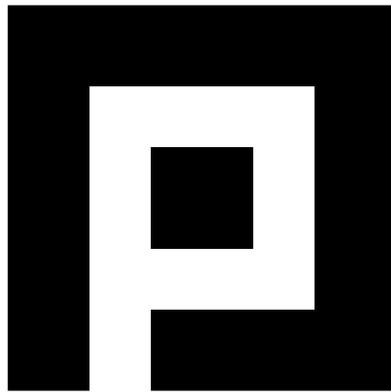


# **PODDAR DEVELOPERS LIMITED**



**THIRTY SECOND ANNUAL REPORT  
2013- 2014**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                        |                        |
|------------------------|------------------------|
| Mr. Dipak Kumar Poddar | – Executive Chairman   |
| Mr. Dilip J. Thakkar   | – Independent Director |
| Mr. Shrikant Tembey    | – Independent Director |
| Mr. Ramakant Nayak     | – Independent Director |
| Mr. Rohitashwa Poddar  | – Managing Director    |

### COMPANY SECRETARY

Mr. Chandrakant Sharma

### AUDITORS

R. S. Shah & Company  
Chartered Accountants, Mumbai.

### BANKERS

State Bank of India  
Kotak Mahindra Bank  
Citibank NA  
Yes Bank Ltd  
HDFC Bank Ltd  
DCB Bank

### REGISTERED OFFICE

Unit 3-5 Neeru Silk Mills  
Mathuradas Mill Compound  
126 NM Joshi Marg  
Lower Parel (W), Mumbai 400 013

### REGISTRAR & TRANSFER AGENTS:

Computech Sharecap Limited  
147 MG Road, Fort  
Mumbai 400 023

32nd Annual General Meeting  
On Tuesday 5th August 2014 at 3.00 P.M.  
At the Kilachand Conference Room, IMC,  
Churchgate, Mumbai 400020.

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**PODDAR DEVELOPERS LIMITED**  
[CIN: L51909MH1982PLC143066]

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN THAT the **Thirty Second** Annual General Meeting of the members of **PODDAR DEVELOPERS LIMITED** will be held on **Tuesday 5th August, 2014** at 3.00 P.M. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chamber, Churchgate, Mumbai 400020 for the transact of the following business:

**Ordinary Business**

1. To consider and adopt
  - a. the audited financial statement of the Company for the financial year ended 31st March 2014, the Reports of the Board of Directors' and Auditors' thereon.
  - b. the audited consolidated financial statement of the Company for the financial year ended 31st March 2014
2. To declare dividend for the year ended 31st March, 2014.
3. To appoint Statutory Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**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 196, 198, 199 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the appointment of Shri Dipak Kumar Poddar as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years with effect from 31st March 2014 upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Shri Dipak Kumar Poddar but subject to the provisions contained in Schedule V to the Companies Act, 2013, as amended from time to time."

1. Salary:

Rs.1,65,000/- (Rupees One Lac Sixty Five Thousand only) per month, with such annual increments / increases as may be decided by the Board of Directors from time to time.

2. Perquisites :

- (i) Company's contribution to Provident Fund to the extent these either singly or put together are not taxable under the Income Tax Act.
- (ii) Gratuity at the rate of one month's salary for each year of completed service.
- (iii) House Rent Allowance : 20% of salary
- (iv) Expenses on Gas, Electricity, Water and furnishing subject to a ceiling of 10% of the salary.
- (v) Reimbursement of medical expenses incurred by himself and his family subject to a ceiling of one months' salary in a year or three months' salary over a period of 3 years.
- (vi) Reimbursement of actual traveling expenses for proceeding on leave to any place in India and return therefrom once in a year in respect of himself and his family.
- (vii) Reimbursement of fees of clubs subject to a maximum of two clubs. These will not include admission and life membership fees.

- (viii) Free use of Company's car for official as well as for private purposes.
- (ix) Reimbursement of telephone expenses. However, personal long distance calls shall be billed by the Company to the Executive Chairman.
- (x) One month's earned leave with full pay and allowances in a year which may be accumulated for three months. Encashment of un-availed leave will be permitted.
- (xi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (xii) Reimbursement of entertainment expenses incurred in the course of business of the Company.
- (xiii) Subject to any statutory ceiling/s, the Executive Chairman may be given any other allowances, perquisites, benefits and facilities as Board of Directors from time to time may decide.

Perquisites shall be valued as per the provisions of the Income Tax Rules, wherever applicable, and in the absence of any such rules shall be valued at actual cost.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Executive Chairman shall be governed by section II of part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof"

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions from time to time as it may, in its discretion, deem fit and within the maximum amount payable to the Executive Chairman in accordance with the provisions of the Companies Act, 2013 or any amendments made therein or with the approval of the Central Government, if required.

"RESOLVED FURTHER THAT Mr. Dipak Kumar Poddar shall be liable to retire by rotation from the date of the annual general meeting, the retirement and re-appointment in the AGM of the director shall not constitute of break of tenure of appointment as Chairman.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Rohitashwa Poddar – Managing Director of the Company from non-retiring director to director whose period of office shall be subjected to retirement of director by rotation from the date of the Annual General Meeting, the retirement and re-appointment in the AGM of the director shall not constitute of break of tenure of appointment as Managing Director.

RESOLVED FURTHER THAT all other existing Terms and conditions of the appointment remain unchanged."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Dilip J. Thakkar – Independent Director of the Company from retiring director to non-retiring director whose period of office shall not be subjected to retirement of director by rotation from the date of the Annual General Meeting.

RESOLVED FURTHER THAT the appointment will be for 5 years from the date of commencement of the Companies Act 2013 i.e. 1st April 2014."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Shrikant Tembey – Independent Director of the Company from retiring director to non-retiring director whose period of office shall not be subjected to retirement of director by rotation from the date of the Annual General Meeting.

RESOLVED FURTHER THAT the appointment will be for 5 years from the date of commencement of the Companies Act 2013 i.e. 1st April 2014. ”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 152(6), 203 and all other applicable provisions of the Companies Act, 2013 (the Act) or any statutory modification or re-enactment thereof, approval of the members of the Company is hereby given for the change in the terms of appointment of Mr. Ramakant Nayak – Independent Director of the Company from retiring director to non-retiring director whose period of office shall not be subjected to retirement of director by rotation from the date of the Annual General Meeting.

RESOLVED FURTHER THAT the appointment will be for 5 years from the date of commencement of the Companies Act 2013 i.e. 1st April 2014. ”

**By order of the Board  
Poddar Developers Limited**

**Chandrakant Sharma  
Company Secretary**

Place: Mumbai

Date: 12th May, 2014

**Notes:****1. A MEMBER ENTITLED TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members intending to send their authorized representative to attend are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Government of India in Ministry of Corporate Affairs has announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies.

Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form or with Computech Sharecap Limited. (Registrars) in case of shares held in physical form.

5. As required by clause 49 IV (G) of the Listing Agreement, a brief profile of Directors seeking appointment or re-appointment at ensuing Annual General Meeting is required to be given. However as per Section 152(6) of the Companies Act, 2013, independent directors are not eligible for retirement by rotation and as per the current Terms of appointment, the Chairman and the Managing Director are not eligible for retirement by rotation. The Company therefore proposes, to modify the Terms and conditions of the appointment of the Chairman and the Managing Director for which Special Resolutions are being passed.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th July, 2014 to 5th August, 2014 both days inclusive for the purpose of Annual General Meeting and payment of Dividend.
7. The dividend for the year ended 31st March, 2014 as recommended by the Board, if sanctioned at the Annual General Meeting, will be paid to those members whose names appear on the Company's Register of Members on 5th August, 2014. In respect of shares held in demat form, the dividend will be paid to the beneficial owners of shares as per details furnished by the Depositories for the purpose. The dividend will be paid on and from 11th August, 2014.
8. As required under the revised Clause 49 IV G of the Listing Agreement with the Stock Exchange, brief profiles of Directors seeking reappointment are given in the Corporate Governance Report.
9. Pursuant to Section 205A of the Companies Act, 1956 and incorporation of Section 205C to the Companies Act, 1956, any amount of dividend not claimed for a period of seven years is required to be transferred to an "Investor Education and Protection Fund". Hence shareholders who have not so far encashed their Dividend Warrants for the erstwhile financial year may immediately approach the Company with their Dividend Warrants for revalidation.

Dividends for the financial years 2006-2007 and thereafter which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not yet encashed their dividend warrants for financial year 2006-07 onwards and seek revalidation of their warrants are requested to write to Company's Registrars without any delay.

Members are requested to note that any sum transferred to IEPF shall stand forfeited and no claims shall lie against the Company for the amounts of dividends transferred to IEPF.

10. The Annual Reports and Attendance slips will not be distributed at the Annual General Meeting. Shareholders are requested to bring the same along with them.
11. Shareholders desiring any information relating to the accounts are requested to write to Company at least 7 days prior to the date of Annual General Meeting or at an early date so as to enable the Management to keep the information ready.
12. Hard copy of the details of accounts of subsidiaries required by any shareholders can be obtained with a written request to the Company Secretary of the Company at the Registered Office of the Company and shall be available for inspection by any shareholders at the Registered Office of the Company.
13. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its members with the option of voting by electronic means in the following manner:
  - (a) Each member can cast their vote electronically from <https://www.evotingindia.com>
  - (b) The electronic voting shall be permitted between 30th July 2014 to 1st August 2014.
  - (c) The login details and password for electronically voting shall be provided by CDSL in case of demat share-holding and by Computech Sharecap Limited, 147 MG Road, Mumbai 400001 - Registrar and Share Transfer Agent appointed by Company, to you in case of physical form shareholding.
  - (d) In both the cases, the e voting has to be done online by all the shareholders. Once the vote on a resolution is cast by the member electronically, he/she shall not be allowed to change it subsequently.
  - (e) The Board of Directors have appointed Mr. Dinesh Kumar Deora, Practising Company Secretary, who shall scrutinize the electronic voting process at the Thirty Second Annual General Meeting and provide its report to the Chairman by August 4, 2014.
  - (f) Irrespective of the date of the report of Mr. Dinesh Kumar Deora, Practising Company Secretary, the resolutions passed at the Thirty Second Annual General Meeting shall be deemed to be passed on the date of the Thirty Second Annual General Meeting.

**14. The instructions for members for voting electronically are as under:-**

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (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 Physical Form |   |
|--|---|
| PAN*   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.</li> </ul> |
| 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#                                     | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>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 number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>   |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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 the Podar Developers 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 30th July 2014 09.00am and ends on 1st August 2014 05.00pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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).

**By Order of the Board**

**Poddar Developers Limited**

**Chandrakant Sharma  
Company Secretary**

Place: Mumbai

Date: 12th May, 2014

**Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4 of the Notice**

Shri Dipak Kumar Poddar was appointed as Executive Chairman of the Company for a period of 3 years with effect from 31st March 20014. His re-appointment and remuneration fixed in accordance with schedule V to the Companies Act, 2013 is subject to the approval of the Shareholders for which purpose resolution as set out in the Notice is proposed. Mr. Dipak Kumar Poddar fulfills the eligibility criteria set out under Part I of Schedule V to the companies Act, 2013.

Shri Dipak Kumar Poddar 70, is an engineering graduate from MIT USA. He has a rich and varied experience in Finance and General Management. He is on the board of Bajaj Finserve Limited, VIP Industries Limited, Bajaj Allianz General Insurance Co. Ltd

He is a Member of the Audit Committee in VIP Industries, Poddar Developers Limited and a member of the Shareholders/Investor's Grievance Committee of Poddar Developers Limited

As Shri Dipak Kumar Poddar has attained the age of 70 years, your approval for his re-appointment is required by way of Special Resolution.

Your Directors recommends the resolution for the approval of the members.

None of the Directors of the Company except Shri Dipak Kumar Poddar and Shri Rohitashwa Poddar may be deemed to be concerned or interested in passing of the Resolution

**Item No. 5, 6, 7, 8**

Section 152(6) of the Companies Act, 2013 ("Act") provides that not less than two thirds of total number of directors of a public company shall be persons whose period of office is liable to determination of retirement by rotation. The Section also by way of explanation states

that the total number of directors for the purpose of this sub-section shall not include independent directors. Hence as per the provisions of this section, the independent directors of your company are not eligible for retirement by rotation.

Under the provisions of the erstwhile Companies Act,1956, Independent directors were subjected to retirement by rotation. Since under the Companies Act,2013, Independent directors are not to be considered for retirement by rotation, the composition of remaining directors is now not in accordance with the provisions of Sec.152 of the Act. Hence, to make the composition of the board in line with the provisions of this section, it is now proposed to modify/ alter the terms of appointment of existing executive directors of the company from the present non-retiring directors to directors retiring by rotation and that of the Independent Directors from retiring directors to non retiring directors.

As per the provisions of the New Companies Act, 2013, the Chairman and Managing Director are now liable to retire by rotation. However as per their term of the appointment, they are not liable to retirement by rotation. It is therefore proposed to amend the Terms of the appointment of the Managing Director Mr. Rohitaswa Poddar to make him liable to retire by rotation. Similarly Mr. Dilip J. Thakkar, Mr. Shrikant Tembey and Mr. Ramakant Nayak are not liable to retire by rotation. Accordingly, the resolutions have been put up for approval.

All the Directors, are concerned or interested in the resolution.

The Board commends the resolution set out at item No. 5, 6, 7 and 8 for the approval by the members.

**By Order of the Board  
Poddar Developers Limited**

Place: Mumbai  
Date: 12th May, 2014

**Chandrakant Sharma  
Company Secretary**

**DIRECTORS' REPORT**

1. The Directors take pleasure in presenting the Thirty Second Annual Report on the business and operations of the Company, together with the Audited Statements of Accounts for the year ended 31st March, 2014.

₹ in Lacs

| PARTICULARS   | 2013-2014       | 2012-2013 | 2013-2014       | 2012-2013 |
|---|-----------------|-----------|-----------------|-----------|
|   | (₹)             | (₹)       | (₹)             | (₹)       |
|   | STANDALONE      |           | CONSOLIDATED    |           |
| TOTAL REVENUE   | <b>6993.49</b>  | 3096.47   | <b>6918.92</b>  | 3075.54   |
| PROFIT/BEFORE DEPRECIATION/ INTEREST & EXCEPTIONAL ITEM | <b>1357.76</b>  | 829.49    | <b>1322.08</b>  | 678.42    |
| DEPRECIATION & INTEREST                                 | <b>60.76</b>    | 95.10     | <b>63.04</b>    | 95.93     |
| PROFIT/ (LOSS) BEFORE EXCEPTIONAL ITEM & TAX            | <b>1297.43</b>  | 734.39    | <b>1259.04</b>  | 582.49    |
| EXCEPTIONAL ITEMS                                       | <b>5.83</b>     | 539.60    | <b>5.83</b>     | 539.60    |
| PROFIT/ (LOSS) BEFORE TAXATION                          | <b>1303.26</b>  | 1273.99   | <b>1264.87</b>  | 1122.09   |
| PROVISION FOR TAXATION                                  |                 |           |                 |           |
| CURRENT DEFERRED  | <b>(481.43)</b> | (382.96)  | <b>(481.43)</b> | (382.96)  |
|   | <b>3.17</b>     | 12.55     | <b>3.17</b>     | 12.55     |
| LESS: MINORITY INTEREST                                 | <b>0</b>        | 0         | <b>2.01</b>     | 14.85     |
| NET PROFIT AFTER TAX                                    | <b>825.00</b>   | 903.58    | <b>788.62</b>   | 766.53    |
| PROFIT / (LOSS) BROUGHT FORWARD FROM PREVIOUS YEAR      | <b>2420.92</b>  | 2220.92   | <b>3123.06</b>  | 2550.16   |
| SURPLUS AVAILABLE FOR APPROPRIATION                     | <b>3830.76</b>  | 3196.49   | <b>3911.68</b>  | 3316.69   |
| TRANSFER TO GENERAL RESERVE                             | <b>(200.00)</b> | (100.00)  | <b>(200.00)</b> | (100.00)  |
| PROPOSED DIVIDEND (INCL DIVIDEND DISTRIBUTION TAX)      | <b>(89.54)</b>  | (90.73)   | <b>(90.73)</b>  | (90.73)   |
| DIVIDEND PAID TO MINORITY SHAREHOLDERS                  | <b>0</b>        | 0         | <b>0</b>        | 0         |
| BALANCE CARRIED TO BALANCE SHEET                        | <b>3541.22</b>  | 3005.76   | <b>3617.81</b>  | 3123.06   |

**2. FINANCIAL RESULTS**

**3. DIVIDEND**

Considering the Company's performance during the financial year and to appropriately reward the members while conserving the resources to meet the future requirements, the Board of Directors have pleasure in recommending for consideration of the Members at the Annual General Meeting, payment of Dividend of Rs. 1.50 per Equity Share (15%) (Previous Year 15%), for the year ended 31st March, 2014. The total dividend outgo including tax thereon will be Rs. 89.54 Lacs (Previous Year Rs. 90.73 Lacs.)

**4. TRANSFER TO RESERVES**

Pursuant to Companies (Transfer of Profits to Reserves) Rules, 1975, it is proposed to transfer Rs. 2 Crore (24.24 % of the net profit for the year) to the general reserve.

**5. PERFORMANCE DURING THE YEAR**

The year under consideration has been very eventful for the Company.

In the Bhivpuri Project, the Company has given possession of all 79 buildings consisting of 1264 flats as on March 2014.

In the Badlapur Project, Phase I has been sold out and possession given of all 492 flats as on March 2014. In the Badlapur Project, Phase II Company has sold 560 flats and 11 shops out of 582 flats and 45 Shops respectively as on March 2014 and almost 90% of the construction work has been completed. In the Badlapur Project, Phase III Company has also sold 329 flats out of 680 flats as on March 2014.

The Company's subsidiary Poddar Habitat Pvt. Ltd. Project "Poddar Navjeevan" at Atgaon near Shahpur is running in full swing and 15% construction completed till March 2014. The First Phase has 36 buildings consisting 1 RK and BHK Flats. The response for this Project has also been very encouraging and Company has sold 274 flats out of 576 flats.

The Company achieved a Consolidated Turnover and Other Income of Rs. 69.18 Crores as against Rs. 30.75 Crores during the previous year. The Company has earned Net Profit of Rs. 7.88 Crores for the year ended after providing depreciation and Tax as against a profit of Rs. 7.66 Crores during the previous year.

**6. PARTICULARS OF EMPLOYEES**

There were no employee whose information is required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 2011 as amended from time to time.

**7. SUBSIDIARY COMPANY**

The Company has five subsidiaries viz. as follows:

| Sr. No. | Name of the Subsidiary                        | Country of Incorporation | Proportion of Ownership |
|---------|---|--------------------------|-------------------------|
| 1.      | Wearology (FZC)                               | U.A.E                    | 90%                     |
| 2.      | Poddar Natural Resources & Ores Limited       | India                    | 100%                    |
| 3.      | Poddar Habitat Private Limited                | India                    | 100%                    |
| 4.      | Poddar Leisure Infrastructure Private Limited | India                    | 100%                    |
| 5.      | Poddar Infrastructure Private Limited         | India                    | 100%                    |

In accordance with the general exemption granted by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The Company

will make available the Annual Accounts of the subsidiary companies and the related detailed information to any members of the Company who may be interested in obtaining the same. The Annual Report of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statement of your Company includes the financial results of its subsidiary companies.

**8. DIRECTORS RESPONSIBILITY**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- In preparation of the Annual Accounts for the financial year 2013-14, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 31st March, 2014 and of the profit of the Company for the accounting year ended on that date.
- Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Annual Accounts for the year ended 31st March, 2014 are prepared on a going concern basis.

**9. CONSERVATION OF ENERGY AND TECHNOLOGIES**

Information relating to Conservation of Energy, Technology absorption etc pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is not provided as the same is not applicable to the Company.

Foreign Exchange earnings and outgo are furnished in Annexure 'A' to this report.

**10. FIXED DEPOSIT**

During the year under review, the Company had neither accepted nor renewed any deposit from public within the meaning of Section 58-A of the Companies Act, 1956.

**11. DIRECTORS**

Your Directors have proposed to alter the terms of appointment of Mr. Rohitashwa Poddar, Managing Director, Mr. Dipak Kumar Poddar, Whole-Time Director designated as Executive Chairman so as to make them Directors retiring by rotation for reasons as stated in the Statement pursuant to Section 102 of the Companies Act, 2013.

This has been proposed to make the composition of the Board in line with the Section 152 of the Companies Act, 2013 as, as per Section 152(6) of the Companies Act, 2013, independent Directors are now not eligible to retire by rotation. Therefore, there are no Directors in the Current meeting who will be retire by rotation.

The information on the particulars of Director seeking reappointment as required under Clause 49 of the Listing Agreement with the Stock exchange has been given under the Report on Corporate Governance.

**12. AUDITORS**

M/s. R.S.Shah & Company, Chartered Accountants, Mumbai retire at the ensuing Annual General Meeting and are proposed for re-appointment. The retiring Auditors have furnished a certificate of their eligibility for re-appointment under Section 224(1B) of the Companies Act, 1956 read with Section 139 of the Companies Act, 2013. They have also conveyed their willingness to accept the office as Auditors, if re-appointed. The Audit Committee of the Board has recommended their re-appointment.

The Qualifications made by the Auditor in their Report are self explanatory and require no separate comments.

**13. CORPORATE GOVERNANCE**

Your Company complies with all the mandatory requirements pertaining to Corporate Governance in terms of revised Clause 49 of the Listing Agreement with the Stock Exchange. A detailed report on the Corporate Governance has been included in this report along with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance. Further a separate Management Discussion and Analysis report is also given in this report.

**14. ACKNOWLEDGEMENTS**

The Directors wish to place on record their appreciation for the continued support and co-operation by Bankers, Customers, Business Associates and to the Shareholders and Investors for the confidence reposed in the Company's management.

The Directors also convey their appreciation to the employees at all levels for their dedicated services, efforts and collective contribution.

**For and on Behalf of the Board  
Poddar Developers Limited**

**DIPAK KUMAR PODDAR  
EXECUTIVE CHAIRMAN**

Place: Mumbai  
Date: May 12, 2014

**ANNEXURE 'A' TO THE DIRECTORS REPORT**

**A. FOREIGN EARNINGS & OUTGO**

|  | (₹ In Lac)                 |                          |
|--|----------------------------|--------------------------|
|  | 2013-2014<br>(₹)           | 2012-2013<br>(₹)         |
| a) Total Earning for Foreign Exchange<br>FOB Value of Exports Services | <b>22.20</b><br><b>NIL</b> | <b>NIL</b><br><b>NIL</b> |
| b) Total Outgo in Foreign Exchange                                     | <b>NIL</b>                 | <b>NIL</b>               |
| Other Expenses   | <b>NIL</b>                 | <b>NIL</b>               |

**MANAGEMENT DISCUSSION AND ANALYSIS****Industry Structure and Development**

Real estate in India continues to be a favoured destination globally for investors, developers and non-resident Indians (NRIs), driven largely by investor-friendly government policies and increasing globalisation. The second largest employment generation sector after agriculture, real estate contributes about 6.3 per cent to India's gross domestic product (GDP).

The sector's progress is driven by factors such as rapid urbanisation, a growing trend towards nuclear families, positive demographics, rural-urban migration, ever-developing infrastructure, higher income levels and housing demand. The real estate sector, with its growing investment opportunities, is expected to post annual revenues of US\$ 180 billion by 2020.

The real estate sector in India is witnessing rapid growth in the residential, commercial and industrial segments. Real estate development, once restricted to bigger cities, have shown marked progress in smaller cities and towns owing to availability of banks loans, higher earnings and improved standard of living.

According to the existing FDI policy, 100 per cent FDI in the construction development sector is permitted through the automatic route. DIPP is looking at relaxing FDI norms further to encourage investment. It has also proposed a reduction in the minimum capitalisation for wholly-owned subsidiaries from US\$ 10 million to US\$ 5 million, and from US\$ 5 million to US\$ 2.5 million for joint ventures with Indian partners.

One of the major initiatives of the Ministry of Housing and Urban Poverty Alleviation (MHUPA) is to provide affordable housing for poor people living in urban areas. The Jawaharlal Nehru National Urban Renewal Mission (JNNURM) is one its flagship schemes, a reform driven investment programme which started with the objective of creating economically productive, efficient, responsive and inclusive cities.

The Real Estate (Regulation and Development) Bill, 2013, as approved by the Union Cabinet is a pioneering initiative aimed at delivering a uniform regulatory environment to protect the consumer, help in quick verdicts of disputes and ensure systematic growth of the sector.

