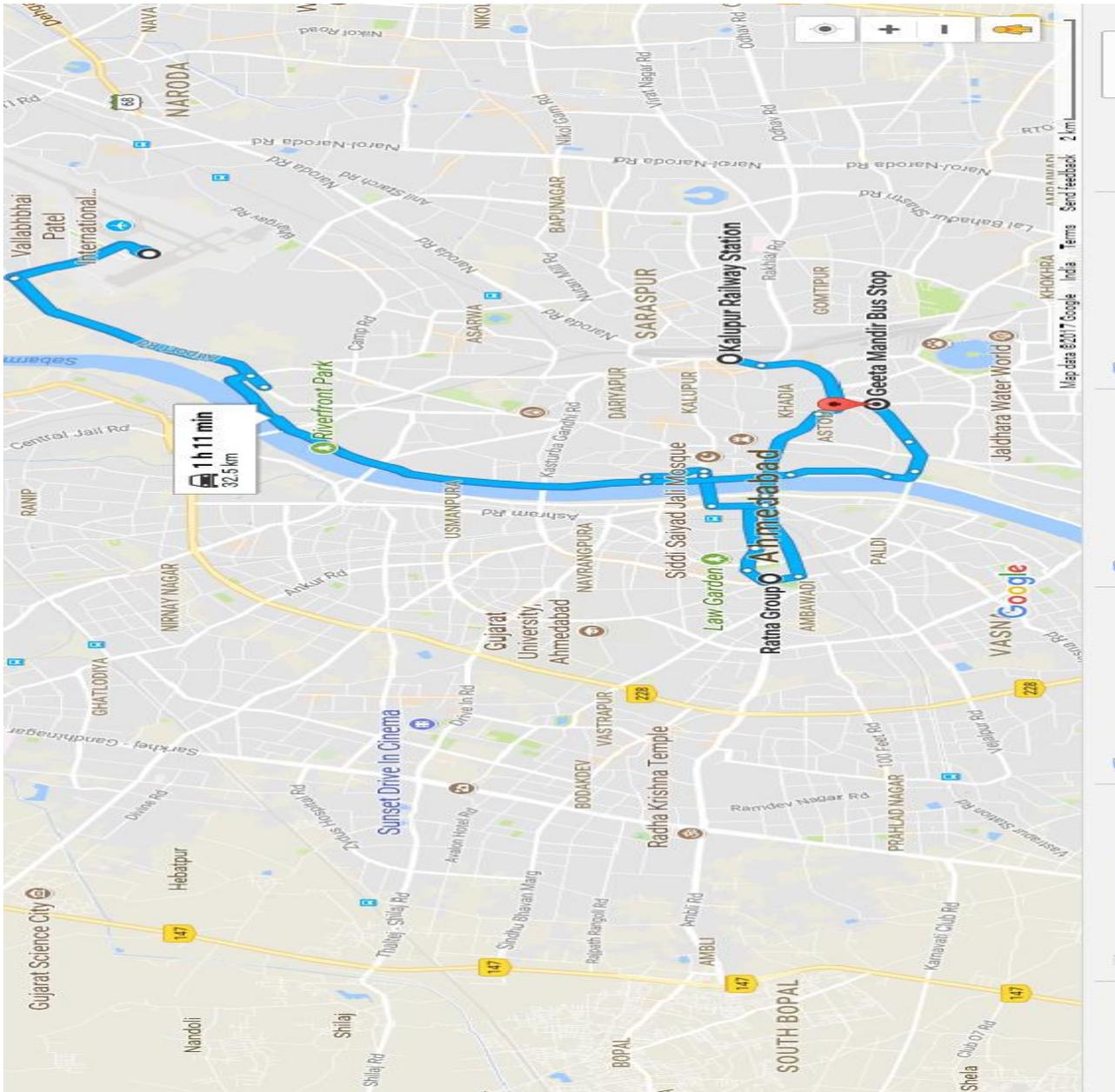
<b>Name of Director</b>	Mr. Kaivan J. Shah
<b>Date of Birth</b>	August 09, 1985
<b>Date of Appointment at current term and designation</b>	Originally appointed as Director w.e.f. October 01, 2016. Re-designated as Chairman & Managing Director in Board Meeting dated September 18, 2017 and in AGM dated September 29, 2017 for a period of 5 years w.e.f September 18, 2017.
<b>Qualifications</b>	Bachelor of Commerce.
<b>Expertise in Specific Functional Areas</b>	He has an experience of 9 Years in Real Estate and Construction Business. Following his father’s footsteps of realizing the best for all involved, his expertise lies in sales & marketing. From product identification to location relevance and then finally presenting it in the market aptly is ability unique to him who also oversees future business diversification. Prior to joining our Company he has worked with various Group Companies which is engaged in the Business of Real Estate (Construction).
<b>List of Public Limited Companies in which Directorships held</b>	Nil
<b>Chairman / Member of the Committees* of the Board of Directors of the Public Company</b>	Members – 2 Committee Chairman – Nil
<b>Inter-se relationship with other Directors</b>	He is a Cousin brother of Mr. Munir Shah, Non-Executive Director of Company and Brother in Law of Mrs. Meghna Munir Shah, Whole-Time Director of Company.

\*Committee includes the Audit Committee and Stakeholders’ Grievance Committee

**Specific Attention of the Members is drawn to the followings:**

1. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents to provide efficient and better services.
3. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
4. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the Alankit Assignments Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and Alankit Assignments Limited to enable us to send you the communications via email.

### Route map to the venue of Annual General Meeting



**RATNABHUMI DEVELOPERS LIMITED**

CIN: L45200GJ2006PLC048776

**Regd. Off:** S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White House E.B., C.G. Road Ahmedabad 380009, India

**Phone:**+91-79-26424209; **E-mail:** compliance@ratnagroup.co.in **Web:** www.ratnagroup.co.in

**ATTENDANCE SLIP**

Regd. Folio No./DP Id No./Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 12<sup>th</sup> Annual General Meeting of Ratnabhumi Developers Limited held on Wednesday, September 12, 2018 at 11:00 A.M. at the registered office of the Company situated at S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White House E.B., C.G. Road , Ahmedabad 380009, India.

**Member's/Proxy's Name in Block Letters**

**Member's/Proxy's Signature**

**Notes:** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

**PROXY FORM**

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

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

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of Ratnabhumi Developers Limited to be held on Wednesday, September 12, 2018 at 11:00 A.M. at the registered office of the Company situated at S.F. 207, Turquoise, Panchvati Panch Rasta, Nr. White House E.B., C.G. Road, Ahmedabad- 380009, India and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary businesses</b>				
1.	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon.			
2.	To appoint a Director in place of Mr. Kaivan Shah (DIN 01887130), who retires by rotation and being eligible, seeks re-appointment.			

Signed this.....day of.....2018

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder(s)**

Affix  
Revenue  
Stamp of not  
less than  
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**Note:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before Monday, September 10, 2018, 11:00 A.M.)
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.