

SHAPING TOMORROW TODAY!



THE FUTURE OF
REAL ESTATE IS
HERE

THE MARK OF
EXCELLENCE

LUXURY WITHIN
REACH

PRECISION, EXPERTISE
& INNOVATION!

REDEFINING
LIFESTYLES

WELL CONNECTED TO
GROWTH



At Satra we don't just create edifices, WE DESIGN LIFESTYLES!

We have always been passionate about transforming the faces of destinations we come across. We have envisioned surpassing any lifestyle destination that exists in the map, or on your mind. Spaces equipped with luxuries, amenities and experiences to give you more than you desire.

We walk in your shoes to understand your needs. We draft a blueprint to suit them. We nurture our momentum with trust, quality and innovation to deliver superlative results. Unlike others, we do all this ahead of time. It is this incredible achievement that distinguishes us from the crowd!

This has been our *modus operandi* for around a decade now. Over the years we have been modifying and re-modifying our style to stay in the forefront. We believe this module aptly suits a city like Mumbai, where square feet rates outshine the yellow metal and clusters compete for vertical expansion.

However, our journey does not stop at the city of dreams. It extends as far as Kerala in the south and Rajasthan in the north. It touches every possible segment of development – Residential, Commercial & Corporate. But most importantly... it touches lives! Because, at Satra, we believe in designing the best lifestyle for you!

DEVELOPING LIFESTYLES!

If life in the city would be coveted, 'LE 88' would be it! This premium residential tower outshines most others in its category, including its counterparts in London, Shanghai and Manhattan.

Every feature is so caringly crafted, we wouldn't be surprised if one measures it in carats and not sq. ft. Such is the finesse and poise of this distinguished address. One that truly befit the king in many aspects than one. May we spread a red carpet for your arrival!



The Queen of the suburbs gets her most valued jewel.

Highly coveted 26 storey edifices comprising 81 well appointed 4BHK residences.

Apartments with Sundecks and attached Plunge Pools offering a breathtaking panorama of the infinite Arabian Sea.

Proximity to the city's latest iconic landmark – The Bandra-Worli Sea Link.

Host of luxurious indulgences like Cafe, Concierge Service, Swimming Pool, Gymnasium with Steam & Sauna, Jacuzzi, Clubhouse with Snooker Table, Theme Pool Bar.

Landscaped Jogging Park, Sky Garden with Zen landscaping and Family Sit outs.

Children's Play Area with 24x7 HD CCTV surveillance.

Impenetrable 3-tier Security with Private lifts for added security.

04
05

DEVELOPING PEACE

Discover your world of calm at Satra Park, located at the western corridor of the city, in Borivali. As the city pushes its limits further in that direction, it finds a place favourable for development and residential set ups. Backed by solid infrastructure, be it rails, road or metro, Borivali booms with prospects of growth.

However, the serene stretch of the Sanjay Gandhi National Park offers it a silent retreat. Right in the vicinity is Satra Park, the address for future dwellings. It is indeed where futuristic developments and pristine living walk hand-in-hand!



Satra Park – An address adorned with ample moments in solitude at Borivali, Mumbai.

Exotically designed residential skyscrapers having 3 wings of 16 storeys on the top of high street shops to fulfill all your daily requirements.

Spacious 2 & 3 BHK residences with the finest modern-day amenities.

Hi-tech Gymnasium, Jogging Track and azure Swimming Pool with Kids' Pool.

Amenities like Clubhouse, Podium Garden with Kids' Play park and Jain Temple to make life indulgent.

Earthquake resistant RCC structure.

Proximity to School, College, Hospital, Shopping Centres, Cinemas and Temple.

Multi-level car parking.

DEVELOPING CONNECTIVITY

We believe in designing a lifestyle that's well connected to luxuries, both within the premises and beyond its boundaries. The result – Satra's Eastern Heights, an address like none other in its neighbourhood.

The towers comprise of some of the finest residential spaces designed to enthrall their patrons. And we have left no stone unturned to make it a cherishing reality. The journey to enthrallment begins as soon as you step into the designer lobby, to end never ever!

Further, its prominent location with South Mumbai at 12 mins, Navi Mumbai at 20 mins and Western Mumbai connected through a well-networked corridor, acts as a cherry on this luxurious cake. Gift your loved ones a piece of it; they will cherish it forever.



Let the city reach out you at Satra's Eastern Heights, Upper Chembur, Mumbai.

Chembur is one of the fastest developing belts in Eastern Mumbai.

Exquisitely designed 20 storey towers with 3 wings.

Exotic double height Entrance Lobby.

Vastu compliant 1, 1.5 & 2 BHK spacious residences with ample natural light.

Landscaped Garden, Children's Play area and Jogging Track.

Rain water Harvesting System.

Multi-level Car Parking.

08

09

DEVELOPING BALANCE

Life finds balance at very few places. Where faces meet smiles, dreams meet reality and affordability meets practicality. Surprisingly you don't need to go too far to seek it.

Presenting Satra Hills, Ghatkopar's latest benchmark that's garnering admiration and acceptance in equal measure. It is blessed with plentitude of nature on one side and easy access to the city on the other. Indeed an address that strikes the perfect balance between the life you desired and the life that beckons you.



Let nature be your next door neighbour at Satra Hills, Ghatkopar, Mumbai.

Ghatkopar is a suburban neighbourhood of Eastern Mumbai and one of the richest suburbs of Mumbai.

Recently it has transformed itself drastically creating a rapid demand for the residential sector.

The hilly location of this project will add value and aesthetic appeal to the project.

High rise buildings with high speed elevators.

Artistically designed interiors and exteriors with Grand Entrance lobby.

Landscaped Gardens, Swimming Pools, Gymnasium and other thoughtful amenities to add a touch of youth in everyone's life.

DEVELOPING VISTAS

Lead a pleasant lifestyle with an unrestricted view of the airport. A place where your dreams get wings to soar as high as airplanes. Where every morning welcomes you with added vigour. Where life is a bouquet of refreshing offerings. Welcome to Satra Wings, Kalina.

Blissful. Desirable. Pristine. It is every family's dream home for infinite moments of togetherness 24 x 7, 365 days of the year. It's a place filled with inspiration for the entire family. Give your dreams wings; fly high in the clear blue sky!

10
11



Live in the lap of nature; grow amid contemporary amenities at Satra Wings, Kalina, Mumbai.

Kalina enjoys a strategic and serene location away from the bustle of the city yet close to its major destinations.

Enjoy a pacified lifestyle at the Ground + 7 storey towers inclusive of 1 and 2 BHK's.

Terrace Garden for panoramic views of the airport and adjoining surroundings.

Hi-tech Gymnasium, Jogging Track and Kids Play park.

12
13

DEVELOPING CONFLUENCE

Jodhpur, India's iconic heritage city, enchants its travellers with a rustic charm, essence of the bygone era and marvellous architectural wonder. Today the city witnesses a landmark of modern times. One that's bound to build a confluence of ancient architecture with modern innovations. It will blend elegance with robustness. It will set an example for future developments in the city.

Welcome to Satra Plaaza, Jodhpur's latest iconic wonder. Truly a melting pot of the past and the future, this venue promises a host of excitement for the modern traveller. Wouldn't you want it to cast a spell on you too!



Revisit a contemporary courtyard in the land of the Maharajas at Satra Plaaza, Jodhpur, Rajasthan.

Jodhpur, until now, was famous for its handicrafts and as a major tourist destination with numerous forts, palaces, temples and historic monuments.

Changing times have seen the traveller change trends.

This project is intended to enchant the modern-day traveller with its innovative medley of Shopping Mall, Hotels and Offices.

It redefines the culture of the heritage city by infusing a modern Corporate culture that's well accepted by the audiences.

The project offers a warm welcome at the Grand Entrance Lobby that's equipped with imported escalators and elevators.

International design with aesthetic appeal and provision for optimum space usage.

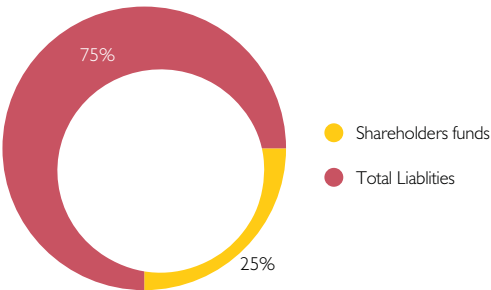
Ample space for car parking.

FINANCIAL HIGHLIGHTS

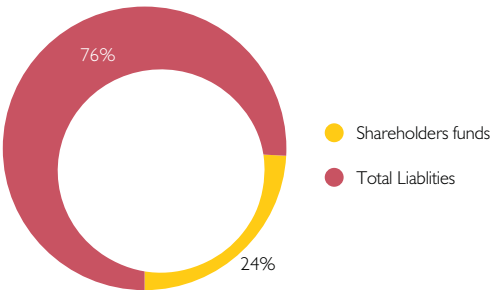
5 Years Financial Highlights						INR in Lacs
S. No.	Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
1	Total Revenue	9,360	9,724	22,260	13,951	22,361
2	Earning before depreciation, interest and taxes	3,241	3,761	3,793	3,824	4,448
3	Depreciation	18	23	49	88	90
4	Earning after taxes	400	505	390	447	857
5	Market capitalisation	10,488	6,277	7,568	21,509	21,968
6	Equity share capital	3,227	3,227	3,227	3,227	3,107
	[Face value per share (₹)]	2				
7	Reserve & Surplus	6,568	6,355	6,107	5,973	4,702
8	Equity shareholder's fund	9,795	9,582	9,334	9,200	7,810
9	Equity dividend (%)	5% #	5%	5%	5%	5%
10	Term Borrowings	17,162	17,548	22,662	10,030	25,948
11	Dividend payout	161 #	161	161	161	155
12	Total assets	40,557	42,620	45,808	59,238	67,754
	Key Indicators					
1	Earning per share (₹)	0.25	0.27	0.20	0.24	0.51
2	Diluted earning per share (₹)	0.24	0.27	0.20	0.24	0.51
3	Book value per share (₹)	6.07	5.94	5.78	5.70	5.03
4	Net profit margin	4.35%	6.41%	1.85%	3.61%	4.15%
5	Debt equity ratio	1.75	1.83	2.43	3.75	5.98
6	Return on net worth	4.08%	5.27%	4.18%	4.86%	10.98%
7	Return on capital employed	6.64%	7.91%	5.79%	6.65%	7.86%

Subject to approval of the members in 31st Annual General Meeting of the Company

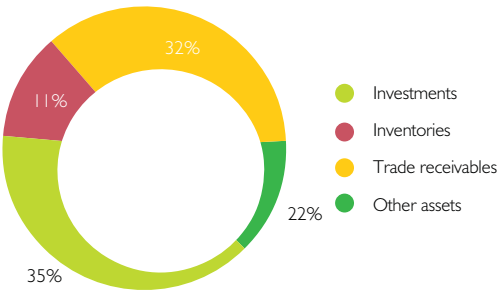
Shareholders funds and Total liabilities
Standalone - 2014



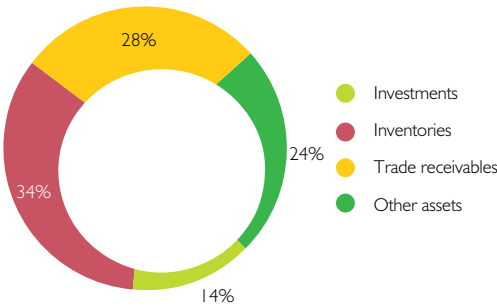
Shareholders funds and Total liabilities
Standalone - 2013



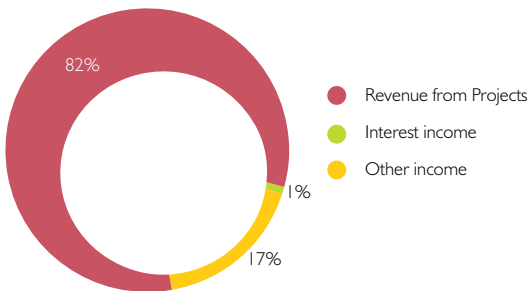
Total Assets
Standalone - 2014



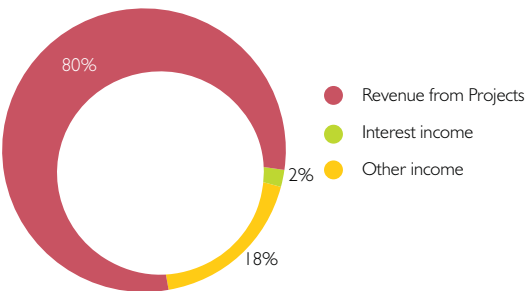
Total Assets
Standalone - 2013



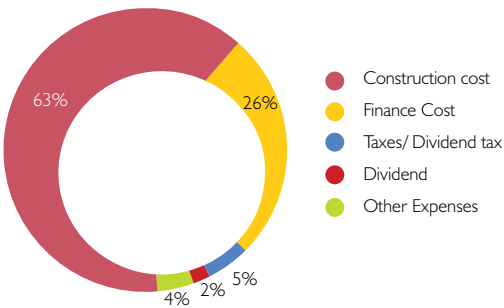
Revenue Breakup
Standalone - 2014



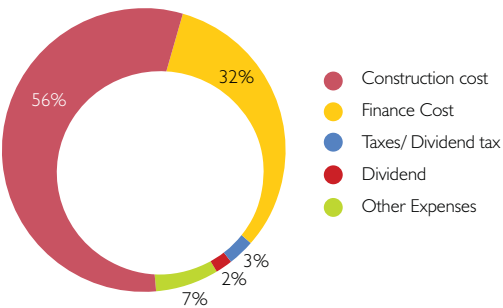
Revenue Breakup
Standalone - 2013



Expenses & Outflows
Standalone - 2014



Expenses & Outflows
Standalone - 2013



CHAIRMAN'S MESSAGE



THERE ARE NO GREAT PEOPLE
IN THIS WORLD, ONLY GREAT
CHALLENGES WHICH ORDINARY
PEOPLE RISE TO MEET.

WILLIAM FREDERICK HALSEY

DEAR SHAREHOLDERS,

The Indian real estate sector is one of the fastest growing markets in the world and continues to be a favoured destination for global investors. With the newly formed government's vision of urbanized India and its efforts to introduce developer – consumer friendly policies, the outlook for the real estate sector in 2014 does look promising. Coming years are expected to see a boost in urban population which coupled with growth in employment, education and health care will result in a thrust in the demand for residential and commercial space. SEBI laying down regulations for REIT's in India, a swing of optimistic RBI rules to allow foreign banks into the country's protected banking ecosystem and analysing the recent stock market run, the real estate sector will foresee an increase in liquidity and thereby sales in residential properties.

Mumbai has witnessed uncertainty in its real estate market for the last year. While the residential property prices are soaring due to lack of approvals and construction delays, the buyers are currently encountering issues such as high prices and delays in getting possession. Your Company is striving hard to provide its consumers a winning combination in terms of the quality of the property, amenities and pricing.

Over the past few years, your Company has continued its focus for redevelopment of slum projects and to provide budgeted flats on the one hand and simultaneously, on the other hand an aspiration to build an ultra-luxury project, is a commitment towards the customers and stakeholders at large. Bringing innovation, technology and young and energetic panel to the work desk, your Company is committed to serving the society at large.

In terms of business, I am pleased to make you aware that your Company has made continuous efforts to improve its financial performance and to build a better

future prospects for all the stake holders. Your Company is striving hard to deliver its on-going projects at the earliest, which had been stalled for want of approvals and timely availability of funds. This will result in early repayment of debts in the future years and thereby a considerable reduction in finance cost, which have been accounted for one of the major outflow from profits earned. In spite of all the odds in the year 2013-14, your Company managed to achieve a total income of ₹ 9,360 lacs that was a marginal decrease of 3.75% as compared to ₹ 9,724 lacs in the year 2012-13. Further due to high financial burden and provision for prior year charge for taxation, the overall profit after tax decreased by 20.80% from ₹ 505 lacs in the year 2012-13 to ₹ 400 lacs in the year 2013-14.

The management continues to focus its strategy for investment in re-development and SRA projects. Further to the development of an existing SRA project of 1.65 million sq. ft. by its subsidiaries, your Company has during the year embarked another project in joint development, having development of 0.77 million sq. ft. of in western suburbs through one of its subsidiary. On a consolidation basis, your Company has planned/projected developments of around 7.5 million sq. ft. of projects over a period of 4 years.

I would like to take this opportunity to thank all our shareholders, employees, financiers, partners, vendors and consultants for posing confidence and its continual support to the Company. I assure you that your Company stands definite in its commitment of carrying out its strategic functions effectively and efficiently to further strengthen its performance.

Regards,

PRAFUL N. SATRA

CHAIRMAN & MANAGING DIRECTOR



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Praful N. Satra

Chairman & Managing Director

Rajan P. Shah

Director

Vidyadhar D. Khadilkar

Independent Director

Vinayak D. Khadilkar

Independent Director

CHIEF FINANCIAL OFFICER

Bhavesh V. Sanghavi

COMPANY SECRETARY / COMPLIANCE OFFICER

Manan Y. Udani

AUDITORS

B S R & Associates LLP

1st Floor, Lodha Excelus,

Apollo Mills Compound,

N.M. Joshi Marg, Mahalaxmi,

Mumbai – 400 011

Bhuta Shah & Co.

901, Regent Chambers,

Nariman Point,

Mumbai – 400 021

LEGAL ADVISORS & SOLICITORS

Bharat R. Zaveri

ARCHITECTS & ENGINEERS

Vivek Bhole Architects Private Limited

Planwell Architects Private Limited

Rein Profile Consulting Engineers

RSP Design Consultants (I) Private Limited

Pankaj Dharkar and Associates

BANKERS

Axis Bank Limited

Syndicate Bank

Allahabad Bank

REGISTERED OFFICE

Dev Plaza, 2nd Floor,

Opp. Andheri Fire Station,

S.V. Road, Andheri (West),

Mumbai – 400 058. INDIA

Tel No.: +91 (022) 2671 9999

Fax No.: +91 (022) 2620 3999

E-mail: info@satraproperties.in

Website: www.satraproperties.in

REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited

17/20, Jaferbhoy Industrial Estate,

Makwana Road, Marol Naka,

Andheri (East), Mumbai - 400 059. INDIA

Tel No.: +91 (022) 4227 0400

Fax No.: +91 (022) 2850 3748

E-mail: info@adroitcorporate.com

Website: www.adroitcorporate.com



SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058
Tel.: 022 - 2671 9999 **Fax:** 022 - 2620 3999 **Email:** info@satraproperties.in **CIN:** L65910MH1983PLC030083 **Website:** www.satraproperties.in

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the Members of **Satra Properties (India) Limited** will be held on **Saturday, 27 September 2014 at 12.00 noon at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2014, including the audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2013-14.
3. To appoint a Director in place of Mr. Rajan P. Shah (DIN 00053917), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provisions of Sections 139, 140 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) be and are hereby appointed as Statutory Auditors of the Company for their first term of 5 (five) years to hold the office from the conclusion of this Annual General Meeting (hereinafter referred to as ‘AGM’) till the conclusion of thirty sixth AGM of the Company to be held in the calendar year 2019 (subject to ratification of the members at every AGM held after this AGM), in place of retiring joint auditors - B S R & Associates LLP, Chartered Accountants (Firm Registration No.: 116231W) and Bhuta Shah & Co., Chartered Accountants (Firm Registration No.: 101474W) who have expressed their unwillingness to be re-appointed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. To appoint Mr. Vinayak D. Khadilkar (DIN 01548508) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Mr. Vinayak D. Khadilkar, (DIN 01548508), who was appointed as an Independent Director of the Company, whose period of office was liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 (one) year upto the conclusion of the thirty second Annual General Meeting of the Company to be held in the calendar year 2015 and not liable to retire by rotation.”

6. To appoint Mr. Vidyadhar D. Khadilkar (DIN 01548603) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) and Clause 49 of the Listing Agreement, Mr. Vidyadhar D. Khadilkar, (DIN 01548603), who was appointed as an Independent Director of the Company, whose period of office was liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 1 (one) year upto the conclusion of the thirty second Annual General Meeting of the Company to be held in the calendar year 2015 and not liable to retire by rotation.”

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force as amended from time to time), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
Satra Properties (India) Limited

Manan Y. Udani
Company Secretary

Mumbai, 25 August 2014

Registered Office:

Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400 058

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of business at Item nos. 4, 5, 6 and 7 is annexed. Additional information pursuant to Clause 49 of the Listing Agreement entered into with BSE Limited, of persons seeking appointment/re-appointment as Directors are furnished and forms part of Notice.
2. **A Member entitled to attend and vote at the thirty first Annual General Meeting** (hereinafter referred to as ‘AGM’) **is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself/herself and the proxy need not be a member of the Company.** The instrument appointing the Proxy, duly completed and signed, must be deposited at the Company’s Registered Office, not less than 48 hours before the commencement of AGM. Proxies submitted on behalf of the Limited Companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 20 September 2014 to Saturday, 27 September 2014 (both days inclusive). If the Final dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Friday, 3 October 2014 as under:
 - a) To all the Beneficial Owners in respect of Equity Shares held in dematerialised form as per the data made available by the National Securities Depository Limited (hereinafter referred to as ‘NSDL’) and Central Depository Services (India) Limited (hereinafter referred to as ‘CDSL’) as of the close of the business hours on Friday, 19 September 2014.
 - b) To all Members in respect of Equity Shares held in physical form after giving effect to valid transfers in

respect of transfer requests lodged with the Company on or before the close of the business hours on Friday, 19 September 2014.

In respect of 8% Cumulative Redeemable Preference Shares (hereinafter referred to as ‘CRPS’), which were redeemed on 1 February 2014, pursuant to the consent of all the preference shareholders, the accumulated pro-rata preference dividend from 1 April 2013 upto the date of redemption of CRPS has been waived off.

4. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details/ update E-mail ID/ mandates/ nominations/ power of attorney/ change of name/ change of address/ contact numbers etc. to their Depository Participants (hereinafter referred to as ‘DP’) with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Share Transfer Agents, M/s. Adroit Corporate Services Private Limited (hereinafter referred to as ‘ACSPL’) to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to ACSPL.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or ACSPL for assistance in this regard.
6. The Securities and Exchange Board of India (hereinafter referred to as ‘SEBI’) has made it mandatory for all companies to use the Bank Account details furnished by the Depositories for crediting dividend. The Company has made arrangements for crediting the dividends through National Electronic Clearing Services (hereinafter referred to as ‘NECS’)/Electronic Clearing Services (hereinafter referred to as ‘ECS’) to investors where NECS/ECS details are available. Members holding shares in electronic form may kindly note that their Bank details registered against their respective Depository Account as furnished by the respective DP to ACSPL will be used by the Company for payment of dividend and that the Company/ACSPL will not entertain any direct request from such Members for deletion of/change in such Bank details. Further, instructions, if any, already given by the Members in respect of Shares held in physical form will not be automatically applicable to dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding Bank Accounts in which they wish to receive dividend, directly to their DP.
7. SEBI has mandated the submission of Permanent Account Number (hereinafter referred to as ‘PAN’) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ACSPL.
8. In terms of Sections 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account have been transferred to the Investors Education and Protection Fund (hereinafter referred to as ‘IEPF’) established by the Central Government.



In accordance with the following schedule, the dividend for the years, if unclaimed within a period of seven years, will be transferred to the IEPF:

Financial year ended	Date of declaration of dividend	Last date for transferring unclaimed/unpaid dividend amount to the IEPF	Type of dividend declared
31.03.2008	23.07.2007	21.09.2014	1 st Interim Dividend
31.03.2008	29.09.2008	28.11.2015	Final Dividend
31.03.2010	29.09.2010	28.11.2017	Final Dividend
31.03.2011	29.09.2011	28.11.2018	Final Dividend
31.03.2012	28.09.2012	27.11.2019	Final Dividend
31.03.2013	28.09.2013	27.11.2020	Final Dividend

Members may please note that once unclaimed dividend is transferred to the IEPF, no claim shall lie in respect thereof with the Company.

9. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/DP, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Members may also note that the Notice of the AGM and the Annual Report 2013-14 will be available on the website of the Company - **www.satraproperties.in**, website of CDSL - **www.cdslindia.com** and website of BSE Limited - **www.bseindia.com** Members who require communication in physical form in addition to e-communication, may write to us at : **info@satraproperties.in**
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same on e-mail address - **info@adroitcorporate.com** for receiving all communication including Annual Report, Notices, Circulars etc. electronically.
12. All documents referred to in the notice will be available for inspection at the Registered Office of the Company during normal business hours on working days upto the date of the AGM.
13. Queries on accounts of the Company, if any, may be sent to the Company, at an early date so as to enable the Management to keep the information ready at the meeting.
14. **Voting through electronic means:**

In compliance with Clause 35B of the Listing Agreement, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically on all resolutions set forth in this Notice.

(A) The instructions for e-voting are as under:

- i) The voting period begins on **Saturday, 20 September 2014** at **9.00 a.m.** and ends on **Monday, 22 September 2014** at **5.00 p.m.** 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 **Friday, 29 August 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- iii) Click on Shareholders.

- 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** 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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.

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for “SATRA PROPERTIES (INDIA) LIMITED” on which you choose to vote.
- 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (B) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **Friday, 29 August 2014**.
- (C) Mr. Dharmesh Zaveri (Membership No. FCS- 5418) and Proprietor of M/s. D.M. Zaveri & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- (D) The Scrutinizer shall, within a period not exceeding 3 (three) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (E) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of e-Voting results and voting held at the AGM.
- (F) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.satraproperties.in and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited, where shares of the Company are listed.