**Outlook**

Demand for space from sectors such as education and healthcare has opened up opportunities in the real estate sector. Also, growth in the number of tourists has led to demand for service apartments. This demand in the tourism sector is expected to generate 50,000 new hotel rooms over the next four to five years, across India's major cities.

The scope of Affordable Housing in India is simply unlimited. A Number of real estate companies now have access to organized financing through primary and secondary markets, financial institutions and alternative financing routes such as private equity. Favorable property market and real estate boom has made property investment in India look safe.

The Indian construction market is expected to be the world's third largest by 2020. It is currently the fourth largest sector in the country in terms of FDI inflows. Real estate contributes about 5 per cent to India's GDP.

The Government on India has shown support for the industry. It has allowed foreign direct investment (FDI) of up to 100 per cent in development projects for townships and settlements, as well as formally approved 577 special economic zones (SEZs).

There is vast opportunity for the real estate sector to grow. The

healthcare sector is estimated to touch US\$ 100 billion by 2015. Also, emergence of nuclear families and growing urbanisation has given rise to several townships that are developed to take care of the elderly. Further, growth in the number of tourists has resulted in demand for service apartments.

Looking at the response of the public, the Affordable Housing Projects of the company has proved to be successful. The Company desires in creating a geographical footprints around Mumbai with its Affordable Housing Projects. Since the Company is into construction of Low Cost/ Affordable housing it expects to further mark its presence in the industry as renowned developer.

**Discussion on Financial Condition**

In spite of a repressed economic development, our Company performed reasonably well mainly due to effective cost control and favorable input cost.

The financial performance based on the consolidated financial results for the year ended March 31, 2014 is as under:

- Company's gross turnover including other incomes for the year ended 31st March, 2014 is Rs. 69.18 Crores compared to Rs. 30.75 Crores in the previous year.
- Earnings before tax, depreciation and amortization, interest for the year ended 31st March, 2014 were Rs. 13.22 Crores as compared to Rs. 6.78 Crores for the previous year.
- Interest and finance charges for the year ended 31st March, 2014 were Rs. 5.49 lacs as against Rs. 6.22 for the same period last year.

**Segment wise Performance**

The Company is in the Affordable sector of the Real Estate business. The Company achieved a Consolidated Turnover of Rs. 69.18 Crores during the current year as against a Turnover of Rs. 30.75 Crores in the previous year.

**Internal Control System and Its Adequacy**

Poddar Developers Limited has a well defined and well laid out control system in all the functional and operational areas. The Company believes in formulating adequate and effective internal control systems and implementing the same to ensure that assets and interest of the Company are safeguarded and reliability of accounting data and its accuracy are ensured with proper checks and balances. The Company has system of internal controls and necessary checks and balances which are being strengthened so as to ensure:

- a) That its assets are authorized, recorded and reported properly;
- b) That transactions are authorized, recorded and reported properly; and
- c) That the accounting records are properly maintained as per policy framed by the Company.

The Company has an extensive system of internal controls which ensures optimal utilization and protection of resources, IT security, accurate reporting of financial transactions and compliance with applicable laws and regulations.

**Risk and Concern**

The Company is exposed to a variety of risks in its business operations. To ensure its long-term success, risks are regularly identified, analysed and appropriately mitigated. Our financial condition and results of operation are affected by numerous factors. We believe that following are particular importance:

- a) Economic slowdown may impact the growth of Real Estate Sector.
- b) Competitive pricing by peers may affect margins in the long run.

- c) Poor Infrastructure may impact proper development of the projects.
- d) Rising interest rates and credit squeeze for realty sector may create financial bottlenecks in the long run.

**Human Resources**

The company provides competitive compensation amiable work environment and also acknowledges their performance through a well-planned reward and recognition program. The Company considers its organizational structure to be evolving consistently over time while continuing with its efforts to follow good HR practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices. Our Passion is to improve daily living and to create a workplace where every person can achieve his or her full potential.

The company respects its employees for their commitment and contribution towards a common goal, which has propelled it to a position of leadership. We encourage individuals to go beyond the scope of their work, undertake voluntary projects that enable them to learn, and contribute innovative ideas in meeting goals of the Company. The Company strongly believes that its intrinsic strength lies in the quality of its dedicated and motivated employees.

**Cautionary Statement**

The view and forward-looking statements contained in this report are based on reasonable assumptions and subject to certain risks and uncertainties that could cause actual results to differ from those reflected in such statements.

The Management's Discussion and Analysis describing the Company's objectives, projections, estimates, and expectations may be forward looking statements within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations including, among other, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, change in the Government regulations, tax laws and other statutes and incidental factors. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates. This Report should be read in conjunction with the financial statements included herein and the notes thereto.

**REPORT ON CORPORATE GOVERNANCE**

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchange)

**Company's philosophy on Corporate Governance**

**In accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE), the report containing the details of corporate governance system and processes at Poddar Developers Limited is as under:**

Corporate Governance is a set of systems and practices to ensure that affairs of the Company are being managed in the way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. Corporate Governance is about commitment to values and ethical business conduct. Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholder value and discharge of social responsibility. The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. The Company's philosophy on Corporate Governance is to ensure that resources are utilized in a manner that meets stakeholders' aspirations and society at large.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the higher echelons of management. At Poddar Developers, our employee satisfaction is reflected in stability of our senior management, low attrition across various levels and substantially higher productivity. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated in Clause 49 of the Listing Agreement with the Stock Exchange.

**Composition of Board of Directors and particulars thereof**

The Company's policy is to have an appropriate combination of Executive and Non Executive Directors, which is in conformity with the requirement of Clause 49 of the Listing Agreement with the Stock Exchange in this regards. As on 31st March, 2014 the Board consists of 5 Directors of whom, 3 are Non-Executive Independent Directors, 1 Executive Chairman and 1 Managing Director. According to clause 49, if the Chairman of the Board is an Executive Director, at least one half of the Board should comprise of independent directors. This provision is thus met by the Company. All the independent Directors of the Company furnish a declaration at the time of their appointment as also annually they qualify the conditions of being independent.

| Sr. No. | Name                   | Position                      | No. of Board Meetings attended during the year | Whether attended last AGM | Relationship with other Directors | Shareholding in the Company in Number & Percentage |
|---------|------------------------|-------------------------------|--|---------------------------|-----------------------------------|--|
| 1.      | Mr. Dipak Kumar Poddar | Chairman-Executive            | 4  | Yes                       | Father of Mr. Rohitashwa Poddar   | 1,12,000; 2.15%                                    |
| 2.      | Mr. Rohitashwa Poddar  | Managing Director – Executive | 4  | No                        | Son of Mr. Dipak Kumar Poddar     | 9,65,653; 18.55%                                   |
| 3.      | Mr. Dilip J. Thakkar   | Non Executive, Independent    | 3  | No                        | -                                 | Nil  |
| 4.      | Mr. Shrikant Tembey    | Non Executive, Independent    | 4  | Yes                       | -                                 | 1,500 0.03%  |
| 5.      | Mr. Ramakant Nayak     | Non Executive, Independent    | 4  | Yes                       | -                                 | Nil  |

**Other Directorships and Memberships of Board Committees**

| Sr. No. | Name of Director       | No of other Directorship in Public Ltd. Companies | No. of Board Committee position held |
|---------|------------------------|---|--------------------------------------|
| 1.      | Mr. Dipak Kumar Poddar | 7   | 2                                    |
| 2.      | Mr. Rohitashwa Poddar  | 5   | 1                                    |
| 3.      | Mr. Dilip J. Thakkar   | 13  | 7                                    |
| 4.      | Mr. Shrikant Tembey    | -   | -                                    |
| 5.      | Mr. Ramakant Nayak     | 5   | 7                                    |

**Notes:**

1. Directorship held by Directors in other Companies does not include Alternate Directorship, directorship in Foreign Companies, Section 25 and Private Limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.
2. In accordance with Clause 49, Chairmanships/ Memberships only in Audit Committee & Shareholders Grievance Committee of Public Limited Companies have been considered for Committee positions

**Number of Board Meetings held during 2013-2014 and the dates on which held:**

| Sr. No. | Board Meeting dates             |
|---------|---------------------------------|
| 1.      | 7 <sup>th</sup> May, 2013       |
| 2.      | 14 <sup>th</sup> August, 2013   |
| 3.      | 13 <sup>th</sup> November, 2013 |
| 4.      | 11 <sup>th</sup> February, 2014 |

The gap between any two meetings is less than 4 months, thus complying with Clause 49 requirement.

**Code of Conduct**

The Board has laid down a Code of Conduct for all Board Members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code for the year 31st March 2014. A declaration to this effect signed by the Managing Director is given elsewhere in this Annual Report.

**Brief Resume of Directors offering for appointment / reappointment:**

1. Shri Dipak Kumar Poddar (DIN 00001250), 70, is an Engineering Graduate from MIT, USA. He has wide experience in Finance and General Management. He is on the board of Bajaj Finance Ltd, VIP Industries, GTL Ltd, Bajaj Allianz General Insurance Co. Ltd, Poddar Bhumi Holdings Limited, Poddar Heaven Homes Limited ,Poddar Natural Resources and Ores Ltd. Bachraj Factories Ltd.  
  
He is a Member of the Audit Committee in VIP Industries, Poddar Developers Limited.  
  
He holds 1,12,000 equity shares (02.15% paid up capital) of the Company
2. Mr. Rohitashwa Poddar (DIN 00001262), 43, has B.Sc. (Hons) degree in Engineering and Business Management from Kings College, UK. He has been associated with our Company more than 15 years. He is also on the Board of various Companies including Poddar Bhumi Holdings Limited, Poddar Heaven Homes Limited, Janpriya Traders Ltd, etc.  
  
He holds 9,65,653 Equity Shares (18.55% paid up capital) of the Company.
3. Shri Dilip Thakkar (DIN 00007339), 77, is the Senior Partner of Jayantilal Thakkar & Co., and is a well known FEMA expert. He is on the Board of a number of companies including Essar Oil Ltd, Panasonic Battery India Co. Ltd., The Ruby Mills Ltd., PAE Ltd., Himatsingka Seide Ltd., Indo Count Industries Ltd., Walchandnagar Industries Ltd., Garware Polyester Ltd., Essar Ports Ltd., etc. He is also on the Board of Trustees of HSBC Mutual Fund.

4. Shri Shrikant Tembey (DIN 00001251), 56, is a Chartered Accountant and a partner of Tembey & Mhatre Chartered Accountants. He possesses a wide experience in Finance

He holds 1500 equity shares of the Company

5. Mr. Ramakant Nayak (DIN 00129854), 68, is having extensive commercial banking experience of over four decades and has been Managing Director & Chief Executive Officer of The Lord Krishna Bank Limited & Chairman and Chief Executive Officer of The Lakshmi Vilas Bank Limited. Besides, he was part of top management of Bank of Maharashtra for over three decades and was also with Bank of India.

He has various degrees in Science and Law & has done diploma in Marketing and Advertising. He is also a Certified Associate of Indian Institute of Banking(I) and was member of various Committees of IBA

He holds no equity shares of the Company.

**Audit Committee**

The terms of reference of the Audit Committee apart from those specified in the Listing Agreement with the Stock Exchange broadly pertain to review of business practices, review of investment policies, reviews of compliances and review of systems and controls.

The Audit Committee of Directors as on 31st March, 2014 consists of three directors viz Mr. Shrikant Tembey, Mr. Ramakant Nayak and Mr. Dipak Kumar Poddar. In addition to the Audit Committee members, the Managing Director, General Manager Finance and Statutory Auditors attend the meeting. The Company Secretary acts as the Secretary to the Audit committee.

The Audit committee met 4 times during the financial year 2013-2014, on 7th May, 2013, 14th August, 2013, 13th November, 2013 and 11th February, 2014. The gap between any two meetings is less than 4 months, thus complying with Clause 49 requirement.

**Remuneration Committee**

The Board has constituted a Remuneration Committee to attract and retain the Executive Directors and the senior management personnel. The Committee ensures that a significant proportion of Executive Directors' remuneration is structured so as to link rewards to the individual's performance. The Remuneration Committee of the Board consists of following Non Executive Directors as on 31st March, 2014:

- a) Mr. Shrikant Tembey – Chairman
- b) Mr. Ramakant Nayak – Member

The terms of reference of Remuneration Committee are as follows:

1. Framing suitable policies and systems to ensure that there is no violation by any employee of any applicable laws in India or overseas, including:
  - a) The Securities and Exchange Board of India (Insider Trading Regulations, 1992;
  - Or
  - b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
2. Determine on behalf of the Board and the shareholders the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment;
3. Perform such functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
4. Such other matters as may, from time to time, be required by any Statutory, contractual or other regulatory requirements to be attended by such committee.

**Remuneration of Directors**

| Name of Director       | Sitting fees Rupees | Salaries and perquisites (Rupees) | Total Rupees |
|------------------------|---------------------|-----------------------------------|--------------|
| Mr. Dipak Kumar Poddar | Nil                 | 27,88,295**                       | 27,88,295**  |
| Mr. Dilip J Thakkar    | 45,000              | -                                 | 45,000       |
| Mr. Shrikant Tembey    | 1,20,000*           | -                                 | 1,20,000     |
| Mr. Rohitashwa Poddar  | Nil                 | 26,75,865**                       | 26,75,865**  |
| Mr. Ramakant Nayak     | 1,20,000*           | -                                 | 1,20,000     |

\* Also includes sitting fees for attending Committee Meetings

\*\* Prerequisites are valued as per income tax rules.

The Company has not paid any Sitting Fees to Mr. Rohitashwa Poddar, Managing Director and Mr. Dipak Kumar Poddar Executive Chairman as they are paid salaries and perquisites.

**Shareholders/Investors Grievance Committee**

The Shareholders/Investors Grievance committee of Directors as on 31st March, 2014 consisted of Mr. Dipak Kumar Poddar and Mr. Rohitashwa Poddar.

Name and designation of Compliance Officer:  
Mr. Chandrakant Sharma, Company Secretary

Number of Pending Share Transfers as on March 31, 2014: Nil

**General Body Meetings**

| Year                        | Location   | Date            |
|-----------------------------|--|-----------------|
| 29th Annual General Meeting | Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021 | 11th July, 2011 |
| 30th Annual General Meeting | Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021 | 24th July, 2012 |
| 31st Annual General Meeting | Kilachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai 400021 | 25th July, 2013 |

Location and time of last three Annual General Meetings held:

Postal ballots were used /invited for voting for passing Resolution U/s 293(1)(a) and 293(1)(d) of the Companies Act, 1956 vide Notice dated 3rd April, 2011.

**Subsidiary Companies**

Following companies are subsidiaries of the Company

| Name of the Company                           | % of Holding |
|---|--------------|
| Poddar Natural resources and Ores Limited     | 100%         |
| Poddar Infrastructure Private Limited         | 100%         |
| Poddar Leisure Infrastructure Private Limited | 100%         |
| Poddar Habitat Private Limited                | 100%         |
| Wearology FZC, Sharjah UAE                    | 90%          |

**Disclosures**

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large:

**None of the transactions with any of the related parties were in conflict with the interest of the Company. A statement in summary form of transactions with related parties is placed periodically before the Audit Committee**

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter relating to capital markets, during the last three years: **NONE**

Details of accounting Treatment: **In the preparation of financial statements, the Company has followed the treatment as prescribed in Accounting Standards**

Risk Management: The Company has defined Risk Management framework. The Company has laid down procedures to inform the Board members about the risk assessment and minimization procedures

#### **CEO/CFO Certification**

The CEO i.e. the Managing Director and the CFO i.e. the General Manager Finance appointed for the purpose of Clause 49 have given the necessary certificate to the Board in the prescribed format.

#### **Means of Communication**

The Quarterly, half-yearly and annual financial results are normally published in the Business Standard / Financial Express in English and in Apla Mahanagar/ Prahar in Marathi.

#### **General Shareholder Information**

**32<sup>nd</sup> Annual General Meeting:** Date: 5th August, 2014  
Time: 3.00 P.M.  
Venue: Kilachand Conference Room  
Indian Merchants Chamber,  
Churchgate, Mumbai 400020.

#### **Financial Calendar (tentative)**

|   |                                   |
|---|-----------------------------------|
| Unaudited results for the Quarter ended 30 <sup>th</sup> June 2014      | 4 <sup>th</sup> week of July 2014 |
| Annual General Meeting  | 5 <sup>th</sup> August, 2014      |
| Unaudited results for the Quarter ended 30 <sup>th</sup> September 2014 | 4 <sup>th</sup> week October 2014 |
| Unaudited results for the Quarter ended 31 <sup>st</sup> December 2014  | 4 <sup>th</sup> week January 2014 |
| Audited results for the year ended March 2015                           | 2 <sup>nd</sup> week May 2015     |

**Date of Book closure :** 29th July, 2014 to 5th August, 2014

**Dividend Payment Date :** On or after 11th August 2014 but within the statutory time limit

#### **Listing on Stock Exchanges**

The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001

Stock Code : 523628  
Demat ISIN for NSDL and CDSL: INE888B01018

Annual Listing Fees for the year 2014-15 has been paid to the above Stock Exchange.

#### **Market Information**

**Market price data- monthly high/low and trading volumes during the last financial year on the BSE**

| Months         | High<br>₹ | Low<br>₹ | Volume<br>₹ |
|----------------|-----------|----------|-------------|
| April 2013     | 99.50     | 91.50    | 1,48,040    |
| May 2013       | 121.80    | 96.00    | 10,746      |
| June 2013      | 124.00    | 124.00   | 1           |
| July 2013      | 130.00    | 130.00   | 51          |
| August 2013    | 117.60    | 101.80   | 2,619       |
| September 2013 | 99.75     | 83.25    | 2,177       |
| October 2013   | 110.25    | 91.00    | 2,305       |
| November 2013  | 106.90    | 91.60    | 44,830      |
| December 2013  | 120.00    | 99.00    | 4,083       |
| January 2014   | 101.45    | 80.00    | 1,676       |
| February 2014  | 131.70    | 92.60    | 26,248      |
| March 2014     | 130.00    | 111.00   | 5,962       |

#### **Register and Share Transfer Agents**

For all work related to share registry in terms of both physical and electronic segment, the Company has appointed Register and Share Transfer Agents whose details are given below:

Computech Sharecap Limited  
147 M.G Road, Fort Mumbai 400023  
Tel: 022 - 22635000 / 22635001

E-mail: [helpdesk@computechsharecap.com](mailto:helpdesk@computechsharecap.com)  
Web site: [www.computechsharecap.com](http://www.computechsharecap.com)

#### **Distribution of Shareholding (As on 31st March, 2014)**

| Range of Holding | No. of Shareholders | % of total Shareholders | No. of Shares held | % of total shares |
|------------------|---------------------|-------------------------|--------------------|-------------------|
| 1 - 500          | 1740                | 91.77%                  | 248113             | 4.77%             |
| 501 - 1000       | 60                  | 3.16%                   | 49615              | 0.95%             |
| 1001 - 2000      | 36                  | 1.90%                   | 54813              | 1.05%             |
| 2001 - 3000      | 14                  | 0.74%                   | 37904              | 0.73%             |
| 3001 - 4000      | 4                   | 0.21%                   | 14671              | 0.28%             |
| 4001 - 5000      | 6                   | 0.32%                   | 28938              | 0.56%             |
| 5001 - 10000     | 13                  | 0.69%                   | 112562             | 2.16%             |
| 10001 & above    | 23                  | 1.21%                   | 4657884            | 89.50%            |
| <b>Total</b>     | <b>1896</b>         | <b>100.00</b>           | <b>5204500</b>     | <b>100.00</b>     |

#### **Shareholding Pattern (As on 31st March, 2014)**

| Category                  | No. of Shares held | % of total shares |
|---------------------------|--------------------|-------------------|
| Promoters                 | 10,77,653          | 20.71             |
| Persons acting in Concert | 27,75,115          | 53.32             |
| Others                    | 13,51,732          | 25.97             |
| <b>Total</b>              | <b>52,04,500</b>   | <b>100.00</b>     |

**Dematerialization of shares and liquidity**

The Equity Shares of your Company are traded in compulsory dematerialization form.

As on 31st March, 2014 – 49,44,490 Equity Shares (95.88%) of the Company was held in dematerialized form.

Address for correspondence: Poddar Developers Limited  
Unit 3-5 Neeru Silk Mills  
Mathuradas Mill Compound  
126 NM Joshi Marg, Lower Parel (W)  
Mumbai 400013  
Tel: 66164444 / Fax: 66164409  
E-mail: chandrakant.sharma@poddardevelopers.com

Name of Company Secretary/  
Compliance Officer : Mr. Chandrakant Sharma

**Additional Information**

**1. Report on relatives of Directors**

Mr. Dipak Kumar Poddar, Executive Chairman is related to the following Director:

- Mr. Rohitashwa Poddar, Managing Director is his son.

2. Your Company, during the year under review has not sanctioned any loan to any of the Directors and there is no outstanding towards loans to Director as on date.
3. None of the employees of the Company is related to any of the Directors of the Company.
4. From the date of the Balance Sheet till the date of this report, there is no significant event, which will have an impact on the performance of the Company during the year 2013-2014.

**DECLARATION ON CODE OF CONDUCT**

- I, Rohitashwa Poddar, Managing Director of Poddar Developers Limited hereby declare that all the Board Members and senior management personnel have affirmed compliance with the code of Conduct of the Company for the year ended 31st March 2014 as required by Clause 49(1D) of the Listing Agreement with the Stock exchange.

Place: Mumbai  
Date: May 12, 2014

**Rohitashwa Poddar**  
**Managing Director**

**DECLARATION ON FINANCIAL STATEMENTS**

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the Twelve months period ended 31st March 2014 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- b) They are to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct

- c) We are responsible 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 steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee that
  - i) There have been no significant changes in internal control over financial reporting during the year
  - ii) There has been no significant change in accounting policies during the year
  - iii) There have been no 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.

**Rohitashwa Poddar**  
**Managing Director**

**Chandrakant Ghanekar**  
**Sr. General Manager Finance**

Place: Mumbai  
Date: May 12, 2014

**Auditors' Certificate on Corporate Governance**

To

The Members

**Poddar Developers Limited**

We have examined the compliance of conditions of Corporate Governance by Poddar Developers Limited for the year ended on March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and based on the representations made to us by the Management, we certify that the Company has complied with the condition of Corporate Governance as stipulates in Clause 49 of the above mentioned Listing Agreement.

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

Place: Mumbai  
Date: May 12, 2014

**For R.S. Shah & Company**  
**Chartered Accountants**

**R. S. Shah**  
Proprietor  
(Membership No. 30108)

**R.S.SHAH & COMPANY**  
**Chartered Accountants**  
**218, Vardhaman Chambers,**  
**Cawasji Patel Street,**  
**Fort**  
**MUMBAI – 400 001**  
**Tel Nos: 22042469/ 22873508**

*no interest income has been provided during the current year. Accordingly, the loan amount of ₹.115 lacs is doubtful of recovery for which no provision has been made in the books of accounts. Had the same been provided for, the assets and the profit of the Company would have been lower to that extent.*

**INDEPENDENT AUDITOR'S REPORT**

To,  
**THE MEMBERS OF**  
**PODDAR DEVELOPERS LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of PODDAR DEVELOPERS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**BASIS FOR QUALIFIED OPINION**

*The Company had, in the earlier years, given a loan of ₹.115 lacs to a body corporate, not related to the management, which is unable to repay the instalment and interest thereon. We are informed that the said loan is being rescheduled and is under final stage of settlement as referred to in Note 12 (g). However, the Company has made suitable provision for accrued interest of ₹.31.17 lacs. Further,*

**QUALIFIED OPINION**

*In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:*

- a) *in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;*
- b) *in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and*
- c) *in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.*

**EMPHASIS OF MATTER**

We draw attention to Note 36 to the financial statements regarding the demand notice raised by the land revenue authorities on the Company in respect of land at Badlapur pertaining to royalty including penal charges amounting to ₹.349.05 lacs. The management has filed a writ petition in the Bombay High Court against the order. Similar levy has been raised on other land owners and have obtained stay from the Court. Accordingly, the management is of the view that the aforesaid demand is not tenable. Our opinion is not qualified in respect of this matter.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For R.S. SHAH & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 109762W**

**Place : MUMBAI**  
**Dated : 12th May 2014**

**R. S. SHAH**  
**(PROPRIETOR)**  
**Membership No.30108**

**ANNEXURE TO AUDITORS' REPORT**

Annexure referred to in Paragraph 1 of the Auditors Report of Even dat to the Members of PODDAR DEVELOPERS LIMITED.

