



Ref: ERL/SECRETARIAL/2019-20/916

19<sup>th</sup> September, 2019

**The General Manager**

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**The Secretary**

The National Stock Exchange of  
India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**The Secretary**

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata-700 001

Dear Sir,

**Sub: Submission of Annual Report 2018-19, under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2018-19, duly approved and adopted by the shareholders at the 11<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September, 2019.

Further in terms of BSE Circular no. LIST/COMP/40/2018-19 dated 8th February, 2019 and subsequent clarification vide circular no. LIST/COMP/13/2019-20 dated 16th May, 2019 with regard to filing of Annual Report in XBRL mode under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the same will be filed in XBRL format at the time when the Company shall file Form AOC-4 (XBRL) with Ministry of Corporate Affairs.

This is for your information and record.

Thanking you.

Yours truly,

For Emami Realty Limited

  
Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762



*Encl: as above*



Annual Report 2018-19



Our founders Shri R S Agarwal and Shri R S Goenka





**Studio  
Apartment**



**Model Flat**



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# Corporate Information

## BOARD OF DIRECTORS

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Mr. Abhijit Datta, Chairman  
Mr. Hari Mohan Marda  
Mr. Ram Gobind Ganeriwala  
Mr. Debasish Bhaumik  
Mrs. Karabi Sengupta  
Mr. Basant Kumar Parakh  
Mr. Rajesh Bansal, *Whole-time Director*  
Mr. Girija Kumar Choudhary, *Whole-time Director & CFO*

## CHIEF EXECUTIVE OFFICER

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Dr. Nitesh Kumar Gupta

## COMPANY SECRETARY

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Ms. Payel Jain

## STATUTORY AUDITOR

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M/s S K Agrawal & Co  
Chartered Accountants

## BANKERS

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ICICI Bank Limited  
RBL Bank Limited

## REGISTERED OFFICE

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Acropolis, 13th Floor, 1858/1, Rajdanga Main Road,  
Kasba, Kolkata -700107  
Phone: +91 33 6625 1200  
E-mail: [infra@emamirealty.com](mailto:infra@emamirealty.com)  
Website: [www.emamirealty.com](http://www.emamirealty.com)  
CIN: L45400WB2008PLC121426

## REGISTRAR AND SHARE TRANSFER AGENT

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Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road,  
5th Floor, Kolkata - 700 001  
Phone: +91 33 2243 5809 / 5029  
Fax : +91 33 2248 4787  
Email: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

# Directors' Report



*Dear shareholders,*

Your Directors have pleasure in presenting their 11th Annual Report on the business and operations of the Company, together with the Audited Accounts of the Company for the year ended 31st March, 2019.

## FINANCIAL PERFORMANCE

The standalone performance of the Company for the year ended on 31st March, 2019 is stated below:

(₹ in lakhs)

Particulars	2018-19	2017-18
Revenue from Operations	6,374.59	146.73
Other Income	13,157.69	11,883.18
<b>Total Revenue</b>	<b>19,532.28</b>	<b>12,029.91</b>
Total Expenses	19,330.20	11,753.43
<b>Profit before Tax</b>	<b>202.08</b>	<b>276.48</b>
<b>Tax Expenses</b>		
- Current Tax	-	197.67
- MAT Credit Entitlement	-	(115.25)
- Deferred Tax	123.75	(62.16)
- Income Tax paid/refund for Earlier Years	5.33	(122.63)
<b>Profit for the Year</b>	<b>73.00</b>	<b>378.85</b>
Profit Brought Forward	(46.59)	(272.11)
Less: Cancellation of Investment	-	(5,726.58)
Add: Transferred on Amalgamation	-	5,566.87
Other Comprehensive Income	250.00	6.38
<b>Net Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>	<b>276.40</b>	<b>(46.59)</b>

## DIVIDEND

Your Directors have not recommended any dividend for the financial year 2018-19.

## TRANSFER TO RESERVES

Your Directors have decided not to transfer any amount to General Reserve for the year under review.

## SHARE CAPITAL

During the year under review, your Company has allotted 36,40,497 equity shares to the public shareholders of erstwhile Zandu Realty Limited (ZRL), pursuant to amalgamation of the said ZRL with the Company and accordingly, the total Paid-up Share Capital of the Company has increased to ₹ 558.78 Lakhs.

## OPERATIONS

Your Company reported a total revenue of ₹19,532.28 lakhs in 2018-19 against ₹12,029.91 lakhs in 2017-18, and EBITDA of ₹26,981.79 lakhs against ₹21,691.49 lakhs in the previous year. The Company also reported a profit after tax of ₹73.00 lakhs in 2018-19 compared to ₹378.85 lakhs in the previous year.

Your Company's consolidated revenues stood at ₹19,667.97 lakhs for the year under review against ₹11,824.86 lakhs in the previous year, and EBITDA of ₹27,127.83 lakhs in 2018-19 as compared to ₹21,908.14 lakhs reported in the previous year. The Company also reported a consolidated profit after tax of ₹49.64 lakhs in 2018-19 as compared to ₹361.27 lakhs reported in the previous year.

You will be happy to note that construction being in full swing, our projects namely, Emami City at Kolkata and Emami Tejomaya at Chennai have reached completion stage and flats are ready for fit out and /or possession. We are happy to inform that possession of one block of our Project Emami Tejomaya has already been delivered to the customers during March 2019. The customers are highly satisfied with the quality and the product.

It is an admitted fact that presently the real estate industry is facing high inventory situation and holding back such high inventory could not be a judicious business decision. We acted in line with the marketing requirements by introducing subvention scheme and other direct pecuniary benefit schemes. These resulted in satisfactory response for the Company.

During the period under report, West Bengal Housing Industry Regulation Act, 2017 has been made applicable to the projects in the state of West Bengal and your Company has already registered in compliance thereof for Emami City project at Kolkata. The details of the project can be accessed from the HIRA website ([www.hira.wb.gov.in](http://www.hira.wb.gov.in)).

## NON-CONVERTIBLE DEBENTURES

During the year, your Company has allotted Rated Unlisted Redeemable Non-Convertible Debentures of ₹ 10,00,000/- each aggregating to ₹ 250,00,00,000/- on private placement basis. Your Company maintained the credit rating of BWR AA- (SO) provided by Brickwork Ratings India Pvt. Ltd. for its borrowing by issuance of debt instruments on private placement basis.



## CHANGE IN NAME OF THE COMPANY

During the year under review, the name of the Company was changed to Emami Realty Limited and fresh Certificate of incorporation pursuant to change of name was issued by the Registrar of Companies on 15th October, 2018.

## AWARDS & ACCOLADES

You would be glad to learn that our Project 'Emami City' has been awarded the "ICONIC PROJECT OF THE YEAR" at the 11th Realty Plus Conclave & Excellence Award 2019 – East.

## CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

## MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

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

## SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

In compliance with Ind AS 110, your Company has prepared Consolidated Financial Statements, which forms part of this Annual Report. Further, pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the subsidiaries & associates in the prescribed Form AOC-1 has also been provided as a part of this Annual Report. The Company does not have any joint venture.

The highlights of performance of subsidiaries & associate companies and their contribution to the overall performance of the Company during the year under review, is tabulated below: (₹ in lakhs)

Particulars	Turnover	Profit / (Loss) after Tax	Profit / (Loss) considered in consolidation	Networth attributable to the Company as on 31.03.2019
<b>Subsidiaries</b>				
Sneha Ashiana Pvt. Ltd.	477.91	17.59	17.59	(5.37)
Delta PV Pvt. Ltd.	-	0.04	0.04	9.60
New Age Realty Pvt. Ltd.	-	(0.18)	(0.18)	(697.65)
<b>Associates</b>				
Roseview Developers Pvt. Ltd.	-	(0.16)	-	(0.50)
Prajay Urban Pvt. Ltd.	-	(0.50)	-	(0.50)
Bengal Emami Housing Ltd.	4.00	1.77	0.16	(0.86)
Swanhousing & Infra Pvt. Ltd.	12.95	3.55	1.19	3.83

As per the provisions of Section 136 of the Act, the audited Financial Statements of the Company along with separate audited financial statements of the subsidiaries are being placed on the Company's website [www.emamirealty.com](http://www.emamirealty.com) and a copy of such separate audited financial statements of the subsidiaries will be provided to the shareholders on request.

A Policy has been formulated for determining the Material Subsidiaries of the Company in compliance with the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. The said Policy has been posted at the Company's website at the weblink <https://www.emamirealty.com/investor-relation/emami-realty-ltd>.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The provisions of Section 186 of the Act in relation to loans or guarantee/ security are not applicable to the Company, being an infrastructure company as defined under Schedule VI to the Act. The particulars of loans given and investment made by the Company have been disclosed in the Notes to the Audited Financial Statements.

## PARTICULARS OF MATERIAL CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There are no material related party transactions made by the Company with Related Parties referred to in Section 188(1) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company. All transactions with related parties were reviewed and approved by the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive nature. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors on a quarterly basis.

A policy on 'Materiality of and Dealing with Related Party Transactions' has been devised by the Board of Directors and the same may be referred to, at the Company's website at the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>.

## PUBLIC DEPOSITS

The Company has not invited or accepted deposits from the public covered under Section 73 of the Act and The Companies (Acceptance of Deposits) Rules, 2014, as amended.

## AUDITORS & AUDITORS' REPORT

M/S S K Agrawal & Co, Chartered Accountants (Firm Registration No. 306033E) were appointed as the Statutory Auditors of the Company at the 6th Annual General Meeting of the Company, for period of five years, and will hold office till the conclusion of the ensuing Annual General Meeting. The Board took on record its appreciation of service rendered by them during their tenure as statutory auditors of the Company.

In view of the mandatory rotation of auditors' requirement and in accordance with the provisions of Companies Act, 2013, M/S Agrawal Tondon & Co., Chartered Accountants, (Firm Registration No. 329088E) have been proposed to be appointed as the statutory auditors of the Company at the forthcoming Annual General Meeting for a period of five years from the conclusion of the ensuing 11th Annual General Meeting till the conclusion of 16th Annual General Meeting of the Company. The said firm has given their consent and declared that they are not disqualified to be appointed as statutory auditors.

The Auditors' Report to the shareholders for the year under review does not contain any qualification.

## SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/S MKB & Associates, Practising Company Secretaries as Secretarial Auditor of the Company. The Secretarial Audit Report for the financial year ended 31st March, 2019 is annexed herewith as "Annexure - 1". In connection with the Secretarial Auditor's observation in the report, it is clarified that the approval of shareholders for certain material related party transactions under Regulation 23 (1) of the Listing Regulations shall be obtained in the ensuing annual general meeting.

## MAINTENANCE OF COST RECORDS

In terms of the Section 148 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, it is stated that the cost accounts and records are made and maintained by the Company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### I. INDEPENDENT DIRECTORS:

#### (a) Re-appointment

The term of appointment of Mr. Hari Mohan Marda, Mr. Abhijit Datta and Mr. Ram Gobind Ganeriwala as Independent Directors of the Company completed on 31st March, 2019. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors, being of the opinion that their skills and knowledge would be of immense benefit to the business interests of the Company, at their meeting held on 8th August, 2018, has proposed their re-appointment for another term of 5 years with effect from 1st April, 2019. The shareholders in their Annual General Meeting held on 27th September, 2018, approved their re-appointment for another term of 5 years with effect from 1st April, 2019.

The term of appointment of Mrs. Karabi Sengupta as Independent Director of the Company will be completing on 31st March, 2020. The Board is of the opinion that the skills and knowledge of Mrs. Sengupta would be of immense benefit to the Company. Proposal for her re-appointment as Independent Director for another term of 5 years with effect from 31st March, 2020, is being placed before the shareholders for approval at the ensuing Annual General Meeting.

#### (b) Statement on declaration given by Independent Directors under sub-section (7) of Section 149:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as amended.

### (c) Familiarization Programme undertaken for Independent Directors:

The Independent Directors are familiarised with the Company, about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's operations, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The familiarization program is available on the Company's website under the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>.

### II. NON- INDEPENDENT DIRECTORS:

#### Retirement by Rotation

As per the provisions of Section 152(6)(c) of the Act, Mr. Rajesh Bansal (DIN: 00645035) retires by rotation, and being eligible, offers himself for re-appointment. In view of his considerable experience and contribution to the Company, your Directors recommend his re-appointment.

#### Re-appointment of Whole-time Director

On the recommendations of the Nomination & Remuneration Committee, Mr. Rajesh Bansal (DIN: 00645035) has been re-appointed by the Board of Directors of the Company as Whole-time Director of your Company with effect from 10th August, 2018, for a term of three years, subject to approval of shareholders.

### III. APPOINTMENT OF CEO:

The Board of Directors, at their meeting held on 19th November, 2018, upon the recommendation of the Nomination and Remuneration Committee, appointed Dr. Nitesh Kumar Gupta as the Chief Executive Officer of the Company, with effect from 20th November, 2018.

## MEETINGS OF BOARD OF DIRECTORS

During the financial year ended 31st March, 2019, five Board Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act.

## MEETING OF INDEPENDENT DIRECTORS

During the year under review, a meeting of Independent Directors was held on 12th February, 2019 wherein the performance of the non-independent directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board of Directors of the Company.

## PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of

the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as “Annexure – 2”.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in the Annual Report, which forms part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report (excluding the aforesaid information) is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

### **CORPORATE SOCIAL RESPONSIBILITY**

The CSR Committee of your Company comprises of Mrs. Karabi Sengupta as the Chairperson and Mr. Debasish Bhaumik and Mr. Girija Kumar Choudhary as members. In compliance with the provisions of Section 135 of the Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a CSR Policy which is available on the Company's website at [weblink https://www.emamirealty.com/investor-relation/emami-realty-ltd](https://www.emamirealty.com/investor-relation/emami-realty-ltd).

The Annual Report on CSR as required under the Rules is enclosed as “Annexure – 3” to this Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Act, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

- (i) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- (v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that

such systems were adequate and operating effectively.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

A Report on Corporate Governance and Management Discussion and Analysis for the financial year ended 31st March, 2019 is presented in separate sections forming part of this Annual Report.

### **CEO & CFO CERTIFICATION**

As required by Regulation 17(8) of the Listing Regulations, the CEO & CFO certification has been submitted to the Board and a copy thereof is contained elsewhere in this Annual Report.

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

The Company has an Internal Control System, commensurate with its size, requirement and the nature of operations. The Company's system of internal control has been designed to provide a reasonable assurance with regard to maintenance of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting.

### **INTERNAL FINANCIAL CONTROL**

The Company has in place adequate financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place to properly and efficiently conduct its business, safeguard its assets, detect fraud and errors, maintain accuracy and completeness of accounting records and prepare financial records in a timely and reliable manner.

### **BOARD EVALUATION**

Pursuant to the provisions of the Act and the Listing Regulations read with Guidance Note issued by SEBI, the Nomination and Remuneration Committee evaluated the performance of all Directors on criteria such as qualification, level of governance in meetings, preparedness for the meeting, experience, knowledge and competence, fulfilment of functions, ability to function as a team, initiative, availability and attendance, integrity, adherence to the code of conduct, etc. Independent Directors were additionally evaluated on criteria like independence of views and judgement and the Chairman of the Board was additionally evaluated on criteria like effectiveness of leadership and ability to steer the meeting, impartiality, commitment and ability to keep shareholders' interest in mind. The Independent Directors of the Company in their separate meeting, reviewed the performance of Non- Independent Directors, the Board as a whole and of the Chairperson of the Company.

The Board, after taking into consideration the evaluation exercise carried out by the Nomination and Remuneration Committee and by the Independent Directors, carried out an evaluation of its own performance and that of its Committees. The individual performance of all Directors (including the Independent Directors) was also carried out by the entire Board (excluding the director being evaluated).

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

## AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

## NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition and terms of reference of the Stakeholders Relationship Committee has been furnished in the Corporate Governance Report forming a part of this Annual Report.

## REMUNERATION POLICY

The Policy of the Company on appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of the Act, is appended as "Annexure – 4" to this Report.

## WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has formed a Whistle Blower Policy/Vigil Mechanism as required under Section 177 of the Act and Regulation 22 of the Listing Regulations. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The said policy may be referred to, at the Company's website at the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>.

## RISK MANAGEMENT

The Company has a defined Risk Management framework to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. It provides for identification of risk, its assessment and procedures to minimize risk and is being periodically reviewed to ensure that the executive management controls the risk as per decided policy.

## COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

## PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Your Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company has established a policy against Sexual Harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The Policy lays down severe punishment for any such act. The Company has complied with provisions relating to the constitution of Internal Complaints Committee. Further, your Directors state that during the year under review, there was no case of sexual harassment reported to the Company pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return as on 31st March, 2019 in Form MGT-9 is annexed hereto as "Annexure – 5" and forms a part of this report.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS

There are no significant material orders passed by the Regulators / Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

## PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO AS PER SECTION 134(3)(m) OF THE ACT

- The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and hence reporting under this Section does not arise.
- No technology has been developed and / or imported by way of foreign collaboration.
- Foreign exchange inflow is NIL and outflow is ₹ 37.90 Lakhs during the year under review (P.Y.: Inflows: Nil; Outflows: ₹ 56.42 Lakhs).

## REPORTING OF FRAUDS

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

## TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

There is no amount lying unpaid/ unclaimed with the Company.

## APPRECIATION

Your Directors wish to extend their thanks and appreciation for the valuable and continued support received from the Customers, Shareholders, Company's Bankers, financial institutions, Central and State Government Authorities, Stock Exchange(s), Depositories and all other business associates for the growth of the organization.

Your Directors also wish to place on record their deep appreciation to all the employees for their commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Kolkata  
May 30, 2019

**Abhijit Datta**  
Chairman  
(DIN: 00790029)

## FORM NO. MR-3 Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[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,

**EMAMI REALTY LIMITED**

**(Formerly EMAMI INFRASTRUCTURE LIMITED)**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **EMAMI REALTY LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (as amended) (the Act) and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

- 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 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following laws/acts are also, inter alia, applicable to the Company:
  - a) The Transfer of Property Act, 1882;
  - b) The Land Acquisition Act, 1894;
  - c) The Environment (Protection) Act, 1894;
  - d) The Building and Other Construction Workers (Regulation of Employment and Condition of Services) Act, 1996;
  - e) The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Central Rules, 1998;
  - f) The Building and Other Construction Workers' Welfare Cess Rules, 1998;

- g) The Delhi Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Rules, 2002;
- h) The West Bengal Building and Other Construction Workers Rules, 2004;
- i) The West Bengal Building (Regulation of Promotion of Construction and Transfer by Promoters) Act, 1955;
- j) The West Bengal Land Reforms Act, 1955;
- k) The West Bengal Apartment Ownership Act, 1972;
- l) The West Bengal Housing Industry Regulation Act, 2017
- m) The Urban Land (Ceiling and Regulation) Act, 1976;
- n) The West Bengal Trees (Protection and Conservation in Non-Forest Areas) Act, 2006;
- o) The Development Control Regulations for Greater Bombay, 1991;
- p) The Maharashtra Ownership Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except approval of shareholders for certain material related party transactions under Regulation 23 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 undertaken during the year has not been obtained yet and as represented by the management, the same shall be obtained in the ensuing general meeting.*

We further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

We 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.

We further report that during the audit period, the Company has:

- i) changed its name from "Emami Infrastructure Limited" to "Emami Realty Limited" in terms of the Certificate of Incorporation issued by Ministry of Corporate Affairs dated 15th October, 2018;
- ii) altered its Memorandum of Association by inserting new objects Nos. 4, 5 and 6 after the existing Clause No. III.A.3 and substitution of the existing Clause V;
- iii) appointed Dr.Nitesh Kumar Gupta as the Chief Executive Officer of the Company with effect from 20th November, 2018;
- iv) issued Rated, Unlisted, Redeemable, Non-Convertible Debentures aggregating to ₹250,00,00,000/- (Rupees Two Hundred and Fifty Crores only);
- v) approved related party transaction with Supervalu Nirman LLP for securing facility of ₹100,00,00,000/- (Rupees One Hundred Crores only) availed by the Company;

We further report that during the audit period, the Company has allotted 36,40,497 equity shares to the equity shareholders of Zandu Realty Limited on 30th May, 2018 as per the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Kolkata Bench vide Order dated 4th May, 2018 and effective from 11th May, 2018.

This report is to be read with our letter of even date which is annexed as **Annexure – I** which forms an integral part of this report.

**For MKB & Associates**  
Company Secretaries

**Manoj Kumar Banthia**  
(Partner)

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Kolkata  
May 30, 2019

To  
The Members,  
**EMAMI REALTY LIMITED**  
(Formerly EMAMI INFRASTRUCTURE LIMITED)

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and the Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For MKB & Associates**  
*Company Secretaries*

**Manoj Kumar Banthia**  
*(Partner)*  
ACS no. 11470  
COP no. 7596  
FRN: P2010WB042700

Kolkata  
May 30, 2019

**ANNEXURE 2****Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i) Ratio of remuneration of each Director as on 31st March, 2019, to the median remuneration of the employees of the Company for the Financial Year 2018-19:

Sl. No.	Name of Director	Designation	Ratio
1.	Mr. Girija Kumar Choudhary	Whole-time Director & CFO	23.90
2.	Mr. Rajesh Bansal	Whole-time Director	3.56

- ii) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2018-19:

Sl. No.	Name of the Director/KMP and Designation	Designation	% increase in Remuneration in the FY 2017-18
1.	Mr. Girija Kumar Choudhary	Whole-time Director & CFO	10
2.	Mr. Rajesh Bansal	Whole-time Director	15
3.	Ms. Payel Jain	Company Secretary	15

- iii) Percentage increase/(decrease) in the median remuneration of employees in the Financial Year 2018-19: (2); The decrease in the median remuneration of employees in the Financial Year 2018-19 is mainly due to increase in number of employees from 86 to 98.
- iv) Number of permanent employees on the rolls of the Company as on 31st March, 2019: 98
- v) a) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is 8% whereas the average percentile increase in managerial remuneration is 13%
- b) Justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Increase in remuneration granted is based, inter alia, on an overall appraisal of talent brought to the table and Company's business interests.
- vi) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



## Annual Report on CSR Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes :

The Company's CSR Policy encompasses the Company's philosophy for delivering its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The CSR Policy has been prepared keeping in mind the Company's business ethics and to comply with the requirements of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company's CSR Policy includes promotion and development of art and culture, promoting health-care and sanitation, promoting education. The project/programs being undertaken by the Company is in accordance with the CSR Policy of the Company.

The CSR Policy of the Company is available on the Company's website at the web link <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

2. As on 31st March, 2019, our CSR Committee comprises of Mrs. Karabi Sengupta as the Chairman and Mr. Debasish Bhaumik and Mr. Girija Kumar Choudhary as other members.
3. Average Net Profits of the Company for the last 3 preceding financial year: ₹ 430.06 Lakhs.
4. Prescribed CSR Expenditure (2% of the amount as in item 3 above) : ₹ 8.60 Lakhs
5. Details of CSR spent during the financial year:
  - (a) Total amount to be spent for the financial year: ₹ 8.60 Lakhs
  - (b) Amount unspent, if any: Not Applicable
  - (c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and district where projects or programmes was under-taken	Amount outlay (budget) project or programmes wise	Amount spent on the projects or programmes Sub-heads: (1) Direct expenditure on projects or programmes. (2) Overheads:	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency (IA)
1	Medical facilities to economically challenged and underprivileged section of the society	Promoting health-care	Kolkata, West Bengal	10.00	10.00	10.00	Through IA - Gandhi Seva Sangha

\*All expenditures are Direct Expenditures and no Overheads

6. Reasons for failing to spend the two percent of the average net profit of the last three financial years or any part thereof: Not Applicable
7. The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Kolkata  
May 30, 2019

**Karabi Sengupta**  
Chairman, CSR Committee

**Dr. Nitesh Kumar Gupta**  
Chief Executive Officer

## ANNEXURE 4

## Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

### 1. Preamble

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

### 2. Aims & Objectives

2.1 The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- 2.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate highly qualified members for the Board and other executive level, to run the Company successfully.
- 2.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- 2.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay (if required) reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### 3. Nomination and Remuneration Committee

3.1 Members of the Committee shall be appointed by the Board and shall comprise of three or more non-executive directors out of which not less than one-half shall be independent directors.

3.2 The Committee shall be responsible for

- 3.2.1 Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the Executives;
- 3.2.2 Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- 3.2.3 Devising a policy on diversity of board of directors;
- 3.2.4 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- 3.2.5 Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

3.2.6 To recommend to the Board, all remuneration, in whatever form, payable to senior management.

3.2.7 To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable

## 4 POLICY FOR REMUNERATION

### 4.1 Remuneration to Executive Directors, KMP & SMP:

4.1.1 The Company has a credible and transparent framework in determining the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

4.1.2 The Board, on the recommendation of the Nomination & Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

### 4.2 Remuneration to Non-Executive Directors:

4.2.1 The Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. Beside the sitting fees they are also entitled to reimbursement of expenses for attending meetings. The Non-executive Directors of the Company are not paid any other remuneration or commission. The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

4.2.2 As a policy, the Executive Directors are neither paid sitting fee nor any commission.

### 4.3 Remuneration to other employees

4.3.1 The remuneration, compensation, commission etc. to the KMPs, SMPs and other employees will be determined by the Company in accordance with the provisions of the Act and the Listing Regulations, basis discussions with the Committee after taking into account general market practice, performance of the Company and other relevant factors as prescribed by the Committee from time to time.

## 5 POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

### Qualifications and criteria

- 5.1 The NR Committee, and the Board, shall review on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in areas that are relevant to the Company's operations.
- 5.2 In evaluating the suitability of individual Board members, the Committee takes into account many factors, such as:
  - 5.2.1 general understanding of the Company's business dynamics, global business and social perspective,
  - 5.2.2 educational and professional background and personal achievements
  - 5.2.3 professional ethics, integrity and values
  - 5.2.4 ability to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions
  - 5.2.5 willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively
- 5.3 The proposed appointee shall also fulfill the following requirements:
  - 5.3.1 Shall possess a Director Identification Number;
  - 5.3.2 Shall not be disqualified under the Companies Act, 2013;
  - 5.3.3 Shall give his written consent to act as a Director;
  - 5.3.4 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
  - 5.3.5 Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
  - 5.3.6 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
  - 5.3.7 Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other relevant laws.
- 5.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

### Criteria of Independence

- 5.5 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.
- 5.6 The criteria of independence as laid down in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations 2015, shall be applied by the Committee for their assessment.

- 5.7 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

### Other directorships/committee memberships:

- 5.8 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 5.9 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- 5.10 A Director shall not serve as Director in more than eight listed entities with effect from April 1, 2019 and in not more than seven listed entities with effect from April 1, 2020.
- 5.11 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director/ Managing Director in any Listed Company.
- 5.12 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.
- 5.13 For the purpose of considering the limit of the Committee membership, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

## 6 PROCEDURE FOR SELECTION AND APPOINTMENT OF EXECUTIVES OTHER THAN BOARD MEMBERS

- 6.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel;
- 6.2 The Committee may conduct a wide-ranging search for candidates for the positions of KMP and SMP within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, and on the human resources market;
- 6.3 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of KMP and SMP;
- 6.4 Before the selection of KMP or SMP, the recommendations of and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;
- 6.5 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

## ANNEXURE 5

## Form No. MGT-9 Extract of Annual Return

as on the financial year ended 31st March 2019

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

### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L45400WB2008PLC121426
ii)	Registration Date	4th January, 2008
iii)	Name of the Company	Emami Realty Limited (formerly Emami Infrastructure Limited)
iv)	Category/ Sub-Category of the Company	Public Company limited by Shares/ Indian Non-Government Company
v)	Address of the Registered office and Contact Details	Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107 Phone: 033 6625 1200 E-mail: infra@emamirealty.com Website: www.emamirealty.com
vi)	Whether listed company -Yes / No	Yes 1. National Stock Exchange of India Limited 2. BSE Limited 3. The Calcutta Stock Exchange Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700 001 Phone: 33 2248 2248 / 33 2243 5809 / 5029 Email: mdpldc@yahoo.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Construction & Real Estate Development	4100	100

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	<b>Sneha Ashiana Private Limited</b> Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107	U70101WB1996PTC081365	Subsidiary	100	2(87)
2	<b>New Age Realty Private Limited</b> Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107	U70101WB2007PTC113240	Subsidiary	60	2(87)
3	<b>Delta PV Private Limited</b> Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107	U40106WB1994PTC064439	Subsidiary	55	2(87)
4	<b>Roseview Developers Private Limited</b> Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107	U51109WB2006PTC109662	Associate	50	2(6)
5	<b>Prajay Urban Private Limited Scotia Bank</b> Building, 1st Floor Road No. 1, Banjara hills Hyderabad - 500034	U45200TG2007PTC053279	Associate	50	2(6)
6	<b>Swanhousing &amp; Infra Private Limited</b> 97A, Southern Avenue Kolkata - 700029	U70100WB2010PTC151403	Associate	33.66	2(6)
7	<b>Bengal Emami Housing Limited</b> 97A, Southern Avenue, Kolkata – 700 029	U70109WB2009PLC134447	Associate	30	2(6)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 1st April, 2018]				No of Shares held at the end of the year [As on 31st March, 2019]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	7,97,680	-	7,97,680	3.28	7,98,552	-	7,98,552	2.86	-0.42
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1,33,10,427	-	1,33,10,427	54.78	1,33,10,427	-	1,33,10,427	47.64	-7.14
e) Banks/Fi	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>1,41,08,107</b>	<b>-</b>	<b>1,41,08,107</b>	<b>58.06</b>	<b>1,41,08,979</b>	<b>-</b>	<b>1,41,08,979</b>	<b>50.50</b>	<b>-7.56</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	171	-	171	0.00	171	-	171	0.00	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>171</b>	<b>-</b>	<b>171</b>	<b>0.00</b>	<b>171</b>	<b>-</b>	<b>171</b>	<b>0.00</b>	<b>-</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>1,41,08,278</b>	<b>-</b>	<b>1,41,08,278</b>	<b>58.06</b>	<b>1,41,09,150</b>	<b>-</b>	<b>1,41,09,150</b>	<b>50.50</b>	<b>-7.56</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	24,244	-	24,244	0.10	4,431	1,204	5,635	0.02	-0.08
c) Central Govt	-	-	-	-	1,000	-	1,000	0.00	0.00
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	38,769	-	38,769	0.16	40,000	0	40,000	0.14	-0.02
Provident Funds / Pension Funds	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
<b>Sub-total(B)(1):-</b>	<b>63,013</b>	<b>-</b>	<b>63,013</b>	<b>0.26</b>	<b>45,431</b>	<b>1,204</b>	<b>46,635</b>	<b>0.16</b>	<b>-0.10</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	41,60,401	-	41,60,401	17.12	50,55,918	952	50,56,870	18.10	0.98
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	43,11,526	20,893	43,32,419	17.83	72,20,763	1,87,953	74,08,716	26.52	8.69
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	7,13,517	-	7,13,517	2.94	8,94,538	-	8,94,538	3.20	0.26
c) Others (Specify)									
Non Resident Indians	87,489	-	87,489	0.36	1,70,811	70	1,70,881	0.61	0.25
Clearing Members	8,32,075	-	8,32,075	3.42	2,19,571	28	2,19,599	0.79	-2.63
NBFCs registered with RBI	1,200	-	1,200	0.01	32,500	-	32,500	0.12	0.11
<b>Sub-total(B)(2):-</b>	<b>1,01,06,208</b>	<b>20,893</b>	<b>1,01,27,101</b>	<b>41.68</b>	<b>1,35,94,101</b>	<b>1,89,003</b>	<b>1,37,83,104</b>	<b>49.34</b>	<b>7.66</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1,01,69,221</b>	<b>20,893</b>	<b>1,01,90,114</b>	<b>41.94</b>	<b>1,36,39,532</b>	<b>1,90,207</b>	<b>1,38,29,739</b>	<b>49.50</b>	<b>7.56</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>2,42,77,499</b>	<b>20,893</b>	<b>2,42,98,392</b>	<b>100.00</b>	<b>2,77,48,682</b>	<b>1,90,207</b>	<b>2,79,38,889</b>	<b>100.00</b>	<b>-</b>

## ii) Shareholding of Promoters-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April, 2018]			Shareholding at the end of the year [As on 31st March, 2019]			% change in shareholding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Diwakar Viniyog Private Limited	34,12,491	14.0441	-	34,12,491	12.2141	-	-1.8300
2	Suntrack Commerce Private Limited	29,84,237	12.2816	-	29,84,237	10.6813	-	-1.6003
3	Bhanu Vyapaar Private Limited	27,78,899	11.4366	-	27,78,899	9.9463	-	-1.4903
4	Raviraj Viniyog Private Limited	14,11,000	5.8070	-	14,11,000	5.0503	-	-0.7567
5	Prabhakar Viniyog Private Limited	13,92,000	5.7288	-	13,92,000	4.9823	-	-0.7465
6	Suraj Viniyog Private Limited	12,94,491	5.3275	-	12,94,491	4.6333	-	-0.6942
7	Priti A Sureka	4,37,758	1.8016	-	4,38,630	1.5700	-	-0.2316
8	Prashant Goenka	40,366	0.1661	-	40,366	0.1445	-	-0.0216
9	Sushil Kumar Goenka	40,166	0.1653	-	40,166	0.1438	-	-0.0215
10	Manish Goenka	40,122	0.1651	-	40,122	0.1436	-	-0.0215
11	Ashish Goenka	40,000	0.1646	-	40,000	0.1432	-	-0.0214
12	TMT Viniyogan Limited	35,303	0.1453	-	35,303	0.1264	-	-0.0189
13	Rohin Raj Sureka	33,333	0.1372	-	33,333	0.1193	-	-0.0179
14	Vidhishree Agarwal	26,666	0.1097	-	26,666	0.0954	-	-0.0143
15	Vidula Agarwal	26,666	0.1097	-	26,666	0.0954	-	-0.0143
16	Mohan Goenka	25,716	0.1058	-	25,716	0.0920	-	-0.0138
17	Aditya Vardhan Agarwal	22,099	0.0909	-	22,099	0.0791	-	-0.0118
18	Sobhna Agarwal	20,000	0.0823	-	20,000	0.0716	-	-0.0107
19	Dhiraj Agarwal	14,269	0.0587	-	14,269	0.0511	-	-0.0076
20	Harsha Vardhan Agarwal	8,685	0.0357	-	8,685	0.0311	-	-0.0046
21	Usha Agarwal	3,942	0.0162	-	3,942	0.0141	-	-0.0021
22	Santosh Goenka	3,482	0.0143	-	3,482	0.0125	-	-0.0018
23	Madan Lal Agarwal	3,333	0.0137	-	3,333	0.0119	-	-0.0018
24	Kusum Agarwal	2,266	0.0093	-	2,266	0.0081	-	-0.0012
25	Abhishek Agarwal	1,933	0.0080	-	1,933	0.0069	-	-0.0011
26	Laxmi Devi Bajoria	1,666	0.0069	-	1,666	0.0060	-	-0.0009
27	Rajkumar Goenka	1,149	0.0047	-	1,149	0.0041	-	-0.0006
28	Emami Paper Mills Ltd	833	0.0034	-	833	0.0030	-	-0.0004
29	Radheshyam Goenka	748	0.0031	-	748	0.0027	-	-0.0004
30	Pan Emami Cosmed Ltd	388	0.0016	-	388	0.0014	-	-0.0002
31	Mansi Agarwal	333	0.0014	-	333	0.0012	-	-0.0002
32	Emami Frank Ross Limited	333	0.0014	-	333	0.0012	-	-0.0002
33	Indu Goenka	333	0.0014	-	333	0.0012	-	-0.0002
34	Jyoti Goenka	333	0.0014	-	333	0.0012	-	-0.0002
35	Avishi Sureka	333	0.0014	-	333	0.0012	-	-0.0002
36	Emami Capital Markets Limited	286	0.0012	-	286	0.0010	-	-0.0002
37	Shanti Devi Agarwal	237	0.0010	-	237	0.0008	-	-0.0002
38	Amitabh Goenka	171	0.0007	-	171	0.0006	-	-0.0001
39	Saroj Goenka	166	0.0007	-	166	0.0006	-	-0.0001
40	EPL Securities Ltd	166	0.0007	-	166	0.0006	-	-0.0001
41	Rashmi Goenka	166	0.0007	-	166	0.0006	-	-0.0001
42	Richa Agarwal	166	0.0007	-	166	0.0006	-	-0.0001
43	Radheshyam Agarwal	166	0.0007	-	166	0.0006	-	-0.0001
44	Saswat Goenka	166	0.0007	-	166	0.0006	-	-0.0001
45	Nimisha Goenka	166	0.0007	-	166	0.0006	-	-0.0001
46	Shreya Goenka	166	0.0007	-	166	0.0006	-	-0.0001
47	Sachin Goenka	133	0.0005	-	133	0.0005	-	0.0000
48	Yogesh Goenka	133	0.0005	-	133	0.0005	-	0.0000
49	Puja Goenka	111	0.0005	-	111	0.0004	-	-0.0001
50	Vibhash Vardhan Agarwal	104	0.0004	-	104	0.0004	-	-
51	Jayant Goenka	103	0.0004	-	103	0.0004	-	-
	<b>TOTAL</b>	<b>1,41,08,278</b>	<b>58.0626</b>	<b>-</b>	<b>1,41,09,150</b>	<b>50.5000</b>	<b>-</b>	<b>-7.5626</b>

Note: The decrease in percentage of shareholding is due to allotment of 36,40,497 equity shares of the Company to the public shareholders of erstwhile Zandu Realty Limited (ZRL) pursuant to amalgamation of the said ZRL with the Company.

iii) Change in Promoters' Shareholding

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
1.	Priti A Sureka	4,37,758	1.80	01-04-2018				
				01-06-2018	872	Transmission	4,38,630	1.57
		4,38,630	1.57	31-03-2019				

**Note:** The decrease in percentage of shareholding is due to allotment of 36,40,497 equity shares of the Company to the public shareholders of erstwhile Zandu Realty Limited (ZRL) pursuant to amalgamation of the said ZRL with the Company.

(iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
1	Avees Trading and Finance Private Limited	8,30,526	3.42	01-04-2018				
				30-06-2018	1,47,000	Transfer	9,77,526	3.50
		9,77,526	3.50	31-03-2019				
2	LSI Financial Services (P) Ltd	9,00,000	3.70	01-04-2018	-	-		
		9,00,000	3.22	31-03-2019	-	-		
3	Anand Rathi Global Finance Limited *	30,909	0.13	01-04-2018				
				25-05-2018	38,388	Transfer	69,297	0.29
				01-06-2018	7,315	Transfer	76,612	0.32
				08-06-2018	43,514	Transfer	1,20,126	0.49
				15-06-2018	9,825	Transfer	1,29,951	0.53
				22-06-2018	15,000	Transfer	1,44,951	0.59
				30-06-2018	69,475	Transfer	2,14,426	0.77
				06-07-2018	20,000	Transfer	2,34,426	0.84
				20-07-2018	10,000	Transfer	2,44,426	0.87
				03-08-2018	(2,13,605)	Transfer	30,821	0.11
				10-08-2018	2,32,591	Transfer	2,63,412	0.94
				17-08-2018	(28)	Transfer	2,63,384	0.94
				29-09-2018	74,129	Transfer	3,37,513	1.21
				05-10-2018	(500)	Transfer	3,37,013	1.21
				23-11-2018	(1,04,950)	Transfer	2,32,063	0.83
				21-12-2018	23,225	Transfer	2,55,288	0.91
				04-01-2019	1,63,841	Transfer	4,19,129	1.50
				01-02-2019	15,000	Transfer	4,34,129	1.55
				15-02-2019	13,400	Transfer	4,47,529	1.60
				15-03-2019	(4,174)	Transfer	4,43,355	1.59
		4,43,355	1.59	31-03-2019				
4	RG Texknit Private Limited	3,61,776	1.49	01-04-2018				
				27-04-2018	4,500	Transfer	3,66,276	1.51
				04-05-2018	2,632	Transfer	3,68,908	1.52
				30-06-2018	13,160	Transfer	3,82,068	1.37
				03-08-2018	43,031	Transfer	4,25,099	1.52
		4,25,099	1.52	31-03-2019				
5	Sunita Biyani	3,38,031	1.39	01-04-2018				
				06-04-2018	8,000	Transfer	3,46,031	1.42
				30-06-2018	25,620	Transfer	3,71,651	1.33
				09-11-2018	2,000	Transfer	3,73,651	1.34
				16-11-2018	4,671	Transfer	3,78,322	1.35

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
				07-12-2018	4,000	Transfer	3,82,322	1.37
				14-12-2018	3,000	Transfer	3,85,322	1.38
				21-12-2018	2,500	Transfer	3,87,822	1.39
				11-01-2019	3,800	Transfer	3,91,622	1.40
				18-01-2019	3,000	Transfer	3,94,622	1.41
				15-02-2019	1,475	Transfer	3,96,097	1.42
				22-02-2019	1,740	Transfer	3,97,837	1.42
				01-03-2019	7,000	Transfer	40,4837	1.45
				29-03-2019	(8,130)	Transfer	39,6707	1.42
		<b>3,96,707</b>	<b>1.42</b>	<b>31-03-2019</b>				
<b>6</b>	<b>East India Sec Ltd</b>	2,84,500	1.17	01-04-2018				
				06-04-2018	200	Transfer	2,84,700	1.17
				13-04-2018	(9,700)	Transfer	2,75,000	1.13
				20-04-2018	400	Transfer	2,75,400	1.13
				27-04-2018	2,400	Transfer	2,77,800	1.14
				04-05-2018	(200)	Transfer	2,77,600	1.14
				11-05-2018	100	Transfer	2,77,700	1.14
				18-05-2018	(100)	Transfer	2,77,600	1.14
				01-06-2018	400	Transfer	2,78,000	1.14
				08-06-2018	500	Transfer	2,78,500	1.14
				15-06-2018	100	Transfer	2,78,600	1.14
				22-06-2018	(400)	Transfer	2,78,200	1.14
				29-06-2018	(200)	Transfer	2,78,000	1.14
				06-07-2018	(2,800)	Transfer	2,75,200	0.99
				13-07-2018	7,400	Transfer	2,82,600	1.01
				20-07-2018	(100)	Transfer	2,82,500	1.01
				24-08-2018	(7,500)	Transfer	2,75,000	0.98
				28-09-2018	100	Transfer	2,75,100	0.98
				05-10-2018	450	Transfer	2,75,550	0.99
				12-10-2018	(150)	Transfer	2,75,400	0.99
				19-10-2018	(100)	Transfer	2,75,300	0.99
				02-11-2018	1,500	Transfer	2,76,800	0.99
				23-11-2018	(1,800)	Transfer	2,75,000	0.98
				21-12-2018	100	Transfer	2,75,100	0.98
				31-12-2018	(100)	Transfer	2,75,000	0.98
				04-01-2019	7,600	Transfer	2,82,600	1.01
				11-01-2019	(7,500)	Transfer	2,75,100	0.98
				18-01-2019	(100)	Transfer	2,75,000	0.98
				01-02-2019	7,500	Transfer	2,82,500	1.01
				08-02-2019	(6,900)	Transfer	2,75,600	0.99
				15-02-2019	(100)	Transfer	2,75,500	0.99
				22-02-2019	(500)	Transfer	2,75,000	0.98
				01-03-2019	9,000	Transfer	2,84,000	1.02
				15-03-2019	(2,000)	Transfer	2,82,000	1.01
		<b>2,82,000</b>	<b>1.01</b>	<b>31-03-2019</b>				
<b>7</b>	<b>Neoworth Commercial Private Ltd</b>	2,70,000	1.11	01-04-2018				
		<b>2,70,000</b>	<b>0.97</b>	<b>31-03-2019</b>				
<b>8</b>	<b>Placid Limited *</b>	-	-	01-04-2018				
				30-06-2018	2,06,500	Transfer	2,06,500	0.74
		<b>2,06,500</b>	<b>0.74</b>	<b>31-03-2019</b>				



Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
9	Ravi Goenka *	1,00,142	0.41	01-04-2018				
				13-04-2018	1,000	Transfer	1,01,142	0.42
				20-04-2018	2,000	Transfer	1,03,142	0.42
				27-04-2018	219	Transfer	1,03,361	0.43
				30-06-2018	6,769	Transfer	1,10,130	0.39
				26-10-2018	18	Transfer	1,10,148	0.39
				16-11-2018	300	Transfer	1,10,448	0.40
				18-01-2019	1,000	Transfer	1,11,448	0.40
				01-02-2019	1,000	Transfer	1,12,448	0.40
				08-02-2019	500	Transfer	1,12,948	0.40
		<b>1,12,948</b>	<b>0.40</b>	<b>31-03-2019</b>				
10	RG S Fashions Private Limited*	64,651	0.27	01-04-2018				
				06-04-2018	9,617	Transfer	74,268	0.31
				13-04-2018	1,249	Transfer	75,517	0.31
				20-04-2018	1,954	Transfer	77,471	0.32
				15-06-2018	12,000	Transfer	89,471	0.37
				22-06-2018	24,450	Transfer	1,13,921	0.47
				29-06-2018	(10,000)	Transfer	1,03,921	0.42
				30-06-2018	3,150	Transfer	1,07,071	0.38
		<b>1,07,071</b>	<b>0.38</b>	<b>31-03-2019</b>				
11	Anand Rathi Share & Stock Brokers Limited #	1,91,069	0.79	01-04-2018				
				06-04-2018	3,649	Transfer	1,94,718	0.80
				13-04-2018	1,815	Transfer	1,96,533	0.81
				20-04-2018	(925)	Transfer	1,95,608	0.81
				27-04-2018	(920)	Transfer	1,94,688	0.80
				04-05-2018	(1,184)	Transfer	1,93,504	0.80
				11-05-2018	7,015	Transfer	2,00,519	0.83
				18-05-2018	10,281	Transfer	2,10,800	0.87
				25-05-2018	(2,441)	Transfer	2,08,359	0.86
				01-06-2018	(6,031)	Transfer	2,02,328	0.83
				08-06-2018	(28,642)	Transfer	1,73,686	0.71
				15-06-2018	4,363	Transfer	1,78,049	0.73
				22-06-2018	(75,228)	Transfer	1,02,821	0.42
				29-06-2018	19,141	Transfer	1,21,962	0.50
				30-06-2018	25,599	Transfer	1,47,561	0.53
				06-07-2018	(82,437)	Transfer	65,124	0.23
				13-07-2018	(20,739)	Transfer	44,385	0.16
				20-07-2018	(395)	Transfer	43,990	0.16
				27-07-2018	1,727	Transfer	45,717	0.16
				03-08-2018	(2,426)	Transfer	43,291	0.15
10-08-2018	(17,337)	Transfer	25,954	0.09				
17-08-2018	411	Transfer	26,365	0.09				
24-08-2018	(264)	Transfer	26,101	0.09				
31-08-2018	128	Transfer	26,229	0.09				
07-09-2018	(1,622)	Transfer	24,607	0.09				
14-09-2018	(6,939)	Transfer	17,668	0.06				
21-09-2018	(790)	Transfer	16,878	0.06				
28-09-2018	155	Transfer	17,033	0.06				
05-10-2018	1,633	Transfer	18,666	0.07				
12-10-2018	(1,803)	Transfer	16,863	0.06				

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
				19-10-2018	113	Transfer	16,976	0.06
				26-10-2018	3,122	Transfer	20,098	0.07
				02-11-2018	(2,930)	Transfer	17,168	0.06
				09-11-2018	(200)	Transfer	16,968	0.06
				16-11-2018	195	Transfer	17,163	0.06
				23-11-2018	1,05,539	Transfer	1,22,702	0.44
				30-11-2018	311	Transfer	1,23,013	0.44
				07-12-2018	61,053	Transfer	1,84,066	0.66
				14-12-2018	(605)	Transfer	1,83,461	0.66
				21-12-2018	(555)	Transfer	1,82,906	0.65
				28-12-2018	(50)	Transfer	1,82,856	0.65
				31-12-2018	900	Transfer	1,83,756	0.66
				04-01-2019	(1,03,100)	Transfer	80,656	0.29
				11-01-2019	(1,035)	Transfer	79,621	0.29
				18-01-2019	(6,978)	Transfer	72,643	0.26
				25-01-2019	14,010	Transfer	86,653	0.31
				08-02-2019	165	Transfer	86,818	0.31
				15-02-2019	60	Transfer	86,878	0.31
				22-02-2019	(785)	Transfer	86,093	0.31
				01-03-2019	(3,670)	Transfer	82,423	0.30
				08-03-2019	(2,902)	Transfer	79,521	0.28
				15-03-2019	6,282	Transfer	85,803	0.31
				22-03-2019	1,104	Transfer	86,907	0.31
				29-03-2019	2	Transfer	86,909	0.31
		<b>86,909</b>	<b>0.31</b>	<b>31-03-2019</b>				
<b>12</b>	<b>Motilal Oswal Sec Ltd #</b>	<b>5,44,298</b>	<b>2.24</b>	01-04-2018				
				06-04-2018	2,590	Transfer	5,46,888	2.25
				13-04-2018	5,101	Transfer	5,51,989	2.27
				20-04-2018	4,590	Transfer	5,56,579	2.29
				27-04-2018	1,656	Transfer	5,58,235	2.30
				04-05-2018	(8,294)	Transfer	5,49,941	2.26
				11-05-2018	(1,993)	Transfer	5,47,948	2.26
				18-05-2018	1,449	Transfer	5,49,397	2.26
				25-05-2018	13,409	Transfer	5,62,806	2.32
				01-06-2018	28,695	Transfer	5,91,501	2.43
				08-06-2018	(93,267)	Transfer	4,98,234	2.03
				15-06-2018	(2,61,324)	Transfer	2,36,910	0.97
				22-06-2018	(1,98,993)	Transfer	37,917	0.15
				29-06-2018	(712)	Transfer	37,205	0.15
				30-06-2018	36,988	Transfer	74,193	0.27
				06-07-2018	(35,734)	Transfer	38,459	0.14
				13-07-2018	(1,375)	Transfer	37,084	0.13
				20-07-2018	128	Transfer	37,212	0.13
				27-07-2018	(4,101)	Transfer	33,111	0.12
				03-08-2018	(902)	Transfer	32,209	0.12
				10-08-2018	(311)	Transfer	31,898	0.11
				17-08-2018	(921)	Transfer	30,977	0.11
				24-08-2018	(4,083)	Transfer	26,894	0.10
				31-08-2018	(66)	Transfer	26,828	0.10
				07-09-2018	(667)	Transfer	26,161	0.09

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company
				14-09-2018	(339)	Transfer	25,822	0.09
				21-09-2018	1,808	Transfer	27,630	0.10
				28-09-2018	(5,325)	Transfer	22,305	0.08
				05-10-2018	(426)	Transfer	21,879	0.08
				12-10-2018	1,987	Transfer	23,866	0.09
				19-10-2018	(2,298)	Transfer	21,568	0.08
				26-10-2018	110	Transfer	21,678	0.08
				02-11-2018	183	Transfer	21,861	0.08
				09-11-2018	(21,861)	Transfer	-	-
				23-11-2018	20	Transfer	20	0.00
				30-11-2018	620	Transfer	640	0.00
				07-12-2018	(595)	Transfer	45	0.00
				14-12-2018	1,239	Transfer	1,284	0.00
				21-12-2018	(1,284)	Transfer	-	-
				28-12-2018	550	Transfer	550	0.00
				31-12-2018	(550)	Transfer	-	-
				04-01-2019	1,636	Transfer	1,636	0.01
				11-01-2019	(1,636)	Transfer	-	-
				18-01-2019	1,398	Transfer	1,398	0.01
				25-01-2019	(1,398)	Transfer	-	-
				01-02-2019	33	Transfer	33	0.00
				08-02-2019	1	Transfer	34	0.00
				15-02-2019	(34)	Transfer	-	-
				22-02-2019	475	Transfer	475	0.00
				01-03-2019	(25)	Transfer	450	0.00
				08-03-2019	(271)	Transfer	179	0.00
				15-03-2019	(179)	Transfer	-	-
				22-03-2019	859	Transfer	859	0.00
				29-03-2019	(491)	Transfer	368	0.00
		<b>368</b>	<b>0.00</b>	<b>31-03-2019</b>				

\*Not in the list of Top 10 shareholders as on 1st April, 2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31st March, 2019.

# Ceased to be in the list of Top 10 shareholders as on 31st March, 2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 1st April, 2018.

Note: 1 The above information is based on the weekly beneficiary position received from the Depositories.

- 2 On 30th May, 2018, the Company allotted 36,40,497 equity shares to the public shareholders of erstwhile Zandu Realty Limited (ZRL) pursuant to amalgamation of the said ZRL with the Company. Accordingly, from the said date, percentage of shareholding has been computed on expanded share capital

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of shareholder	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of shares at the beginning/ end	% of total Shares of the Company				No. of shares	% of Total Shares of the Company

None of the Directors & Key Managerial Personnel hold any share in the Company

## V. INDEBTEDNESS

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	79,820.32	1,03,054.04	-	1,82,874.36
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	634.75	2,615.38	-	3,250.13
<b>Total (i+ii+iii)</b>	<b>80,455.07</b>	<b>1,05,669.42</b>	-	<b>1,86,124.50</b>
Change in Indebtedness during the Financial Year				
• Addition	36,688.10	2,71,796.74	-	3,08,484.84
• Reduction	40,205.23	2,38,986.60	-	2,79,191.82
<b>Net Change</b>	<b>(3,517.13)</b>	<b>32,810.15</b>	-	<b>29,293.02</b>
Indebtedness at the end of the Financial Year				
i) Principal Amount	76,427.89	1,28,216.49	-	2,04,644.37
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	510.06	10,263.08	-	10,773.14
<b>Total (i+ii+iii)</b>	<b>76,937.94</b>	<b>1,38,479.57</b>	-	<b>2,15,417.52</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in Lakhs)

Sl. No.	Particulars	Name and Designation		Total
		Mr. Girija Kumar Choudhary (WTD & CFO)	Mr. Rajesh Bansal (WTD)	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	142.21	22.51*	164.72
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>142.21</b>	<b>22.51</b>	<b>164.72</b>
	<b>Ceiling as per the Act (based on effective capital)</b>	<b>142.21</b>	<b>126.87</b>	

Note: The above remuneration is as per Income Tax Act, 1961 and exclude contribution by the Company to Provident Fund and other annuity fund.

\*includes ₹0.75 Lakhs paid as LTA for previous year.

**B. Remuneration to other directors:**

(₹ in Lakhs)

Sl. No.	Particulars	Name of Directors					Total Amount
		Mr. Abhijit Datta	Mr. Hari Mohan Marda	Mrs. Karabi Sengupta	Mr. Ram Gobind Ganeriwala	Mr. Debasish Bhaumik	
1	Independent Directors						
	Fee for attending board / committee Meetings	0.35	2.00	0.65	1.00	0.55	4.63
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	0.35	2.00	0.65	1.00	0.55	4.55
2	Other Non-Executive Director	Mr. Basant Kumar Parakh	-	-	-	-	
	Fee for attending board / committee Meetings	0.30	-	-	-	-	0.30
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	0.30	-	-	-	-	0.30
	Total (B)=(1+2)	0.65	2.00	0.65	1.00	0.55	4.85
	Total Managerial Remuneration (A+B)	-	-	-	-	-	169.57
	Overall Ceiling as per the Act	All non-executive /independent directors have been paid only sitting fees for attending board meeting and committee meetings, which is well within the limits prescribed under the Companies Act, 2013					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD**

(₹ in Lakhs)

Sl. No.	Particulars	Key Managerial Personnel		Total
		Dr. Nitesh Kumar Gupta (CEO)*	Ms. Payel Jain (Company Secretary)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	44.50	14.14 #	58.64
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	44.50	14.14	58.64

\*Appointed as the CEO of the Company w.e.f. 20th November, 2018

# includes ₹0.46 Lakhs paid as LTA for previous year.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/ punishment/ compounding of offence against the Company, its Directors and other Officers-in-default under the Companies Act, 2013, during the year ended 31st March, 2019.

## Report on Corporate Governance

### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Emami Realty, corporate governance has always been a focal point of attention with emphasis on the complete well-being of all constituents. Good corporate governance encompasses law, procedures, practices and implicit rules that determine the management's ability to take sound and informed business decisions vis-à-vis all its stakeholders i.e. shareholders, creditors, employees and the state. The Company's philosophy on corporate governance envisages attainment of the highest level of transparency, accountability, integrity and equity in all facets of its operations and in its interaction with stakeholders.

The Board of Directors of your Company is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a pivotal role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best practices across the globe.

### BOARD OF DIRECTORS

#### Composition of Board of Directors

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, including

one woman Independent Director, in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations"). The Board as on 31st March, 2019 consists of 8 Directors out of which 5 Directors are Independent Director.

The composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the Listing Regulations.

The Company requires skills/expertise/competencies in the areas of strategy, finance, accounting, economics, legal and regulatory matters, mergers and acquisitions, the environment, operations of the Company's businesses and real estate markets to efficiently carry on its core business of real estate development. All the above required skills/expertise/competencies are available with the Board.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The details of each member of the Board as on 31st March 2019, are provided herein below:

Name of Director (DIN)	Category	No. of other Directorships	No. of Committee positions held		Directorship in other listed entities (Category of Directorship)
			Chairperson	Member	
Mr. Abhijit Datta (DIN: 00790029)	Non-Executive Independent	3	3	1	Hubtown Limited (Non-Executive Independent) Bengal Tea & Fabrics Ltd (Non-Executive Independent)
Mr. Hari Mohan Marda (DIN: 00855466)	Non-Executive Independent	8	2	2	Emami Paper Mills Limited (Non-Executive Independent)
Mr. Ram Gobind Ganeriwala (DIN: 00863042)	Non-Executive Independent	1	-	1	M. Lal and Company Limited (Non-Executive Independent)
Mrs. Karabi Sengupta (DIN: 02534951)	Non-Executive Independent	1	-	-	-
Mr. Debasish Bhaumik (DIN: 06933306)	Non-Executive Independent	3	-	2	Emami Frank Ross Limited (Non-Executive Independent)
Mr. Basant Kumar Parakh (DIN: 00103176)	Non-Executive Non-Independent	2	-	-	-
Mr. Girija Kumar Choudhary (DIN: 00821762)	Executive	1	-	-	-
Mr. Rajesh Bansal (DIN: 00645035)	Executive	-	-	-	-

#### Note:

- Other directorships exclude directorships in Foreign Companies, Section 8 Companies and Private Limited Companies (including deemed public company)
- Committee memberships/ chairmanships include Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies only
- There are no inter se relationships between the Board members.
- None of the non-executive directors hold any shares in the Company.
- The Company has not issued any convertible securities

None of the Directors held directorship in more than 8 listed companies. None of the Independent Directors is acting as an Independent Director in more than 7 listed companies as required pursuant to Regulation 17A of the Listing Regulations. None of the Directors held directorship in more than 20 Indian companies, with not more than 10 public limited companies.

None of the Directors on the Board is a member of more than 10 Board Level Committees or Chairman of more than 5 such Committees as specified in Regulation 26(1) of the Listing Regulations, across all the public limited companies in which he/she is a Director.

All the Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the IDs. In the opinion of the Board, the Independent Directors are independent of the management.

The details of familiarization program imparted to Independent Directors is available on the Company's website at the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

#### Board Meetings & Procedure

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from normal business. The Agenda of the meeting is circulated well in advance to all the Directors for facilitating effective discussion and decision making. In addition to the minimum information to be placed before the Board as per Regulation 17(7) of the Listing Regulations, the Board is also kept informed of major events wherever necessary.

#### Number and dates of Board Meetings held during the year

Five Board Meetings were held during the financial year on 30th May, 2018, 8th August, 2018, 10th November, 2018, 19th November, 2018 and 12th February, 2019. The maximum time gap between any two meetings was less than 120 days as stipulated under Regulation 17(2) of the Listing Regulations.

Number of meetings held and attended during the year, attendance at the last Annual General Meeting (AGM), during the year ended 31st March, 2019 are as under:-

Name of Director	Board Meetings during the year		Attendance at the last AGM
	Held	Attended	
Mr. Abhijit Datta	5	2	No
Mr. Hari Mohan Marda	5	5	Yes
Mr. Ram Gobind Ganeriwala	5	4	Yes
Mrs. Karabi Sengupta	5	5	Yes
Mr. Debasish Bhaumik	5	4	Yes
Mr. Basant Kumar Parakh	5	3	Yes
Mr. Girija Kumar Choudhary	5	5	Yes
Mr. Rajesh Bansal	5	1	No

#### COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a

closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles as a part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review.

The Board has currently established the following Committees:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination & Remuneration Committee
- Finance Committee
- Corporate Social Responsibility Committee

#### Audit Committee

As on March 31, 2019, the Committee consists of 3 Directors, who bring with them vast experience in the field of operations, finance and accounts. The Committee comprises of:

Sl. No.	Name	Category	Designation
1.	Mr. Ram Gobind Ganeriwala	Non-Executive Independent	Chairman
2.	Mr. Hari Mohan Marda	Non-Executive Independent	Member
3.	Mr. Girija Kumar Choudhary	Executive	Member

The Chairman of the Audit Committee is an Independent Director and the Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee attended the previous Annual General Meeting held on 27th September, 2018.

The Committee's composition and its terms of reference meet the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

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

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same

- c. Major accounting entries involving estimates based on the exercise of judgment by management
- d. Significant adjustments made in the financial statements arising out of audit findings
- e. Compliance with listing and other legal requirements relating to financial statements
- f. Disclosure of any related party transactions
- g. Modified opinion(s) in the draft audit report
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- ix. Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verifying that the systems for internal control are adequate and are operating effectively.
- x. Approval or any subsequent modification of transactions of the company with related parties;
- xi. Scrutiny of inter-corporate loans and investments;
- xii. Valuation of undertakings or assets of the Company, wherever it is necessary;
- xiii. Evaluation of internal financial controls and risk management systems;
- xiv. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xv. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xvi. Discussion with internal auditors of any significant findings and follow up there on;
- xvii. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xviii. Discussion with statutory auditors before the audit commences, about the nature and scope of audit, audit observations as well as post-audit discussion to ascertain any area of concern;
- xix. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xx. To review the functioning of the Whistle Blower mechanism;
- xxi. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- xxii. Carrying out any other function as is mentioned in the terms of reference of the audit committee
- xxiii. The Committee shall mandatorily review the following:
- Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - Internal audit reports relating to internal control weaknesses; and
  - the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - Statement of deviations:
    - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7)."
- During the financial year ended March 31, 2019, Audit Committee met 4 (four) times on 30th May, 2018, 8th August, 2018, 10th November, 2018 and 12th February, 2019 wherein all the members of the Committee were present.
- Stakeholders' Relationship Committee**
- As on March 31, 2019, the Committee comprises of Mr. Ram Gobind Ganeriwala, Independent Director, as the Chairman and Mr. Basant Kumar Parakh and Mr. Girija Kumar Choudhary as Members. The composition and the terms of reference of the Committee meet with the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Company Secretary acts as Secretary to the Committee. The Chairman of



the Stakeholders' Relationship Committee attended the previous Annual General Meeting held on 27th September, 2018.

During the period under review, only one meeting of the Committee was held on 12th February, 2019. All the members were present at the said meeting, except Mr. Basant Kumar Parakh, who was granted leave of absence.

The Committee has been constituted to monitor and review investors' grievance, carry out procedural matters relating to share transfer, etc., overseeing the functioning of the Registrar and Share Transfer Agent of the Company and shall specifically look into various aspects of interests of shareholders, debenture holders and other security holders. The terms of reference of the Committee is as under:

- i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- ii. Review of measures taken for effective exercise of voting rights by shareholders.
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Details of investor complaints (including compliant received on SCORES) received and redressed during FY 2019 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
0	3	3	0

The name, designation and address of Compliance Officer of the Company is as under:

<b>Name and Designation</b>	<b>Ms. Payel Jain, Company Secretary</b>
<b>Address</b>	Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107
<b>Contacts</b>	Phone: 033 6625 1213
<b>E-mail</b>	payel.jain@emamirealty.com

#### Nomination & Remuneration Committee

As on March 31, 2019, the Committee comprises of Mr. Hari Mohan Marda as the Chairman and Mr. Abhijit Datta and Mr. Ram Gobind Ganeriwala as Members. The Committee's composition and its terms of reference meet the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Company Secretary acts as Secretary to the Committee. The Chairman of the Nomination & Remuneration Committee attended the previous Annual General Meeting held on 21st September, 2017.

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification or modification as may be applicable.

During the year under review, four meetings of the Committee were held on 30th May, 2018, 7th August, 2018, 29th September, 2018 and 19th November, 2018. The attendance of the Members of the Committee is mentioned below:

Name of the Member	No. of meetings held	No. of meetings attended
Mr. Hari Mohan Marda	4	4
Mr. Abhijit Datta	4	3
Mr. Ram Gobind Ganeriwala	4	4

#### Performance evaluation criteria for Independent Directors

During the year under review, the performance of the Independent Directors were evaluated on parameters such as, qualification, level of governance in meetings, preparedness for the meeting, experience, knowledge and competence, fulfilment of functions, ability to function as a team, initiative, availability and attendance, integrity, adherence to the code of conduct, commitment, contribution, independence of views and judgement, safeguarding interest of whistle-blowers under vigil mechanism, etc.

#### Remuneration policy

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

The Remuneration Policy of the Company is attached as **Annexure 4** to the Board's Report.

### Details of Remuneration to all Directors:

A) The details of sitting fees for the Financial Year 2018-19 paid to the Non-Executive Directors is as under:

Name of the Directors	Sitting Fees (₹ in Lakhs)
Mr. Abhijit Datta	0.35
Mr. Hari Mohan Marda	2.00
Mr. Ram Gobind Ganeriwala	1.00
Mrs. Karabi Sengupta	0.65
Mr. Debasish Bhaumik	0.55
Mr. Basant Kumar Parakh	0.30

No commission was paid to Directors during the year ended 31st March, 2019.

B) Details of Remuneration paid to the Whole-time Directors for the financial year 2018-19 are as under:

Name of Director	Mr. Girija Kumar Choudhary	Mr. Rajesh Bansal
Salary	142.21	22.51*
Contribution to Provident Fund	9.79	1.24
Contribution to National Pension Fund	7.50	-
Bonus and Other allowances	-	-
<b>Total</b>	<b>159.50</b>	<b>23.75</b>

\*includes ₹0.75 Lakhs paid as LTA for previous year

### Service Contracts, Severance Fee, Notice Period and Stock Options

The appointment of the Executive Directors is governed by resolutions passed by the Board and the Shareholders of the Company, the Service Contracts entered into with them and the Remuneration Policy of the Company all of which covers the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Directors. A notice of three months is required to be given by a Director seeking to vacate office.

Formal appointment letters are issued to Independent Directors. As required by Regulation 46 of the Listing Regulations, the terms and conditions of appointment of Independent Directors is available on the Company's website and can be accessed at <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

The Company has no stock option plans and hence such instruments do not form a part of the remuneration package payable to any Executive and/or Non-Executive Director. During the year under review, none of the Directors was paid any performance-linked incentive.

### Finance Committee

As on March 31, 2019, the Committee comprises of Mr. Hari Mohan Marda as the Chairman, and Mr. Girija Kumar Choudhary as Member. The Company Secretary acts as the Secretary of the Committee.

The terms of Reference of the Committee, includes the following:

- Opening, modification and closure in operation of Bank Accounts;
- Reviewing and considering periodical budgets of the Company and approval of capital expenditures;
- Opening, modification and closure of trading and demat accounts required for securities, derivatives, foreign currency and all other options;
- To borrow money by way of loan (including foreign currency loans) for the purpose of Company's business, including but not limited to refinancing the existing debt, capital expenditure, general corporate purposes and take necessary actions connected therewith, pursuant to Section 179(3)(d) of the Companies Act, 2013 ("Act") subject to the limits as sanctioned by the Members under Section 180(1)(c) of the Act from time to time;
- To approve creation of security interest/ charge on the movable and immovable assets of the Company, wherever situate, present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Committee may determine, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, debentures, and / or working capital facilities and other credit facilities availed / to be availed by the Company, subject to the limits as sanctioned by the Members under Section 180(1)(a) of the Act from time to time;
- To acquire, invest and/or deploy the funds of the Company in inter-corporate investments, debt/ equity/ quasi-equity securities or instruments, derivatives, bonds/debentures (whether fully, partially or optionally convertible or non-convertible) and/or in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of LLPs in one or more tranches, pursuant to Section 179(3)(e) and Section 186 of the Act, subject to the limits sanctioned by the Members pursuant to Section 186 of the Act from time to time;
- Provide corporate guarantee of the Company for credit facilities availed by the Company/ its subsidiaries or by any other entity, pursuant to Section 179(3)(f) and Section 186 of the Act, subject to the limits as sanctioned by the Members pursuant to Section 186 of the Act from time to time;
- To approve loans and advances pursuant to Section 179(3)(f) and Section 186 of the Act, subject to the limits sanctioned by the Members pursuant to Section 186 of the Act from time to time;
- To apply for and obtain any registration/enrolment/certificates from any statutory authority(ies) including but not limited to import-export code, trade license, GST, VAT, etc. from time to

- time and also to authorise updation/ modifications/ alterations, etc. in any of the existing registrations of the Company;
- x. Any other financial issues or other matters, whether out of and incidental to these functions or not, as may be assigned by the Board;
  - xi. Delegate authorities from time to time to the executives, officers and other authorised persons to implement the Committee's decisions;
  - xii. Authorise Directors, Officers and other Authorised Persons for execution of necessary documents and affixing Common Seal of the Company, as may be required for implementing decisions taken by the Board or any Committee thereof;
  - xiii. To authorize any directors/Company Secretary and/or other officials of the Company/any other person for signing/ filing necessary reply/rejoinder affidavits etc. and/or appear before the Tribunal/Courts/Arbitrators as applicable
  - xiv. To take all decisions in connection with any arrangement, document or matter necessary, ancillary, incidental or desirable to give effect to all its powers and authority."

During the year under review, ten meetings of the Committee were held on 11th April, 2018, 25th June, 2018, 28th June, 2018, 27th August, 2018, 4th January, 2019, 9th January, 2019, 18th February, 2019, 20th February, 2019, 21st February, 2019 and 15th March, 2019. Both the members were present in all these meetings.

#### Merger Committee

The Merger Committee constituted by the Board of Directors in its meeting held on 1st July, 2017, was dissolved by the Board in its meeting held on 12th February, 2019.

During the period under review, only one meeting of the Committee was held on 11th May, 2018, wherein all the members of the Committee were present.

#### Corporate Social Responsibility Committee

As on March 31, 2019, the Committee comprises of Mrs. Karabi Sengupta as the Chairman, and Mr. Debasish Bhaumik and Mr. Girija Kumar Choudhary as Members. The Company Secretary acts as the Secretary of the Committee.

The terms of Reference of the Committee, includes the following:

- i. To formulate and recommend to the Board, a Corporate Social Responsibility ("CSR") Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule-VII of the Act;
- ii. To recommend the amount of expenditure to be incurred on the CSR activities in a financial year;
- iii. To monitor the CSR Policy of the Company from time to time;
- iv. To institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;

- v. Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- vi. To carry any other function as is mandated by Board from time to time and/or enforced by any statutory notification, amendment or modification as may be necessary or appropriate for performance of its duties.

During the period under review, only one meeting of the Committee was held on 7th August, 2018, wherein all the members of the Committee were present.

#### INDEPENDENT DIRECTORS' MEETING

During the period under review, Independent Directors met on 12th February, 2019, inter-alia, to discuss:

- a) Evaluation of the Performance of the Non-Independent Directors and Board of Directors as a whole;
- b) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

All the Independent Directors were present in the said meeting.

#### GENERAL BODY MEETINGS:

##### A. General Meetings

- i. Annual General Meetings:

Year	Day, Date & Time	Venue
2017-18	Thursday, 27th September, 2018 at 10.30 A.M.	777 Anandapur, E. M. Bypass, Kolkata 700 107
2016-17	Thursday, 21st September, 2017 at 11.00 A.M.	"Emami Tower", 687 Anandapur, E. M.
2015-16	Thursday, 29th September, 2016 at 12:00 Noon	Bypass, Kolkata 700 107

- B. Whether any special resolutions passed in the previous three annual general meetings:

- a. Special Resolution passed in the AGM held on 27th September, 2018:
  - i. Re-appointment of Mr. Hari Mohan Marda as Independent Director for second term of 5 years and continuation of his Directorship on attaining age of 75 years on 1st January, 2018;
  - ii. Re-appointment of Mr. Abhijit Datta as Independent Director for second term of 5 years;
  - iii. Re-appointment of Mr. Ram Gobind Ganeriwala as Independent Director for second term of 5 years and continuation of his Directorship on attaining age of 75 years during the term;
  - iv. Alteration in Object Clause of the Memorandum of Association of the Company;

- v. Approval for Change of Name of the Company and consequent alteration in the Memorandum and Articles of Association;
- vi. Approval to issue/ offer/ invite for subscription to Secured/ Unsecured Redeemable Non-Convertible Debentures;
- b. Special Resolution passed in the AGM held on 21st September, 2017:
- vii. Approval to issue/ offer/ invite for subscription to Secured/ Unsecured Redeemable Non-Convertible Debentures;
- viii. Authority provided to the Board to borrow upto ₹5000 Cr under section 180(1)(c) of the Companies Act, 2013;
- ix. Appointment of Dr. Kalyanasundaram Ramamurthy as the Whole-time Director and variation in terms of remuneration payable to him;
- x. Re-appointment of Mr. Girija Kumar Choudhary as the Whole-time Director & CFO and variation in terms of remuneration payable to him;
- xi. Variation in terms of remuneration of Mr. Rajesh Bansal, Whole-time Director;
- c. Special Resolution passed in the AGM held on 29th September, 2016:
- i. Appointment of Mr. Rajesh Bansal as the Whole-time Director;
- ii. Appointment of Mr. Sanjay Choudhary as the Whole-time Director;
- iii. Revision in Remuneration of Mr. Girija Kumar Choudhary, Whole-time Director & CFO;
- iv. Authority provided to the Board to borrow upto ₹4,000 Cr under section 180(1)(c) of the Companies Act, 2013;
- v. Authority provided to the Board to create charge/ mortgage under section 180(1)(a) of the Companies Act, 2013 upto the borrowing limit of the Company; and
- vi. Authority provided to the Board to issue/ offer/ invite for subscription, Secured/ Unsecured Redeemable Non-Convertible Debentures on private placement basis.

- C. Whether any special resolution passed last year through postal ballot, person who conducted the postal ballot exercise and details of voting pattern:

During the year under review, no special resolution has been passed through the exercise of postal ballot.

- D. Whether any special resolution is proposed to be conducted through postal ballot: None

#### MEANS OF COMMUNICATION

- a. Publication of results: The Company publishes its quarterly and annual results in newspapers such as "Business Standard" and "Ek Din". The same are also submitted to the Stock Exchanges.

- b. News, Releases etc.: The Company has a website www.emamirealty.com and all vital information relating to the Company and its performance including financial results are regularly posted on the Company's website.
- c. During the year under review, the Company did not make any presentation to institutional investors or to analysts.