**By Order of the Board of Directors
Satra Properties (India) Limited**

Manan Y. Udani
Company Secretary

Mumbai, 25 August 2014

Registered Office:

Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400 058



ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Particulars	Mr. Vinayak D. Khadilkar	Mr. Vidyadhar D. Khadilkar	Mr. Rajan P. Shah
Date of Birth	21.11.1955	16.09.1958	09.08.1970
First Date of Appointment as Director	26.05.2007	26.05.2007	13.05.2006
Qualifications	Bachelor of Commerce and Chartered Accountant	Diploma in Civil and Sanitary Engineering	S.Y. B.Com.
Expertise in specific Functional Areas	Wide experience in Finance, Accounts, Audit and Taxation	Wide experience in Engineering field	Wide Experience in the Real Estate Industry and construction activities in the execution and management of a wide variety of construction projects, project execution, liasoning and legal matters.
Directorships of Board/ Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee (erstwhile Shareholders'/Investors' Grievance Committee)	–	Directorships of Board held in other Companies: Satra Property Developers Private Limited Chairmanships/ Memberships of Committees held in other Companies: Satra Property Developers Private Limited – Chairman, Audit Committee	Directorships of Board held in other Companies: <ul style="list-style-type: none"> • Satra Property Developers Pvt. Ltd. • Satra Buildcon Pvt. Ltd. • Satra Estate Development Pvt. Ltd. • Satra Lifestyles Pvt. Ltd. • Satra Infrastructure and Land Developers Pvt. Ltd. • Satra Realty and Builders Ltd. (erstwhile 'Satra DLH Reality and Builders Ltd.') • Satra Re-Development Company Ltd. • RRB Realtors Private Limited
Number of shares/debentures/ convertible instruments/any other securities held in the Company	–	–	–

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

Consequent to the introduction and applicability of the Companies Act, 2013 (hereinafter referred to as '**the Act**') w.e.f. 1 April 2014 and pursuant to the provisions of Section 139 of the Act and rules made thereunder, the Audit firm, if appointed as Auditor in the Annual General Meeting (hereinafter referred to as '**AGM**') can be appointed for a consecutive period of 5 years and the tenure of such audit firm shall not be more than two terms of five consecutive years. It has also been mentioned in the said rules that the period for which the Audit firm has held office as an auditor prior to the commencement of the Act, shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be.

B S R & Associates LLP, Chartered Accountants (Firm Registration No.: 116231W) and Bhuta Shah & Co., Chartered Accountants (Firm Registration No.: 101474W) the existing joint Auditors, have expressed their unwillingness for re-appointment as Auditors of the Company on their retirement on this thirty first AGM. GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) have expressed their willingness to act as Auditors

of the Company, if appointed, and have provided the requisite documents as required under the Act.

The Audit Committee and Board of Directors in their respective meetings held on 25 August 2014 have approved the appointment of GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) as Statutory Auditors of the Company, for their first term of five years, to hold the office from the conclusion of forthcoming thirty first AGM till the conclusion of thirty sixth AGM.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 4 of the accompanying Notice for the approval of members of the Company as Ordinary Resolution.

None of the Directors; key managerial personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said resolution.

Item Nos. 5 and 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with BSE Limited, appointed Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar, as Independent Directors, in compliance with the requirements of the clause.

Pursuant to the provisions of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act,

2013 (hereinafter referred to as '**the Act**') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (hereinafter referred to as '**the Rules**') (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time), every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. As on the date of this Report, Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar are Independent Directors as per Clause 49 of the Listing Agreement and were appointed under the Companies Act, 1956 as Directors liable to retire by rotation.

As per the provisions of Sections 149 and 152 of the Act read with applicable Rules, the Independent Directors of the Company can hold office for a term upto 5 years on the Board of the Company and shall be eligible for re-appointment on passing a special resolution by the members of the Company and not liable to retire by rotation.

In order to give effect to the applicable provisions of Sections 149 and 152 of the Act, the Nomination and Remuneration Committee has recommended the appointment of Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar as Independent Directors, for a term of 1 year.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Brief resume of all the above Directors, nature of their expertise in specific functional areas and name of companies in which they hold directorships of Board and memberships/chairmanships of Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement are provided in the Corporate Governance Report and as a part of this Notice.

The Board of Directors of your Company recommends the Resolutions as set out in Item Nos. 5 and 6 of the accompanying Notice for the approval of members of the Company as Ordinary Resolutions.

Mr. Vinayak D. Khadilkar and Mr. Vidyadhar D. Khadilkar are interested in the resolutions set out respectively at Item Nos. 5 and 6 of the Notice with regards to their respective appointments and the relatives of the above directors may be deemed to be interested in the resolutions respectively, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 7

The existing Articles of Association (hereinafter referred to as '**the AoA**') of the Company are in conformity with the provisions of the Companies Act, 1956 and Rules framed thereunder and

several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (hereinafter referred to as '**the Act**').

The Ministry of Corporate Affairs, Government of India, had notified the majority of the provisions of the Act and has framed the Rules. Consequently, the AoA are being altered in order to comply with provisions of the Act and the Rules framed there under.

In view of the above, it is considered prudent to substitute the existing AoA by a new set of Articles. The proposed Articles are based on Table 'F' of Schedule-I of the Act which provides the model Article of Association for a Company Limited by Shares.

Member's attention is invited to certain salient provisions in the new draft AoA of the Company viz.:

- Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- the nominee(s) of a deceased sole member are recognised as having title to the deceased's interest in the shares;
- new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalised;
- new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- existing articles have been streamlined and aligned with the Act;
- the statutory provisions of the Act which permit a company to do some acts "if so authorised by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The Board of Directors of your Company recommends the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of members of the Company as Special Resolution.

None of the Directors; key managerial personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

By Order of the Board of Directors Satra Properties (India) Limited

Manan Y. Udani
Company Secretary

Mumbai, 25 August 2014

Registered Office:

Dev Plaza, 2nd Floor,
Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400 058



DIRECTORS' REPORT

To

The Members,

SATRA PROPERTIES (INDIA) LIMITED

Your Directors are pleased to present the 31st Annual Report and the Audited Financial Accounts for the Year ended 31 March 2014.

1. FINANCIAL HIGHLIGHTS:

(Currency – Indian Rupees in Lacs)

Particulars	Standalone for the year	
	2013-14	2012-13
Earnings before Tax	860.53	751.13
Less: Taxation	460.43	245.98
Earnings after Tax	400.10	505.15
Add: Balance in Statement of Profit and Loss brought forward from previous year	3,085.83	3,337.01
Profit available for appropriation	3,485.93	3,842.16
Less: Appropriations		
Proposed Dividend on Preference Shares	---	59.20
Tax on proposed dividend on Preference Shares	---	9.60
Proposed Dividend on Equity Shares	161.36	161.36
Tax on proposed dividend on Equity Shares	26.18	26.18
Transfer to Debenture Redemption Reserve	400.00	500.00
Net Surplus in the Statement of Profit and Loss	2,898.39	3,085.82

2. OPERATIONS:

On standalone basis, during the year under review, total income of your Company has marginally decreased by approx. 3.75% from ₹ 9,724 Lacs to ₹ 9,360 Lacs. The said decrease in total income was due to lower incremental percentage of work completion and due to delay in getting approvals for new projects. The Consolidated total income of your Company for the year ended 31 March 2014 has decreased by approx. 6.6% from ₹ 10,954 Lacs to ₹ 10,232 Lacs.

On standalone basis, during the year under review, your Company has registered a decrease in the Profit after Tax by approx. 20.80% to ₹ 400 Lacs as against ₹ 505 Lacs on account of provision for earlier year taxation. However, the Consolidated Profit after Tax decreased by ₹ 99 lacs during the year under review.

The management is putting all its endeavors for undertaking new projects for development in joint venture through its subsidiaries and taking effective steps to improve overall performance of the Group by concentrating on executing the on-going and new projects at fast pace and reduction of borrowings.

Your Company has continued its focus on undertaking residential projects, in particular, SRA and re-development, which involves minimal capital investment and reduction of debt to minimize the burden of financial cost.

Brief about various ongoing and upcoming Projects undertaken by your Company

a) Satra Park, Borivali, Mumbai:

The project situated at Borivali, Mumbai, is the state-of-the-art residential cum high street shops, comprising of a Jain Temple and with artistically designed interiors and exteriors. It's a place where every corner is beautifully designed to enjoy the luxuries and offers a perfect blend

of serene environment and comfortable living.

Your Company has already received part Occupation Certificate for shop segment and has completed the structural work for Residential complex and the finishing work is in process. Your Company is targeting to complete the balance project work and deliver the same in due course.

b) Satra Wings, Kalina, Mumbai:

The proposed residential project at Kalina, Mumbai is planned to start in phases and will consist of varying sizes of apartments ranging from 1 BHK to 2.5 BHK. Your Company is in the process of obtaining the necessary approvals to start the development for the said project. The said project is strategically located near Air India Colony, Kalina-Kurla Road and is expected to have aesthetically designed towers and terraced garden with panoramic airport view. It shall also encompass all amenities such as Swimming Pool, Jogging Track, Children's Play Area, Hi-tech Gymnasium and Efficient car parking spread on 3 levels.

Projects undertaken by Subsidiary Companies

c) Satra Hills, Ghatkopar, Mumbai:

The proposed project is under Slum Rehabilitation Scheme awarded to your Company by the Slum Rehabilitation Authority. Nestled in nature's abundance and strategically located in the close proximity to the fast emerging industrial hub – Ghatkopar. The project is elevated on the hilly contours that offers kaleidoscopic view of entire Navi Mumbai. It shall also encompass high rise buildings with high speed elevators and all amenities such as landscape gardens, swimming pools and gymnasium, which will make life of patrons cozy than ever.

Your Company has already carried out the construction of transit camps and has shifted most of the tenements to pave the way for construction of Rehabilitation buildings.

d) Satra's Eastern Heights, Upper Chembur, Mumbai:

The proposed residential project is a joint development project undertaken by one of the subsidiary company under a Special Purpose Vehicle. With necessary statutory permissions and approvals in place, the construction work for Rehabilitation building is under progress. The highlighting features of the project is, a 17 km long stretch Eastern Freeway connecting South Mumbai and Eastern Suburbs passing through the plot, having exit and entry just 200 metres away from the project. This would attempt to eliminate traffic congestion for commuters plying to and for South Mumbai.

e) LE-88, Bandra, Mumbai:

The proposed residential project is a Joint Development Agreement undertaken by one of the subsidiary company by sharing the sale area in equal proportion. The 26 storey residential building for sale is overlooking Mumbai's modern icon – Bandra-Worli Sea Link comprising of 81 4BHK-units. The project is an ultra-luxurious residential genre and has roped in a team of highly reputed international firm of architects and consultants.

Apart from the above, there are few projects, which are at the initial stage of negotiation.

3. DIVIDEND:

- a) Your Directors are pleased to recommend, for approval of the members, Equity Dividend of ₹ 0.10/- per share (@ 5% per share) on 16,13,58,000 Equity Shares of ₹ 2/- each of the Company for the Financial Year 2013-14. The Dividend payout on Equity Shares, if declared as above, will result in outflow of ₹ 161.36 Lacs towards Dividend and ₹ 26.18 Lacs towards Dividend Tax, resulting in total outflow of ₹ 187.54 Lacs.
- b) In respect of 8% Cumulative Redeemable Preference Shares (hereinafter referred to as 'CRPS') of the Company, which were redeemed on 1 February 2014, pursuant to the consent of all the preference shareholders, the accumulated pro-rata preference dividend from 1 April 2013 upto the date of redemption of CRPS has been waived off.

4. SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES:

- a) During the year under review, your Company has, out of total 9,300, 23% Secured Redeemable Non-Convertible Debentures of ₹ 1 Lac each fully paid up, redeemed 5,164, 23% Secured Redeemable Non-Convertible Debentures aggregating to ₹ 5,164 Lacs outstanding as on 31 March 2013 out of the project proceeds. Thus, there are no outstanding 23% Secured Redeemable Non-Convertible Debentures as on 31 March 2014. Accordingly, your Company has transferred ₹ 890 Lacs from Debenture Redemption Reserve to General Reserve.
- b) During the year under review, your Company has issued 5,600, 18% Secured Redeemable

Non-Convertible Debentures of ₹ 1 Lac each fully paid-up on private placement basis. Out of 5,600 18% Secured Redeemable Non-Convertible Debentures, your Company has allotted 5,350 18% Secured Redeemable Non-Convertible Debentures upto the date of this report aggregating to ₹ 5,350 Lacs and created a Debenture Redemption Reserve of ₹ 400 Lacs out of the profits of the Company.

5. PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES:

During the Financial Year 2013-14, your Company had issued and allotted 1,70,00,000 warrants of ₹ 5.20/- each with an option to convert each warrant into one equity share of the nominal value of ₹ 2/- each at a price of ₹ 5.20/- per share, including premium of ₹ 3.20/- per share aggregating to ₹ 884 Lacs to promoter group on preferential basis on 1 August 2013. Out of the said amount, your Company has received 25% of the warrant price and the balance issue price is payable upon exercise of the option to convert warrants into Equity Shares within a period of 18 months from the date of allotment of warrants. The Warrant holders have not yet exercised their option to convert warrants into Equity Shares.

6. SUBSIDIARIES:

Your Company has 8 subsidiaries, namely, Satra Property Developers Private Limited; Satra Buildcon Private Limited; Satra Infrastructure and Land Developers Private Limited; Satra Lifestyles Private Limited; Satra Estate Development Private Limited, Satra International Realtors Limited, RRB Realtors Private Limited and Satra Realty and Builders Limited (erstwhile 'Satra DLH Realty and Builders Limited')

- a) During the year under review, one of the Wholly Owned Subsidiary of your Company, i.e. Satra Property Developers Private Limited (SPDPL) acquired 100% stake in Satra Realty and Builders Limited (SRBL) thereby making SRBL its Wholly Owned Subsidiary and hence becoming deemed subsidiary of your Company.
- b) During the year under review, SPDPL acquired 87.50% stake in RRB Realtors Private Limited (RRPL) thereby making RRPL its Subsidiary Company and hence becoming deemed subsidiary of your Company.
- c) During the year under review, one of the Wholly Owned Subsidiary of your Company, i.e. Satra Buildcon Private Limited (SBPL) made preferential allotment of equity shares. On account of the same, SBPL ceased to be a Wholly Owned Subsidiary of your Company and continues to remain a Subsidiary Company.

The Ministry of Corporate Affairs, Government of India has vide Circular No. 2/2011 dated 8 February 2011 granted general exemption from attaching the annual accounts of the subsidiaries in the Annual Report of the Company, subject to fulfillment of certain conditions. Accordingly, Board of Directors has passed resolution in its meeting held on 30 May 2014, giving consent for not attaching the Accounts of the subsidiaries concerned. As directed by the Central Government, the summarised financials of all the subsidiaries have been furnished under the heading "Financial Information of Subsidiary Companies under



Section 212(8) of the Companies Act, 1956 for the Financial Year ended 31 March 2014" which forms part of the Annual Report. The Annual Accounts of these subsidiaries and related detailed information will be made available to any member of the Company/ its subsidiaries seeking such information at any point of time and are also available for inspection by any member of the Company/ its subsidiaries at the Registered Office of the Company or the respective Subsidiary Companies.

The Audited Consolidated Financial Statements based on the Financial Statements received from Subsidiary Companies as approved by their respective Board of Directors, have been prepared in accordance with the Accounting Standard-21-"Consolidated Financial Statements" and Accounting Standard-23-"Accounting for Investment in Associates", notified under Section 211(3C) of the Companies Act, 1956 read with Companies (Accounting Standards), Rules, 2006, as applicable. Your Company has presented the Consolidated Financial Statements which forms part of the Annual Report.

7. DIRECTORS:

Mr. Rajan P. Shah, Director of your Company retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment, which the Board recommends.

In terms of the Companies Act, 2013 (hereinafter referred to as 'the Act') Independent Directors are required to be excluded while computing the number of directors to retire by rotation. Accordingly, it is proposed to change the terms of office of Mr. Praful N. Satra, Chairman and Managing Director of your Company from non-retiring to retiring by rotation.

As on the date of this Report, Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar are Independent Directors as per Clause 49 of the Listing Agreement entered into with BSE Limited and were appointed under the Companies Act, 1956 as Directors liable to retire by rotation. As per the provisions of Sections 149 and 152 of the Act read with applicable Rules, the Independent Directors of the Company can hold office for a term upto 5 consecutive years on the Board of the Company and shall be eligible for reappointment on passing a special resolution by the members of the Company and not liable to retire by rotation.

In order to give effect to the applicable provisions of sections 149 and 152 of the Act, it is proposed that Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar be appointed as Independent Directors, to hold office for a term of 1 year.

Your Company has received declarations from all the Independent Directors of your Company confirming that they meet the criteria of independence as prescribed under the applicable provisions of section 149 of the Act and under Clause 49 of the Listing Agreement.

The relevant details as required under Clause 49 of the Listing Agreement of the persons seeking appointment/ re-appointment as Directors is set out in the Annexure to the Notice forming part of the Annual Report.

8. FIXED DEPOSITS:

During the year under review, your Company has not accepted deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

9. INSURANCE:

The Assets of your Company have been adequately insured, wherever necessary.

10. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there have been no material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit or loss of the Company for the year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts for the year ended 31 March 2014 on a going concern basis.

11. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:

Your Company has been practicing the principles of good Corporate Governance. A detailed Report on Corporate Governance together with Management Discussion and Analysis Statement are included in the Annual Report. M/s. D.M. Zaveri & Co., Company Secretaries, have certified the Company's compliance with the requirements of Corporate Governance in line with Clause 49 of the Listing Agreement and the same is annexed to the Report on Corporate Governance.

12. SECRETARIAL AUDIT REPORT:

As required under Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. D.M. Zaveri & Co., Company Secretaries, to submit a secretarial audit report for the Financial Year 2014-15.

13. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on 31 March 2014, 96.63% of the Equity Shares of your Company were held in demat form.

14. COMMENTS IN THE AUDITORS REPORT:

The Auditors have made certain comments in their Report concerning the Accounts of the Company. The Management puts forth its explanations as below:

- a) The Auditors have made a remark wherein the rate of interest on which loan has been granted to one of its Subsidiary and one of its Associate Company is prejudicial to the interests of the Company. The Management have to state that the said Subsidiary Company and Associate Company have yet to commence the project and hence it has not provided for any interest cost in its books of accounts. However, being one of the shareholders, your Company will get a better realisation of profits in terms of the capital gains on its investment. Hence, in the opinion of the management, it is not prejudicial to the interest of your Company for not charging interest at this juncture.
 - b) The Auditors have made a remark regarding the Company not having an internal audit function. The Management have to state that there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets and sale of commercial/residential premises. However, we are in process of appointing Internal Auditor.
 - c) The Auditors have made a remark regarding delays in payment of statutory dues and pending undisputed statutory dues more than six months of ₹ 182 Lacs on account of Dividend Distribution Tax, ₹ 529.64 Lacs on account of Income Tax and ₹ 322.89 Lacs on account of Value Added Tax (hereinafter referred to as 'VAT'). The Management has to state that, the Company has deposited ₹ 918.34 Lacs towards VAT and Income Tax during the year ended 31 March 2014. Your Company is taking necessary steps to collect VAT dues from buyers and also clear all its outstanding statutory liabilities very soon.
 - d) The Auditors have made a remark pertaining to the consolidated financial statements for the non-provision of interest accrued on VAT liability of ₹ 499.96 Lacs by one of the subsidiary Company. In the case of Larsen & Toubro, the larger Bench of the Hon'ble Supreme Court has upheld the constitutional validity for charging VAT on sale of Flats, Shops, etc. under construction. However, the Hon'ble Supreme Court has read down the rules 58(1) [rule providing determination of sales price in case of works contract]. These rules have been challenged by the Builder's Association of India before the Hon'ble Bombay High Court. The outcome of the same is awaited. Further, the Commissioner of Sales tax, Mumbai has observed that in view of the pendency of SLP no. 17709 of 2012 before the Hon'ble Supreme Court, interest though leviable is not recoverable. One of the subsidiaries, Satra Property Developers Private Limited has filed the VAT returns under protest and has recognized the VAT liability without accruing for the interest on VAT amounting to ₹ 499.96 Lacs; pending the said outcome of the aforementioned case.
- With reference to the other remarks of Auditors, the same are self explanatory and do not require further comments of the Management.

15. AUDITORS:

B S R & Associates LLP, Chartered Accountants (Firm Registration No.: 116231W) and Bhuta Shah & Co., Chartered Accountants (Firm Registration No.: 101474W), present Statutory Auditors of the Company will retire at the ensuing Annual General Meeting (hereinafter referred to as 'AGM').

B S R & Associates LLP, Chartered Accountants (Firm Registration No.: 116231W) and Bhuta Shah & Co., Chartered Accountants (Firm Registration No.: 101474W) the existing Auditors, have expressed their unwillingness for re-appointment as Auditors of the Company on their retirement at the ensuing AGM. GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) have expressed their willingness to act as Statutory Auditors of the Company, if appointed, and have provided the requisite documents as required under the Companies Act, 2013.

Accordingly, GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) are proposed to be appointed as Statutory Auditors for their first term of 5 years, to hold the office from the conclusion of forthcoming thirty first AGM till the conclusion of thirty sixth AGM.

16. PERSONNEL:

During the year under review, your Company has no employees drawing the remuneration more than the specified limit prescribed under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended.

17. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

Your Company has received an amount of AED 2.83 Lacs towards part interest income accrued in the previous years. Your Company has incurred expenditure in foreign currency for import of materials by the Company amounting to ₹ 92.61 Lacs. Since, your Company does not have any manufacturing activities, the other particulars as required by Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are not applicable to your Company.

18. APPRECIATION:

The Board of Directors expresses their appreciation for the assistance, guidance, co-operation and support extended to your Company by the financial institutions, banks, customers, vendors, professionals, Government authorities and to all the members and Debenture holders of the Company. Your Directors also place on record their deep sense of appreciation for the commitment and involvement of the Company's executives, staff and workers and looks forward to their continued co-operation.

**For and on behalf of the Board of Directors
Satra Properties (India) Limited**

Praful N. Satra
Chairman and Managing Director

Mumbai, 25 August 2014



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

INDUSTRY STRUCTURE AND DEVELOPMENT

Real estate construction business have been in wait and see mode for a long time; but now the market is moving in the right direction. However, real estate continues to form a key ingredient for the success of India's rising economy and is highly confident of its economic prospects in the years to come.

The economic and political uncertainty that ruled the roost throughout 2013 coupled with high construction cost and increased cost of borrowings kept business in the real estate sector on tenterhooks. However, with stable and effective Central Government, the Indian Real Estate sector continues to be a favored investment destination that is witnessed by the recent stock market rally.

In the aim to achieve the above objectives, the government has already placed "*The Real Estate (Regulation and Development) Bill 2013*" to bring more transparency and timely completion of projects; The Securities and Exchange Board of India (SEBI) has approved the regulations for "*The Real Estate Investments Trusts (REIT's)*", this will bring more foreign investments and provide liquidity in the market. By allowing REIT's, the middle income individuals will be participating to invest in real estate properties with a minimum investment of ₹ 2 lacs. This will generate liquidity in the sector particularly to the cash strapped real estate players. Another milestone in the direction to bring transparency and protecting the rights of land owners is the enactment of "*The Right to Fair Compensation and Transparency in Land Acquisition / Rehabilitation and Resettlement Act 2013*". This will protect the rights of the land owners and would get fair return for parting their rights in the land.

OPPORTUNITIES

The Company is a Mumbai Centric and has undertaken redevelopment projects in strategic locations and has launched a two residential projects in affordable as well as ultra-luxurious segment; thereby catering to the needs of the middle income group and high profiled patrons. Given the demand for affordable houses your company is in strong position in medium to long term horizon.

RISKS AND THREATS

Market price fluctuation

The performance of your Company may be affected by the lower sales realizations of its projects. The prices are driven by prevailing market conditions, the nature and location of the projects, and other factors such as brand and reputation and the design of the projects. The Company is having a good experience in managing land banks, putting it in a better position to counter any down trend in price.

Project Execution

Execution depends on several factors which include labour availability, raw material prices, receipt of approvals and regulatory clearances, access to utilities such as electricity and water, weather conditions and the absence of contingencies such as litigation. Also, there is risk of increase in cost of labour and material. To mitigate the risk of timely and quality execution, your Company manages the adversities with cautious approach, meticulous planning and by engaging established contractors and renowned architect firms.

Change in Government Policies

Your Company faces risk of change in government policies and to mitigate the risk the company is having regulatory and compliance system at every stage.

Financing Costs

The acquisition of land and development rights needs substantial capital outflow. Inadequate funding resources and high interest costs may impact regular business and operations. Your Company manages to build cash flow reserves from own source or private funding to take advantage of acquisition opportunity.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company is operating in single segment i.e. Real Estate and there is only one reportable segment.

FUTURE PLANS AND OUTLOOK

Given the prevalent sentiments, Company plans to follow a cautious approach towards new launches. Your Company has planned to make selective new launches based on targeted market research in different markets to catch the changing demand scenario. To increase its margin of operations and bring better returns to the shareholders, your Company is focusing on affordable housing projects, redevelopment and SRA projects. Further to trim the financial burden on the profits of the Company, the management is determined to execution of projects at a faster pace, realisation of debtors and exiting of non-strategic assets.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and compliance with regulations and applicable laws and providing protection against misuse or losses from unauthorized use or deposition.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATION PERFORMANCE:

1. Income:

Revenue is recognised when significant cost has been incurred on the project as compared to total estimated cost of project. During the year, your Company's total income decreased by 3.75% from ₹ 9,724 lacs in the year 2012-13 to ₹ 9,360 lacs in the year 2013-14. On consolidated basis, the total income decreased by 6.60 % from ₹ 10,954 lacs in the year 2012-13 to ₹ 10,232 lacs in the year 2013-14. The said decreases were on account of lower incremental percentage of work completion and due to delay in getting approvals for new projects.