- i) a) The Company has maintained records showing full particulars including quantitative details and situation of the Fixed Assets.
- b) We are informed that the management has physically verified some of the fixed assets and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to size of the Company and nature of its assets.
- c) Fixed Assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
- ii) a) The inventories have been physically verified by the management during the year except stock lying with third parties for which the confirmations are being obtained. In our opinion, the frequency of verification is reasonable.
- b) The procedures for physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining stock records in respect of major items of construction division only and discrepancies were not significant between book records and physical verification. Moreover, in absence of building wise consumption of the materials, the same has been arrived on the basis of figures submitted by the technical person and auditors have relied thereon. The reference is also invited to Note 21 (a).
- iii) a) As per the information furnished, the Company has outstanding unsecured loans, including business advances, amounting to ₹ 3491.08 lacs/- (Prev. Year ₹ 3386.55 lacs) given to two parties (Prev. Year four parties) covered in the register maintained under Section 301 of the Companies Act, 1956 and the terms & conditions thereof are prima facie are not prejudicial to the interests of the Company keeping in view the business of the Company and the nature of its transactions. Moreover, the Company is also recovering payment of principal amount and interest thereon wherever it has become due. However, reference is invited to Note 12 (b).
- b) The Company has not taken any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(e) to 4(iii)(g) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the Company has internal control procedure, for purchases of inventory, fixed assets and with regard to the sale of goods & services, which commensurates with the size of the Company. During the course of the audit, we have not observed any major weakness in the internal control system in respect of these areas.
- v) a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- b) In our opinion and according to the information and explanations given to us, the Company has not made any transactions pursuant to the contract or arrangement which needs to be entered in the register to be maintained under section 301 of the Act for value exceeding ₹ 5.00 lacs.
- vi) In our opinion, and according to the information and explanations given to us, the Company has not accepted any fixed deposits which are covered under provision of section 58A and section 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- vii) In our opinion and according to the information and explanations given to us, Company has an internal audit system commensurate with the size and nature of its business.
- viii) The Company is in process of maintaining the cost records in respect of construction activities pursuant to the rule made by the Central government of India under clause (d) of subsection (1) of section 209

of the Companies Act 1956, which need to be updated to make it in line with the prescribed records.

- ix) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities.
- b) According to the information and explanations given to us, there are no disputed liability of the Company in respect of income-tax, sales tax, customs duty, wealth tax, excise duty and cess as at 31st March 2014 except in respect of liability pertaining to cess amounting to ₹.349.05 lacs as stated under Note 36.
- x) The Company has not incurred cash losses in the current year and in the immediately preceding year. The Company has no accumulated losses as at 31st March 2014.
- xi) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in making the repayment of any Term Loan or any dues to the financial institutions or Banks and since the Company has not issued any debentures till date, therefore the question of default does not arise.
- xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company.
- xiv) In our opinion, the Company has maintained proper records of the transactions and contracts relating to trading in shares, securities, debentures and other investments and timely entries thereof have been made.
- xv) The Company has given guarantee to the Bank during the year for the loan taken by its subsidiary company as mentioned under Note 18 (c). However, the terms and conditions thereof are not prejudicial to the interests of the Company.
- xvi) Based on information & explanations given to us by the management the term loan was deemed to be applied for the purpose for which the loan was obtained.
- xvii) On the basis of an overall examination of the balance sheet of the Company and according to the information and explanations given to us, in our opinion, funds raised on a short-term basis have not been used for long-term investment and vice versa.
- xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- xix) The Company has not issued any debenture till date. Therefore creation of securities in respect of debentures does not arise.
- xx) The Company has not raised any money by way of public issues during the year.
- xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have been informed that one of the employees had misappropriated ₹.3.07 lacs in the earlier year while carrying the cash to the site as referred in Note 12 (h). The case is still pending. Except the above, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Management.

**For R.S. SHAH & COMPANY  
CHARTERED ACCOUNTANTS**

**Firm's Registration Number: 109762W**

**R. S. SHAH  
(PROPRIETOR)**

**Membership No.30108**

**Place :MUMBAI**

**Dated :12th May 2014**

**PODDAR DEVELOPERS LIMITED**
**BALANCE SHEET AS AT 31ST MARCH 2014**

| Particulars                              | Note No. | AS AT                   | AS AT                   |
|--|----------|-------------------------|-------------------------|
|  |          | 31.03.2014<br>₹ in Lacs | 31.03.2013<br>₹ in Lacs |
| <b>I. EQUITY AND LIABILITIES</b>         |          |                         |                         |
| <b>(1) Shareholders' funds</b>           |          |                         |                         |
| (a) Share Capital                        | 2        | 520.45                  | 520.45                  |
| (b) Reserves & Surplus                   | 3        | 5997.34                 | 5254.29                 |
| <b>(2) Non-current liabilities</b>       |          |                         |                         |
| (a) Long-term borrowings                 | 4        | 1325.69                 | 1072.58                 |
| (b) Deferred tax liabilities (Net)       | 5        | 4.77                    | 7.94                    |
| (c) Other Long term liabilities          |          | -                       | -                       |
| (d) Long-term provisions                 | 6        | 32.41                   | 78.71                   |
| <b>(3) Current liabilities</b>           |          |                         |                         |
| (a) Short-term borrowings                | 7        | -                       | 2250.00                 |
| (b) Trade payables                       |          | 233.38                  | 430.43                  |
| (c) Other current liabilities            | 8        | 10556.87                | 9808.30                 |
| (d) Short-term provisions                | 9        | 205.31                  | 142.19                  |
| <b>TOTAL</b>                             |          | <b>18876.22</b>         | <b>19564.89</b>         |
| <b>II. ASSETS</b>                        |          |                         |                         |
| <b>(1) Non-current assets</b>            |          |                         |                         |
| (a) Fixed assets                         | 10       |                         |                         |
| (i) Tangible assets                      |          | 422.35                  | 471.47                  |
| (ii) Intangible assets                   |          | 3.56                    | 4.02                    |
| (iii) Capital work-in-progress           |          | -                       | -                       |
| (iv) Intangible assets under development |          | -                       | -                       |
| (b) Non-current investments              | 11       | 195.38                  | 156.67                  |
| (c) Long-term loans and advances         | 12       | 4214.49                 | 4420.81                 |
| (d) Other non-current assets             |          | -                       | -                       |
| <b>(2) Current assets</b>                |          |                         |                         |
| (a) Current investments                  | 13       | 53.21                   | -                       |
| (b) Inventories                          | 14       | 12458.61                | 11135.09                |
| (c) Trade receivables                    | 15       | 147.81                  | 105.47                  |
| (d) Cash and cash equivalents            | 16       | 1149.29                 | 2748.03                 |
| (e) Short-term loans and advances        | 17       | 231.52                  | 523.33                  |
| (f) Other current assets                 |          | -                       | -                       |
| <b>TOTAL</b>                             |          | <b>18876.22</b>         | <b>19564.89</b>         |

**III. Contingent Liabilities and Commitments** 18  
(To the extent not provided for)  
Notes attached to and forming part of accounts  
Significant Accounting Policies 1

As per our report of even date For and on behalf of the Board

**For R.S.SHAH & CO.**  
CHARTERED ACCOUNTANTS  
Firm's Registration Number: 109762W

Dipak Kumar Poddar  
Executive Chairman

R.S.SHAH  
(Proprietor)  
Membership No.: 30108

Rohitashwa Poddar  
Managing Director

Shrikant Tembey  
Director

PLACE : MUMBAI  
DATED : 12th May 2014

Chandrakant Sharma  
Company Secretary

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014**

| Particulars  | Note No. | 2013-2014      | 2012-2013      |
|--|----------|----------------|----------------|
|  |          | ₹ in Lacs      | ₹ in Lacs      |
| I. Revenue from operations   | 19       | 6809.21        | 2695.08        |
| II. Other income   | 20       | 184.28         | 401.39         |
| <b>III. Total Revenue ( I + II )</b>   |          | <b>6993.49</b> | <b>3096.47</b> |
| <b>IV. Expenses :</b>  |          |                |                |
| Cost of construction   | 21       | 5325.78        | 5892.78        |
| (Increase)/Decrease in stock   | 22       | (352.52)       | (4068.47)      |
| Employee benefit expenses  | 23       | 296.13         | 214.46         |
| Finance costs  | 24       | 4.97           | 5.44           |
| Depreciation and Amortisation expenses   |          | 55.79          | 89.66          |
| Other expenses   | 25       | 365.91         | 228.21         |
| <b>Total expenses</b>  |          | <b>5696.06</b> | <b>2362.08</b> |
| V. Profit before exceptional and extraordinary items and tax (III-IV)                  |          | 1297.43        | 734.39         |
| VI. Exceptional items  | 26       | 5.83           | 539.60         |
| VII. Profit before extraordinary items and tax (V - VI)                                |          | 1303.26        | 1273.99        |
| VIII. Extraordinary Items  |          |                |                |
| IX. Profit before tax (VII - VIII)   |          | 1303.26        | 1273.99        |
| X. Tax expenses:   |          |                |                |
| 1) Current tax   | (481.43) |                | (382.96)       |
| 2) Deferred tax  | 3.17     | (478.26)       | 12.55          |
| XI. Profit / (Loss) for the year from continuing operations (IX - X)                   |          | 825.00         | 903.58         |
| XII. Profit / (Loss) for the year from discontinuing operations                        |          | -              | -              |
| XIII. Tax expenses of discontinuing operations   |          | -              | -              |
| XIV. Profit / (Loss) for the year from discontinuing operations (after tax) (XII-XIII) |          | -              | -              |
| XV. Profit / (Loss) for the year (XI + XIV)  |          | 825.00         | 903.58         |
| <b>XVI. Earning per Share (in Rs.)</b>   |          |                |                |
| Basic  |          | 15.85          | 17.36          |
| Diluted  |          | 15.85          | 17.36          |

Notes attached to and forming part of accounts

**Significant Accounting Policies 1**

As per our report of even date For and on behalf of the Board

**For R.S.SHAH & CO.**  
CHARTERED ACCOUNTANTS  
Firm's Registration Number: 109762W

Dipak Kumar Poddar  
Executive Chairman

R.S.SHAH  
(Proprietor)  
Membership No.: 30108

Rohitashwa Poddar  
Managing Director

Shrikant Tembey -  
Director

PLACE : MUMBAI  
DATED : 12th May 2014

Chandrakant Sharma  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

| PARTICULARS   |           | YEAR ENDED<br>31st March 2014<br>(₹ in Lacs) |           | YEAR ENDED<br>31st March 2013<br>(₹ in Lacs) |
|---|-----------|--|-----------|--|
| <b>A. Cash Flow from Operating Activities</b>                         |           |  |           |  |
| Net Profit / ( Loss ) after Tax and Extra-Ordinary Items              |           | <b>825.00</b>                                |           | 903.58                                       |
| <u>Adjustments For</u>  |           |  |           |  |
| Depreciation and Amortization expenses                                | 55.79     |  | 89.66     |  |
| Diminution in value of Investments                                    | (5.83)    |  | 62.90     |  |
| (Profit) / Loss on Sale of Fixed Assets                               | 11.08     |  | 0.77      |  |
| (Profit) / Loss on sales of Investments                               | -         |  | (0.18)    |  |
| Share of Loss/(Profit) in Partnership                                 | 9.19      |  | 1.06      |  |
| Interest Received   | (146.30)  |  | (374.85)  |  |
| Interest Paid   | 4.97      |  | 5.44      |  |
| Dividend Received   | (32.26)   |  | (21.58)   |  |
| Deferred Tax  | (3.17)    |  | (12.55)   |  |
|   |           | <b>(106.53)</b>                              |           | (249.33)                                     |
| Operating Profit/(Loss) before changes in assets and liabilities      |           | <b>718.47</b>                                |           | 654.25                                       |
| <u>Changes in assets and liabilities</u>                              |           |  |           |  |
| Trade & Other Receivables   | 455.79    |  | (2792.20) |  |
| Inventories   | (1323.52) |  | (4337.06) |  |
| Liabilities and provisions  | 568.34    | <b>(299.39)</b>                              | 4112.64   | (3016.62)                                    |
| Net Cash Flow from Operating Activities (A)                           |           | <b>419.08</b>                                |           | <b>(2362.37)</b>                             |
| <b>B. Cash Flow from Investing Activities</b>                         |           |  |           |  |
| (Purchase) / Sale of Fixed Assets                                     | (17.29)   |  | (72.72)   |  |
| (Purchase) / Sale of Investments                                      | (86.09)   |  | 753.57    |  |
| Share of Profit / (Loss) in Partnership                               | (9.19)    |  | (1.06)    |  |
| Foreign Currency Translation Reserve on Foreign Investments           | 7.59      |  | 9.04      |  |
| Interest Received   | 146.30    |  | 374.85    |  |
| Dividend Received   | 32.26     |  | 21.58     |  |
|   |           | <b>73.58</b>                                 |           | 1085.26                                      |
| <b>Net Cash Flow from Investing Activities (B)</b>                    |           | <b>73.58</b>                                 |           | <b>1085.26</b>                               |
| <b>C. Cash Flow from Financing Activities</b>                         |           |  |           |  |
| Proceeds from / (Repayment of) Borrowing                              | (1996.89) |  | 1869.90   |  |
| Dividend Paid including Tax thereon                                   | (89.54)   |  | (90.73)   |  |
| Interest Paid   | (4.97)    | <b>(2091.40)</b>                             | (5.44)    | 1773.73                                      |
| Net Cash Flow from Financing Activities (C)                           |           | <b>(2091.40)</b>                             |           | <b>1773.73</b>                               |
| <b>Net increase (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b> |           | <b>(1598.74)</b>                             |           | <b>496.62</b>                                |
| <b>Cash &amp; Cash Equivalents (Opening Balance)</b>                  |           | <b>2748.03</b>                               |           | <b>2251.41</b>                               |
| <b>Cash &amp; Cash Equivalents (Closing Balance)</b>                  |           | <b>1149.29</b>                               |           | <b>2748.03</b>                               |

Notes: 1) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 on the cash flow statement issued by the ICAI.

As per our report of even date

For and on behalf of the Board

For R.S.SHAH & CO.  
CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

Dipak Kumar Poddar - Executive Chairman

R.S.SHAH  
(Proprietor)  
Membership No.:30108

Rohitashwa Poddar - Managing Director

PLACE : MUMBAI  
DATED : 12th May 2014

Shrikant Tembey - Director

Chandrakant Sharma - Company Secretary

**NOTES ATTACHED TO AND FORMING PART OF THE ACCOUNTS****Note 1 – Significant accounting policies****A. Method of Accounting and Basis of preparation of Financial Statements**

- a) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of insurance claim and overdue interest from customers where the recovery thereof is uncertain.
- b) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.
- c) The financial statements have been prepared in compliance with all material aspects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956, read with General Circular No.15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013.
- d) Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**B. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported accounts of revenue and expenses for the year presented. Actual results could differ from these estimates.

**C. Fixed Assets and Depreciation**

- a) Fixed assets:  
Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- b) Depreciation:
  - i) Depreciation is provided on Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956.
  - ii) Depreciation on assets sold, discarded or scrapped, is provided upto the date on which the said asset is sold, discarded or scrapped.
  - iii) In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets.

**D. Impairment**

- a) The Carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.
- b) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**E. Investments**

Long-term Investments are valued at cost of acquisition (including cost of purchase, brokerage, and other related expenses incurred thereon). However, provision is made for any diminution in value, other than temporary, in which case the carrying value is reduced to recognize the decline and the same is being reversed when value of those investments is improved. Short-term investments are valued at lower of the cost or market price at the end of the year.

**F. Exchange Fluctuations**

Trade receivables and payables and Loans & advances in the foreign currency which are outstanding as on the date of balance sheet are converted on the basis of rates prevailing at the year-end. Exchange differences arising on settlement of monetary items during the year are recognized as Forex gain or loss of that year. Investments in Foreign Subsidiaries and Partnership LLCs are converted on the basis of rates prevailing at the year-end. Exchange differences for the same are credited / debited to Foreign currency translation reserve and effect to the Profit & Loss is given only when the investment is actually realized.

**G. Inventories****Realty & Construction**

- i) Land and Land Development Right in hand is valued at cost including incidental and development expenses.
- ii) Construction materials are valued at cost.
- iii) Work in progress is valued at cost consisting of land, land development, construction, infrastructure, administration, marketing and finance

expenses, plus also the effect of profit / loss where the construction is reasonably complete, in respect of unit sold, as determined by the management with the help of technical experts in respect of projected cost of completion, percentage of completion and the projected revenue and as per Guidance Note issued by the ICAI in respect of 'Accounting for Real Estate Transactions (Revised 2012)'.

- iv) a) Finished goods, which are unsold, are valued at cost, consisting of Land and Land development rights, construction, development, administration, marketing and finance expenses, or market value whichever is lower. For this purpose items of similar nature are compared in totality.
- b) Finished goods which are sold but possession of which could not be given on account of technical reasons are valued at the agreement price.

**H. Revenue Recognition**

- a) Revenue recognition in respect of property sale transaction is on the basis of agreement to sale as well as on the transfer of all significant risks and rewards of ownership to the buyers on handing over the possession of the property.
- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable where the recovery thereof is reasonably certain. In other case, the same is accounted for as and when realized.
- c) Dividend income is recognized when the shareholders' right to receive the payment is established.

**I. Advances from customers**

The amounts received from the customers against progressive demand note from time to time, are credited to Advances against sale of flats and the same are treated as Current Liabilities and adjusted against the sale value as per the terms of the Agreements at time of handing over the possession of the flats. Moreover, the amounts lying in the debit to account of certain customers, due to the difference in surrender value of the flat and rate at which it was originally booked, are being netted off from the aggregate credit of the customer's account and finally reduced from the sale value whenever revenue of such flats is recognized.

**J. Gratuity, Leave Encashment & Retirement Benefits**

- a) The Company has taken group insurance policy in respect of future Gratuity liability for all its employees and contributes annual premium on the basis of liability determined by LIC on actuarial basis.
- b) The Company provides for unutilised privilege leave and leave travel allowance available to its employees on the assumption that all of its employees would retire at the end of the year.

**K. Taxation****a) Income Tax**

Provision for Income tax is made on the basis of the taxable income as per the provisions of Income Tax Act, 1961 and the relevant Finance Act. Tax payments are set-off against provisions.

**b) Deferred Tax**

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the basis of the tax rate and the tax laws enacted or subsequently enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**L. Earnings per Share**

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

**M. Provisions and Contingent Liabilities**

Provisions are recognized when the company has a present obligation as a result of past events for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed when the company has a possible obligation and it is probable that a cash outflow will not be required to settle the obligation.

**N. Other Accounting Policies**

These are consistent with the generally accepted accounting policies.

**Note 2 Shareholders' funds**

**Share Capital**

**Authorised**

|  | <b>AS AT</b>          | <b>AS AT</b>       |
|--|-----------------------|--------------------|
|  | <b>31.03.2014</b>     | <b>31.03.2013</b>  |
|  | <b>(₹ in Lacs)</b>    | <b>(₹ in Lacs)</b> |
| 70,00,000 Equity Shares of Rs.10/- each                      | <b>700.00</b>         | 700.00             |
| Issued,Subscribed and paid up                                |                       |                    |
| 52,04,500 Equity Shares of Rs.10/- each at par fully paid up | <b>520.45</b>         | 520.45             |
|  | <b>520.45</b>         | 520.45             |
| <b>a) Shareholders holding more than 5 percent shares :</b>  | <b>Qty</b>            |                    |
| Qty  |                       |                    |
| (i) Suvijay Exports Ltd                                      | Shares <b>676540</b>  | 676540             |
| (ii) Poddar Amalgamated Holdings Pvt. Ltd.                   | Shares <b>1857700</b> | 1857700            |
| (iii) Rohitashwa Poddar                                      | Shares <b>965653</b>  | 270920             |
| (iv) Sandhini Poddar   | Shares <b>-</b>       | 430493             |

**b) Rights, preferences and restrictions attached to shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding.

**Note 3 Reserves and Surplus**

**1 General Reserves**

|   |                |        |                |
|---|----------------|--------|----------------|
| Balance as per Last Balance sheet                               | 2220.92        |        | 2120.92        |
| Add : Transferred from Surplus balance in Profit & Loss Account | <b>2420.92</b> | 100.00 | <b>2220.92</b> |

**2 Other Reserves**

Foreign Currency Translation Reserve

|                                   |       |              |              |
|-----------------------------------|-------|--------------|--------------|
| Balance as per Last Balance sheet | 27.61 |              | 18.57        |
| Add/(Less) : During the year      | 7.59  | <b>35.20</b> | 9.04         |
|                                   |       |              | <b>27.61</b> |

**3 Surplus Balance in Profit & Loss Account**

|   |          |                |                |
|---|----------|----------------|----------------|
| Balance as per Last Balance sheet   | 3005.76  |                | 2292.91        |
| Add : Profit for the year   | 825.00   |                | 903.58         |
|   | 3830.76  |                | 3196.49        |
| Less : Transferred to General Reserve   | (200.00) |                | (100.00)       |
| Proposed Dividend including tax thereon (₹.1.50/- per share, Prev. yr.₹.1.50 per share) | (89.54)  | <b>3541.22</b> | (90.73)        |
|   |          | <b>5997.34</b> | <b>5254.29</b> |

**Note 4 Long-term borrowings**

Secured Loans

Term loans

**1 From Financial Institution**

|  |                |                |
|--|----------------|----------------|
| Working Capital Project finance - HDFC Ltd | <b>1267.89</b> | <b>1000.00</b> |
|--|----------------|----------------|

**2 From banks**

|                                 |              |              |
|---------------------------------|--------------|--------------|
| Working Capital Project Finance |              |              |
| Vehicles *                      | <b>55.01</b> | <b>64.95</b> |
| Construction Equipments *       |              |              |

**3 From Others**

|            |                |                |
|------------|----------------|----------------|
| Vehicles * | <b>2.79</b>    | <b>7.63</b>    |
|            | <b>1325.69</b> | <b>1072.58</b> |

\* Secured by hypothecation of specific vehicles & equipments.

a) Working capital project finance is secured by way of mortgage of certain portion of land at Badlapur and hypothecation of all current assets relating to the project and personally guaranteed by the promoter directors of the Company.

b) Working capital project finance is repayable in eight installments commencing from 29th month from the date of first disbursement with a right to adjust against the project's cash flow at an earlier date as deemed fit.