#### GENERAL SHAREHOLDER INFORMATION

##### i. AGM Details

Date	19th September, 2019
Time	11.00 A.M.
Venue	Kolkata Centre for Creativity, 777 Anandapur, E. M. Bypass, Kolkata – 700 107

##### ii. Financial Calendar

Financial year -1st April, 2019 to 31st March, 2020

Financial Reporting for the Year 2019-20 :

Particulars	Quarter/ year ending	Tentative Schedule*
Unaudited Financial Results (1st Quarter)	Q.E. 30.06.2019	On or before 14th August, 2019
Unaudited Financial Results (2nd Quarter)	Q.E. 30.09.2019	On or before 14th November, 2019
Unaudited Financial Results (3rd Quarter)	Q.E. 31.12.2019	On or before 14th February, 2020
Audited Financial Results (4th Quarter/Annual)	Y.E. 31.03.2020	On or before 30th May, 2020

\* tentative and subject to change

iii. Book closure Dates	13th September, 2019 to 19th September, 2019 (Both days inclusive)
iv. Dividend Payment Date	Not Applicable
v. Listing on Stock Exchanges:	BSE Limited (BSE) National Stock Exchange of India Ltd. (NSE) The Calcutta Stock Exchange Limited (CSE) The listing fees for financial year 2019-20 to BSE, NSE and CSE have been paid.
vi. Stock Code	Trading symbol BSE Limited – 533218 NSE – EMAMIREAL CSE – 15214
vii. Demat ISIN No	Equity shares - ISIN No. : INE778K01012 Non-Convertible Debentures– INE778K07035 INE778K07027 INE778K07043 INE778K07050
viii. Corporate Identity No.	L45400WB2008PLC121426

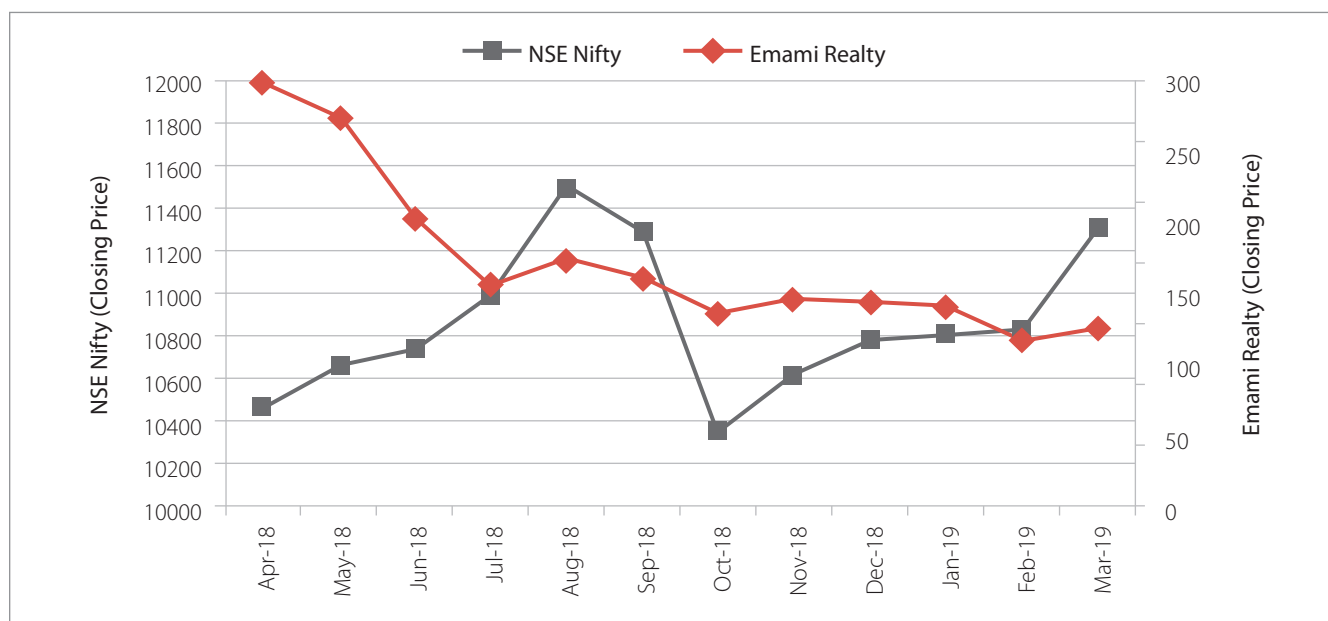
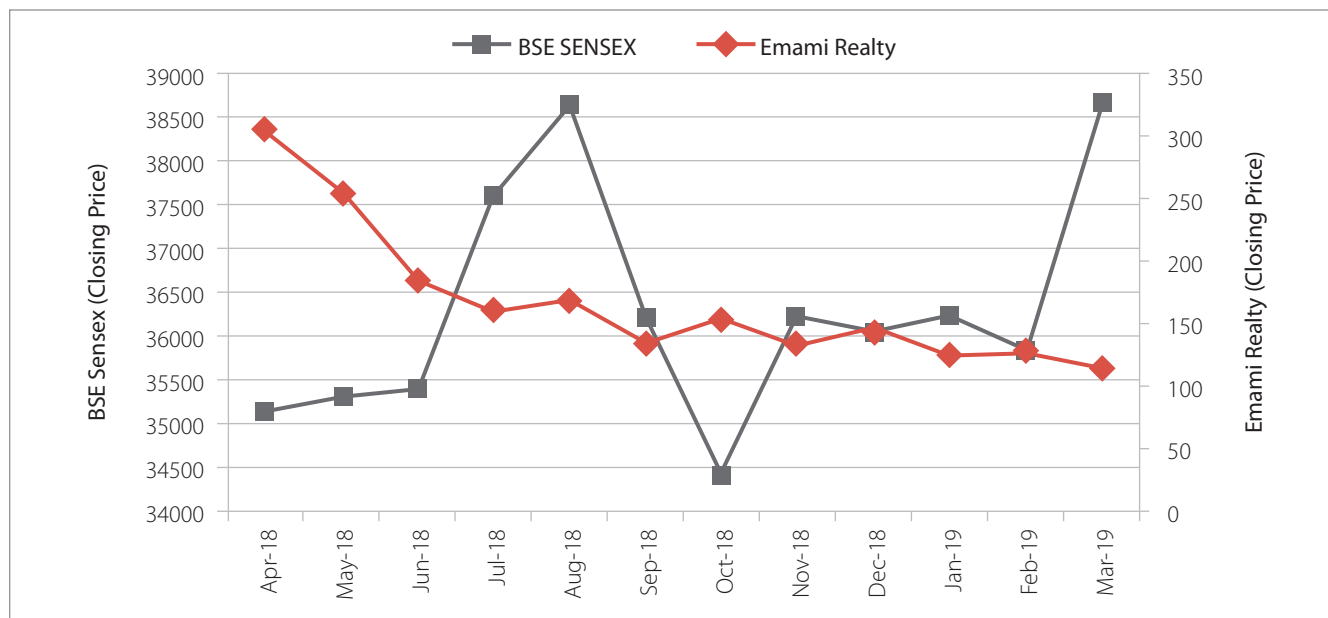
ix. Market Price Data

High, Low and Close during each month in the last financial year at BSE and NSE:

Month	BSE		NSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
Apr-18	324.00	246.50	324.95	247.20
May-18	308.00	246.00	308.95	245.10
Jun-18	257.50	174.60	259.65	175.15
Jul-18	188.90	129.70	191.35	128.85
Aug-18	207.00	158.10	207.00	158.35
Sep-18	181.40	133.50	180.35	136.35
Oct-18	161.00	122.00	162.80	120.50
Nov-18	173.35	129.50	173.80	122.10
Dec-18	176.20	121.70	174.90	128.00
Jan-19	155.75	123.00	156.00	122.80
Feb-19	134.95	99.00	135.25	102.00
Mar-19	136.90	112.45	136.25	113.00

[Source: This information is compiled from the date available from the websites of BSE and NSE]

x. Performance in comparison to broad based indices:



#### xi. Registrar and Share Transfer Agent and Share Transfer System

The Company's share transfers are handled by Maheshwari Datamatics Pvt. Ltd., Registrar and Transfer Agents (RTA).

##### Maheshwari Datamatics Pvt. Ltd.

23, R.N. Mukherjee Road, 5th Floor,  
Kolkata - 700 001

Tel No.: 033 2248 2248 / 5029

Fax No.: 033 2248 4787

Email Id: mdpldc@yahoo.com

#### xii. Share Transfer System

The shares received in physical mode by the Company/RTA are transferred expeditiously provided the documents are complete and shares under transfer are not under dispute.

As required under Regulation 40 of the Listing Regulations, a certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to Stock Exchanges within stipulated time.

Pursuant to SEBI press releases dated 3rd December, 2018 and 27th March, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities subsequent to 1st April, 2019, shall not be processed by the Company/RTA unless the securities are held in the dematerialized form with a depository.

#### xiii. Distribution of Shareholding and shareholding pattern as on March 31, 2019

##### Distribution of Shareholding:

Shareholding	Shareholders		Shares	
	Number	% of Total	Number	% of Total
Upto 500	30,858	92.50	23,80,146	8.52
501 to 1000	1,213	3.64	9,31,154	3.33
1001 to 2000	602	1.80	8,93,931	3.20
2001 to 3000	208	0.62	5,27,774	1.89
3001 to 4000	109	0.33	3,84,418	1.38
4001 to 5000	87	0.26	4,05,096	1.45
5001 to 10000	129	0.39	9,27,933	3.32
10001 and above	155	0.46	2,14,88,437	76.91
<b>Grand Total</b>	<b>33,361</b>	<b>100</b>	<b>2,79,38,889</b>	<b>100</b>

##### Shareholding Pattern:

Sl. No.	Description	No. of shares	Percentage of capital
I.	Promoter and Promoter group	1,41,09,150	50.50
II.	Public Shareholding		

Sl. No.	Description	No. of shares	Percentage of capital
1.	Institutions		
	Foreign Portfolio Investors	40,000	0.14
	Financial Institutions/Banks	5,635	0.02
2.	Central Government / State Government(s) / President of India	1,000	0.00
3.	Non-Institutions		
a.	Bodies Corporate	50,56,870	18.10
b.	Individuals	83,03,254	29.72
c.	NBFC registered with RBI	32,500	0.12
d.	Non Resident Individual	1,70,881	0.61
e.	Clearing Member	2,19,599	0.79
	<b>Sub-total</b>	<b>1,38,29,739</b>	<b>49.50</b>
	<b>Total (I) +(II)</b>	<b>2,79,38,889</b>	<b>100.00</b>

#### xiv. Dematerialization of shares and liquidity:

As on March 31, 2019, 2,77,48,682 shares of the Company, aggregating to 99.91% of the paid up share capital of the Company was held in dematerialised form with the NSDL and CDSL.

#### xv. Outstanding convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

#### xvi. Commodity price risk or foreign exchange risk and hedging activities

Not applicable

#### xvii. Plant Locations

Not Applicable

#### xviii. Address For Correspondence

##### Registered Office:

Acropolis, 13th Floor,  
1858/1 Rajdanga Main Road, Kasba,  
Kolkata 700 107  
Tel No. 033 – 6625 1200  
E-mail: infra@emamirealty.com

#### xix. List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments

Your Company maintained the credit rating of BWR AA- (SO) provided by Brickwork Ratings India Pvt. Ltd. for its borrowing by issuance of debt instruments on private placement basis.

## DISCLOSURES

### 1. Related party transactions:

There were no materially significant related party transactions during the year which have potential conflict with the interest of the Company at large

Details of such transactions as per requirement of applicable Accounting Standard are disclosed in Note No. 41 to the Financial Statements.

The policy on dealing with related party transactions may be referred to, at the Company's website at the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

### 2. Details of non-compliance by the Company:

There has been no non-compliance and no strictures/penalties have been imposed on the Company by the Stock Exchanges or the Securities and Exchange Board of India (SEBI) or any statutory authority on any matters related to capital markets during the last three years.

### 3. Whistle Blower Policy

The Company has formed a Whistle Blower Policy/ Vigil Mechanism as required under Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The said policy may be referred to, at the Company's website at the weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

None of the officials/personnel of the Company has been denied access to the Audit Committee. The Vigilance Officer/ Chairman of Audit Committee has not received any complaint during the financial year ended 31st March, 2019.

### 4. Compliance with requirements of Corporate Governance pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

The Company has complied with all the mandatory requirements of Corporate Governance of the Listing Regulations and has adopted the following discretionary requirements of Part E

of Schedule II as mentioned in Regulation 27(1) of the Listing Regulations:

- i. Modified opinion(s) in audit report  
The Company is in the regime of financial statements with unmodified audit opinion.
  - ii. Reporting of Internal Auditor  
The Internal Auditor directly reports to the Audit Committee
5. During the year, details of fees paid/payable to the Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditor is a part, by the Company and its subsidiaries, are given below:

(₹ in Lakhs)

Particulars	By the Company	By the Subsidiaries	Total Amount
Statutory Audit	9.00	0.33	9.33
Other services	4.13	-	4.13
<b>Total</b>	<b>13.13</b>	<b>0.33</b>	<b>13.46</b>

### 6. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has established a policy against Sexual Harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The Policy lays down severe punishment for any such act. The Company has complied with provisions relating to the constitution of Internal Complaints Committee. Further, your Directors state that during the year under review, there was no case of sexual harassment reported to the Company pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

7. The Company has formed a policy on material subsidiary as required under Regulation 24 of the Listing Regulations. The said policy may be referred to, at the Company's website at weblink: <https://www.emamirealty.com/investor-relation/emami-realty-ltd>

8. The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities are not applicable.

## Declaration Affirming Compliance with the Code of Conduct

(Regulation 34(3), read with Schedule V(D) of the SEBI Listing Regulations, 2015)

As required under Regulation 34(3) read with Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and read with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Nitesh Kumar Gupta, Chief Executive Officer of Emami Realty Limited, hereby confirm that the Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Conduct for Directors and Senior Management in respect of financial year 2018-19.

Kolkata  
May 30, 2019

For Emami Realty Limited

Dr. Nitesh Kumar Gupta  
CEO

## CFO & CEO CERTIFICATION

To  
Board of Directors  
**Emami Realty Limited**

1. We have reviewed the Financial Statements and the Cash Flow Statement of Emami Realty Limited for the year ended 31st March, 2019 and that to the best of our knowledge and belief, We state that:
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and necessary steps have been taken to rectify these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
  - (a) Significant changes, if any, in internal control over financial reporting during the year;
  - (b) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Emami Realty Limited**

Kolkata  
May 30, 2019

**Girija Kumar Choudhary**  
*Whole-time Director & CFO*

**Dr. Nitesh Kumar Gupta**  
*CEO*

## Certificate from Practicing Company Secretary

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by **EMAMI REALTY LIMITED (Formerly EMAMI INFRASTRUCTURE LIMITED)** having its Registered Office at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba Kolkata - 700107, West Bengal ("the Company"), the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affairs website, we hereby report that during the Financial Year ended March 31, 2019, in our opinion, none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

For **MKB & Associates**  
*Company Secretaries*

**Manoj Kumar Banthia**  
*(Partner)*

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Kolkata  
May 30, 2019



# Independent Auditor's Certificate on Corporate Governance

as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of **Emami Realty Limited**  
(formerly Emami Infrastructure Limited)

We, S K Agrawal & Co, Chartered Accountants, the Statutory Auditors of Emami Realty Limited (formerly Emami Infrastructure Limited) ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time.

## Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

## Auditor's Responsibility

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the "ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

## Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V to the Listing Regulations during the year ended 31st March, 2019.

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

For **S K Agrawal & Co**  
Firm Registration No. 306033E  
*Chartered Accountants*

**J.K. Choudhury**  
*Partner*  
Membership No.009367

Kolkata  
May 30, 2019

# Management Discussion and Analysis

## Indian economic overview

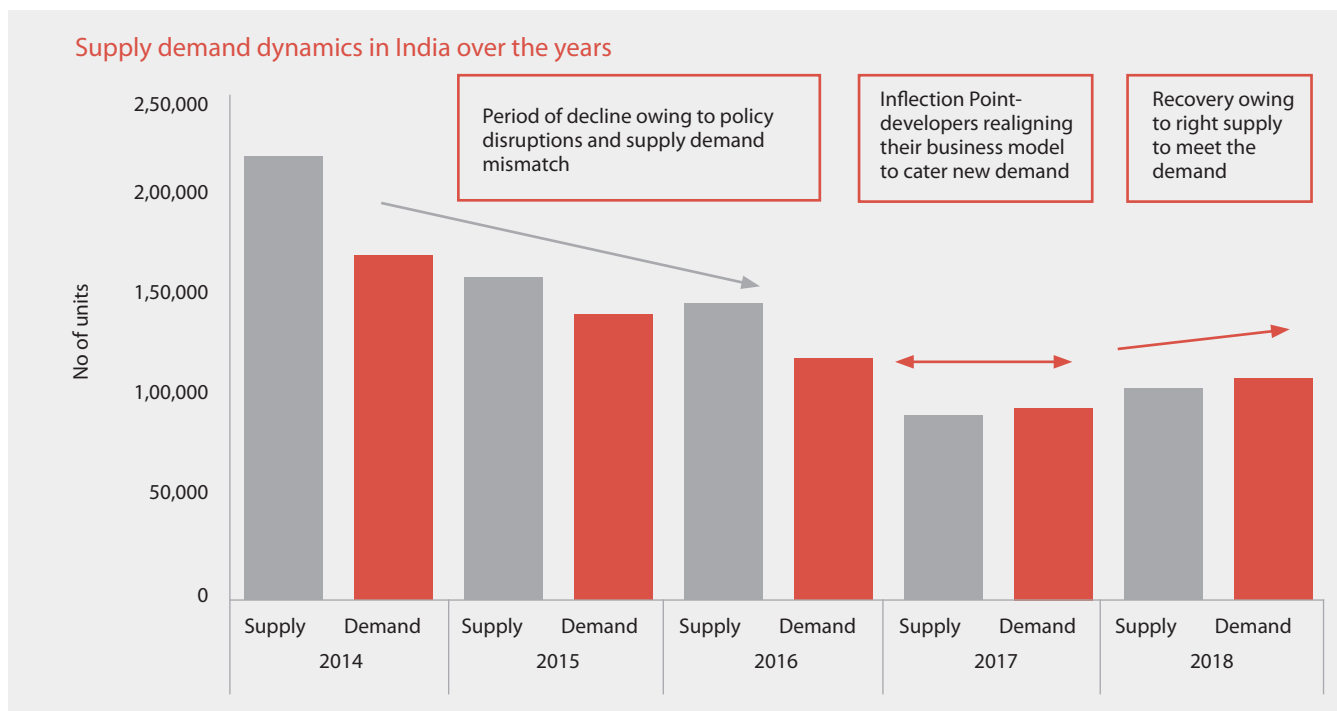
India retained its position as the sixth largest global economy and the fastest growing trillion-dollar economy. However, the Indian economy slowed, reporting 6.8% growth in FY2018-19 after 7.2% in 2017-18. This slowdown was pronounced in the second half of the financial year when the economy was marked by a decline in liquidity, consumer sentiment and offtake. The decline might have been more pronounced but for the annual rate of inflation (including food and energy prices) declining to 2.6%, one of the lowest in years. The rupee weakened to ₹74.45 to a dollar during the course of the year but rebounded to close at a more respectable ₹69.44. India attracted US\$ 38 billion in foreign inflows in 2018, which was higher than China's US\$ 32 billion. India reported a 23-notch jump to the 77th position in the World Bank's list of countries ranked for the ease of doing business. (Source: CSO, Fitch, Economic Times, Business Standard, IBEF, Business Today, India Today, IMF)

## Indian real estate sector overview

The real estate sector of India is one of the most recognised sectors globally. Its size was pegged at US\$120 billion in 2017

and is expected to reach a market size of US\$1 trillion by 2030. It is projected to contribute 13% of the country's GDP by 2025. The year under review was unpredictable for the real estate sector as a result of policy disruptions such as demonetisation, Real Estate (Regulation and Development) Act and Goods and Service Tax (GST), all negatively impacting residential sales across the cities in India. Despite the initial disruption, the industry reported growth in 2018 as residential launches and sales in the residential sector increased ~15% and ~13% respectively. Government incentives for affordable housing and GST rate-cuts for residential properties in February 2019 have moderately catalysed demand in this segment. Growth was also catalysed by increased rate of urbanisation and nuclearisation, coupled with a sustained rise in disposable income.

The Real Estate Investment Trust (REIT) has received an approval from The Securities and Exchange Board of India (SEBI) to allow all kinds of investments in the Indian real estate market. It would create an opportunity worth ₹1.25 trillion (US\$ 19.65 billion) in the market over the years. (Source: CIRIL, IBEF, CBRE)



(Source: CBRE)

## Highlights of the real estate sector for 2018

- Housing launches increased by ~75% to reach 1,82,207 units in 2018 (top eight Indian cities) [Source: housing.com]
- India's first Real Estate Investment Trust (REIT) went public
- Nearly 5.1 million square feet of retail space became operational in 2018 (top seven Indian cities)
- Warehousing space increased by ~22% y-o-y to reach 169 million square feet (top eight Indian cities)
- Total number of houses built under Pradhan Mantri Awas Yojana (PMAY) reached 15.3 million between 2014 and 2018.

## Outlook

The Indian real estate sector is projected to reach a market size of US\$1 trillion by 2030 and account for nearly ~13% of the country's GDP by 2025. Growth of the real estate sector could be catalysed by rising disposable income combined with rapid urbanisation and the emergence of nuclear families. Supply-demand mechanism is projected to stabilise as well, resulting in declining levels of unsold inventory. Emergence of trends like co-living and student and senior-living could open avenues for developers.

Government initiatives like the Smart City Project, Housing for All and the Pradhan Mantri Awas Yojana are expected to drive the growth of the real estate sector. The Housing for All initiative alone is projected to attract more than US\$ 1.3 trillion investments in the housing sector by 2025. (Source: IBEF, CBRE)

### Projected market size of real estate in India

Year	Market size (US\$ billion)
2017	120
2025	650
2030	1,000

(Source: IBEF)

### Relief in sight: the expected residential segment trend in 2019

\*Demand-supply scenario is expected to improve: unsold inventory levels to further decline

\*Consolidation among developers to continue; delivery capabilities and balance sheet strengths to come in sharper focus

\*Affordable housing will drive supply and demand, to be backed by several government reforms

\*Alternate assets such as co-living, student and senior housing will continue to garner greater interest from end-users and developers

## Opportunities :

### Focus on Selling and Delivery:

In the year 2018, developers largely focused on selling and completing the existing projects within the deadline. Hence, the year 2018 witnessed major sales and delivery in the residential market. RERA has given opportunities to developers to stay transparent and complete the project by the mentioned deadline.

### Various Tax Incentives:

Government played a prominent role in boosting the source of 'affordable housing' through various tax incentives and other reforms. Union Cabinet had decided to increase the carpet area of the unit like 120 sq.m and 150 sq.m for MIG-I (income category of 6-12 Lakhs) MIG-II (category of 12-18 Lakhs p.a.).

## Operational reforms:

There have been many reforms set by the government, including RERA and GST which affected the industry in 2018-19. With complete transparency, home buyers and developers can have an easy business.

## Clean Capital:

Due to lack of transparency in the sector, it was difficult to get clean capital from financial institutes. But times have changed since RERA and Demonetization have come to the effect there has been a complete change in the process of buying and selling of a home. Investors and financial institutes have opened up the avenue for clean capital.

## Threats:

### Regulatory Pressure:

In 2018, developers faced the impact of RERA, restricting new construction and focusing more on completing the projects. As the supply of ready-to-move-in properties will increase, developers will face the challenge of completing the project on mentioned deadline.

### Single Window Clearance:

The major obstacle a real estate developer faces is property clearance which usually takes upto 18 to 36 months. Single Window Clearance is the biggest challenge faced by the real estate developers. This threat can be mitigated by making the process completely online as it will boost the transparency and curb the scope of undue gratification.

### Limit on Home Loan Interest:

The home loan interest tax is the major issue faced by the home buyers. The government needs to raise tax deduction limit for up to ₹5 lakh from the present ₹2 lakh per annum. So this will certainly give a huge relaxation to home buyers in saving money on home loans.

### The GST Rate:

Since the establishment of GST, the real estate has been facing huge roadblock due to high GST rate.

### Rising Input Cost:

A rise in the cost of labour creates issues in the development of the project. Besides, rise in cost of other key inputs could also impact project cost.

(Source : IBEF and Zricks)

## RERA, HIRA and its implications

The Real Estate Regulation Act (RERA) was passed by the Indian parliament in 2016, with the primary aim of protecting the interests of home buyers and boosting investment in the real estate sector.

West Bengal Housing Industry Regulatory Act (HIRA) was passed in the State Assembly in October 2017. The Act has been introduced for regulating real-estate and housing sector and to bring transparency

to sell, buy, etc. in the real estate sector and to protect buyer interest.

The Act aims to benefit the real estate market in West Bengal in the following ways:

- To provide proper guidelines in order to regulate and to promote the housing sector or the real estate sector in West Bengal.
- To ensure sale of plot or apartment or building or sale of real estate project, in an efficient and transparent manner.
- To protect the interest of consumers in the real estate sector.
- To establish a mechanism which can quickly solve various disputes related to real estate.
- To form proper rules and regulations in order to ensure compliance, to conduct investigations and to impose penalties against any kind of violations related to real estate.
- To create a website containing relevant information related to real estate projects including records of registered real estate projects as well as the list of defaulters.
- The government of West Bengal finally notified the HIRA Act on June 1, 2018. As a consequence, the Housing Industry Regulatory Authority (HIRA) was established under Section 20 of West Bengal Housing Industry Regulatory Act, 2017.

### Growth drivers of the Indian real estate industry

- **Urbanisation:** Urbanisation is one of the biggest growth drivers of the real estate sector. The rate of urbanisation in India was pegged at 33.2% in 2018 which is projected to reach 36.2% by 2025, creating more demand for commercial and residential space.
- **Nuclearisation:** According to the Census 2011, the size of half of all Indian households is gradually declining. Contrary to popular perception, nuclear families in rural areas have increased by ~29% compared to 9% in urban households. Nuclearisation is projected to add nearly 6-7 million households every year, increasing residential demand.
- **Increasing HNIs:** As of 2017, India accounted for 119 billionaires, 20,730 multi-millionaires and 330,400 high net-worth individuals thereby driving the demand for high-rise buildings.
- **Government initiatives:** The credit linked subsidy scheme has increased the purchasing power of the economically weaker and lower income groups. Also government initiatives like Pradhan Mantri Awas Yojna, Housing for All and the creation of the National Urban Housing fund is expected to increase the demand for real estate.
- **Rising income:** India's per capita income was pegged at ₹1,26,406 in FY19 in comparison to ₹1,14,958 in FY18. Rising income indicates increasing spending power of the consumers.
- **Emergence of alternate assets:** Millennials account for one-fourth of the working population in India and their need for housing is different as they look for convenience and a smooth

experience. Segments including co-living and student-housing options are still largely untapped, leaving immense growth opportunities open for the investors.

- **Technological aid:** Technological innovation is still in the primary stages in the construction segment. Proper implementation of it will significantly improve construction techniques resulting in better cost management and quality, thereby directly benefiting the real estate players.
- **Market-fragmentation:** Implementation of RERA, coupled with the NBFC liquidity crunch is expected to affect the mid-sized and smaller market-players, thereby increasing the market share of the bigger developers within the country.

(Source: Times of India, Worldometers, CBRE, IBEF)

### Risk and Concerns

**Economic risk:** Economic volatility could directly affect the revenue of the business.

**Mitigation:** The Company has strategically positioned itself in high growth markets after careful analysis of the market and geographical demands.

**Land availability risk:** Hindrance in acquiring land may result in delays in projects, thereby resulting in a loss of revenue.

**Mitigation:** The Company enters into joint agreements with land owners, providing them with extra incentives to provide their land and capital.

**Project completion risk:** Delay in the completion of projects could lead to tarnished reputation for the Company.

**Mitigation:** The Company, in partnership with Larsen & Toubro, has strict policies in place ensuring that there is no delay in the delivery of projects.

**Raw material risk:** Low quality raw material could affect the overall quality of the Company's end product.

**Mitigation:** The Company always uses ISI-certified raw materials of the highest quality in order to ensure that there is no compromise in the quality of the end-product. The Company procures these raw materials from the most reputed suppliers.

**Cash-liquidity risk:** Liquidity crunch in a capital-intensive industry could disrupt operations.

**Mitigation:** The robust Balance Sheet of the Company ensures that there is no liquidity crunch, coupled with the fact that most of the Company's future projects are expected to generate a steady cash flow.

**Competition risk:** Increase in the number of major players could affect the revenue of the Company.

**Mitigation:** The Company places immense importance on the quality of the end-product and timely delivery of the project, ensuring better customer retention rates.

**Resource-availability risk:** Disruptions in the acquisition of labour

and material as well as the regulations governing such acquisition could directly affect operations.

**Mitigation:** The Company's strength lies in its strategic project planning, procurement, execution and people management, ensuring that there are no disruptions in operations.

### Segment-wise or product-wise performance

The Company has only one reportable segment, namely development of Real Estate property and one geographical segment, namely within India.

Your Company reported a total revenue of ₹19,532.28 Lakhs in 2018-19 against ₹12,029.91 Lakhs in 2017-18, and EBITDA of ₹26,981.79 Lakhs against ₹21,691.49 Lakhs in the previous year. The Company also reported a profit after tax of ₹73.00 Lakhs in 2018-19 compared to ₹378.85 Lakhs in the previous year.

Your Company's consolidated revenues stood at ₹19,667.97 Lakhs for the year under review against ₹11,824.86 Lakhs in the previous year, and EBITDA of ₹27,127.83 Lakhs in 2018-19 as compared to ₹21,908.14 Lakhs reported in the previous year. The Company also reported a consolidated profit after tax of ₹49.64 Lakhs in 2018-19 as compared to ₹361.27 Lakhs reported in the previous year.

The key ratios arising out of Company's performance comprised:

Particulars	2018-19	2017-18
Interest Coverage Ratio	1.01	1.01
Current Ratio	1.11	1.37
Debt Equity Ratio	22.07	18.01

\*Consolidated

### Discussion on financial performance with respect to operational performance/ financial highlights

A comparative table showing the synopsis of the Profit and Loss statement for 2018-19 v/s 2017-18 is provided hereafter:

P & L Snapshot*	2018-19	2017-18
EBIDTA (₹ Lakhs)	27,127.85	21,908.14
EBIDTA margin (%)	138%	185%
EBIT (₹ Lakhs)	27,054.96	21,865.26
EBIT margin (%)	138%	185%
Profit before tax (₹ Lakhs)	181.74	257.63
Profit after tax (₹ Lakhs)	49.64	361.27
Basic EPS	0.18	1.29

\*Consolidated

### Human resources

The Company believes that the quality of its employees is the key to its success. It is therefore committed to equip them with skills, enabling them to seamlessly evolve with ongoing technological advancements. During the year, the Company organised training programmes in different areas such as technical skills, behavioural skills, business excellence, general management, advanced management, leadership skills, customer orientation, safety, values and code of conduct. The Company's employee strength stood at 98 as of 31st March, 2019.

### Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are

safeguarded, established regulations are complied with and pending issues are addressed promptly. The audit committee reviews reports presented by the internal auditors on a routine basis. The committee takes note of the audit observations and, if necessary, takes corrective actions. It maintains a constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

### Cautionary statement

This statement made in this Section describes the Company's objectives, projections, expectation and estimations which may be 'forward-looking statements' within the meaning of applicable securities laws and regulations.

## Independent Auditor's Report

To the Members of  
Emami Realty Limited (Formerly Emami Infrastructure Limited)

### Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying Standalone Financial Statements of **EMAMI REALTY LIMITED (Formerly Emami Infrastructure Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed under Section 133 of the Act read with the Companies ( Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the financial statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

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

Key Audit Matters	Auditor's Response
<p>1) <b>Accuracy of Recognition, measurement, presentation and disclosures of revenues and other related balances in view of Adoption of Ind AS115 "Revenue from Contracts with Customers" (new revenue accounting standard).</b></p> <p>The application of the new revenue recognition accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p> <p>In terms of Ind AS 115 w.e.f. 1st April, 2018, revenue is recognised at a point of time upon satisfaction of performance obligation at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transfer of goods or services to a customer.</p>	<p>We assessed the Company's process to identify the impact of adoption of new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the new revenue accounting standards.</li> <li>Selected a sample of continuing and new contracts and tested the operating effectiveness of internal control relating to identification of the distinct performance obligations and determination of transaction price.</li> <li>Selected a sample of continuing and new contracts and performed the procedures: <ol style="list-style-type: none"> <li>Read, analysed and identified the distinct performance obligations.</li> <li>Compared these performance obligations with that identified and recorded by the company.</li> <li>Considered the terms of the contracts to determine the transaction price.</li> <li>Samples in respect of revenue recorded for time and material contracts were tested using contracts agreements, customer acceptance.</li> </ol> </li> </ol>

Key Audit Matters	Auditor's Response
<p><b>2) Accuracy of Recognition, measurement, presentation and disclosures of construction work in progress and Finished products.</b></p> <p>Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses attributable to the projects undertaken by the Company. The Company has incurred expenses amounting ₹34,592.55 Lakhs for development in projects during the year. Out of construction work-in-progress amounting ₹5,674.41 Lakhs has been converted to Finished Goods.</p>	<p>Our audit procedure included testing the design, implementation and operating effectiveness of controls in respect of review of construction work in progress, particularly in respect of timing of the capitalization and recording of additions to items of various categories of Finished goods with source documentation, substantive testing of appropriateness of the cut-off date considered for project capitalization. We tested the source documentation to determine whether the expenditure is of relating to project development nature and has been appropriately approved and segregated into appropriate categories. We reviewed operating expenses to determine appropriateness of accounting. Further, through sites visits, we physically verified existence of construction work in progress.</p>

### Emphasis Matters

The Company is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. The accounts for the above entity are not yet finalized and thus not made available to the Company for incorporation in its accounts.

Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the accounts. Our conclusion on the statement is not modified in respect of this matter.

### Information Other than the standalone Financial Statements and Auditor's Report Thereon

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income,

changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

### Report on Other Legal and Regulatory Requirements

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

- 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.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- In our opinion, the accompanying standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended.
- On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the



Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There is no such sum which needs to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **S K Agrawal & Co**  
Chartered Accountants  
Firm's Registration No.306033E

**J.K. Choudhury**  
Partner

Kolkata  
May 30, 2019  
UDIN:- 19009367AAAABM3558

(Membership No. 009367)

## Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

### Report on the Internal Financial Controls over Financial Reporting under Clause (i) of SubSection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **EMAMI REALTY LIMITED (Formerly Emami Infrastructure Limited)** as of March 31, 2019 to the extent of records available with us in conjunction with our audit of the financial statements of the Company as of and for the year ended 31st March, 2019.

### 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 Act.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essentials components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S K Agrawal & Co**  
Chartered Accountants  
Firm's Registration No.306033E

**J.K. Choudhury**  
Partner

Kolkata  
May 30, 2019  
UDIN:- 19009367AAAABM3558

(Membership No. 009367)

## Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment, Investment property and Intangible assets.
- (b) The Company has a regular programme of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased manner. In accordance with this programme, certain Property, Plant & Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the Management at regular intervals. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on physical verification.
- (iii) The Company has granted unsecured loans to companies covered in the Register maintained under Section 189 of the Companies Act, 2013 ('the Act'). In respect of such loans:
  - a) In our opinion, the rate of interest and other terms and conditions on which loans has been granted to the companies listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
  - b) In case of the loans granted to the Company listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
  - c) There are no overdue amounts in respect of the loan granted to the Company listed in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 of the Act with respect to the loans, investments, guarantees and securities made. Further the provisions of Section 186 of the Act with respect to the loans, investments, guarantees and securities are not applicable to

the Company, being an Infrastructure Company as defined under Schedule VI to the Act.

- (v) The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposit) Rules, 2014 as amended.
- (vi) As explained to us, the Company is not required to maintain cost records prescribed by the Central Government under sub-Section (1) of Section 148 of the Act.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident

Fund, Employees State Insurance, Income-Tax, Sales tax, Goods & Services Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on which they became payable. During the year, the Company did not have any dues towards duty of excise and duty of custom.

- (b) According to the information and explanations given to us, there are no material dues in respect of Sales Tax, Income Tax, Custom Duty, Goods & Services Tax and Cess except the following:

Name of the Statute	Nature of Dues	Amount under dispute not yet deposited (₹ In Lakhs)	Financial Year to which the amount relates	Forum where the dispute is pending
Finance Act, 1994	Service Tax	55.64	2015-2016 & 2016-17	Commissioner of Kolkata South CGST & CX.