2. Expenses:

Cost of material consumed for the project includes land cost, TDR, construction cost, finance cost and other incidental cost directly associated to a project. When revenue is not recognised for the undivided shares of land, it is transferred to work-in-progress. The construction cost of the Company increased by 8.57% from ₹ 5,279 lacs in the year 2012-13 to ₹ 5,732 lacs in the year 2013-14. On consolidated basis, the construction cost increased by 3.67% from ₹ 5,659 lacs in the year 2012-13 to ₹ 5,867 lacs in the year 2013-14. Financial cost not attributable to specific projects are charged to statement of profit and loss after capitalizing some portion to inventories as per the Accounting Standards. During the year, there was reduction in finance cost reduced by 20.88% from ₹ 2,987 lacs to ₹ 2,363 lacs. On consolidation basis, the finance cost has decreased by 19.16% from ₹ 3,474 lacs

in the year 2012-13 to ₹ 2,809 lacs in the year 2013-14. Your Company's employee's cost was at ₹ 97 lacs for the year as against ₹ 136 lacs in the previous year. On consolidated basis, the employee cost was at ₹ 262 lacs for the year as against ₹ 222 lacs in the previous year. Other expenses of the Company were at ₹ 290 lacs for the current year as against ₹ 548 lacs in the previous year and on consolidated basis, the other expenses were at ₹ 460 lacs for the year as against ₹ 706 lacs in the previous year.

3. Profit and margin growth:

The profit from operations before tax has increased by 14.56% from ₹ 751 lacs to ₹ 861 lacs in current year. This was mainly on account of advisory services provided by your company. However, the overall profit after tax decreased by 20.80% from ₹ 505 lacs in the year 2012-13 to ₹ 400 lacs in the year 2013-14 due to provision for prior year charge of taxation. Consolidated profit after tax decreased by ₹ 99 lacs in current year. The management is also taking effective steps to improve overall performance of the Group by concentrating on executing the on-going and new projects at fast pace and reduction of debt to minimize the burden of financial cost.

4. Shareholders' funds:

Shareholders' funds represent equity share capital, preference share capital, money received against share warrants and reserves and surplus. During the year 2013-14, the shareholders' funds decreased by 2.97% from ₹ 10,323 lacs for the year 2012-13 to ₹ 10,016 lacs for the year 2012-13 mainly attributable to redemption of preference shares of ₹ 740 lacs. Shareholders' funds comprises of ₹ 3,227 lacs equity share capital, ₹221 lacs money received against share warrants and reserves and surplus of ₹ 6,568 lacs for the current year. During the year the Company has created Debenture redemption reserve (DRR) of ₹ 400 lacs out of profits and Capital redemption reserve of ₹ 740 lacs.

5. Current liabilities and non-current liabilities:

Current liabilities include short-term borrowings, trade payables, short-term provision and other current liabilities. Non-current liabilities include long-term provisions.

During the year, current liabilities decreased by 5.43% from ₹ 32,286 lacs to ₹ 30,531 lacs. This was on account of repayment to lenders, decreasing in other current liabilities and depositing its outstanding statutory dues.

6. Current assets and non-current assets:

Current assets comprises of inventories, trade receivables, cash and bank balances, short-term loans and advances and other current assets. Non-current assets include fixed assets, non-current investments, deferred tax assets and long-term loans and advances.

Inventories represent construction work-in-progress and stock of materials, the said cost is transferred to cost of construction at the time of recognizing revenues. During the year trade receivables have increased by 10.62% from ₹ 11,689 lacs to ₹ 12,931 lacs. Short-term loans and advances represent loans given to subsidiaries, associates, other companies and advances given against acquiring new properties. The short-term loans and advances have decreased by 20.59% from ₹ 6,675 lacs to ₹ 5,301 lacs in the current year due to receipt of loans given in earlier years.

HUMAN RESOURCES DEVELOPMENT

Your Company is empanelled with a highly profiled and passionate leaders, to nurture and harness core management teams. The company has harmonious employee relation and there is close interaction between the management and the employees to facilitate smooth functioning of our organization activities.

The company strongly believes that's its intrinsic strength lies in the quality of its dedicated and motivated employees. The group has an employee strength of 98 Nos.

INFORMATION TECHNOLOGY

Your Company is in the process of installing Enterprise Resource Planning (ERP) system to run the business effectively and efficiently.

CAUTIONARY STATEMENT

The statements in this Report, particularly which relate to management discussion and analysis describing the Company's objectives, plans, projections, estimates, expectations or prediction, may constitute "forward looking statements" within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectations of future events, actual results may differ substantially or materially from those expressed or implied in the statement depending on the circumstances, which are beyond the control of the Company like economic conditions, finished goods prices, change in government regulations and tax regime etc. The Company assumes no responsibility to publically amend, modify or revise in respect of forward looking statements on the basis of subsequent developments, information or events.



REPORT ON CORPORATE GOVERNANCE

Corporate Governance is a systematic process by which an organization is directed, administered, managed and controlled. Corporate Governance encompasses adhering effectively to the governing laws, procedures, practices, and the implicit rule that determines a management's ability to take sound decisions in the best interest of all its stakeholders, viz. shareholders, the Board of Directors, employees, customers, creditors, suppliers and the community at large. Corporate Governance is primarily based on the principles of transparency and fairness, integrity and ethical conduct, empowerment and accountability, full disclosure and compliances, stakeholders' interest, etc.

The Company has complied with the provisions of Clause 49 of the Listing Agreement on Corporate Governance which is set out below:

1. Company's Philosophy on Code of Governance

The Company reiterates its commitment to adhere to the highest standards of Corporate Governance which is founded upon a rich legacy of integrity, fairness, transparency, equity and accountability. We believe that good Corporate Governance practices should be enshrined in all the operations and functioning of the Company and thus pivotal to enhance and retain investors' trust. The Company's philosophy on Corporate Governance envisages attainment of highest level of integrity, fairness, transparency, equity and accountability in all facets of its functioning and in its interactions with shareholders, employees, government, regulatory bodies, listeners and the community at large. The Company recognises good Corporate Governance practices as a key driver to sustainable growth and value creation and thus encourages timely and accurate dissemination of information to all their stakeholders. Accordingly the Company has adopted Code of Conduct for Board of Directors and Senior Management as well as for prevention of Insider trading.

2. Board of Directors

The Company believes that an active, well informed and independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises of an optimal combination of executive, non-executive and Independent Directors so to preserve and maintain the independence of the Board. As of 31 March 2014, the Board of Directors of the Company comprises of 4 Directors, out of which Mr. Praful N. Satra (Chairman and Managing Director) is Executive Director, Mr. Vinayak D. Khadilkar and Mr. Vidyadhar D. Khadilkar are Independent Directors and Mr. Rajan P. Shah is Non-Executive Director.

a) Directors' Profile:

- **Mr. Praful N. Satra** (DIN 00053900), Promoter and Chairman and Managing Director of the Company, has a total experience of over 29 years in domestic and international business which includes 14 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has vast experience in execution and management of wide variety of construction and

development of projects. His core area of operations includes identification of land / properties and formulation of finance and business strategies. He is Chairman of Investment Committee and Borrowing Committee.

Mr. Praful Satra holds Directorship in various Companies viz; Satra Property Developers Private Limited, Satra Buildcon Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra International Realtors Limited, Satra Realty and Builders Limited (erstwhile 'Satra DLH Reality and Builders Limited'), Satra Re-Development Company Limited, Satra Property Development Private Limited, Satra Retail Private Limited, Shravan Developers Private Limited, Savla Realtors and Developers Private Limited, C. Bhansali Developers Private Limited and RRB Realtors Private Limited as on 31 March 2014.

Mr. Praful Satra holds 73,798,106 Equity Shares of the Company in his name as on 31 March 2014. However, he does not hold any Preference Shares / debentures / convertible instruments / any other securities of the Company in his name as on 31 March 2014.

- **Mr. Rajan P. Shah** (DIN 00053917), Director of the Company, has over 22 years of experience in the Real Estate Industry and construction activities in the execution and management of a wide variety of construction projects. He is guiding the Company in matters concerned with Project Execution, liasoning and legal matters relating to the Company. He is Chairman of Allotment Committee and Member of the Stakeholders Relationship Committee (erstwhile 'Shareholder's Grievance Committee'), Audit Committee, Investment Committee, Borrowing Committee and Nomination and Remuneration Committee.

Mr. Rajan Shah holds Directorship in various Companies viz; Satra Property Developers Private Limited, Satra Buildcon Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Realty and Builders Limited (erstwhile 'Satra DLH Reality and Builders Limited'), Satra Re-Development Company Limited, Satra Property Development Private Limited, RRB Realtors Private Limited and Shravan Developers Private Limited as on 31 March 2014.

Mr. Rajan Shah does not hold any Shares / debentures / convertible instruments / any other securities of the Company in his name as on 31 March 2014.

- **Mr. Vidyadhar D. Khadilkar** (DIN 01548603), Independent Director of the Company, holds a diploma in Civil and Sanitary Engineering from the Victoria Jubilee Technical Institute, Mumbai. He has a total work experience of over 34 years. He was

in-charge of the prestigious Morbe Dam Project of Navi Mumbai Municipal Corporation as an Executive Engineer. He was appointed by the State Government of Maharashtra, WS & S Department as a Member of Committee for Interconnecting all the Water Sources in Mumbai Metropolitan Region Area. He was also appointed by Navi Mumbai Municipal Corporation as a Member Secretary of its Expert Committee to decide permanent Water Source for Navi Mumbai City. He was assigned the Job of preparing and implementing 24 x 7 water supply systems in Navi Mumbai Area with atomization to achieve savings in Energy Charges and Economizing Operational Cost. He has worked as an Engineer with state PWD of the Government of Maharashtra and also was associated with CIDCO Limited, a town planning authority of Navi Mumbai. Mr. Vidyadhar Khadilkar joined our Board on 26 May 2007. He is a Chairman of Stakeholders Relationship Committee and Nomination and Remuneration Committee and Member of the Audit Committee, Borrowing Committee and Allotment Committee.

Mr. Vidyadhar Khadilkar holds Directorship in Satra Property Developers Private Limited in compliance of Clause 49 of Listing Agreement.

Mr. Vidyadhar Khadilkar does not hold any Shares / debentures / convertible instruments / any other securities of the Company in his name as on 31 March 2014.

- **Mr. Vinayak D. Khadilkar** (DIN 01548508), Independent Director of the Company, holds a Bachelors degree in Commerce from University of Mumbai. He is a practicing Chartered Accountant and has over 31 years of experience in the field of Finance, Accounts, Audit and Taxation. Mr. Vinayak Khadilkar joined our Company on 26 May 2007 and is a Chairman of the Audit Committee and a Member of the Stakeholders Relationship Committee, Investment Committee, Allotment Committee and Nomination and Remuneration Committee.

Mr. Vinayak Khadilkar does not hold Directorship in any other Company.

Mr. Vinayak Khadilkar does not hold any Shares debentures / convertible instruments / any other securities of the Company in his name as on 31 March 2014.

b) Board Meetings:

During the Financial Year ended 31 March 2014, seven Board Meetings were held on 28 May 2013; 15 June 2013; 12 August 2013, 12 November 2013, 28 November 2013, 1 February 2014 and 21 March 2014 and the gap between two Meetings did not exceed four months.

The Board of Directors has passed a Circular Resolution dated 10 January 2014. The same has been confirmed by the Board of Directors in its next meeting.

3. Board Committees

The Board has constituted the following Committees of Directors:

a) Audit Committee:

The Audit Committee of the Company is constituted in conformity with the provisions of Clause 49 of the Listing Agreement read with Section 292A of the Companies Act, 1956. Further, the composition of the Committee is in compliance with the requirements of section 177 of the Companies Act, 2013. As of 31 March 2014, the Audit Committee of the Company comprises of 3 Non-Executive Directors, out of which two-thirds Directors, viz. Mr. Vinayak D. Khadilkar (Chairman) and Mr. Vidyadhar D. Khadilkar are Independent and Mr. Rajan P. Shah is Non-Executive Director. All the Members of Audit Committee are financially literate and have relevant accounting and financial management expertise and have ability to read and understand the financial statements as required under Clause 49 of the Listing Agreement and section 177 of the Companies Act, 2013. Mr. Manan Y. Udani, Company Secretary of the Company acts as the Secretary to the Audit Committee.

The role and terms of reference of the Audit Committee inter-alia includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect true and fair position and that sufficient and credible information is disclosed;
- Recommend the appointment, re-appointment and, if required, replacement or removal of the Statutory Auditors, fixation of audit fees and approving payment for any other services;
- Review and monitor the Auditor's independence and performance and effectiveness and audit process;
- Review and examine with the management, the Annual and Quarterly Financial Statements alongwith Auditor's Report thereon before submission to the Board;
- Review and approve subsequent modification, if any, of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use funds raised through public offers and related matters;
- Review with the management the performance of Statutory Auditors and adequacy of internal control systems;
- Discuss with Statutory Auditors, before the Audit commences, of the nature and scope of audit as well as post audit discussion to ascertain any areas of concern;



- Look into the reasons for substantial defaults in the payment to the shareholders (in case of non- payment of declared dividends) and creditors;
- Review the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of Significant related party transactions;
 - Management letters / Letters of Internal Control Weaknesses issued by the Statutory Auditors;
 - Internal audit reports relating to internal control weaknesses;
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
 - The Financial Statements, in particular, the investments made by Un-Listed Subsidiary Company.

In addition to the above, the following disclosures are made to the Audit Committee, as and when applicable:

- Basis of related party transaction;
- Disclosure of Accounting treatment;
- Utilisation / application of proceeds from public issues, rights issues, preferential issues, etc., if any.

The constitution and terms of reference of the Audit Committee is in conformity with the requirements of Section 177 of the Companies Act, 2013, read with relevant rules, provisions of the existing Clause 49 of the Listing Agreement as well as with the proposed new clause of the Listing Agreement.

• **Audit Committee Meetings:**

During the Financial Year ended 31 March 2014, four Audit Committee Meetings were held on 28 May 2013; 9 August 2013; 12 November 2013 and 30 January 2014 and the gap between two Meetings did not exceed four months. Mr. Vinayak D. Khadilkar, Chairman of the Audit Committee was present at the Thirtieth Annual General Meeting held on 28 September 2013.

b) Remuneration Committee, Remuneration of Directors and criteria for making payment to Non-Executive Directors:

During the Financial Year 2013-14, the Company did not have any Remuneration Committee and it does not pay remuneration to any Director, except sitting fees to Non-Executive Independent Directors i.e. Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar. The sitting fees did not exceed the limits prescribed under Section 309 of the Companies Act, 1956, which was decided by the Board within the limits approved by the shareholders. The Non-Executive Independent Directors of the Company were paid sitting fees per meeting during the Financial Year under review subject to applicable taxes, levies, etc., if any for attending various Meetings of the Board or its committees.

c) Nomination and Remuneration Committee:

Keeping in mind the current requirements of Section 178(1) to Section 178(4) of the Companies Act, 2013 and the proposed amendments to Clause 49 of the Listing Agreement which comes into effect from 1 October 2014, the Company has constituted the Nomination and Remuneration Committee in the Financial Year 2014-15. The Committee comprises of 3 Non-Executive Directors, out of which one-half Directors, viz. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Vinayak D. Khadilkar are Independent and Mr. Rajan P. Shah is Non-Executive Director.

The terms of reference of the Nomination and Remuneration Committee inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of key managerial personnel senior management and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Reviewing and making recommendation on annual salaries, performance linked incentives, stock options, perquisites and other employment conditions for Executive Directors;
- Recommend induction of Directors / Executive Directors on the Board and shall take into consideration remuneration practices followed by leading companies while determining the overall remuneration package.

The constitution and terms of reference of the Nomination and Remuneration Committee is in conformity with the requirements of Section 178 of the Companies Act, 2013, read with relevant rules, provisions of the existing Clause 49 of the Listing Agreement as well as with the proposed new clause of the Listing Agreement.

d) Stakeholders Relationship Committee (erstwhile 'Shareholders' Grievance Committee'):

The Company has always valued its investors and stakeholders relationships. In order to ensure the proper and speedy redressal of Shareholders' / Investors' complaints, the Shareholders' Grievance Committee was constituted. Keeping in mind the current requirements of Section 178(5) of the Companies Act, 2013 and the proposed amendments to Clause 49 which comes into effect from 1 October 2014, the name of the Committee has been changed to 'Stakeholders Relationship Committee'. The Stakeholders Relationship Committee is empowered to inter alia look into redressal of Shareholders' / Investors' and Security holders complaints like transfer of shares / securities, non-receipt of balance sheet, non-receipt of declared dividends and other miscellaneous complaints. The Committee also ensures

implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in conformity with SEBI (Prohibition of Insider Trading) Regulations, 1992. It comprises of 3 Non-Executive Directors, out of which 2 Directors, viz. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Vinayak D. Khadilkar are Independent and Mr. Rajan P. Shah is Non-Executive Director.

The constitution and terms of reference of the Stakeholders Relationship Committee is in conformity with the requirements of Section 178 of the Companies Act, 2013, read with relevant rules, provisions of the existing Clause 49 of the Listing Agreement as well as with the proposed new clause of the Listing Agreement.

- **Name and Designation of Compliance officer:**
Mr. Manan Y. Udani – Company Secretary is the Compliance Officer of the Company.
- **Shareholders' Grievance Committee Meetings:**
During the Financial Year 2013-14, four Shareholders' Grievance Committee Meetings were held on 28 May 2013; 9 August 2013, 12 November 2013 and 30 January 2014.
- **Shareholders Complaints during the Financial Year 2013-14:**

Particulars	Received	Cleared	Pending
No. of Complaints	5	5	NIL

e) Allotment Committee:

The Board of Directors of your Company has constituted Allotment Committee to work out the modalities and other procedural matters with regard to the issue and allotment of 1,70,00,000 warrants of ₹ 5.20/- each with an option to convert each warrant into one equity share of the nominal value of ₹ 2/- each at a price of ₹ 5.20/- per share, including premium of ₹ 3.20/- per share to promoter group on preferential basis. During the year 2013-14, your Company had issued and allotted 1,70,00,000 warrants of ₹ 5.20/- each with an option to convert each warrant into one equity share of the nominal value of ₹ 2/- each at a price of ₹ 5.20/- per share, including premium of ₹ 3.20/- per share aggregating to ₹ 884 Lacs to promoter group on preferential basis on 1 August 2013. Out of the said amount, your Company has received 25% of the warrant price and the balance issue price is payable upon exercise of the option to convert warrants into Equity Shares within a period of 18 months from the date of allotment of warrants. The Warrant holders have not yet exercised their option to convert warrants into Equity Shares. The Committee comprises of 3 Non-Executive Directors, out of which 2 Directors, viz. Mr. Vidyadhar D. Khadilkar and Mr. Vinayak D. Khadilkar are Independent and Mr. Rajan P. Shah (Chairman) is Non-Executive Director.

• **Allotment Committee Meetings:**

During the Financial Year 2013-14, one Allotment Committee Meeting was held on 1 August 2013.



Name of Directors	Category of Directorship	Remuneration Paid (in Rs.)			No. of Board Meetings during the Financial Year 2013-14		No. of Audit Committee Meetings during the Financial Year 2013-14		Whether attended last AGM (held on 28.09.2013)	No. of Other Directorship - # (as on 31.03.2014)	Other Committee positions in Public Ltd. Co's. - \$ (as on 31.03.2014)	
		Salary	Sitting Fees*	Commission	Held	Attended	Held	Attended			Member	Chairman
Mr. Praful N. Sarra (Chairman & Managing Director)	Promoter Non- Independent Executive	-	-	-	7	7	N.A.	N.A.	Yes	8	-	-
Mr. Rajan P. Shah	Non-Promoter Non- Independent Non- Executive	-	-	-	7	6	4	3	Yes	8	-	-
Mr. Vinayak D. Khadilkar	Non-Promoter Independent Non-Executive	-	92,500/-	-	7	7	4	4	Yes	-	-	-
Mr. Vidyadhar D. Khadilkar	Non-Promoter Independent Non-Executive	-	1,00,000/-	-	7	7	4	4	Yes	1	-	1

* The Non-Executive Independent Directors are paid sitting fees at the rate of Rs. 10,000/- for attending each Board Meeting and Rs. 2,500/- for attending other Committee Meetings of the Company.

The Directorships held by Directors as mentioned above includes Private Limited Companies which are Subsidiaries of Public Limited Companies but do not include Alternate Directorships and Directorships of Foreign Companies, Section 25 Companies and Private Limited Companies.

\$ In accordance with Clause 49, Memberships / Chairmanships of only the Audit Committees and Shareholders' Grievance Committees of all Public Limited Companies (including Private Limited Companies which is Subsidiary of the Public Limited Companies) have been considered.

No Director is related to any other Director on the Board (inter-se) within the meaning of Clause 49 IV(G)(ia) of the Listing Agreement except Mr. Vinayak D. Khadilkar and Mr. Vidyadhar D. Khadilkar, who are related to each other as brothers.

4. General Body Meetings
a. Details of venue, date and time of the last three Annual General Meetings (AGM) held:

Financial Year	AGM No.	Venue	Day and Date	Time
2012-13	30 th	Navinbhai Thakkar Hall	Saturday, 28 September 2013	4.00 p.m.
2011-12	29 th	Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057	Friday, 28 September 2012	4.30 p.m.
2010-11	28 th	Prime Party Hall Shafi Mansion, Irla Society Road, Vile Parle (West), Mumbai – 400 056	Thursday, 29 September 2011	4.30 p.m.

No Special Resolutions were passed in the previous three AGMs.

No Extraordinary General Meeting of the members was held during the Financial Year 2013-14.

b. Passing of Resolutions by Postal Ballot:

During the Financial Year 2013-14, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Company had passed the Resolutions through Postal Ballot as per the details mentioned below:

Date of Report by the Scrutinizer	Date of Declaration of Results / Date of Approval of Members	Name of the Scrutinizer	Resolutions passed through Postal Ballot
19 July 2013	19 July 2013	Mr. Hemanshu L. Kapadia of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries	i. Alteration of Articles of Association – Special Resolution ii. Raising of funds by issue of upto 1,70,00,000 Warrants Convertible into equity shares on Preferential Basis to the Promoter Group - Special Resolution

The brief details of the Postal Ballot are as under:

- The Board of Directors of the Company had, at its meeting held on 15 June 2013, appointed Mr. Hemanshu Kapadia, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot voting process.
- The Postal Ballot process was carried out in a fair and transparent manner.
- All postal ballot forms received on 18 July 2013 upto 5.00 p.m., the last date and time fixed by the Company for receipt of the forms, had been considered.
- The results of the Postal Ballot were announced on 19 July 2013 as per the Scrutinizer's Report as under:

Resolution No.	No. of shares held	No. of Votes			% of Votes		
		In Favour	Against	Invalid	In Favour	Against	Invalid
1	11,33,45,122	11,33,12,985	31,577	560	99.97	0.03	*0.00
2	11,33,45,122	11,33,12,505	31,582	1,035	99.97	0.03	*0.00

*Percentage of voting is taken upto two decimal points only. Hence invalid postal ballot forms is shown as 0.00

None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing of resolution through Postal Ballot.

5. Subsidiary Companies

Mr. Vidyadhar D. Khadilkar, Independent Director of the Company holds a position as Director in Satra Property Developers Private Limited, a material non listed Indian Wholly Owned Subsidiary Company, as required under Clause 49 III (i) of the Listing Agreement.

The Board and the Audit Committee of the Company reviews inter-alia the financial statements, minutes of the Board Meetings of the Subsidiary Companies, etc. to the extent applicable as per the relevant provisions of the said Clause 49 of the Listing Agreement.

6. Disclosures

During the year under review, there was no materially significant related party transactions with the Promoters, Directors, etc. that may have potential conflict with the interests of the Company at large.

There has been no non-compliance of any legal requirements nor have there been any strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

Risk Management:

An analysis of the Company's risks covering business, finance, legal and regulatory and other risks as perceived by the management are being periodically reviewed. The Board is assessing the risk management on project to project basis.



- **Whistle Blower policy:**

The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee. However, a formal Whistle Blower policy is not in place.

- **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of the clause:**

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement entered with BSE Limited. Compliance of the non-mandatory requirements of this clause has been detailed hereof.

7. Means of Communication

Quarterly, Half Yearly and Annual results are regularly submitted to the Stock Exchange where the securities of the Company are listed and are also published in the English and vernacular newspaper viz. The Free Press Journal and Navshakti. The Company has also displayed the results as specified under Clause 41 of the Listing Agreement on the Company's website www.satraproperties.in under separate section 'Investor Relationship'. No specific presentation has been made to institutional investors or to the analysts.

8. Compliance with Non -Mandatory Requirements

- **The Board:**

The Company does not defray any secretarial expenses of the Chairman's office. The Company ensures that all the persons being appointed as Independent Director of the Company has requisite qualifications, experience and expertise enabling them to effectively contribute towards the growth of the Company and aids the Company to achieve new heights of success in the Real Estate, Development and Construction Industry.

- **Remuneration Committee:**

Please refer point 3 of this Report.

- **Shareholder Rights:**

The Company's quarterly and half-yearly results are furnished to the Stock Exchange and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members.

- **Audit Qualifications:**

The Qualifications in the Audit Report for the Financial Year under review has been discussed in the Director's Report.

- **Training of Board Members:**

The Directors interact with the management in a very free and open manner on information that may be required by them. The Independent Directors are encouraged to attend training programmes that may be of relevance and interest to the Directors in discharging their responsibilities to the Company's stakeholders.

- **Mechanism for evaluating Non-Executive Board Members:**

The performance evaluation of non-executive members is done by the Board based on the criteria of attendance and contributions at Board / Committee Meetings as also for the role played other than at Meetings.

- **Whistle Blower Policy:**

Company has adopted the Code of Conduct for Board of Directors and Senior Management. However, as of the date of this Report, the Company has not adopted any formal Whistle Blower Policy.

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

SATRA PROPERTIES (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by SATRA PROPERTIES (INDIA) LIMITED ('the Company'), for the Financial Year ended 31 March 2014, as stipulated in Clause 49 of the Listing Agreement entered into with the BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said Clause 49. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

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

For **D.M. Zaveri & Co.**
Company Secretaries

Dharmesh Zaveri
Proprietor
Membership No.: 5418
Mumbai, 25 August 2014

SHAREHOLDERS' INFORMATION

1. General Shareholders Information

a) 31st Annual General Meeting

Day, Date, Time : Saturday, 27 September 2014 at 12.00 noon.