**Note 5 Deferred tax liabilities (Net)**

The Deferred Tax Liability / (Asset) comprises of tax effect of timing differences on account of:

|   | Up to<br>31.03.2013<br>₹ in lacs | For the<br>Current Year<br>₹ in lacs | As at<br>31.03.2014<br>₹ in lacs |
|---|----------------------------------|--------------------------------------|----------------------------------|
| Deferred Tax Liability  |                                  |                                      |                                  |
| Difference between the Net Block as per Books & Net Block after allowing the Depreciation U/s 32 of Income Tax Act, | 22.32                            | 1.58                                 | 23.90                            |
| Deferred Tax (Asset)  |                                  |                                      |                                  |
| Provision for Employees' benefit  | (14.38)                          | (4.75)                               | (19.13)                          |
| <b>TOTAL</b>  | <b>7.94</b>                      | <b>(3.17)</b>                        | <b>4.77</b>                      |

**Note 6 Long-term provisions**

|                                   | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|-----------------------------------|----------------------------------|----------------------------------|
| 1 Provision for Employee Benefits | 31.21                            | 25.58                            |
| 2 Provision for Taxation          | 1.20                             | 53.13                            |
|                                   | <b>32.41</b>                     | <b>78.71</b>                     |

**Note 7 Short-term borrowings**

|                                 |   |         |
|---------------------------------|---|---------|
| Secured Loan                    |   |         |
| From Yes Bank Ltd               |   |         |
| Working Capital Project Finance | - | 2250.00 |
|                                 | - | 2250.00 |

**Note 8 Other current liabilities**

|  |                 |                |
|--|-----------------|----------------|
| 1 Current Maturities of Long - Term Debt         | 31.08           | 36.25          |
| 2 Interest accrued but not due on Borrowings     | 0.54            | 0.68           |
| 3 Interest accrued and due on Borrowings         | -               | 27.65          |
| 4 Unclaimed Dividends                            | 16.51           | 14.59          |
| 5 Advance against sale of flats                  | 10024.86        | 9388.57        |
| 6 Advance against transfer of Development Rights | 156.79          | 146.79         |
| 7 Deposits & other receipts from customers       | 33.49           | 26.79          |
| 8 Other statutory liabilities                    | 33.60           | 31.10          |
| 9 Other liabilities                              | 260.00          | 127.45         |
| 10 Employee benefit obligation as per AS-15      | -               | 8.43           |
|  | <b>10556.87</b> | <b>9808.30</b> |

**Note 9 Short-term provisions**

|  |               |               |
|--|---------------|---------------|
| 1 Provision for Employee benefits            | 67.80         | 39.46         |
| 2 Proposed Dividend                          | 78.07         | 78.07         |
| 3 Provision for tax on dividend distribution | 13.27         | 12.66         |
| 4 Other provisions                           | 46.17         | 12.00         |
|  | <b>205.31</b> | <b>142.19</b> |

## PODDAR DEVELOPERS LIMITED

NOTE 10  
FIXED ASSETS

(` in Lacs)

| SR. NO. | PARTICULARS              | GROSS BLOCK (AT COST) |                                |                                |                          | DEPRECIATION          |                   |                             |                             | NET BLOCK             |                       |  |
|---------|--------------------------|-----------------------|--------------------------------|--------------------------------|--------------------------|-----------------------|-------------------|-----------------------------|-----------------------------|-----------------------|-----------------------|--|
|         |                          | AS AT 01.04.2013<br>` | ADDITIONS DURING THE YEAR<br>` | DEDUCTION DURING THE YEAR<br>` | TOTAL AS 31.03.2014<br>` | UP TO 01.04.2013<br>` | FOR THE YEAR<br>` | DEDUCTION FOR THE YEAR<br>` | DEDUCTION FOR THE YEAR<br>` | AS AT 31.03.2014<br>` | AS AT 31.03.2013<br>` |  |
| 1       | <b>TANGIBLE ASSETS</b>   |                       |                                |                                |                          |                       |                   |                             |                             |                       |                       |  |
|         | BUILDING                 | 71.48                 | -                              | -                              | 71.48                    | 13.97                 | 1.17              | -                           | 15.14                       | 56.34                 | 57.51                 |  |
| 2       | CONSTRUCTION EQUIPMENTS  | 209.09                | 1.03                           | 83.89                          | 126.23                   | 58.63                 | 11.87             | 50.18                       | 20.32                       | 105.91                | 150.46                |  |
| 3       | FURNITURE & FIXTURES     | 59.01*                | 5.61                           | -                              | 64.62                    | 10.44                 | 3.95**            | -                           | 14.39                       | 50.23                 | 48.57                 |  |
| 4       | VEHICLES                 | 288.47                | 22.90                          | 2.41                           | 308.96                   | 116.28                | 30.99             | 1.30                        | 145.97                      | 162.99                | 172.19                |  |
| 5       | DATA PROCESSING MACHINES | 39.17                 | 10.34                          | 5.57                           | 43.94                    | 20.35                 | 5.50              | 4.87                        | 20.98                       | 22.96                 | 18.82                 |  |
| 6       | OFFICE EQUIPMENTS        | 27.27                 | 1.45                           | 0.21                           | 28.51                    | 3.35                  | 1.31              | 0.07                        | 4.59                        | 23.92                 | 23.92                 |  |
| 7       | <b>INTANGIBLE ASSETS</b> |                       |                                |                                |                          |                       |                   |                             |                             |                       |                       |  |
|         | COMPUTER SOFTWARE        | 6.02                  | 0.82                           | 0.46                           | 6.38                     | 2.00                  | 1.00              | 0.18                        | 2.82                        | 3.56                  | 4.02                  |  |
|         | TOTAL                    | 700.51                | 42.15                          | 92.54                          | 650.12                   | 225.02                | 55.79             | 56.60                       | 224.21                      | 425.91                | 475.49                |  |
|         | PREVIOUS YEAR            | 630.65                | 72.76                          | 2.90                           | 700.51                   | 137.46                | 89.66             | 2.10                        | 225.02                      | 475.49                |                       |  |

\* Certain vehicles are registered in the name of a Director &amp; Employees.

\*\* Depreciation for the year includes ₹.2.77 lacs (Prev. Yr. ₹.10.79 lacs) towards impairment of vehicles.

|  | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|--|----------------------------------|----------------------------------|
| <b>Note 11 Non-current Investments</b>   |                                  |                                  |
| <b>1 Investment in Equity Instrument</b>   |                                  |                                  |
| <b>(i) Quoted shares</b>   |                                  |                                  |
| 5000 Equity Shares of Rs.10/- each fully paid up of Bharat Earth Movers Ltd<br>(Prev. Yr. 5000 Sh.)  | 66.81                            | 66.81                            |
| 95000 Equity Shares of Rs.10/- each fully paid up of GTL Ltd<br>(Prev. Yr. 95000 Sh.)  | 239.52                           | 239.52                           |
| 37049 Equity Shares of Rs.10/- each fully paid up of NHPC Ltd<br>(Prev. Yr. 37049 Sh.)   | 13.34                            | 13.34                            |
| - Equity Shares of Rs.10/- each fully paid up of BIL Power Ltd<br>(Prev. Yr. 40842 Sh.)  | -                                | 13.72                            |
| 24000 Equity Shares of Rs.10/- each fully paid up of Janpriya Traders Ltd.<br>(Prev. Yr. 24000 Sh.)  | 0.51                             | 0.51                             |
| 22550 Equity Shares of Rs.10/- each fully paid up of Brite Merchants Ltd<br>(Prev. Yr.22550 Sh.)   | 0.46                             | 0.46                             |
|  | <b>320.64</b>                    | 334.36                           |
| Less : Provision for diminution in value of investments  | <b>(284.38)</b>                  | (303.11)                         |
| Total  | <b>36.26</b>                     | 31.25                            |
| Market Value of Quoted Shares  | <b>36.26</b>                     | 31.34                            |
| <b>(ii) Unquoted shares</b>  |                                  |                                  |
| <b>I ) In Subsidiary</b>   |                                  |                                  |
| 50000 Equity Shares of Rs.10/- each fully paid up of *<br>Poddar Natural Resources & Ores P.Ltd 100% ownership<br>(Prev. Yr. 50000 Sh.)    | 5.00                             | 5.00                             |
| 10000 Equity Shares of Rs.10/- each fully paid up of **<br>Poddar Habitat P.Ltd (100 % ownership)<br>(Prev. Yr. 10000 Sh.)                 | 1.00                             | 1.00                             |
| 10000 Equity Shares of Rs.10/- each fully paid up of ***<br>Poddar Leisure Infrastructure P.Ltd (100 % ownership)<br>(Prev. Yr. 10000 Sh.) | 1.00                             | 1.00                             |
| 10000 Equity Shares of Rs.10/- each fully paid up of ****<br>Poddar Infrastructure P.Ltd (100 % ownership)<br>(Prev. Yr. 10000 Sh.)        | 1.00                             | 1.00                             |
| 90 Wearology Limited FZC<br>(AED 135000/- twds 90% ownership)  | 21.36                            | 20.60                            |
| <b>II) Joint Venture</b>   |                                  |                                  |
| 5000 Equity Shares of Rs.10/-<br>each fully paid up of<br>Viva Poddar Housing Pvt. Ltd<br>(Prev. Yr. 5010 Sh.) #                           | 0.50                             | 0.50                             |
| <b>III) Others</b>   |                                  |                                  |
| 19019 Equity Shares of Rs.10/- each fully paid up of<br>Poddar Amalgamated Holdings P.Ltd<br>(Prev. Yr.19019 Sh.)                          | 1.14                             | 1.14                             |
| Total Cost of Unquoted Investments   | <b>31.00</b>                     | 30.24                            |
| * 6 Shares are held on behalf of the company by nominee.   |                                  |                                  |

|  | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|--|----------------------------------|----------------------------------|
| ** 2 Shares are held on behalf of the company by nominee.  |                                  |                                  |
| *** 2 Shares are held on behalf of the company by nominee. |                                  |                                  |
| ****2 Shares are held on behalf of the company by nominee. |                                  |                                  |
| # The same was a subsidiary in the previous year.          |                                  |                                  |
| <b>2 Investment in partnership firms &amp; LLC</b>         |                                  |                                  |
| Organically Grown Group LLC                                | 83.52                            | 85.73                            |
| Nav Nirman Agro  | 9.33                             | 9.45                             |
| Shiv Shakti Developers                                     | 35.27                            | -                                |
| Total Cost of Investment in Partnership                    | 128.12                           | 95.18                            |
| Total  | 195.38                           | 156.67                           |

List of Investments in Partnership Firms (Associates):-

The Company has entered into partnership arrangements with the following:-

| Name of Firm                | Ownership (%) | Capital as on<br>31/03/2014<br>₹. In lacs | Company's Share<br>Profit/Loss<br>₹. In lacs |
|-----------------------------|---------------|---|--|
| A) Organically LLC, USA     |               |   |  |
| <u>Partners</u>             |               |   |  |
| 1) Poddar Developers Ltd.   | 50%           | 83.52<br>(85.73)                          | -9.08<br>(-0.93)                             |
| 2) MJIR Inc., USA           | 50%           |   |  |
| * Equivalent to USD 15302/- |               |   |  |
| B) Nav Nirman Agro          |               | 9.33<br>(9.45)                            | -0.11<br>(-0.13)                             |
| <u>Partners</u>             |               |   |  |
| 1) Poddar Developers Ltd.   | 99%           |   |  |
| 2) Individuals              |               |   |  |
| - Jinendra Nahar            | 0.25%         |   |  |
| - Chandrakant Ghanekar      | 0.25%         |   |  |
| - Vimal Dhoot               | 0.20%         |   |  |
| - Pradeep Sharma            | 0.20%         |   |  |
| - Lakhi Prasad Kheradi      | 0.10%         |   |  |
| C) Shivshakti Developers    |               | 35.27                                     | -  |
| <u>Partners</u>             |               |   |  |
| Poddar Developers Ltd       | 97%           |   |  |
| Poddar Habitat Pvt. Ltd     | 3%            |   |  |

**Note 12 Long-term loans and advances**

(Unsecured, considered good except stated otherwise)

|   |         |         |         |
|---|---------|---------|---------|
| 1 Security Deposits   |         | 23.46   | 7.92    |
| 2 Loans & advances to related parties                                 |         |         |         |
| (i) Subsidiaries  | 220.90  |         | 3168.05 |
| (ii) Joint Venture  | 3270.18 |         | -       |
| (iii) Others  | 6.12    | 3497.20 | 224.62  |
| 3 Loans & advances to others  |         |         |         |
| (i) Loans   |         |         |         |
| - Considered good   | -       |         | 55.00   |
| - Considered doubtful   | 146.17  |         | 145.49  |
|   | 146.17  |         | 200.49  |
| Less : Provision for Doubtful Loans & Advances                        | (31.17) | 115.00  | -       |
| (ii) Advances recoverable in cash or kind or for value to be received |         |         |         |
| - Considered good   | 67.78   |         | 261.37  |
| - Considered doubtful   | 3.07    |         | 8.63    |
|   | 70.85   |         | 270.00  |
| Less : Provision for Doubtful Loans & Advances                        | (3.07)  | 67.78   | (8.63)  |
| (iii) Advances and Other Incidentals for Bhivpuri Project             |         |         |         |
| - Considered good   | 20.57   |         | 25.71   |
| - Considered doubtful   | 12.44   |         | 12.44   |
|   | 33.01   |         | 38.15   |

|   |         |                |         |                |
|---|---------|----------------|---------|----------------|
| Less : Provision for Doubtful Loans & Advances                | (12.44) | 20.57          | (12.44) | 25.71          |
| (iv) Advances and Other Incidentals for Badlapur Project      |         | 41.75          |         | 73.88          |
| (v) Advances and Other Incidentals for Mohili Project         |         | 224.62         |         | 224.62         |
| (vi) Advances and Other Incidentals for Tisgaon Project       |         | 102.73         |         | 162.71         |
| (vii) Advances and Other Incidentals for Goregaon Project     |         | 27.00          |         | 1.01           |
| (viii) Advances and Other Incidentals for Vidhyavihar Project |         | 94.38          |         | 70.43          |
|   |         | <b>4214.49</b> |         | <b>4420.81</b> |

a) Loans & advances to Subsidiaries represent

Loan carrying interest @ 18% p.a. is given towards development cost of the project. The same alongwith the interest is recoverable from the realisation of the sale proceeds of the said project after making payment of term loan to its bank.

b) Loans & advances to Joint Venture represent

- i An arrangement with Viva Poddar Housing Private Limited (in which the Company is holding 50% shares) towards the Company's share of contribution for Joint Development of Viva Poddar realty project. The Joint Venture company has in turn given aggregate advances of ₹.3000 lacs(Prev. Yr. ₹.2750 lacs) towards procurement of the land to a firm in which one of the directors of Joint Venture company is interested as a partner, under the terms of Shareholders Agreement inter-alia stating that the said land along with necessary approvals was to be transferred to the Joint Venture company for development within a reasonable time. However the said firm has informed the Joint Venture company that the land has already been procured and awaiting certain approvals, which is expected in a short time.

In opinion of the Board, the said Land with necessary approvals will shortly be made available to the Joint Venture company and immediately thereafter, the development of the project would commence and the above referred advances would be recovered out of the proceeds of the project on completion and accordingly, such advances are good and recoverable.

- ii In addition to above, the Company is entitled to receive 27250 sq. feet (built up), duly constructed on lock and key basis, as compensation towards aforesaid advances on approval of the project and the sale proceeds thereof shall be accounted for as and when the area is allotted and sold.

c) Advances and Other Incidentals for Bhivpuri Project

The Company had given advances to land owners directly / through its employee of ₹.33.01 lacs (Prev. Yr. ₹.38.15 lacs) towards purchase of additional Land, including certain Land which is not useable for the purpose of the construction being a hilly area. The Company is making necessary attempt to sale / recover the advances. The final recovery thereof would depend on disposal of the same.

d) Advances and Other Incidentals for Badlapur Project

The Company has given advances for acquisition of additional land to the land owner directly / through its employee to the land owner amounting to ₹.41.75 lacs (Prev. Yr. ₹.73.88 lacs) which will be registered in favour of the Company in due course of time.

e) Advances and Other Incidentals for Mohili Project

- i represents aggregate consideration paid for purchase of development right of the land which is in process of converting into non-agricultural land. Thereafter, the Company would apply for various approvals for construction of a residential project which is expected to be launched by end of the next year.

- ii The Company has taken advances of ₹.85 lacs from other parties for transfer of aforesaid development right in the earlier years, included and shown under the head 'Other current liabilities', which shall be returned in due course of time.

e) Advances and Other Incidentals for Tisgaon Project

- i The Company had entered into Joint development agreement with the Land owners and paid an aggregate amount of ₹.82.45 lacs (Prev. Yr. ₹.142.43 lacs) with the understanding that certain portion of the constructed area would be given to them as a compensation towards the cost of the land and the above amount would be adjusted against the sale proceeds of their rights. The Company has now decided to commence the development of the said project and submitted the plans for approval with the appropriate authorities which is expected to be received in a short time.

- ii The Company has also given advances of ₹.20.28 lacs (Prev. yr. ₹.20.28 lacs) towards charges for aggregation of land at Tisgaon Dombivali Maharashtra. The same would be debited to cost of project as and when the Company commences the development of the project and any amount, if payable, would also debited to the same as and when settled .

- iii In the mean time, the Company has incurred the following expenses as pre-emptive preparation before the commencement of construction and development which have been debited to work in progress.

|  | <u>Rs.in lacs</u> |
|--|-------------------|
| 1. Stamping & Registration               | 30.85             |
| 2. Land Development Expenses             | 27.81             |
| 3. Infra structure & incidental expenses | 64.26             |
| 4. Project Consultancy                   | 24.89             |
| 5. Other expenses                        | 8.13              |

f) Advances and Other Incidentals for Vidhyavihar Project represent

the payment of expenses of ₹.32.13 lacs (Prev. Yr. ₹.12.18 lacs) and advances of ₹.62.25 lacs (Prev. Yr. ₹.58.25 lacs) paid towards the proposed joint redevelopment project at Vidhyavihar including incidentals, pending documentation. The matter is under litigation and consent term is being filed; the recovery thereof would finally depend upon further development in the matter, the confirmation is awaited.

- g) Loans and advances to others include sticky loan of ₹.115 lacs to a company which is not able to repay instalment and interest due thereon. The Company has asked the party to forward the repayment schedule with post dated cheques in order to meet their commitment as the same is to be rescheduled. However, the matter is under final stage of settlement. In the meantime, the management has decided to make suitable provision for accrued interest of ₹.31.17 lacs which was accounted for as income in the earlier years. Moreover, no interest income has been recognized on such loan during the current year as followed in the previous year. The Management is hopeful to recover atleast the principal amount in the phased manner.

- h) Advances recoverable in cash or kind include ₹.3.07 lacs which had been misappropriated by one of the employees in the earlier year against which the Company had lodged an FIR and the matter is still under investigation. However, the same has been provided for.

| <b>Note 13 Current Investments</b>   | <b>AS AT<br/>31.03.2014<br/>₹ in Lacs</b> | <b>AS AT<br/>31.03.2013<br/>₹ in Lacs</b> |
|--|---|---|
| <b>(i) Quoted</b>  |   |   |
| 3081.775 Reliance Liquid Fund Treasury plan Direct Institutional option Daily Dividend (Prev. Yr. Nil) | 47.11                                     | -   |
| 608.250 UTI Money Market Fund Institutional Plan Direct (Prev. Yr. Nil)                                | 6.10                                      | -   |
| Cost of Mutual Funds   | 53.21                                     | -   |
| Market Value of Quoted Investments   | 53.21                                     | -   |
| Total  | 53.21                                     | -   |

**Note 14 Inventories**

(As taken, valued & Certified by the management)

|  |          |          |
|--|----------|----------|
| 1 Construction Materials   | 278.68   | 342.81   |
| 2 Work in Progress   |          |          |
| - Land & Related expenses  | 907.76   | 1170.33  |
| - Construction, Development, administration marketing & finance cost | 8869.54  | 9819.14  |
| 3 Finished Goods   | 846.15   | 451.79   |
| 4 Land Development Rights  | 704.68   | 521.35   |
| 5 Land & Structures thereon at Goregaon                              | 851.80   | -        |
|  | 12458.61 | 11135.09 |

a) Land Development Rights includes

1 ₹.704.68 lacs (Pr. Yr. ₹ 521.35 lacs) including incidental expenses for procurement / development of Land at Badlapur extension for which necessary permission from various authorities are awaited.

2 Land & Structures thereon at Goregaon

"The Company has purchased 14983.10 Sq. Mtrs. alongwith the structures mostly occupied by the tenants / occupant and slum notified area for purpose of redevelopment in Goregaon (East) Mumbai. The slum owners had formed the society and the said society has appointed M/s. Shiv Shakti Developers, a firm in which the Company and one of its subsidiaries are partner, as the developers. The said firm has applied for necessary permissions under SRA Rules from the appropriate authority. In addition to above, the Company is also planning to redevelop other areas along with various tenants / occupants for which necessary steps will be taken in due course of time.

**Note 15 Trade Receivables**

(Unsecured, considered good unless otherwise stated)

Outstanding for the period of more than six months

|                                     |        |        |
|-------------------------------------|--------|--------|
| - Considered good                   | 12.01  | 6.63   |
| - Considered doubtful               | 5.04   | 1.20   |
|                                     | 17.05  | 7.83   |
| Less : Provision for Doubtful debts | (5.04) | (1.20) |
| Others                              | 135.80 | 98.84  |
|                                     | 147.81 | 105.47 |

**Note 16 Cash & Cash Equivalents**

1 Balance with bank

|                                      |        |         |
|--------------------------------------|--------|---------|
| (i) Current A/c.                     | 384.81 | 1431.12 |
| (ii) Unpaid Dividend *               | 16.50  | 14.59   |
| (iii) Margin money against borrowing | -      | 659.73  |
| (iv) Margin money against guarantee  | 59.30  | 13.23   |
| (v) Term Deposit                     | 678.59 | 2744.34 |

2 Cash on hand

|         |         |
|---------|---------|
| 10.09   | 3.69    |
| 1149.29 | 2748.03 |

\* Difference of ₹.0.01 lacs vis-à-vis unclaimed dividend shown under Other current liabilities towards bank charges debited in the unpaid dividend bank account which is being deposited in due course of time.

**Note 17 Short-term Loans and Advances**

|   |  | AS at<br>31.3.2014<br>₹ in Lacs |                      | AS at<br>31.3.2013<br>₹ in Lacs |               |
|---|--|---------------------------------|----------------------|---------------------------------|---------------|
| <u>(Unsecured, considered good except stated otherwise)</u> |  |                                 |                      |                                 |               |
| 1   | Loans & advances to related parties                                  |                                 |                      |                                 |               |
|   | (i) Subsidiaries   | 0.30                            |                      | -                               |               |
|   | (ii) Others  | 0.07                            | <b>0.37</b>          | -                               | -             |
| 2   | <u>Advances recoverable in cash or kind for value to be received</u> |                                 |                      |                                 |               |
|   | Considered good  | 228.97                          |                      | 523.33                          |               |
|   | Considered Doubtful  | 1.15                            |                      | 2.92                            |               |
|   |  | <u>230.12</u>                   |                      | <u>526.25</u>                   |               |
|   | Less : Provision for Doubtful Loans & Advances                       | (1.15)                          | <b>228.97</b>        | (2.92)                          | 523.33        |
|   | <u>Employee Benefit Plan Assets (Net) As per AS-15</u>               |                                 | <b>2.18</b>          |                                 | -             |
|   |  |                                 | <u><b>231.52</b></u> |                                 | <u>523.33</u> |

**Note 18 Contingent liabilities and Commitments (not provided for):**

- a) Claims against the Company not acknowledged as debt ₹.14.85 lacs. The matter was decided in favour of company. However, the bank has preferred an appeal against the order which is pending before the Debt Recovery Tribunal. The Company had deposited ₹.1.00 lacs as earnest money.
- b) Guarantee given by a bank on behalf of the Company amounting to ₹.56.48 lacs against which 100 % fixed deposit margin given by the Company.
- c) Guarantee given by the Company to a bank on behalf of one of the subsidiaries amounting to ₹.2200 lacs

|  |  | 2013-2014<br>₹ in Lacs |                       | 2012-2013<br>₹ in Lacs |                |
|--|--|------------------------|-----------------------|------------------------|----------------|
| <b>Note 19 Revenue from operations</b> |  |                        |                       |                        |                |
|  | (i) Sales                                |                        | <b>6258.72</b>        |                        | 2465.36        |
|  | (ii) <u>Other Operating revenues</u>     |                        |                       |                        |                |
|  | Profit on transfer of Development rights |                        | -                     |                        | 125.21         |
|  | Interest Received on overdue payments    |                        | <b>0.65</b>           |                        | 1.34           |
|  | Surrender & forfeitures                  |                        | <b>39.83</b>          |                        | 47.83          |
|  | Contribution towards other amenities     |                        | <b>413.42</b>         |                        | 26.12          |
|  | Brokerage received                       |                        | <b>12.33</b>          |                        | 29.22          |
|  | Service tax Cenvat credit setoff         |                        | <b>84.26</b>          |                        | -              |
|  |  |                        | <u><b>6809.21</b></u> |                        | <u>2695.08</u> |

**Note 20 Other Income**

|                                |       |               |                      |       |               |
|--------------------------------|-------|---------------|----------------------|-------|---------------|
| Dividend received - Subsidiary | 22.20 |               | -                    |       |               |
| - Others                       | 10.06 |               | <b>32.26</b>         | 21.58 | 21.58         |
| Interest Received              |       | <b>146.30</b> |                      |       | 374.85        |
| Sundry balances written back   |       | <b>3.23</b>   |                      |       | 0.42          |
| Profit on Sale of Investments  |       | -             |                      |       | 0.18          |
| Rent received                  |       | <b>0.96</b>   |                      |       | 0.48          |
| Miscellaneous Income           |       | <b>1.53</b>   |                      |       | 3.88          |
|                                |       |               | <u><b>184.28</b></u> |       | <u>401.39</u> |

**Note 21 Cost of Construction**

|                                   |           |                |                       |  |                |
|-----------------------------------|-----------|----------------|-----------------------|--|----------------|
| Expenses incurred during the Year |           |                |                       |  |                |
| Land / Land related cost          | <b>A1</b> | <b>91.68</b>   |                       |  | 22.69          |
| Development & Construction Cost   | <b>A2</b> | <b>4281.41</b> |                       |  | 4803.12        |
| Administration Cost               | <b>A3</b> | <b>509.66</b>  |                       |  | 497.78         |
| Marketing Cost                    | <b>A4</b> | <b>307.48</b>  |                       |  | 216.08         |
| Finance Cost                      | <b>A5</b> | <b>227.12</b>  |                       |  | 353.11         |
| Service tax Cenvat credit setoff  |           | <b>(91.57)</b> |                       |  | -              |
| Project consultancy charges       |           |                |                       |  | -              |
|                                   |           |                | <u><b>5325.78</b></u> |  | <u>5892.78</u> |