- (viii) In our opinion and according to the information and explanations given to us by the management, the Company has not defaulted in the repayment of dues to banks, financial institutions and debenture holders.
- (ix) To the best of our knowledge and belief and according to the information and explanations given to us, term loans availed by the Company were applied by the Company for the purposes for which the loans were obtained. The Company did not raise any moneys by way of initial public offer or further public offer (including debt instrument) during the year.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the Company has paid or provided for managerial remunerations in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3 (xii) of the Order is not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

- (xiv) According to the information and explanations given to us and based on our examination of records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with Directors or persons connected with them. Accordingly, the provisions of Clause 3 (xv) of the Order are not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For S K Agrawal & Co  
Chartered Accountants  
Firm's Registration No.306033E

Kolkata  
May 30, 2019  
UDIN:- 19009367AAAABM3558

J.K. Choudhury  
Partner  
(Membership No. 009367)

## Balance Sheet as at 31st March, 2019

(₹ in Lakhs)

	Note	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	84.24	115.78
Investment Property	2	5,936.51	5,729.72
Intangible Assets	2	63.00	60.14
<b>Financial Assets</b>			
Investments	3	19,146.45	17,441.46
Loans	4	37,099.09	31,626.70
Other Financial Assets	5	725.00	886.00
Deferred Tax Assets (Net)	6	425.40	549.13
Other Non Current Assets	7	122.47	90.45
<b>Total Non-Current Assets</b>		<b>63,602.16</b>	<b>56,499.38</b>
<b>Current Assets</b>			
Inventories	8	1,43,409.39	1,14,491.25
<b>Financial Assets</b>			
Investments	9	399.56	385.62
Trade Receivables	10	1,508.70	-
Cash and Cash Equivalents	11	816.26	818.02
Bank Balance other than above	12	465.73	325.51
Loans	13	1,18,679.92	91,148.91
Other Financial Assets	14	1,803.35	2,106.80
Current Tax Assets (Net)	15	1,373.06	1,577.58
Other Current Assets	16	7,527.64	5,685.63
<b>Total Current Assets</b>		<b>2,75,983.61</b>	<b>2,16,539.32</b>
<b>TOTAL ASSETS</b>		<b>3,39,585.77</b>	<b>2,73,038.70</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	17	558.78	558.78
Other Equity	18	15,682.93	15,359.93
<b>Total Equity</b>		<b>16,241.71</b>	<b>15,918.71</b>
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	19	71,915.71	96,254.81
Other Non-Current Liabilities	20	951.32	-
Provisions	21	129.33	190.86
<b>Total Non-Current Liabilities</b>		<b>72,996.36</b>	<b>96,445.67</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	22	1,19,817.34	56,424.35
Trade Payables	23	-	3.06
Total outstanding dues of Micro Enterprises and Small Enterprises		990.94	1,135.38
Other Financial Liabilities	24	77,523.14	53,548.70
Other Current Liabilities	25	51,884.12	49,548.48
Provisions	26	132.16	14.35
<b>Total Current Liabilities</b>		<b>2,50,347.70</b>	<b>1,60,674.32</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,39,585.77</b>	<b>2,73,038.70</b>
Summary of Significant Accounting Policies and Notes to Financial Statements	1 to 57		

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata  
Date: 30th May, 2019

For and on behalf of the Board of Directors

Abhijit Datta  
Chairman  
DIN: 00790029

Dr. Nitesh Kumar Gupta  
Chief Executive Officer

Hari Mohan Marda  
Director  
DIN: 00855466

Payel Jain  
Company Secretary  
ACS 22418

Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

## Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in Lakhs)

Particulars	Note	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>INCOME</b>			
Revenue from Operations	27	6,374.59	146.73
Other Income	28	13,157.69	11,883.18
<b>Total Revenue (I)</b>		<b>19,532.28</b>	<b>12,029.91</b>
<b>EXPENSES</b>			
Purchases	29	711.17	6,101.53
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(28,918.14)	(32,235.57)
Employee Benefits Expense	31	1,645.72	1,482.18
Finance Costs	32	26,706.82	21,372.13
Project Expenses	33	18,669.96	14,149.02
Depreciation & Amortisation Expense		72.89	42.88
Other Expenses	34	441.78	841.26
<b>Total Expenses (II)</b>		<b>19,330.20</b>	<b>11,753.43</b>
<b>Profit before tax (I-II)</b>		<b>202.08</b>	<b>276.48</b>
<b>Tax Expenses</b>			
Current Tax		-	197.67
MAT Credit Entitlement		-	(115.25)
Deferred Tax		123.75	(62.16)
Income Tax paid/Refund for Earlier Years		5.33	(122.63)
<b>Profit for the year</b>		<b>73.00</b>	<b>378.85</b>
<b>Other Comprehensive Income</b>			
Items that will not be subsequently reclassified to statement of Profit or Loss			
Remeasurements gains/(loss) on the defined benefit plan		(0.00)	9.76
Changes in fair valuation of equity instruments		250.00	-
Income Tax on above		0.00	(3.38)
<b>Total Other Comprehensive Income for the year</b>		<b>250.00</b>	<b>6.38</b>
<b>Total Comprehensive Income for the year</b>		<b>323.00</b>	<b>385.23</b>
<b>Earnings per Equity Share of face value of ₹2/- each</b>			
<b>Basic &amp; Diluted</b>	35	<b>0.26</b>	<b>1.36</b>
Summary of Significant Accounting Policies and Notes to Financial Statements	1 to 57		

₹0.00 represents amount less than ₹1,000

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata  
Date: 30th May, 2019

For and on behalf of the Board of Directors

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Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

## Cash Flow Statement for the year ended 31st March, 2019

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>A. Cash Flow from Operating Activities</b>		
Profit before tax	202.08	276.48
Add: Adjusted for	-	-
Depreciation and Amortisation Expense	72.89	42.88
Finance Costs	26,835.10	21,945.47
Share of Loss in LLP	-	8.22
Expenses from Investment measured at amortised cost	-	90.13
Dividend Received	(116.47)	(116.49)
Profit on Sale of Non-Current Investment	-	(23.00)
Profit on Sale of Current Investments	-	(0.10)
Profit on sale of units of Mutual Funds	(6.78)	(0.84)
Profit/(Loss) on Sale of Fixed Assets	1.16	(1.06)
Income from Investment measured at amortised cost	(450.41)	-
Interest Income	(12,372.92)	(11,313.02)
<b>Operating Profit before Working Capital Changes</b>	<b>14,164.65</b>	<b>10,908.67</b>
Adjusted for:		
Other Non-Current Liabilities	951.32	-
Non-Current Provisions	(61.53)	37.45
Trade Payables	(147.51)	(747.68)
Other Financial Liabilities	1,331.40	39.11
Other Current Liabilities	2,335.64	4,914.96
Current Provisions	117.81	3.70
Loans	(5,472.39)	(208.47)
Non-Current Other Financial Assets	161.00	55.60
Other Non-Current Assets	(32.02)	(0.04)
Inventories	(28,918.14)	(31,676.62)
Trade Receivables	(1,508.70)	-
Other Financial Assets	303.45	(865.46)
Current Tax Assets (Net)	204.52	(729.09)
Other Current Assets	(1,842.01)	734.57
<b>Cash Generated from Operations</b>	<b>(18,412.51)</b>	<b>(17,533.30)</b>
Less: Taxes Paid	5.33	(40.21)
<b>Net Cash from Operating Activities (A)</b>	<b>(18,417.84)</b>	<b>(17,493.09)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment, Investment Property, Intangible Assets, Intangible Assets under Development	(254.05)	(1,227.53)
Sale of Fixed Assets	1.86	-
Purchase of units of Mutual Funds	(2,650.00)	(600.00)
Sale of units of Mutual Funds	2,656.78	600.84
(Investments in)/Proceeds from Non-Current Investments	(1,004.57)	675.00
(Investments in)/Proceeds from Fixed Deposit	(140.22)	611.11
Proceeds from Current Investments	(13.94)	4.15
Dividend Received	116.47	116.49

## Cash Flow Statement for the year ended 31st March, 2019 (Contd.)

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Loans Given	(28,954.31)	(21,471.88)
Loans Realised	11,149.76	15,217.03
Interest Received	2,646.47	3,723.14
<b>Net Cash from Investing Activities (B)</b>	<b>(16,445.75)</b>	<b>(2,351.65)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Borrowings	3,02,095.55	1,61,964.86
Repayment of Borrowings	(2,78,634.26)	(1,32,215.01)
Interest Paid	(21,003.38)	(23,336.42)
<b>Net Cash from Financing Activities (C)</b>	<b>2,457.91</b>	<b>6,413.44</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(32,405.68)</b>	<b>(13,431.30)</b>
Cash and Cash Equivalents at the beginning of the year	(16,608.09)	(2,042.98)
Add: Transferred from Amalgamating Company as at 1st April 2017	-	(1,133.81)
<b>Cash and Cash Equivalents at the end of the year</b>	<b>(49,013.77)</b>	<b>(16,608.09)</b>

### Notes to Statement of Cash Flows

1. Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows.

Cash and Cash Equivalents as per the above comprise of the following:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash and Cash Equivalents	816.26	818.02
Bank Overdraft which forms an integral part of cash management system	(49,830.03)	(17,426.11)
<b>Total</b>	<b>(49,013.77)</b>	<b>(16,608.09)</b>

2. The above Statement of Cash Flow has been prepared under the "indirect method" as set out in IND AS-7 "Statement of Cash Flows"

Summary of Significant Accounting Policies and Notes to Financial Statements 1 to 57

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata

Date: 30th May, 2019

For and on behalf of the Board of Directors

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Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

## Statement of Changes in Equity for the year ended 31st March, 2019

### A. Equity Share Capital

(₹ in Lakhs)

Balance at 1st April 2017	485.97
Changes in Equity Share Capital during the Year 2017-18	-
Balance at 31st March 2018	485.97
Changes in Equity Share Capital during the Year 2018-19	72.81
Balance at 31st March 2019	558.78

### B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus				Other Comprehensive Income		Total
	Capital Reserve	Revaluation Reserve	General Reserve	Retained Earnings	Equity instruments through Other Comprehensive Income	Other items of Other Comprehensive Income	
Balance at 1st April 2017	2,342.49	-	-	(266.40)	-	(5.72)	2,070.37
Less: Cancellation of Investment	-	-	-	(5,726.58)	-	-	(5,726.58)
Add: Transferred on Amalgamation	447.26	967.90	11,648.88	5,566.87	-	-	18,630.91
Profit for the year	-	-	-	378.85	-	6.38	385.23
Balance at 31st March 2018	2,789.75	967.90	11,648.88	(47.26)	-	0.66	15,359.93
Less: Cancellation of Investment	-	-	-	-	-	-	-
Add: Transferred on Amalgamation	-	-	-	-	-	-	-
Profit for the year	-	-	-	73.00	250.00	-	323.00
Balance at 31st March 2019	2,789.75	967.90	11,648.88	25.74	250.00	0.66	15,682.93

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
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DIN: 00821762



# Notes to Financial Statements

## 1.1 Corporate Overview

Emami Realty Limited (Formerly Emami Infrastructure Limited) ("the Company") is a public company domiciled in India and incorporated on 4th January, 2008 under the provisions of the Companies Act applicable in India. Its shares are listed on the BSE Limited (BSE), The National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). The registered office of the Company is located at Acropolis, 13th Floor, 1858/1 Rajdanga Main Road, Kasba, Kolkata – 700107.

The Company is carrying on the business of real estate development.

The Standalone Ind AS Financial Statements of the Company for the year ended 31st March, 2019 were authorised for issue in accordance with a resolution of the Board of Directors on 30th May, 2019.

## 1.2 Basis of Preparation of Financial Statements

These financial statements for the year ended 31st March, 2019 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. These financial statements are prepared under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair values.

## 1.3 Amendments issued to Ind AS, but not effective

On 30th March 2019, Ministry of Corporate Affairs ("MCA") has notified the IND AS 116 Leases and Appendix C of Ind AS 12 Uncertainty over Income Tax Treatment and amendments to Ind AS 19, Employee benefits in connection with accounting for plan amendments, curtailments and settlements. The effective date for adoption of the same is financial periods beginning on or after 1st April 2019. The Company is in the process of evaluating the applicability and its effect on adoption.

## 1.4 Significant Accounting Policies

### 1.4.1 Operating Cycle

The Operating Cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 3 to 5 years and accordingly has reclassified its assets and liabilities into current and non-current.

An asset is treated as current when it is:

- Expected to be realised or to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

### 1.4.2 Foreign Currency Transactions & Translations

The functional currency of the Company is Indian rupees. The Financial Statements are prepared & presented in Indian rupees and has been rounded off to the nearest Lakhs, unless otherwise stated.

Transactions in foreign currencies entered into by the Company are translated to the Company's functional currency at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date.

Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit & Loss.

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date of the fair valuation. The gain or loss arising on translation of non-monetary items measured at fair value is treated

## Notes to Financial Statements

in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

### 1.4.3 Fair Value Measurement

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All methods of assessing fair value result in general approximation of value and such value may never actually be realised.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 1.4.4 Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) at the end of the reporting period and the reported income and expenses during the year. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### 1.4.5 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 1.4.6 Property, Plant and Equipment

Property, plant and equipment are carried at cost of acquisition, on current cost basis less accumulated depreciation and accumulated impairment, if any. Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the income statement when the asset is derecognised.

Depreciation is provided on written down value method over the estimated useful lives of property, plant and equipment and are in line with the requirement of Part C of Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### 1.4.7 Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortised on Straight Line method over their estimated useful life of five years. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

### 1.4.8 Capital work-in-progress and intangible assets under development

Capital work-in-progress and intangible assets under development are carried at cost. Cost includes land, related acquisition expenses, development / construction costs, borrowing costs and other direct expenditure.

### 1.4.9 Investment property & depreciation

- (i) Recognition & measurement

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are held initially at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

## Notes to Financial Statements

Subsequent costs are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repairs and maintenance are charged to Statement of Profit and Loss as incurred.

- (ii) Depreciation on investment property is provided using the written down method based on useful lives specified in Schedule II to the Companies Act, 2013.

### 1.4.10 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash-Generating Unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### 1.4.11 Inventories

Inventories are valued at lower of cost or Net Realisable value, except for construction work-in progress which is valued at cost.

Construction work-in progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Company.

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

### 1.4.12 Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received/receivable net of rebate and taxes. The Company applies the revenue recognition criteria to each nature of revenue transaction as below:

In terms of Ind AS 115 w.e.f. 1st April, 2018, revenue to be recognised at a point of time (project completion method) upon satisfaction of performance obligation at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transfer of goods or services to customers. In the previous year, the Company had applied Ind AS 18 but no revenue was recognised for under-construction properties since the risk and reward in relation to the captioned properties could not be transferred to the customers. Accordingly, there is no impact on the revenue recognition due to adoption of Ind AS 115.

Interest Income is recognised using the effective interest method and is included under the head 'Other Income' in the Statement of Profit and Loss.

Dividend Income including share of profit in LLP is recognised when the Company's right to receive dividend is established.

All other incomes are recognised on accrual basis.

### 1.4.13 Employee Benefits

#### a. Defined Contribution Plan - Provident Fund

The Company makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees.

#### b. Defined Benefit Plan – Gratuity

The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

#### c. Long Term Compensated Absences

The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in Statement of Profit & Loss.

## Notes to Financial Statements

### 1.4.14 Income Taxes

Tax expense comprises current and deferred tax.

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

Deferred tax is provided using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

### 1.4.15 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1st April 2016, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

*As a lessee*

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs (See note 1.4.17). Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments (net of any incentives received from the lessor) are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### 1.4.16 Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when

## Notes to Financial Statements

appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

### 1.4.17 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 1.4.18 Earnings per Share

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

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

### 1.4.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a. Financial assets

##### i. Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### ii. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as below:

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income FVTOCI

##### Debt instruments at amortised cost other than derivative contracts

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

##### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS as set out in Note. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

## Notes to Financial Statements

### iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred substantially all the risks and rewards of the asset

### iv. Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

## b. Financial liabilities

### i. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, investment in subsidiaries and joint ventures, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative

## Notes to Financial Statements

financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

### **Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### **Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for doubtful debts.

### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year. The amounts are generally unsecured. Trade and other payables are presented as current liabilities unless payment is not due within the Company's operating cycle. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the lender for a loss it incurs because the specified borrower fails to make a payment when due in accordance with the terms of a loan agreement. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **1.4.20 Segment Reporting**

Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Board of Directors / Chief Operating Decision Maker evaluates the Company's performance based on an analysis of various performance indicators by business segment. Segment revenue and expenses include amounts which can be directly attributable to the segment and allocable on reasonable basis. Segment assets and liabilities are assets / liabilities which are directly attributable to the segment or can be allocated on a reasonable basis. Income / expenses / assets / liabilities relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses / assets / liabilities.

## Notes to Financial Statements

### 2 Property, Plant & Equipment, Investment Property, Intangible Assets and Intangible Assets under Development

#### a) Property, Plant & Equipment (Current Year)

Particulars	Gross Block			Depreciation / Amortisation		Net Block	
	As on 1st April, 2018	Additions	Deductions/ Adjustments	As on 31st March, 2019	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Land	5.46	-	-	5.46	-	-	5.46
Plant & Machinery	0.70	-	-	0.70	0.03	0.57	0.16
Furniture & Fittings	105.07	-	-	105.07	7.62	83.98	28.71
Vehicles	99.63	-	25.03	74.60	16.86	38.77	55.72
Office Equipments	15.65	-	-	15.65	3.92	10.96	8.60
Electrical Accessories	53.22	0.35	-	53.57	3.46	46.19	10.50
Computer/Peripheral	37.83	9.44	-	47.27	6.41	37.61	6.63
<b>Total</b>	<b>317.56</b>	<b>9.79</b>	<b>25.03</b>	<b>302.32</b>	<b>38.31</b>	<b>218.08</b>	<b>115.78</b>

#### b) Investment Property (Current Year)

Particulars	Gross Block			Depreciation / Amortisation		Net Block	
	As on 1st April, 2018	Additions	Deductions/ Adjustments	As on 31st March, 2019	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Guest House	-	1,004.61	-	1,004.61	20.24	20.24	984.37
Flats	3,567.66	98.73	1,004.61	2,661.78	-	-	2,661.78
Capital Work-in-Progress	2,162.07	128.28	-	2,290.36	-	-	2,290.36
<b>Total</b>	<b>5,729.73</b>	<b>1,231.62</b>	<b>1,004.61</b>	<b>5,956.75</b>	<b>20.24</b>	<b>20.24</b>	<b>5,936.51</b>

#### c) Intangible Assets (Current Year)

Particulars	Gross Block			Depreciation / Amortisation		Net Block	
	As on 1st April, 2018	Additions	Deductions/ Adjustments	As on 31st March, 2019	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Software	95.74	17.22	-	112.96	14.35	49.96	60.13
<b>Total</b>	<b>95.74</b>	<b>17.22</b>	<b>-</b>	<b>112.96</b>	<b>14.35</b>	<b>49.96</b>	<b>60.13</b>

#### d) Intangible Assets under Development (Current Year)

Particulars	Gross Block			Depreciation / Amortisation		Net Block	
	As on 1st April, 2018	Additions	Deductions/ Adjustments	As on 31st March, 2019	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Software	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## Notes to Financial Statements

### 2 Property, Plant & Equipment, Investment Property, Intangible Assets and Intangible Assets under Development (Contd.)

#### e) Property, Plant & Equipment (Previous Year)

Particulars	Gross Block		Depreciation / Amortisation		Net Block			
	As on 1st April, 2017	Additions 2017	Deductions/ Adjustments	As on 31st March, 2018	During the Year 2017	Upto 31st March, 2018	As on 31st March, 2018	As on 31st March, 2017
Land	5.46	-	-	5.46	-	-	5.46	5.46
Plant & Machinery	0.70	-	-	0.70	0.04	0.54	0.16	0.20
Furniture & Fittings	102.57	2.50	-	105.07	10.38	76.36	28.71	36.59
Vehicles	81.79	41.94	24.10	99.63	10.16	43.91	55.72	26.61
Office Equipments	8.35	8.78	1.48	15.65	1.34	7.04	8.60	1.32
Electrical Accessories	50.11	3.11	-	53.22	3.45	42.73	10.50	10.83
Computer Peripheral	30.12	8.81	1.10	37.83	3.77	31.20	6.63	1.97
<b>Total</b>	<b>279.10</b>	<b>65.14</b>	<b>26.68</b>	<b>317.56</b>	<b>29.14</b>	<b>201.78</b>	<b>115.78</b>	<b>82.98</b>

#### f) Investment Property (Previous Year)

Particulars	Gross Block		Depreciation / Amortisation		Net Block			
	As on 1st April, 2017	Additions 2017	Deductions/ Adjustments	As on 31st March, 2018	During the Year 2017	Upto 31st March, 2018	As on 31st March, 2018	As on 31st March, 2017
Flat	-	3,567.66	-	3,567.66	-	-	3,567.66	-
Capital Work-in-Progress	4,575.44	1,154.28	3,567.66	2,162.06	-	-	2,162.06	4,575.44
<b>Total</b>	<b>4,575.44</b>	<b>4,721.94</b>	<b>3,567.66</b>	<b>5,729.72</b>	<b>-</b>	<b>-</b>	<b>5,729.72</b>	<b>4,575.44</b>

#### g) Intangible Assets (Previous Year)

Particulars	Gross Block		Depreciation / Amortisation		Net Block			
	As on 1st April, 2017	Additions 2017	Deductions/ Adjustments	As on 31st March, 2018	During the Year 2017	Upto 31st March, 2018	As on 31st March, 2018	As on 31st March, 2017
Software	49.40	46.35	-	95.75	13.74	35.61	60.14	27.52
<b>Total</b>	<b>49.40</b>	<b>46.35</b>	<b>-</b>	<b>95.75</b>	<b>13.74</b>	<b>35.61</b>	<b>60.14</b>	<b>27.52</b>

#### h) Intangible Assets under Development (Previous Year)

Particulars	Gross Block		Depreciation / Amortisation		Net Block			
	As on 1st April, 2017	Additions 2017	Deductions/ Adjustments	As on 31st March, 2018	During the Year 2017	Upto 31st March, 2018	As on 31st March, 2018	As on 31st March, 2017
Software	33.98	-	33.98	-	-	-	-	33.98
<b>Total</b>	<b>33.98</b>	<b>-</b>	<b>33.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33.98</b>

## Notes to Financial Statements

### 3. Investments (Non - Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>I. Investments in Equity Instruments</b>		
<b>a. In Associates (Carried at cost)</b>		
<b>Quoted fully paid up</b>		
Zandu Realty Limited	-	6,012.91
Nil (2,86,329) Equity Shares of ₹100/- each		
Less: Cancelled on Amalgamation	-	6,012.91
	-	-
<b>Unquoted fully paid up</b>		
Roseview Developers Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Prajay Urban Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Bengal Emami Housing Limited	6.00	6.00
60,000 Equity Shares of ₹10/- each		
Swanhousing & Infra Private Limited	69.00	69.00
6,90,000 Equity Shares of ₹10/- each		
	<b>76.00</b>	<b>76.00</b>
<b>b. Other Investments (Carried at fair value through Other Comprehensive Income)</b>		
<b>Unquoted fully paid up</b>		
The North Kanara G.S.B. Co-Operative Bank Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
The Saraswat Co-op. Bank Limited	0.10	0.10
1,000 Equity Shares of ₹10/- each		
Natural Synergies Limited	41.68	41.68
4,16,750 Equity Shares of ₹10/- each		
Emami Agrotech Limited	1,028.57	650.00
11,42,857 (10,00,000) Equity Shares of ₹10/- each		
	<b>1,070.85</b>	<b>692.28</b>
Less: Provision for Diminution in value of Investments	41.68	41.68
	<b>1,029.17</b>	<b>650.60</b>
<b>II. Investments in Preference Shares (Carried at amortised cost)</b>		
<b>Unquoted fully paid up</b>		
Emami Paper Mills Limited #	5,903.66	5,440.23
14,55,000 8% Cumulative Redeemable Non-Convertible Preference Shares of ₹100/- each		
	<b>5,903.66</b>	<b>5,440.23</b>
<b>III. Investments in Debentures - Unquoted fully paid up (Carried at amortised cost)</b>		
Vijaybhan Investments and Consultancy Private Limited*	7,271.31	6,716.00
7,592 (6,716) 0% (6.75%) Optionally Convertible Non- Transferable Debentures of ₹1,00,000/- each		
Emami Estates Private Limited^	2,221.23	2,080.78
25 Optionally Fully Convertible Debentures of ₹1,00,00,000/- each		
Emami Home Private Limited^	2,644.67	2,477.44
30 Optionally Fully Convertible Debentures of ₹1,00,00,000/- each		
	<b>12,137.21</b>	<b>11,274.22</b>
<b>IV. Investments in Limited Liability Partnership (Refer Note No. 48)</b>		
<b>Capital Contribution to:</b>		
Lohitka Properties LLP	0.40	0.40
Supervalue Nirman LLP	0.01	0.01
	<b>0.41</b>	<b>0.41</b>
	<b>19,146.45</b>	<b>17,441.46</b>

## Notes to Financial Statements

### 3. Investments (Non - Current ) (Contd.)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	19,146.45	17,441.46

# 14,55,000 Preference Shares are redeemable at a premium of ₹500/- per share; out of which 5,25,000 Nos on 27th March, 2025, 2,00,000 Nos on 12th August, 2025, 4,80,000 Nos on 20th January, 2026 and 2,50,000 Nos on 31st July, 2026 . However, the investee company has an option to redeem these preference shares before the redemption date.

\* 7,592 Debentures are convertible into equity shares at the option of the Debenture Holders, out of which 25 Nos are redeemable on 30th September, 2019, 6,691 Nos are redeemable on 31st December, 2019 and 876 Nos are redeemable on 30th March, 2022

^ These Debentures are redeemable at par or premium at the end of eight years from the date of allotment, being 22nd January, 2013 (Emami Estates Private Limited) and 7th March, 2013 (Emami Home Private Limited). However, the Company has an option to redeem these debentures before the redemption date.

### 4. Loans (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Secured, considered good)</i>		
Security Deposits	35.09	52.70
Deposit under Joint Development Agreement	37,064.00	31,574.00
	<b>37,099.09</b>	<b>31,626.70</b>

### 5. Other Financial Assets (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Others	586.00	586.00
Bank deposits with maturity of more than 12 months*	139.00	300.00
	<b>725.00</b>	<b>886.00</b>

\* Pledged with banks as security against term loan

### 6. Deferred Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Deferred tax asset arising on account of :</b>		
Tax impact due to difference between tax depreciation and book depreciation	33.42	20.77
Remeasurements of the defined benefit plan through Profit & Loss	90.50	71.02
Investment carried at fair value through Profit & Loss	708.30	476.27
Remeasurements of the defined benefit plan through Other Comprehensive Income	0.00	-
	<b>832.22</b>	<b>568.06</b>
<b>Deferred tax liability arising on account of :</b>		
Tax impact of expenses charged off in financial statement but liability under tax law deferred	406.82	18.93
	<b>406.82</b>	<b>18.93</b>
	<b>425.40</b>	<b>549.13</b>

₹0.00 represents amount less than ₹1,000

## Notes to Financial Statements

### 7. Other Non-Current Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Others	-	11.20
Security Deposits	122.47	79.25
	<b>122.47</b>	<b>90.45</b>

### 8. Inventories (Carried at lower of Cost or Net Realisable Value)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>A. Work-in-Progress</b>		
Land	7,539.01	7,038.60
Work-in-Progress	1,30,999.50	1,02,822.79
	<b>1,38,538.51</b>	<b>1,09,861.39</b>
<b>B. Finished Goods</b>		
Finished Properties	1,230.74	991.72
	<b>1,230.74</b>	<b>991.72</b>
<b>C. Stock-in-Trade</b>	5.52	3.52
	<b>5.52</b>	<b>3.52</b>
<b>D (i). Equity Shares - Unquoted fully paid up In Subsidiaries</b>		
Sneha Ashiana Private Limited 50,000 Equity Shares of ₹10/- each	5.00	5.00
New Age Realty Private Limited 30,000 Equity Shares of ₹10/- each	3.00	3.00
Delta PV Private Limited 2,47,511 Equity Shares of ₹10/- each	1,178.62	1,178.62
	<b>1,186.62</b>	<b>1,186.62</b>
<b>D (ii). Debentures - Unquoted fully paid up</b>		
Prajay Urban Private Limited 24,480 Optionally Convertible Debentures of ₹10,000/- each	2,448.00	2,448.00
	2,448.00	2,448.00
	<b>1,43,409.39</b>	<b>1,14,491.25</b>

### 9. Investments (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Paintings (Carried at cost)	399.56	385.62
	<b>399.56</b>	<b>385.62</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	399.56	385.62

### 10. Trade Receivables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Secured, considered good)</i>		
Trade Receivables	1,508.70	-
	<b>1,508.70</b>	<b>-</b>

## Notes to Financial Statements

### 11. Cash and Cash Equivalents

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Balances with Banks	194.06	70.99
Cheques in hand	4.14	7.95
Cash in hand	18.94	17.72
Bank deposits with maturity of less than 3 months *	599.12	721.36
	<b>816.26</b>	<b>818.02</b>

\* Pledged with banks as security against loans

### 12. Bank Balances other than above

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Bank deposits with maturity of more than 3 months but less than 12 months *	465.73	325.51
	<b>465.73</b>	<b>325.51</b>

\* Pledged with banks as security against loans

### 13. Loans (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Unsecured, considered good)</i>		
Security Deposit	0.15	0.15
Loans to Related Parties (Refer Note No. 41)	99,455.94	80,775.14
Loans to Others	19,223.83	10,373.62
	<b>1,18,679.92</b>	<b>91,148.91</b>

### 14. Other Financial Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Related Parties (Refer Note No. 41)	1,797.09	1,230.02
Other Receivables	6.26	876.78
	<b>1,803.35</b>	<b>2,106.80</b>

### 15. Current Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advance Income Tax and Refunds Receivable (Net of Provision)	1,373.06	1,577.58
	<b>1,373.06</b>	<b>1,577.58</b>

### 16. Other Current Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Employees	20.15	14.94
Advances to Contractors/Suppliers	1,095.99	2,442.69
Advances to Land Owners	659.19	165.00
Advances to Others	19.91	30.56
Balances with Government Authorities	5,732.40	3,032.44
	<b>7,527.64</b>	<b>5,685.63</b>

## Notes to Financial Statements

### 17. Equity Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No of shares	(₹ in Lakhs)	No of shares	(₹ in Lakhs)
Authorized Shares				
Equity Shares of ₹2/- each	13,52,50,000	2,705.00	3,52,50,000	705.00
Equity Shares of ₹100/- each	-	-	20,00,000	2,000.00
		<b>2,705.00</b>		<b>2,705.00</b>
<b>Issued, subscribed &amp; fully paid-up shares</b>				
2,79,38,889 (2,42,98,392) Equity Shares of ₹2/- each			558.78	485.97
<b>Share Capital Suspense Account pursuant to Scheme of Amalgamation</b>				
Nil (36,40,497) Equity Shares of ₹2/- each			-	72.81
			<b>558.78</b>	<b>558.78</b>

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No of shares	(₹ in Lakhs)	No of shares	(₹ in Lakhs)
Shares outstanding at the beginning of the period	2,42,98,392	485.97	2,42,98,392	485.97
Add: Issued for consideration other than cash during the period	36,40,497	72.81	-	-
<b>Shares Outstanding at the end of the period</b>	<b>2,79,38,889</b>	<b>558.78</b>	<b>2,42,98,392</b>	<b>485.97</b>

#### b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Name of Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No of shares	% holding in the class	No of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	12.21%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	10.68%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	9.95%	27,78,899	11.44%
Raviraj Viniyog Private Limited	14,11,000	5.05%	14,11,000	5.81%
Prabhakar Viniyog Private Limited	13,92,000	4.98%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	4.63%	12,94,491	5.33%

### 18. Other Equity

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Capital Reserve</b>		
Opening Balance	2,789.75	2,342.49
Add: Transferred on Amalgamation	-	447.26
Closing Balance	<b>2,789.75</b>	<b>2,789.75</b>
<b>Revaluation Reserve</b>		
Opening Balance	967.90	-
Add: Transferred on Amalgamation	-	967.90
Closing Balance	<b>967.90</b>	<b>967.90</b>
<b>General Reserve</b>		
Opening Balance	11,648.88	-
Add: Transferred on Amalgamation	-	11,648.88
Closing Balance	<b>11,648.88</b>	<b>11,648.88</b>

## Notes to Financial Statements

### 18. Other Equity (Contd.)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Retained Earnings</b>		
Opening Balance	(47.26)	(266.40)
Add: Transferred on Amalgamation	-	6,325.46
Less: Ind AS Impact of Transferor Company	-	(758.59)
Less: Cancellation of Investment on Amalgamation	-	5,726.58
Add: Profit for the year	73.00	378.85
	<b>25.74</b>	<b>(47.26)</b>
<b>Other Comprehensive Income</b>		
Opening Balance	0.66	(5.72)
Add: During the year	250.00	6.38
	<b>250.66</b>	<b>0.66</b>
<b>Total Reserves and Surplus</b>	<b>15,682.93</b>	<b>15,359.93</b>

#### Nature and description of reserve

- i. Capital Reserve - Capital Reserve was created on amalgamations.
- ii. Revaluation Reserve - Revaluation Reserve was created on revaluation of land with structure held as fixed assets.
- iii. General Reserve - General Reserve was created on amalgamation which is kept aside to meet the future requirements of the Company as and when they arise.

### 19. Borrowings (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
Term Loans from Banks (Refer Note No. 42[A])	24,812.08	33,044.10
Term Loans from Non Banking Financial Companies (Refer Note No. 42[B])	11,374.44	17,654.89
	<b>36,186.52</b>	<b>50,698.99</b>
<b>Unsecured</b>		
Redeemable Non-Convertible Debentures (Refer Note No. 43[A])	14,989.35	24,990.65
Term Loans from Non Banking Financial Companies (Refer Note No. 43[B])	20,739.84	20,565.17
	<b>35,729.19</b>	<b>45,555.82</b>
	<b>71,915.71</b>	<b>96,254.81</b>

### 20. Other Non-Current Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Against Development	951.32	-
	<b>951.32</b>	<b>-</b>

### 21. Provisions (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer Note No. 37)		
Gratuity	89.71	111.02
Leave Encashment	39.62	79.84
	<b>129.33</b>	<b>190.86</b>

## Notes to Financial Statements

### 22. Borrowings (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
Overdraft from Banks *	6,476.46	3,903.00
	<b>6,476.46</b>	<b>3,903.00</b>
<b>Unsecured</b>		
Overdraft from Banks <sup>^</sup>	43,353.57	13,523.12
Redeemable Non-Convertible Debentures (Refer Note No. 44[A])	2,500.00	-
Term Loans from Non Banking Financial Companies (Refer Note No. 44[B])	13,000.00	9,500.00
Loans from Related Party #	19,436.00	20,765.46
Loans from Other Bodies Corporate #	35,051.31	8,732.77
	<b>1,13,340.88</b>	<b>52,521.35</b>
	<b>1,19,817.34</b>	<b>56,424.35</b>

\* (i) ₹5,535.85 Lakhs secured by the securities as mentioned in Note No. 42[A](a), 42[A](c) & 42[A](d) under the heading Term Loan from Banks" as this facility is a sub-limit thereof.

(ii) ₹940.61 Lakhs secured by hypothecation on receivables of the Project at "Zandu Sigma Estates", 70 Gokhale Road, Dadar, Mumbai 400025 coupled with the corporate guarantee by a related party.

<sup>^</sup> ₹43,353.57 Lakhs secured by pledge of third party's fixed deposits

# Repayable on demand

### 23. Trade Payables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises	-	3.06
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	990.94	1,135.38
	<b>990.94</b>	<b>1,138.44</b>

### 24. Other Financial Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Current Maturities of Long Term Debts (Refer Note No. 42[A], 42[B], 43[A] & 43[B])	62,741.36	47,621.33
Interest accrued but not due on borrowings	10,773.14	3,250.13
Advances from Related Parties (Refer Note No. 41)	484.37	12.50
Advances from Others	2,168.19	2,113.19
Cheques Overdrawn	-	2.63
Deposits Received	10.00	2.00
Liabilities for Expenses	9.42	8.64
Employee Benefits Payables	62.27	6.40
Retention Money	1,274.39	531.88
	<b>77,523.14</b>	<b>53,548.70</b>

### 25. Other Current Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances from Customers	50,979.07	49,153.50
Fluctuating Capital Account with LLP	46.41	46.41
Duties & Taxes Payables	858.64	348.57
	<b>51,884.12</b>	<b>49,548.48</b>



## Notes to Financial Statements

### 26. Provisions (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer Note No. 37)		
Gratuity	60.48	8.40
Leave Encashment	71.68	5.95
	<b>132.16</b>	<b>14.35</b>

### 27. Revenue from Operations

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Operating Income		
Sale of Trade Goods	77.93	23.04
Sale of Plots/Flats	6,136.18	-
	<b>6,214.11</b>	<b>23.04</b>
Other Operating Income		
Nomination Charges	91.49	53.24
Cancellation Charges	42.29	66.67
Legal Fees Received	0.03	3.76
Compensation against Land acquisition	26.67	-
	<b>160.48</b>	<b>123.69</b>
	<b>6,374.59</b>	<b>146.73</b>

### 28. Other Income

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Income from		
Subsidiaries	342.56	205.18
Associates	87.07	236.56
LLP	6,059.55	5,534.80
Other Bodies Corporate	5,770.45	4,792.89
Debentures	-	453.33
Fixed Deposits	42.77	136.39
Income Tax Refund	73.49	200.79
Others	193.37	173.47
	<b>12,569.26</b>	<b>11,733.42</b>
Dividend Received	116.47	116.49
Profit on Sale of Non-Current Investment	-	23.00
Profit on Sale of Current Investment	-	0.10
Profit on Sale of Mutual Fund Units	6.78	0.84
Profit on Sale of Fixed Assets	-	1.06
Rent Received	9.00	-
Service Charges Received	3.77	4.98
Miscellaneous Income	2.00	3.29
Income from Investment measured at amortised cost	450.41	-
	<b>588.43</b>	<b>149.76</b>
	<b>13,157.69</b>	<b>11,883.18</b>

### 29. Purchases

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Land	631.85	6,078.18
Trade Goods	79.32	23.35
	<b>711.17</b>	<b>6,101.53</b>

## Notes to Financial Statements

### 30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>I. Opening Stock</b>		
Land	7,038.60	960.42
Work-in-Progress	1,02,822.79	77,227.87
Finished Properties	991.72	-
Shares	1,186.62	1,186.62
Debentures	2,448.00	2,448.00
Stock-in-Trade	3.52	-
	1,14,491.25	81,822.91
Add : Finished Properties (Transferred on Amalgamation)	-	991.72
Less: GST input claimed for VAT & Excise Duty	-	558.95
	<b>1,14,491.25</b>	<b>82,255.67</b>
<b>II. Closing Stock</b>		
Land	7,539.01	7,038.60
Work-in-Progress	1,30,999.50	1,02,822.79
Finished Properties	1,230.74	991.72
Shares	1,186.62	1,186.62
Debentures	2,448.00	2,448.00
Stock-in-Trade	5.52	3.52
	<b>1,43,409.39</b>	<b>1,14,491.25</b>
Changes in Inventories (I -II)	<b>(28,918.14)</b>	<b>(32,235.57)</b>

### 31. Employee Benefits Expense

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries, Gratuity & Allowances	1,553.31	1,416.98
Contribution to Provident and Other Funds	62.66	51.17
Staff Welfare Expenses	29.75	14.03
	<b>1,645.72</b>	<b>1,482.18</b>

### 32. Finance Costs

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Expenses	25,313.43	20,567.45
Add: Other Borrowing Costs	1,521.67	1,378.02
	26,835.10	21,945.47
Less: Capitalised to Investment Property	128.28	573.34
	<b>26,706.82</b>	<b>21,372.13</b>

### 33. Project Expenses

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Materials Consumed	1,924.72	1,950.00
Development Cost	951.32	-
Payments to Contractors	12,466.59	10,846.98
Consultants Fees	535.57	579.32
Project Promotion & Expenses	571.24	383.32
Insurance	48.71	(5.79)
Repair & Maintenance	145.38	61.56
Rates & Taxes	1,707.38	73.00
Corporate Social Responsibility	10.00	-
Travelling & Conveyance	63.87	124.74
Other Operating Expenses	245.18	135.88
	<b>18,669.96</b>	<b>14,149.02</b>

## Notes to Financial Statements

### 34. Other Expenses

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Electricity Charges	10.37	2.62
Rent	73.64	48.29
Repairs & Maintenance	60.78	30.68
Rates & Taxes	1.92	87.98
Advertisement & Publicity	2.83	4.07
Custodial Fees	1.60	4.32
Listing Fees	12.95	13.02
Directors' Sitting Fees	4.93	9.19
Postage & Courier	6.97	13.69
Printing & Stationery	9.03	7.69
Royalty	10.00	10.00
Insurance	1.65	1.32
Brokerage	-	6.02
Corporate Social Responsibility	-	295.00
Travelling & Conveyance	40.35	25.30
Legal & Professional Fees	142.92	130.15
Share of Loss in LLP	0.00	8.22
Loss on Sale of Fixed Assets	1.16	-
Expenses from Investment measured at amortised cost	-	90.13
Miscellaneous Expenses	47.55	34.48
Auditors' Remuneration (Refer Note No. 36)	13.13	19.08
	<b>441.78</b>	<b>841.26</b>

### 35. Earnings per Share (EPS)

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Earnings per Share is calculated as follows:</b>		
Profit after tax attributable to Equity Shareholders	73.00	378.85
Weighted average number of equity shares	2,79,38,889	2,79,38,889
Nominal value of Equity Share	2.00	2.00
<b>Basic and Diluted Earnings per Share</b>	<b>0.26</b>	<b>1.36</b>

### 36. Auditors' Remuneration

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Audit Fees	9.00	9.04
Tax Audit Fees	1.00	0.50
Limited Review	1.50	1.95
Other Matters	1.63	7.59
	<b>13.13</b>	<b>19.08</b>

## Notes to Financial Statements

### 37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee Benefit Schemes

(₹ in Lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Non-funded	Non-funded	Non-funded	Non-funded
<b>A. Expenses Recognised in the Income Statement</b>				
1. Current Service Cost	22.96	20.48	17.62	10.03
2. Interest Cost	9.14	6.45	8.07	4.05
3. Loss/(Gain) on settlement	-	-	-	-
4. Net interest cost/(income) on the Net Defined Benefit Liability/ (Assets)	-	-	-	-
5. Re-measurement (or Acturial)(gain)/loss arising from:	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	0.14	(0.82)	(0.90)
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	2.48	(8.94)	21.77
- Others	-	-	-	-
6. Return on plan assets, excluding amount recognised in net interest expenses	-	-	-	-
7. Re-measurement (or Actual)(gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
<b>8. Total Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>32.10</b>	<b>29.55</b>	<b>15.94</b>	<b>34.95</b>
<b>B. Assets and Liability</b>				
1. Present value of Obligation	150.20	111.30	119.43	85.79
2. Fair Value of Plan Assets	-	-	-	-
3. Funded Status [Surplus/(deficit)]	(150.20)	(111.30)	(119.43)	(85.79)
4. Effects of Assets Ceiling, if any	-	-	-	-
<b>5. Net asset/(liability) recognized in balance sheet</b>	<b>(150.20)</b>	<b>(111.30)</b>	<b>(119.43)</b>	<b>(85.79)</b>
<b>C. Change in Present Value of Obligation</b>				
1. Present value of Obligation as at beginning of period	119.43	85.79	104.88	53.69
2. Current Service Cost	22.96	20.48	17.62	10.03
3. Interest Expenses or Cost	9.14	6.45	8.07	4.05
Re-measurement (or Acturial)(gain)/loss arising from:	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	0.14	(0.82)	(0.90)
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	2.48	(8.94)	21.77
- Others	-	-	-	-
4. Past Service Cost	-	-	-	-
5. Effect of change in foreign exchange rates	-	-	-	-
6. Benefits Paid	(1.33)	(4.04)	(1.39)	(2.85)
7. Acquisition Adjustment	-	-	-	-
8. Effect of business combinations or disposals	-	-	-	-
<b>9. Present value of Obligation as at the end of period</b>	<b>150.20</b>	<b>111.30</b>	<b>119.43</b>	<b>85.79</b>
<b>D. Other Comprehensive Income</b>				
1. Acturial (gain)/losses	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	-	(0.82)	-
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	-	(8.94)	-
- Others	-	-	-	-
2. Return of plan assets, excluding amount recognised in net interest expenses	-	-	-	-

## Notes to Financial Statements

### 37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee Benefit Schemes (Contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Non-funded	Non-funded	Non-funded	Non-funded
	3. Re-measurement (or Actuarial)(gain)/loss arising because of change in effect of asset ceiling	-	-	-
4. Components of defined benefit costs recognised in other comprehensive income	0.00	-	(9.76)	-
<b>E. Financial Assumptions</b>				
1. Discount Rate (%)	7.70%	7.70%	7.75%	7.75%
2. Salary Growth Rate (per annum)	6.00%	6.00%	6.00%	6.00%
<b>F. Demographic Assumptions</b>				
1. Mortality Rate (% of IALM 06-08)	5.00%	5.00%	5.00%	5.00%
2. Withdrawal Rate (per annum)	1% to 8%	1% to 8%	1% to 8%	1% to 8%

₹0.00 represents amount less than ₹1,000

#### Sensitivity Analysis :-

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumption occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
	Defined Benefit Obligation (Base)	150.20	119.43	111.30

(₹ in Lakhs)

Particulars	Gratuity			
	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	157.99	143.23	126.25	113.33
(% change compared to base due to sensitivity)	5.19%	-4.64%	5.71%	-5.11%
Salary Growth Rate (-/+1%)	143.50	157.67	112.73	126.80
(% change compared to base due to sensitivity)	-4.46%	4.97%	-5.61%	6.18%
Attrition Rate (-/+50%)	149.81	150.52	119.06	119.73
(% change compared to base due to sensitivity)	-0.26%	0.21%	-0.31%	0.26%

(₹ in Lakhs)

Particulars	Leave Encashment			
	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	115.39	107.57	89.57	82.36
(% change compared to base due to sensitivity)	3.68%	-3.34%	4.40%	-3.99%
Salary Growth Rate (-/+1%)	108.34	114.58	81.95	89.96
(% change compared to base due to sensitivity)	-2.66%	2.95%	-4.48%	4.86%
Attrition Rate (-/+50%)	110.94	111.62	85.43	86.12
(% change compared to base due to sensitivity)	-0.32%	0.29%	-0.42%	0.38%

## Notes to Financial Statements

### 37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee Benefit Schemes (Contd.)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period.

#### Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	2018-19	2017-18	2018-19	2017-18
Weighted average duration (based on discounted cashflows)	2.82	4.87	2.18	2.50

(₹ in Lakhs)

Expected cash flows over the next (valued on undiscounted basis)	Gratuity		Leave Encashment	
	2018-19	2017-18	2018-19	2017-18
1 Year	60.48	4.46	71.68	3.20
2 to 5 Years	106.19	591.70	89.74	67.31
6 to 10 Years	25.80	349.70	12.37	4.94

### 38. Carrying value and Fair Value of Financial Instruments is as follows:

(₹ in Lakhs)

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	FVOCI	FVTPL	Amortized Cost	Total	FVOCI	FVTPL	Amortized Cost	Total
<b>Financial Assets:</b>								
<b>Non-Current</b>								
Investment in equity instruments	1,029.17		76.00	1,105.17	650.60		76.00	726.60
Investment in Preference Shares		5,903.66		5,903.66		5,440.23		5,440.23
Investment in Debentures		12,137.21		12,137.21		11,274.22		11,274.22
Investment in LLPs			0.41	0.41			0.41	0.41
Loans			37,099.09	37,099.09			31,626.70	31,626.70
Other Financial Assets			725.00	725.00			886.00	886.00
<b>Current</b>				-				-
Investments			399.56	399.56			385.62	385.62
Trade Receivables			1,508.70	1,508.70			-	-
Cash and Cash Equivalents			816.26	816.26			818.03	818.03
Other Bank Balances			465.73	465.73			325.51	325.51
Loans			1,18,679.92	1,18,679.92			91,148.92	91,148.92
Other Financial Assets			1,803.35	1,803.35			2,106.80	2,106.80
<b>Total</b>	<b>1,029.17</b>	<b>18,040.87</b>	<b>1,61,574.01</b>	<b>1,80,644.05</b>	<b>650.60</b>	<b>16,714.45</b>	<b>1,27,373.97</b>	<b>1,44,739.02</b>
<b>Financial Liabilities:</b>								
<b>Non-Current</b>								
Borrowings			71,915.71	71,915.71			96,254.81	96,254.81
<b>Current</b>								
Borrowings			1,19,817.34	1,19,817.34			56,424.34	56,424.34
Trade Payables			990.94	990.94			1,138.44	1,138.44
Other Financial Liabilities			77,523.14	77,523.14			53,548.70	53,548.70
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,70,247.12</b>	<b>2,70,247.12</b>	<b>-</b>	<b>-</b>	<b>2,07,366.29</b>	<b>2,07,366.29</b>

### 39. Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

## Notes to Financial Statements

### 39. Fair Value Hierarchy (Contd.)

a) Financial assets measured at fair value at 31st March, 2019				(₹ in Lakhs)
Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investment at FVTPL				
In preference shares		5,903.66		5,903.66
In debentures		12,137.21		12,137.21
Investment at FVOCI				
In equity shares		1,029.17		1,029.17

Financial assets measured at fair value at 31st March, 2018				(₹ in Lakhs)
Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investment at FVTPL				
In preference shares		5,440.23		5,440.23
In debentures		11,274.22		11,274.22
Investment at FVOCI				
In equity shares		650.60		650.60

#### b) Financial instruments at amortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

c) During the year there has been no transfer from one level to another

### 40. Financial risk management objectives and policies

The Company's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's Management oversees the management of these risks and ensures that the Company's financial risks activities are governed by appropriate policies and procedures and that finance risk are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors agrees and reviews policies for managing each of these risks, which are summarised below.

#### A. Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if a counter party default on its obligations. The Company's exposure to credit risk arises majorly from trade receivables and other financial assets.

Other financial assets like bank deposits, advances and security deposits are with banks, government bodies, utility providers, contractors and others and hence, the Company does not expect any credit risk with respect to trade receivables and other financial assets.

With respect to trade receivables, the Company has constituted teams to review the receivables on periodic basis and take necessary mitigations whenever required.

The following table summarizes the change in the loss allowance measured using ECL

Reconciliation of Loss Allowance			(₹ in Lakhs)
	Trade Receivables	Security Deposits	
<b>As on April 1, 2017</b>			
Allowance for Expected Credit Loss		-	-
<b>As on March 31, 2018</b>			
Allowance for Expected Credit Loss		-	-
<b>As on March 31, 2019</b>			
		-	-

#### B. Liquidity Risk

The Company's principal sources of liquidity are borrowing, bank overdrafts, loans from bodies corporate, debentures and cash and cash equivalents and the cash flow that is generated from operations. The Company believes that these are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

## Notes to Financial Statements

### 40. Financial risk management objectives and policies (Contd.)

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments

(₹ in Lakhs)			
Particulars	Maturity period	31st March, 2019	31st March, 2018
<b>Financial Liabilities - Current</b>			
Borrowings	within 1 year	1,19,817.34	56,424.34
Trade Payable	within 1 year	990.94	1,138.44
Other Financial Liabilities	within 1 year	77,523.14	53,548.70
<b>Financial Liabilities - Non-Current</b>			
Borrowings	Between 1-5 year	71,915.71	96,254.81

### C. Market Risk

#### a. Interest Rate Risk

The Company has taken debt to finance its working capital, which exposes it to interest rate risk. Borrowings issued at variable rates expose the Company to interest rate risk.

(₹ in Lakhs)		
Particulars	31st March, 2019	31st March, 2018
Variable rate borrowing	1,73,451.30	1,35,141.32
Fixed rate borrowing	91,796.25	68,409.29
<b>Total borrowings</b>	<b>2,65,247.55</b>	<b>2,03,550.61</b>

Market risk is the risk that fair value of future cash flows of a financial instruments will fluctuate because of change in market prices. Market risk comprises two type of risk: interest rate risk and other price risk, such as equity price risk and commodity/real estate risk.

The Company is affected by the price volatility of certain commodities/real estates. Its operating activities require the ongoing development of real estate. The Company's Management has developed and enacted a risk management strategy regarding commodity/real estate price risk and its mitigation. The Company is subject to the price risk variables, which are expected to vary in line with the prevailing market conditions.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant. The impact on entity's profit before tax is due to change in the fair value of borrowings.

(₹ in Lakhs)		
Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Interest Sensitivity*</b>		
Interest Rates increase by 100 basis points	(2,652)	(2,036)
Interest Rates decrease by 100 basis points	2,652	2,036

\*Holding all other variables constant

#### b. Price Risk

The Company's exposure to price risk arises from investments held and classified as FVTPL or FVOCI. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

#### Sensitivity Analysis

Particulars	As at 31st March, 2019	As at 31st March, 2018
<b>Price Sensitivity*</b>		
Price increase by 5%- FVOCI	51.46	32.53
Price decrease by 5%- FVOCI	(51.46)	(32.53)
Price increase by 5%- FVTPL	902.04	835.72
Price decrease by 5%- FVTPL	(902.04)	(835.72)

\*Holding all other variables constant



## Notes to Financial Statements

### 41. Related Party Transactions

1. List of Related Parties as required by IND AS-24, "Related Party Disclosures", are given below:

<b>A. Related Party where Control exists</b>	
<b>i. Subsidiaries:</b>	
1. Sneha Ashiana Private Limited (100%)	3. Delta PV Private Limited (55%)
2. New Age Realty Private Limited (60%)	
<b>ii. Associates :</b>	
1. Roseview Developers Private Limited (50%)	3. Bengal Emami Housing Limited (30%)
2. Prajay Urban Private Limited (50%)	4. Swanhousing & Infra Private Limited (33.66%)
<b>iii. Limited Liability Partnerships :</b>	
1. Lohitka Properties LLP (10%)	2. Supervalue Nirman LLP (1%)

### B. Other Parties with whom transactions have taken place during the year

<b>i. Key Management Personnel &amp; Other Directors:</b>	
<b>a) Key Management Personnel:</b>	
1. Mr. Rajesh Bansal	Whole-time Director
2. Mr. Girija Kumar Choudhary	Whole-time Director & CFO
3. Dr. Nitesh Kumar Gupta	Chief Executive Officer (w.e.f. 20.11.2018)
4. Mr. Sanjay Choudhary	Whole-time Director (ceased w.e.f. 09.08.2017)
5. Dr. Kalyanasundaram Ramamurthy	Whole-time Director & CEO (ceased w.e.f. 30.03.2018)
6. Ms. Payel Jain	Company Secretary
<b>b) Other Directors:</b>	
1. Mr. Abhijit Datta	Non-Executive Chairman (Independent)
2. Mr. Hari Mohan Marda	Independent Director
3. Mr. Ram Gobind Ganeriwala	Independent Director
4. Mrs. Karabi Sengupta	Independent Director
5. Mr. Debasish Bhaumik	Independent Director
6. Mr. Basant Kumar Parakh	Non-Executive Non-Independent Director
<b>ii. Relatives of Key Managerial Personnel</b>	
1. Mr. Yasho Vardhan Bansal	son of Mr. Rajesh Bansal (ceased w.e.f. 31.12.2018)
<b>iii. Entities where one Key Management Personnel has significant influence</b>	
1. Dev Infracity Private Limited	2. Raj Infraproperties Private Limited
<b>iv. Promoters</b>	
1. Bhanu Vyapaar Private Limited	5. Suraj Viniyog Private Limited
2. Diwakar Viniyog Private Limited	6. Emami Capital Markets Limited
3. Suntrack Commerce Private Limited	7. Emami Frankross Limited
4. Prabhakar Viniyog Private Limited	8. Emami Paper Mills Limited
<b>v. Entities wherein the Company's Promoters have significant influence</b>	
1. Add Albatross Properties Private Limited	22. Paradise Agriculture Private Limited
2. AMRI Hospitals Limited	23. Prime Constructions Private Limited
3. Aviro Vyapaar Private Limited	24. Sanjeevani Vyapaar LLP
4. Creative Cultivation Private Limited	25. Sneha Skyhigh Private Limited
5. Emami Agrotech Limited	26. Sneha Abasan Private Limited
6. Emami Beverages Limited	27. Sneha Enclave Private Limited
7. Emami Buildcon Private Limited	28. Sneha Gardens Private Limited
8. Emami Cement Limited	29. Sneha Niketan Private Limited
9. Emami Constructions Private Limited	30. South City Projects (Kolkata) Limited
10. Emami Estates Private Limited	31. Anamika Kala Sangam Trust
11. Emami Home Private Limited	32. Auto Hitech Private Limited
12. Emami Limited	33. Begonia Textiles Private Limited
13. Emami Projects Private Limited	34. Camellias Merchants Private Limited
14. Emami Nirman Private Limited	35. Eveningstar Trades Private Limited
15. Emami Vriddhi Commercial Private Limited	36. Eveningstar Vinimay Private Limited
16. Fastgrow Crops Private Limited	37. Fiddle Engineering Private Limited
17. Jhansi Properties Private Limited	38. Genil Commosale Private Limited
18. Magnificent Vyapaar LLP	39. Polpit Vincom Private Limited
19. Midkot Trades Private Limited	40. Sureshine Vinimay Private Limited
20. New Way Constructions Limited	41. Swans Home Private Limited
21. Oriental Sales Agencies (India) Private Limited	42. Touchwin Tradecom Private Limited

## Notes to Financial Statements

### 41. Related Party Transactions (Contd.)

v) Transactions during the year with related parties:

Nature of Transactions	Subsidiaries		Associates		Limited Liability Partnerships		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which one Key Management Personnel has significant influence		Promoters		Enterprises wherein the Company's Promoters have significant influence		Total		
	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	
Loans Taken	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	67,662.69
Loans Repaid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	67,999.29
Interest Paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,497.53
Loan Given	1,462.43	680.07	5,985.00	1,600.00	156.44	3,882.75	-	-	-	-	-	-	-	-	-	-	-	-	19,204.51
Realisation of Loan Given	-	-	4,579.06	1,945.32	750.00	111.22	-	-	-	-	-	-	-	-	-	-	-	-	9,860.91
Interest Received	181.50	443.79	636.76	404.68	163.59	154.68	-	-	-	-	-	-	-	-	-	-	-	-	4,021.96
Advances Received	473.13	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,000.00
Repayment of Advances Received	-	-	1.26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,000.00
Advances Given	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,335.7
Realisation of Advances Given	-	-	-	-	24.73	-	-	-	-	-	-	-	-	-	-	-	-	-	24.73
JDA Deposit Given	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,490.00
Refund of Security Deposit	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	15.81
Security Deposit Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6.00
Reimbursements	22.91	498.7	171.80	158.56	166.01	39.18	-	-	-	-	-	-	-	-	-	-	-	-	294.06
Sale of Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	425.00
Purchase of Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	378.57
Service Charges Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.45
Dividend Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5.87
Rent	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	116.40
Repair & Maintenance	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.67
Electricity Charges	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	20.49
Royalty	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.44
Commission Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	11.80
Commission Paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.36
Share of Loss in LLP	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	380.80
Remunerations Short-term employee benefits (Refer Note 1)	-	-	-	-	0.00	8.22	-	241.89	312.75	12.26	10.64	-	-	-	-	-	-	-	8.22
Sitting Fees	-	-	-	-	-	-	-	4.78	9.18	-	-	-	-	-	-	-	-	-	4.78
General Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1.01
Staff Welfare	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3.38
Purchase of Trade Goods	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	80.95
Motor Car Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	26.30
Redemption of Debentures	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.31
Corporate Guarantee taken	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	250.00
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,02,614.14
	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	67,475.05

## Notes to Financial Statements

### 41. Related Party Transactions (Contd.)

v) Transactions during the year with related parties:

Nature of Transactions	Subsidiaries		Associates		Limited Liability Partnerships		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which one Key Management Personnel has significant influence		Promoters		Enterprises wherein the Company's Promoters have significant influence		Total	
	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18	31/03/19	31/03/18		
<b>Balance as on 31st March, 2019</b>																		
Loans Given	5,253.31	3,790.88	3,997.24	2,995.98	31,070.62	31,664.18	-	-	-	-	-	-	-	-	33,779.15	26,066.91	74,100.32	64,517.95
Interest Receivable	359.16	198.10	84.45	229.46	17,396.92	12,107.41	-	-	-	-	-	-	-	-	7,515.10	3,722.22	25,355.63	16,257.19
Loans Taken	-	-	-	-	-	-	-	-	-	-	-	-	9,050.00	16,740.00	10,386.00	330.00	19,436.00	17,070.00
Interest Payable	-	-	-	-	-	-	-	-	-	-	-	-	3,974.97	1,984.18	4,490.50	1,711.28	8,465.47	3,695.46
Advances Given	-	-	-	-	-	24.73	-	-	-	-	830.18	573.46	-	-	966.90	631.83	1,797.09	1,230.02
Advances Taken	473.13	-	11.24	12.50	-	-	-	-	-	-	-	-	-	-	-	-	484.37	12.50
Fluctuating Capital Account with a LLP (Credit Balance)	-	-	-	-	46.41	46.41	-	-	-	-	-	-	-	-	-	-	46.41	46.41
Security Deposit	5,490.00	5,490.00	-	-	-	-	-	-	-	-	2,550.00	2,550.00	-	-	18,050.00	12,575.81	26,090.00	20,615.81
Security Deposit Received	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6.00	-	6.00	-
Investments	-	-	76.00	76.00	0.41	0.41	-	-	-	-	-	-	5,903.66	5,440.23	5,894.47	5,208.22	11,874.54	10,724.86
Inventories	1,186.62	1,186.62	2,448.00	2,448.00	-	-	-	-	-	-	-	-	-	-	-	-	3,634.62	3,634.62
Receivable	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4.45	-	4.45	-
Payable	-	-	-	-	-	-	-	-	-	-	5.14	0.82	238.34	241.61	94.54	101.27	338.02	343.70
Corporate Guarantee taken	-	10.00	-	-	-	-	-	-	-	-	6,472.67	10,581.00	1,24,047.60	1,03,509.00	53,313.14	62,963.00	1,83,833.41	1,77,063.00

Notes:

1. Post-employment benefits are actuarially determined on overall basis and hence not separately provided.
2. Corporate Guarantee includes Full Value of Multiple Guarantees taken against Loans from Banks & Financial Institutions
3. The Company's material related party transactions and outstanding balances are with related parties with whom the Company routinely enters into transactions in the ordinary course of business.

### vii. Disclosure as per Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Loans and advances in the nature of loans given to Subsidiaries and Associates:

Name of the Party	Amount outstanding		Maximum Balance outstanding during the year	
	2018		2017-18	
	31st March, 2019	31st March, 2018	2018-19	2017-18
<b>Loans:</b>				
Sneha Ashiana Private Limited	1,767.16	342.40	1,767.16	342.40
New Age Realty Private Limited	2,210.45	2,205.75	2,210.45	2,205.75
Delta PV Private Limited	1,634.85	1,440.82	1,634.85	1,440.82
Bengal Emami Housing Limited	4,081.69	3,225.44	4,081.69	3,745.98

## Notes to Financial Statements

### 42. Details of terms of repayment and nature of securities provided in respect of secured borrowings (non-current) are as under:

(A) Term Loans from Banks		₹ in Lakhs)	
Bank	Nature of Security	Interest Rate	As at
			31st March, 2019
			31st March, 2018
a.	RBL Bank Limited Exclusive charge by way of hypothecation on present and future inventory and receivables (including receivables of Landowners' share) from the Project "Emami Aerocity", Kalapati Coimbatore, Tamil Nadu. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company (wholly-owned subsidiary).	10.50%	6,450.60
b.	RBL Bank Limited Subservient charge by way of hypothecation over receivables of Company's Project "Emami City" and "Emami Tejomaya" coupled with corporate guarantee and pledge of equity shares held by two related parties	9.50%	12,300.49
c.	ICICI Bank Limited First charge on immovable property owned by Add Albatross Properties Private Limited at 34 Egattur Village, Chengalpet Taluk, Tamil Nadu under the name of Project "Emami Tejomaya" and its receivables thereof. Further, the loan is secured by the corporate guarantee of Add Albatross Properties Private Limited and Oriental Sales Agencies (India) Private Limited and Fixed deposits of ₹459.93 Lakhs kept in lien with Bank.	10.25%	16,759.45
d.	ICICI Bank Limited First charge on immovable property owned by Oriental Sales Agencies (India) Private Limited at 2 Jessore Road, Kolkata - 700028 under the name of Project "Emami City" and its receivables thereof as well as additional security of a land parcel owned by a related party together with the corporate guarantee by the said related party to the extent of the value of above mortgaged land. Further, the loan is secured by the corporate guarantee of Oriental Sales Agencies (India) Private Limited except for a sum of ₹3000 Lakh as well as Fixed deposits of ₹327.50 Lakhs kept in lien with Bank.	10.85%	11,806.57
e.	RBL Bank Limited First charge on immovable property owned by Sneha Ashiana Private Limited (wholly-owned subsidiary) at Coimbatore, Tamil Nadu, under the name of Project "Emami Aerocity" as well as hypothecation over its inventory and receivables thereof. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company.	10.75%	-
f.	RBL Bank Limited First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	10.05%	6,974.85
			<b>47,317.11</b>
Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)			22,505.03
<b>Total</b>			<b>24,812.08</b>
			<b>51,429.10</b>
			18,385.00
			<b>33,044.10</b>

## Notes to Financial Statements

### 42. Details of terms of repayment and nature of securities provided in respect of secured borrowings (non-current) are as under: (Contd.)

Financial Institutions		Nature of Security		Repayment terms		Interest Rate		As at			
								31st March, 2019		31st March, 2018	
										(₹ in Lakhs)	
i.	Axis Finance Limited	First charge by way of mortgage of Land at Indore and Bhubaneswar, owned by the Company and related parties coupled with Corporate Guarantee of the land owning companies and a related party	₹9,709 Lakhs is repayable in 12 equal quarterly Installments of ₹809.08 Lakhs commencing from March, 2018.	9.35%		6,342.95	8,577.27				
ii.	Housing Development Finance Corporation Limited	First charge by way of mortgage of owned land at Buda, Jhansi, Uttar Pradesh along with First Charge of further land at Buda, Jhansi, Uttar Pradesh owned by related parties coupled with Corporate Guarantee of a related party.	₹20,000 Lakhs is repayable in 8 equal quarterly Installments of ₹2,500 Lakhs each, commencing from November, 2018.	11.96%		14,926.57	19,813.95				
iii.	Housing Development Finance Corporation Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature" as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies	₹12,500 Lakhs is repayable in 8 structured quarterly installments commencing from June, 2020, out of this, 4 installments of ₹1,000 Lakhs each, 4 installments of ₹1,500 Lakhs each, 2 installments of ₹2,000 Lakhs each.	12.20%		7,841.25	-				
						29,110.77	28,391.22				
Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)						17,736.33	10,736.33				
						11,374.44	17,654.89				
						Total					

### 43. Details of terms of repayment and nature of securities provided in respect of unsecured borrowings (non-current) are as under:

(A) Redeemable Non-Convertible Debentures		Nature of Security		Repayment terms		Interest Rate		As at			
								31st March, 2019		31st March, 2018	
										(₹ in Lakhs)	
i.	500 (1,500) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 9.05%. Bullet repayment on March 25, 2021 subject to the redemption premium reset on March 11, 2020	Zero		4,992.82	15,000.00				
ii.	1,000 (Nil) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 12%. Bullet repayment on April 20, 2020 subject to the put/call date i.e. August 20, 2019. The redemption premium will be adjusted until the Final Settlement Date.	Zero		10,000.00	-				
iii.	1,000 (Nil) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 9.75%. Bullet repayment on December 27, 2019.	Zero		9,996.53	-				
iv.	Nil (1,150) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in June, 2018	Zero		-	11,500.00				

## Notes to Financial Statements

### 43. Details of repayment and nature of securities provided in respect of unsecured borrowings (non-current) are as under: (Contd.)

(A) Redeemable Non-Convertible Debentures (Contd.)		Repayment terms		Interest Rate		As at	
Non-Convertible Debentures	Nature of Security			31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
v. Nil (1,000) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in February, 2019	Zero	-	9,990.65		
				<b>24,989.35</b>	<b>36,490.65</b>		
	Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)			10,000.00	11,500.00		
			<b>Total</b>	<b>14,989.35</b>	<b>24,990.65</b>		
(B) Term Loans from Non Banking Financial Companies		Repayment terms		Interest Rate		As at	
Financial Institutions	Nature of Security			31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
i. Kotak Mahindra Prime Limited	Paripassu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP and charge on Interest Service Reserve Account represented by Fixed deposits of ₹257.25 Lakhs kept in lien. Further, the loan is inter alia secured by Corporate Guarantee of a related party and paripassu charge by way of hypothecation on all receivables and cash flows due from LLP	₹5,000 Lakhs is repayable in 36 monthly installments of ₹133.33 Lakhs each, commencing from January, 2020.	10.90%	4,887.30	4,693.17		
	Pledge of equity shares coupled with corporate guarantee of a related party.	Repayable in March 2022	11.00%	2,498.68	2,492.13		
	Pledge of equity shares coupled with corporate guarantee of a related party.	₹3,000 Lakhs is repayable in 2 tranches of ₹1,500 Lakhs each, in August, 2018 and August, 2019.	10.50%	1,488.28	2,990.56		
	Pledge of equity shares coupled with corporate guarantee of a related party.	60 months from the date of disbursement i.e August 29, 2018 with put/call option at the end of 6th month from the date of disbursement i.e August 29, 2018	10.20%	5,572.45	-		
ii. Kotak Mahindra Investments Limited	Corporate Guarantee of a related party	₹1,000 Lakhs is repayable in 2 tranches of ₹500 Lakhs each, in August, 2018 and August, 2019.	10.50%	495.34	993.35		
	Corporate Guarantee of a related party	60 months from the date of disbursement i.e August 31, 2018 with put/call option at the end of 6 month from the date of disbursement i.e August 31, 2018	10.20%	1,857.48	-		
iii. Axis Finance Limited	First charge by way of mortgage of Land at Buda, Uttar Pradesh owned by a related party coupled with Corporate Guarantee of the land owning company and a related party	Bullet repayment at the end of 2 years from the date of disbursement i.e. 25th September, 2017	10.50%	2,978.05	2,933.05		
iv. Housing Development Finance Corporation Limited	First charge by way of mortgage of land at Buda, Jhansi, Uttar Pradesh owned by five related parties coupled with Corporate Guarantee of a related party for ₹10,000 Lakhs	₹10,000 Lakhs is repayable in 8 equal quarterly installments of ₹1,250 Lakhs each, commencing from March, 2018.	12.30%	3,735.12	8,676.56		

## Notes to Financial Statements

### 43. Details of terms of repayment and nature of securities provided in respect of unsecured borrowings (non-current) are as under: (Contd.)

(B) Term Loans from Non Banking Financial Companies (Contd.)		(₹ in Lakhs)		
Financial Institutions	Nature of Security	Repayment terms	Interest Rate	
			As at	
			31st March, 2019	
			31st March, 2018	
v. Clix Capital Services Private Limited	Paripassu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP and charge on Interest Service Reserve Account represented by Fixed deposits of ₹257.25 Lakhs kept in lien. Further, the loan is inter alia secured by Corporate Guarantee of a related party and paripassu charge by way of hypothecation on all receivables and cash flows due from LLP	₹10,000 Lakhs is repayable in 36 monthly installments of ₹277.78 Lakhs each, commencing from January, 2020.	11.40%	4,825.50
			11.60%	4,901.64
				33,239.84
				27,565.17
				12,500.00
				7,000.00
				20,739.84
				20,565.17
				Total

### 44. Details of terms of repayment and securities provided in respect of unsecured borrowings (current) are as under:

(A) Redeemable Non-Convertible Debentures		(₹ in Lakhs)		
Non-Convertible Debentures	Nature of Security	Repayment terms	Interest Rate	
			As at	
			31st March, 2019	
			31st March, 2018	
i. 250 (Nil) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	May 2019	Zero	2,500.00
				-
				2,500.00
				-
				Total

(B) Term Loans from Non Banking Financial Companies		(₹ in Lakhs)		
Financial Institutions	Nature of Security	Repayment terms	Interest Rate	
			As at	
			31st March, 2019	
			31st March, 2018	
i. Aditya Birla Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	₹4,500 Lakhs is repayable in 2 tranches of ₹2,250 Lakhs each, in November, 2019 and December, 2019 (Renewed).	10.25%	4,500.00
ii. Bajaj Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Bullet repayment at the end of 12th month from the date of disbursement i.e. 3rd November, 2018 (Renewed)	10.00%	5,000.00
iii. JM Financial Products Ltd	Pledge of equity shares coupled with corporate guarantee by a related party	₹3,500 Lakhs is repayable on 14th June, 2019	12.00%	3,500.00
				13,000.00
				9,500.00
				Total

## Notes to Financial Statements

45. The Company is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. The financial statement of the above entity for the Financial Year 2018-19 have not yet been finalized and audited and thus not made available to the Company for incorporation in its own financial statement. Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the accounts.

### 46. Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to the shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

The Company monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt as below:

	(₹ in Lakhs)	
Particulars	31st March, 2019	31st March, 2018
Borrowings (Non-Current and current including current maturities of non-current borrowings)	2,65,247.55	2,03,550.61
Other Financial Liabilities	4,008.64	2,677.23
Less: Cash and Cash equivalents (including other bank balances)	1,281.99	1,143.53
<b>Net Debt (A)</b>	<b>2,67,974.20</b>	<b>2,05,084.32</b>
Equity Share Capital	558.78	558.78
Other Equity	15,682.93	15,359.94
<b>Equity (B)</b>	<b>16,241.71</b>	<b>15,918.73</b>
<b>Equity plus Net Debt (C=A+B)</b>	<b>2,84,215.91</b>	<b>2,21,003.04</b>
<b>Gearing Ratio (D=A/C)</b>	<b>94.29%</b>	<b>92.80%</b>

### 47. (i) Information regarding Investment Property

	(₹ in Lakhs)	
Particulars	2018-19	2017-18
Fair Value of opening balance of Investment property	5,729.73	4,575.44
Fair Value of closing balance of Investment property	5,936.51	5,729.73

The fair value of Investment property has been classified as Level 3 fair value in the fair value hierarchy due to the use of unobservable inputs. There has been no change in valuation techniques used since prior years.

### (ii) Amount recognized in Statement of Profit and Loss for Investment Properties

	(₹ in Lakhs)	
Particulars	2018-19	2017-18
Rental Income	9.00	-
Less: Direct operating expenses that did not generate rental income	-	-
Less: Direct operating expenses that generate rental income	2.27	-
<b>Profit/(Loss) from investment property before depreciation</b>	<b>6.73</b>	<b>-</b>
Less: Depreciation	20.24	-
<b>Profit/(Loss) from investment property after depreciation</b>	<b>(13.51)</b>	<b>-</b>

### 48. Investment in Limited Liability Partnerships

Name	Profit Sharing Ratio		Total Capital (₹ in Lakhs)	
	2018-19	2017-18	2018-19	2017-18
i. Lohitka Properties LLP	10%	10%	0.40	0.40
ii. Supervalve Nirman LLP	1%	1%	0.01	0.01



## Notes to Financial Statements

49. (i) Current Non-Trade Investments purchased and sold during the year

Particulars	2018-19		2017-18	
	Purchased	Sold	Purchased	Sold
	Nos. of Units.	Nos. of Units.	Nos. of Units.	Nos. of Units.
Kotak Money Market Scheme - Direct Plan Growth	6,988.455	6,988.455	-	-
Kotak Floater Short Term - Direct Plan - Growth	-	-	21,955.031	21,955.031

(ii) Current Non-Trade Investments purchased and sold during the year

(₹ in Lakhs)

Particulars	2018-19	2017-18
<b>Painting</b>		
Opening Balance	385.62	389.66
Add: Purchase	13.94	-
Less: Sale	-	4.05
<b>Closing Balance</b>	<b>399.56</b>	<b>385.62</b>

50. Expenditure in Foreign Currency (On Payment Basis)

(₹ in Lakhs)

Particulars	2018-19	2017-18
Employee Training Expenses	37.90	28.51
Others	-	27.91
<b>Total</b>	<b>37.90</b>	<b>56.42</b>

51. Contingent Liabilities & Commitments

i. Contingent Liabilities

(₹ in Lakhs)

Particulars	31st March, 2019	31st March, 2018
a) Claims against the Company not acknowledged as debt		
Service Tax	55.64	-
b) Guarantee and counter guarantee given		
Bank Guarantee	6.47	48.51

ii. Commitments

(₹ in Lakhs)

Particulars	31st March, 2019	31st March, 2018
Major Contract Commitment outstanding for land purchase	3,000.00	725.00

52. The Company has entered into Joint Development Agreements for development of Projects at Bhubaneswar, Chennai, Coimbatore and Kolkata.

53. Against the JDA Assignment Agreement entered by New Age Realty Pvt Ltd, subsidiary of the Company with M/S Presidium Construction (Coimbatore) Pvt. Ltd. and M/S Karthikeya Ancillaries Pvt. Ltd. (the Landlord) for assignment of JDA entered into between the Landlord and Presidium Construction Pvt. Ltd. for development of an immovable property situated at Avinashi Road, Coimbatore and further to this, against Area Assignment Agreement entered between the Company and the said Landlord, the said Landlord has served Termination Notice and legal proceedings led to an appointment of Justice P K Balasubramanyan, Retired Judge of Supreme Court of India, as a sole arbitrator pursuant to the Order of Hon'ble Madras High Court, who has passed an award on 1st June, 2017. While interalia confirming the possession of the subject land to the said subsidiary, he has not allowed interest on monies paid to the Landlord from the beginning. The Company and its said subsidiary have preferred an application u/s 34 of the Arbitration and Reconciliation Act, 1996 for setting aside the award before the District Court, Coimbatore. The matter has been admitted and accordingly, the results of the proceedings are expected to be in its favour. The Landlord has not been able to pay as per the award passed by the said arbitrator.

## Notes to Financial Statements

### 54. Segment Reporting

The Company is engaged in the business of Real Estate Development, which as per Ind AS 108 on "Segment Reporting" is considered to be the only reportable business segment. The Company is operating only in India and there is no other significant geographical segment.

55. There were no dues outstanding for more than 45 days to any Micro Enterprise and Small Enterprises suppliers. The above information regarding Micro Enterprise and Small Enterprises has been determined to the extent such communication has been received from the respective parties by the Company. This has been relied upon by the Auditors.

Particulars	(₹ in Lakhs)	
	31st March, 2019	31st March, 2018
i) the Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL	3.06
ii) the amount of interest paid by the buyer in terms of Section 16 along with amount of the payment made to the supplier beyond the appointed day during the each accounting year	NIL	NIL
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond appointed day during the year) but without adding the interest specified under MSMED Act, 2006	NIL	NIL
iv) the amount of interest accrued and remaining unpaid at the end of each accounting year: and	NIL	NIL
v) the amount of further interest remaining due and payable in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23	NIL	NIL

### 56. Corporate Social Responsibility

Particulars	(₹ in Lakhs)	
	31st March, 2019	31st March, 2018
a) Gross amount required to be spent by the Company during the year	8.60	7.07
b) Amount spent during the year		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than (i) above	10.00	295.00

57. Previous year's figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For **S K Agrawal & Co**  
Chartered Accountants  
Firm Registration No. 306033E

**J. K. Choudhury**  
Partner  
M. No. 009367

Place: Kolkata  
Date: 30th May, 2019

For and on behalf of the Board of Directors

**Abhijit Datta**  
Chairman  
DIN: 00790029

**Dr. Nitesh Kumar Gupta**  
Chief Executive Officer

**Hari Mohan Marda**  
Director  
DIN: 00855466

**Payel Jain**  
Company Secretary  
ACS 22418

**Girija Kumar Choudhary**  
Whole-time Director & CFO  
DIN: 00821762

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**CONSOLIDATED**  
**FINANCIAL STATEMENTS**

## Independent Auditor's Report

To the Members of

**EMAMI REALTY LIMITED**

(Formerly Emami Infrastructure Limited)

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **EMAMI REALTY LIMITED (Formerly Emami Infrastructure Limited)** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which includes the Group's net share of profit or loss in its associates which comprise the Consolidated Balance Sheet as at March 31, 2019, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019 and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters Section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Key Audit Matters

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

Key Audit Matters	Auditor's Response
<p><b>1) Accuracy of Recognition, measurement, presentation and disclosures of revenues and other related balances in view of Adoption of Ind AS115 "Revenue from Contracts with Customers" (new revenue accounting standard).</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p> <p>In terms of Ind AS 115 w.e.f. 1st April, 2018, revenue is recognised at a point of time upon satisfaction of performance obligation at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transfer of goods or services to a customer.</p>	<p>We assessed the Group's process to identify the impact of adoption of new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the new revenue accounting standards.</li> <li>Selected a sample of continuing and new contracts and tested the operating effectiveness of internal control relating to identification of the distinct performance obligations and determination of transaction price.</li> <li>Selected a sample of continuing and new contracts and performed the procedures.</li> <li>Read, analysed and identified the distinct performance obligations.</li> <li>Compared these performance obligations with that identified and recorded by the company.</li> <li>Considered the terms of the contracts to determine the transaction price.</li> <li>Samples in respect of revenue recorded for time and material contracts were tested using contracts agreements, customer acceptance.</li> </ol>

Key Audit Matters	Auditor's Response
<p><b>2) Accuracy of Recognition, measurement, presentation and disclosures of Construction Work-in-Progress and Finished Products.</b></p> <p>Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses attributable to the projects undertaken by the Group. The Group has incurred expenses amounting ₹34,652.28 Lakhs for development in projects during the year. Out of such construction work-in-progress amounting ₹5,674.41 Lakhs has been converted to Finished Goods.</p>	<p>Our audit procedure included testing the design, implementation and operating effectiveness of controls in respect of review of construction work-in-progress, particularly in respect of timing of the capitalization and recording of additions to items of various categories of finished goods with source documentation, substantive testing of appropriateness of the cut-off date considered for project capitalization.</p> <p>We tested the source documentation to determine whether the expenditure is of relating to project development nature and has been appropriately approved and segregated into appropriate categories. We reviewed operating expenses to determine appropriateness of accounting. Further, through sites visits, we physically verified existence of construction work-in-progress.</p>

### Emphasis Matters

The Parent is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. The accounts for the above entity are not yet finalized and thus not made available to the Company for incorporation in its accounts.

Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the accounts. Our conclusion on the statement is not modified in respect of this matter.

### Information other than the Consolidated Financial Statements and Auditor's Report thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the associate is traced from their financial statements audited by the other auditor.

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

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

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair

view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of the Group and of its associates.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group and its associates to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such business activities included in the consolidated financial statements of which we are

the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### Other Matters

The consolidated financial statements also include the Group's share of net loss of ₹24,750/- for the year ended March 31, 2019, but the same has not been considered as the book value of investment in associate is Nil, in respect of the associate whose financial statements have not been audited by us. These financial statements have been audited by the other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of Sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the associate referred to in the Other Matters section above we report, to the extent applicable that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the Directors of the Parent as on March 31, 2019 taken on record by the Board of Directors of the Parent and the report of the subsidiary companies and the report of the statutory auditors of associate companies, none of the Directors of the Group companies, its associate companies except Mr. Hari Khemchand, whose declaration has not been received by the subsidiary, is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies, associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its Directors during the year is in accordance with the provisions of Section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
  - ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
  - iii) There is no such sum which needs to be transferred to the Investor Education and Protection Fund by the Group and its associates.

For **S K Agrawal & Co**  
*Chartered Accountants*  
Firm's Registration No.306033E

**J.K. Choudhury**  
*Partner*  
(Membership No. 009367)

Kolkata  
May 30, 2019  
UDIN:- 19009367AAAABM3558

## Annexure “A” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **EMAMI REALTY LIMITED (Formerly Emami Infrastructure Limited)** (hereinafter referred to as the “Parent”) and its subsidiary companies, its associate companies, as of that date.

### Management’s Responsibility for Internal Financial Controls

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

### Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies, its associate companies which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit

to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies, its associate companies which are companies incorporated in India.

### 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.



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### **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 to the best of our information and according to the explanations given to us, the Parent, its subsidiary companies, its associate companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls

over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S K Agrawal & Co**  
*Chartered Accountants*  
Firm's Registration No.306033E

**J.K. Choudhury**  
*Partner*  
(Membership No. 009367)

Kolkata  
May 30, 2019  
UDIN:- 19009367AAAABM3558

## Consolidated Balance Sheet as at 31st March, 2019

(₹ in Lakhs)

	Note	As at 31st March, 2019	As at 31st March, 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2	84.24	115.78
Investment Property	2	5,936.51	5,729.72
Intangible Assets	2	63.00	60.12
Goodwill on Consolidation		1,165.19	1,165.19
<b>Financial Assets</b>			
Investments	3	19,148.43	17,442.09
Loans	4	32,009.54	26,538.00
Other Financial Assets	5	775.00	936.00
Deferred Tax Assets (Net)	6	425.40	549.15
Other Non Current Assets	7	122.47	90.45
<b>Total Non-Current Assets</b>		<b>59,729.78</b>	<b>52,626.50</b>
<b>Current Assets</b>			
Inventories	8	1,52,139.69	1,23,203.98
<b>Financial Assets</b>			
Investments	9	399.56	385.62
Trade Receivables	10	1,508.70	-
Cash and Cash Equivalents	11	816.54	820.60
Bank Balances other than above	12	467.94	325.51
Loans	13	1,13,067.45	87,159.93
Other Financial Assets	14	2,276.49	2,106.63
Current Tax Assets (Net)	15	1,377.86	1,577.82
Other Current Assets	16	7,546.92	5,702.13
<b>Total Current Assets</b>		<b>2,79,601.15</b>	<b>2,21,282.22</b>
<b>TOTAL ASSETS</b>		<b>3,39,330.93</b>	<b>2,73,908.72</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	17	558.78	558.78
Other Equity	18	14,144.12	13,844.50
<b>Total Equity attributable to owners of the Company</b>		<b>14,702.90</b>	<b>14,403.28</b>
Non Controlling Interest		7.87	7.85
<b>Total Equity</b>		<b>14,710.77</b>	<b>14,411.13</b>
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	19	71,915.70	97,345.66
Other Non-Current Liabilities	20	951.32	-
Provisions	21	129.33	190.87
<b>Total Non-Current Liabilities</b>		<b>72,996.35</b>	<b>97,536.53</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	22	1,19,972.29	56,577.27
Trade Payables	23	-	3.06
Total outstanding dues of Micro Enterprises and Small Enterprises		990.94	1,135.38
Other Financial Liabilities	24	78,626.15	54,673.40
Other Current Liabilities	25	51,902.27	49,557.60
Provisions	26	132.16	14.35
<b>Total Current Liabilities</b>		<b>2,51,623.81</b>	<b>1,61,961.06</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,39,330.93</b>	<b>2,73,908.72</b>
Summary of Significant Accounting Policies and Notes to Financial Statements	1 to 58		

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata  
Date: 30th May, 2019

For and on behalf of the Board of Directors

Abhijit Datta  
Chairman  
DIN: 00790029

Dr. Nitesh Kumar Gupta  
Chief Executive Officer

Hari Mohan Marda  
Director  
DIN: 00855466

Payel Jain  
Company Secretary  
ACS 22418

Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

## Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in Lakhs)

Particulars	Note	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>INCOME</b>			
Revenue from Operations	27	6,852.49	146.73
Other Income	28	12,815.48	11,678.13
<b>Total Revenue (I)</b>		<b>19,667.97</b>	<b>11,824.86</b>
<b>EXPENSES</b>			
Purchases	29	711.17	6,101.53
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	30	(28,935.72)	(32,666.01)
Employee Benefits Expense	31	1,645.72	1,482.17
Finance Costs	32	26,873.20	21,607.63
Project Expenses	33	18,676.52	14,156.91
Depreciation & Amortisation Expense		72.89	42.88
Other Expenses	34	442.45	842.12
<b>Total Expenses (II)</b>		<b>19,486.23</b>	<b>11,567.23</b>
<b>Profit before share of profit in Associates and tax (I-II)</b>		<b>181.74</b>	<b>257.63</b>
<b>Tax Expenses</b>			
Current Tax		4.23	197.67
MAT Credit Entitlement		-	(115.25)
Deferred Tax		123.75	(62.16)
Income Tax paid for Earlier Years		5.47	(122.63)
		<b>48.29</b>	<b>360.00</b>
Share of Profit of Associates (Net of tax)		1.35	1.27
<b>Profit for the year</b>		<b>49.64</b>	<b>361.27</b>
<b>Other Comprehensive Income</b>			
Items that will not be subsequently reclassified to Statement of Profit or Loss			
Remeasurements of the defined benefit plan		(0.00)	9.76
Changes in fair valuation of equity instruments		250.00	-
Income Tax on above		0.00	(3.38)
<b>Total Other Comprehensive Income for the year</b>		<b>250.00</b>	<b>6.38</b>
<b>Total Comprehensive Income for the year</b>		<b>299.64</b>	<b>367.65</b>
<b>Profit attributable to:</b>			
Equity holders of Parent		49.62	361.33
Non Controlling Interest		0.02	(0.06)
<b>Other Comprehensive Income attributable to:</b>			
Equity holders of Parent		250.00	6.38
Non Controlling Interest		-	-
<b>Total Comprehensive Income attributable to:</b>			
Equity holders of Parent		299.62	367.71
Non Controlling Interest		0.02	(0.06)
<b>Earnings per Equity Share of face value of ₹2/- each</b>			
<b>Basic &amp; Diluted</b>	35	0.18	1.29
Summary of Significant Accounting Policies and Notes to Financial Statements	1 to 58		

₹0.00 represents amount less than ₹1,000

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata  
Date: 30th May, 2019

For and on behalf of the Board of Directors

Abhijit Datta  
Chairman  
DIN: 00790029

Dr. Nitesh Kumar Gupta  
Chief Executive Officer

Hari Mohan Marda  
Director  
DIN: 00855466

Payel Jain  
Company Secretary  
ACS 22418

Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

## Consolidated Cash Flow Statement for the year ended 31st March, 2019

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>A. Cash Flow from Operating Activities</b>		
Profit/(Loss) before tax	181.75	257.63
	-	-
Add: Adjusted for		
Depreciation and Amortisation Expense	72.89	42.88
Finance Costs	26,873.20	21,607.63
Share of Loss in LLP	-	8.22
Expenses from Investment measured at amortised cost	-	90.13
Dividend Received	(116.47)	(116.49)
Profit on Sale of Non-Current Investments	-	(23.00)
Profit on Sale of Current Investment	-	(0.10)
Profit on sale of Units of Mutual Funds	(6.78)	(0.84)
Profit/(Loss) on Sale of Fixed Assets	1.16	(1.06)
Income from Investment measured at amortised cost	450.42	-
Interest Income	(12,030.36)	(10,654.51)
<b>Operating Profit before Working Capital Changes</b>	<b>15,425.81</b>	<b>11,210.50</b>
Adjusted for:		
Other Non-Current Liabilities	951.32	-
Non-Current Provisions	(61.53)	42.77
Trade Payables	(147.51)	(747.68)
Other Financial Liabilities	1,329.93	44.64
Other Current Liabilities	2,344.67	4,921.26
Current Provisions	117.81	3.87
Loans	(5,471.54)	(210.13)
Non-Current Other Financial Assets	161.00	55.60
Other Non-Current Assets	(32.02)	1.26
Inventories	(28,935.72)	(33,098.78)
Trade Receivables	(1,508.70)	-
Other Financial Assets	(169.86)	(1,115.97)
Current Tax Assets (Net)	199.96	(729.09)
Other Current Assets	(1,844.79)	512.71
<b>Cash Generated from Operations</b>	<b>(17,641.18)</b>	<b>(19,109.04)</b>
Less: Taxes Paid	9.70	(102.37)
<b>Net Cash from Operating Activities (A)</b>	<b>(17,650.88)</b>	<b>(19,006.67)</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment, Investment Property, Intangible Assets, Intangible Assets under Development	(254.05)	(1,227.53)
Sale of Fixed Assets	1.86	-
Purchase of units of Mutual Funds	(2,650.00)	(600.00)
Sale of units of Mutual Funds	2,656.78	600.84
(Investments in)/ Proceeds from Non-Current Investments	(1,004.57)	(8,633.63)
(Investments in)/ Proceeds from Fixed Deposit	(142.44)	613.05
Proceeds from sale of Current Investments	(13.94)	4.15
Dividend Received	116.47	116.49

## Consolidated Cash Flow Statement for the year ended 31st March, 2019 (Contd.)

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Loans Given	(36,875.78)	(20,961.65)
Loans Realised	10,968.27	13,549.32
Interest Received	2,484.72	3,449.41
<b>Net Cash from Investing Activities (B)</b>	<b>(24,712.68)</b>	<b>(13,089.55)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from Long-Term Borrowings	2,82,852.14	1,59,946.89
Repayment of Long-Term Borrowings	(2,51,959.98)	(1,28,873.60)
Interest Paid	(20,936.58)	(12,412.57)
<b>Net Cash from Financing Activities (C)</b>	<b>9,955.59</b>	<b>18,660.72</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(32,407.98)</b>	<b>(13,435.50)</b>
Cash and Cash Equivalents at the beginning of the year	(16,605.52)	(2,036.19)
Add: Transferred from Amalgamating Company as at 1st April 2017	-	(1,133.82)
<b>Cash and Cash Equivalents at the end of the year</b>	<b>(49,013.49)</b>	<b>(16,605.52)</b>

### Notes to Statement of Cash Flows

1. Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows

Cash and Cash Equivalents as per the above comprise of the following:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash and Cash Equivalents	816.54	820.60
Bank Overdraft which forms an integral part of cash management system	(49,830.03)	(17,426.12)
<b>Total</b>	<b>(49,013.49)</b>	<b>(16,605.52)</b>

2. The above Statement of Cash Flow has been prepared under the "indirect method" as set out in IND AS-7 "Statement of Cash Flows".

Summary of Significant Accounting Policies and Notes to Financial Statements 1 to 58

As per our report of even date

For **S K Agrawal & Co**  
Chartered Accountants  
Firm Registration No. 306033E

**J. K. Choudhury**  
Partner  
M. No. 009367

Place: Kolkata

Date: 30th May, 2019

For and on behalf of the Board of Directors

**Abhijit Datta**  
Chairman  
DIN: 00790029

**Dr. Nitesh Kumar Gupta**  
Chief Executive Officer

**Hari Mohan Marda**  
Director  
DIN: 00855466

**Payel Jain**  
Company Secretary  
ACS 22418

**Girija Kumar Choudhary**  
Whole-time Director & CFO  
DIN: 00821762

## Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

### A. Equity Share Capital

(₹ in Lakhs)

Balance at 1st April, 2017	485.97
Changes in Equity Share Capital during the Year 2017-18	-
Balance at 31st March, 2018	485.97
Changes in Equity Share Capital during the Year 2018-19	72.81
Balance at 31st March, 2019	558.78

### B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus				Other Comprehensive Income		Total
	Capital Reserve	Revaluation Reserve	General Reserve	Retained Earnings	Equity instruments through Other Comprehensive Income	Other items of Other Comprehensive Income	
Balance at 1st April, 2017	2,342.49	-	-	(173.28)	-	(5.72)	2,163.49
Less: Cancelled on amalgamation	-	-	-	(1,750.74)	-	-	(1,750.74)
Add: Transferred on amalgamation	447.26	967.90	11,648.88	-	-	-	13,064.04
Profit/(Loss) for the year	-	-	-	361.33	-	6.38	367.71
Balance at 31st March, 2018	2,789.75	967.90	11,648.88	(1,562.69)	-	0.66	13,844.49
Less: Cancelled on amalgamation	-	-	-	-	-	-	-
Add: Transferred on amalgamation	-	-	-	-	-	-	-
Profit/(Loss) for the year	-	-	-	49.63	250.00	-	299.63
Balance at 31st March, 2019	2,789.75	967.90	11,648.88	(1,513.06)	250.00	0.66	14,144.12

As per our report of even date

For S K Agrawal & Co  
Chartered Accountants  
Firm Registration No. 306033E

J. K. Choudhury  
Partner  
M. No. 009367

Place: Kolkata

Date: 30th May, 2019

For and on behalf of the Board of Directors

Abhijit Datta  
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Dr. Nitesh Kumar Gupta  
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Director  
DIN: 00855466

Payel Jain  
Company Secretary  
ACS 22418

Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762

# Notes to Consolidated Financial Statements

## 1.1 Group Overview

The Consolidated Ind AS Financial Statement comprise financial statements of Emami Realty Limited (Formerly Emami Infrastructure Limited) ("the Company" or "the Parent") and its subsidiaries and associates (collectively, the "Group") for the year ended 31st March, 2019. The Parent is a public company domiciled in India and its shares are listed on the BSE Limited (BSE), The National Stock Exchange of India Limited (NSE) and The Calcutta Stock Exchange Limited (CSE). The registered office of the Parent is located at Acropolis, 13th Floor, 1858/1 Rajdanga Main Road, Kasba, Kolkata – 700107.

The Group is carrying on the business of real estate development.

The Consolidated Ind AS Financial Statements were authorised for issue in accordance with a resolution of the Board of Directors on 30th May, 2019.

## 1.2 Basis of Preparation of Financial Statements

These Consolidated Financial Statements for the year ended 31st March, 2019 have been prepared in accordance with Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016. These financial statements are prepared under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair values or revalued amount : a) Derivative financial instruments b) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) and c) Defined Benefit Plans – plan assets.

## 1.3 Basis of Consolidation

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- b) Exposure or rights, to variable returns from its involvement with the investee and
- c) The ability to use its power over the investee to affect its returns.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent, i.e., year ended on 31st March, 2019.

Consolidation procedure:

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

## Notes to Consolidated Financial Statements

### 1.4 Amendments issued to Ind AS, but not effective

On 30th March 2019, Ministry of Corporate Affairs ("MCA") has notified the IND AS 116 Leases and Appendix C of Ind AS 12 "Uncertainty over Income Tax Treatment and amendments to Ind AS 19, Employee benefits in connection with accounting for plan amendments, curtailments and settlements. The effective date for adoption of the same is financial periods beginning on or after 1st April 2019. The Company is in the process of evaluating the applicability and its effect on adoption.

### 1.5 Significant Accounting Policies

#### 1.5.1 Operating Cycle

The Operating Cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has evaluated and considered its operating cycle as 3 to 5 years and accordingly has reclassified its assets and liabilities into current and non-current.

An asset is treated as current when it is:

- Expected to be realised or to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

#### 1.5.2 Foreign Currency Transactions & Translations

The functional currency of the Group is Indian rupees. The Financial Statements of the Group are prepared & presented in Indian rupees and has been rounded off to the nearest Lakhs, unless otherwise stated.

Transactions in foreign currencies entered into by the Company are translated to the Company's functional currency at the exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate at that date.

Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit & Loss.

Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date of the fair valuation. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### 1.5.3 Fair Value Measurement

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. All methods of assessing fair value result in general approximation of value and such value may never actually be realised.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable



## Notes to Consolidated Financial Statements

c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### 1.5.4 Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires the Group to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) at the end of the reporting period and the reported income and expenses during the year. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

### 1.5.5 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### 1.5.6 Property, Plant and Equipment

Property, plant and equipment are carried at cost of acquisition, on current cost basis less accumulated depreciation and accumulated impairment, if any. Cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the income statement when the asset is derecognised.

Depreciation is provided on written down value method over the estimated useful lives of property, plant and equipment and are in line with the requirement of Part C of Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### 1.5.7 Intangible Assets

Intangible Assets are recognized only when future economic benefits arising out of the assets flow to the enterprise and are amortised on Straight Line method over their estimated useful life of five years. Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

### 1.5.8 Capital work-in-progress and intangible assets under development

Capital work-in-progress and intangible assets under development are carried at cost. Cost includes land, related acquisition expenses, development / construction costs, borrowing costs and other direct expenditure.

### 1.5.9 Investment property & depreciation

(i) Recognition & measurement

Investment properties are properties held to earn rentals or for capital appreciation or both. Investment properties are held initially at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repairs and maintenance are charged to Statement of Profit and Loss as incurred.

(ii) Depreciation on investment property is provided using the written down method based on useful lives specified in Schedule II to the Companies Act, 2013.

### 1.5.10 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not

## Notes to Consolidated Financial Statements

generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

### 1.5.11 Inventories

Inventories are valued at lower of cost or Net Realisable Value, except for construction work-in progress which is valued at cost.

Construction work-in progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Group.

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

### 1.5.12 Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Company and it can be reliably measured. Revenue is measured at the fair value of the consideration received/receivable net of rebate and taxes. The Group applies the revenue recognition criteria to each nature of revenue transaction as below:

In terms of Ind AS 115 w.e.f. 1st April, 2018, revenue to be recognised at a point of time (project completion method) upon satisfaction of performance obligation at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transfer of goods or services to customers. In the previous year, the Group had applied Ind AS 18 but no revenue was recognised for under-construction properties since the risk and reward in relation to the captioned properties could not be transferred to the customers. Accordingly, there is no impact on the revenue recognition due to adoption of Ind AS 115.

Interest Income is recognised using the effective interest method and is included under the head 'Other Income' in the Statement of Profit and Loss.

Dividend Income including share of profit in LLP is recognised when the Company's right to receive dividend is established.

All other incomes are recognised on accrual basis.

### 1.5.13 Employee Benefits

#### a. Defined Contribution Plan - Provident Fund

The Parent makes contributions towards provident fund to the regulatory authorities to a defined contribution retirement benefit plan for qualifying employees.

#### b. Defined Benefit Plan – Gratuity

The Parent's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Parent recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

#### c. Long Term Compensated Absences

The Parent's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits. The Parent recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in Statement of Profit & Loss.

### 1.5.14 Income Taxes

Tax expense comprises current and deferred tax.

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

Deferred tax is provided using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the

## Notes to Consolidated Financial Statements

transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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

### 1.5.15 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. For arrangements entered into prior to 1 April 2016, the group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

*As a lessee*

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Parent's general policy on the borrowing costs (See note 1.4.17). Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments (net of any incentives received from the lessor) are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

### 1.5.16 Provisions and Contingencies

A provision is recognized when an enterprise has a present obligation (legal or constructive) as a result of past event; it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

## Notes to Consolidated Financial Statements

### 1.5.17 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### 1.5.18 Earnings per Share

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

The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

### 1.5.19 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### a. Financial assets

##### i. Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### ii. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income FVTOCI
- Equity instruments measured at fair value through profit and loss.

##### Debt instruments at amortised cost other than derivative contracts

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- Contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

##### Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value other than equity investments measured at deemed cost on first time adoption of Ind AS as set out in Note. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

## Notes to Consolidated Financial Statements

### iii. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- the Group has transferred substantially all the risks and rewards of the asset

### iv. Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

## b. Financial liabilities

### i. Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, investment in subsidiaries and joint ventures, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### ii. Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include derivatives, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as

## Notes to Consolidated Financial Statements

defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

### **Borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### **Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for doubtful debts.

### **Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year. The amounts are generally unsecured. Trade and other payables are presented as current liabilities unless payment is not due within the Group's operating cycle. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the lender for a loss it incurs because the specified borrower fails to make a payment when due in accordance with the terms of a loan agreement. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

### **De-recognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **1.5.20 Segment Reporting**

Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Board of Directors / Chief Operating Decision Maker evaluates the Group's performance based on an analysis of various performance indicators by business segment. Segment revenue and expenses include amounts which can be directly attributable to the segment and allocable on reasonable basis. Segment assets and liabilities are assets / liabilities which are directly attributable to the segment or can be allocated on a reasonable basis. Income / expenses / assets / liabilities relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated income / expenses / assets / liabilities.

## Notes to Consolidated Financial Statements

### 2 Property, Plant & Equipment, Investment Property, Intangible Assets and Intangible Assets under Development

#### a) Property, Plant & Equipment (Current Year)

Particulars	As on		Gross Block		Depreciation / Amortisation		Net Block	
	1st April, 2018	31st March, 2019	Additions	Deductions/ Adjustments	As on 1st April, 2018	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Land	5.46	-	-	-	-	-	-	5.46
Plant & Machinery	0.70	0.70	-	-	0.54	0.03	0.57	0.13
Furniture & Fittings	105.07	105.07	-	-	76.36	7.62	83.98	21.09
Vehicles	99.63	74.60	-	25.03	43.91	16.86	38.77	35.83
Office Equipments	15.65	15.65	-	-	7.04	3.92	10.96	4.69
Electrical Accessories	53.21	53.57	0.36	-	42.73	3.46	46.19	7.38
Computer Peripheral	37.83	47.27	9.44	-	31.20	6.41	37.61	9.66
<b>Total</b>	<b>317.56</b>	<b>302.32</b>	<b>9.80</b>	<b>25.03</b>	<b>201.78</b>	<b>38.30</b>	<b>218.08</b>	<b>84.24</b>

#### b) Investment Property (Current Year)

Particulars	As on		Gross Block		Depreciation / Amortisation		Net Block	
	1st April, 2018	31st March, 2019	Additions	Deductions/ Adjustments	As on 1st April, 2018	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Flat - Guest House	-	1,004.61	1,004.61	-	-	20.24	20.24	984.37
Flat	3,567.66	4,671.01	98.74	1,004.61	-	-	-	4,671.01
Capital Work-in-Progress	2,162.07	2,290.35	128.28	-	-	-	-	2,290.35
<b>Total</b>	<b>5,729.73</b>	<b>7,965.97</b>	<b>1,231.63</b>	<b>1,004.61</b>	<b>-</b>	<b>20.24</b>	<b>20.24</b>	<b>7,945.73</b>

#### c) Intangible Assets (Current Year)

Particulars	As on		Gross Block		Depreciation / Amortisation		Net Block	
	1st April, 2018	31st March, 2019	Additions	Deductions/ Adjustments	As on 1st April, 2018	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Software	95.74	112.97	17.22	-	35.61	14.35	49.96	60.14
<b>Total</b>	<b>95.74</b>	<b>112.97</b>	<b>17.22</b>	<b>-</b>	<b>35.61</b>	<b>14.35</b>	<b>49.96</b>	<b>60.14</b>

#### d) Intangible Assets under Development (Current Year)

Particulars	As on		Gross Block		Depreciation / Amortisation		Net Block	
	1st April, 2018	31st March, 2019	Additions	Deductions/ Adjustments	As on 1st April, 2018	During the Year	Upto 31st March, 2019	As on 31st March, 2018
Software	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes to Consolidated Financial Statements

### 2 Property, Plant & Equipment, Investment Property, Intangible Assets and Intangible Assets under Development (Contd.)

#### e) Property, Plant & Equipment (Previous Year)

Particulars	As on		Gross Block		Depreciation / Amortisation		Net Block	
	01.04.2017	31.03.2018	Additions	Deductions/ Adjustments	As on 01.04.2017	During the Year	Deductions/ Adjustments	Upto 31.03.2018
Land	5.46	-	-	-	-	-	-	5.46
Plant & Machinery	0.70	0.70	-	-	0.50	0.04	-	0.16
Furniture & Fittings	102.57	105.07	2.50	-	65.98	10.38	-	28.71
Vehicles	81.79	99.63	41.94	24.10	55.18	10.16	21.43	55.72
Office Equipments	8.35	15.65	8.78	1.48	7.03	1.34	1.33	8.61
Electrical Accessories	50.11	53.22	3.11	-	39.28	3.45	-	10.49
Computer Peripheral	30.12	37.83	8.81	1.10	28.15	3.77	0.72	6.63
<b>Total</b>	<b>279.10</b>	<b>317.57</b>	<b>65.14</b>	<b>26.68</b>	<b>196.12</b>	<b>29.14</b>	<b>23.48</b>	<b>115.78</b>

#### f) Investment Property (Previous Year)

Particulars	As on		Gross Block		Depreciation & Amortisation		Net Block	
	01.04.2017	31.03.2018	Additions	Deductions/ Adjustments	As on 01.04.2017	During the Year	Deductions/ Adjustments	Upto 31.03.2018
Flat	-	3,567.66	3,567.66	-	-	-	-	3,567.66
Capital Work-in-Progress	4,575.44	2,162.06	1,154.28	(3,567.66)	-	-	-	2,162.06
<b>Total</b>	<b>4,575.44</b>	<b>5,729.72</b>	<b>4,721.94</b>	<b>(3,567.66)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,729.72</b>

#### g) Intangible Assets (Previous Year)

Particulars	As on		Gross Block		Amortisation		Net Block	
	01.04.2017	31.03.2018	Additions	Deductions/ Adjustments	As on 01.04.2017	During the Year	Deductions/ Adjustments	Upto 31.03.2018
Software	49.39	95.73	46.35	-	21.87	13.74	-	60.12
<b>Total</b>	<b>49.39</b>	<b>95.73</b>	<b>46.35</b>	<b>-</b>	<b>21.87</b>	<b>13.74</b>	<b>-</b>	<b>60.12</b>

#### h) Intangible Assets under Development (Previous Year)

Particulars	As on		Gross Block		Amortisation		Net Block	
	01.04.2017	31.03.2018	Additions	Deductions/ Adjustments	As on 01.04.2017	During the Year	Deductions/ Adjustments	Upto 31.03.2018
Software	33.98	-	-	33.98	-	-	-	-
<b>Total</b>	<b>33.98</b>	<b>-</b>	<b>-</b>	<b>33.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



## Notes to Consolidated Financial Statements

### 3. Investments (Non - Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>I. Investments in Equity Instruments</b>		
<b>a. In Associates (Carried at cost)</b>		
<b>Quoted fully paid up</b>		
Zandu Realty Limited	-	6,012.91
2,86,329 Equity Shares of ₹100/- each		
Less: Cancelled on Amalgamation	-	6,012.91
	-	-
<b>Unquoted fully paid up</b>		
Roseview Developers Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Add: Share of Profit/(Loss)	(0.50)	(0.50)
	-	-
Prajay Urban Private Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
Add: Share of Profit/(Loss)	(0.50)	(0.50)
	-	-
Bengal Emami Housing Limited	6.00	6.00
60,000 Equity Shares of ₹10/- each		
Add: Share of Profit/(Loss)	(0.86)	(1.01)
	<b>5.14</b>	<b>4.99</b>
Swanhousing & Infra Private Limited	69.00	69.00
6,90,000 Equity Shares of ₹10/- each		
Add: Share of Profit/(Loss)	3.83	2.64
	<b>72.83</b>	<b>71.64</b>
	<b>77.97</b>	<b>76.63</b>
<b>b. Other Investments (Carried at fair value through Other Comprehensive Income)</b>		
<b>Unquoted fully paid up</b>		
The North Kanara G.S.B. Co-Operative Bank Limited	0.50	0.50
5,000 Equity Shares of ₹10/- each		
The Saraswat Co-op. Bank Limited	0.10	0.10
1,000 Equity Shares of ₹10/- each		
Natural Synergies Limited	41.68	41.68
4,16,750 Equity Shares of ₹10/- each		
Emami Agrotech Limited	1,028.57	650.00
11,42,857 (10,00,000) Equity Shares of ₹10/- each		
	<b>1,070.85</b>	<b>692.28</b>
Less: Provision for Diminution in value of Investments	41.68	41.68
	<b>1,029.17</b>	<b>650.60</b>
<b>II. Investments in Preference Shares (Carried at amortised cost)</b>		
<b>Unquoted fully paid up</b>		
Emami Paper Mills Limited #	5,903.66	5,440.23
14,55,000 8% Cumulative Redeemable Non-Convertible Preference Shares of ₹100/- each		
	<b>5,903.66</b>	<b>5,440.23</b>
<b>III. Investments in Debentures - Unquoted fully paid up (Carried at amortised cost)</b>		
Vijaybhan Investments and Consultancy Private Limited*	7,271.32	6,716.00
7,592 (6,716) 0% (6.75%) Optionally Convertible Non-Transferable Debentures of ₹1,00,000/- each		
Emami Estates Private Limited^	2,221.23	2,080.78
25 Optionally Fully Convertible Debentures of ₹1,00,00,000/- each		
Emami Home Private Limited^	2,644.67	2,477.44
30 Optionally Fully Convertible Debentures of ₹1,00,00,000/- each		

## Notes to Consolidated Financial Statements

### 3. Investments (Non - Current) (Contd.)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
	12,137.22	11,274.22
<b>IV. Investments in Limited Liability Partnership (Refer Note No. 48)</b>		
Unquoted		
Capital Contribution to:		
Lohitka Properties LLP	0.40	0.40
Supervalue Nirman LLP	0.01	0.01
	<b>0.41</b>	<b>0.41</b>
	<b>19,148.43</b>	<b>17,442.09</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	19,148.43	17,442.09

# 14,55,000 Preference Shares are redeemable at a premium of ₹500/- per share; out of which 5,25,000 Nos on 27th March, 2025, 2,00,000 Nos on 12th August, 2025, 4,80,000 Nos on 20th January, 2026 and 2,50,000 Nos on 31st July, 2026. However, the investee company has an option to redeem these preference shares before the redemption date.

\* 7,592 Debentures are convertible into equity shares at the option of the Debenture Holders, out of which 25 Nos are redeemable on 30th September, 2019, 6,691 Nos are redeemable on 31st December, 2019 and 876 Nos are redeemable on 30th March, 2022.

^These Debentures are redeemable at par or premium at the end of eight years from the date of allotment, being 22nd January, 2013 (Emami Estates Private Limited) and 7th March, 2013 (Emami Home Private Limited). However, the Company has an option to redeem these debentures before the redemption date.

### 4. Loans (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Secured, considered good)</i>		
Security Deposits	35.54	54.00
Deposits under Joint Development Agreements	31,974.00	26,484.00
	<b>32,009.54</b>	<b>26,538.00</b>

### 5. Other Financial Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Others	636.00	636.00
Bank deposits with maturity of more than 12 months*	139.00	300.00
	<b>775.00</b>	<b>936.00</b>

\* Pledged with banks as security against term loan

### 6. Deferred Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Deferred tax asset arising on account of :</b>		
Tax impact due to difference between tax depreciation and book depreciation	33.42	20.77
Remeasurements of the defined benefit plan through Profit & Loss	90.50	71.02
Investment carried at fair value through Profit & Loss	708.30	613.80
Remeasurements of the defined benefit plan through Other Comprehensive Income	0.00	-
	<b>832.22</b>	<b>705.59</b>
<b>Deferred tax liability arising on account of :</b>		
Tax impact of expenses charged off in financial statement but liability under tax law deferred	406.82	156.44
	<b>406.82</b>	<b>156.44</b>
₹0.00 represents amount less than ₹1,000	425.40	549.15

## Notes to Consolidated Financial Statements

### 7. Other Non Current Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Others	-	11.20
Security Deposits	122.47	79.25
	<b>122.47</b>	<b>90.45</b>

### 8. Inventories (Carried at lower of Cost and Net Realisable Value)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>A. Work-in-Progress</b>		
Land	13,392.42	13,220.94
Work-in-Progress	1,35,063.01	1,06,539.80
	<b>1,48,455.43</b>	<b>1,19,760.74</b>
<b>B. Finished Goods</b>		
Finished Properties	1,230.74	991.72
	<b>1,230.74</b>	<b>991.72</b>
<b>C. Stock-in-Trades</b>	5.52	3.52
	<b>5.52</b>	<b>3.52</b>
<b>D. Debentures - Unquoted fully paid up</b>		
Prajay Urban Private Limited	2,448.00	2,448.00
24,480 Optionally Convertible Debentures of ₹10,000/- each		
	<b>2,448.00</b>	<b>2,448.00</b>
	<b>1,52,139.69</b>	<b>1,23,203.98</b>

### 9. Current Investments (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Paintings (Carried at cost)	399.56	385.62
	<b>399.56</b>	<b>385.62</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	<b>399.56</b>	<b>385.62</b>

### 10. Trade Receivables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Secured, considered good)</i>		
Trade Receivable	1,508.70	-
	<b>1,508.70</b>	-

### 11. Cash and Cash Equivalents

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Balances with Banks	194.36	71.49
Cheques in hand	4.13	7.95
Cash in hand	18.94	17.72
Bank deposits with maturity of less than 3 months*	599.11	723.44
	<b>816.54</b>	<b>820.60</b>

\* Pledged with banks as security against loans

## Notes to Consolidated Financial Statements

### 12. Bank Balances other than above

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Bank deposits with maturity of more than 3 months but less than 12 months*	467.94	325.51
	<b>467.94</b>	<b>325.51</b>

\* Pledged with banks as security against loans

### 13. Loans (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<i>(Unsecured, considered good)</i>		
Security Deposit	0.15	0.15
Loans to Related Parties (Refer Note No. 41)	93,843.47	76,786.16
Loans to Others	19,223.83	10,373.62
	<b>1,13,067.45</b>	<b>87,159.93</b>

### 14. Other Financial Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Related Parties (Refer Note No. 41)	2,270.23	1,230.02
Other Receivables	6.26	876.61
	<b>2,276.49</b>	<b>2,106.63</b>

### 15. Current Tax Assets (Net)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advance Income Tax and Refunds Receivable (Net of Provision)	1,377.86	1,577.82
	<b>1,377.86</b>	<b>1,577.82</b>

### 16. Other Current Assets

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances to Employees	20.15	14.94
Advances to Contractors/Suppliers	1,095.99	2,442.69
Advances to Land Owners	659.19	165.00
Advances to Others	19.91	30.73
Balances with Government Authorities	5,751.68	3,048.77
	<b>7,546.92</b>	<b>5,702.13</b>

### 17. Equity Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No of shares	(₹ in Lakhs)	No of shares	(₹ in Lakhs)
Authorized Shares				
Equity Shares of ₹2/- each	13,52,50,000	2,705.00	3,52,50,000	705.00
Equity Shares of ₹100/- each	-	-	20,00,000	2,000.00
		<b>2,705.00</b>		<b>2,705.00</b>
<b>Issued, subscribed &amp; fully paid-up shares</b>				
2,79,38,889 (2,42,98,392) Equity Shares of ₹2/- each			558.78	485.97
<b>Share Capital Suspense Account pursuant to Scheme of Amalgamation</b>				
Nil (36,40,497) Equity Shares of ₹2/- each			-	72.81
			<b>558.78</b>	<b>558.78</b>

## Notes to Consolidated Financial Statements

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares	(₹ in Lakhs)	No. of shares	(₹ in Lakhs)
Shares outstanding at the beginning of the period	2,42,98,392	558.78	2,42,98,392	485.97
Add: Issued for consideration other than cash during the period	36,40,497	72.81	-	-
<b>Shares Outstanding at the end of the period</b>	<b>2,79,38,889</b>	<b>558.78</b>	<b>2,42,98,392</b>	<b>485.97</b>

### b. Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹2/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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

Name of Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Diwakar Viniyog Private Limited	34,12,491	12.21%	34,12,491	14.04%
Suntrack Commerce Private Limited	29,84,237	10.68%	29,84,237	12.28%
Bhanu Vyapaar Private Limited	27,78,899	9.95%	27,78,899	11.44%
Raviraj Viniyog Private Limited	14,11,000	5.05%	14,11,000	5.81%
Prabhakar Viniyog Private Limited	13,92,000	4.98%	13,92,000	5.73%
Suraj Viniyog Private Limited	12,94,491	4.63%	12,94,491	5.33%

## 18. Other Equity

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Capital Reserve</b>		
Opening Balance	2,789.75	2,342.49
Add: Transferred on Amalgamation	-	447.26
Closing Balance	<b>2,789.75</b>	<b>2,789.75</b>
<b>Revaluation Reserve</b>		
Opening Balance	967.90	-
Add: Transferred on Amalgamation	-	967.90
Closing Balance	<b>967.90</b>	<b>967.90</b>
<b>General Reserve</b>		
Opening Balance	11,648.88	-
Add: Transferred on Amalgamation	-	11,648.88
Closing Balance	<b>11,648.88</b>	<b>11,648.88</b>
<b>Retained Earnings</b>		
Opening Balance	(1,562.69)	(173.28)
Less: Cancelled on Amalgamation	-	1,750.74
Add: Profit for the period	49.62	361.33
	<b>(1,513.07)</b>	<b>(1,562.69)</b>
<b>Other Comprehensive Income</b>		
Opening Balance	0.66	(5.72)
Add: During the year	250.00	6.38
	<b>250.66</b>	<b>0.66</b>
<b>Total Reserves and Surplus</b>	<b>14,144.12</b>	<b>13,844.50</b>

## Notes to Consolidated Financial Statements

### Nature and description of reserve

- Capital Reserve - Capital Reserve was created on amalgamations.
- Revaluation Reserve - Revaluation Reserve was created on revaluation of land with structure held as fixed assets.
- General Reserve - General Reserve was created on amalgamation which is kept aside to meet the future requirements of the Company as and when they arise.