Venue : Navinbhai Thakkar Hall, Ground Floor,
Shraddhanand Road, Vile Parle (East),
Mumbai – 400 057

b) Financial Year : 1 April 2013 to 31 March 2014

c) Book Closure Period : The Company's Register of Members and Share Transfer Books will remain closed from Saturday, 20 September 2014 to Saturday, 27 September 2014 (both days inclusive)

d) Dividend Payout Date : On or after Friday, 3 October 2014

e) Listing on Stock Exchanges : BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

f) Registered Office : Dev Plaza, 2nd Floor, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai – 400 058

g) Annual Listing Fees : The Equity Shares of the Company are listed on BSE Limited (BSE). The Annual Listing Fees for Equity Shares payable to BSE for the Financial Year 2014-15 have been paid within the prescribed time limit.

The Company has redeemed its entire Preference Share Capital during the Financial Year 2013-14. Accordingly, the Company is not required to pay Annual Listing Fees to BSE for the Financial Year 2014-15.

h) Annual Custodial Fees : The Company has paid Annual Custodial Fees for the Financial Year 2014-15 to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within the prescribed time limit.

i) Stock Code : Equity Shares - 508996

j) ISIN : Equity Shares - INE086E01021

k) CIN : L65910MH1983PLC030083

l) Stock Market Data : High, Low and number of Equity Shares traded during each month in the Financial Year 2013-14 on BSE Limited.

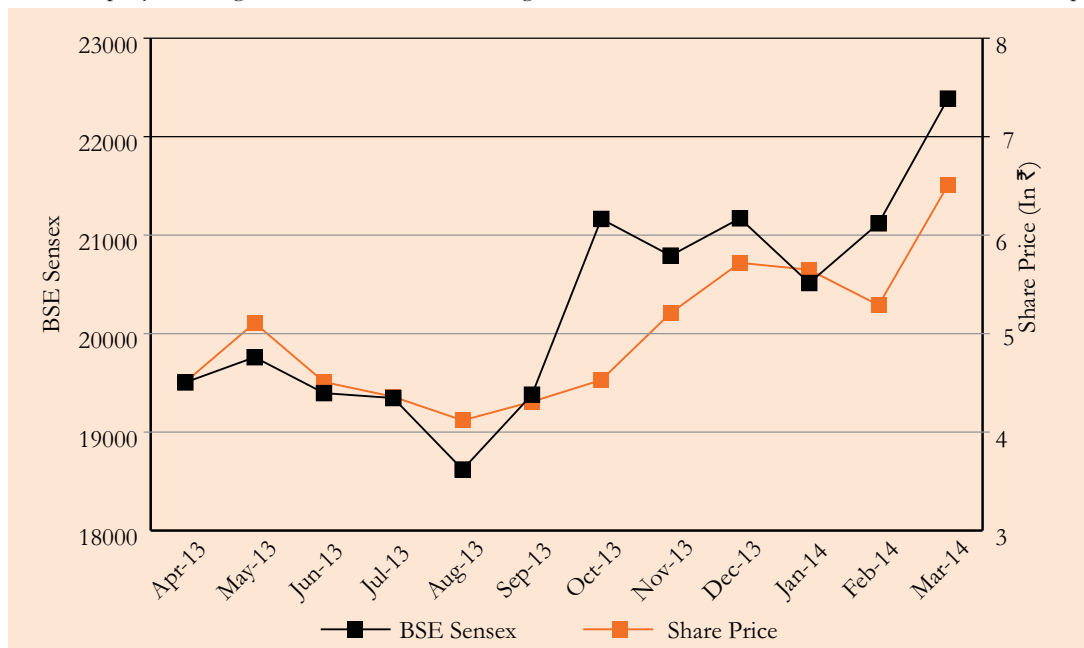
The performance of the Equity Shares of the Company on the BSE Limited depicting the liquidity of the Company's Equity Shares for the Financial Year ended 31 March 2014, on the said exchange is given hereunder:

Months	High - ₹	Low - ₹	Volume - Nos.
April 2013	5.35	3.26	53,530
May 2013	5.75	4.01	78,893
June 2013	5.34	4.10	34,246
July 2013	5.50	3.55	1,52,816
August 2013	4.40	3.75	2,49,411
September 2013	4.90	3.50	2,74,427
October 2013	5.00	3.75	3,08,940
November 2013	5.65	4.07	3,55,008
December 2013	6.60	5.00	3,74,792
January 2014	8.11	5.10	3,84,122
February 2014	5.75	4.15	2,49,129
March 2014	6.87	4.64	4,25,842



2. Stock Performance

Your Company's Closing Share Price movement during the Financial Year 2013-14 on BSE Limited vis-à-vis respective indices:



3. Registrar and Share Transfer Agent

Share Transfer, dividend payment and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent – Adroit Corporate Services Private Limited. Accordingly, all documents, transfer deeds, demat requests, any clarification/ grievances/ queries/ suggestions pertaining to the same can be addressed to the Registrar and Share Transfer Agent on their following address mentioned below:

ADROIT CORPORATE SERVICES PRIVATE LIMITED

Unit: Satra Properties (India) Limited

17/20, Jaferbhoy Industrial Estate, Makwana Road,

Marol Naka, Andheri (East), Mumbai – 400 059

Tel: +91 - 022 – 4227 0400, Fax: +91 – 022 – 2850 3748

E-mail: info@adroitcorporate.com

Website: www.adroitcorporate.com

4. Share Transfer System

Pursuant to the provisions of the Listing Agreement entered into with the Stock Exchange, the Board of Directors of the Company, in order to expedite the process of share transfers, has delegated the power of share transfer to the Registrar and Share Transfer Agent. Securities lodged for transfer are normally processed within the stipulated time as specified in the Listing Agreement and other applicable provisions of the Companies Act, 1956 and applicable provisions of the Companies Act, 2013 read with Rules thereunder. The Company obtains from the Company Secretary in practice a half-yearly certificate for compliance with the requirements of Clause 47 (c) of the Listing Agreement with the Stock Exchange and files a copy of the same with the Stock Exchange within stipulated time.

5. Distribution of Shareholding size class as on 31 March 2014

Number of Shares held (F.V. of ₹ 2/- each)	Shareholders		Shares	
	Number	% of Total	Number	% of Total
1 – 500	3,007	62.23	5,43,507	0.34
501 – 1,000	725	15.01	6,18,868	0.38
1,001 – 2,000	426	8.82	6,70,953	0.42
2,001 – 3,000	155	3.21	4,08,313	0.25
3,001 – 4,000	52	1.08	1,88,322	0.12
4,001 – 5,000	104	2.15	5,00,899	0.31
5,001 – 10,000	111	2.30	8,20,281	0.51
10,001 – above	251	5.20	15,76,06,857	97.67
Total	4,831	100.00	16,13,58,000	100.00

6. Distribution of shareholding by ownership as on 31 March 2014

Category	No. of Shares	% of Total
A. Shareholding of Promoter and Promoter Group		
1. Indian		
a) Individuals/Hindu Undivided Family	12,00,000	0.74
b) Directors	7,37,98,106	45.74
c) Directors – Relatives	3,75,37,356	23.26
Sub-Total (A)(1)	11,25,35,462	69.74
2. Foreign	-	-
Sub-Total (A)(2)	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	11,25,35,462	69.74
B. Public Shareholding		
1. Institutions		
a) Financial Institutions/Banks	100	0.00
b) Central Government/State Government(s)	61,81,811	3.83
c) Foreign Institutional Investors	4,55,000	0.28
Sub-Total (B)(1)	66,36,911	4.11
2. Non-Institutions		
a) Bodies Corporate	1,04,81,083	6.50
b) Individuals		
bi) Individual shareholders holding nominal share capital up to ₹ 1 lac	64,10,805	3.97
bii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	2,51,47,063	15.58
ci) Clearing Member	37,195	0.02
cii) Non-Resident Individuals	1,09,481	0.07
Sub-Total (B)(2)	4,21,85,627	26.14
Total Public Shareholding (B) = (B)(1)+(B)(2)	4,88,22,538	30.26
Grand Total (A)+(B)	16,13,58,000	100

7. Dematerialisation of Shares And Liquidity

As at 31 March 2014, 96.63 % of shareholding aggregating to 15,59,20,768 equity shares were held in dematerialised form with NSDL and CDSL, while 3.37% of shareholding aggregating to 54,37,232 equity shares were held in physical form.

8. Capital Built-Up

The Equity Capital Built-Up of the Company up to 31 March 2014 is as follows:

Sr. No.	Particulars	Date of Allotment	No. of Shares
1.	Subscribers to Memorandum of Association & Articles of Association	30.05.83	7,000
2.	Public Issue	18.07.83	24,93,000
3.	Allotment on Preferential Basis	22.01.06	2,41,500
4.	Allotment on Preferential Basis	28.03.07	1,77,250
5.	Sub-Division of Shares from F.V. of ₹ 10/- each to ₹ 2/- each	14.07.07	1,45,93,750
6.	Shares issued pursuant to the Order of the Hon'ble High Court, Bombay approving the Scheme of Amalgamation of Om Housing Company Private Limited with the Company	19.09.07	3,71,92,250
7.	Bonus Shares issued in the ratio of 2:1 (i.e. Two new Equity Shares issued against One existing Equity Share.)	29.01.08	10,35,72,000
8.	Allotment of further shares on Preferential Basis	17.01.11	60,00,000
	Total Equity Shares of F.V. of ₹ 2/- each		16,13,58,000



The 8% Cumulative Redeemable Preference Capital Built-Up of the Company up to 31 March 2014 is as follows:

Sr. No.	Particulars	Date of Allotment / Redemption	No. of Shares
1.	Shares issued pursuant to the Order of the Hon'ble High Court, Bombay approving the Scheme of Amalgamation of Om Housing Company Private Limited with the Company.	19.09.07	74,00,000
2.	Redemption of 8% Cumulative Redeemable Preference Shares	01.02.14	74,00,000
	Total Preference Shares of F.V. ₹ 10/- each		NIL

8% Cumulative Redeemable Preference Shares (CRPS) have been redeemed on 1 February 2014, pursuant to the consent of all the preference shareholders and the accumulated pro-rata preference dividend from 1 April 2013 upto the date of redemption of CRPS has been waived off.

9. Outstanding ADRs/GDRs

As on 31 March 2014, the Company did not have any outstanding GDRs/ ADRs/ any convertible instruments.

However, during the year 2013-14, the Company had issued and allotted 1,70,00,000 warrants of ₹ 5.20/- each with an option to convert each warrant into one equity share of the nominal value of ₹ 2/- each at a price of ₹ 5.20/- per share, including premium of ₹ 3.20/- per share aggregating to ₹ 884 Lacs to promoter group on preferential basis on 1 August 2013. Out of the said amount, your Company has received 25% of the warrant price and the balance issue price is payable upon exercise of the option to convert warrants into Equity Shares within a period of 18 months from the date of allotment of warrants. The Warrant holders have not yet exercised their option to convert warrants into Equity Shares.

10. Address for Correspondence

ADROIT CORPORATE SERVICES PRIVATE LIMITED

Unit: Satra Properties (India) Limited

17/20, Jaferbhoy Industrial Estate, Makwana Road,

Marol Naka, Andheri (East), Mumbai – 400 059

Tel: +91 - 022 – 4227 0400

Fax: +91 – 022 – 2850 3748

E-mail: info@adroitcorporate.com

Website: www.adroitcorporate.com

SATRA PROPERTIES (INDIA) LIMITED

Dev Plaza, 2nd Floor,

Opp. Andheri Fire Station, S.V. Road,

Andheri (West), Mumbai – 400 058

Tel: +91 - 022 – 2671 9999

Fax: +91 – 022 – 2620 3999

E-mail: info@satraproperties.in

Website: www.satraproperties.in

SATRA PROPERTIES (INDIA) LIMITED

DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR UNDER CLAUSE 49(I)(D) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I, Praful N. Satra, Chairman and Managing Director of Satra Properties (India) Limited hereby affirm and declare, to the best of my knowledge and belief, and on behalf of the Board of Directors of the Company and Senior Management personnel, that:

- The Board of Directors has laid down a code of conduct for all the Board Members and Senior Management of the Company ["the Code"];
- The Code of Conduct has been posted on the website of the Company;
- All the Directors and Senior Management personnel have affirmed their compliance and adherence to the provisions of the Code of Conduct.

Praful N. Satra
Chairman and Managing Director
Mumbai, 25 August 2014

C.E.O./C.F.O. CERTIFICATION

To,

The Board of Directors

SATRA PROPERTIES (INDIA) LIMITED

We, Praful N. Satra, Chairman and Managing Director and Bhavesh V. Sanghavi, Chief Financial Officer of Satra Properties (India) Limited, to the best of our knowledge and belief certify that :-

- A. We have reviewed financial statement and the cash flow statement for the year ended 31 March 2014 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statements or omit any material fact or contain statement that might be misleading;
 - ii. these statements together present true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system 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 internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control financial reporting during the year;
 - ii. significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which have become aware and that the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

Praful N. Satra
Chairman and Managing Director
Mumbai, 25 August 2014

Bhavesh V. Sanghavi
Chief Financial Officer
Mumbai, 25 August 2014



Independent Auditors' Report

To the Members of
Satra Properties (India) Limited
Report on the financial statements

We have audited the accompanying financial statements of Satra Properties (India) Limited ("the Company") which comprise the balance sheet as at 31 March 2014, the statement of profit and loss and the 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 referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") 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. 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.

Auditors' 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 judgement, 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 in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the accompanying 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:

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2014;
- (ii) in the case of the statement of profit and loss, of the profit of the Company for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows of the Company for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we enclose 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 purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this report are in agreement with the books of account;
 - d) in our opinion, the balance sheet, the statement of profit and loss and cash flow statement comply with the Accounting Standards notified under the Act 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; and
 - e) on the basis of written representations received from the directors as at 31 March 2014, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31 March 2014, from being appointed as a director in terms of Clause (g) of sub-section (1) of Section 274 of the Act.

For **Bhuta Shah & Co.**
Chartered Accountants
Firm's Registration No.: 101474W

CA. Mitesh Kothari
Partner
Membership No.: 110822
Mumbai, 30 May 2014

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W

Bhavesh Dhupelia
Partner
Membership No.: 042070
Mumbai, 30 May 2014

Annexure to the Independent Auditors' Report – 31 March 2014

(Referred to in our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, the Company has physically verified certain fixed assets during the year and we are informed that no material discrepancies were noticed on such verification.
- (c) Fixed assets disposed off during the year were not substantial, and therefore, do not affect the going concern assumption.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures for the 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 proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and these have been dealt with in the books of account.
- (iii) (a) The Company has granted unsecured loans to three companies covered in the register maintained under Section 301 of the Companies Act, 1956 ('the Act'). The maximum amount outstanding during the year was ₹ 77,59,29,409 and the year-end balance of such loans was ₹ 62,56,41,358. The Company has not granted any loans, secured or unsecured to firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) In our opinion, *except in the case of a subsidiary company and associate company where the rate of interest on which the loan has been granted is prejudicial to the interests of the Company*, the rate of interest and other terms and conditions on which loans have been granted to the other company listed in the register maintained under Section 301 of the Act are not, prima facie, prejudicial to the interests of the Company.
- (c) The loans granted to companies covered in the register maintained under Section 301 of the Act are repayable on demand. According to the information and explanations given to us, the principal and interest have been paid as demanded by the Company during the year.
- (d) There is no overdue amount in excess of Rupees one lakh in respect of the loans granted to the companies covered in the register maintained under Section 301 of the Act.
- (e) The Company has taken unsecured loans from one company covered in the register maintained under Section 301 of the Act. The maximum amount outstanding during the year was ₹ 25,95,00,000 and the year-end balance of such loans was ₹ 19,64,80,000.
- (f) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from a company listed in the register maintained under Section 301 of the Act, are not, prima facie, prejudicial to the interests of the Company.
- (g) The loans taken from a company covered in the register maintained under Section 301 of the Act are considered repayable on demand. According to the information and explanations given to us, the Company has been regular in repayment of principal and payment of interest as demanded.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets, sale of commercial/residential premises and sale of services. The activities of the Company currently do not involve sale of goods. Accordingly, paragraph 4(iv) of the Order with respect to sale of goods is not applicable to the Company.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
- (b) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements referred to in (a) above and exceeding the value of ₹ 5 lakh with any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) *The Company does not have an internal audit system.*
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 209(1) (d) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues of Wealth tax, Provident fund, Profession tax, Customs duty and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, except for dues in respect of Works contract tax, Service tax, Value added tax and Income-tax which have generally been regularly deposited during the year by the Company with the appropriate authorities, *and there*



have been significant delays in few cases. As explained to us, the Company did not have any dues on account of Employees' state insurance, Excise duty, cess and Investor education and Protection fund.

According to the information and explanations given to us, *except for ₹ 1,81,99,850/- on account of Dividend distribution tax, ₹ 5,29,63,975 on account of Income-tax and ₹ 3,22,89,193 on account of Value added tax* no undisputed amounts payable in respect of Wealth tax, Profession tax, Customs duty, Provident fund, Works contract tax, Cess, Service tax and other material statutory dues were in arrears as at 31 March 2014 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Wealth tax, Profession tax, Customs duty, Provident fund, Works contract tax, Service tax and Value added tax and Cess, which have not been deposited with the appropriate authorities on account of any disputes.

According to the information and explanations given to us, the following dues of Income-tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of the Dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	6,90,02,060	Asst. Yr. 2011-12	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax	1,54,48,404	Asst. Yr. 2010-11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2,04,95,497	Asst. Yr. 2009-10	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	42,83,010	Asst. Yr. 2008-09	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	4,61,854	Asst. Yr. 2007-08	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	1,62,135	Asst. Yr. 2007-08	Assessing Officer
Income Tax Act, 1961	Income Tax	3,62,234	Asst. Yr. 2006-07	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax	2,983	Asst. Yr. 2005-06	Assessing Officer
Income Tax Act, 1961	Income Tax	1,02,77,764	Asst. Yr. 2007-08	Commissioner of Income Tax (Appeals)

- (x) The Company does not have any accumulated losses at the end of the Financial Year and has not incurred cash losses in the Financial Year and in the immediately preceding Financial Year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers and debenture-holders during the year. The Company had not taken loans from any financial institution during the year.
- (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) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society.
- (xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we are of the opinion that the funds raised on short-term basis have not been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to companies, firms and parties covered in the register maintained under Section 301 of the Act.
- (xix) According to the information and explanations given to us, the Company has created security or charge in respect of debentures issued during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **Bhuta Shah & Co.**
Chartered Accountants
Firm's Registration No.: 101474W

CA. Mitesh Kothari
Partner
Membership No.: 110822

Mumbai, 30 May 2014

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W

Bhavesh Dhupelia
Partner
Membership No.: 042070

Mumbai, 30 May 2014

SATRA PROPERTIES (INDIA) LIMITED

BALANCE SHEET as at 31 March 2014

(Currency: Indian Rupees)			
	Note	2014	2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	32,27,16,000	39,67,16,000
Reserves and surplus	4	65,68,02,853	63,55,46,092
Money received against share warrants	5	2,21,00,000	-
		1,00,16,18,853	1,03,22,62,092
NON-CURRENT LIABILITIES			
Long-term provisions	6	9,97,559	11,89,206
		9,97,559	11,89,206
CURRENT LIABILITIES			
Short-term borrowings	7	1,71,62,01,144	1,75,48,15,265
Trade payables	8	34,88,21,843	29,75,85,963
Other current liabilities	9	87,51,84,133	1,03,15,64,892
Short-term provisions	10	11,29,15,604	14,45,99,885
		3,05,31,22,724	3,22,85,66,005
		4,05,57,39,136	4,26,20,17,303
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
-Tangible assets	11	81,27,459	1,05,55,790
Non-current investments	12	1,43,48,92,047	59,78,10,450
Deferred tax assets	13	61,51,916	68,73,042
Long-term loans and advances	14	2,19,47,670	1,45,63,469
		1,47,11,19,092	62,98,02,751
CURRENT ASSETS			
Inventories	15	43,62,96,445	1,46,31,23,607
Trade receivables	16	1,29,31,31,888	1,16,89,40,981
Cash and bank balances	17	2,47,71,850	2,44,63,388
Short-term loans and advances	18	53,00,62,874	66,75,25,340
Other current assets	19	30,03,56,987	30,81,61,236
		2,58,46,20,044	3,63,22,14,552
		4,05,57,39,136	4,26,20,17,303
Significant accounting policies	2		
Notes to the financial statements	1-40		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**

Chartered Accountants

Firm's Registration No.: 101474W

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Bhavesh Dhupelia

Partner

Membership No.: 042070

CA. Mitesh Kothari

Partner

Membership No.: 110822

Vidyadhar D. Khadilkar

Director

Bhavesh V. Sanghavi

Chief Financial Officer

Mumbai, 30 May 2014

Praful N. Satra

Chairman and

Managing Director

Manan Y. Udani

Company Secretary

Mumbai, 30 May 2014

Mumbai, 30 May 2014



STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2014

(Currency: Indian Rupees)			
	Note	2014	2013
INCOME			
Revenue from operations	20	91,84,51,864	78,73,41,276
Other income	21	1,75,07,204	18,50,34,884
Total income		93,59,59,068	97,23,76,160
EXPENSES			
Cost of materials consumed	22	38,64,57,698	55,79,33,019
Decrease/(increase) in inventories of construction work-in-progress and unsold units	23	18,66,96,043	(3,00,17,150)
Employee benefit expenses	24	96,50,327	1,35,81,484
Finance costs	25	23,63,47,121	29,87,17,939
Depreciation and amortisation	11	17,75,129	22,66,918
Other expenses	26	2,89,79,732	5,47,80,859
Total expenses		84,99,06,050	89,72,63,069
Profit before tax		8,60,53,018	7,51,13,091
Tax expenses:			
Current tax		3,30,00,000	3,21,73,700
Prior year charge/(credit) of current tax		1,23,21,700	(79,57,133)
Deferred tax charge		7,21,126	3,81,040
Profit after tax		4,00,10,192	5,05,15,484
Earnings per equity share (₹)			
Basic (face value of ₹ 2 per share)	28	0.25	0.27
Diluted (face value of ₹ 2 per share)	28	0.24	0.27
Significant accounting policies	2		
Notes to the financial statements	1-40		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**
Chartered Accountants
Firm's Registration No.: 101474W

For and on behalf of the Board of Directors
Satra Properties (India) Limited

Bhavesh Dhupelia
Partner
Membership No.: 042070

CA. Mitesh Kothari
Partner
Membership No.: 110822

Vidyadhar D. Khadilkar
Director

Praful N. Satra
Chairman and
Managing Director

Bhavesh V. Sanghavi
Chief Financial Officer

Manan Y. Udani
Company Secretary

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014

SATRA PROPERTIES (INDIA) LIMITED
CASH FLOW STATEMENT
for the year ended 31 March 2014

(Currency: Indian Rupees)

	2014	2013
A. Cash flows from operating activities		
Profit before tax	8,60,53,018	7,51,13,091
Adjusted for:		
Depreciation and amortisation	17,75,129	22,66,918
Dividend income	-	(3,750)
Loss on sale of fixed assets	3,63,328	-
Interest income	(1,04,75,391)	(1,55,25,150)
Finance costs	23,63,47,121	29,87,17,939
	22,80,10,187	28,54,55,957
Operating profit before working capital changes	31,40,63,205	36,05,69,048
Changes in working capital		
Decrease in inventories [refer note 12 (i)]	21,34,23,719	34,06,807
(Increase)/decrease in trade receivables	(12,41,90,907)	43,82,21,942
(Increase)/decrease in short-term loans and advances	(28,59,835)	70,85,280
(Increase) in long-term loans and advances	(73,84,201)	-
Increase/(decrease) in trade payables	5,12,35,880	(6,42,99,637)
(Decrease)/increase in long-term provisions	(1,91,647)	2,81,327
Increase/(decrease) in short-term provisions	1,44,66,437	(1,03,870)
(Decrease)/increase in other current liabilities	(18,92,54,033)	22,21,58,455
	(4,47,54,587)	60,67,50,304
Cash generated from operations	26,93,08,618	96,73,19,352
Income-tax paid (net of refund)	(8,81,70,049)	(9,82,76,644)
Net cash generated from operating activities	18,11,38,569	86,90,42,708
B. Cash flows from investing activities		
Purchase of fixed assets	(16,32,079)	(1,76,924)
Proceeds from sale of fixed assets	14,50,735	-
Loans given	(28,12,00,000)	(50,18,86,000)
Loans repaid	42,15,22,301	44,39,21,000
(Increase)/decrease in investment in fixed deposits (including earmarked balances)	(1,54,90,978)	2,58,775
Dividend received	-	3,750
Interest received	1,82,79,640	15,79,557
Net cash (used) in investing activities	14,29,29,619	(5,62,99,842)
C. Cash flows from financing activities		
Money received against share warrants	2,21,00,000	-
Redemption of preference shares	(7,40,00,000)	-
Repayment of long-term borrowings	(6,15,145)	(6,12,138)
Proceeds from short-term borrowings	3,29,26,25,077	1,14,20,19,079
Repayment of short-term borrowings	(3,33,12,39,198)	(1,57,38,09,361)
Dividend paid	(2,22,22,738)	(2,20,55,800)
Finance costs paid	(22,58,98,700)	(35,11,87,136)
Net cash (used) in financing activities	(33,92,50,704)	(80,56,45,356)
Net (decrease)/increase in cash and cash equivalents	(1,51,82,516)	70,97,510
Cash and cash equivalents, beginning of year	2,16,33,463	1,45,35,953
Cash and cash equivalents, end of year	64,50,947	2,16,33,463
Components of cash and cash equivalents		
Cash on hand	5,87,566	10,72,906
Balances with banks		
-On current accounts	58,63,381	1,57,70,557
-On deposits accounts (with original maturity of 3 months or less)	-	47,90,000
	64,50,947	2,16,33,463

Notes:

- The Cash flow statement has been prepared under the indirect method as set out in Accounting Standard - 3 ('AS 3') on Cash Flow Statement prescribed in Companies (Accounting Standard) Rules, 2006.