**NOTE NO 'A1'**

|                          |  |                     |  |  |              |
|--------------------------|--|---------------------|--|--|--------------|
| LAND / LAND RELATED COST |  |                     |  |  |              |
| - Land                   |  |                     |  |  | 22.69        |
| - Land Related Expenses  |  | <b>91.68</b>        |  |  | -            |
|                          |  | <u><b>91.68</b></u> |  |  | <u>22.69</u> |

|                                 | <b>2013-2014</b><br>₹ in Lacs | <b>2012-2013</b><br>₹ in Lacs |
|---------------------------------|-------------------------------|-------------------------------|
| <b>NOTE NO `A2`</b>             |                               |                               |
| DEVELOPMENT & CONSTRUCTION COST |                               |                               |
| Material Consumed :             |                               |                               |
| Opening Stock                   | <b>342.81</b>                 | 249.13                        |
| Add : Purchase during the year  | <b>1698.33</b>                | 2462.11                       |
|                                 | <b>2041.14</b>                | 2711.24                       |
| Less : Closing Stock            | <b>278.68</b>                 | 342.81                        |
|                                 | <b>1762.46</b>                | 2368.43                       |
| Labour cost                     | <b>1616.32</b>                | 1525.31                       |
| Other construction Expenses     | <b>110.08</b>                 | 143.30                        |
| Infrastructure cost             | <b>792.55</b>                 | 766.08                        |
|                                 | <b>4281.41</b>                | 4803.12                       |

Infrastructure cost is netoff recoveries made from customers of ₹.64.51 lacs (Prev. Yr.104.71 lacs) at the time of handing over the possession

**NOTE NO `A3`**

ADMINISTRATION COST

|   |               |        |
|---|---------------|--------|
| Employee benefit expenses                 |               |        |
| - Salaries                                | <b>270.87</b> | 200.17 |
| - Contribution to Provident & other funds | <b>8.70</b>   | 8.94   |
| - Staff Welfare Expenses                  | <b>4.10</b>   | 4.61   |
| Legal & Professional Fees                 | <b>38.03</b>  | 46.92  |
| Travelling & Conveyance                   | <b>6.31</b>   | 3.93   |
| Postage, Telegram & Telephone             | <b>8.23</b>   | 7.14   |
| Insurance                                 | <b>16.41</b>  | 16.92  |
| Rates & Taxes                             | <b>38.63</b>  | 84.71  |
| Motor Car Expenses                        | <b>12.23</b>  | 8.48   |
| Security charges                          | <b>15.92</b>  | 17.60  |
| Electricity Expenses                      | <b>30.16</b>  | 20.38  |
| Repairs & Maintenance                     | <b>7.75</b>   | 9.77   |
| Site Expenses                             | <b>40.09</b>  | 45.95  |
| Miscellaneous Expenses                    | <b>12.23</b>  | 22.26  |
|   | <b>509.66</b> | 497.78 |

**NOTE NO `A4`**

MARKETING COST

|                        |               |        |
|------------------------|---------------|--------|
| Advertisements         | <b>116.41</b> | 112.60 |
| Brokerage (net)        | <b>151.93</b> | 58.73  |
| Sponsorship Expenses   | <b>12.43</b>  | 16.44  |
| Donation               | <b>3.07</b>   | 2.39   |
| Miscellaneous Expenses | <b>23.64</b>  | 25.92  |
|                        | <b>307.48</b> | 216.08 |

**NOTE NO `A5`**

FINANCE COST

|                                    |                |         |
|------------------------------------|----------------|---------|
| Interest and Other Finance Charges | <b>249.48</b>  | 409.68  |
| Less : Interest income             | <b>(22.36)</b> | (56.57) |
|                                    | <b>227.12</b>  | 353.11  |

- a) In absence of adequate building-wise consumption records of materials, the aggregate consumption has been arrived at on the basis of closing stock of the materials as physically verified by the management after deducting the same from the opening stock & total purchases made during the year and the same has been allocated to the respective buildings on the basis of consumption certificate issued by the architect.

**Note 22 (Increase)/Decrease in stock**

|                       |                 |          |
|-----------------------|-----------------|----------|
| Closing Stock         |                 |          |
| <u>Finished goods</u> |                 |          |
| Completed Flats       | <b>846.15</b>   | 451.79   |
| Work in progress      | <b>9777.30</b>  | 9819.14  |
|                       | <b>10623.45</b> | 10270.93 |
| Less : Opening Stock  |                 |          |
| <u>Finished goods</u> |                 |          |
| Completed Flats       | <b>451.79</b>   | 310.95   |

|                  | 2013-2014<br>₹ in Lacs | 2012-2013<br>₹ in Lacs |
|------------------|------------------------|------------------------|
| Work in progress | 9819.14                | 5891.51                |
|                  | -                      | -                      |
|                  | <u>10270.93</u>        | <u>6202.46</u>         |
|                  | <u>(352.52)</u>        | <u>(4068.47)</u>       |

**Note 23 Employee benefit expenses \***

|   |  |               |               |
|---|--|---------------|---------------|
| 1 | Salaries & Bonus                                 | 265.87        | 193.18        |
| 2 | Company's Contribution to Provident & other fund | 11.59         | 7.05          |
| 3 | Staff Welfare Expenses                           | 5.15          | 2.83          |
| 4 | Contribution to Gratuity fund                    | 5.67          | 8.59          |
| 5 | Insurance premium - Group health                 | 7.85          | 2.81          |
|   |  | <u>296.13</u> | <u>214.46</u> |

\* Excluding the expenses related to construction debited to cost of construction in Note "A3" & "A4".

**Note 24 Finance cost \***

|          |             |             |
|----------|-------------|-------------|
| Interest | 4.97        | 5.44        |
|          | <u>4.97</u> | <u>5.44</u> |

\* Excluding the expenses related to construction debited to cost of construction in Note "A5".

**Note 25 Other Expenses\***
**Administrative and General Expenses**

|  |       |               |       |               |
|--|-------|---------------|-------|---------------|
| Rent   |       | 17.17         |       | 1.32          |
| Insurance Expenses                             |       | 2.08          |       | 2.45          |
| Auditors remuneration :                        |       |               |       |               |
| Audit Fees                                     | 12.50 |               | 11.80 |               |
| Tax Audit Fees                                 | 3.00  |               | 2.81  |               |
| Other Services                                 | 0.88  | 16.38         | 0.45  | 15.06         |
| Managerial Remuneration                        |       | 54.27         |       | 54.52         |
| Board Meeting Fees                             |       | 2.85          |       | 3.20          |
| Legal & Professional & Service Charges         |       | 42.05         |       | 15.48         |
| Telephone & Postage Expenses                   |       | 10.60         |       | 8.03          |
| Repairs & Maintenance                          |       |               |       |               |
| - Others                                       | 5.97  |               | 3.33  |               |
| - Post Possession Maintenance **               | 46.68 | 52.65         | -     | 3.33          |
| Miscellaneous Expenses                         |       | 105.03        |       | 69.77         |
| Irrecoverable advances written off             |       | -             |       | 25.77         |
| Loss on Sale of Fixed Assets / Discarded       |       | 10.12         |       | 0.77          |
| Donation                                       |       | 10.27         |       | -             |
| Share of Loss in Partnership                   |       | 9.19          |       | 1.06          |
| Provision for Doubtful Debts, Loans & Advances |       | 33.24         |       | 25.19         |
| Rates & Taxes                                  |       | 0.01          |       | 2.26          |
|  |       | <u>365.91</u> |       | <u>228.21</u> |

\*Certain expenses have been apportioned to the respective project and debited to cost of construction in Note "A3" & "A4"

\*\*Post possession maintenance represents rectification of defects repair work carried out after the handing over possession of the flat to the customers.

**Note 26 Exceptional Items**

|  |             |               |
|--|-------------|---------------|
| Income from compensation for non-fulfilment of contract                      | -           | 602.50        |
| Add / (Less) : Reversal of diminution / (diminution) in value of Investments | 5.83        | (62.90)       |
|  | <u>5.83</u> | <u>539.60</u> |

**Note 27 Expenses relating to Prior period debited to various head of accounts**

|                             |          |             |
|-----------------------------|----------|-------------|
| Prior period Expenses       |          |             |
| 1 Office & General expenses | -        | 0.08        |
| 2 Rates & Taxes             | -        | 0.68        |
|                             | <u>-</u> | <u>0.76</u> |

|   | 2013-2014<br>(₹ in lacs) | 2012-2013<br>(₹ in lacs) |
|---|--------------------------|--------------------------|
| <b>Note 28 Earning in Foreign Exchange</b>  |                          |                          |
| Dividend  | 22.20                    | -                        |
| <b>Note 29 Expenditure in Foreign Exchange</b>  |                          |                          |
| Travelling expenses   | 0.52                     | -                        |
| Sponsorship expenses  | 0.59                     | -                        |
| <b>Note 30 Sundry Debtors, Creditors and Loans &amp; Advances are subject to confirmations and reconciliations.</b>   |                          |                          |
| <b>Note 31 The disclosures in respect of the Defined Benefit Gratuity plan (to the extent of information made available by LIC) are given below as per AS-15:</b> |                          |                          |
| <b>Change in present value of obligation :</b>  |                          |                          |
| Obligation at beginning of the year   | 50.38                    | 30.20                    |
| Current Service Cost  | 7.02                     | 4.84                     |
| Interest Cost   | 4.03                     | 2.42                     |
| Actuarial (gain)/loss   | (1.19)                   | 13.07                    |
| Benefit paid  | (0.40)                   | (0.14)                   |
| Obligation at the end of the year   | <u>59.84</u>             | <u>50.39</u>             |
| <b>Change in Plan Assets :</b>  |                          |                          |
| Fair Value of Plan Assets at beginning of the year  | 41.95                    | 38.50                    |
| Expected return on plan assets  | 4.94                     | 3.52                     |
| Actuarial gain / (loss)   | -                        | -                        |
| Contributions   | 15.53                    | 0.08                     |
| Benefit paid  | (0.40)                   | (0.14)                   |
| Fair value of plan Assets at the end of the year  | <u>62.02</u>             | <u>41.96</u>             |
| <b>Reconciliation of present value of the obligation and the fair value of plan Assets and amounts recognized in the Balance Sheet:</b>                           |                          |                          |
| Present value of the obligation at the end of the year  | 59.84                    | 50.39                    |
| Fair Value of plan Assets at the end of the year  | 62.02                    | 41.96                    |
| Net Assets/(Liability)  | <u>2.18</u>              | <u>(8.43)</u>            |
| <b>Gratuity cost recognised for the year :</b>  |                          |                          |
| Current service Cost  | 7.02                     | 4.84                     |
| Interest Cost   | 4.03                     | 2.42                     |
| Expected return on plan assets  | (4.94)                   | (3.52)                   |
| Actuarial (gain) / loss   | (1.19)                   | 13.07                    |
| Net gratuity cost (gain) / loss   | <u>4.92</u>              | <u>16.81</u>             |
| <b>Asumptions :</b>   |                          |                          |
| Discount rate   | 8.00                     | 8.00                     |
| Rate of growth in salary levels *   | 5                        | 5                        |

\* The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and relevant factors.

**Note 32** The Company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to the amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

**Note 33 Related Party Disclosures**

1 Related party disclosures, as required by AS-18, "Related Party Disclosures" are given below:

- i List of Subsidiaries
  - Poddar Natural Resources & Ores Ltd
  - Poddar Infrastructure Pvt. Ltd
  - Poddar Habitat Pvt. Ltd
  - Poddar Leisure Infrastructure Pvt. Ltd
  - Wearology Ltd - FZC
- ii List of Joint Venture
  - Viva Poddar Housing Pvt. Ltd
- iii List of Partnership Firms (Associates) :
  - Organically Grown Group LLC
  - Nav Nirman Agro
  - Shiv Shakti Developers

- iv Enterprises over which Key Management personnel/Relatives have significant influence:
  - Poddar Bhumi Holdings Ltd (formerly known as Suvijay Exports Ltd)
  - Brite Merchants Ltd
  - Poddar Heaven Homes Ltd (formerly known as Knitrite Apparelco Ltd)
  - Poddar Amalgamated Holdings Pvt. Ltd
  - Poddar Foundation
  
- v Key Managerial Person:
  - Shri Dipak Kumar Poddar – Executive Chairman
  - Shri Rohitashwa Poddar - Managing Director

2. The following transactions were carried out with the related parties in the ordinary course of business:

(a) Details relating to parties referred to in Items 1(i) (ii) (iii) and (iv) above

| Particulars  | A               |         | B              |         | C                         |         | D  |          | Total           |          |
|--|-----------------|---------|----------------|---------|---------------------------|---------|--|----------|-----------------|----------|
|  | Subsidiary      |         | Joint Venture  |         | Investment in Partnership |         | Enterprises over which key Management personnel/Relatives have significant influence |          | A+B+C+D         |          |
|  | 2013-14         | 2012-13 | 2013-14        | 2012-13 | 2013-14                   | 2012-13 | 2013-14  | 2012-13  | 2013-14         | 2012-13  |
| Opening Balance  | <b>386.44</b>   | -       | <b>3040.18</b> | -       | <b>6.12</b>               | 6.12    | <b>238.38</b>  | 296.65   | <b>3671.12</b>  | 302.77   |
| Loan Given   | <b>305.18</b>   | 368.85  | <b>230.00</b>  | 2800.00 | -                         | -       | -  | 88.84    | <b>535.18</b>   | 3257.69  |
| Loan Repaid by party   | <b>(84.28)</b>  | (0.80)  | -              | -       | -                         | -       | -  | (147.64) | <b>(84.28)</b>  | (148.44) |
| Interest receivable  | <b>63.30</b>    | 18.39   | -              | 240.18  | -                         | -       | <b>6.75</b>  | 40.11    | <b>70.05</b>    | 298.68   |
| Receipt against interest receivable                                    | -               | -       | -              | -       | -                         | -       | <b>(6.75)</b>  | (20.23)  | <b>(6.75)</b>   | (20.23)  |
| Advance Received   | -               | -       | -              | -       | -                         | -       | <b>(90.44)</b>   | (12.57)  | <b>(90.44)</b>  | (12.57)  |
| Advance repaid   | -               | -       | -              | -       | -                         | -       | <b>44.08</b>   | 12.57    | <b>44.08</b>    | 12.57    |
| Advance Given  | <b>0.30</b>     | -       | -              | -       | -                         | -       | <b>12.62</b>   | 2.26     | <b>12.92</b>    | 2.26     |
| Advance recovered  | -               | -       | -              | -       | -                         | -       | <b>(12.62)</b>   | (2.26)   | <b>(12.62)</b>  | (2.26)   |
| Expenses incurred by us on behalf of others                            | <b>0.04</b>     | 4.86    | -              | -       | -                         | -       | <b>0.71</b>  | 15.03    | <b>0.75</b>     | 19.89    |
| Amount recovered against exp. incurred on behalf of others             | -               | (4.86)  | -              | -       | -                         | -       | <b>(0.68)</b>  | (15.03)  | <b>(0.68)</b>   | (19.89)  |
| Dividend   | <b>22.20</b>    | -       | -              | -       | -                         | -       | -  | -        | <b>22.20</b>    | -        |
| Amount received against Dividend                                       | <b>(22.20)</b>  | -       | -              | -       | -                         | -       | -  | -        | <b>(22.20)</b>  | -        |
| Rent   | <b>0.96</b>     | 0.48    | -              | -       | -                         | -       | -  | -        | <b>0.96</b>     | 0.48     |
| Rent recived   | <b>(0.96)</b>   | (0.48)  | -              | -       | -                         | -       | -  | -        | <b>-</b>        | (0.48)   |
| Donation to Trust  |                 |         |                |         |                           |         | <b>10.00</b>   | -        | <b>10.00</b>    | -        |
| Material Transferred / received  | -               | -       | -              | -       | -                         | -       | <b>0.37</b>  | -        | <b>0.37</b>     | -        |
| Amount paid against Purchase   | -               | -       | -              | -       | -                         | -       | <b>(0.37)</b>  | -        | <b>(0.37)</b>   | -        |
| Amount receivable/ payable last year (received) / paid during the year | <b>(386.44)</b> | -       | -              | -       | -                         | -       | <b>(238.38)</b>  | (19.35)  | <b>(624.82)</b> | (19.35)  |
| Balance Receivable/ payable as at year end                             | <b>284.54</b>   | 386.44  | <b>3270.18</b> | 3040.18 | <b>6.12</b>               | 6.12    | <b>(36.33)</b>   | 238.38   | <b>3524.51</b>  | 3671.12  |

(b) Details relating to parties referred to in Items 1 (v) above

| Managerial Remuneration                             | Executive Chariman<br>₹.in lacs | Managing Director<br>₹.in lacs |
|---|---------------------------------|--------------------------------|
| Salary & Allowances                                 | 23.76<br>(23.76)                | 20.70<br>(21.60)               |
| Perquisites<br>( as valued as per Income tax rules) | 4.12<br>(3.56)                  | 3.90<br>(2.94)                 |
| Contribution to PF & other fund                     | -<br>(-)                        | 2.16<br>(2.36)                 |
| Total   | 27.88<br>(27.32)                | 26.76<br>(26.90)               |

**Note 34 Disclosure of provision as required under AS – 29 on ‘ Provisions, Contingent Liabilities and Contingent Assets’ issued by the Institute of Chartered Accountants of India.**

| Nature of provision | Leave Encashment<br>₹.in lacs | LTA<br>₹.in lacs |
|---------------------|-------------------------------|------------------|
| Opening Balance     | 25.58<br>(16.35)              | 3.93<br>-        |
| Additions           | 13.35<br>(15.67)              | 16.86<br>(17.01) |
| Utilization         | 7.72<br>(6.44)                | 16.50<br>(13.08) |
| Reversal            | -<br>( - )                    | -<br>-           |
| Closing Balance     | 31.21<br>(25.58)              | 4.29<br>(3.93)   |

**Note 35 The Company has, the following joint ventures and its proportionate share in the assets, liabilities, income and expenditure of the joint venture company is given below :**

|  | 31.03.2014 |
|--|------------|
| Name of the Company : Viva Poddar Housing Pvt. Ltd |            |
| Country of Incorporation : India                   |            |
| Percentage of Share Holding                        | 50%        |
| Assets :   |            |
| Non-current assets                                 | -          |
| Current assets                                     | 3139.59    |
| Total  | 3139.59    |
| Liabilities :                                      |            |
| Non-current liabilities                            | 3139.09    |
| Current liabilities                                | -          |
| Total  | 3139.09    |
| Income   | -          |
| Expenditure  | -          |

**Note 36** The Company has received demand notice of ₹.349.05 lacs towards royalty including penal charges from Land revenue authorities (Tahsildar) Government of Maharashtra for excavation of Land and Stone in respect of land at Badlapur. The Company had preferred an appeal before the higher authority which has confirmed the same with certain concession. The Company has filed a writ petition against the Order in the Bombay High Court, hearing of which is pending. Similar levy had been raised on other land owners and they have obtained the stay from the Bombay High Court. In view of the same, and as per expert opinion, the management is of the view that the above demand is not tenable.

In view of the above and opinion of the board, no provision is considered necessary till the matter is finally decided. Moreover, in exceptional circumstances, if the matter is not decided in favour of the Company, the same would be debited to the cost of project of other phases to be constructed on the same land.

**Note 37** The Company is dealing in only real estate segment. Hence, AS-17 on ‘Segment Reporting’ is not applicable to the Company.

**Note 38** The figure in the bracket represents the figures of the previous year.

**Note 39** Previous year figures are regrouped/re-arranged wherever necessary.

As per our report of even date

For R.S.SHAH & CO.  
CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

**R.S.SHAH**  
(Proprietor)  
Membership No.:30108

PLACE : MUMBAI  
DATED : 12th May 2014

For and on behalf of the Board

Dipak Kumar Poddar - Executive Chairman

Rohitashwa Poddar - Managing Director

Shrikant Tembey - Director

Chandrakant Sharma - Secretary

**R.S.SHAH & COMPANY**  
**Chartered Accountants**  
**218, Vardhaman Chambers,**  
**Cawasji Patel Street,**  
**Fort**  
**MUMBAI – 400 001**  
**Tel Nos: 22042469/ 22873508**

*Further, no interest income has been provided during the current year. Accordingly, the loan amount of ₹.115 lacs is doubtful of recovery for which no provision has been made in the books of accounts. Had the same been provided for, the assets and the profit of the Company would have been lower to that extent.*

- b) *In respect of the foreign subsidiary, as stated by the respective auditor, the investments have been stated at cost and have not been tested for impairment. Further, in the absence of an independent confirmation of the investment balance, the said auditor is unable to express any opinion on the investment balance stated in the financial statements of the subsidiary.*

## INDEPENDENT AUDITOR'S REPORT

To,  
**THE BOARD OF DIRECTORS OF PODDAR DEVELOPERS LIMITED**

We have audited the accompanying consolidated financial statements of PODDAR DEVELOPERS LIMITED ("the Company") and its subsidiaries and joint venture, which comprise the consolidated Balance Sheet as at March 31, 2014, and the consolidated Statement of Profit and Loss and consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India; this responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

### BASIS FOR QUALIFIED OPINION

- a) *The Company had, in the earlier years, given a loan of ₹.115 lacs to a body corporate, not related to the management, which is unable to repay the instalment and interest thereon. We are informed that the said loan is being rescheduled and is under final stage of settlement as referred to in Note 13 (f). However, the Company has made suitable provision for accrued interest of ₹.31.17 lacs.*

### QUALIFIED OPINION

*In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:*

- a) *in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;*  
b) *in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and*  
c) *in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.*

### EMPHASIS OF MATTER

We draw attention to Note 35 to the financial statements regarding the demand notice raised by the land revenue authorities on the Company in respect of land at Badlapur pertaining to royalty including penal charges amounting to ₹.349.05 lacs. The management has filed a writ petition in the Bombay High Court against the order. Similar levy has been raised on other land owners and have obtained stay from the Court. Similarly, in case of one of the subsidiaries, a demand of ₹.27.23 lacs has been raised in the name of land owners in respect of land covered under joint development agreement between the subsidiary and land owners in respect of Atgaon project. Further, the land owners have filed a writ petition in the Bombay High Court against the order. Accordingly, the management is of the view that the aforesaid demands are not tenable. Our opinion is not qualified in respect of this matter.

### OTHER MATTER

We did not Audit the financial statements of a foreign subsidiary, whose financial statements reflect total assets of ₹.195.76 lacs as at 31st March 2014 and total loss of ₹.20.08 lacs for the year then ended on that date. These financial statements and other financial information have been extracted from the audited financial statements which have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the report of other auditors. Our opinion is not qualified in respect of this matter. Further, in respect of the joint venture, in absence of audited financial statements, we have relied on the management certified financial statements and other financial information, the total assets of which are ₹.6279.18 lacs as at 31st March 2014 and has Nil profit/loss for the year then ended.