### 19. Borrowings (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
Term Loans from Banks (Refer Note No. 42[A])	24,812.08	33,044.10
Term Loans from Non Banking Financial Companies (Refer Note No. 42[B])	11,374.44	17,654.89
	<b>36,186.52</b>	<b>50,698.99</b>
<b>Unsecured</b>		
Non Convertible Debentures (Refer Note No. 43[A])	14,989.34	24,990.65
Term Loans from Non Banking Financial Companies (Refer Note No. 43[B])	20,739.84	21,656.02
	<b>35,729.18</b>	<b>46,646.67</b>
	<b>71,915.70</b>	<b>97,345.66</b>

### 20. Other Non-Current Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Against Development	951.32	-
	<b>951.32</b>	<b>-</b>

### 21. Provisions (Non-Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer Note No. 37)		
Gratuity	89.71	111.02
Leave Encashment	39.62	79.85
	<b>129.33</b>	<b>190.87</b>

### 22. Borrowings (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
<b>Secured</b>		
Overdraft from Banks*	6,476.46	3,903.00
	<b>6,476.46</b>	<b>3,903.00</b>
<b>Unsecured</b>		
Overdraft from Banks^	43,353.57	13,523.12
Non Convertible Debentures (Refer Note No. 44[A])	2,500.00	-
Term Loans from Non Banking Financial Companies (Refer Note No. 44[B])	13,000.00	9,500.00
Loans from Related Party #	24,528.00	20,765.46
Loans from Other Bodies Corporate #	30,114.25	8,885.69
	<b>1,13,495.82</b>	<b>52,674.27</b>
	<b>1,19,972.29</b>	<b>56,577.27</b>

\* (i) ₹5,535.85 Lakhs secured by the securities as mentioned in Note No. 42[A](a), 42[A](c) & 42[A](d) under the heading "Term Loan from Banks" as this facility is a sub-limit thereof.

(ii) ₹940.61 Lakhs secured by hypothecation on receivables of the Project at "Zandu Sigma Estates", 70 Gokhale Road, Dadar, Mumbai 400025 coupled with the corporate guarantee by a related party.

^ ₹43,353.57 Lakhs secured by pledge of third party's fixed deposits.

# Repayable on demand

## Notes to Consolidated Financial Statements

### 23. Trade Payables

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Total outstanding dues of Micro Enterprises and Small Enterprises	-	3.06
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	990.94	1,135.38
	<b>990.94</b>	<b>1,138.44</b>

### 24. Other Financial Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Current Maturities of Long Term Debts (Refer Note No. 42[A], 42[B], 43[A] & 43[B])	63,828.28	48,721.33
Interest accrued but not due on borrowings	10,781.97	3,266.11
Advances from Related Parties (Refer Note No. 41)	484.37	12.50
Advances from Others	2,168.19	2,113.19
Cheques Overdrawn	2.86	2.63
Deposits Received	10.00	2.00
Liabilities for Expenses	13.81	17.18
Employee Benefits Payables	62.27	6.40
Retention Money	1,274.39	532.06
	<b>78,626.15</b>	<b>54,673.40</b>

### 25. Other Current Liabilities

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Advances from Customers	50,979.06	49,153.50
Fluctuating Capital Account with LLP	46.41	46.41
Duties & Taxes Payables	876.80	357.69
	<b>51,902.27</b>	<b>49,557.60</b>

### 26. Provisions (Current)

(₹ in Lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Provision for Employee Benefits (Refer Note No. 37)		
Gratuity	60.48	8.40
Leave Encashment	71.68	5.95
	<b>132.16</b>	<b>14.35</b>

### 27. Revenue from Operations

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Operating Income		
Sale of Trade Goods	77.93	23.04
Sale of Plots/Flats	6,614.08	-
	<b>6,692.01</b>	<b>23.04</b>
Other Operating Income		
Nomination Charges	91.49	53.24
Cancellation Charges	42.29	66.67
Legal Fees Received	0.03	3.77
Compensation against Land acquisition	26.67	-
	<b>160.48</b>	<b>123.69</b>
	<b>6,852.49</b>	<b>146.73</b>

## Notes to Consolidated Financial Statements

### 28. Other Income

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Income from		
Associates	87.07	236.56
LLP	6,059.55	5,534.80
Other Bodies Corporate	5,770.45	4,792.89
Debentures	-	453.33
Fixed Deposits	42.93	136.54
Income Tax Refund	73.49	200.79
Others	193.37	173.47
	<b>12,226.86</b>	<b>11,528.37</b>
Dividend Received	116.47	116.49
Profit on Sale of Non-Current Investment	-	23.00
Profit on Sale of Current Investment	-	0.10
Profit on Sale of Mutual Fund Units	6.78	0.84
Profit on Sale of Fixed Assets	-	1.06
Rent Received	9.00	-
Service Charges Received	3.77	4.98
Miscellaneous Income	2.18	3.29
Income from Investment measured at amortised cost	450.42	-
	<b>588.62</b>	<b>149.76</b>
	<b>12,815.48</b>	<b>11,678.13</b>

### 29. Purchases

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Land	631.85	6,078.18
Trade Goods	79.32	23.35
	<b>711.17</b>	<b>6,101.53</b>

### 30. Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>I. Opening Stock</b>		
Land	13,220.94	7,142.76
Work-in-Progress	1,06,539.79	80,514.42
Finished Properties	991.72	-
Debentures	2,448.00	2,448.00
Stock-in-Trade	3.52	-
	<b>1,23,203.97</b>	<b>90,105.18</b>
Add : Finished Properties (Transferred on Amalgamation)	-	991.72
Less: GST input claimed for VAT & Excise Duty	-	558.95
	<b>1,23,203.97</b>	<b>90,537.95</b>
<b>II. Closing Stock</b>		
Land	13,392.42	13,220.94
Work-in-Progress	1,35,063.01	1,06,539.79
Finished Properties	1,230.74	991.72
Debentures	2,448.00	2,448.00
Stock-in-Trade	5.52	3.52
	<b>1,52,139.69</b>	<b>1,23,203.96</b>
<b>Changes in Inventories (I -II)</b>	<b>(28,935.72)</b>	<b>(32,666.01)</b>



## Notes to Consolidated Financial Statements

### 31. Employee Benefits Expense

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries, Gratuity & Allowances	1,553.32	1,416.98
Contribution to Provident and Other Funds	62.66	51.17
Staff Welfare Expenses	29.74	14.03
	<b>1,645.72</b>	<b>1,482.17</b>

### 32. Finance Costs

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest Expenses	25,341.26	20,213.34
Add: Other Borrowing Costs	1,531.94	1,394.29
	<b>26,873.20</b>	<b>21,607.63</b>

### 33. Project Expenses

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Materials Consumed	1,924.72	1,950.00
Development Cost	951.32	-
Payments to Contractors	12,466.59	10,847.15
Consultants Fees	535.57	580.49
Project Promotion & Expenses	573.37	383.15
Insurance	48.71	(5.79)
Repair & Maintenance	145.38	61.56
Rates & Taxes	1,707.38	73.63
Corporate Social Responsibility	10.00	-
Travelling & Conveyance	63.86	125.53
Other Operating Expenses	249.62	141.19
	<b>18,676.52</b>	<b>14,156.91</b>

### 34. Other Expenses

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Electricity Charges	10.37	2.62
Rent	73.64	48.29
Repairs & Maintenance	60.78	30.68
Rates & Taxes	2.06	88.12
Advertisement & Publicity	2.83	4.07
Custodial Fees	1.60	4.32
Listing Fees	12.95	13.02
Directors' Sitting Fees	4.93	9.19
Postage & Courier	6.97	13.69
Printing & Stationery	9.03	7.69
Royalty	10.00	10.00
Insurance	1.65	1.32
Brokerage	-	6.02
Corporate Social Responsibility	-	295.00
Travelling & Conveyance	40.35	25.30
Legal & Professional Fees	142.96	130.15
Share of Loss in LLP	-	8.22
Loss on Sale of Fixed Assets	1.16	-
Expenses from Investment measured at FVTPL	-	90.13
Miscellaneous Expenses	47.71	34.89
Auditors' Remuneration (Refer Note No. 36)	13.46	19.40
	<b>442.45</b>	<b>842.12</b>

## Notes to Consolidated Financial Statements

### 35. Earnings per Share (EPS)

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
<b>Earnings per Share is calculated as follows:</b>		
Profit/(loss) after tax attributable to Equity Shareholders	49.62	361.33
Weighted average number of equity shares	2,79,38,889	2,79,38,889
Nominal value of Equity Share	2.00	2.00
<b>Basic and Diluted Earnings per Share</b>	<b>0.18</b>	<b>1.29</b>

### 36. Auditors' Remuneration

(₹ in Lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
Audit Fees	9.33	9.36
Tax Audit Fees	1.00	0.50
Limited Review	1.50	1.95
Other Matters	1.63	7.59
	<b>13.46</b>	<b>19.40</b>

### 37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee Benefit Schemes

(₹ in Lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Non-funded	Non-funded	Non-funded	Non-funded
<b>A. Expenses Recognised in the income statement</b>				
1. Current Service Cost	22.96	20.48	17.62	10.03
2. Interest Cost	9.14	6.45	8.07	4.05
3. Loss/(Gain) on settlement	-	-	-	-
4. Net interest cost/(income) on the Net Defined Benefit Liability/ (Assets)	-	-	-	-
5. Re-measurement (or Actuarial)(gain)/loss arising from:	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	0.14	(0.82)	(0.90)
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	2.48	(8.94)	21.77
- Others	-	-	-	-
6. Return on plan assets, excluding amount recognised in net interest expenses	-	-	-	-
7. Re-measurement (or Actual)(gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
<b>8. Total Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>32.09</b>	<b>29.55</b>	<b>15.94</b>	<b>34.95</b>
<b>B. Assets and Liability</b>				
1. Present value of Obligation	150.20	111.30	119.43	85.79
2. Fair Value of Plan Assets	-	-	-	-
3. Funded Status [Surplus/(deficit)]	(150.20)	(111.30)	(119.43)	(85.79)
4. Effects of Assets Ceiling, if any	-	-	-	-
<b>5. Net asset/(liability) recognized in balance sheet</b>	<b>(150.20)</b>	<b>(111.30)</b>	<b>(119.43)</b>	<b>(85.79)</b>
<b>C. Change in Present Value of Obligation</b>				
1. Present value of Obligation as at beginning of period	119.43	85.79	104.88	53.69
2. Current Service Cost	22.96	20.48	17.62	10.03
3. Interest Expenses or Cost	9.14	6.45	8.07	4.05

## Notes to Consolidated Financial Statements

37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee Benefit Schemes (Contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	Non-funded	Non-funded	Non-funded	Non-funded
Re-measurement (or Actuarial)(gain)/loss arising from:	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	0.14	(0.82)	(0.90)
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	2.48	(8.94)	21.77
- Others	-	-	-	-
4. Past Service Cost	-	-	-	-
5. Effect of change in foreign exchange rates	-	-	-	-
6. Benefits Paid	(1.33)	(4.04)	(1.39)	(2.85)
7. Acquisition Adjustment	-	-	-	-
8. Effect of business combinations or disposals	-	-	-	-
<b>9. Present value of Obligation as at the end of period</b>	<b>150.20</b>	<b>111.30</b>	<b>119.43</b>	<b>85.79</b>
<b>D. Other Comprehensive Income</b>				
1. Actuarial (gain)/losses	-	-	-	-
- Change in demographic assumptions	-	-	-	-
- Change in financial assumptions	1.67	-	(0.82)	-
- Experience variance (i.e. Actual expense vs assumptions)	(1.67)	-	(8.94)	-
- Others	-	-	-	-
2. Return of plan assets, excluding amount recognised in net interest expenses	-	-	-	-
3. Re-measurement (or Actuarial)(gain)/loss arising because of change in effect of asset ceiling	-	-	-	-
<b>4. Components of defined benefit costs recognised in other comprehensive income</b>	<b>0.00</b>	<b>-</b>	<b>(9.76)</b>	<b>-</b>
<b>F. Financial Assumptions</b>				
1. Discount Rate (%)	7.70%	7.70%	7.75%	7.75%
2. Salary Growth Rate (per annum)	6.00%	6.00%	6.00%	6.00%
<b>G. Demographic Assumptions</b>				
1. Mortality Rate (% of IALM 06-08)	5.00%	5.00%	5.00%	5.00%
2. Withdrawal Rate (per annum)	1% to 8%	1% to 8%	1% to 8%	1% to 8%

₹0.00 represents amount less than ₹1,000

### Sensitivity Analysis :-

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumption occurring at the end of the reporting period, while holding all other assumptions constant. The result of sensitivity analysis is given below:

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	As at 31st March, 2019	As at 31st March, 2018	As at 31st March, 2019	As at 31st March, 2018
	Defined Benefit Obligation (Base)	150.20	119.43	111.30

## Notes to Consolidated Financial Statements

### 37. As per actuarial valuations as on 31st March, 2019 and recognized in the financial statement in respect of Employee benefit schemes (Contd.)

(₹ in Lakhs)

Particulars	Gratuity			
	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	157.99	143.23	126.25	113.33
(% change compared to base due to sensitivity)	5.19%	-4.64%	5.71%	-5.11%
Salary Growth Rate (-/+1%)	143.50	157.67	112.73	126.80
(% change compared to base due to sensitivity)	-4.46%	4.97%	-5.61%	6.18%
Attrition Rate (-/+50%)	149.81	150.52	119.06	119.73
(% change compared to base due to sensitivity)	-0.26%	0.21%	-0.31%	0.26%

(₹ in Lakhs)

Particulars	Leave Encashment			
	As at 31st March, 2019		As at 31st March, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	115.39	107.57	89.57	82.36
(% change compared to base due to sensitivity)	3.68%	-3.34%	4.40%	-3.99%
Salary Growth Rate (-/+1%)	108.34	114.58	81.95	89.96
(% change compared to base due to sensitivity)	-2.66%	2.95%	-4.48%	4.86%
Attrition Rate (-/+50%)	110.94	111.62	85.43	86.12
(% change compared to base due to sensitivity)	-0.32%	0.29%	-0.42%	0.38%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior period.

#### Maturity Profile of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	2018-19	2017-18	2018-19	2017-18
	Weighted average duration (based on discounted cash flows)	2.82	4.87	4.87

(₹ in Lakhs)

Expected cash flows over the next (valued on undiscounted basis)	Gratuity		Leave Encashment	
	2018-19	2017-18	2018-19	2017-18
	1 Year	60.48	4.46	4.46
2 to 5 Years	106.19	591.70	591.70	51.65
6 to 10 Years	25.80	349.70	349.70	34.39

### 38. Carrying value and Fair Value of Financial Instruments is as follows:

(₹ in Lakhs)

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	FVOCI	FVTPL	Amortized Cost	Total	FVOCI	FVTPL	Amortized Cost	Total
	<b>Financial Assets:</b>							
<b>Non-Current</b>								
Investment in equity instruments	1,029.17		77.97	1,107.14	650.60		727.23	1,377.83
Investment in Preference Shares		5,903.66		5,903.66		5,440.23		5,440.23
Investment in Debentures		12,137.21		12,137.21		11,274.22		11,274.22
Investment in LLPs			0.41	0.41			0.41	0.41
Loans			32,009.54	32,009.54			26,538.00	26,538.00
Other Financial Assets			775.00	775.00			936.00	936.00

## Notes to Consolidated Financial Statements

### 38. Carrying value and Fair Value of Financial Instruments is as follows: (Contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2019				As at 31st March, 2018			
	FVOCI	FVTPL	Amortized Cost	Total	FVOCI	FVTPL	Amortized Cost	Total
<b>Current</b>				-				-
Investments			399.56	399.56			385.62	385.62
Trade Receivables			1,508.70	1,508.70			-	-
Cash and Cash Equivalents			816.54	816.54			820.60	820.60
Other Bank Balances			467.94	467.94			325.51	325.51
Loans			1,13,067.45	1,13,067.45			87,159.94	87,159.94
Other Financial Assets			2,276.49	2,276.49			2,106.63	2,106.63
<b>Total</b>	<b>1,029.17</b>	<b>18,040.87</b>	<b>1,51,399.60</b>	<b>1,70,469.64</b>	<b>650.60</b>	<b>16,714.45</b>	<b>1,18,999.94</b>	<b>1,36,364.99</b>
<b>Financial Liabilities:</b>								
<b>Non-Current</b>								
Borrowings			71,915.71	71,915.71			97,345.66	97,345.66
<b>Current</b>								
Borrowings			1,19,972.28	1,19,972.28			56,577.26	56,577.26
Trade Payables			990.94	990.94			1,138.44	1,138.44
Other Financial Liabilities			78,626.13	78,626.13			54,673.39	54,673.39
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,71,505.06</b>	<b>2,71,505.06</b>	<b>-</b>	<b>-</b>	<b>2,09,734.75</b>	<b>2,09,734.75</b>

### 39. Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value. The different levels have been defined below:-

Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

#### a) Financial assets measured at fair value at 31st March, 2019

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investment at FVTPL				
In preference shares		5,903.66		5,903.66
In debentures		12,137.21		12,137.21
Investment at FVOCI				
In equity shares		1,029.17		1,029.17

#### Financial assets measured at fair value at 31st March, 2018

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>				
Investment at FVTPL				
In preference shares		5,440.23		5,440.23
In debentures		11,274.22		11,274.22
Investment at FVOCI				
In equity shares		650.60		650.60

#### b) Financial instruments at amortized cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

c) During the year there has been no transfer from one level to another

## Notes to Consolidated Financial Statements

### 40. Financial risk management objectives and policies

The Group's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash & cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Company's Management oversees the management of these risks and ensures that the Group's financial risks activities are governed by appropriate policies and procedures and that finance risk are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### A. Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments if a counter party default on its obligations. The Group's exposure to credit risk arises majorly from trade receivables and other financial assets.

Other financial assets like bank deposits, advances and security deposits are with banks, government bodies, utility providers, contractors and others and hence, the Group does not expect any credit risk with respect to trade receivables and other financial assets.

With respect to trade receivables, the Company has constituted teams to review the receivables on periodic basis and take necessary mitigations whenever required. The following table summarizes the change in the loss allowance measured using ECL:

	(₹ in Lakhs)	
Reconciliation of Loss Allowance	Trade Receivables	Security Deposits
As on 1st April, 2017	-	-
Allowance for Expected Credit Loss	-	-
As on 31st March, 2018	-	-
Allowance for Expected Credit Loss	-	-
As on 31st March, 2019	-	-

#### B. Liquidity Risk

The Group's principal sources of liquidity are borrowing, bank overdrafts, loans from bodies corporate, debentures and cash and cash equivalents and the cash flow that is generated from operations. The Group believes that these are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below summarises the maturity profile of the Company's financial liabilities at the reporting date. The amounts are based on contractual undiscounted payments

		(₹ in Lakhs)	
Particulars	Maturity period	31st March, 2019	31st March, 2018
<b>Financial Liabilities - Current</b>			
Borrowings	within 1 year	1,19,972.28	56,577.26
Trade Payable	within 1 year	990.94	1,138.44
Other Financial Liabilities	within 1 year	78,626.13	54,673.39
<b>Financial Liabilities - Non-Current</b>			
Borrowings	Between 1-5 year	71,915.71	97,345.66

#### C. Market Risk

##### a. Interest Rate Risk

The Group has taken debt to finance its working capital, which exposes it to interest rate risk. Borrowings issued at variable rates expose the Group to interest rate risk.

	(₹ in Lakhs)	
Particulars	31st March, 2019	31st March, 2018
Variable rate borrowing	1,74,547.05	1,37,348.15
Fixed rate borrowing	91,951.19	68,562.21
<b>Total borrowings</b>	<b>2,66,498.24</b>	<b>2,05,910.36</b>

## Notes to Consolidated Financial Statements

### 40. Financial risk management objectives and policies (Contd.)

Market risk is the risk that fair value of future cash flows of a financial instruments will fluctuate because of change in market prices. Market risk comprises two type of risk: interest rate risk and other price risk, such as equity price risk and commodity/real estate risk.

The Group is affected by the price volatility of certain commodities/real estates. Its operating activities require the ongoing development of real estate. The Group's Management has developed and enacted a risk management strategy regarding commodity/real estate price risk and its mitigation. The Company is subject to the price risk variables, which are expected to vary in line with the prevailing market conditions.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant. The impact on Group's profit before tax is due to change in the fair value of borrowings.

(₹ in Lakhs)

Particulars	As at	As at
	31st March, 2019	31st March, 2018
<b>Interest Sensitivity*</b>		
Interest Rates increase by 100 basis points	(2,664.98)	(2,059.10)
Interest Rates decrease by 100 basis points	2,664.98	2,059.10

\*Holding all other variables constant

#### b. Price Risk

The Group's exposure to price risk arises from investments held and classified as FVTPL or FVOCI. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

#### Sensitivity Analysis

Particulars	As at	As at
	31st March, 2019	31st March, 2018
<b>Price Sensitivity*</b>		
Price increase by 5%- FVOCI	51.46	32.53
Price decrease by 5%- FVOCI	(51.46)	(32.53)
Price increase by 5%- FVTPL	902.04	835.72
Price decrease by 5%- FVTPL	(902.04)	(835.72)

\*Holding all other variables constant

### 41. Related Party Transactions

1. List of Related Parties as required by IND AS-24, "Related Party Disclosures", are given below:

#### A. Related Party where Control exists

##### i. Associates :

1. Roseview Developers Private Limited (50%)	3. Bengal Emami Housing Limited (30%)
2. Prajay Urban Private Limited (50%)	4. Swanhousing & Infra Private Limited (33.66%)

##### ii. Limited Liability Partnerships :

1. Lohitka Properties LLP (10%)	2. Supervalue Nirman LLP (1%)
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#### B. Other Parties with whom transactions have taken place during the year

i. Key Management Personnel & Other Directors:		
a) Key Management Personnel:		
1.	Mr. Rajesh Bansal	Whole-time Director
2.	Mr. Girija Kumar Choudhary	Whole-time Director & CFO
3.	Dr. Nitesh Kumar Gupta	Chief Executive Officer (w.e.f. 20.11.2018)
4.	Mr. Sanjay Choudhary	Whole-time Director (ceased w.e.f. 09.08.2017)
5.	Dr. Kalyanasundaram Ramamurthy	Whole-time Director & CEO (ceased w.e.f. 30.03.2018)
6.	Ms. Payel Jain	Company Secretary

## Notes to Consolidated Financial Statements

### 41. Related Party Transactions (Contd.)

<b>b)</b>	<b>Other Directors:</b>	
1.	Mr. Abhijit Datta	Non-Executive Chairman (Independent)
2.	Mr. Hari Mohan Marda	Independent Director
3.	Mr. Ram Gobind Ganeriwala	Independent Director
4.	Mrs. Karabi Sengupta	Independent Director
5.	Mr. Debasish Bhaumik	Independent Director
6.	Mr. Basant Kumar Parakh	Non-Executive Non-Independent Director
<b>ii.</b>	<b>Relatives of Key Managerial Personnel</b>	
1.	Mr. Yasho Vardhan Bansal	son of Mr. Rajesh Bansal (ceased w.e.f. 31.12.2018)
<b>iii.</b>	<b>Entities where one Key Management Personnel has significant influence</b>	
1.	Dev Infracity Private Limited	2. Raj Infraproperties Private Limited
<b>iv.</b>	<b>Promoters</b>	
1.	Bhanu Vyapaar Private Limited	5. Suraj Viniyog Private Limited
2.	Diwakar Viniyog Private Limited	6. Emami Capital Markets Limited
3.	Suntrack Commerce Private Limited	7. Emami Frankross Limited
4.	Prabhakar Viniyog Private Limited	8. Emami Paper Mills Limited
<b>v.</b>	<b>Entities wherein the Company's Promoters have significant influence</b>	
1.	Add Albatross Properties Private Limited	22. Paradise Agriculture Private Limited
2.	AMRI Hospitals Limited	23. Prime Constructions Private Limited
3.	Aviro Vyapaar Private Limited	24. Sanjeevani Vyapaar LLP
4.	Creative Cultivation Private Limited	25. Sneha Skyhigh Private Limited
5.	Emami Agrotech Limited	26. Sneha Abasan Private Limited
6.	Emami Beverages Limited	27. Sneha Enclave Private Limited
7.	Emami Buildcon Private Limited	28. Sneha Gardens Private Limited
8.	Emami Cement Limited	29. Sneha Niketan Private Limited
9.	Emami Constructions Private Limited	30. South City Projects (Kolkata) Limited
10.	Emami Estates Private Limited	31. Anamika Kala Sangam Trust
11.	Emami Home Private Limited	32. Auto Hitech Private Limited
12.	Emami Limited	33. Begonia Textiles Private Limited
13.	Emami Projects Private Limited	34. Camellias Merchants Private Limited
14.	Emami Nirman Private Limited	35. Eveningstar Trades Private Limited
15.	Emami Vriddhi Commercial Private Limited	36. Eveningstar Vinimay Private Limited
16.	Fastgrow Crops Private Limited	37. Fiddle Engineering Private Limited
17.	Jhansi Properties Private Limited	38. Genil Commosale Private Limited
18.	Magnificent Vyapaar LLP	39. Polpit Vincom Private Limited
19.	Midkot Trades Private Limited	40. Sureshine Vinimay Private Limited
20.	New Way Constructions Limited	41. Swans Home Private Limited
21.	Oriental Sales Agencies (India) Private Limited	42. Touchwin Tradecom Private Limited



## Notes to Consolidated Financial Statements

### 41. Related Party Transactions (Contd.)

vi) Transactions during the year with related parties:

Nature of transactions	Associates		Limited Liability Partnerships		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which one Key Management Personnel has significant influence		Promoters		Enterprises wherein the Company's Promoters have significant influence		Total	
	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18
Loans Taken	-	-	-	-	-	-	-	-	-	-	15,150.00	21,540.00	1,49,496.00	46,122.69	1,64,646.00	67,662.69
Loans Repaid	-	-	-	-	-	-	-	-	-	-	22,840.00	4,800.00	1,41,086.28	63,199.29	1,63,926.28	67,999.29
Interest Paid	-	-	-	-	-	-	-	-	-	-	10.00	9.97	402.63	2,487.56	412.64	2,497.53
Loan Given	5,985.00	1,600.00	156.44	3,882.75	-	-	-	-	-	-	-	-	9,015.04	13,041.69	15,156.48	18,524.44
Realisation of Loan Given	4,579.06	1,945.32	750.00	1,111.22	-	-	-	-	-	-	-	-	1,345.10	7,804.37	6,674.16	9,860.91
Interest Received	636.76	404.68	163.59	154.68	-	-	-	-	-	-	-	-	157.90	3,018.81	958.25	3,578.17
Advances Received	-	-	-	-	-	-	-	-	300.00	-	-	-	1,507.42	-	1,507.42	300.00
Repayment of Advances Received	1.26	-	-	-	-	-	-	-	300.00	-	-	-	1,507.42	-	1,508.68	300.00
Advances Given	-	-	-	-	-	-	-	-	-	256.73	-	-	333.57	-	590.30	-
Realisation of Advances Given	-	-	24.73	-	-	-	-	-	-	-	-	-	-	-	24.73	-
JDA Deposit Given	-	-	-	-	-	-	-	-	-	-	-	-	-	-	5,490.00	-
Refund of Security Deposit	-	-	-	-	-	-	-	-	-	-	-	-	-	15.81	15.81	-
Security Deposit Received	-	-	-	-	-	-	-	-	-	-	-	-	-	6.00	6.00	-
Reimbursements	171.80	158.56	168.01	39.18	-	-	-	-	220.85	104.95	-	-	365.78	294.11	926.44	596.80
Sale of Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	425.00	-	425.00
Purchase of Investments	-	-	-	-	-	-	-	-	-	-	-	-	378.57	-	378.57	-
Service Charges Received	-	-	-	-	-	-	-	-	-	-	-	-	4.45	5.87	4.45	5.87
Dividend Received	-	-	-	-	-	-	-	-	-	-	116.40	116.40	-	-	116.40	116.40
Rent	-	-	-	-	-	-	-	-	-	-	-	-	4.67	42.70	4.67	42.70
Repair & Maintenance	-	-	-	-	-	-	-	-	-	-	4.37	20.49	20.49	20.40	20.49	24.78
Electricity Charges	-	-	-	-	-	-	-	-	-	-	-	-	0.01	0.44	0.01	0.44
Royalty	-	-	-	-	-	-	-	-	-	-	-	-	11.80	11.80	11.80	11.80
Commission Received	-	-	-	-	-	-	-	-	-	-	-	-	-	1.36	-	1.36
Commission Paid	-	-	-	-	-	-	-	-	3.42	0.66	248.77	251.25	132.39	97.79	384.58	349.70
Share of Loss in LLP	-	-	0.00	8.22	-	-	-	-	-	-	-	-	-	-	0.00	8.22
Remunerations Short-term employee benefits (Refer Note 1)	-	-	-	-	-	241.89	312.75	12.26	10.64	-	-	-	-	-	254.15	323.39
Sitting Fees	-	-	-	-	-	4.78	9.18	-	-	-	-	-	-	-	4.78	9.18
General Expenses	-	-	-	-	-	-	-	-	-	-	1.01	-	-	-	1.01	-
Staff Welfare	-	-	-	-	-	-	-	-	-	-	-	-	3.38	-	3.38	-
Purchase of Trade Goods	-	-	-	-	-	-	-	-	-	-	-	-	80.95	26.30	80.95	26.30
Motor Car Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	0.31	-	0.31
Redemption of Debentures	-	-	-	-	-	-	-	-	-	-	-	-	-	250.00	-	250.00
Corporate Guarantee taken	-	-	-	-	-	-	-	-	3,509.00	-	81,614.14	51,993.05	21,000.00	11,973.00	1,02,614.14	67,475.05

## Notes to Consolidated Financial Statements

### 41. Related Party Transactions (Contd.)

vi) Transactions during the year with related parties: (Contd.)

Nature of transactions	Associates		Limited Liability Partnerships		Key Management Personnel and Other Directors		Relatives of Key Managerial Personnel		Entities over which one Key Management Personnel has significant influence		Promoters		Enterprises wherein the Company's Promoters have significant influence		Total	
	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18	31-03-19	31-03-18
Balance as on 31st March, 2019																
Loans Given	3,997.24	2,995.98	31,070.62	31,664.18	-	-	-	-	-	-	-	33,779.15	26,066.91	68,847.00	60,727.07	
Interest Receivable	84.45	229.46	17,396.92	12,107.41	-	-	-	-	-	-	-	7,515.10	3,722.22	24,996.47	16,059.10	
Loans Taken	-	-	-	-	-	-	-	-	-	-	9,050.00	16,740.00	330.00	19,436.00	17,070.00	
Interest Payable	-	-	-	-	-	-	-	-	-	-	3,974.97	1,984.18	4,490.50	1,711.28	3,695.46	
Advances Given	-	-	-	24.73	-	-	-	-	830.18	573.46	-	966.90	631.83	1,797.09	1,230.02	
Advances Taken	11.24	12.50	-	-	-	-	-	-	-	-	-	-	-	11.24	12.50	
Fluctuating Capital Account with a LLP (Credit Balance)	-	-	46.41	46.41	-	-	-	-	-	-	-	-	-	46.41	46.41	
Security Deposit	-	-	-	-	-	-	-	-	2,550.00	2,550.00	-	-	18,050.00	12,575.81	20,600.00	
Security Deposit Received	-	-	-	-	-	-	-	-	-	-	-	6.00	-	6.00	-	
Investments	76.00	76.00	0.41	0.41	-	-	-	-	-	-	5,903.66	5,440.23	5,894.47	11,874.54	10,724.86	
Inventories	2,448.00	2,448.00	-	-	-	-	-	-	-	-	-	-	-	2,448.00	2,448.00	
Receivable	-	-	-	-	-	-	-	-	-	-	-	-	4.45	4.45	-	
Payable	-	-	-	-	-	-	-	-	5.14	0.82	241.95	249.08	94.54	101.27	341.63	
Corporate Guarantee taken	-	-	-	-	-	-	-	-	6,472.67	10,581.00	1,25,147.60	1,05,709.00	53,313.14	62,963.00	1,84,933.41	
																1,79,253.00

#### Notes:

1. Post-employment benefits are actuarially determined on overall basis and hence not separately provided.
2. Corporate Guarantee includes Full Value of Multiple Guarantees taken against Loans from Banks & Financial Institutions
3. The Company's material related party transactions and outstanding balances are with related parties with whom the Company routinely enters into transactions in the ordinary course of business.

## Notes to Consolidated Financial Statements

### 42. Details of terms of repayment and nature of securities provided in respect of secured borrowings (non current) are as under:

Bank	Nature of Security	Repayment terms	Interest Rate	As at	
				31st March, 2019	31st March, 2018
(A) Term Loans from Banks					
				(₹ in Lakhs)	
a. RBL Bank Limited	Exclusive charge by way of hypothecation on present and future inventory and receivables (including receivables of Landowners' share) from the Project "Emami Aerocity", Kalapati Coimbatore, Tamil Nadu. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company (wholly-owned subsidiary).	Term Loan of ₹7,500 Lakhs is repayable in 10 structured quarterly installments of ₹750 Lakhs each commencing from June, 2019.	10.50%	6,450.60	-
b. RBL Bank Limited	Subservient charge by way of hypothecation over receivables of Company's Project "Emami City" and "Emami Tejomaya" coupled with corporate guarantee and pledge of equity shares held by two related parties	Term Loan of ₹16,500 Lakhs is repayable in 10 structured quarterly installments commencing from December, 2017 out of this, 5 installments of ₹825 Lakhs each, 1 installment of ₹1,650 Lakhs each, 3 installments of ₹2,475 Lakhs each and 1 installment of ₹3,300 Lakhs each.	9.50%	12,300.49	15,476.56
c. ICICI Bank Limited	First charge on immovable property owned by Add Albatross Properties Private Limited at 34 Egattur Village, Chengalpet Taluk, Tamil Nadu under the name of Project "Emami Tejomaya" and its receivables thereof. Further, the loan is secured by the corporate guarantee of Add Albatross Properties Private Limited and Oriental Sales Agencies (India) Private Limited and Fixed deposits of ₹459.93 Lakhs kept in lien with Bank.	Term Loan of ₹11,500 Lakhs is repayable in 30 monthly installments of ₹383 Lakhs each commencing from April, 2017; ₹15,000 Lakhs is repayable in 30 monthly installments of ₹500 Lakhs each commencing from April, 2020	10.25%	16,759.45	10,258.27
d. ICICI Bank Limited	First charge on immovable property owned by Oriental Sales Agencies (India) Private Limited at 2 Jessore Road, Kolkata - 700028 under the name of Project "Emami City" and its receivables thereof as well as additional security of a land parcel owned by a related party together with the corporate guarantee by the said related party to the extent of the value of above mortgaged land. Further, the loan is secured by the corporate guarantee of Oriental Sales Agencies (India) Private Limited except for a sum of ₹3,000 Lakhs as well as Fixed deposits of ₹327.50 Lakhs kept in lien with Bank.	Term Loan of ₹9,000 Lakhs is repayable in 24 monthly installments of ₹375 Lakhs each commencing from April, 2018; ₹10,000 Lakhs is repayable in 24 monthly installments of ₹417 Lakhs each commencing from April, 2018; ₹3,000 Lakhs is repayable in 24 monthly installments of ₹125 Lakhs each commencing from April, 2020.	10.85%	11,806.58	17,720.31
e. RBL Bank Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies and Fixed deposits of ₹300 Lakhs kept in lien with Bank.	Repaid in April, 2018	10.05%	-	6,974.85
f. RBL Bank Limited	First charge on immovable property owned by Sneha Ashiana Private Limited (wholly-owned subsidiary) at Coimbatore, Tamil Nadu, under the name of Project "Emami Aerocity" as well as hypothecation over its inventory and receivables thereof. Further, the loan is secured by the Corporate Guarantee of a related party and the land owning company.	Repaid in June, 2018	10.75%	-	999.12
Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)				47,317.13	51,429.11
<b>Total</b>				<b>24,812.10</b>	<b>33,044.11</b>

## Notes to Consolidated Financial Statements

### 42. Details of terms of repayment and nature of securities provided in respect of secured borrowings (non-current) are as under: (Contd.)