As per our report of even date attached

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**
Chartered Accountants
Firm's Registration No.: 101474W

For and on behalf of the Board of Directors
Satra Properties (India) Limited

Bhavesh Dhupelia
Partner
Membership No.: 042070

CA. Mitesh Kothari
Partner
Membership No.: 110822

Vidyadhar D. Khadilkar
Director

Praful N. Satra
Chairman and
Managing Director

Bhavesh V. Sanghavi
Chief Financial Officer

Manan Y. Udani
Company Secretary

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014



NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2014

(Currency: Indian Rupees)

1. COMPANY OVERVIEW

The Company was incorporated on 30 May 1983 as Express Leasing Limited. The name of the Company was changed to Satra Properties (India) Limited ('the Company') on 8 December 2005. The Company is engaged in the business of real estate development and trading in properties and transferable development rights.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

2.1 Basis of preparation of financial statements

These financial statements have been prepared and presented on the accrual basis of accounting and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, the relevant provisions of the Companies Act, 1956 which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under Section 133 of the Companies Act, 2013 (which has super ceded Section 211(3C) of the Companies Act, 1956 w.e.f. 12 September 2013) and other accounting principles generally accepted in India, to the extent applicable.

2.2 Current/Non-current classification

The assets and liabilities are classified into current or non-current.

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

- (a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the balance sheet date; or
- (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the balance sheet date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 3 to 4 years for the purpose of current and non-current classification of assets and liabilities.

2.3 Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.4 Fixed assets and depreciation/amortisation and capital work-in-progress

Tangible assets

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation is provided on the written down value method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Plant and equipment and furniture and fixtures, costing individually ₹ 5,000 or less, are depreciated fully in the year of purchase.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

2.5 Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)

net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.6 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realized within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current-non-current classification scheme of revised Schedule VI.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, borrowing cost and costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment property under construction

Profit or loss on sale of investments is determined on the basis of weighted average carrying amount of investments disposed off.

Property that is being constructed for future use as investment property is accounted for as Investment property under construction until construction or development is complete.

Investment property under construction represents the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

2.7 Inventories

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, borrowing costs and construction overheads are taken as the cost of construction work-in-progress.

Material at site comprises of building material, components and stores and spares.

Inventories are valued as lower of cost and net realizable value. Cost is determined on the first in first out ('FIFO') basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.8 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to circumstances other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

2.9 Employee benefits

(a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

(b) Post employment benefits

Defined contribution plans:

The Company makes specified monthly contributions towards employee provident fund. The Company's contribution paid/payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plan:

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.



NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government securities as at the balance sheet date.

When the calculation results in a benefit to the Company, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

2.10 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income from real estate sales is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However, if at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the acts are performed, i.e., on the percentage of completion basis.

Revenue from constructions contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract.

Unbilled work-in-progress valued at lower of cost and net realizable value upto the stage of completion. Cost includes direct material, labour cost and appropriate overheads.

Determination of revenues under the percentage of completion method necessarily involves making estimates by the Company, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion. The estimates of cost are periodically reviewed by the management and the effect of changes in estimates is recognised in the period such changes are recognized. When the total project cost is estimated to exceed total revenues from the project, the loss is recognised immediately.

Revenue from trading activity, in property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

In view of the nature of service rendered, revenue is recognized provided the consideration is reliably determinable and no significant uncertainty exists regarding the amount of consideration.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.

2.11 Taxation

Income-tax expense comprises current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income-tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

2.12 Foreign currency transactions

Foreign currency transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss.

Non-monetary assets such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

2.13 Operating lease

Lease rentals in respect of assets acquired on operating leases are recognised in the statement of profit and loss on a straight line basis over the lease term.

2.14 Earnings per share (EPS)

The Basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting year. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.15 Provisions and contingent liabilities

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
as at 31 March 2014

(Currency: Indian Rupees)

3. SHARE CAPITAL

Authorised:

210,000,000 (2013: 210,000,000) equity shares of ₹ 2 each

8,000,000 (2013: 8,000,000) 8% cumulative redeemable preference shares of ₹ 10 each

Issued, subscribed and paid-up:

161,358,000 (2013: 161,358,000) equity shares of ₹ 2 each, fully paid up

Nil (2013: 7,400,000) 8% cumulative redeemable preference shares of ₹ 10 each, fully paid-up

Sub-notes:

1. The reconciliation of the number of equity shares and preference shares outstanding as at the year end is set as below:

	31 March 2014		31 March 2013	
	Number of equity shares (units)	Amount	Number of equity shares (units)	Amount
Equity shares				
At the beginning and at the end of the year	16,13,58,000	32,27,16,000	16,13,58,000	32,27,16,000
	31 March 2014		31 March 2013	
	Number of preference shares (units)	Amount	Number of preference shares (units)	Amount
Preference shares				
At the beginning of the year	74,00,000	7,40,00,000	74,00,000	7,40,00,000
Less: redeemed during the year	74,00,000	7,40,00,000	-	-
At the end of the year	-	-	74,00,000	7,40,00,000

2. Rights, preferences and restrictions attached to shares

Equity shares:

The Company has only one class of equity shares having a face value of ₹ 2 each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March 2014, the Company has proposed final dividend of ₹ 0.10 per equity share (2013: final dividend of ₹ 0.10 per equity share). In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

Preference shares:

7,400,000 8% cumulative redeemable preference shares of ₹ 10 each were redeemable at par on 2 February 2014 with an option to the Company to exercise put/call option for early redemption. Preference shares carried a preferential right as to dividend over equity shareholders. Where dividend on cumulative preference shares were not declared for a financial year, the entitlement thereto were carried forward. The preference shares were entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. However, a cumulative preference shareholder acquired voting rights on par with an equity shareholder if the dividend on preference shares had remained unpaid for a period of not less than two years. In the event of liquidation, preference shareholders had a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has redeemed all its preference shares as per schedule during the year.

3. The details of shareholders holding more than 5% of the equity shares of the Company as at year end is as below:

Name of equity shareholder	31 March 2014		31 March 2013	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Praful N. Satra	7,37,98,106	45.74	7,37,98,106	45.74
Minaxi P. Satra	3,75,37,356	23.26	3,75,37,356	23.26
Anil B. Mehta	91,54,450	5.67	91,54,450	5.67



NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

(Currency: Indian Rupees)

4. The details of shareholders holding more than 5% of the preference shares of the Company as at year end is as below:

Name of preference shareholder	31 March 2014		31 March 2013	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Praful N. Satra	-	-	45,00,000	60.81
Minaxi P. Satra	-	-	25,00,000	33.78
Anil B. Mehta	-	-	4,00,000	5.41

	2014	2013
4. RESERVES AND SURPLUS		
Capital reserve		
Reserve on amalgamation (at the commencement and end of the year)	2,17,96,437	2,17,96,437
Capital redemption reserve		
At the commencement of the year	-	-
Add: Transferred from general reserve	7,40,00,000	-
At the end of the year	7,40,00,000	-
Securities premium reserve (at the commencement and end of the year)	10,80,00,000	10,80,00,000
Debenture redemption reserve		
At the commencement of the year	8,90,00,000	3,90,00,000
Add: Transferred from statement of profit and loss	4,00,00,000	5,00,00,000
Less: Transferred to general reserve	(8,90,00,000)	-
At the end of the year	4,00,00,000	8,90,00,000
General reserve		
At the commencement of the year	10,81,66,888	10,81,66,888
Add: Transferred from debenture redemption reserve	8,90,00,000	-
Less: Transferred to capital redemption reserve	(7,40,00,000)	-
At the end of the year	12,31,66,888	10,81,66,888
Surplus in the statement of profit and loss		
At the commencement of the year	30,85,82,767	33,37,01,086
Add: Profit for the year	4,00,10,192	5,05,15,484
	34,85,92,959	38,42,16,570
Less: Appropriations		
Proposed dividend on preference shares	-	59,20,000
Tax on proposed dividend on preference shares	-	9,60,372
Proposed dividend on equity shares	1,61,35,800	1,61,35,800
Tax on proposed dividend on equity shares	26,17,631	26,17,631
Transfer to debenture redemption reserve	4,00,00,000	5,00,00,000
Total appropriations	5,87,53,431	7,56,33,803
Net surplus in the statement of profit and loss	28,98,39,528	30,85,82,767
	65,68,02,853	63,55,46,092

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
as at 31 March 2014

		(Currency: Indian Rupees)	
		2014	2013
5. MONEY RECEIVED AGAINST SHARE WARRANTS			
17,000,000 share warrants allotted with an option to convert into equivalent equity shares [refer note 5(i)]	2,21,00,000	-	
	2,21,00,000	-	
(i) The Company has allotted 17,000,000 warrants of issue price of ₹ 5.20 each with an option to convert each warrant into one equity share of Nominal Value of ₹ 2 each at a price of ₹ 5.20 per share, including premium of ₹ 3.20 per share to the promoter group on preferential basis. The Company has received 25% of issue price and the balance 75% of the issue price is receivable upon exercise of rights by the allottees to apply for equity shares within a period of 18 months from the date of allotment of warrants.			
6. LONG-TERM PROVISIONS			
Provision for employee benefits			
Provision for gratuity [refer note 32]	9,97,559	11,89,206	
	9,97,559	11,89,206	
7. SHORT-TERM BORROWINGS			
Secured borrowings			
3,850 (2013: Nil) redeemable non-convertible debentures of ₹ 1,00,000 each [refer note 7(i) & (ix)]	38,50,00,000	-	
Nil (2013: 5,164) redeemable non-convertible debentures of ₹ 1,00,000 each [refer note 7(ii) & (ix)]	-	51,64,00,000	
From banks			
- Bank overdraft [refer note 7(iii), (iv) & (ix)]	1,27,30,693	1,94,45,320	
From others [refer note 7(v), (vi), (vii) & (ix)]	60,11,68,090	58,22,93,000	
Unsecured borrowings [refer note 7(x)]			
From related parties [refer note 33]	19,64,80,000	-	
From others [refer note 7(viii), 7(ix) and 40]	52,08,22,361	63,66,76,945	
	1,71,62,01,144	1,75,48,15,265	

Notes:

A Details of security on loans

- Non-Convertible Debentures (NCD) are secured against first equitable mortgage over the leasehold rights on plot at Jodhpur and charge over escrow account on receivables from the project situated at Jodhpur. The interest on debentures is 18% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable after completion of 12 months from the end of the month of allotment of debentures i.e. due dates ranging from April 2015 to July 2015.
- Non Convertible Debentures were secured against a first and exclusive mortgage and charge over the unsold units, development rights, receivables and charge over escrow account on receivables from the project situated at Borivali. The interest on debentures was 23% p.a payable quarterly. These debentures were redeemable in five installments of ₹ 18.60 crores each due in September 2012, December 2012 and three installments due on or before 31 March 2014 and these have been redeemed during the year.
- Bank overdraft of ₹ 1.27 crores (2013: ₹ 0.50 crores) is secured against fixed deposits and interest rate is bank rate plus 2%.
- Bank overdraft of ₹ Nil (2013: ₹ 1.44 crores) was secured against subservient charge on all current assets and fixed deposits and interest rate was BPLR plus 50 basis points. Overdraft was repayable in four installments ranging from ₹ 2 crores to ₹ 5.25 crores starting from December 2011 to May 2013.
- ₹ 27.61 crores (2013: ₹ 48.22 crores) is secured against registered mortgage on land at Kalina, Mumbai alongwith charge on Escrow account of receivables of other projects. Further, unsold units of two projects have been mortgaged. The loan carries an interest rate of 24% p.a. and is fully repayable on or before 30 September 2014.
- Term loan of ₹ 32.50 crores is secured by way of first end exclusive charge on project situated at Borivali and receivables of the project and carries an interest rate of 19% p.a. payable quarterly. The loan is repayable in 4 equal quarterly installments of ₹ 8.125 crores starting from May 2015.
- Term loan of ₹ 10 crores carried an interest @ 24% p.a. payable quarterly and was repayable in 10 equal monthly installments of ₹ 1 crore each starting from April 2014. However the said term has been repaid before the agreed repayment schedule.
- ₹ 0.65 crore term loan carries an interest rate of 19% p.a. which was payable in lump sum by 8 September 2013. However, the tenor for principal repayment has been extended and the revised principal repayment will be in lump sum by 7 September 2014.
- All the above term loans, the bank overdraft and the debentures are secured by personal guarantees of director/shareholders of the Company.
- Unsecured loans are repayable on demand and carrying interest rates ranging upto 18% p.a.



NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
8. TRADE PAYABLES		
Dues to Micro and small enterprises [refer note 34]	-	-
Others	34,88,21,843	29,75,85,963
	34,88,21,843	29,75,85,963
9. OTHER CURRENT LIABILITIES		
Current maturities of long-term borrowings		
From bank (secured)		
- vehicle loan [refer note 9(i)]	-	1,34,255
From others (secured)		
- vehicle loans [refer note 9(ii)]	-	4,80,890
Interest accrued but not due on borrowings		
- term loan	94,628	94,628
- debentures	44,70,411	39,04,833
Interest accrued and due on borrowings		
- term loans	2,44,08,392	33,99,560
- unsecured loans [refer note 40]	15,70,77,864	14,89,96,488
Unpaid dividend *	3,01,526	4,68,464
Other payables		
- advance received against property	8,63,95,570	18,29,48,046
- refundable advances	43,74,98,214	55,95,48,214
- statutory dues payable**	8,55,40,578	10,29,44,488
- employee benefits payable	23,33,913	13,16,081
- interest free security deposit from customer***	75,00,000	-
- other liabilities	6,95,63,037	2,73,28,945
	87,51,84,133	1,03,15,64,892
* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.		
** includes provision on account of provident fund, tax deducted at source, works contract tax, value added tax, service tax and profession tax.		
*** represent deposit received from Satra Buildcon Private Limited (subsidiary of the Company) towards contract awarded for construction.		
Details of security on loans		
(i) Vehicle loan was secured by hypothecation of the respective vehicle purchased. Payment of equated monthly installments of ₹ 32,879 commenced from the month subsequent to taking the loan i.e. July 2008. The last installment was due by June 2013.		
(ii) Vehicle loans were secured by hypothecation of the respective vehicles purchased. Payment of equated monthly installments ranging from ₹ 9,300 to ₹ 66,800 commenced from the month subsequent to taking the loan i.e. various dates between April 2010 to February 2011. The last installment for the various loans ranged from March 2013 to December 2013.		
10. SHORT -TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity [refer note 32]	82,940	1,93,237
	82,940	1,93,237
Other provisions		
Provision for taxation [net of advance tax and tax deducted at source ₹ 8,26,65,720 (2013: ₹ 28,39,51,681)] [refer note 40]	7,07,42,774	10,08,93,236
Provision for fringe benefits tax [net of advance tax ₹ 1,56,444 (2013: ₹ 1,56,444)]	4,72,031	4,72,031
Provision for wealth tax	34,625	45,000
Proposed dividend on preference shares	-	59,20,000
Proposed dividend on equity shares	1,61,35,800	1,61,35,800
Tax on proposed dividend	2,54,47,434	2,09,40,581
	11,28,32,664	14,44,06,648
	11,29,15,604	14,45,99,885

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
as at 31 March 2014

11. FIXED ASSETS (Currency: Indian Rupees)

	GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION			NET BLOCK	
	As at 1 April 2013	Additions	Deletions/ Disposals	As at 31 March 2014	As at 1 April 2013	For the year Deletions/ Disposals	As at 31 March 2014	2014
Tangible assets								
Leasehold improvements	2,53,31,539	-	-	2,53,31,539	2,53,31,539	-	2,53,31,539	-
Plant and machinery	64,83,603	2,31,545	34,26,072	32,89,076	45,93,411	2,12,821	27,30,895	5,58,181
Computers	47,22,566	13,09,514	-	60,32,080	42,19,005	3,57,627	45,76,632	14,55,448
Furniture and fittings	21,36,844	7,980	-	21,44,824	16,62,978	1,44,916	18,07,894	3,36,930
Office equipment	63,57,615	83,039	-	64,40,654	32,84,018	4,32,528	37,16,546	27,24,108
Temporary structures	4,07,275	-	-	4,07,275	4,07,275	-	4,07,275	-
Vehicles	1,63,14,058	-	20,48,872	1,42,65,186	1,16,99,484	10,98,454	1,12,12,394	30,52,792
Total	6,17,53,500	16,32,078	54,74,944	5,79,10,634	5,11,97,710	22,46,346	4,97,83,175	81,27,459

Note:

(i) Depreciation aggregating ₹ 4,71,218 (2013: ₹ 5,72,424) has been transferred to construction work-in-progress. [refer note 12(i)]

	GROSS BLOCK			ACCUMULATED DEPRECIATION/ AMORTISATION			NET BLOCK	
	As at 1 April 2012	Additions	Deletions/ Disposals	As at 31 March 2013	As at 1 April 2012	For the year Deletions/ Disposals	As at 31 March 2013	2013
Tangible assets								
Leasehold improvements	2,53,31,539	-	-	2,53,31,539	2,53,31,539	-	2,53,31,539	-
Plant and machinery	64,83,603	-	-	64,83,603	42,88,003	3,05,408	45,93,411	18,90,192
Computers	46,56,016	66,550	-	47,22,566	38,91,604	3,27,401	42,19,005	5,03,561
Furniture and fittings	21,36,844	-	-	21,36,844	15,58,252	1,04,726	16,62,978	4,73,866
Office equipment	62,47,241	1,10,374	-	63,57,615	27,94,292	4,89,726	32,84,018	30,73,597
Temporary structures	4,07,275	-	-	4,07,275	4,07,275	-	4,07,275	-
Vehicles	1,63,14,058	-	-	1,63,14,058	1,00,87,403	16,12,081	1,16,99,484	46,14,574
Total	6,15,76,576	1,76,924	-	6,17,53,500	4,83,58,368	28,39,342	5,11,97,710	1,05,55,790

Note:

(i) Depreciation aggregating ₹ 5,72,424 (2012: ₹ 21,84,688) has been transferred to construction work-in-progress.



NOTES TO THE FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
12. NON-CURRENT INVESTMENTS (AT COST)		
Trade investments: unquoted		
Investment in equity instruments		
(face value of ₹ 10 each and fully paid-up, unless otherwise stated)		
<i>In subsidiaries</i>		
10,000 (2013: 10,000) equity shares of Satra Buildcon Private Limited	1,00,000	1,00,000
10,000 (2013: 10,000) equity shares of Satra Estate Development Private Limited	1,00,000	1,00,000
10,000 (2013: 10,000) equity shares of Satra Infrastructure and Land Developers Private Limited	1,00,000	1,00,000
10,000 (2013: 10,000) equity shares of Satra Lifestyles Private Limited	1,00,000	1,00,000
14,603,900 (2013: 14,603,900) equity shares of Satra Property Developers Private Limited	58,56,16,450	58,56,16,450
100 (2013:100) equity shares of Satra International Realtors Limited, UAE of AED 10,000 each	1,17,11,600	1,17,11,600
<i>In associates</i>		
2,000 (2013: 2,000) equity shares of C. Bhansali Developers Private Limited	20,000	20,000
Other non-current investments		
624 (2013: 624) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each and fully paid-up.	62,400	62,400
Aggregate amount of unquoted investments	59,78,10,450	59,78,10,450
Investment property under construction [refer note 12 (i)]		
Development rights/Land cost	41,25,83,740	-
Professional and legal fees	71,31,767	-
Civil, electrical and contracting	13,02,67,418	-
Depreciation and amortisation [refer note 11]	3,26,236	-
Administrative and other expenses	1,31,78,987	-
Borrowing costs	27,35,93,449	-
	83,70,81,597	-
	1,43,48,92,047	59,78,10,450
(i) Pursuant to change in the management's business plans in respect of the Company's Jodhpur project from sale model to leasing of property during the quarter and year ended 31 March 2014, the Company has re-classified costs incurred till date on its Jodhpur project from construction work-in-progress (inventories) to investment property under construction (non-current investments)		
13. DEFERRED TAX ASSETS		
The components of deferred tax balances are as follows:-		
- Difference between book depreciation and depreciation as per Income Tax Act, 1961	58,01,348	64,13,829
- On provision allowable on a payment basis under the Income Tax Act, 1961	3,50,568	4,59,213
	61,51,916	68,73,042
14. LONG-TERM LOANS AND ADVANCES		
<i>(unsecured and considered good)</i>		
- Advance tax and tax deducted at source [net of provision for tax ₹ 6,36,13,523 (2013: ₹ 6,36,13,523)] [refer note 40]	1,45,63,469	1,45,63,469
CENVAT credit receivable	73,84,201	-
	2,19,47,670	1,45,63,469

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
15. INVENTORIES		
Construction work-in-progress [refer note 12(i) & 15(i)]	40,54,77,187	1,36,17,56,158
Materials at site	1,83,82,004	2,14,31,525
Unsold units	1,24,37,254	7,99,35,924
	43,62,96,445	1,46,31,23,607
i. Construction work-in-progress includes contract work-in-progress ₹ 4,78,16,994 [refer note 27]		
16. TRADE RECEIVABLES		
<i>(unsecured and considered good)</i>		
Debts outstanding for a period exceeding six months from the date they are due for payment	85,21,02,072	94,98,10,111
Other debts	44,10,29,816	21,91,30,870
	1,29,31,31,888	1,16,89,40,981
17. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash on hand	5,87,566	10,72,906
Balances with banks		
- On current accounts	58,63,381	1,57,70,557
- On deposits accounts (with original maturity of 3 months or less)	-	47,90,000
	64,50,947	2,16,33,463
Other bank balances		
- Earmarked balances with banks (under lien)	3,21,377	4,69,796
- Balances in deposits with original maturity of less than 12 months but more than 3 months	1,79,99,526	23,60,129
	2,47,71,850	2,44,63,388
Details of bank deposits		
Bank deposits available on demand/deposits with original maturity of 3 months or less included under 'Cash and cash equivalents'	-	47,90,000
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	1,79,99,526	23,60,129
18. SHORT-TERM LOANS AND ADVANCES		
<i>(Unsecured and considered good)</i>		
Short-term loans and advances given to related parties [refer note 33]	33,91,99,548	47,95,21,849
Loans and advances given to other parties	15,00,24,808	14,74,92,958
Others		
- Advances to staff	4,29,550	2,46,970
- Advances to vendors	3,61,11,345	3,51,16,514
- Prepaid expenses	10,42,337	7,95,705
- Deposits*	32,55,286	43,51,344
	53,00,62,874	66,75,25,340
* includes ₹ 21,50,000 (2013: ₹ 21,50,000) rent deposit given to the Managing Director		
19. OTHER CURRENT ASSETS		
Interest accrued on fixed deposits with banks	9,55,177	6,20,183
Interest accrued and due from related parties [refer note 33]	29,04,41,810	30,04,07,560
Interest accrued and due from other parties	89,60,000	71,33,493
	30,03,56,987	30,81,61,236



NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

		(Currency: Indian Rupees)	
		2014	2013
20. REVENUE FROM OPERATIONS			
Revenue from sale of properties		76,66,59,464	77,60,85,403
Other operating revenues			
Development charges		17,92,400	32,55,873
Income from forfeiture		-	80,00,000
Income from real estate advisory services		15,00,00,000	-
		91,84,51,864	78,73,41,276
21. OTHER INCOME			
Interest income on			
- fixed deposits with banks		13,15,122	6,79,399
- loans given to related parties [refer note 33]		71,30,817	1,30,14,116
- loans given to other party		20,29,452	18,31,635
Dividend from others		-	3,750
Miscellaneous income		-	10,84,500
Other non-operating income			
- liabilities written back to the extent no longer required [refer note 37]		2,79,444	14,60,62,000
- excess provision of project cost written back		-	93,59,484
- input credit income		67,52,369	1,30,00,000
		1,75,07,204	18,50,34,884
22. COST OF MATERIALS CONSUMED			
Inventory at the beginning of the year	(A)	2,14,31,525	1,40,07,634
Incurred during the year			
Development rights/land cost		3,98,65,744	30,17,00,000
Professional and legal fees		87,47,592	54,34,295
Civil, electrical and contracting		28,41,61,659	19,71,18,426
Depreciation and amortisation [refer note 11]		4,71,218	5,72,424
Administrative and other expenses		76,13,628	78,02,341
Borrowing costs [refer note 25]		2,32,06,936	4,02,75,424
Compensation paid		1,93,41,400	1,24,54,000
	(B)	38,34,08,177	56,53,56,910
Less: inventory at the end of the year	(C)	1,83,82,004	2,14,31,525
	(A) + (B) - (C)	38,64,57,698	55,79,33,019
23. DECREASE/(INCREASE) IN INVENTORIES OF CONSTRUCTION WORK-IN-PROGRESS AND UNSOLD UNITS			
Opening stock			
Construction work-in-progress		1,36,17,56,157	1,19,89,15,643
Unsold units		7,99,35,924	21,27,59,288
		1,44,16,92,081	1,41,16,74,931
Less: Closing stock			
Construction work-in-progress		40,54,77,187	1,36,17,56,157
Unsold units		1,24,37,254	7,99,35,924
		41,79,14,441	1,44,16,92,081
Less: transfer to 'investment property under construction' [refer note 12(i)]		83,70,81,597	-
		18,66,96,043	(3,00,17,150)
24. EMPLOYEE BENEFITS EXPENSES			
Salaries, wages and bonus		88,68,850	1,26,15,505
Contribution to provident and other funds		6,83,821	3,77,798
Gratuity [refer note 32]		-	4,58,907
Staff welfare expenses		97,656	1,29,274
		96,50,327	1,35,81,484

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
25. FINANCE COSTS		
Interest on long-term borrowings		
From banks		
- Vehicle loans	-	1,53,920
Interest on short-term borrowings		
Debentures	7,51,40,593	14,53,28,654
From banks	7,25,574	2,19,74,269
Others	15,55,37,266	12,05,01,461
Interest on delayed payment of trade payables	33,73,147	30,54,725
Interest on delayed payment of statutory dues	1,54,65,379	4,03,72,829
Other borrowing costs		
Brokerage on finance	-	34,345
Processing charges	76,66,098	62,92,160
Stamp duty	16,46,000	12,81,000
	25,95,54,057	33,89,93,363
Less: borrowing costs transferred to construction work-in-progress [refer note 22]	2,32,06,936	4,02,75,424
	23,63,47,121	29,87,17,939
26. OTHER EXPENSES		
Profession and legal fees	39,20,304	43,85,084
Advertisement and sales promotion expenses	25,69,328	50,08,766
Power and fuel	22,68,530	20,00,200
Rent	1,18,38,240	1,18,38,244
Telephone expenses	7,05,752	6,43,292
Bad debts	-	2,08,41,663
Repairs and maintenance		
- others	5,77,193	15,33,743
Insurance	2,44,419	5,08,632
Rates and taxes	4,02,750	5,23,842
Payment to auditors (including service tax)		
As auditors		
- Statutory audit	10,67,420	10,67,420
- Tax audit	2,24,720	2,24,720
- Limited review of quarterly results	13,48,320	13,48,320
In other capacity		
- Taxation matters	-	15,00,000
Reimbursement of expenses	25,507	36,561
Advances written off	6,15,281	-
Loss on sale of fixed assets (net)	3,63,328	-
Directors' sitting fees	2,28,344	1,32,500
Printing and stationery	9,42,498	7,62,222
Miscellaneous expenses	16,37,798	24,25,650
	2,89,79,732	5,47,80,859
27. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD (AS) 7 (REVISED) "CONSTRUCTION CONTRACTS"		
Contract revenue recognised for the year	-	-
Aggregate amount of contract costs incurred (net of inventory adjustments) for contracts existing as at the year end,	4,78,16,994	-
Aggregate contract profits/losses recognized for contracts existing as at the year end,	-	-
Contract advances	-	-
Gross Amount due from Customers for contract work	4,65,75,012	-
Gross Amount due to customers for contract work	-	-



NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

28. EARNINGS PER SHARE

Particulars	2014	2013
Basic earnings per share		
Net profit after tax	4,00,10,192	5,05,15,484
Preference dividend (including taxes thereon)	-	68,80,372
Net profit after tax attributable to equity shareholders (A)	4,00,10,192	4,36,35,112
Number of equity shares at the beginning of the year	16,13,58,000	16,13,58,000
Number of equity shares outstanding at the end of the year (B)	16,13,58,000	16,13,58,000
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C)	16,13,58,000	16,13,58,000
Basic earnings (in rupees) per share of face value ₹ 2 (A)/(B)	0.25	0.27
Dilutive earnings per share		
Net profit after tax attributable to equity shareholders (Existing and potential) (A)	4,00,10,192	4,36,35,112
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B)	16,13,58,000	16,13,58,000
Weighted average number of potential equity shares outstanding during the year (C)	28,33,333	Nil
Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C)	16,41,91,333	Nil
Dilutive earnings (in rupees) per share of face value ₹ 2 (A)/(D)	0.24	0.27

29. CONTINGENCIES

Particulars	2014	2013
Income Tax liabilities under dispute	12,04,95,941	11,02,85,407

30. SEGMENT REPORTING

The Company is operating in the real estate and construction industry and has only domestic sales. Therefore, the Company has only one reportable business segment, which is real estate development and trading in properties and transferable development rights and construction contracts and only one reportable geographical segment. Accordingly, these financial statements are reflective of the information required by the Accounting Standard 17 on 'Segment reporting'. Income from construction contract has not been recognized as per Accounting Standard 7.