**For R.S. SHAH & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 109762W**

**Place : MUMBAI**  
**Dated : 12th May 2014**

**R. S. SHAH**  
**(PROPRIETOR)**  
**Membership No.30108**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2014**

| Particulars                                       | Note No. | AS AT           | AS AT           |
|---|----------|-----------------|-----------------|
|   |          | 31.03.2014      | 31.03.2013      |
|   |          | ₹ in Lacs       | ₹ in Lacs       |
| <b>I. EQUITY AND LIABILITIES</b>                  |          |                 |                 |
| (1) <b>Shareholders' funds</b>                    |          |                 |                 |
| (a) Share Capital                                 | 2        | 520.45          | 520.45          |
| (b) Reserves & Surplus                            | 3        | 6164.67         | 5455.70         |
| (2) <b>Non-current liabilities</b>                |          |                 |                 |
| (a) Long-term borrowings                          | 4        | 2017.36         | 1122.58         |
| (b) Deferred tax liabilities (Net)                | 5        | 4.77            | 7.94            |
| (c) Other Long term liabilities                   | 6        | 10.57           | -               |
| (d) Long-term provisions                          | 7        | 31.33           | 78.71           |
| (3) <b>Current liabilities</b>                    |          |                 |                 |
| (a) Short-term borrowings                         | 8        | -               | 2250.00         |
| (b) Trade payables                                |          | 296.67          | 457.70          |
| (c) Other current liabilities                     | 9        | 12093.35        | 9835.47         |
| (d) Short-term provisions                         | 10       | 211.64          | 142.19          |
| <b>TOTAL</b>                                      |          | <b>21350.81</b> | <b>19870.74</b> |
| <b>II. ASSETS</b>                                 |          |                 |                 |
| (1) <b>Non-current assets</b>                     |          |                 |                 |
| (a) Fixed assets                                  | 11       |                 |                 |
| (i) Tangible assets                               |          | 427.37          | 472.71          |
| (ii) Intangible assets                            |          | 3.56            | 4.02            |
| (iii) Capital work-in-progress                    |          | -               | -               |
| (iv) Intangible assets under development          |          | -               | -               |
| (v) Goodwill as per AS-21 on Consolidation        |          | 0.39            | 0.39            |
| (b) Non-current investments                       | 12       | 348.35          | 343.16          |
| (c) Long-term loans and advances                  | 13       | 792.88          | 4034.93         |
| (d) Other non-current assets                      |          | -               | -               |
| (2) <b>Current assets</b>                         |          |                 |                 |
| (a) Current investments                           | 14       | 322.22          | -               |
| (b) Inventories                                   | 15       | 17672.57        | 11593.53        |
| (c) Trade receivables                             | 16       | 147.81          | 117.76          |
| (d) Cash and cash equivalents                     | 17       | 1367.65         | 2772.06         |
| (e) Short-term loans and advances                 | 18       | 265.50          | 532.18          |
| (f) Other current assets (share in joint venture) |          | 2.51            | -               |
| <b>TOTAL</b>                                      |          | <b>21350.81</b> | <b>19870.74</b> |

**III. Contingent Liabilities and Commitments**

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(To the extent not provided for)

Notes attached to and forming part of accounts

Significant Accounting Policies

1

As per our report of even date For and on behalf of the Board

**For R.S.SHAH & CO.**

CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

Dipak Kumar Poddar  
Executive Chairman

**R.S.SHAH**

(Proprietor)  
Membership No.:30108

Rohitashwa Poddar  
Managing Director

Shrikant Tembey - Director

PLACE : MUMBAI  
DATED : 12th May 2014

Chandrakant Sharma  
Company Secretary

**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014**

| Particulars   | Note No. | 2013-2014      | 2012-2013      |
|---|----------|----------------|----------------|
|   |          | ₹ in Lacs      | ₹ in Lacs      |
| I. Revenue from operations  | 20       | 6816.27        | 2695.08        |
| II. Other income  | 21       | 102.65         | 380.46         |
| III. Total Revenue ( I + II )   |          | <b>6918.92</b> | <b>3075.54</b> |
| <b>IV. Expenses :</b>   |          |                |                |
| Cost of construction  | 22       | 6794.64        | 6324.41        |
| (Increase)/Decrease in stock  | 23       | (1890.45)      | (4520.56)      |
| Employee benefit expenses   | 24       | 296.13         | 214.46         |
| Finance costs   | 25       | 5.49           | 6.22           |
| Depreciation and Amortisation expenses  |          | 57.55          | 89.71          |
| Other expenses  | 26       | 396.52         | 378.81         |
| <b>Total expenses</b>   |          | <b>5659.88</b> | <b>2493.05</b> |
| V. Profit before exceptional and extraordinary items and tax (III-IV)                 |          | <b>1259.04</b> | 582.49         |
| VI. Exceptional items   | 27       | 5.83           | 539.60         |
| VII. Profit before extraordinary items and tax (V - VI)                               |          | <b>1264.87</b> | 1122.09        |
| VIII. Extraordinary Items   |          | -              | -              |
| IX. Profit before tax (VII - VIII)  |          | <b>1264.87</b> | 1122.09        |
| X. Tax expenses:  |          |                |                |
| 1) Current tax  |          | (481.43)       | (382.96)       |
| 2) Deferred tax   | 3.17     | (478.26)       | 12.55 (370.41) |
| XI. Minority Interest   |          | 2.01           | 14.85          |
| XII. Profit / (Loss) for the year from continuing operations (IX - X)                 |          | <b>788.62</b>  | 766.53         |
| XIII. Profit / (Loss) for the year from discontinuing operations                      |          | -              | -              |
| XIV. Tax expenses of discontinuing operations   |          | -              | -              |
| XV. Profit / (Loss) for the year from discontinuing operations (after tax) (XII-XIII) |          | -              | -              |
| XVI. Profit / (Loss) for the year (XI + XIV)  |          | <b>788.62</b>  | 766.53         |
| XVII. Earning per Share (in Rs.)  |          |                |                |
| Basic   |          | 15.15          | 14.73          |
| Diluted   |          | 15.15          | 14.73          |

Notes attached to and forming part of accounts

Significant Accounting Policies 1

As per our report of even date For and on behalf of the Board

**For R.S.SHAH & CO.**

CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

Dipak Kumar Poddar  
Executive Chairman

**R.S.SHAH**

(Proprietor)  
Membership No.:30108

Rohitashwa Poddar  
Managing Director

Shrikant Tembey - Director

PLACE : MUMBAI  
DATED : 12th May 2014

Chandrakant Sharma  
Company Secretary

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

| PARTICULARS   |           | YEAR ENDED<br>31st March 2014<br>₹.in lacs |           | YEAR ENDED<br>31st March 2013<br>₹.in lacs |
|---|-----------|--|-----------|--|
| <b>A. Cash Flow from Operating Activities</b>                         |           |  |           |  |
| Net Profit / ( Loss ) after Tax and Extra-Ordinary Items              |           | <b>788.62</b>                              |           | 766.53                                     |
| <u>Adjustments For</u>  |           |  |           |  |
| Depreciation and Amortization expenses                                | 57.55     |  | 89.71     |  |
| Diminution in value of Investments                                    | (5.83)    |  | 62.90     |  |
| (Profit) / Loss on Sale of Fixed Assets                               | 11.08     |  | 0.77      |  |
| (Profit) / Loss on sales of Investments                               | -         |  | (0.18)    |  |
| Share of Loss/(Profit) in Partnership                                 | 9.19      |  | 1.06      |  |
| Interest Received   | (77.23)   |  | (354.40)  |  |
| Interest Paid   | 5.49      |  | 6.22      |  |
| Dividend Received   | (20.02)   |  | (21.58)   |  |
| Deferred Tax  | (3.17)    |  | (12.55)   |  |
| Foreign Currency Translation Reserve on Foreign Investments           | 14.00     |  | 42.51     |  |
| Statutory Reserves  | 0.42      |  | 1.31      |  |
| Preliminary expenses written off                                      | -         | <b>(8.52)</b>                              | 0.15      | (184.08)                                   |
| Operating Profit/(Loss) before changes in assets and liabilities      |           | <b>780.10</b>                              |           | 582.45                                     |
| <u>Changes in assets and liabilities</u>                              |           |  |           |  |
| Trade & Other Receivables   | 3476.17   |  | (2285.43) |  |
| Inventories   | (6079.04) |  | (4795.50) |  |
| Liabilities and provisions  | 2129.49   | <b>(473.38)</b>                            | 4165.20   | (2915.73)                                  |
| <b>Net Cash Flow from Operating Activities (A)</b>                    |           | <b>306.72</b>                              |           | <b>(2333.28)</b>                           |
| <b>B. Cash Flow from Investing Activities</b>                         |           |  |           |  |
| (Purchase) / Sale of Fixed Assets                                     | (22.83)   |  | (74.01)   |  |
| (Purchase) / Sale of Investments                                      | (321.58)  |  | 731.39    |  |
| Share of Profit / (Loss) in Partnership                               | (9.19)    |  | (1.06)    |  |
| Interest Received   | 77.23     |  | 354.40    |  |
| Dividend Received   | 20.02     |  | 21.58     |  |
|   |           | <b>(256.35)</b>                            |           | 1032.30                                    |
| <b>Net Cash Flow from Investing Activities (B)</b>                    |           | <b>(256.35)</b>                            |           | <b>1032.30</b>                             |
| <b>C. Cash Flow from Financing Activities</b>                         |           |  |           |  |
| Proceeds from / (Repayment of) Borrowing                              | (1355.22) |  | 1919.90   |  |
| Dividend Paid including Tax thereon                                   | (89.54)   |  | (90.73)   |  |
| Minority Interest (including dividend)                                | (4.53)    |  | (14.59)   |  |
| Interest Paid   | (5.49)    | <b>(1454.78)</b>                           | (6.22)    | 1808.36                                    |
| Net Cash Flow from Financing Activities (C)                           |           | <b>(1454.78)</b>                           |           | 1808.36                                    |
| <b>Net increase (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b> |           | <b>(1404.41)</b>                           |           | <b>507.38</b>                              |
| <b>Cash &amp; Cash Equivalents (Opening Balance)</b>                  |           | <b>2772.06</b>                             |           | <b>2264.68</b>                             |
| <b>Cash &amp; Cash Equivalents (Closing Balance)</b>                  |           | <b>1367.65</b>                             |           | <b>2772.06</b>                             |

Notes: 1) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 on the cash flow statement issued by the ICAI.

As per our report of even date

For R.S.SHAH & CO.  
CHARTERED ACCOUNTANTS  
Firm's Registration Number:109762W

**R.S.SHAH**  
(Proprietor)  
Membership No.:30108

PLACE : MUMBAI  
DATED : 12th May 2014

For and on behalf of the Board

Dipak Kumar Poddar - Executive Chairman

Rohitashwa Poddar - Managing Director

Shrikant Tembey - Director

Chandrakant Sharma - Company Secretary

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 1 – Significant accounting policies**

**BASIS OF CONSOLIDATION**

- a) The Consolidated Financial Statements (CFS) relate to Poddar Developers Ltd, the Company, its subsidiary companies and its joint venture (collectively referred to as “the Group”). Details of the same are given below:-

| Name of the Company                                    | Country of Incorporation | Proportion of Ownership | Year Ending Subsidiaries |
|--|--------------------------|-------------------------|--------------------------|
| Wearology (FZC)<br>Poddar Natural Resources & Ores Ltd | U.A.E.                   | 90%                     | 31.03.2014               |
| Poddar Habitat Pvt. Ltd.                               | India                    | 100%                    | 31.03.2014               |
| Poddar Leisure Infrastructure Pvt. Ltd.                | India                    | 100%                    | 31.03.2014               |
| Poddar Infrastructure Pvt.Ltd                          | India                    | 100%                    | 31.03.2014               |
| <b>Joint Venture</b><br>Viva Poddar Housing Pvt. Ltd.* | India                    | 50%                     | 31.03.2014               |

\*Unaudited and certified by the management

- b) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenditure, after fully eliminating intra-group balances and intra-group transactions and resulting unrealized profits and losses. The financial statements of subsidiaries used in preparation of CFS are drawn up to the same reporting date as that of the Company i.e. for the year ended 31.03.2014.
- c) The interest in joint venture has been consolidated by using the proportionate consolidation method by showing separate line items for the Company's share of the assets, liabilities, income and expenses in the joint venture after eliminating intra group balances and intra group transactions and resulting unrealized profits and losses. However, there is no income or expenses for the current year as the joint venture company is yet to commence its commercial activities.
- d) The CFS have been prepared in accordance with Accounting Standard – 21 on ‘Consolidated Financial Statements’, Accounting Standard – 23 on ‘Accounting for Investments in Associates in Consolidated Financial Statements’ and Accounting Standard – 27 on ‘Financial Reporting of Interest in Joint Ventures’ .
- e) In case of foreign subsidiaries being non-integral foreign operations, revenue items have been consolidated at the average of the rates prevailing during the year. All assets and liabilities are translated at the rates prevailing at the balance sheet date. The exchange difference arising on the translation is debited or credited to Foreign Currency Translation Reserve. The same is in accordance with Accounting Standard – 11 on ‘The Effects of changes in Foreign Exchange Rates’.

**A. Method of Accounting and Basis of preparation of Financial Statements**

- a) The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of insurance claim and overdue interest from customers where the recovery thereof is uncertain.
- b) Financial statements are based on historical cost. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.

- c) The financial statements have been prepared in compliance with all material aspects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act,1956, read with General Circular No.15/2013 dated 13th September 2013, issued by the Ministry of Corporate Affairs, in respect of Section 133 of the Companies Act, 2013.

- d) Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**B. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported accounts of revenue and expenses for the year presented. Actual results could differ from these estimates.

**C. Fixed Assets and Depreciation**

**a) Fixed assets:**

Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

**b) Depreciation:**

- i) Depreciation is provided on Straight Line Method at the rates specified in Schedule XIV to the Companies Act, 1956.
- ii) Depreciation on assets sold, discarded or scrapped, is provided upto the date on which the said asset is sold, discarded or scrapped.
- iii) In respect of an asset for which impairment loss is recognized, depreciation is provided on the revised carrying amount of the assets.

**D. Impairment**

- a) The Carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.
- b) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**E. Investments**

Long-term Investments are valued at cost of acquisition (including cost of purchase, brokerage, and other related expenses incurred thereon). However, provision is made for any diminution in value, other than temporary, in which case the carrying value is reduced to recognize the decline and the same is being reversed when value of those investments is improved. Short-term investments are valued at lower of the cost or market price at the end of the year.

**F. Exchange Fluctuations**

Trade receivables and payables and Loans & advances in the foreign currency which are outstanding as on the date of balance sheet are converted on the basis of rates prevailing at the year-end. Exchange differences arising on settlement of monetary items during the year are recognized as Forex gain or loss of that year. Investments in Foreign Subsidiaries and Partnership LLCs are converted on the basis of rates prevailing at the year-end. Exchange differences for the same are credited / debited to Foreign currency translation reserve and effect to the Profit & Loss is given only when the investment is actually realized.

**G. Inventories****Realty & Construction**

- i) Land and Land Development Right in hand is valued at cost including incidental and development expenses.
- ii) Construction materials are valued at cost.
- iii) Work in progress is valued at cost consisting of land, land development, construction, infrastructure, administration, marketing and finance expenses, plus also the effect of profit / loss where the construction is reasonably complete, in respect of unit sold, as determined by the management with the help of technical experts in respect of projected cost of completion, percentage of completion and the projected revenue and as per Guidance Note issued by the ICAI in respect of 'Accounting for Real Estate Transactions (Revised 2012)'.
- iv) a) Finished goods, which are unsold, are valued at cost, consisting of Land and Land development rights, construction, development, administration, marketing and finance expenses, or market value whichever is lower. For this purpose items of similar nature are compared in totality.  
b) Finished goods which are sold but possession of which could not be given on account of technical reasons are valued at the agreement price.

**H. Revenue Recognition**

- a) Revenue recognition in respect of property sale transaction is on the basis of agreement to sale as well as on the transfer of all significant risks and rewards of ownership to the buyers on handing over the possession of the property.
- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable where the recovery thereof is reasonably certain. In other case, the same is accounted for as and when realized.
- c) Dividend income is recognized when the shareholders' right to receive the payment is established.

**I. Advances from customers**

The amounts received from the customers against progressive demand note from time to time, are credited to Advances against sale of flats and the same are treated as Current Liabilities and adjusted against the sale value as per the terms of the Agreements at time of handing over the possession of the flats. Moreover, the amounts lying in the debit to account of certain customers, due to the difference in surrender value of the flat and rate at which it was originally booked, are being netted off from the aggregate credit of the customer's account and finally reduced from the sale value whenever revenue of such flats is recognized.

**J. Joint Venture Development (in respect of one of the subsidiaries)**

The subsidiary company has entered into an agreement with the land owners, including one of the directors of the said company, for construction and development of real estate project at Atgaon in five phases. As per the revised terms of joint development agreement, the Land owner shall be entitled to receive 5226.77 sq.mtr. of constructed area earmarked in the agreement against the recovery of the construction cost of Rs.1001/- sq.ft. in addition to the Land provided for construction.

**K. Gratuity, Leave Encashment & Retirement Benefits**

- a) The Company has taken group insurance policy in respect of future Gratuity liability for all its employees and contributes annual premium on the basis of liability determined by LIC on actuarial basis.

- b) The Company provides for unutilised privilege leave and leave travel allowance available to its employees on the assumption that all of its employees would retire at the end of the year.

**L. Taxation****a) Income Tax**

Provision for Income tax is made on the basis of the taxable income as per the provisions of Income Tax Act, 1961 and the relevant Finance Act. Tax payments are set-off against provisions.

**b) Deferred Tax**

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the basis of the tax rate and the tax laws enacted or subsequently enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**M. Earnings per Share**

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

**N. Provisions and Contingent liabilities**

Provisions are recognized when the company has a present obligation as a result of past events for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed when the company has a possible obligation and it is probable that a cash outflow will not be required to settle the obligation.

**O. Other Accounting Policies**

These are consistent with the generally accepted accounting policies.

|  | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|--|----------------------------------|----------------------------------|
| <b>Note 2 Shareholders' funds Share Capital</b>  |                                  |                                  |
| <b>Authorised</b>  |                                  |                                  |
| 70,00,000 Equity Shares of Rs.10/- each  | 700.00                           | 700.00                           |
| Issued,Subscribed and paid up  |                                  |                                  |
| 52,04,500 Equity Shares of Rs.10/- each at par fully paid up   | 520.45                           | 520.45                           |
|  | <b>520.45</b>                    | <b>520.45</b>                    |
| <b>a) Shareholders holding more than 5 percent shares :</b>  | <b>Qty</b>                       | <b>Qty</b>                       |
| (i) Suvijay Exports Ltd  | Shares 676540                    | 676540                           |
| (ii) Poddar Amalgamated Holdings Pvt. Ltd.   | Shares 1857700                   | 1857700                          |
| (iii) Rohitashwa Poddar  | Shares 965653                    | 270920                           |
| (iv) Sandhini Poddar   | Shares -                         | 430493                           |
| <b>b) Rights, preferences and restrictions attached to shares</b>  |                                  |                                  |
| The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive remaining assets of the Company, after distribution of all preferential amounts, in the proportion to their shareholding. |                                  |                                  |

**Note 3 Reserves and Surplus**

|   |          |                |          |                |
|---|----------|----------------|----------|----------------|
| <b>1 General Reserves</b>                                       |          |                |          |                |
| Balance as per Last Balance sheet                               | 2220.92  |                | 2120.92  |                |
| Add : Transferred from Surplus balance in Profit & Loss Account | 200.00   | <b>2420.92</b> | 100.00   | 2220.92        |
| <b>2 Other Reserves</b>   |          |                |          |                |
| Foreign Currency Translation Reserve                            |          |                |          |                |
| Balance as per Last Balance sheet                               | 100.27   |                | 57.76    |                |
| Add/(Less) : During the year                                    | 14.00    | <b>114.27</b>  | 42.51    | 100.27         |
| <b>3 Statutory Reserve</b>                                      |          | <b>11.87</b>   |          | 11.45          |
| <b>4 Surplus Balance in Profit &amp; Loss Account</b>           |          |                |          |                |
| Balance as per Last Balance sheet                               | 3123.06  |                | 2550.16  |                |
| Add : Profit for the year                                       | 788.62   |                | 766.53   |                |
|   | 3911.68  |                | 3316.69  |                |
| Less : Transferred to General Reserve                           | (200.00) |                | (100.00) |                |
| Proposed Dividend including tax thereon                         | (89.54)  |                | (90.73)  |                |
| (₹.1.50/- per share, Prev. yr.₹.1.50 per share)                 | 3622.14  |                | 3125.96  |                |
| Less : Dividend to Minority share holders                       | (2.61)   |                |          |                |
| Minority Interest adjusted being negative and irrecoverable     | (1.92)   | <b>3617.61</b> | (2.90)   | 3123.06        |
|   |          | <b>6164.67</b> |          | <b>5455.70</b> |

**Note 4 Long-term borrowings**

|  |  |                |  |                |
|--|--|----------------|--|----------------|
| <u>Secured Loans</u>                           |  |                |  |                |
| <u>Term loans</u>                              |  |                |  |                |
| <b>1 From Financial Institution</b>            |  |                |  |                |
| Working Capital Project finance - HDFC Ltd     |  | 1267.89        |  | 1000.00        |
| <b>From Bank</b>                               |  |                |  |                |
| Working Capital Project finance - Yes Bank Ltd |  | 466.67         |  | -              |
| <b>2 From banks</b>                            |  |                |  |                |
| Vehicles *                                     |  | 55.01          |  | 64.95          |
| <b>3 From Others</b>                           |  |                |  |                |
| Vehicles *                                     |  | 2.79           |  | 7.63           |
|  |  | <b>1792.36</b> |  | <b>1072.58</b> |
| <b>b) Unsecured Loans</b>                      |  |                |  |                |
| From related parties                           |  | 225.00         |  | 50.00          |
|  |  | <b>225.00</b>  |  | <b>50.00</b>   |
|  |  | <b>2017.36</b> |  | <b>1122.58</b> |

\* Secured by hypothecation of specific vehicles & equipments.

- a) Working capital project finance is secured by way of mortgage of certain portion of land at Badlapur and hypothecation of all current assets relating to the project and personally guaranteed by the promoter directors of the Company.
- b) Working capital project finance is repayable in eight installments commencing from 29th month from the date of first disbursement with a right to adjust against the project's cash flow at an earlier date as deemed fit.

- |  | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|--|----------------------------------|----------------------------------|
| c) Working Capital Project Finance from bank is Secured by exclusive charge with the Bank by way of mortgage of project Land at Atgaon, hypothecation of all current assets and fixed assets (present and future), personal guarantee given by one of the directors of the Company and corporate guarantee given by its holding company. |                                  |                                  |
| d) Working Capital Project finance from bank is repayable in thirty equal instalments commencing after six months from the date of disbursement and accordingly, installments due and payable within 12 months have been shown under the head 'Other current liabilities'.   |                                  |                                  |
| e) Unsecured loans are payable from the revenue after meeting out all the liabilities of the working capital finance from bank and interest thereon.   |                                  |                                  |

**Note 5 Deferred tax liabilities (Net)**

The Deferred Tax Liability / (Asset) comprises of tax effect of timing differences on account of:

|  | Up to<br>31.03.2013<br>₹ in lacs | For the<br>Current Year<br>₹ in lacs | As at<br>31.03.2014<br>₹ in lacs |
|--|----------------------------------|--------------------------------------|----------------------------------|
| <b>Deferred Tax Liability</b>  |                                  |                                      |                                  |
| Difference between the Net Block as per Books & Net Block after allowing the Depreciation U/s 32 of Income Tax Act, 1961 | 22.32                            | 1.58                                 | 23.90                            |
| <b>Deferred Tax (Asset)</b>  | (14.38)                          | (4.75)                               | (19.13)                          |
| Provision for Employees' benefit   |                                  |                                      |                                  |
| <b>TOTAL</b>   | <b>7.94</b>                      | <b>(3.17)</b>                        | <b>4.77</b>                      |

**Note 6 Other Long Term Liabilities**

|  |       |   |
|--|-------|---|
| Interest accrued but not due on Borrowings | 10.57 | - |
|  | 10.57 | - |

**Note 7 Long-term provisions**

|                                   |       |       |
|-----------------------------------|-------|-------|
| 1 Provision for Employee Benefits | 31.21 | 25.58 |
| 2 Provision for Taxation          | 0.12  | 53.13 |
|                                   | 31.33 | 78.71 |

**Note 8 Short-term borrowings**

|                                 |   |         |
|---------------------------------|---|---------|
| Secured Loan                    |   |         |
| From Yes Bank Ltd               |   |         |
| Working Capital Project Finance | - | 2250.00 |
|                                 | - | 2250.00 |

**Note 9 Other current liabilities**

|  |          |         |
|--|----------|---------|
| 1 Current Maturities of Long - Term Debt         | 431.08   | 36.25   |
| 2 Interest accrued but not due on Borrowings     | 0.54     | 0.99    |
| 3 Interest accrued and due on Borrowings         | 10.36    | 27.65   |
| 4 Unclaimed Dividends                            | 16.51    | 14.59   |
| 5 Advance against sale of flats                  | 10889.56 | 9410.99 |
| 6 Advance against sale of flats of Land owner    | 200.45   | -       |
| 7 Advance against transfer of Development Rights | 156.79   | 146.79  |
| 8 Deposits & other receipts from customers       | 33.49    | 26.79   |
| 9 Other statutory liabilities                    | 61.62    | 33.74   |
| 10 Other liabilities                             | 292.95   | 129.25  |
| 11 Employee benefit obligation as per AS-15      |          | 8.43    |
|  | 12093.35 | 9835.47 |

**Note 10 Short-term provisions**

|  |        |        |
|--|--------|--------|
| 1 Provision for Employee benefits            | 67.80  | 39.46  |
| 2 Proposed Dividend                          | 78.07  | 78.07  |
| 3 Provision for tax on dividend distribution | 13.27  | 12.66  |
| 4 Other provisions                           | 52.50  | 12.00  |
|  | 211.64 | 142.19 |

**NOTE 11**  
FIXED ASSETS

(₹ in Lacs)

| SR. NO. | PARTICULARS  | GROSS BLOCK (AT COST) |                             |                             |                       | DEPRECIATION       |                |                          | NET BLOCK          |                    |  |
|---------|--|-----------------------|-----------------------------|-----------------------------|-----------------------|--------------------|----------------|--------------------------|--------------------|--------------------|--|
|         |  | AS AT 01.04.2013 ₹    | ADDITIONS DURING THE YEAR ₹ | DEDUCTION DURING THE YEAR ₹ | TOTAL AS 31.03.2014 ₹ | UP TO 01.04.2013 ₹ | FOR THE YEAR ₹ | DEDUCTION FOR THE YEAR ₹ | AS AT 31.03.2014 ₹ | AS AT 31.03.2013 ₹ |  |
| 1       | <b><u>TANGIBLE ASSETS</u></b><br>BUILDING            | 71.48                 | -                           | -                           | 71.48                 | 13.97              | 1.17           | -                        | 56.34              | 57.51              |  |
| 2       | CONSTRUCTION EQUIPMENTS                              | 209.26                | 1.03                        | 83.89                       | 126.4                 | 58.63              | 11.88          | 50.18                    | 106.07             | 150.63             |  |
| 3       | FURNITURE & FIXTURES                                 | 59.01                 | 6.29                        | -                           | 65.3                  | 10.44              | 4.17           | -                        | 50.69              | 48.57              |  |
| 4       | VEHICLES   | 288.47*               | 22.90                       | 2.41                        | 308.96                | 116.28             | 30.99          | 1.30                     | 162.99             | 172.19             |  |
| 5       | DATA PROCESSING MACHINES                             | 40.01                 | 11.76                       | 5.57                        | 46.2                  | 20.40              | 5.79           | 4.87                     | 24.88              | 19.61              |  |
| 6       | OFFICE EQUIPMENTS                                    | 27.55                 | 4.89                        | 0.21                        | 32.23                 | 3.35               | 2.55           | 0.07                     | 26.4               | 24.2               |  |
| 7       | <b><u>INTANGIBLE ASSETS</u></b><br>COMPUTER SOFTWARE | 6.02                  | 0.82                        | 0.46                        | 6.38                  | 2.00               | 1.00           | 0.18                     | 3.56               | 4.02               |  |
|         | TOTAL  | 701.80                | 47.69                       | 92.54                       | 656.95                | 225.07             | 57.55          | 56.60                    | 430.93             | 476.73             |  |
|         | Previous Year  | 630.65                | 74.05                       | 2.90                        | 701.80                | 137.46             | 89.71          | 2.10                     | 476.73             |                    |  |

\* Certain vehicles are registered in the name of a Director & Employees.