#### (B) Term Loans from Non Banking Financial Companies

Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
				31st March, 2019	31st March, 2018
i. Axis Finance Limited	First charge by way of mortgage of Land at Indore and Bhubaneswar, owned by the Company and related parties coupled with Corporate Guarantee of the land owning companies and a related party	₹9,709 Lakhs is repayable in 12 equal quarterly installments of ₹809.08 Lakhs commencing from March, 2018.	9.35%	6,342.96	8,577.27
ii. Housing Development Finance Corporation Limited	First charge by way of mortgage of owned land at Buda, Jhansi, Uttar Pradesh along with First Charge of further land at Buda, Jhansi, Uttar Pradesh owned by related parties coupled with Corporate Guarantee of a related party.	₹20,000 Lakhs is repayable in 8 equal quarterly installments of ₹2,500 Lakhs each, commencing from Nov, 2018.	11.96%	14,926.56	19,813.95
iii. Housing Development Finance Corporation Limited	First charge on immovable property owned by the Company and four related parties at Khailar, Uttar Pradesh, under the name of Project "Emami Nature", as well as hypothecation over the inventory and receivables thereof. Further, the loan is secured by the corporate guarantee of related parties including the land owning companies	₹12,500 Lakhs is repayable in 8 structured quarterly installments commencing from June, 2020, out of this, 4 installments of ₹1,000 Lakhs each, 4 installments of ₹1,500 Lakhs each, 2 installments of ₹2,000 Lakhs each.	12.20%	7,841.25	-
				<b>29,110.77</b>	<b>28,391.22</b>
		Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)		17,736.33	10,736.33
		<b>Total</b>		<b>11,374.44</b>	<b>17,654.89</b>

### 43. Details of terms of repayment and nature of securities provided in respect of unsecured borrowings (non-current) are as under:

Non-Convertible Debentures	Nature of Security	Repayment terms	Interest Rate	As at	
				31st March, 2019	31st March, 2018
i. 500 (1,500) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 9.05%. Bullet repayment on March 25, 2021 subject to the redemption premium reset on March 11, 2020	Zero	4,992.81	15,000.00
ii. 1,000 (Nil) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 12%. Bullet repayment on April 20, 2020 subject to the put/call date i.e. August 20, 2019. The redemption premium will be adjusted until the Final Settlement Date.	Zero	10,000.00	-
iii. 1,000 (Nil) Non-Convertible Debentures of ₹10,00,000/- each-	Pledge of equity shares coupled with corporate guarantee of a related party	Redemption premium at an internal rate of return of 9.75%. Bullet repayment on December 27, 2019.	Zero	9,996.53	-
iv. 1,150 Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in June, 2018	Zero	-	11,500.00
v. 1,000 Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	Redeemed in February, 2019	Zero	-	9,990.65
				<b>24,989.34</b>	<b>36,490.65</b>
		Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)		10,000.00	11,500.00
		<b>Total</b>		<b>14,989.34</b>	<b>24,990.65</b>

## Notes to Consolidated Financial Statements

### 43. Details of terms of repayment and nature of securities provided in respect of unsecured borrowings (non-current) are as under: (Contd.)

#### (B) Term Loans from Non Banking Financial Companies

Financial Institutions	Nature of Security	Repayment terms	Interest Rate	As at	
				31st March, 2019	31st March, 2018
i. Kotak Mahindra Prime Limited	Paripassu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP and charge on Interest Service Reserve Account represented by Fixed deposits of ₹257.25 Lakhs kept in lien. Further, the loan is inter alia secured by Corporate Guarantee of a related party and paripassu charge by way of hypothecation on all receivables and cash flows due from LLP	₹5,000 Lakhs is repayable in 36 monthly installments of ₹133.33 Lakhs each, commencing from January, 2020.	10.90%	4,887.30	4,693.17
	Pledge of equity shares coupled with corporate guarantee of a related party.	Repayable in March 2022	11.00%	2,498.68	2,492.13
	Pledge of equity shares coupled with corporate guarantee of a related party.	₹3,000 Lakhs is repayable in 2 tranches of ₹1,500 Lakhs each, in August, 2018 and August, 2019.	10.50%	1,488.28	2,990.56
	Pledge of equity shares coupled with corporate guarantee of a related party.	60 months from the date of disbursement i.e August 29, 2018 with put/call option at the end of 6th month from the date of disbursement i.e August 29, 2018	10.20%	5,572.45	-
ii. Kotak Mahindra Investments Limited	Corporate Guarantee of a related party	₹1,000 Lakhs is repayable in 2 tranches of ₹500 Lakhs each, in August, 2018 and August, 2019.	10.50%	495.34	993.35
	Corporate Guarantee of a related party	60 months from the date of disbursement i.e August 31, 2018 with put/call option at the end of 6 month from the date of disbursement i.e August 31, 2018	10.20%	1,857.48	-
iii. Axis Finance Limited	First charge by way of mortgage of Land at Buda, Uttar Pradesh owned by a related party coupled with Corporate Guarantee of the land owning company and a related party	Bullet repayment at the end of 2 years from the date of disbursement i.e. 25th September 2017	10.50%	2,978.05	2,933.05
iv. Housing Development Finance Corporation Limited	First charge by way of mortgage of land at Buda, Jhansi, Uttar Pradesh owned by five related parties coupled with Corporate Guarantee of a related party for ₹10,000 Lakhs	₹10,000 Lakhs is repayable in 8 equal quarterly installments of ₹1,250 Lakhs each, commencing from March, 2018.	12.30%	3,735.12	8,676.56
v. Clix Capital Services Private Limited	Paripassu charge by mortgage of Project Land at Mulund, Mumbai owned by Lohitka Properties LLP and charge on Interest Service Reserve Account represented by Fixed deposits of ₹257.25 Lakhs kept in lien. Further, the loan is inter alia secured by Corporate Guarantee of a related party and paripassu charge by way of hypothecation on all receivables and cash flows due from LLP	₹10,000 Lakhs is repayable in 36 monthly installments of ₹277.78 Lakhs each, commencing from January, 2020.	11.40%	4,825.50	4,786.34
	Pledge of equity shares coupled with corporate guarantee of a related party.	₹1,650 Lakhs is repayable in 2 tranches of ₹825 Lakhs each, in August, 2018 and August, 2019.	11.60%	4,901.64	-
vi. Kotak Mahindra Prime Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	₹825 Lakhs is repayable in 2 tranches of ₹825 Lakhs each, in August, 2018 and August, 2019.	10.10%	815.19	1,644.51
vii. Kotak Mahindra Investments Limited	Pledge of equity shares coupled with corporate guarantee of a related party.	₹550 Lakhs is repayable in 2 tranches of ₹275 Lakhs each, in August, 2018 and August, 2019.	10.10%	271.73	546.34
Less: Current Maturities of Long Term Debt disclosed under Other Financial Liabilities (Refer Note No. 24)				34,326.76	29,756.01
<b>Total</b>				<b>20,739.84</b>	<b>21,656.01</b>

## Notes to Consolidated Financial Statements

44. Details of repayment and securities provided in respect of unsecured borrowings (current) are as under:

Non-Convertible Debentures		Repayment terms		Interest Rate	As at	
Nature of Security			31st March, 2019		31st March, 2018	
(A) Redeemable Non-Convertible Debentures					(₹ in Lakhs)	
i. 250 (Nil) Non-Convertible Debentures of ₹10,00,000/- each	Pledge of equity shares coupled with corporate guarantee of a related party	May 2019		Zero	2,500.00	-
				<b>Total</b>	<b>2,500.00</b>	<b>-</b>
(B) Term Loans from Non Banking Financial Companies				Interest Rate	As at	
Financial Institutions	Nature of Security	Repayment terms			31st March, 2019	31st March, 2018
					(₹ in Lakhs)	
i. Aditya Birla Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	₹4,500 Lakhs is repayable in 2 tranches of ₹2,250 Lakhs each, in November, 2019 and December, 2019 (Renewed).		10.25%	4,500.00	4,500.00
ii. Bajaj Finance Limited	Pledge of equity shares coupled with corporate guarantee by a related party	Bullet repayment at the end of 12th month from the date of disbursement i.e. 3rd November, 2018 (Renewed)		10.00%	5,000.00	5,000.00
iii. JM Financial Products Ltd	Pledge of equity shares coupled with corporate guarantee by a related party	₹3,500 Lakhs is repayable on 14th June, 2019		12.00%	3,500.00	-
				<b>Total</b>	<b>13,000.00</b>	<b>9,500.00</b>

45. The Parent is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. The financial statement of the above entity for the Financial Year 2018-19 have not yet been finalized and audited and thus not made available to the Parent for incorporation in its own financial statement. Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the accounts.

### 46. Capital Management

The Group's objective when managing capital (defined as net debt and equity) is to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Group manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Group.

## Notes to Consolidated Financial Statements

### 46. Capital Management (Contd.)

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt as below:

Particulars	(₹ in Lakhs)	
	31st March, 2019	31st March, 2018
Borrowings ( Non-Current and current including current maturities of non-current borrowings)	2,66,498.24	2,05,910.36
Other Financial Liabilities	4,015.88	2,685.95
Less: Cash and cash equivalents (including other bank balances)	1,284.49	1,146.11
<b>Net Debt (A)</b>	<b>2,69,229.63</b>	<b>2,07,450.20</b>
Equity Share Capital	558.78	558.78
Other Equity	14,144.13	13,844.50
<b>Equity (B)</b>	<b>14,702.91</b>	<b>14,403.29</b>
<b>Equity plus Net Debt (C=A+B)</b>	<b>2,83,932.54</b>	<b>2,21,853.48</b>
<b>Gearing Ratio (D=A/C)</b>	<b>94.82%</b>	<b>93.51%</b>

### 47. (i) Information regarding Investment Property

Particulars	(₹ in Lakhs)	
	2018-19	2017-18
Fair Value of opening balance of Investment Property	4,575.44	4,073.31
Fair Value of closing balance of Investment Property	5,729.73	4,575.44

The fair value of Investment Property has been classified as Level 3 fair value in the fair value hierarchy due to the use of unobservable inputs. There has been no change in valuation techniques used since prior years.

### (ii) Amount recognized in Statement of Profit and Loss for Investment Properties

Particulars	(₹ in Lakhs)	
	2018-19	2017-18
Rental Income	9.00	-
Less: Direct operating expenses that did not generate rental income	-	-
Less: Direct operating expenses that generate rental income	2.27	-
<b>Profit/(Loss) from investment property before depreciation</b>	<b>6.73</b>	<b>-</b>
Less: Depreciation	20.24	-
<b>Profit/(Loss) from investment property after depreciation</b>	<b>(13.51)</b>	<b>-</b>

### 48. Investment in Limited Liability Partnerships

Name	Profit Sharing Ratio		Total Capital (₹ in Lakhs)	
	2018-19	2017-18	2018-19	2017-18
	i. Lohitka Properties LLP	10%	10%	0.40
ii. Supervalve Nirman LLP	1%	1%	0.01	0.01

### 49. (i) Current Non-Trade Investments purchased and sold during the year

Particulars	2018-19		2017-18	
	Purchased	Sold	Purchased	Sold
	Nos. of Units.	Nos. of Units.	Nos. of Units.	Nos. of Units.
	Kotak Money Market Scheme - Direct Plan Growth	6,988.455	6,988.455	-
Kotak Floater Short Term - Direct Plan - Growth	-	-	21,955.031	21,955.031

### (ii) Current Non-Trade Investments purchased and sold during the year

Particulars	(₹ in Lakhs)	
	2018-19	2017-18
<b>Painting</b>		
Opening Balance	385.62	389.66
Add: Purchase	13.94	-
Less: Sale	-	4.05
<b>Closing Balance</b>	<b>399.56</b>	<b>385.62</b>

## Notes to Consolidated Financial Statements

### 50. Expenditure in Foreign Currency (On Payment Basis)

(₹ in Lakhs)

Particulars	2018-19	2017-18
Employee Training Expenses	37.90	28.51
Others	-	27.91
<b>Total</b>	<b>37.90</b>	<b>56.42</b>

### 51. Additional information pursuant to Schedule III to the Companies Act, 2013

(₹ in Lakhs)

Name of the Entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of consolidated OCI	Amount (₹ in Lakhs)	As % of consolidated TCI	Amount (₹ in Lakhs)
Emami Realty Limited	110.41%	16,241.71	147.13%	73.00	100.00%	250.00	107.80%	323.00
<b>Subsidiaries (Indian):</b>								
Sneha Ashiana Private Limited	-0.04%	(5.37)	35.46%	17.59	0.00%	-	5.87%	17.59
New Age Realty Private Limited	-7.90%	(1,162.75)	-0.36%	(0.18)	0.00%	-	-0.06%	(0.18)
Delta PV Private Limited	0.12%	17.46	0.08%	0.04	0.00%	-	0.01%	0.04
Non-Controlling Interest	0.05%	7.87	-0.04%	(0.02)	0.00%	-	-0.01%	(0.02)
<b>Associates (Indian):</b>								
Roseview Developers Private Limited	0.00%	(0.50)	0.00%	-	0.00%	-	0.00%	-
Prajay Urban Private Limited	0.00%	(0.50)	0.00%	-	0.00%	-	0.00%	-
Bengal Emami Housing Limited	-0.01%	(0.86)	0.32%	0.16	0.00%	-	0.05%	0.16
Swanhousing & Infra Private Limited	0.03%	3.83	2.40%	1.19	0.00%	-	0.40%	1.19
Inter-company Elimination & Consolidation Adjustment	-2.65%	(390.11)	-84.95%	(42.15)	0.00%	-	-14.07%	(42.15)
<b>Total</b>	<b>100.00%</b>	<b>14,710.79</b>	<b>100.04%</b>	<b>49.64</b>	<b>100.00%</b>	<b>250.00</b>	<b>100.01%</b>	<b>299.64</b>

### 52. Contingent Liabilities & Commitments

#### i. Contingent Liabilities

(₹ in Lakhs)

Particulars	31st March, 2019	31st March, 2018
<b>a) Claims against the Company not acknowledged as debt</b>		
Service Tax	55.64	-
<b>b) Guarantee and counter guarantee given</b>		
Bank Guarantee	8.32	48.51

#### ii. Commitments

(₹ in Lakhs)

Particulars	31st March, 2019	31st March, 2018
Major Contract Commitment outstanding for land purchase	3,000.00	725.00

53. The Parent has entered into Joint Development Agreements for development of Projects at Bhubaneswar, Chennai, Coimbatore and Kolkata.

54. Against the JDA Assignment Agreement entered by New Age Realty Pvt Ltd, subsidiary of the Company with M/S Presidium Construction (Coimbatore) Pvt. Ltd. and M/S Karthikeya Ancillaries Pvt. Ltd. (the Landlord) for assignment of JDA entered into between the Landlord and Presidium Construction Pvt. Ltd. for development of an immovable property situated at Avinashi Road, Coimbatore and further to this, against Area Assignment Agreement entered between the Company and the said Landlord, the said Landlord has served Termination Notice and legal proceedings led to an appointment of Justice P K Balasubramanyan, Retired Judge of Supreme Court of India, as a sole arbitrator pursuant to the order of Hon'ble Madras High Court, who has passed an award on 1st June 2017. While inter alia confirming the possession of the subject land to the said subsidiary, he has not allowed interest on monies paid to the Landlord from the beginning. The Company and its said subsidiary have preferred an application u/s 34 of the Arbitration and Reconciliation Act 1996 for setting aside the award before the District Court, Coimbatore. The matter has been admitted and accordingly, the results of the proceedings are expected to be in its favour. The Landlord has not been able to pay as per the award passed by the said arbitrator.



## Notes to Consolidated Financial Statements

### 55. Segment Reporting

The Group is engaged in the business of **Real Estate Development**, which as per Ind AS 108 on "Segment Reporting" is considered to be the only reportable business segment. **The Group is operating only in India and there is no other significant geographical segment.**

56. There were no dues outstanding for more than 45 days to any Micro Enterprise and Small Enterprises suppliers. The above information regarding Micro Enterprise and Small Enterprises has been determined to the extent such communication has been received from the respective parties by the Group. This has been relied upon by the Auditors.

(₹ in Lakhs)		
Particulars	31st March, 2019	31st March, 2018
i) the Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	NIL	3.06
ii) the amount of interest paid by the buyer in terms of Section 16 along with amount of the payment made to the supplier beyond the appointed day during the each accounting year	NIL	NIL
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond appointed day during the year) but without adding the interest specified under MSMED Act, 2006	NIL	NIL
iv) the amount of interest accrued and remaining unpaid at the end of each accounting year: and	NIL	NIL
v) the amount of further interest remaining due and payable in the succeeding year until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23	NIL	NIL

### 57. Corporate Social Responsibility

(₹ in Lakhs)

Particulars	31st March, 2019	31st March, 2018
a) Gross amount required to be spent by the Company during the year	8.60	7.07
b) Amount spent during the year		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than (i) above	10.00	295.00

58. Previous year's figures have been rearranged or regrouped wherever necessary.

As per our report of even date

For **S K Agrawal & Co**  
Chartered Accountants  
Firm Registration No. 306033E

**J. K. Choudhury**  
Partner  
M. No. 009367

Place: Kolkata

Date: 30th May, 2019

For and on behalf of the Board of Directors

**Abhijit Datta**  
Chairman  
DIN: 00790029

**Dr. Nitesh Kumar Gupta**  
Chief Executive Officer

**Hari Mohan Marda**  
Director  
DIN: 00855466

**Payel Jain**  
Company Secretary  
ACS 22418

**Girija Kumar Choudhary**  
Whole-time Director & CFO  
DIN: 00821762

## Form AOC-I

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

## STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES &amp; ASSOCIATES

## Part "A": Subsidiaries

(₹ in Lakhs, except percentage of shareholding)

Sl. No.	1	2	3
Name of subsidiary	Sneha Ashiana Private Limited	Delta PV Private Limited	New Age Realty Private Limited
Date since when the subsidiary was acquired	20.07.2007	02.09.2008	05.06.2007
Reporting Date	31.03.2019	31.03.2019	31.03.2019
Reporting Currency	INR	INR	INR
Share capital	5.00	45.00	5.00
Reserves & surplus	(10.37)	(27.54)	(1,167.75)
Total Assets	8,365.94	1,691.65	1,170.34
Total Liabilities	8,371.31	1,674.18	2,333.09
Investments	-	-	-
Turnover	477.91	-	-
Profit/(Loss) before Taxation	21.96	0.05	(0.18)
Tax Expense	4.37	0.01	-
Profit/(Loss) after Taxation	17.59	0.04	(0.18)
Proposed Dividend	-	-	-
% of Shareholding	100	55	60

## Notes:

- Names of subsidiaries which are yet to commence operations – NONE
- Names of subsidiaries which have been liquidated or sold during the year- NONE;

## Part "B"

STATEMENT PURSUANT TO Section 129 (3) OF THE COMPANIES ACT, 2013  
RELATED TO ASSOCIATE COMPANIES

(₹ in Lakhs, except percentage of shareholding)

Sl. No.	1	2	3	4
Name of Associates	Roseview Developers Private Limited	Prajay Urban Private Limited	Bengal Emami Housing Limited	Swanhousing & Infra Private Limited
1. Latest audited Balance Sheet Date	31.03.2019	31.03.2019	31.03.2019	31.03.2019
2. Date on which the Associate was associated or acquired	25.01.2007	31.03.2008	27.06.2011	04.02.2016
3. Shares of Associates held by the Company on the year end				
- No.	5,000	5,000	60,000	6,90,000
- Amount of Investment (₹ in Lakhs)	0.50	0.50	6.00	69.00
- Extent of Holding (%)	50	50	30	33.66
4. Description of how there is significant influence	Based on the percentage of holding over these investees			
5. Reason why the associate/joint venture is not consolidated	N.A.	N.A.	N.A.	N.A.
6. Networth attributable to Shareholding as per latest audited Balance Sheet	(0.50)	(0.50)	(0.86)	3.83
7. Profit / Loss for the year				
i. Considered in Consolidation	-	-	0.16	1.19
ii. Not considered in Consolidation	-	-	-	-

## Notes:

- Names of associates or joint ventures which are yet to commence operations- NONE
- Names of associates or joint ventures which have been liquidated or sold during the year- NONE

For and on behalf of the Board of Directors

**Abhijit Datta**  
Chairman  
DIN: 00790029

**Hari Mohan Marda**  
Director  
DIN: 00855466

**Girija Kumar Choudhary**  
Whole-time Director & CFO  
DIN: 00821762

**Dr. Nitesh Kumar Gupta**  
Chief Executive Officer

**Payel Jain**  
Company Secretary  
ACS: 22418

Kolkata  
May 30, 2019





## Emami Realty Limited

(formerly Emami Infrastructure Limited)

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,

Tel: 022 6625 1200; E-mail: infra@emamirealty.com; Website: www.emamirealty.com

# NOTICE

**NOTICE** is hereby given that the 11th Annual General Meeting of the Members of Emami Realty Limited will be held at Kolkata Centre for Creativity, 777 Anandapur, E. M. Bypass, Kolkata – 700 107 on Thursday, 19th September, 2019, at 11.00 A.M. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Rajesh Bansal (DIN: 00645035), who retires by rotation and being eligible, offer himself for re-appointment.

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of 16th Annual General Meeting, at a remuneration of ₹9,00,000/- (Rupees Nine Lakhs only) to conduct the audit for the financial year 2019-20 plus taxes as applicable, and reimbursement of out-of-pocket expenses incurred, if any.”

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mrs. Karabi Sengupta (DIN: 02534951), who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an

Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 31st March, 2020.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of Nomination & Remuneration Committee and Audit Committee in this respect, Mr. Rajesh Bansal (DIN: 00645035) be and is hereby re-appointed as the Whole-Time Director of the Company for a further period of 3 years w.e.f. 10th August, 2018, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 8th August, 2018 and Agreement dated 29th September, 2018, copies whereof, have been submitted to this meeting, which Agreements are also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions, subject to compliance with the conditions as laid down under Schedule V to the Act.

**RESOLVED FURTHER THAT** in pursuance of Section 197(3) of the Act, Mr. Bansal may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in addition to the resolutions passed by the members under Section 188 of the Companies Act, 2013 and under Regulation 23 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, members do hereby confirm, ratify and approve the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with related parties within the meaning of the Listing Regulations as detailed in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the above arrangement/ transactions/ contracts and to perform all other obligations in terms of such arrangements/ transactions/ contracts with the related party.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI or any other authority/ agency in this regard as may be applicable, the approval of Members of the Company be and is hereby accorded to Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution or any Director as may be approved by the Board) to create, offer, issue and allot at an appropriate time, in one or more tranches the Secured (including by way of third party security) / Unsecured/ Redeemable/ Non-Convertible Debentures ("NCDs") including but not limited to subordinate debentures, bonds, and/or other debt securities etc. whether rated or unrated, listed or unlisted, on a private placement basis, during the period of One (1) year from the date of passing of this Resolution by the Members, to

such person(s), including one or more company(ies), bodies corporate(s), statutory corporations, scheduled / commercial banks, trusts, lending agencies, financial institutions, NBFCs, insurance companies, mutual funds, pension/ provident funds etc. as the case may be or such other person(s) / bodies corporate or organisation and on such terms and conditions as may be decided by the Board within the overall borrowing limits as approved by the Members from time to time and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the issue, the class of investors or subscribers to whom NCDs proposed to be issued, time of issue, number and/or value of securities to be offered, issue price, tenor, interest rate, premium/discount and further authorised to finalise/modify any other related agreements, addendum, memoranda, deeds, documents, writings, undertaking, guarantee, indemnity etc., to be executed and amendments/ modifications thereto, provide any clarifications related to issue and allotment of NCDs, listing of NCDs on Stock Exchanges, as appropriate, making of application to relevant depository(ies) for admission of NCDs as appropriate and further authorised to register all such agreements, documents, instruments and writings as deemed necessary, including providing of private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other deeds, documents, writings as may be required in connection with the offering(s), issuance(s) and/ or allotment of NCDs on a private placement basis, utilisation of the issue proceeds and further to authorise all such persons including Director(s) of the Company, as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, with further power to settle all questions, difficulties or doubts that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

By Order of the Board  
For **Emami Realty Limited**  
(formerly Emami Infrastructure Limited)

**Payel Jain**

Company Secretary

M. No. A22418

Place: Kolkata

Date: 30th May, 2019

## NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. Proxies, to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.

Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 13th September, 2019 to 19th September, 2019, (both days inclusive).
6. A statement containing details of the Directors seeking re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed.
7. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the Meeting.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
10. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2018-19 and Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 11th Annual General Meeting and Annual Report for 2018-19 will also be available on Company's website at [www.emamirealty.com](http://www.emamirealty.com) for download.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed M/s MKB & Associates, Practising Company Secretaries, as the Scrutinizer for this purpose.
14. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 13th September, 2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the Meeting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
15. The facility for voting through ballot paper will also be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the Meeting

through ballot paper. The members who have already cast their vote through remote e-voting may attend the Meeting but will not be entitled to cast their votes again.

16. A member can opt for only one mode of voting, i.e., through e-voting or through ballot form, either in person or through proxy at the Meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through ballot form at the venue of the meeting shall be treated as invalid.

**The instructions for members for remote e-voting are as under:**

- (i) The voting period begins on 16th September, 2019 from 10:00 a.m. (IST) and ends on 18th September, 2019, 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, may cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID:
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and in Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field—Sequence number is communicated in the Covering Letter.</li> </ul>
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DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "**EMAMI REALTY LIMITED**".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "FORGOT PASSWORD" & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App

Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Institutional Shareholders & Custodians:

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting,

you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company

(xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 13th September, 2019 (cut-off date) may write to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [infra@emamirealty.com](mailto:infra@emamirealty.com) requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website [www.evotingindia.com](http://www.evotingindia.com) and exercise their votes.

(xxiii) The results of voting will be declared within 48 hours from the conclusion of Meeting and the resolutions proposed thereat will be deemed to be passed on the date of Meeting, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be available on the Company's website [www.emamirealty.com](http://www.emamirealty.com) and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

(xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

The Members of the Company at the 6th Annual General Meeting ('AGM') held on 5th September, 2014 approved the appointment of M/S S K Agrawal & Co, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/S S K Agrawal & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of the said M/S S K Agrawal & Co for conducting the audit for the financial year 2018-19 is ₹ 9 Lakhs plus goods and services tax as applicable. The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/S Agrawal Tondon & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 16th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/S Agrawal Tondon & Co. for the financial year 2019-20 as set out in the Resolution relating to their appointment.

The Committee considered various parameters like audit experience in the Company's operating segments, clientele served, technical knowledge etc., and found M/S Agrawal Tondon & Co. to be best suited to handle the audit of the financial statements of the

Company. M/S Agrawal Tondon & Co. have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution by way of Ordinary Resolution for your approval.

### Item No. 4

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed re-appointment of Mrs. Karabi Sengupta as Independent Director of the Company at this Annual General Meeting for a second term of 5 (five) years, with effect from 31st March, 2020.

The Nomination and Remuneration Committee at its meeting held on 30th May, 2019, evaluated the performance of Mrs. Sengupta. Based on her experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from her and concluded that her individual performance was satisfactory.



The Company has received a declaration to the effect that Mrs. Sengupta meets the criteria of Independent Director as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In the opinion of the Board, Mrs. Sengupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, for re-appointment as Independent Director of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mrs. Sengupta as Independent Director, for your approval.

Disclosures required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided as Annexure to the Notice.

A copy of the draft Letter of re-appointment of Mrs. Sengupta, setting out terms and conditions of her re-appointment, would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than appointee herself and her relatives, are concerned or interested, financially or otherwise, in this Resolution.

#### **Item No. 5**

Mr. Rajesh Bansal was appointed as the Whole-Time Director of the Company w.e.f. 22nd July, 2016 for a period upto 9th August, 2018. In order that there is no break in his tenure, the Board of Directors at its meeting held on 8th August, 2018, on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, have approved, subject to the approval of the Members, the re-appointment of Mr. Rajesh Bansal as the Whole-Time Director of the Company w.e.f. 10th August, 2018 for a further period of 3 years on the terms and conditions contained in the Agreement dated 8th August, 2018. The Nomination and Remuneration Committee, being duly authorized by the Board, in its meeting held on 29th September, 2018 have approved payment of following remuneration to Mr. Bansal, as contained in the Supplementary Agreement dated 29th September, 2018.:

##### **1. Remuneration:**

- a. Basic Salary in the range of ₹ 86,300/- to ₹ 1,50,000/- per month from 10th August, 2018 for a period of 3 years, as may be recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

- b. Perquisites and other benefits: Besides the above salary, Mr. Rajesh Bansal will be entitled to the perquisites and other benefits including HRA, Transport Allowance, Special Allowance, Bonus, Medical Reimbursement and reimbursement of expenses exclusively incurred for the business of the Company, on actual basis.

##### **2. Other terms:**

- a. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company matters as specified in the Agreement.
- b. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors.
- c. The Whole-Time Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
- d. This agreement can be terminated by either party by giving three months' prior notice in writing.

Your Directors seek your approval to the said resolution by way of special resolution. Except Mr. Bansal and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the Agreements dated 8th August, 2018 and 29th September, 2018 referred to the above are available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

#### **Item No. 6**

In terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material transactions with related parties as per 2(1)(zb) of the Listing Regulations, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, require approval of the members and the related parties shall not vote to approve such resolution.

In view of the business requirements of the Company, the Board of Directors, based on the recommendations of the Audit Committee, has proposed variation in the limits of related party transactions already approved by the members earlier and also inclusion of further parties in the list, being related parties within the meaning of Companies Act and Listing Regulations, for financial years commencing from financial year 2018-19.

Sl. No	Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year	
1.	Prajay Urban Private Limited	None	Associate	Loan/ Advance/ Interest / Investment/ Inventories Reimbursement of Expenses	₹50 Cr	
2.	Supervalue Nirman LLP	None	LLP wherein the Company is a Partner	Loan/ Advance/ Interest / Investment/ Reimbursement of Expenses	₹25 Cr	
3.	Prabhakar Viniyog Private Limited	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee	To be included in aggregate limit of ₹3,000 Crores sanctioned for companies, severally and / or jointly, vide Postal Ballot Notice dated 9th November, 2016 and AGM Notice dated 1st July, 2017	
4.	Raviraj Viniyog Private Limited	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
5.	TMT Viniyog Ltd	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
6.	Sundew Finance Private Limited	None	Entities where Company's Promoters have significant influence	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
7.	Emami Cement Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
8.	AMRI Hospitals Limited	Mrs. Karabi Sengupta		Loan/ Advance/ Interest / Reimbursement of Expenses		₹100 Cr
9.	Add-Albatross Properties Private Limited	None		Loan/ Interest/ Reimbursement/ Security Deposit/ Corporate Guarantee/ Commission		₹400 Cr
10.	Fastgrow Crops Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹50 Cr
11.	Emami Beverages Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹35 Cr
12.	Sneha Skyhigh Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹25 Cr
13.	Emami Projects Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹35 Cr
14.	Emami Constructions Private Limited	None		Loan/ Advances / Interest / Reimbursement of Expenses		₹40 Cr

Any other information relevant or important for the members to take a decision on the proposed resolution:

- The Company had availed credit facilities of ₹ 100 Crores and ₹ 200 Crores from Housing Development Finance Corporation Limited ("HDFC") on the terms and conditions contained in the Master Facility Agreements executed on 29th November, 2016 and 4th August, 2017 respectively. The said facilities were, inter alia secured by the Corporate Guarantee of Bhanu Vyapaar Private Limited. During the year 2018-19, the Corporate Guarantee of the Bhanu Vyapaar Private Limited was released and in place thereof, the Company furnished Corporate Guarantee of Prabhakar Viniyog Private Limited in favour of HDFC on similar terms.
- The Company availed credit Facility of ₹ 100 Crores and ₹ 30 Crores from Axis Finance Limited ("Axis") on the terms and conditions contained in the Master Facility Agreements executed on 10th March, 2017 (as amended) and 22nd September, 2017 respectively. The said facilities were, inter alia secured by the Corporate Guarantee of Bhanu Vyapaar Private Limited and Suntrack Commerce Private Limited, respectively. During the year 2019-20, the Company furnished additional Corporate Guarantee of Raviraj Viniyog Private Limited in favour of Axis, on similar terms.
- During the year 2018-19, the Company availed inter-corporate loan from entity mentioned at No. 7 for its general corporate purposes, at a rate being in line with prevailing market rate.

4. The Company has previously approved the limit for transactions with entities mentioned at No 8 to 14 and the same is now being revised in line with business requirements of the Company. Since beginning of transaction, the opening balances of each such entity are also sought to be ratified.

Accordingly, approval of the members is sought for confirmation and ratification of the related party transactions as mentioned above.

Your Directors recommend the Resolution at Item No. 6 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except as mentioned in the table above, are concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 7**

In order to augment resources for general corporate purposes, the Company may offer or invite subscription for NCDs, in one or more tranches on private placement basis, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

In terms of applicable provisions of the Act and rules framed thereunder, the Company can issue securities on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by means of a Special

Resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it would be sufficient if the Company passes Special Resolution only once in a year for all offer(s) or invitation(s) for such NCDs issued on a private placement basis during the year which shall be within the limit of which the approval being sought.

Consent of the Members is therefore, sought in connection with the aforesaid issue of NCDs including but not limited to subordinated debentures, bonds etc. on private placement basis redeemable at par or premium, as the case may be, within the overall borrowing limits as approved by the Members from time to time, in one or more tranches, during a period of one year from the date of passing of this resolution.

The Directors recommend the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board  
For **Emami Realty Limited**  
(formerly Emami Infrastructure Limited)

Place: Kolkata  
Date: 30th May, 2019

**Payel Jain**  
Company Secretary  
M. No. A22418

**DETAILS OF DIRECTORS PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS**

<b>Name of the Director</b>	<b>Mrs. Karabi Sengupta</b>	<b>Mr. Rajesh Bansal</b>
DIN	02534951	00645035
Date of Birth	6th December, 1951	3rd September, 1962
Age (in years)	67	56
Educational Qualification	Bachelor in Architecture	B.Com (Hons)
Experience (including expertise in specific functional areas)/ Brief resume	She was associated with the West Bengal Housing Board for almost 24 years and retired after serving as the Chief Architect of West Bengal Housing Board for 2 decades in 2011. She has also been an Architectural Advisor to Newtown Kolkata Development Authority for almost 10 years.	He has over two decades of rich experience in the Real Estate Industry and is a member of Bundelkhand Chamber of Commerce since 4 years and plays a key role in the Emami Group in development of the project namely "Emami Nature" at Khailar, Jhansi which is spread over 100 acres of land. He has been instrumental in acquisition of approximately around 1200-1300 acres of land in Jhansi of Uttar Pradesh and Indore/ Khajuraha/ Oreha/ Guna of Madhya Pradesh for Emami Group.
Date of first appointment on the Board	31st March, 2015	22nd July, 2016
Terms and Conditions of Appointment/ Re-appointment	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 11th AGM read with explanatory statement thereto	Proposed to be re-appointed as the Whole-time Director for a period of 3 years as per Notice convening the 11th AGM read with explanatory statement thereto.
Last drawn remuneration	Refer Corporate Governance Report section of the Annual Report 2018-19	Refer Corporate Governance Report section of the Annual Report 2018-19
Details of Remuneration sought to be paid	No approval sought for remuneration.  Eligible for sitting fees for attending meetings of the Board and Committees in which she is a member.	Refer to the Explanatory Statement above
Shareholding in the Company	NIL	NIL
Number of meetings of the Board attended during the financial year	Refer Corporate Governance Report section of the Annual Report 2018-19	Refer Corporate Governance Report section of the Annual Report 2018-19
Directorships in other Companies	<u>Listed</u> None <u>Unlisted</u> 1. AMRI Hospitals Limited 2. Aditya Vincom Private Limited	<u>Listed</u> None <u>Unlisted</u> 1. Philipose Resorts Private Limited 2. Muskan Infrabuild Private Limited 3. S N Industries Private Limited 4. Dev Infracity Private Limited 5. Raj Infraproperties Private Limited 6. Vibu Infraproperties Private Limited
Membership/ Chairmanship of Committees of the Boards of other Companies	None	None
Disclosure of relationship between directors inter-se	None	None

**Disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 in respect of Item No. 5 is stated herein below:**

- 1 Nature of Industry: Real Estate Development
- 2 Date or expected date of commencement of commercial production: The Company was incorporated on January 04, 2008 as a private limited company. The Company had since commenced the business
- 3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- 4 The financial performance of the Company during the preceding three financial years is as under: (Rs. in Lakhs)

Particulars	2018-19	2017-18	2016-17
Total Income	19,532.28	12,029.91	11,887.81
Total Expense	19,330.20	11,753.43	10,050.54
Profit/(Loss) Before tax	202.08	276.48	1,837.27
Profit/(Loss) After Tax	73.00	378.85	1,462.02

- 5 Foreign investments or collaborators, if any

**II. Information about the appointee:**

1	Background details: Mr. Rajesh Bansal is a B.Com (Hons) from Bundelkand University, Jhansi. Mr. Bansal has over 2 decades of rich experience in Real Estate Industry. He is a member of Bundelkhand Chamber of Commerce since 4 years.
2	Past remuneration: During the Financial Year 2018-19, Mr. Rajesh Bansal received Rs. 23.75 Lakhs* as Whole-time Director of the Company * includes Rs. 0.75 Lakhs paid as LTA for previous year
3	Recognition or awards: None
4	Job profile and his suitability: Mr. Bansal plays a key role in development of Company's project namely "Emami Nature" at Khailar, Jhansi which is spread over 100 acres of land. The Company derives a lot of benefit from his expertise and experience in real estate business particularly in relation to purchase of land in various states.
5	Remuneration proposed: As set out in the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration to be paid to Mr. Bansal is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company. Mr. Bansal is not related to any Director of the Company.

**II. Other Information:**


1	Reasons of loss or inadequate profits	The Company is engaged in real estate development. The revenue from the Projects is being recognized in the accounts in accordance with Indian Accounting Standard - 115.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	

**III. Disclosures:**

1	Remuneration package of the managerial personnel: As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any, attached to the Annual Report: Attached with the Director's Report

ROUTE MAP TO THE VENUE OF 11TH AGM



 Kolkata Centre for Creativity,  
777, Anandapur, EM Bypass,  
Kolkata – 700107



# Emami Realty Limited

(formerly Emami Infrastructure Limited)

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,

Tel: 022 6625 1200; E-mail: infra@emamirealty.com; Website: www.emamirealty.com

## PROXY FORM: MGT-11

I/We, being the member(s), holding.....shares of Emami Realty Limited do hereby appoint:

- (1) Name..... Address.....  
E-mail Id..... Signature.....or failing him/her
- (2) Name..... Address.....  
E-mail Id..... Signature.....or failing him/her
- (3) 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 **11th Annual General Meeting** of the Company, to be held on **Thursday, 19th September, 2019 at 11.00 A.M. at Kolkata Centre for Creativity, 777, Anandapur, E M Bypass, Kolkata – 700 107** and at any adjournment thereof, in respect of resolutions as are indicated below:

Sr. No.	Resolutions
<b>Ordinary Business:</b>	
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31/03/2019 and the reports of the Directors and Auditors thereon.
2.	Appointment of a Director in place of Mr. Rajesh Bansal (DIN: 00645035) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/S Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E) as the Statutory Auditors for a period of 5 years from the conclusion of this meeting till the conclusion of 16th Annual General Meeting.
<b>Special Business:</b>	
4.	Re-appointment of Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director of the Company for a period of 5 years w.e.f. 31st March, 2020
5.	Re-appointment of Mr. Rajesh Bansal (DIN: 00645035) as the Whole-time Director of the Company for a period of 3 years w.e.f. 10th August, 2018
6.	Approval to Related Party Transactions
7.	Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures

Signed this .....day of .....2019

Member's Folio /DP ID Client ID No.....

Signature of Shareholder (s).....

Signature of Proxy holder.....

Affix  
Revenue  
Stamp

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 11th Annual General Meeting.