31. CIF VALUES OF IMPORTED GOODS

Particulars	2014	2013
Raw Materials	92,61,294	-
Total	92,61,294	-

32. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'

i) Defined Benefit Plans

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

	2014	2013
I. Change in the defined benefits obligation		
Liability at the beginning of the year	13,82,443	9,23,536
Interest cost	1,10,381	78,501
Current service cost	2,25,248	3,50,613
Benefits paid	(22,500)	-
Actuarial (gain)/loss on obligations	(6,15,073)	29,793
Liability at the end of the year	10,80,499	13,82,443
II. Amount recognised in the balance sheet		
Liability at the end of the year	10,80,499	13,82,443
Fair value of plan assets at the end of the year	-	-
Difference	10,80,499	13,82,443
Amount recognised in the balance sheet	10,80,499	13,82,443
III. Expenses recognised in the statement of profit and loss		
Current service cost	2,25,248	3,50,613
Interest cost	1,10,381	78,501
Expected return on plan assets	-	-
Net actuarial (gain)/loss to be recognised	(6,15,073)	29,793
Expense recognised in the statement of profit and loss	(2,79,444)	4,58,907

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)					
	2014	2013			
IV. Balance sheet reconciliation					
Opening net liability	13,82,443	9,23,536			
Expense as above	(2,79,444)	4,58,907			
Benefits paid	(22,500)	-			
Amount recognised in the balance sheet	10,80,499	13,82,443			
V. Actuarial assumptions					
Discount rate	9.20%	8.05%			
Salary escalation	6.00%	6.00%			
	2014	2013	2012	2011	2010
VI. Reconciliation of present value obligation and the fair value of plan asset					
Present value of defined benefits obligation	10,80,499	13,82,443	9,23,536	14,02,119	10,44,199
Fair value of the plan assets	-	-	-	-	-
Deficit in the plan	10,80,499	13,82,443	9,23,536	14,02,119	10,44,199
VII. Experience adjustments on:					
Plan liabilities (gain)/loss	(6,15,073)	29,793	(9,81,359)	(1,49,821)	15,231
Plan assets	-	-	-	-	-
	2014	2013			
VIII. Schedule VI details					
Current liability	82,940	1,93,237			
Non-current liability	9,97,559	11,89,206			

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Company's liability on account of gratuity is not funded and hence the disclosures relating to the planned assets are not applicable.

ii) Defined contribution plan

Contribution to provident and other funds aggregating to ₹ 6,83,821 [2013: ₹ 3,77,798] is recognised as an expense and included in "Employee benefits expense".

iii) Compensated absences

Compensated absences for employee benefits of ₹ 3,02,710 [2013: ₹ 3,47,424] has been recognised as a gain/expense during the year.

33. RELATED PARTY DISCLOSURES

A Parties where control exists:

I. Praful N. Satra –Chairman and Managing Director (also key managerial personnel)

II. Subsidiaries

- Satra Property Developers Private Limited
- Satra Buildcon Private Limited
- Satra Estate Development Private Limited
- Satra Infrastructure and Land Developers Private Limited
- Satra Lifestyles Private Limited
- Satra International Realtors Limited, UAE

III. Step down subsidiaries

- Satra Realty and Builders Limited [Formerly known as "Satra DLH Realty and Builders Limited]
- RRB Realtors Private Limited [w.e.f. 12 July 2013]

B Other related parties:

I. Associates

- C. Bhansali Developers Private Limited

II. Entities over which key managerial personnel or their relatives exercises significant influence

- Shravan Developers Private Limited
- Satra Property Development Private Limited
- Deepmala Infrastructure Private Limited [upto 22 January 2014]
- Prime Multi Tiles Trading Private Limited
- Satra Infrastructure Development Private Limited [upto 14 June 2013]
- Satra Land Development Private Limited [upto 14 June 2013]
- Savla Realtors and Developers Private Limited
- Satra Re-Development Company Limited
- Satra Retail Private Limited
- Prime Developers
- Prime Bond Industries
- Henry Hill International [upto 31 March 2014]

III. Relative of Key Managerial Personnel

- Rushabh Praful Satra
- Vrutika Praful Satra
- Nisha Rajan Shah



NOTES TO THE FINANCIAL STATEMENTS (Continued) for the year ended 31 March 2014

33. RELATED PARTY DISCLOSURES (CONTINUED)

Disclosure of transaction between the Company and related parties and the status of outstanding balances

Sr. No.	Nature of transaction	Subsidiary Company		Associates		Entities over which key managerial personnel or their relatives exercises significant influence		Key managerial personnel and their relatives		(Currency: Indian Rupees)	
		2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
1	Loans taken	-	-	-	-	27,45,00,000	15,00,000	-	-	27,45,00,000	15,00,000
2	Loans given	28,12,00,000	50,18,86,000	-	-	-	-	-	-	28,12,00,000	50,18,86,000
3	Interest income	71,30,817	1,30,14,116	-	-	-	-	-	-	71,30,817	1,30,14,116
4	Receiving of services	-	-	-	-	2,98,80,249	3,71,28,351	1,18,38,240	1,18,38,244	4,17,18,489	4,89,66,595
5	Purchase of property	-	-	-	-	-	30,17,00,000	-	-	-	30,17,00,000
6	Cost incurred on construction contract	4,37,62,877	-	-	-	-	-	-	-	4,37,62,877	-
7	Refundable advances received against property	75,00,000	-	-	-	-	-	-	-	75,00,000	-
8	Share warrants issued	-	-	-	-	84,50,000	-	1,36,50,000	-	2,21,00,000	-
9	Deposit received	75,00,000	-	-	-	-	-	-	-	75,00,000	-
Outstanding balance receivable		50,34,52,227	65,37,40,278	12,21,89,131	12,21,89,131	-	-	-	-	62,56,41,358	77,59,29,409
1	Loans alongwith the net interest	-	-	-	-	-	-	-	-	21,50,000	21,50,000
2	Deposit	-	-	-	-	-	-	21,50,000	21,50,000	-	40,00,000
3	Advance paid	-	-	40,00,000	40,00,000	-	-	-	-	-	-
4	Sundry debtors	4,47,12,012	-	-	-	-	-	-	-	4,47,12,012	-
Outstanding balances payables		-	-	-	-	19,64,80,000	-	-	-	19,64,80,000	-
1	Loans alongwith the net interest	-	-	-	-	-	-	-	-	-	-
2	Deposit	75,00,000	-	-	-	-	-	-	-	75,00,000	-
3	Sundry creditors	-	-	-	-	66,28,308	1,75,45,654	35,64,320	13,32,800	1,01,92,628	1,88,78,454

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)

33. RELATED PARTY DISCLOSURES (CONTINUED)

Details of material related party transactions which are more than 10% of the total transactions of the same type with a related party during the year ended 31 March 2014.

Sr. No.	Nature of Transaction	Total	
		2014	2013
1	Loans taken		
	Shravan Developers Private Limited	27,45,00,000	15,00,000
2	Loans given		
	Satra Property Developers Private Limited	28,12,00,000	50,18,86,000
3	Interest income		
	Satra Property Developers Private Limited	71,30,817	1,30,14,116
4	Receiving of services		
	Praful N. Satra- Office Rent	1,18,38,240	1,18,38,244
	Satra Property Development Private Limited	2,98,80,249	3,71,28,351
5	Purchase of property		
	Shravan Developers Private Limited	-	30,17,00,000
6	Rendering of services		
	Satra Buildcon Private Limited	4,65,75,012	-
7	Refundable advances received against property		
	Satra Property Developers Private Limited	75,00,000	-
8	Share warrants issued		
	Rushabh P. Satra	78,00,000	-
	Vrutika P. Satra	58,50,000	-
	Satra Land Development Private Limited	52,00,000	-
	Satra Infrastructure Development Private Limited	32,50,000	-
9	Deposit received		
	Satra Buildcon Private Limited	75,00,000	-
	Outstanding balances receivable		
1	Loans alongwith the net interest		
	Satra Property Developers Private Limited	1,59,40,575	16,15,57,843
	Satra International Realtors Limited	48,75,11,652	49,21,82,435
	C. Bhansali Developers Private Limited	12,21,89,131	12,21,89,131
2	Deposit		
	Praful N. Satra	21,50,000	21,50,000
3	Advances given		
	C. Bhansali Developers Private Limited	40,00,000	40,00,000
4	Sundry Debtors		
	Satra Buildcon Private Limited	4,47,12,012	-
	Outstanding balances payable		
1	Loans alongwith the net interest		
	Shravan Developers Private Limited	19,64,80,000	-
2	Deposit		
	Satra Buildcon Private Limited	75,00,000	-
3	Sundry creditors		
	Praful N. Satra (for office rent)	35,64,320	13,32,800
	Satra Property Development Private Limited	66,28,308	1,75,45,654



NOTES TO THE FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

34. MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, there are no parties registered as Micro, Small and Medium Enterprises.

	2014	2013
Principal amount remaining unpaid to any supplier as at the period end	-	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-

35. OTHER MATTERS

Information with regard to other matters specified in Revised Schedule VI of the Act, is either nil or not applicable to the Company for the year.

36. DISCLOSURE AS PER CLAUSE 32 OF THE LISTING AGREEMENT

i. Particulars in respect of loans and advances to subsidiary companies:

Name of the Company	Balance as at		Maximum outstanding during the year	
	2014	2013	2014	2013
1 Satra International Realtors Limited	48,75,11,652	49,21,82,435	49,21,82,435	49,21,82,435
2 Satra Property Developers Private Limited	1,59,40,575	16,15,57,843	16,15,57,843	19,26,05,144
3 Satra Infrastructure and Land Developers Private Limited	-	-	-	65,00,000

ii. Particulars of loans and advances to companies in which director(s) is a director or member:

Name of the Company	Balance as at		Maximum Outstanding during the year	
	2014	2013	2014	2013
1 C. Bhansali Developers Private Limited	12,61,89,131	12,61,89,131	12,61,89,131	12,61,89,131

iii. Particulars of loans and advances where there is no repayment schedule:

Name of the Company	Balance as at		Maximum Outstanding during the year	
	2014	2013	2014	2013
1 Cine Line Exports Private Limited	1,87,38,608	1,69,12,101	1,87,38,608	1,69,12,101

37. Based on confirmation obtained by management, the Company had written back provision of interest on unsecured borrowings of ₹ 14,60,62,000 on account of renegotiation of terms with two lenders during the previous financial year.

38. The auditors had made a remark regarding the Borivali project wherein construction cost arising out of significant change in structural plan of the project had been included in work-in-progress instead of charging to statement of profit and loss. The Management is of the view that during the financial year ended 2008-09, the Company had changed the structural plan of the project to improve the overall profitability. As a result, in order to facilitate the construction as per revised plan, certain existing structures at the site had been demolished during the year ended 31 March, 2009. During the year ended 31 March 2014 the Company sold all the remaining units of the said project and consequently charged balance cost of construction of ₹ 5,85,31,369 to its statement of profit and loss leaving no inventory of units to be sold, thus resolving auditor's remarks of earlier periods.

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)

39. TRANSFER PRICING

The Company's management is of the opinion that its international transactions are at arm's length as per the independent accountants report for the year ended 31 March 2013. Further, the Indian Finance Bill, 2012 had sought to bring in certain class of domestic transactions in the ambit of the transfer pricing regulations with effect from 1 April 2012. The management has commenced discussions with their tax consultants to carry out a detailed domestic transfer pricing study for the year ended 31 March 2014 (which will include the determination of arm's length pricing and maintaining appropriate documentation) in accordance with these regulations. Management continues to believe that its international transactions post March 2013 and the specified domestic transactions covered by the new regulations continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on the amount of tax expense and that of provision of taxation.

40. PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped/reclassified wherever necessary, to conform to current year's classification;

- Refund adjusted against provision for taxation (net of advance tax) grouped under Short-term provisions of ₹ 1,41,01,615 (2013: ₹ 1,41,01,615) have been reclassified as advance tax and tax deducted at source grouped under Long-term loans and advances.
- Unsecured borrowings 'from others' grouped under Short-term borrowings of ₹ 7,98,71,213 (2013: ₹ 7,98,71,213) have been reclassified as interest accrued and due on borrowings 'Inter corporate loans' grouped under Other current liabilities.

As per our report of even date attached.

For **Bhuta Shah & Co.**
Chartered Accountants
 Firm's Registration No.: 101474W

For **B S R & Associates LLP**
Chartered Accountants
 Firm's Registration No.: 116231W

For and on behalf of the Board of Directors
Satra Properties (India) Limited

CA. Mitesh Kothari
Partner
 Membership No.: 110822

Bhavesh Dhupelia
Partner
 Membership No.: 042070

Vidyadhar D. Khadilkar
Director

Praful N. Satra
*Chairman and
 Managing Director*

Bhavesh V. Sanghavi
Chief Financial Officer

Manan Y. Udani
Company Secretary

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014



Independent Auditors' Report

**To the Board of Directors of
Satra Properties (India) Ltd.**

Report on the financial statements

We have audited the accompanying consolidated financial statements of Satra Properties (India) Limited (the "Company") and its subsidiaries and associates as listed in Note 1 to the consolidated financial statements (collectively referred to as the "Group"), which comprise of the consolidated balance sheet as at 31 March 2014, 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 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 Group in accordance with the accounting principles generally accepted in India; this 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.

The consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard-21 on Consolidated Financial Statements, Accounting Standard-23 on Accounting for Investment in Associates in Consolidated Financial Statements and Accounting Standard-27 on Financial reporting of interests in Joint Ventures as prescribed by the Companies (Accounting Standard) Rules, 2006, issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards ("NACAS"), 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, to the extent applicable.

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 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 results are free from material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, 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 Group's preparation and 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, but not for the purposes of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the 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 qualified audit opinion.

Basis for Qualified Opinion

1. *Based on the consideration of the reports of one of the joint auditors on the financial statements of one of its subsidiaries, in the case of Maharashtra Chamber of Housing Industry (MCHI) and Ors. V/s The State of Maharashtra & Ors, the Honorable High Court, Mumbai has upheld the constitutional validity for charging Value Added Tax ('VAT') on sale of flats, shops, etc, under construction. Though, the subsidiary company has recognized the VAT liability, it has not recognized the interest accrued on VAT amounting to ₹ 4,99,95,054, as a result of which, finance costs is understated and profit for the year in the consolidated statement of profit and loss is overstated by ₹ 4,99,95,054. Consequently, the reserves and surplus are overstated by ₹ 4,99,95,054 and current liabilities are understated by ₹ 4,99,95,054.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of one of the joint auditors on the financial statements of the subsidiaries and associates as noted under the 'Other Matter' paragraph below, except for the effects of the matter described under the 'Basis for Qualified Opinion' paragraph above, 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:

- (i) *in the case of the consolidated balance sheet, of the state of affairs of the Group as at 31 March 2014;*
- (ii) *in the case of the consolidated statement of profit and loss, of the profit of the Group for the year ended on that date; and*
- (iii) *in the case of the consolidated cash flow statement, of the cash flows of the Group for the year ended on that date.*

Other matter

The financial statements of the subsidiaries of the Company for the year ended 31 March 2014 have been audited by one of the joint auditors, M/s. Bhuta Shah & Co. These audited financial statements have been approved by the respective Board of Directors of the companies, and our opinion, in so far as it relates to the amount included in respect of the subsidiaries, is based solely on such approved financial statements. The attached consolidated financial statements include assets of ₹ 5,59,53,02,199 as at 31 March 2014 and revenues of ₹ 11,68,65,942 and cash inflows amounting to ₹ 62,90,925 for the year ended on that date in respect of the aforementioned subsidiaries.

We have relied upon the unaudited financial statements of certain associates whose financial statements reflect Group's share of profit of ₹ Nil for the year ended on 31 March 2014. These unaudited financial statements as certified by the respective managements of those companies have been furnished to us by the management, and our opinion, in so far as it relates to the amounts included in respect of the associates, is based solely on such unaudited financial statements certified by the management.

For Bhuta Shah & Co.

Chartered Accountants

Firm's Registration No.: 101474W

CA. Mitesh Kothari

Partner

Membership No.: 110822

Mumbai

30 May 2014

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No.: 116231W

Bhavesh Dhupelia

Partner

Membership No.: 042070

Mumbai

30 May 2014

SATRA PROPERTIES (INDIA) LIMITED

CONSOLIDATED BALANCE SHEET as at 31 March 2014

(Currency: Indian Rupees)			
	Notes	2014	2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	3	32,27,16,000	39,67,16,000
Reserves and surplus	4	72,61,91,094	72,68,88,476
Money received against share warrants	5	2,21,00,000	-
		1,07,10,07,094	1,12,36,04,476
Minority interest		1,62,945	-
NON-CURRENT LIABILITIES			
Long-term borrowings	6	1,15,43,638	55,10,626
Deferred tax liabilities	7	45,883	-
Long-term provisions	8	22,29,312	12,63,301
		1,38,18,833	67,73,927
CURRENT LIABILITIES			
Short-term borrowings	9	4,38,78,33,101	2,37,57,89,790
Trade payables	10	85,15,10,983	34,04,46,844
Other current liabilities	11	1,62,14,84,936	1,56,14,17,581
Short-term provisions	12	29,30,37,172	32,54,64,424
		7,15,38,66,192	4,60,31,18,639
		8,23,88,55,064	5,73,34,97,042
ASSETS			
NON-CURRENT ASSETS			
Fixed assets			
- Tangible assets	13	3,52,37,973	2,90,96,757
- Intangible assets		48,15,590	-
Non-current investments	14	83,77,67,017	9,35,420
Deferred tax assets	15	74,35,467	74,21,747
Long-term loans and advances	16	2,19,47,670	4,61,854
Other non-current assets	17	7,78,540	18,78,539
		90,79,82,257	3,97,94,317
CURRENT ASSETS			
Inventories	18	3,95,99,16,777	2,24,24,42,986
Trade receivables	19	1,32,97,19,998	1,25,12,54,996
Cash and bank balances	20	7,40,10,903	5,46,31,341
Short-term loans and advances	21	1,78,79,85,375	2,01,97,46,269
Other current assets	22	17,92,39,754	12,56,27,133
		7,33,08,72,807	5,69,37,02,725
		8,23,88,55,064	5,73,34,97,042
Significant accounting policies	2		
Notes to the financial statements	1-44		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**

Chartered Accountants

Firm's Registration No.: 101474W

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Bhavesh Dhupelia

Partner

Membership No.: 042070

CA. Mitesh Kothari

Partner

Membership No.: 110822

Vidyadhar D. Khadilkar

Director

Manan Y. Udani

Company Secretary

Mumbai, 30 May 2014

Praful N. Satra

Chairman and

Managing Director

Bhavesh V. Sanghavi

Chief Financial Officer

Mumbai, 30 May 2014

Mumbai, 30 May 2014



CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2014

(Currency: Indian Rupees)			
	Notes	2014	2013
INCOME			
Revenue from operations	23	94,16,05,489	84,37,67,276
Other income	24	8,15,70,701	25,16,55,365
Total income		1,02,31,76,190	1,09,54,22,641
EXPENSES			
Cost of materials consumed	25	3,07,09,52,834	65,76,91,162
(Increase)/decrease in inventories of construction work-in-progress and unsold units	26	(2,48,42,54,244)	(9,17,66,852)
Employee benefits expenses	27	2,62,14,018	2,21,98,682
Finance costs	28	28,09,10,655	34,74,75,434
Depreciation and amortisation	13	62,34,161	53,63,017
Other expenses	29	4,59,78,946	7,06,25,745
Total expenses		94,60,36,370	1,01,15,87,189
Profit before tax		7,71,39,820	8,38,35,452
Tax expenses:			
Current Tax		4,56,10,000	4,35,73,700
Prior year (credit)/charge of current tax		1,33,85,717	1,25,42,941
Deferred tax charge/(credit)		32,163	(1,67,665)
Profit after tax		1,81,11,940	2,78,86,476
Less: Profit attributable to Minority interest		98,312	-
		1,80,13,628	2,78,86,477
Profit attributable to equity shareholders			
Earnings per equity share (₹)			
Basic and diluted (face value of ₹ 2 per share)	30	0.11	0.13
Significant accounting policies			
Notes to the financial statements	1-44		

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**
Chartered Accountants
Firm's Registration No.: 101474W

For and on behalf of the Board of Directors
Satra Properties (India) Limited

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Partner
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Director

Praful N. Satra
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Managing Director

Manan Y. Udani
Company Secretary

Bhavesh V. Sanghavi
Chief Financial Officer

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014

SATRA PROPERTIES (INDIA) LIMITED

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2014

(Currency: Indian Rupees)

	2014	2013
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	7,71,39,820	8,38,35,453
Adjusted for:		
Depreciation and amortisation	62,34,161	53,63,017
Dividend income	-	(3,750)
Loss on sale of fixed assets	3,63,328	-
Interest income	(7,45,38,888)	(8,20,70,331)
Net foreign exchange fluctuation	61,74,927	25,85,572
Finance costs	28,09,10,655	34,74,75,427
	21,91,44,183	27,33,49,935
Operating profit before working capital changes	29,62,84,003	35,71,85,388
Changes in working capital		
(Increase) in inventories	(2,29,61,18,670)	(5,50,53,367)
Decrease/(increase) in trade receivables	(7,73,65,003)	40,25,36,037
Decrease/(increase) in short-term loans and advances	31,23,06,923	(6,90,04,285)
(Increase) in long-term loans and advances	(72,47,201)	-
Increase/(decrease) in trade payables	60,07,68,610	(6,69,22,289)
Increase in long-term provisions	9,66,011	54,278
Increase/(decrease) in short-term provisions	1,45,21,187	2,59,971
(Decrease)/increase in other current liabilities	(21,13,47,053)	49,20,20,920
	(1,66,35,15,196)	70,38,91,265
Cashflows generated from operations	(1,36,72,31,193)	1,06,10,76,653
Taxes paid (net of refund)	(13,37,66,456)	(12,61,11,095)
Net cash flows (used in)/generated from operating activities	(1,50,09,97,649)	93,49,65,558
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(1,60,57,528)	(96,36,952)
Sale of fixed assets	14,50,735	-
Investment purchased	(50,87,500)	(2,50,000)
Loans given	-	(8,02,61,430)
Loans repaid	-	12,90,000
Foreign exchange fluctuation	-	(25,85,564)
(Increase) in investment in fixed deposits (including earmarked balances)	(2,77,29,794)	(2,50,825)
Dividend received	-	3,750
Interest received	1,21,40,849	99,05,466
Net cashflows (used in) investing activities	(3,52,83,238)	(8,17,85,555)
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Money received against share warrants	2,21,00,000	-
Proceeds from issue of equity shares	96,070	-
Redemption of preference shares	(7,40,00,000)	-
Repayment of long-term borrowings	(36,10,555)	(26,44,334)
Proceeds from long-term borrowings	1,02,90,146	82,00,000
Repayment of short-term borrowings	(4,45,55,68,768)	(2,29,49,88,559)
Proceeds from short-term borrowings	6,40,71,21,911	1,83,81,31,730
Dividend paid	(2,22,22,738)	(2,20,55,800)
Foreign exchange fluctuation	(61,74,927)	-
Finance costs paid	(35,06,41,843)	(37,76,53,933)
Net cash flows generated from/(used in) financing activities	1,52,73,89,296	(85,10,10,896)
Net (decrease)/increase in cash and cash equivalents	(88,91,591)	21,69,107
Cash and cash equivalents, beginning of year	2,91,29,900	2,69,60,793
Add: Upon addition of Subsidiaries	5,41,359	-
Cash and cash equivalents, end of year	2,07,79,668	2,91,29,900
Components of cash and cash equivalents		
Cash on hand	32,80,776	26,37,098
Balances with banks		
-On current accounts	89,98,892	2,17,02,802
-On deposits accounts (with original maturity of 3 months or less)	85,00,000	47,90,000
	2,07,79,668	2,91,29,900

Notes:

1. Cash flow statement has been prepared using the indirect method as prescribed in Accounting Standard -3

As per our report of even date attached.