\*\* Depreciation for the year includes ₹ 2.77 lacs (Prev. Yr. ₹ 10.79 lacs) towards impairment of vehicles.

|  | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|--|----------------------------------|----------------------------------|
| <b>Note 12 Non-current Investments</b>   |                                  |                                  |
| <b>1 Investment in Equity Instrument</b>   |                                  |                                  |
| (i) Quoted shares  |                                  |                                  |
| 5000 Equity Shares of Rs.10/- each fully paid up of Bharat Earth Movers Ltd (Prev. Yr. 5000 Sh.)                                 | 66.81                            | 66.81                            |
| 95000 Equity Shares of Rs.10/- each fully paid up of GTL Ltd (Prev. Yr. 95000 Sh.)   | 239.52                           | 239.52                           |
| 37049 Equity Shares of Rs.10/- each fully paid up of NHPC Ltd (Prev. Yr. 37049 Sh.)  | 13.34                            | 13.34                            |
| - Equity Shares of Rs.10/- each fully paid up of BIL Power Ltd (Prev. Yr. 40842 Sh.)   | 0.00                             | 13.72                            |
| 24000 Equity Shares of Rs.10/- each fully paid up of Janpriya Traders Ltd. (Prev. Yr. 24000 Sh.)                                 | 0.51                             | 0.51                             |
| 22550 Equity Shares of Rs.10/- each fully paid up of Brite Merchants Ltd (Prev. Yr.22550 Sh.)                                    | 0.46                             | 0.46                             |
|  | <b>320.64</b>                    | 334.36                           |
| Less : Provision for diminution in value of investments  | <b>(284.38)</b>                  | (303.11)                         |
| Total  | <b>36.26</b>                     | 31.25                            |
| Market Value of Quoted Shares  | <b>36.26</b>                     | 31.34                            |
| (ii) Unquoted shares   |                                  |                                  |
| l) Joint Venture   |                                  |                                  |
| 0 Equity Shares of Rs.10/- each fully paid up of Viva Poddar Housing Pvt. Ltd (Prev. Yr. 5010 Sh.) #                             | -                                | 0.50                             |
| <b>II) Others</b>  |                                  |                                  |
| 19019 Equity Shares of Rs.10/- each fully paid up of Poddar Amalgamated Holdings P.Ltd (Prev. Yr.19019 Sh.)                      | 1.14                             | 1.14                             |
| Capitoline Ventures II LLC ##  | 182.45                           | 215.09                           |
| Total Cost of Unquoted Investments   | <b>183.59</b>                    | 216.73                           |
| * 6 Shares are held on behalf of the company by nominee.   |                                  |                                  |
| ** 2 Shares are held on behalf of the company by nominee.  |                                  |                                  |
| *** 2 Shares are held on behalf of the company by nominee.   |                                  |                                  |
| ****2 Shares are held on behalf of the company by nominee.   |                                  |                                  |
| # The same was a subsidiary in the previous year. The figures for consolidation were not available in the earlier year.          |                                  |                                  |
| ## The above investment is held in the name of the foreign subsidiary. The same is stated at cost and not tested for impairment. |                                  |                                  |
| <b>2 Investment in partnership firms &amp; LLC</b>   |                                  |                                  |
| Organically Grown Group LLC  | 83.52                            | 85.73                            |
| Nav Nirman Agro  | 9.33                             | 9.45                             |
| Shiv Shakti Developers   | 35.65                            | -                                |
| Total Cost of Investment in Partnership  | <b>128.50</b>                    | 95.18                            |
| Total  | <b>348.35</b>                    | 343.16                           |

# PODDAR DEVELOPERS LIMITED

## List of Investments in Partnership Firms (Associates):-

The Company has entered into partnership arrangements with the following:-

| Name of Firm                | Ownership (%) | Capital as on<br>31/03/2014<br>₹. In lacs | Company's Share<br>Profit/Loss<br>₹.In lacs |
|-----------------------------|---------------|---|---|
| A) Organically LLC, USA     |               |   |   |
| <b>Partners</b>             |               |   |   |
| 1) Poddar Developers Ltd.   | 50%           | 83.52<br>(85.73)                          | -9.08<br>(-0.93)                            |
| 2) MJIR Inc., USA           | 50%           |   |   |
| * Equivalent to USD 15302/- |               |   |   |
| B) Nav Nirman Agro          |               | 9.33<br>(9.45)                            | -0.11<br>(-0.13)                            |
| <b>Partners</b>             |               |   |   |
| 1) Poddar Developers Ltd.   | 99%           |   |   |
| 2) Individuals              |               |   |   |
| - Jinendra Nahar            | 0.25%         |   |   |
| - Chandrakant Ghanekar      | 0.25%         |   |   |
| - Vimal Dhoot               | 0.20%         |   |   |
| - Pradeep Sharma            | 0.20%         |   |   |
| - Lakhi Prasad Kheradi      | 0.10%         |   |   |
| C) Shivshakti Developers    |               | 35.65                                     | -   |
| <b>Partners</b>             |               |   |   |
| Poddar Developers Ltd       | 97%           |   |   |
| Poddar Habitat Pvt. Ltd     | 3%            |   |   |

**AS AT**  
**31.03.2014**  
**₹ in Lacs**

**AS AT**  
**31.03.2013**  
**₹ in Lacs**

### Note 13 Long-term loans and advances

(Unsecured, considered good except stated otherwise)

|   |               |               |               |         |
|---|---------------|---------------|---------------|---------|
| 1 Security Deposits   |               | <b>24.01</b>  |               | 8.48    |
| 2 Loans & advances to related parties                                 |               |               |               |         |
| (i) Subsidiaries  | -             |               | 2800.00       |         |
| (ii) Joint Venture  | 131.09        |               | -             |         |
| (iii) Others  | 6.12          | <b>137.21</b> | 224.62        | 3024.62 |
| 3 Loans & advances to others  |               |               |               |         |
| (i) Loans   |               |               |               |         |
| - Considered good   | -             |               | 55.00         |         |
| - Considered doubtful   | 146.17        |               | 145.49        |         |
|   | <u>146.17</u> |               | <u>200.49</u> |         |
| Less : Provision for Doubtful Loans & Advances                        | (31.17)       | <b>115.00</b> | -             | 200.49  |
| (ii) Advances recoverable in cash or kind or for value to be received |               |               |               |         |
| - Considered good   | 5.61          |               | 242.98        |         |
| - Considered doubtful   | 3.07          |               | 8.63          |         |
|   | <u>8.68</u>   |               | <u>251.61</u> |         |
| Less : Provision for Doubtful Loans & Advances                        | (3.07)        | <b>5.61</b>   | (8.63)        | 242.98  |
| (iii) Advances and Other Incidentals for Bhivpuri Project             |               |               |               |         |
| - Considered good   | 20.57         |               | 25.71         |         |
| - Considered doubtful   | 12.44         |               | 12.44         |         |
|   | <u>33.01</u>  |               | <u>38.15</u>  |         |
| Less : Provision for Doubtful Loans & Advances                        | (12.44)       | <b>20.57</b>  | (12.44)       | 25.71   |
| (iv) Advances and Other Incidentals for Badlapur Project              |               | <b>41.75</b>  |               | 73.88   |
| (v) Advances and Other Incidentals for Mohili Project                 |               | <b>224.62</b> |               | 224.62  |
| (vi) Advances and Other Incidentals for Tisgaon Project               |               | <b>102.73</b> |               | 162.71  |

|   | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|---|----------------------------------|----------------------------------|
| (vii) Advances and Other Incidentals for Goregaon Project   | 27.00                            | 1.01                             |
| (ix) Advances and Other Incidentals for Vidhyavihar Project | 94.38                            | 70.43                            |
|   | 792.88                           | 4034.93                          |

a) Advances and Other Incidentals for Bhivpuri Project

The Company had given advances to land owners directly / through its employee of ₹.33.01 lacs (Prev. Yr.₹.38.15 lacs) towards purchase of additional Land, including certain Land which is not useable for the purpose of the construction being a hilly area. The Company is making necessary attempt to sale / recover the advances. The final recovery thereof would depend on dispo al of the same.

b) Advances and Other Incidentals for Badlapur Project

The Company has given advances for acquisition of additional land to the land owner directly / through its employee to the land owner amounting to ₹.41.75 lacs (Prev. Yr.₹.73.88 lacs) which will be registered in favour of the Company in due course of time.

c) Advances and Other Incidentals for Mohili Project

i represents aggregate consideration paid for purchase of development right of the land which is in process of converting into non-agricultu al land. Thereafter, the Company would apply for various approvals for construction of a residential project which is expected to be launched by end of the next year.

ii The Company has taken advances of ₹.85 lacs from other parties for transfer of aforesaid development right in the earlier years, included and shown under the head 'Other current liabilities', which shall be returned in due course of time.

d) Advances and Other Incidentals for Tisgaon Project

i The Company had entered into Joint development agreement with the Land owners and paid an aggregate amount of ₹.82.45 lacs (Prev. Yr.₹.142.43 lacs) with the understanding that certain portion of the constructed area would be given to them as a compe sation towards the cost of the land and the above amount would be adjusted against the sale proceeds of their rights. The Company has now decided to commence the development of the said project and submitted the plans for approval with the appropriate a thorities which is expected to be received in a short time.

ii The Company has also given advances of ₹.20.28 lacs (Prev. yr.₹.20.28 lacs) towards charges for aggregation of land at Tisgaon Dombivali Maharashtra. The same would be debited to cost of project as and when the Company commences the development of the project and any amount, if payable, would also debited to the same as and when settled .

iii In the mean time, the Company has incurred the following expenses as pre-emptive preparation before the commencement of co struction and development which have been debited to work in progress.

|  | Rs.in lacs |
|--|------------|
| 1. Stamping & Registration               | 30.85      |
| 2. Land Development Expenses             | 27.81      |
| 3. Infra structure & incidental expenses | 64.26      |
| 4. Project Consultancy                   | 24.89      |
| 5. Other expenses                        | 8.13       |

e) Advances and Other Incidentals for Vidhyavihar Project represent

the payment of expenses of ₹.32.13 lacs (Prev. Yr.₹.12.18 lacs) and advances of ₹.62.25 lacs (Prev. Yr.₹.58.25 lacs) paid towards the pr posed joint redevelopment project at Vidhyavihar including incidentals, pending documentation. The matter is under litigation and consent term is being filed; the recovery thereof would finally depend upon further development in the matter, the confirmation is awaited.

f) Loans and advances to others include sticky loan of ₹.115 lacs to a company which is not able to repay instalment and interest due thereon. The Company has asked the party to forward the repayment schedule with post dated cheques in order to meet their commitment as the same is to be rescheduled. However, the matter is under final stage of settlement. In the meantime, the management has decided to make suitable provision for accrued interest of ₹.31.17 lacs which was accounted for as income in the earlier years. Moreover, no interest income has been recognized on such loan during the current year as followed in the previous year. The Management is hopeful to recover atleast the principal amount in the phased manner.

g) Advances recoverable in cash or kind include ₹.3.07 lacs which had been misappropriated by one of the employees in the earlier year against which the Company had lodged an FIR and the matter is still under investigation. However, the same has been provided for.

**Note 14 Current Investments**

(i) Quoted

MUTUAL FUNDS

|            |   |        |   |
|------------|---|--------|---|
| 14045.848  | Reliance Liquid Fund Treasury plan Direct Institutional option Daily Dividend (Prev. Yr. Nil) | 214.72 | - |
| 101028.619 | Birla Sun Life Cash Manager Daily Div. Direct (Prev. Yr. Nil)                                 | 101.40 |   |
| 608.250    | UTI Money Market Fund Institutional Plan Direct (Prev. Yr. Nil)                               | 6.10   | - |

|                                    | AS AT<br>31.03.2014<br>₹ in Lacs | AS AT<br>31.03.2013<br>₹ in Lacs |
|------------------------------------|----------------------------------|----------------------------------|
| Cost of Mutual Funds               | 322.22                           | -                                |
| Market Value of Quoted Investments | 322.36                           | -                                |
| Total                              | <b>322.22</b>                    | -                                |

**Note 15 Inventories**

(As taken, valued & Certified by the management)

|   |  |                 |                 |
|---|--|-----------------|-----------------|
| 1 | Construction Materials   | 366.76          | 349.16          |
| 2 | Work in Progress   |                 |                 |
| - | Land & Related expenses  | 907.76          | 1170.33         |
| - | Construction, Development, administration marketing & finance cost | 10859.56        | 9100.90         |
| 3 | Finished Goods   | 846.15          | 451.79          |
| 4 | Land Development Rights  | 704.68          | 21.35           |
| 5 | Land & Structures thereon at Goregaon                              | 851.80          | -               |
| 6 | Share in Joint venture   | 3135.86         | -               |
|   |  | <b>17672.57</b> | <b>11593.53</b> |

a) Land Development Rights includes

- 1 ₹.704.68 lacs (Pr. Yr. ₹ 521.35 lacs) including incidental expenses for procurement / development of Land at Badlapur extension for which necessary permission from various authorities are awaited.
- 2 Land & Structures thereon at Goregaon  
 "The Company has purchased 14983.10 Sq. Mtrs. alongwith the structures mostly occupied by the tenants / occupant and slum notified area for purpose of redevelopment in Goregaon (East) Mumbai. The slum owners had formed the society and the said society has appointed M/s. Shiv Shakti Developers, a firm in which the Company and one of its subsidiaries are partner, as the developers. The said firm has applied for necessary permissions under SRA Rules from the appropriate authority. In addition to above, the Company is also planning to redevelop other areas along with various tenants / occupants for which necessary steps will be taken in due course of time

**Note 16 Trade Receivables**

(Unsecured, considered good unless otherwise stated)

Outstanding for the period of more than six months

|                                     |               |               |
|-------------------------------------|---------------|---------------|
| - Considered good                   | 12.01         | 18.91         |
| - Considered doubtful               | 17.78         | 1.20          |
|                                     | 29.79         | 20.11         |
| Less : Provision for Doubtful debts | (17.78)       | (1.20)        |
| Others                              | <b>135.80</b> | 98.85         |
|                                     | <b>147.81</b> | <b>117.76</b> |

**Note 17 Cash & Cash Equivalents**

|       |                                |                |                |
|-------|--------------------------------|----------------|----------------|
| 1     | Balance with bank              |                |                |
| (i)   | Current A/c.                   | 517.17         | 1453.75        |
| (ii)  | Unpaid Dividend *              | 16.50          | 14.59          |
| (iii) | Margin money against borrowing | 84.02          | 659.73         |
| (iv)  | Margin money against guarantee | 59.30          | 13.23          |
| (v)   | Term Deposit                   | 678.59         | 625.67         |
| 2     | Cash on hand                   | 10.85          | 5.09           |
| 3     | Share in Joint venture         | 1.22           | -              |
|       |                                | <b>1367.65</b> | <b>2772.06</b> |

\* Diffrence of ₹.0.01 lacs vis-à-vis unclaimed dividend shown under Other current liabilities towards bank charges debited in the unpaid dividend bank account which is being deposited in due course of time.

**Note 18 Short-term Loans and Advances**

(Unsecured, considered good except stated otherwise)

|   |                                     |             |          |
|---|-------------------------------------|-------------|----------|
| 1 | Loans & advances to related parties |             |          |
|   | Others                              | 0.03        | -        |
|   |                                     | <b>0.03</b> | <b>-</b> |

|   |  | 2013-2014<br>₹ in Lacs |               | 2012-2013<br>₹ in Lacs |
|---|--|------------------------|---------------|------------------------|
| 2 | <u>Advances recoverable in cash or kind for value to be received</u> |                        |               |                        |
|   | Considered good  | 262.74                 |               | 531.65                 |
|   | Considered Doubtful  | 1.15                   |               | 2.92                   |
|   |  | 263.89                 |               | 534.57                 |
|   | Less : Provision for Doubtful Loans & Advances                       | (1.15)                 | <b>262.74</b> | (2.92)                 |
| 3 | Employee Benefit Plan Assets (Net) As per AS-15                      |                        | <b>2.18</b>   | -                      |
| 4 | Security Deposits  |                        | <b>0.55</b>   | 0.53                   |
|   |  |                        | <b>265.50</b> | 532.18                 |

**Note 19 Contingent liabilities and Commitments (not provided for):**

- a) Claims against the Company not acknowledged as debt ₹.14.85 lacs. The matter was decided in favour of company. However, the bank has preferred an appeal against the order which is pending before the Debt Recovery Tribunal. The Company had deposited ₹.1.00 lacs as earnest money.
- b) Guarantee given by a bank on behalf of the Company amounting to ₹.56.48 lacs against which 100 % fixed deposit margin given by the Company.
- c) Guarantee given by the Company to a bank on behalf of one of the subsidiaries amounting to ₹.2200 lacs

**Note 20 Revenue from operations**

|      |  |                |  |         |
|------|--|----------------|--|---------|
| (i)  | Sales                                    | <b>6258.72</b> |  | 2465.36 |
| (ii) | <u>Other Operating revenues</u>          |                |  |         |
|      | Profit on transfer of Development rights | -              |  | 125.21  |
|      | Interest Received on overdue payments    | <b>0.65</b>    |  | 1.34    |
|      | Surrender & forfeitures                  | <b>46.89</b>   |  | 47.83   |
|      | Contribution towards other amenities     | <b>413.42</b>  |  | 26.12   |
|      | Brokerage received                       | <b>12.33</b>   |  | 29.22   |
|      | Service tax Cenvat credit setoff         | <b>84.26</b>   |  | -       |
|      |  | <b>6816.27</b> |  | 2695.08 |

**Note 21 Other Income**

|  |                               |               |  |        |
|--|-------------------------------|---------------|--|--------|
|  | Dividend received 1006457     | <b>20.02</b>  |  | 21.58  |
|  | Interest Received             | <b>77.23</b>  |  | 354.40 |
|  | Sundry balances written back  | <b>3.60</b>   |  | 0.42   |
|  | Profit on Sale of Investments | -             |  | 0.18   |
|  | Rent received                 | -             |  | 0.00   |
|  | Miscellaneous Income          | <b>1.80</b>   |  | 3.88   |
|  |                               | <b>102.65</b> |  | 380.46 |

**Note 22 Cost of Construction**

|                                   |                                  |    |                 |         |
|-----------------------------------|----------------------------------|----|-----------------|---------|
| Expenses incurred during the Year |                                  |    |                 |         |
|                                   | Land / Land related cost         | A1 | <b>91.68</b>    | 22.69   |
|                                   | Development & Construction Cost  | A2 | <b>5316.19</b>  | 5001.72 |
|                                   | Administration Cost              | A3 | <b>603.46</b>   | 530.87  |
|                                   | Marketing Cost                   | A4 | <b>512.59</b>   | 246.83  |
|                                   | Finance Cost                     | A5 | <b>400.00</b>   | 353.76  |
|                                   | Advisory Fees                    |    | -               | 168.54  |
|                                   | Service tax Cenvat credit setoff |    | <b>(129.28)</b> | -       |
|                                   |                                  |    | <b>6794.64</b>  | 6324.41 |

**NOTE NO 'A1'**

|  |                          |  |              |       |
|--|--------------------------|--|--------------|-------|
|  | LAND / LAND RELATED COST |  |              |       |
|  | - Land                   |  |              | 22.69 |
|  | - Land Related Expenses  |  | <b>91.68</b> | -     |
|  |                          |  | <b>91.68</b> | 22.69 |

|   | 2013-2014<br>₹ in Lacs | 2012-2013<br>₹ in Lacs |
|---|------------------------|------------------------|
| <b>NOTE NO `A2`</b>   |                        |                        |
| DEVELOPMENT & CONSTRUCTION COST   |                        |                        |
| Material Consumed :   |                        |                        |
| Opening Stock   | 349.16                 | 249.13                 |
| Add : Purchase during the year  | <u>1899.59</u>         | <u>2462.11</u>         |
|   | <b>2248.75</b>         | <b>2711.24</b>         |
| Less : Closing Stock  | <u>366.76</u>          | <u>349.16</u>          |
|   | <b>1881.99</b>         | <b>2362.08</b>         |
| Labour cost   | <b>1777.00</b>         | 1525.31                |
| Other construction Expenses   | <b>117.22</b>          | 148.06                 |
| Infrastructure cost   | <b>1539.98</b>         | 966.27                 |
| Add : Provision for Cost to complete substantially completed Units (Net of Opening & Closing) | <u>5316.19</u>         | <u>5001.72</u>         |

Infrastructure cost is netoff recoveries made from customers of `64.51 lacs (Prev. Yr.104.71 lacs) at the time of handing over the possession

**NOTE NO `A3`**
**ADMINISTRATION COST**

|   |               |               |
|---|---------------|---------------|
| Employee benefit expenses                 |               |               |
| - Salaries                                | 270.87        | 200.17        |
| - Contribution to Provident & other funds | 8.70          | 8.94          |
| - Staff Welfare Expenses                  | 4.10          | 4.61          |
| Legal & Professional Fees                 | 77.96         | 61.83         |
| Travelling & Conveyance                   | 6.31          | 3.93          |
| Postage, Telegram & Telephone             | 8.23          | 7.14          |
| Insurance                                 | 19.53         | 16.92         |
| Rates & Taxes                             | 64.49         | 99.08         |
| Motor Car Expenses                        | 12.23         | 8.48          |
| Security charges                          | 33.85         | 20.44         |
| Electricity Expenses                      | 36.00         | 20.38         |
| Repairs & Maintenance                     | 7.75          | 9.77          |
| Site Expenses                             | 40.09         | 45.95         |
| Miscellaneous Expenses                    | <u>13.35</u>  | <u>23.23</u>  |
|   | <b>603.46</b> | <b>530.87</b> |

**NOTE NO `A4`**
**MARKETING COST**

|                        |               |               |
|------------------------|---------------|---------------|
| Advertisements         | 227.67        | 112.60        |
| Brokerage (net)        | 173.30        | 58.73         |
| Sponsorship Expenses   | 12.58         | 16.44         |
| Donation               | 3.07          | 2.39          |
| Miscellaneous Expenses | <u>95.97</u>  | <u>56.67</u>  |
|                        | <b>512.59</b> | <b>246.83</b> |

**NOTE NO `A5`**
**FINANCE COST**

|                                    |                |                |
|------------------------------------|----------------|----------------|
| Interest and Other Finance Charges | 433.15         | 410.33         |
| Less : Interest income             | <u>(33.15)</u> | <u>(56.57)</u> |
|                                    | <b>400.00</b>  | <b>353.76</b>  |

- a) In absence of adequate building-wise consumption records of materials, the aggregate consumption has been arrived at on the basis of closing stock of the materials as physically verified by the management after deducting the same from the opening stock & total purchases made during the year and the same has been allocated to the respective buildings on the basis of consumption certificate issued by the architect.

**Note 23 (Increase)/Decrease in stock**

|                  |                 |                 |
|------------------|-----------------|-----------------|
| Closing Stock    |                 |                 |
| Finished goods   |                 |                 |
| Completed Flats  | 846.15          | 451.79          |
| Work in progress | <u>11767.32</u> | <u>10271.23</u> |
|                  | <b>12613.47</b> | <b>10723.02</b> |

|   | 2013-2014<br>₹ in Lacs | 2012-2013<br>₹ in Lacs |
|---|------------------------|------------------------|
| Less : Opening Stock                                    |                        |                        |
| Finished goods  |                        |                        |
| Completed Flats   | <b>451.79</b>          | 310.95                 |
| Work in progress  | <b>10271.23</b>        | 5891.51                |
| Add / (Less) : Trfd. To WIP Phase III - V from Phase II | <b>10723.02</b>        | 6202.46                |
|   | <b>(1890.45)</b>       | (4520.56)              |

**Note 24 Employee benefit expenses \***

|   |  |               |        |
|---|--|---------------|--------|
| 1 | Salaries & Bonus                                 | 265.87        | 193.18 |
| 2 | Company's Contribution to Provident & other fund | 11.59         | 7.05   |
| 3 | Staff Welfare Expenses                           | 5.15          | 2.83   |
| 4 | Contribution to Gratuity fund                    | 5.67          | 8.59   |
| 5 | Insurance premium - Group health                 | 7.85          | 2.81   |
|   |  | <b>296.13</b> | 214.46 |

\* Excluding the expenses related to construction debited to cost of construction in Note "A3" & "A4".

**Note 25 Finance cost \***

|               |             |      |
|---------------|-------------|------|
| Interest      | 4.97        | 5.44 |
| Bank interest | -           | 0.78 |
| Bank Charges  | 0.52        | -    |
|               | <b>5.49</b> | 6.22 |

\* Excluding the expenses related to construction debited to cost of construction in Note "A5".

**Note 26 Other Expenses\***

Selling & Distribution Expenses

|                           |       |        |
|---------------------------|-------|--------|
| Impairment of Receivables | 13.03 | 139.61 |
|---------------------------|-------|--------|

Administrative and General Expenses

|      |       |      |
|------|-------|------|
| Rent | 17.17 | 1.32 |
|------|-------|------|

|                    |      |      |
|--------------------|------|------|
| Insurance Expenses | 2.08 | 2.47 |
|--------------------|------|------|

Auditors remuneration :

|            |       |       |  |
|------------|-------|-------|--|
| Audit Fees | 16.33 | 13.26 |  |
|------------|-------|-------|--|

|                |      |      |  |
|----------------|------|------|--|
| Tax Audit Fees | 3.00 | 2.81 |  |
|----------------|------|------|--|

|                |      |       |       |
|----------------|------|-------|-------|
| Other Services | 0.88 | 20.21 | 16.52 |
|----------------|------|-------|-------|

|                         |       |       |
|-------------------------|-------|-------|
| Managerial Remuneration | 54.27 | 54.52 |
|-------------------------|-------|-------|

|                    |      |      |
|--------------------|------|------|
| Board Meeting Fees | 2.85 | 3.20 |
|--------------------|------|------|

|  |       |       |
|--|-------|-------|
| Legal & Professional & Service Charges | 42.11 | 15.60 |
|--|-------|-------|

|                              |       |      |
|------------------------------|-------|------|
| Telephone & Postage Expenses | 12.42 | 8.18 |
|------------------------------|-------|------|

Repairs & Maintenance

|          |      |      |  |
|----------|------|------|--|
| - Others | 6.16 | 3.33 |  |
|----------|------|------|--|

|                                  |       |   |      |
|----------------------------------|-------|---|------|
| - Post Possession Maintenance ** | 46.68 | - | 3.33 |
|----------------------------------|-------|---|------|

|                        |        |       |
|------------------------|--------|-------|
| Miscellaneous Expenses | 109.81 | 71.79 |
|------------------------|--------|-------|

|                                    |   |       |
|------------------------------------|---|-------|
| Irrecoverable advances written off | - | 25.77 |
|------------------------------------|---|-------|

|  |       |      |
|--|-------|------|
| Loss on Sale of Fixed Assets / Discarded | 10.12 | 0.77 |
|--|-------|------|

|          |       |      |
|----------|-------|------|
| Donation | 10.37 | 0.02 |
|----------|-------|------|

|                              |      |      |
|------------------------------|------|------|
| Share of Loss in Partnership | 9.19 | 1.06 |
|------------------------------|------|------|

|  |       |       |
|--|-------|-------|
| Provision for Doubtful Debts, Loans & Advances | 33.24 | 25.19 |
|--|-------|-------|

|               |      |      |
|---------------|------|------|
| Rates & Taxes | 0.01 | 2.26 |
|---------------|------|------|

|                                  |      |      |
|----------------------------------|------|------|
| Preliminary Expenses written off | 0.00 | 0.15 |
|----------------------------------|------|------|

|   |      |      |
|---|------|------|
| Imparment amount due from related party | 0.00 | 1.83 |
|---|------|------|

|                |      |      |
|----------------|------|------|
| Fees & Charges | 5.31 | 5.22 |
|----------------|------|------|

|                    |      |      |
|--------------------|------|------|
| Communication Cost | 0.01 | 0.00 |
|--------------------|------|------|

|                         |      |      |
|-------------------------|------|------|
| Office & Other expenses | 1.48 | 0.00 |
|-------------------------|------|------|

|  |               |        |
|--|---------------|--------|
|  | <b>396.52</b> | 378.81 |
|--|---------------|--------|

\* Certain expenses have been apportioned to the respective project and debited to cost of construction in Note "A3" & "A4"

\*\* Post possession maintenance represents rectification of defects repair work carried out after the handing over possession of the flat to the customers.

|   | <b>2013-2014</b><br>(₹ in lacs) | <b>2012-2013</b><br>(₹ in lacs) |
|---|---------------------------------|---------------------------------|
| <b>Note 27 Exceptional Items</b>  |                                 |                                 |
| Income from compensation for non-fulfilment of contract   | -                               | 602.50                          |
| Add / (Less) : Reversal of diminution / (diminution) in value of Investments  | <b>5.83</b>                     | (62.90)                         |
|   | <b>5.83</b>                     | 539.60                          |
| <b>Note 28 Expenses relating to Prior period debited to various head of accounts</b>  |                                 |                                 |
| <u>Prior period Expenses</u>  |                                 |                                 |
| 1 Office & General expenses   | -                               | 0.08                            |
| 2 Rates & Taxes   | -                               | 0.68                            |
|   | -                               | 0.76                            |
| <b>Note 29 Expenditure in Foreign Exchange</b>  |                                 |                                 |
| Travelling expenses   | <b>0.52</b>                     | -                               |
| Sponsorship expenses  | <b>0.59</b>                     | -                               |
| <b>Note 30 Sundry Debtors, Creditors and Loans &amp; Advances are subject to confirmations and reconciliations.</b>   |                                 |                                 |
| <b>Note 31 The disclosures in respect of the Defined Benefit Gratuity plan (to the extent of information made available by LIC) are given below as per AS-15:</b> |                                 |                                 |
| <b>Change in present value of obligation :</b>  |                                 |                                 |
| Obligation at beginning of the year   | <b>50.38</b>                    | 30.20                           |
| Current Service Cost  | <b>7.02</b>                     | 4.84                            |
| Interest Cost   | <b>4.03</b>                     | 2.42                            |
| Actuarial (gain)/loss   | <b>(1.19)</b>                   | 13.07                           |
| Benefit paid  | <b>(0.40)</b>                   | (0.14)                          |
| Obligation at the end of the year   | <b>59.84</b>                    | <b>50.39</b>                    |
| <b>Change in Plan Assets :</b>  |                                 |                                 |
| Fair Value of Plan Assets at beginning of the year  | <b>41.95</b>                    | 38.50                           |
| Expected return on plan assets  | <b>4.94</b>                     | <b>3.52</b>                     |
| Actuarial gain / (loss)   | -                               | -                               |
| Contributions   | <b>15.53</b>                    | 0.08                            |
| Benefit paid  | <b>(0.40)</b>                   | (0.14)                          |
| Fair value of plan Assets at the end of the year  | <b>62.02</b>                    | <b>41.96</b>                    |
| <b>Reconciliation of present value of the obligation and the fair value of plan Assets and amounts recognized in the Balance Sheet:</b>                           |                                 |                                 |
| Present value of the obligation at the end of the year  | <b>59.84</b>                    | 50.39                           |
| Fair Value of plan Assets at the end of the year  | <b>62.02</b>                    | 41.96                           |
| Net Assets/(Liability)  | <b>2.18</b>                     | (8.43)                          |
| <b>Gratuity cost recognised for the year :</b>  |                                 |                                 |
| Current service Cost  | <b>7.02</b>                     | 4.84                            |
| Interest Cost   | <b>4.03</b>                     | 2.42                            |
| Expected return on plan assets  | <b>(4.94)</b>                   | (3.52)                          |
| Actuarial (gain) / loss   | <b>(1.19)</b>                   | 13.07                           |
| Net gratuity cost (gain) / loss   | <b>4.92</b>                     | 16.81                           |
| <b>Assumptions :</b>  |                                 |                                 |
| Discount rate   | <b>8.00</b>                     | 8.00                            |
| Rate of growth in salary levels *   | <b>5</b>                        | 5                               |

\* The estimate of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and relevant factors.

**Note 32** The Company has not received any intimation from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to the amounts unpaid as at the year end together with interest paid/payable as required under the said Act have not been given.

**Note 33 Related Party Disclosures**

- 1 Related party disclosures, as required by AS-18, "Related Party Disclosures" are given below:
- i List of Joint Venture
    - Viva Poddar Housing Pvt. Ltd

- ii List of Partnership Firms (Associates) :  
Organically Grown Group LLC  
Nav Nirman Agro  
Shiv Shakti Developers
- iii Enterprises over which Key Management personnel/Relatives have significant influence:  
Poddar Bhumi Holdings Ltd (formerly known as Suvijay Exports Ltd)  
Brite Merchants Ltd  
Poddar Heaven Homes Ltd (formerly known as Knitrite Apparelco Ltd)  
Poddar Amalgamated Holdings Pvt. Ltd  
Poddar Foundation
- iv Key Managerial Person:  
Shri Dipak Kumar Poddar – Executive Chairman  
Shri Rohitashwa Poddar - Managing Director

2. The following transactions were carried out with the related parties in the ordinary course of business:

(a) Details relating to parties referred to in Items 1(i) (ii) and (iii) above

(Figures in lacs ₹.)

| Particulars   | A<br>Joint Venture |         | B<br>Investment in<br>Partnership |         | C<br>Enterprises over which<br>key Management<br>personnel/Relatives have<br>significant influence |          | Total<br>A + B + C<br>Investment in<br>Partnership |          |
|---|--------------------|---------|-----------------------------------|---------|--|----------|--|----------|
|   | 2013-14            | 2012-13 | 2013-14                           | 2012-13 | 2013-14  | 2012-13  | 2013-14  | 2012-13  |
| Opening Balance   | <b>3040.18</b>     | -       | <b>6.12</b>                       | 6.12    | <b>238.38</b>  | 296.65   | <b>3284.68</b>                                     | 302.77   |
| Loan Given  | <b>230.00</b>      | 2800.00 | -                                 | -       | -  | 88.84    | <b>230.00</b>                                      | 2888.84  |
| Loan Repaid by party  | -                  | -       | -                                 | -       | -  | (147.64) | -  | (147.64) |
|   | -                  | -       | -                                 | -       | -  |          | <b>0.00</b>  |          |
| Interest receivable   | -                  | 240.18  | -                                 | -       | <b>6.75</b>  | 40.11    | <b>6.75</b>  | 280.29   |
| Receipt against interest receivable                                   | -                  | -       | -                                 | -       | <b>(6.75)</b>  | (20.23)  | <b>(6.75)</b>                                      | (20.23)  |
| Advance Received  | -                  | -       | -                                 | -       | <b>(90.44)</b>   | (12.57)  | <b>(90.44)</b>                                     | (12.57)  |
|   | -                  | -       | -                                 | -       | -  | -        | -  | -        |
| Advance repaid  | -                  | -       | -                                 | -       | <b>44.08</b>   | 12.57    | <b>44.08</b>                                       | 12.57    |
| Advance Given   | -                  | -       | -                                 | -       | <b>12.62</b>   | 2.26     | <b>12.62</b>                                       | 2.26     |
| Advance recovered   | -                  | -       | -                                 | -       | <b>(12.62)</b>   | (2.26)   | <b>(12.62)</b>                                     | (2.26)   |
| Expenses incurred by us on behalf of others                           | -                  | -       | -                                 | -       | <b>0.71</b>  | 15.03    | <b>0.71</b>  | 15.03    |
| Amount recovered against exp. incurred on behalf of others            | -                  | -       | -                                 | -       | <b>(0.68)</b>  | (15.03)  | <b>(0.68)</b>                                      | (15.03)  |
| Dividend  | -                  | -       | -                                 | -       | -  | -        | -  | -        |
|   | -                  | -       | -                                 | -       | -  | -        | -  | -        |
| Amount received against Dividend                                      | -                  | -       | -                                 | -       | -  | -        | -  | -        |
| Rent  | -                  | -       | -                                 | -       | -  | -        | <b>0.00</b>  | 0.00     |
| Rent recived  | -                  | -       | -                                 | -       | -  | -        | <b>0.00</b>  | 0.00     |
| Donation to Trust   | -                  | -       | -                                 | -       | <b>10.00</b>   | -        | <b>10.00</b>                                       | -        |
| Material Transferred / received                                       | -                  | -       | -                                 | -       | <b>0.37</b>  | -        | <b>0.37</b>  | -        |
| Amount paid against Purchase  | -                  | -       | -                                 | -       | <b>(0.37)</b>  | -        | <b>(0.37)</b>                                      | -        |
| Amount receivable/payable last year (received) / paid during the year | -                  | -       | -                                 | -       | <b>(238.38)</b>  | (19.35)  | <b>(238.38)</b>                                    | (19.35)  |
| Balance Receivable/payable as at year end                             | <b>3270.18</b>     | 3040.18 | <b>6.12</b>                       | 6.12    | <b>(36.33)</b>   | 238.38   | <b>3239.97</b>                                     | 3284.68  |

## PODDAR DEVELOPERS LIMITED

### (b) Details relating to parties referred to in Items 1 (iv) above

| Managerial Remuneration                            | Executive<br>Chariman<br>₹.in lacs | Managing<br>Director<br>₹.in lacs |
|--|------------------------------------|-----------------------------------|
| Salary & Allowances                                | 23.76<br>(23.76)                   | 20.70<br>(21.60)                  |
| Perquisites<br>(as valued as per Income tax rules) | 4.12<br>(3.56)                     | 3.90<br>(2.94)                    |
| Contribution to PF & other fund                    | -<br>(-)                           | 2.16<br>(2.36)                    |
| <b>Total</b>                                       | <b>27.88</b><br><b>(27.32)</b>     | <b>26.76</b><br><b>(26.90)</b>    |

### (c) Details of Related party transactions of subsidiary

|      |  |                  |           |
|------|--|------------------|-----------|
| i)   | Poddar Amalgamated Holdings Pvt. Ltd.                              |                  |           |
|      | Particulars  | <b>2013-2014</b> | 2012-2013 |
|      | Loan taken in earlier year   | <b>50.00</b>     | 50.00     |
|      | Interest   | <b>6.75</b>      | 0.31      |
| ii)  | Poddar Heaven Homes Ltd (formerly known as Knitrite Apparelco Ltd) |                  |           |
|      | Particulars  | <b>2013-2014</b> | 2012-2013 |
|      | Loan taken   | <b>63.45</b>     | -         |
|      | Loan repaid  | <b>(63.45)</b>   | -         |
|      | Interest   | <b>1.31</b>      | -         |
| iii) | Poddar Bhumi Holdings Ltd (formerly known as Suvijay Exports Ltd)  |                  |           |
|      | Particulars  | <b>2013-2014</b> | 2012-2013 |
|      | Loan taken   | <b>175.00</b>    | -         |
|      | Interest   | <b>3.54</b>      | -         |

**Note 34** Disclosure of provision as required under AS – 29 on ' Provisions, Contingent Liabilities and Contingent Assets' issued by the Institute of Chartered Accountants of India.

| Nature of provision | Leave<br>Encashment<br>₹.in lacs | LTA<br>₹.in lacs |
|---------------------|----------------------------------|------------------|
| Opening Balance     | 25.58<br>(16.35)                 | 3.93<br>-        |
| Additions           | 13.35<br>(15.67)                 | 16.86<br>(17.01) |
| Utilization         | 7.72<br>(6.44)                   | 16.50<br>(13.08) |
| Reversal            | -<br>(-)                         | -<br>-           |
| Closing Balance     | 31.21<br>(25.58)                 | 4.29<br>(3.93)   |

**Note 35** a) The Company has received demand notice of ₹.349.05 lacs towards royalty including penal charges from Land revenue authorities (Tahsildar) Government of Maharashtra for excavation of Land and Stone in respect of land at Badlapur. The Company had preferred an appeal before the higher authority which has confirmed the same with certain concession. The Company has filed a writ petition against the Order in the Bombay High Court, hearing of which is pending. Similar levy had been raised on other land owners and they have obtained the stay from the Bombay High Court. In view of the same, and as per expert opinion, the management is of the view that the above demand is not tenable.

In view of the above and opinion of the board, no provision is considered necessary till the matter is finally decided. Moreover, in exceptional circumstances, if the matter is not decided in favour of the Company, the same would be debited to the cost of project of other phases to be constructed on the same land.

- b) Similar demand of ₹.27.23 lacs has been raised in the name of Land owners in respect of Land covered under joint development agreement between the subsidiary company and land owners in case of Atgaon project. Also in the same case, the land owners have filed writ petition against the order in the Bombay High Court.

**Note 36** The Company is dealing in only real estate segment. Hence, AS-17 on 'Segment Reporting' is not applicable to the Company.

**Note 37** The figure in the bracket represents the figures of the previous year.

**Note 38** Previous year figures are regrouped/re-arranged wherever necessary.

As per our report of even date

For R.S.SHAH & CO.

CHARTERED ACCOUNTANTS

Firm's Registration Number:109762W

R.S.SHAH

(Proprietor)

Membership No.:30108

PLACE : MUMBAI

DATED : 12th May 2014

For and on behalf of the Board

Dipak Kumar Poddar - Executive Chairman

Rohitashwa Poddar - Managing Director

Shrikant Tembey - Director

Chandrakant Sharma - Company Secretary

**FINANCIAL INFORMATION ON SUBSIDIARY COMPANIES:**

Amount ₹.

| Sr. No. | Particulars                    | Subsidiary Companies                    |                                |   |                                       |                 |
|---------|--------------------------------|---|--------------------------------|---|---------------------------------------|-----------------|
|         |                                | Poddar Natural Resources & Ores Limited | Poddar Habitat Private Limited | Poddar Leisure Infrastructure Private Limited | Poddar Infrastructure Private Limited | Wearology (FZC) |
| 1       | Country                        | India                                   | India                          | India   | India                                 | U.A.E           |
| 2       | Capital                        | 500000                                  | 100000                         | 100000  | 100000                                | 2289000         |
| 3       | Reserves                       | (203178)                                | (345523)                       | (73278)                                       | (123561)                              | 20618076        |
| 4       | Total Assets                   | 330530                                  | 48675157                       | 46385   | 9891                                  | 22987389        |
| 5       | Total Liabilities              | 330530                                  | 48675157                       | 46385   | 9891                                  | 22987389        |
| 6       | Investments                    | -                                       | -                              | -   | -                                     | 21508650        |
| 7       | Turnover                       | -                                       | -                              | -   | -                                     | -               |
| 8       | Profit/ (Loss) before Taxation | (29060)                                 | (29060)                        | (17052)                                       | (15798)                               | (14847752)      |
| 9       | Provision for Taxation         | -                                       | -                              | -   | -                                     | -               |
| 10      | Profit/ (Loss) after Taxation  | (29060)                                 | (29060)                        | (17052)                                       | (15798)                               | (14847752)      |
| 11      | Proposed Dividend              | -                                       | -                              | -   | -                                     | -               |

**BASIS OF CONVERSION:**

Revenue items at average exchange rate prevailing during the year and for Balance Sheet items, the exchange prevailing as at the Balance Sheet date.

| Currency | Exchange rate as at 31.03.2014 | Average Exchange rate for the year |
|----------|--------------------------------|------------------------------------|
| 1 AED    | 1555.8300                      | 16.1967                            |

For and on behalf of the Board

Dipak Kumar Poddar - Executive Chairman

Rohitashwa Poddar - Managing Director

Shrikant Tembey - Director

Chandrakant Sharma - Company Secretary





**Poddar Developers Limited**

(CIN: L51909MH1982PLC143066)

Registered Office:

UNIT NO.3-5, NEERU SILK MILLS,  
MATHURDAS MILLS COMPOUND,  
126, N. M. JOSHI MARG, LOWERPAREL (W), MUMBAI - 400013

**PROXY FORM**

(Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: Poddar Developers Limited**

Registered Office: **UNIT NO.3-5, NEERU SILK MILLS, MATHURDAS MILLS COMPOUND, 126, N. M. JOSHI MARG, LOWERPAREL (W), MUMBAI - 400013**

|                         |  |
|-------------------------|--|
| Name of the Member(s) : |  |
| Registered Address:     |  |
| E-mail ID:              |  |
| Folio No./Client ID:    |  |
| DP ID:                  |  |

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

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her \_\_\_\_\_
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her \_\_\_\_\_
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Bank, to be held on Tuesday 5th August 2014 at 03.00 p.m. at Kilachand Conference Room, 2nd floor India Merchant Chamber, Churchgate Mumbai 400020, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.:**

- To consider and adopt
  - the audited financial statement of the Company for the financial year ended 31st March 2014, the Reports of the Board of Directors' and Auditors' thereon.
  - the audited consolidated financial statement of the Company for the financial year ended 31st March 2014
- To declare dividend on Equity Shares for the year ended 31st March, 2014.
- To appoint statutory Auditors and to fix their remuneration.

**SPECIAL BUSINESS**

- To the appointment of Shri Dipak Kumar Poddar as Whole Time Director designated as Executive Chairman of the Company for a further period of 3 years with effect from 31st March 2014
- To change the terms of appointment of Mr. Rohitashwa Poddar who will now retire by rotation and is eligible for reappointment
- To consider reappointment Mr. Dilip J. Thakkar – Independent Director of the Company not being liable for rotation.
- To consider reappointment Mr. Shrikant Tembey – Independent Director of the Company not being liable for rotation.
- To consider reappointment Mr. Ramakant Nayak – Independent Director of the Company not being liable for rotation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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

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

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.

**Poddar Developers Limited**

CIN: L51909MH1982PLC143066

Registered Office: UNIT NO.3-5, NEERU SILK MILLS, MATHURDAS MILLS COMPOUND, 126, N. M. JOSHI MARG,  
LOWERPAREL (W), MUMBAI - 400013

**Attendance Slip**

|                                     |  |
|-------------------------------------|--|
| Regd. Folio/DP ID & Client ID       |  |
| Name and Address of the Shareholder |  |
| Joint holder(s)                     |  |
| No. of Shares held                  |  |

1) I hereby record my presence at the **Thirty Second** ANNUAL GENERAL MEETING of the Company being held on **Tuesday 5th August, 2014**, at 03.00 p.m. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chamber, Churchgate, Mumbai 400020, Maharashtra.

2) Signature of the Shareholder/Proxy Present

|  |
|--|
|  |
|--|

3) Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

4) Shareholder / Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

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**ELECTRONIC VOTING PARTICULARS**

| <b>EVEN (E-Voting Event Number)</b> | <b>USER ID</b> | <b>PASSWORD / PIN</b> |
|-------------------------------------|----------------|-----------------------|
| 140626016                           |                |                       |

Note:

The Voting period starts from 10.00 a.m. on Wednesday 30th July, 2014 and ends at 5.00 p.m. on Friday 1st August, 2014. Thereafter, the voting module will be disabled by CDSL. Kindly refer e-voting instructions on page no 3 & 4 of the notice of the AGM.



*if undelivered, please return to :*

**PODDAR DEVELOPERS LIMITED**

Unit 3-5, Neeru Silk Mills,  
Mathuradas Mill Compound  
126 N. M. Joshi Marg  
Lower Parel (W), Mumbai - 400 013.