For **B S R & Associates LLP**

Chartered Accountants

Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**

Chartered Accountants

Firm's Registration No.: 101474W

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Bhavesdh Dhupelia

Partner

Membership No.: 042070

CA. Mitesh Kothari

Partner

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Vidyadhar D. Khadilkar

Director

Praful N. Satra

Chairman and

Managing Director

Manan Y. Udani

Company Secretary

Bhavesdh V. Sanghavi

Chief Financial Officer

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2014

(Currency: Indian Rupees)

1 COMPANY OVERVIEW

The Company was incorporated on 30 May 1983 as Express Leasing Limited. The name of the Company was changed to Satra Properties (India) Limited ("the Company") on 8 December 2005. The Company and its subsidiaries are engaged in the business of real estate development and trading in properties and transferable development rights.

1.1 Principles of consolidation

The consolidated financial statements relate to the Company and all of its subsidiary companies and companies controlled, that is, companies over which the Company exercises control / joint control over ownership and voting power and the associates and joint venture (herein after collectively referred to as the "Group"). The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and resultant unrealized profits or losses in accordance with the Accounting Standard – 21 "Consolidated Financial Statements" prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, which as per a clarification issued by the Ministry of Corporate Affairs continue to apply under Section 133 of the Companies Act, 2013 (which has super ceded Section 211(3C) of the Companies Act, 1956 w.e.f. 12 September 2013) to the extent applicable.
- b) In case of foreign subsidiaries, revenue items are consolidated at the average exchange rate prevailing during the year. All monetary assets and liabilities are converted at the exchange rate prevailing at the end of the year and non-monetary assets and liabilities at the exchange rate prevailing on the date of the transaction. Any exchange difference arising on consolidation of integral foreign operation is recognised in the statement of profit and loss.
- c) Investments in subsidiaries are eliminated and differences between the costs of investment over the net assets on the date of the investment in subsidiaries are recognised as goodwill or capital reserve, as the case may be.
- d) The difference between the proceeds from disposal of investment in a subsidiary or in a company, controlled by the Company, and the proportionate carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated statement of profit and loss as the profit or loss on disposal of investment in subsidiaries.
- e) Investment in associates, where the Company directly or indirectly through subsidiaries holds 20% or more of equity, are accounted for using equity method in accordance with Accounting Standard – 23 "Accounting for investments in associates in consolidated financial statements". The Company accounts for its share in the change of the net assets of the associates, post acquisition after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its statement of profit and loss to the extent such change is attributable to the Associates' statement of profit and loss, based on available information. The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as goodwill or capital reserve as the case may be.
- f) If, under the equity method, the Company's share of losses of an associate equals or exceeds the carrying amount of the investment, the Company discontinues recognizing its share of further losses and the investment is reported at nil value. Additional losses are provided for to the extent that the Company has incurred obligations or made payments on behalf of the associate to satisfy obligations of the associate that the Company has guaranteed or to which the Company is otherwise committed. If the associate subsequently reports profits, the Company resumes including its share of those profits only after its share of the profits equals the share of net losses that have not been recognised.
- g) Goodwill on consolidation is amortised over a period of 5 years from the date of acquisition/investment.
- h) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's stand alone financial statements.

The list of subsidiary companies which are included in the consolidated financial statements are as under:

Name of the Company	Country of incorporation	% holding
Satra Property Developers Private Limited	India	100%
Satra Buildcon Private Limited	India	51%
Satra Lifestyles Private Limited	India	100%
Satra Estate Development Private Limited	India	100%
Satra Infrastructure and Land Developers Private Limited	India	100%
RRB Realtors Private Limited	India	87.5%
Satra Realty and Builders Limited*	India	100%
Satra International Realtors Limited	United Arab Emirates	100%

* (Formerly known as Satra DLH Reality & Builders Limited)

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2014

(Currency: Indian Rupees)

The list of associate companies considered in the consolidated financial statements is as under:

Name of the Company	Country of Incorporation	% holding
C. Bhansali Developers Private Limited	India	20%
Deepmala Infrastructure Private Limited	India	26%

Investments other than in Subsidiaries and Associates are accounted as per Accounting Standard 13 – “Accounting for Investments”.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to the periods presented in these financial statements.

2.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared and presented on the accrual basis of accounting and comply with the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, the relevant provisions of the Companies Act, 1956 which as per a clarification issued by Ministry of Corporate Affairs continue to apply under section 133 of the Companies Act, 2013 (which has super ceded Section 211(3C) of the Companies Act, 1956 w.e.f. 12 September 2013) and other accounting principles generally accepted in India, to the extent applicable.

2.2 Current / Non-current classification

The assets and liabilities are classified into Current or Non-current.

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

- (a) it is expected to be realised in, or is intended for sale or consumption in, the entity’s normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the balance sheet date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for atleast twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity’s normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the balance sheet date; or
- (d) the Group does not have an unconditional right to defer settlement of the liability for atleast twelve months after the reporting date. Terms of a liability that could at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification..

All other liabilities are classified as non-current.

Operating cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 3 to 4 years for the purpose of current / non-current classification of assets and liabilities.

2.3 Use of Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.4 Fixed assets and depreciation / amortisation and capital work-in-progress

Tangible assets

Tangible fixed assets are carried at cost of acquisition or construction less accumulated depreciation and/or accumulated impairment loss, if any. The cost of an item of tangible fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditures related to an item of tangible fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2014

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Depreciation is provided on the written down value method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid Schedule XIV, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. Depreciation is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Plant and equipment and furniture and fixtures, costing individually ₹ 5,000 or less, are depreciated fully in the year of purchase.

A fixed asset is eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal.

2.5 Impairment of assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.6 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long-term investments. However, that part of long term investments which is expected to be realized within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current / non-current classification scheme of revised Schedule VI.

Long-term investments (including current portion thereof) are carried at cost less any other-than-temporary diminution in value, determined separately for each individual investment.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the statement of profit and loss.

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, borrowing cost and costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, and construction overheads are taken as the cost of the project.

Investment property under construction

Profit or loss on sale of investments is determined on the basis of weighted average carrying amount of investments disposed off.

Property that is being constructed for future use as investment property is accounted for as Investment property under construction until construction or development is complete.

Investment property under construction represents the cost incurred in respect of areas under construction of the real estate development projects less impairment losses, if any.

2.7 Inventories

Direct expenses like cost of land, site labour cost, material used for project construction, project management consultancy, costs for moving the plant and machinery to the site and general expenses incurred specifically for the respective project like insurance, design and technical assistance, borrowing costs and construction overheads are taken as the cost of the construction work-in-progress.

Material at site comprises of building material, components and stores and spares.

Stock-in-trade comprises of completed projects that are unsold.

Inventories are valued as lower of cost and net realizable value. Cost is determined on the first in first out ("FIFO") basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.8 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed beyond reasonable time due to, other than temporary interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
for the year ended 31 March 2014

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.9 Employee benefits

(a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related service.

(b) Post employment benefits

Defined contribution plans:

The Group makes specified monthly contributions towards employee provident fund. The Group's contribution paid / payable under the schemes is recognized as an expense in the statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plan:

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on government securities as at the balance sheet date.

When the calculation results in a benefit to the Group, the recognized asset is limited to the net total of any unrecognized actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Actuarial gains and losses are recognized immediately in the statement of profit and loss.

2.10 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Income from real estate sales is recognized on the transfer of all significant risks and rewards of ownership to the buyers and it is not unreasonable to expect ultimate collection and no significant uncertainty exists regarding the amount of consideration. However if, at the time of transfer substantial acts are yet to be performed under the contract, revenue is recognized on proportionate basis as the acts are performed, i.e., on the percentage of completion basis.

Revenue from constructions contracts, where the outcome can be estimated reliably, is recognised under the percentage of completion method by reference to the stage of completion of the contract activity. The stage of completion is measured by calculating the proportion that costs incurred to date bear to the estimated total costs of a contract.

Unbilled work-in-progress valued at lower of cost ad net realizable value up-to the stage of completion. Cost includes direct material, labour cost and appropriate overheads

Determination of revenues under the percentage of completion method necessarily involves making estimates by the management some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project/activity and the foreseeable losses to completion. The estimates of cost are periodically reviewed by the management and the effect of changes in estimates is recognised in the period such changes are recognised. When the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

Revenue from trading activity, property as well as Transferable Development Rights (TDR), is recognized when significant risk and rewards of the property/TDR are transferred to the buyer, as demonstrated by transfer of physical possession and transfer of the title in the property/TDR.

In view of the nature of service rendered, revenue is recognized provided the consideration is reliably determinable and no significant uncertainty exists regarding the amount of consideration.

Interest income is recognized on time proportion basis.

Dividend income is recognized when the right to receive dividend is established.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2014

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.11 Taxation

Income tax expense comprises of current income tax and deferred tax charge or credit.

Current tax provision is made annually based on the tax liability computed in accordance with the provisions of the Income Tax Act, 1961.

The deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period) and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realized.

2.12 Foreign currency transactions

Foreign exchange transactions are recorded at the spot rates on the date of the respective transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the closing exchange rates on that date; the resultant exchange differences are recognized in the statement of profit and loss. Non-monetary asset such as investments in equity shares, etc. are carried forward in the balance sheet at costs.

2.13 Operating lease

Lease rentals in respect of assets acquired on operating leases are recognized in the statement of profit and loss on a straight line basis over the lease term.

2.14 Earnings per share (EPS)

The basic EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.15 Provisions and contingent liabilities

The Group creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are not recognized in the financial statements.

SATRA PROPERTIES (INDIA) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

(Currency: Indian Rupees)

	2014	2013
3. SHARE CAPITAL		
Authorised capital:		
21,00,00,000 (2013: 21,00,00,000) equity shares of ₹ 2 each	42,00,00,000	42,00,00,000
80,00,000 (2013: 80,00,000) 8% cumulative redeemable preference shares of ₹ 10 each	8,00,00,000	8,00,00,000
	50,00,00,000	50,00,00,000
Issued, subscribed and paid-up:		
16,13,58,000 (2013: 16,13,58,000) equity shares of ₹ 2 each, fully paid-up	32,27,16,000	32,27,16,000
NIL (2013: 74,00,000) 8% cumulative redeemable preference shares of ₹ 10 each, fully paid-up	-	7,40,00,000
	32,27,16,000	39,67,16,000

Sub-notes:

1. The reconciliation of the number of equity shares and preference shares outstanding as at the year-end is set as below:

	31 March 2014		31 March 2013	
Equity shares	Number of equity shares (units)	Amount	Number of equity shares (units)	Amount
At the beginning and at the end of the year	16,13,58,000	32,27,16,000	16,13,58,000	32,27,16,000
	31 March 2014		31 March 2013	
Preference shares	Number of preference shares (units)	Amount	Number of preference shares (units)	Amount
At the beginning of the year	74,00,000	7,40,00,000	74,00,000	7,40,00,000
Redeemed during the year	74,00,000	7,40,00,000	-	-
At the end of the year	-	-	74,00,000	7,40,00,000

2. Rights, preferences and restrictions attached to shares

Equity shares:

The Company has only one class of equity shares having a face value of ₹ 2 each. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended 31 March 2014, the Company has proposed final dividend of ₹ 0.10 per equity share (2013: final dividend of ₹ 0.10 per equity share). In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

Preference shares:

74,00,000 8% cumulative redeemable preference shares of ₹ 10 each were redeemable at par on 2 February 2014 with an option to the Company to exercise put/call option for early redemption. Preference shares carried a preferential right as to dividend over equity shareholders. Where dividend on cumulative preference shares is not declared for a financial year, the entitlement thereto is carried forward. The preference shares are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights. However, a cumulative preference shareholder acquires voting rights on par with an equity shareholder if the dividend on preference shares has remained unpaid for a period of not less than two years. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has redeemed all its preference shares as per schedule during the year.

3. The details of shareholders holding more than 5% of the equity shares of the Company as at year end is as below:

Name of equity shareholder	31 March 2014		31 March 2013	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Praful N. Satra	7,37,98,106	45.74	7,37,98,106	45.74
Minaxi P. Satra	3,75,37,356	23.26	3,75,37,356	22.28
Anil B. Mehta	91,54,450	5.67	91,54,450	5.67



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(Currency: Indian Rupees)

4. The details of shareholders holding more than 5% of the preference shares of the Company as at year end is as below:

Name of preference shareholder	31 March 2014		31 March 2013	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Praful N. Satra	-	-	45,00,000	60.81
Minaxi P. Satra	-	-	25,00,000	33.78
Anil B. Mehta	-	-	4,00,000	5.41

	2014	2013
4. RESERVES AND SURPLUS		
Capital reserves		
Reserve on amalgamation (at the commencement and end of the year)	2,17,96,437	2,17,96,437
Securities premium reserve (at the commencement and end of the year)	10,80,00,000	10,80,00,000
Debenture redemption reserve		
At the commencement of the year	8,90,00,000	3,90,00,000
Less: Transferred to general reserve	(8,90,00,000)	-
Add: Transferred from segment of profit and loss	4,00,00,000	5,00,00,000
At the end of the year	4,00,00,000	8,90,00,000
Capital redemption reserve		
At the commencement of the year	-	-
Add: Transferred in the current year from general reserve	7,40,00,000	-
At the end of the year	7,40,00,000	-
General reserve	14,14,58,822	14,14,58,822
Add: Transferred in the current year from debenture redemption reserve	8,90,00,000	-
Less: Transferred in the current year to capital redemption reserve	(7,40,00,000)	-
At the end of the year	15,64,58,822	14,14,58,822
Surplus in the statement of profit and loss		
At the commencement of the year	36,66,75,638	41,43,80,544
Add: Profit for the year	1,80,13,628	2,78,86,476
	38,46,89,266	44,22,67,020
Less: Appropriations		
Proposed dividend on preference shares	-	59,20,000
Tax on proposed dividend on preference shares	-	9,60,372
Proposed dividend on equity shares	1,61,35,800	1,61,35,800
Tax on proposed dividend on equity shares	26,17,631	26,17,631
Transfer to debenture redemption reserve	4,00,00,000	5,00,00,000
Total appropriations	5,87,53,431	7,56,33,803
Net surplus in the statement of profit and loss	32,59,35,835	36,66,33,217
	72,61,91,094	72,68,88,476
5. MONEY RECEIVED AGAINST SHARE WARRANTS		
1,70,00,000 share warrants allotted with an option to convert into equivalent equity share [refer note 5(i)]	2,21,00,000	-
	2,21,00,000	-

(i) The Company has allotted 1,70,00,000 warrants of issue price of ₹ 5.20/- each with an option to convert each warrant into one equity share of Nominal Value of ₹ 2/- each at a price of ₹ 5.20 per share, including premium of ₹ 3.20 per share to the promoter group on preferential basis. The Company has received 25% of issue price and the balance 75% of the issue price is receivable upon exercise of rights by the allottees to apply for equity shares within a period of 18 months from the date of allotment of warrants.

SATRA PROPERTIES (INDIA) LIMITED

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as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
6. LONG-TERM BORROWINGS		
Secured Borrowings		
From Banks		
- Vehicle loans [refer note 6(i)]	42,50,102	55,10,626
From Others		
- Vehicle loans [refer note 6(i)]	72,93,536	-
	1,15,43,638	55,10,626
Notes:		
i) Vehicle loans are secured by hypothecation of the respective vehicles purchased. The loans are repayable in equated monthly installments of ranging from ₹ 39,068 to ₹ 1,74,988 beginning from the month subsequent to the taking of the loan. The last instalment for various loans are due in December 2015 to April 2018 respectively.		
7. DEFERRED TAX LIABILITIES		
The components of deferred tax balances are as follows:-		
- Difference between book depreciation and depreciation as per Income Tax Act, 1961	62,801	-
- On provision allowable on a payment basis under the Income Tax Act, 1961	(16,918)	-
	45,883	-
8. LONG-TERM PROVISIONS		
Provision for employee benefits		
Provision for gratuity [refer note 39]	22,29,312	12,63,301
	22,29,312	12,63,301
9. SHORT-TERM BORROWINGS		
Secured borrowings		
NIL (2013:5,164) redeemable non-convertible debentures of ₹ 1,00,000 each [refer note 9(ii) & 9(xvi)]	-	51,64,00,000
3,850 (2013:NIL) redeemable non-convertible debentures of ₹ 1,00,000 each [refer note 9(i) & 9(xvi)]	38,50,00,000	-
From banks		
Term Loan [refer note 9(v) & 9(xvi)]	-	2,08,65,293
Bank overdraft [refer note 9(ix), 9(x) & 9(xi)]	2,23,17,246	1,94,45,320
From others [refer note 9(iii), 9 (iv), 9(vi), 9(vii), 9(xii), 9(xiv), 9(xiii), 9(xvi)]	2,17,58,18,090	58,22,93,000
Unsecured borrowings		
From banks		
- term loan [refer note (viii)]	7,49,00,000	5,50,00,000
From related parties [refer note 38]	56,30,07,723	2,58,75,000
From others [refer note 9(xv), 9(xvi) & 9(vi)]	1,16,67,90,042	1,15,59,11,177
	4,38,78,33,101	2,37,57,89,790

Notes:

A. Details of security on loans

- Non-Convertible Debentures (NCD) are secured against first equitable mortgage over the leasehold rights on plot at Jodhpur and charge over escrow account on receivable from project situated at Jodhpur. The interest on debentures is 18% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable after completion of 12 months from the end of the month of allotment of debentures i.e. due dates ranging from April 2015 to July 2015.
- Non Convertible Debentures were secured against a first and exclusive mortgage and charge over the unsold units, development rights, receivables and charge over escrow account on receivables from the project situated at Borivali. The interest on debentures was 23% p.a payable quarterly. These debentures were redeemable in five installments of ₹ 18.60 crores each due in September 2012, December 2012 and three installments due on or before 31 March 2014 and these have been redeemed during the year.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

(Currency: Indian Rupees)

- (iii) ₹ 49.97 crore is secured against exclusive mortgage on residential project at Upper Chembur, Mumbai alongwith charge on scheduled & additional receivables, insurance receipts from the project, escrow account of receivables. The loan carries an interest rate of 18% p.a. alongwith 5% revenue sharing. Repayable in 8 equal quarterly installments of ₹ 7.5 crores starting from March, 2015.
 - (iv) Term loan of ₹ 20 crores carries an interest rate of 12% p.a. payable on monthly rest and principal repayable on 13 August 2014. The term loan is secured against personal assets of a director.
 - (v) ₹ 2.09 crores was secured against mortgage of some units of property situated at Bhandup, receivables thereon.
 - (vi) Loan of ₹ 75 crores is secured by way of mortgage of the property situated at Matunga, Mumbai by way of deposit of title deed. Principal is repayable within 36 months from the date of each disbursement starting June, 2016. Last installment is due in December, 2016.
 - (vii) ₹ 32.50 crore is secured against registered mortgage on sale component to be generated on consumption of free sale FSI in slum rehabilitation project at Ghatkopar, Mumbai, except area coming to the share of joint venture partners alongwith charge on scheduled & additional receivables, insurance receipts from the project and escrow account of receivables. The loan carries an interest rate of 24% p.a. payable on quarterly basis. Repayable in 6 equal quarterly installments of ₹ 5.42 crores each starting from May 2015.
 - (viii) The loan is repayable in 8 equated quarterly installments of ₹ 1 crore beginning from October, 2013 and last installment of ₹ 0.50 crores. The last installements is due in October 2015.
 - (ix) Bank overdraft of ₹ 1.27 (2013: 0.50) crores is secured against fixed deposits and interest rate is bank rate plus 2%.
 - (x) Bank overdraft of ₹ Nil (2013: ₹ 1.44) crores was secured against subservient charge on all current assets and fixed deposits and interest rate was BPLR plus 50 basis points. Overdraft was repayable in four installments ranging from ₹ 2 crores to ₹ 5.25 crores starting from December 2011 to May 2013.
 - (xi) Overdraft facility from bank of ₹ 0.95 crores is secured against fixed deposit of ₹ 1.35 crores with the same bank.
 - (xii) ₹ 27.61 (2013: ₹ 48.22) crores is secured against registered mortgage on land at Kalina, Mumbai alongwith charge on Escrow account of receivables of other projects. Further, unsold units of two projects have been mortgaged. The loan carries an interest rate of 24% p.a. and is fully repayable on or before 30 September 2014.
 - (xiii) Term loan of ₹ 32.50 crores is secured by way of first and exclusive charge on project situated at Borivali and receivables of the project and carries an interest rate of 19% p.a. payable quarterly. The loan is repayable in 4 equal quarterly installments of ₹ 8.125 crores starting from May 2015.
 - (xiv) Term loan of ₹ 10 crores carried an interest @ 24% p.a. payable quarterly and was repayable in 10 equal monthly installments of ₹ 1 crore each starting from April 2014. However the said term has been repaid before the agreed repayment schedule.
 - (xv) ₹ 0.65 crores term loan carries an interest rate of 19% p.a. which was payable in lumpsum by 8 September 2013. However, the tenor for principal repayment has been extended and the revised principal repayment will be in lumpsum by 7 September, 2014.
 - (xvi) All the above term loans, the bank overdraft and the debentures are secured by personal guarantees of directors/shareholders of the Company.
 - (xvii) Unsecured loans are repayable on demand and carrying interest ranging upto 18% p.a.
- B.** Refer note 33 for default in payment of short-term borrowings and interest thereon, if any.

10. TRADE PAYABLES

Dues to Micro and small enterprises [refer note 39]
Others

-	-
85,15,10,983	34,04,46,844
85,15,10,983	34,04,46,844

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as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
11. OTHER CURRENT LIABILITIES		
Current maturities of long-term borrowings		
From bank (Secured)		
- Vehicle loan [refer note 6(i)]	27,50,654	28,26,441
From others (Secured)		
- Vehicle loans [refer note 6(i)]	12,03,256	4,80,890
Interest accrued but not due on borrowings		
- Term loan	94,628	94,628
- Debentures	44,70,411	39,04,833
Interest accrued and due on borrowings		
- Term loan	4,07,39,322	37,45,785
- Inter corporate loans	17,87,76,988	7,22,01,161
- related parties	2,92,30,573	38,64,902
Unpaid dividend*	3,01,526	4,68,464
Other payables		
- advance received against property	67,79,59,563	66,75,84,514
- refundable advances	45,54,98,214	57,75,48,214
- statutory dues payable**	10,12,53,119	16,18,35,080
- employee benefits payable	30,55,771	22,51,222
- other liabilities	12,61,50,911	6,46,11,447
	1,62,14,84,936	1,56,14,17,581

* There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

** Includes provision on account of tax deducted at source, value added tax, service tax, labour cess etc.

Details of security on loans

- (i) Vehicle loans were secured by hypothecation of the respective vehicles purchased. Payment of equated monthly installments ranging from ₹ 9,300 to ₹ 66,800 commenced from the month subsequent to taking the loan i.e. various dates between July 2008 to February 2011. The last installment for the various loans range from March 2013 to December 2013.

12. SHORT-TERM PROVISIONS

Provision for employee benefits

Provision for gratuity [refer note 37]

Other provisions

Provision for taxation [net of advance tax and tax deducted at source ₹ 22,23,79,138 (2013: ₹ 43,75,63,855)]

Provision for fringe benefits tax [net of advance tax ₹ 1,56,444 (2013: ₹ 1,56,444)]

Provision for wealth tax

Proposed dividend on preference shares

Proposed dividend on equity shares

Tax on proposed dividend

4,25,625	7,36,586
4,25,625	7,36,586
23,36,24,083	26,57,95,192
4,72,031	4,72,031
50,545	45,000
-	59,20,000
1,61,35,800	1,61,35,800
4,23,29,088	3,63,59,815
29,26,11,547	32,47,27,838
29,30,37,172	32,54,64,424

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as at 31 March 2014



(Currency: Indian Rupees)

13. FIXED ASSETS

	GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1 April 2013	Additions	Deletions/ Disposals	As at 31 March 2014	As at 1 April 2013	For the year On Deletions/ Disposals	As at 31 March 2014	As at 31 March 2014
Tangible assets								
Leasehold improvements	2,53,31,539	-	-	2,53,31,539	2,53,31,539	-	2,53,31,539	-
Plant and machinery	2,37,92,906	2,69,995	34,26,072	2,06,36,829	1,62,34,200	10,02,483	1,51,61,346	54,75,483
Computer	54,53,334	15,29,014	-	69,82,348	47,08,118	5,26,293	52,34,411	17,47,937
Furniture and fittings	36,85,911	15,21,511	-	52,07,422	28,42,056	3,65,041	32,07,097	20,00,325
Office equipment	69,48,959	13,69,887	-	83,18,846	35,11,771	5,25,901	40,37,672	42,81,174
Temporary structures	4,07,275	50,500	-	4,57,775	4,07,275	50,500	4,57,775	-
Building	26,33,240	-	-	26,33,240	3,36,175	1,14,853	4,51,028	21,82,212
Vehicles	3,20,57,878	1,13,35,869	20,48,872	4,13,44,875	1,78,43,151	55,36,426	2,17,94,033	1,95,50,842
Total	10,03,11,042	1,60,76,776	54,74,944	11,09,12,874	7,12,14,285	81,21,497	7,56,74,901	3,52,37,973
In tangible assets	2014							
Goodwill on acquisition	48,15,590							

Notes:

(i) Depreciation aggregating ₹ 18,85,910 (2013: ₹ 17,78,282) has been transferred to construction work-in-progress.

	GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 1 April 2012	Additions	Deletions/ Disposals	As at 31 March 2013	As at 1 April 2012	For the year On Deletions/ Disposals	As at 31 March 2013	As at 31 March 2013
Tangible assets								
Leasehold improvements	2,53,31,539	-	-	2,53,31,539	2,53,31,539	-	2,53,31,539	-
Plant and machinery	2,37,92,906	-	-	2,37,92,906	1,50,12,901	12,21,299	1,62,34,200	75,58,706
Computer	52,51,535	2,01,799	-	54,53,334	42,49,771	4,58,347	47,08,118	7,45,216
Furniture and fittings	36,85,911	-	-	36,85,911	26,55,563	1,86,493	28,42,056	8,43,855
Office equipment	68,12,085	1,36,874	-	69,48,959	29,67,380	5,44,391	35,11,771	34,37,188
Temporary structures	4,07,275	-	-	4,07,275	4,07,275	-	4,07,275	-
Building	26,33,240	-	-	26,33,240	2,15,277	1,20,898	3,36,175	22,97,065
Vehicles	2,27,59,599	92,98,279	-	3,20,57,878	1,32,33,280	46,09,871	1,78,43,151	1,42,14,727
Total	9,06,74,090	96,36,952	-	10,03,11,042	6,40,72,986	71,41,299	7,12,14,285	2,90,96,757

Notes:

(i) Depreciation aggregating ₹ 17,78,282 (2012: ₹ 35,43,311) has been transferred to construction work-in-progress.

SATRA PROPERTIES (INDIA) LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
14. NON-CURRENT INVESTMENTS (AT COST)		
Trade investments: unquoted		
Investment in equity instruments		
(face value of ₹ 10/- and fully paid-up, unless otherwise stated)		
<i>In associates</i>		
2,000 (2013: 2,000) equity shares of C. Bhansali Developers Private Limited	-	-
2,600 (PY: 2,600) Equity Shares of Deepmala Infrastructure Private Limited of ₹ 10 each, fully paid-up	26,000	26,000
NIL (2013: 25000) Equity Shares of Satra Realty and Builders Limited of ₹ 10 each fully paid-up	-	2,50,000
Other non-current investments		
Quoted		
718 (2013: 718) equity shares of SEL Manufacturing Company Limited of ₹ 10 each, fully paid-up (market value of shares on 31 March 2014 is ₹ 3.02 per share)	64,620	64,620
Other non-current investments		
948 (2013: 948) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each	94,800	94,800
20,000 (2013: 20,000) equity shares of The Greater Bombay Co-operative Bank Ltd. of ₹ 25 each, fully paid-up	5,00,000	5,00,000
(A)	6,85,420	9,35,420
Aggregate amount of unquoted investments	6,20,800	8,70,800
Aggregate amount of quoted investments	64,620	64,620
Aggregate market value of quoted investments	2,168	2,140
Investment in property under construction [refer note 14(i)]		
Development rights	41,25,83,740	-
Professional and legal fees	71,31,767	-
Civil, electrical and contracting	13,02,67,418	-
Depreciation and amortisation	3,26,236	-
Administrative and other expenses	1,31,78,987	-
Borrowing costs	27,35,93,449	-
(B)	83,70,81,597	-
(A + B)	83,77,67,017	9,35,420
(i) Pursuant to change in the management's business plans in respect of the Company's Jodhpur project from sale model to leasing of property during the quarter and year ended 31 March 2014, the Company has re-classified costs incurred till date of its Jodhpur project from construction work-in-progress (inventories) to investment property under construction (non-current investments)		
15. DEFERRED TAX ASSETS		
The components of deferred tax balances are as follows:		
- Difference between book depreciation and depreciation as per Income Tax Act, 1961	65,91,836	67,62,204
- On provision allowable on a payment basis under the Income Tax Act, 1961	8,43,631	6,59,543
	74,35,467	74,21,747
16. LONG-TERM LOANS AND ADVANCES		
(unsecured and considered good)		
- Advance tax and tax deducted at source [Net of provision for tax ₹ 6,36,13,523 (2013: ₹ 6,36,13,523)]	1,45,63,469	4,61,854
- CENVAT credit receivable	73,84,201	-
	2,19,47,670	4,61,854



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

as at 31 March 2014

	(Currency: Indian Rupees)	
	2014	2013
17. OTHER NON-CURRENT ASSETS		
Other loans and advances		
- Other receivables*	7,78,540	18,78,539
	7,78,540	18,78,539
* Includes consideration receivable towards sale of investments.		
18. INVENTORIES		
Construction work-in-progress [refer note 14(i)]	3,91,49,87,296	2,11,28,08,221
Materials at site	2,01,08,366	2,37,70,131
Unsold units	2,48,21,115	10,58,64,634
	3,95,99,16,777	2,24,24,42,986
19. TRADE RECEIVABLES		
(unsecured and considered good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	93,26,91,291	97,34,85,529
Other debts	39,70,28,707	27,77,69,467
	1,32,97,19,998	1,25,12,54,996
20. CASH AND BANK BALANCES		
Cash and cash equivalents		
Cash on hand	32,80,776	26,37,098
Balances with banks		
- On current accounts	89,81,249	2,17,02,802
- On Bank Overdraft accounts	17,644	-
- On deposits accounts (with original maturity of 3 months or less)	85,00,000	47,90,000
	2,07,79,669	2,91,29,900
Other bank balances		
- Earmarked balances with banks (under lien)	3,32,238	5,57,712
- Balances in deposits with original maturity of less than 12 months but more than 3 months	2,70,48,007	2,49,43,729
Fixed deposits marked as lien	2,58,50,989	-
(given as security for performance guarantee)		
	7,40,10,903	5,46,31,341
Details of bank balances/deposits		
Bank deposits available on demand/deposits with original maturity of 3 months or less included under 'Cash and cash equivalents'	85,00,000	47,90,000
Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'	2,70,48,007	2,49,43,729
Fixed deposits	2,58,50,989	-
21. SHORT-TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Loans and advances given to related parties [refer note 38]	83,49,29,057	91,37,86,487
Loans and advances given to other parties	78,61,66,895	96,56,66,654
Others		
- Advances to staff	6,79,950	2,82,470
- Advances to vendors	14,10,27,749	13,04,56,141
- Prepaid expenses	33,04,286	10,01,295
- Deposits*	2,17,88,134	85,53,222
- Balance with Government Authorities	89,304	-
	1,78,79,85,375	2,01,97,46,269
* includes ₹ 33,00,000 (2013: ₹ 33,00,000) rent deposit given to the Managing Director		
22. OTHER CURRENT ASSETS		
Interest accrued on fixed deposits with banks	34,23,794	38,32,832
Interest accrued and due from related parties [refer note 38]	16,68,55,960	11,46,60,808
Interest accrued and due from other parties	89,60,000	71,33,493
	17,92,39,754	12,56,27,133

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for the year ended 31 March 2014

		(Currency: Indian Rupees)	
		2014	2013
23. REVENUE FROM OPERATIONS			
Revenue from sale of properties		78,90,00,564	82,99,01,403
Other operating revenues			
Development charges		26,04,925	58,65,873
Income from forfeiture		-	80,00,000
Income from real estate advisory services		15,00,00,000	-
		94,16,05,489	84,37,67,276
24. OTHER INCOME			
Interest income on			
- fixed deposits with banks		46,35,713	25,54,720
- loans given to related parties [refer note 38]		6,78,08,408	7,76,22,202
- loans given to other party		20,29,452	18,93,409
- electricity deposits		65,315	-
Dividend from others		-	79,050
Miscellaneous income		-	10,84,500
- liabilities written back to the extent no longer required		2,79,444	14,60,62,000
- excess provision of project cost written back		-	93,59,484
- input credit income		67,52,369	1,30,00,000
		8,15,70,701	25,16,55,365
25. COST OF MATERIALS CONSUMED			
Inventory at the beginning of the year	(A)	2,37,70,131	1,84,29,911
Incurred during the year			
Development rights/land cost		2,40,39,15,974	30,17,00,000
Professional and legal fees		2,79,47,288	73,23,633
Civil, electrical and contracting		40,33,00,739	26,85,86,828
Depreciation and amortisation		18,85,910	17,78,282
Administrative and other expenses		2,62,65,288	1,68,10,936
Borrowing costs [refer note 28]		18,30,57,870	5,08,54,203
Compensation paid		1,93,41,400	1,59,77,500
Statutory & other cost		15,76,600	-
	(B)	3,06,72,91,069	66,30,31,382
Less: Inventory at the end of the year	(C)	2,01,08,366	2,37,70,131
	(A + B - C)	3,07,09,52,834	65,76,91,162
26. (INCREASE)/DECREASE IN INVENTORIES OF CONSTRUCTION WORK-IN-PROGRESS AND UNSOLD UNITS			
Opening stock			
Construction work-in-progress		2,18,67,71,130	1,85,37,33,064
Unsold units		10,58,64,634	27,31,72,940
		2,29,26,35,764	2,12,69,06,004
Less: Closing stock			
Construction work-in-progress		3,91,49,87,296	2,11,28,08,221
Unsold units		2,48,21,115	10,58,64,634
		3,93,98,08,411	2,21,86,72,855
Less: Transferred to Investment property under construction		83,70,81,597	-
		(2,48,42,54,244)	(9,17,66,851)
27. EMPLOYEE BENEFITS EXPENSES			
Salaries, wages and bonus		1,90,43,476	1,56,00,915
Director's remuneration		54,00,000	53,00,000
Contribution to provident and other funds		6,83,821	3,77,798
Staff welfare expenses		1,29,727	1,50,126
Gratuity [refer note 37]		9,56,994	7,69,843
		2,62,14,018	2,21,98,682



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

	2014	2013
28. FINANCE COSTS		
Interest on long-term borrowings		
From banks		
- Term loans	1,74,81,959	-
- Vehicle loans	14,06,514	1,53,920
Interest on short-term borrowings		
Debentures	7,51,40,593	14,53,28,654
From banks	13,40,603	1,81,59,300
Others	30,22,14,499	15,69,25,033
Interest on delayed payment of trade payables	33,73,147	30,54,725
Interest on delayed payment of statutory dues	3,35,97,271	6,61,75,290
Other borrowing costs	1,33,09,029	-
Other	11,05,594	34,345
Processing charges	1,13,23,816	67,75,190
Stamp duty	36,75,500	17,23,180
	46,39,68,525	39,83,29,637
Less: borrowing costs transferred to construction work-in-progress [refer note 25]	18,30,57,870	5,08,54,203
	28,09,10,655	34,74,75,434
29. OTHER EXPENSES		
Advertisement and sales promotion expenses	39,81,629	68,96,336
Power and Fuel	22,68,530	20,00,200
Rent	1,78,65,228	1,78,65,233
Telephone expenses	7,05,752	6,47,792
Bad debts	-	2,08,41,663
Repairs and maintenance		
- others	6,05,127	15,61,833
Insurance	4,73,354	6,15,313
Rates and taxes	6,61,043	8,05,795
Payment to auditors (including service tax)		
As auditors		
- Statutory audit	17,14,445	16,73,205
- Tax audit	3,37,080	3,37,080
- Limited review of quarterly results	13,48,320	13,48,320
In other capacity		
- Taxation matters	-	15,00,000
Reimbursement of expenses	25,507	36,561
Directors' sitting fees	2,28,344	1,32,500
Loss on foreign exchange	61,74,927	25,85,564
Printing and stationery	9,48,402	7,66,757
Profession and legal fees	48,44,848	59,87,335
Miscellaneous expenses	37,96,410	50,24,258
	4,59,78,946	7,06,25,745

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)

30. EARNINGS PER SHARE

Particulars	2014	2013
Net profit / (loss) after tax	1,80,13,628	2,78,86,477
Preference dividend (including taxes thereon)	-	68,80,372
Net profit / (loss) after tax attributable to equity shareholders (A)	1,80,13,628	2,10,06,105
Number of equity shares at the beginning of the year	16,13,58,000	16,13,58,000
Number of equity shares outstanding at the end of the year	16,13,58,000	16,13,58,000
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B)	16,13,58,000	16,13,58,000
Basic earnings (in rupees) per share of face value ₹ 2 (A)/(B)	0.11	0.13
Dilutive earnings per share		
Net profit after tax attributable to equity shareholders (Existing and potential) (A)	1,80,13,628	2,10,06,105
Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B)	16,13,58,000	16,13,58,000
Weighted average number of potential equity shares outstanding during the year (C)	28,33,333	Nil
Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C)	16,41,91,333	Nil
Diluted earnings (in rupees) per share of face value ₹ 2 (A)/(D)	0.11	0.13

31. CONTINGENCIES

Particulars	2014	2013
Income tax liabilities under dispute	12,04,95,941	11,02,85,407
Performance Bank Guarantee given by Allahabad Bank in favor of Slum Rehabilitation Authority for the Ghatkopar Project on behalf of the Group.	3,85,00,000	3,85,00,000

32. COMMITMENTS

Particulars	2014	2013
Unexecuted Capital Commitments	8,94,903	-
Consideration payable for acquiring Joint Development Rights [Non-monetary component]	Amount Unascertained	-

The Company's subsidiary has entered into Joint Development Agreement (JDA) with a developer for development and construction of its project situated at Bandra, Mumbai. According to the said JDA, the Company has agreed to hand over 50% of permissible built-up area in the said project to the developer, after receiving the occupation certificate from the statutory authority. However, the actual built-up area to be constructed may vary subject to getting various regulatory compliance and approvals.

Since the final constructed area being unascertained, the value/ cost of construction attributable to such built-up area to be handed over on receiving of occupation certificate remain unascertained.

33. DEFAULT IN PAYMENT OF SHORT-TERM BORROWINGS EXISTING AS AT THE BALANCE SHEET DATE

The details of defaults by the Group in repayment of short-term borrowings and interest thereon are set out below:

Name of the lender	Amount due on	Amount repaid on	Amounts due on balance sheet date (Principal)	Number of days delay
The Greater Bombay Co-op. Bank Limited	31 January 2014	29 April 2014	1,00,00,000	89

34. SEGMENT REPORTING

The Group is operating in the real estate and construction industry and has only domestic sales. Therefore, the Group has only one reportable business segment, which is real estate development and trading in properties and transferable development rights and only one reportable geographical segment. Accordingly, these consolidated financial statements are reflective of the information required by the Accounting Standard 17 on 'Segment Reporting'.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

35. LEASES

Operating lease

- a) The Group has taken a commercial property on cancellable operating lease during the year. The commercial property was on a non-cancellable operating lease in the previous year. The minimum lease payments in respect of lease property as at 31 March 2014 is as follows:

	2014	2013
Lease Payments		
Not later than one year	-	27,000
Later than one year but not later than 5 years	-	-
Later than 5 years	-	-
Payment of lease rentals during the year	-	79,97,490

- b) The lease agreement provides for an option to the Group to renew the lease period for certain properties and not for other properties. There are no exceptional/restrictive covenants in the lease agreements.

36. EXPENDITURE IN FOREIGN CURRENCY

Particulars	2014	2013
Value of Import		
- Material (at CIF basis)	95,53,894	-
- Professional Services	14,49,467	-
Travelling Expenses	4,29,138	3,32,588
Total	1,14,32,499	3,32,588

37. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD - 15 (REVISED) 'EMPLOYEE BENEFITS'

i) Defined Benefit Plans

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service.

Particulars	2014	2013
I. Change in the defined benefit obligation		
Liability at the beginning of the year	19,99,887	12,30,044
Interest cost	1,60,085	1,03,627
Current service cost	7,07,043	6,31,855
Benefits Paid	(22,500)	(21,808)
Actuarial (gain)/loss on obligations	(2,44,328)	56,169
Liability at the end of the year	26,00,187	19,99,887
II. Amount recognised in the Balance Sheet		
Liability at the end of the year	26,00,187	19,99,887
Fair value of plan assets at the end of the year	-	-
Difference	26,00,187	19,99,887
Amount recognised in the balance sheet	26,00,187	19,99,887
III. Expenses recognised in the Statement of Profit and Loss		
Current service cost	7,07,043	6,31,855
Interest cost	1,60,085	1,03,627
Benefit paid	-	-
Expected return on plan assets	-	-
Net actuarial (gain)/loss to be recognised	(2,44,328)	56,169
Expenses recognised in the Statement of Profit and Loss	6,22,800	7,69,843
IV. Balance Sheet Reconciliation		
Opening net liability	19,99,887	12,30,044
Expnses as above	6,22,800	7,69,843
Benefits paid	(22,500)	-
Amount recognised in the Balance Sheet	26,00,187	19,99,887
V. Actuarial Assumptions:		
Discount Rate	9.20%	8.05%
Salary Escalation	6.00%	6.00%

	2014	2013	2012	2011	2010
VI. Reconciliation of present value of obligation and the fair value of plan assets					
Present value of defined benefit obligation	26,00,187	19,99,887	6,17,028	15,63,093	12,53,804
Fair Value of the plan assets	-	-	-	-	-
Liability recognised in the Balance Sheet	26,00,187	19,99,887	6,17,028	15,63,093	12,53,804

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)					
	2014	2013	2012	2011	2010
VII. Experience adjustments on:					
Plan liabilities (gain)/loss	(2,44,328)	56,169	9,19,987	-2,99,642	-97,673
Plan assets	-	-	-	-	-
				2014	2013
VIII. Schedule VI					
Current Liability				3,70,875	7,36,586
Non Current Liability				22,29,312	12,63,301

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The Group's liability on account of gratuity is not funded and hence the disclosures relating to the planned assets are not applicable.

ii) Defined contribution plan

Contribution to provident and other funds aggregating to ₹ 6,83,821 [2013: ₹ 3,77,798] is recognised as an expense and included in "Employee benefits" expense.

iii) Compensated absences

Compensated absences for employee benefits of ₹ 7,29,566 [2013: ₹ 5,48,686] has been recognised as an expense during the year.

38. RELATED PARTY DISCLOSURES

A. Parties where control exists:

I. Praful N. Satra – Chairman and Managing Director (also key managerial personnel)

B. Other related parties:

I. Associates

C. Bhansali Developers Private Limited

Deepmala Infrastructure Private Limited [upto 22 January 2014]

II. Entities over which key managerial personnel or their relatives exercise significant influence:

Shravan Developers Private Limited

Satra Property Development Private Limited

Prime Multi Tiles Trading Private Limited

Satra Infrastructure Development Private Limited [upto 14 June 2013]

Satra Land Development Private Limited [upto 14 June 2013]

Savla Realtors and Developers Private Limited

Satra Re-Development Company Limited

Satra Retail Private Limited

Dev Land and Housing Private Limited [upto 3 March 2014]

Prime Developers

Prime Bond Industries

Henry Hill International [upto 31 March 2014]

Toyochem Laboratories

Sudharma Trading

III. Key Managerial Personnel

Praful N. Satra - Chairman and Managing Director

Rajan P. Shah - Director

Minaxi P. Satra - Director

Tukaram K. Patil - Director

Nitin M. Kothari - Director

Pardeep Rochwani - Director

Chandrakant Kothari - Director (upto 31 March 2013)

Vijay Thakkar- Director (upto 3 March 2014)

Mayank J. Shah - Director (from 20 August 2013)

Shreyans J Shah - Director (from 20 August 2013)

Ajay Bansal - Director (from 12 July 2013)

IV. Relatives of Key Managerial Personnel

Vrutika Praful Satra

Rushabh Praful Satra

Nisha Rajan Shah

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014



(Currency: Indian Rupees)

38. RELATED PARTY DISCLOSURES (CONTINUED)

Disclosure of transactions between the Group and related parties and the status of outstanding balances:

Sr. No.	Nature of transaction	Associates/Joint Venture		Entities over which key managerial personnel or their relatives exercises significant influence		Key managerial personnel or their relatives		Total	
		2014	2013	2014	2013	2014	2013	2014	2013
(A)	Transactions During the year								
1	Loans taken	-	-	55,90,00,000	25,93,01,000	47,63,41,000	5,43,96,000	1,03,53,41,000	31,36,97,000
2	Loan Given	-	-	-	-	2,19,000	-	2,19,000	-
3	Interest income	-	6,78,08,408	-	-	-	-	6,78,08,408	6,78,08,408
4	Interest Expenses	-	-	5,64,89,558	33,70,079	1,29,64,681	9,68,649	6,94,54,239	43,38,728
5	Deposit given	-	-	1,12,50,000	-	-	-	1,12,50,000	-
6	Purchase of Materials	-	-	77,00,699	-	-	-	77,00,699	-
7	Compensation Paid	-	-	1,22,00,000	-	-	-	1,22,00,000	-
8	Receiving of services	-	-	3,21,94,658	10,11,97,245	1,78,65,228	1,78,65,233	5,00,59,886	11,90,62,478
9	Purchase of property	-	-	-	30,17,00,000	-	-	-	30,17,00,000
10	Advances received	-	-	-	-	14,50,000	-	14,50,000	-
11	Share warrant issued	-	-	84,50,000	-	1,36,50,000	-	2,21,00,000	-
12	Advance Received For Property	-	-	37,25,000	-	-	-	37,25,000	-
13	Expenditure incurred on behalf of Company by	-	-	2,00,000	-	-	-	2,00,000	-
14	Directors Remuneration	-	-	-	-	54,00,000	53,00,000	54,00,000	53,00,000
15	Salary Expenses	-	-	-	-	5,40,000	3,15,000	5,40,000	3,15,000
(B)	Outstanding balances receivable								
1	Loans alongwith the net interest	99,76,71,017	93,66,43,450	-	-	1,14,000	-	99,77,85,017	93,66,43,450
2	Deposits given	-	-	1,12,50,000	-	33,00,000	33,00,000	1,45,50,000	33,00,000
3	Advances given	40,00,000	40,00,000	-	-	-	-	40,00,000	40,00,000
(C)	Outstanding balances payable								
1	Loans alongwith the net interest	-	-	23,13,80,336	14,15,09,066	36,08,57,960	83,27,836	59,22,38,296	14,98,36,902
2	Advances received	-	-	-	-	14,50,000	-	14,50,000	-
3	Sundry creditors	-	-	1,47,07,039	2,40,53,101	53,78,959	20,11,345	2,00,85,998	2,60,64,446
4	Remuneration payable	-	-	-	-	3,07,800	4,27,300	3,07,800	4,27,300

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

(Currency: Indian Rupees)

38. RELATED PARTY DISCLOSURES (CONTINUED)

Details of material related party transactions:

Sr. No.	Nature of transaction	Total 2014	Total 2013
(A)	Transactions During the year		
1	Loans taken		
	Shravan Developers Private Limited	27,45,00,000	15,00,000
	Satra Property Development Private Limited	3,45,00,000	13,81,00,000
	Minaxi P.Satra	1,02,00,000	4,25,00,000
	Praful N. Satra	13,31,60,000	1,15,00,000
	Sudharma Trading	25,00,00,000	-
	Mayank Shah	33,25,00,000	-
	Dev Land & Housing Private Limited	-	11,97,01,000
2	Loan Given		
	Ajay Bansal	2,19,000	-
3	Interest income		
	Deepmala Infrastructure Private Limited	6,78,08,408	6,78,08,408
4	Interest Expenses		
	Satra Property Development Private Limited	19,26,194	33,70,079
	Minaxi P.Satra	2,89,167	9,24,265
	Sudharma Trading	1,78,76,712	-
	Mayank Shah	1,09,99,726	-
	Dev land & Housing Private Limited	3,66,86,652	-
5	Deposit given		
	Dev Land & Housing Private Limited	1,12,50,000	-
6	Purchase of Materials		
	Toyochem Laboratories	77,00,699	-
7	Compensation Paid		
	Dev Land & Housing Private Limited	1,22,00,000	-
8	Receiving of services		
	Praful Nanji Satra (Office Rent)	1,78,65,228	1,78,65,233
	Satra Property Development Private Limited	3,21,00,650	10,11,97,245
9	Purchase of property		
	Shravan Developers Private Limited	-	30,17,00,000
10	Advances received		
	Nisha R. Shah	14,50,000	-
11	Share warrant issued		
	Rushabh P. Satra	78,00,000	-
	Vrutika P. Satra	58,50,000	-
	Satra Land Development Private limited	52,00,000	-
	Satra Infrastructure Development Private Limited	32,50,000	-
12	Advance Received For Property		
	Satra Property Development Private Limited	37,25,000	-
13	Expenditure incurred on behalf of Company by		
	Satra Property Development Private Limited	2,00,000	-
14	Directors Remuneration		
	Chandrakant M. Kothari	-	6,00,000
	Tukaram Patil	12,00,000	12,00,000
	Praful Nanji Satra	42,00,000	35,00,000
15	Salary Expenses		
	Vrutika Satra	5,40,000	3,15,000



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

for the year ended 31 March 2014

(Currency: Indian Rupees)

Sr. No.	Nature of transaction	Total 2014	Total 2013
(B)	Outstanding balances receivable		
1	Loans alongwith the net interest		
	Deepmala Infrastructure Private Limited	87,54,81,886	81,44,54,319
	C.Bhansali Developers Private Limited	12,21,89,131	12,21,89,131
2	Deposits given		
	Praful Nanji Satra	33,00,000	33,00,000
	Dev land & Housing Private Limited	1,12,50,000	-
3	Advances given		
	C.Bhansali Developers Private Limited	40,00,000	40,00,000
(C)	Outstanding balances payables		
1	Loans alongwith the net interest		
	Shravan Developers Private Limited	19,64,80,000	-
	Mayank Shah	34,23,99,753	-
	Dev land & Housing Private Limited	-	11,97,01,000
2	Advances received		
	Nisha R. Shah	14,50,000	-
3	Sundry creditors		
	Praful Nanji Satra	53,78,959	20,11,345
	Satra Property Development Private Limited	88,04,301	2,40,53,101
	Toyochem Laboratories	58,08,730	-
4	Remuneration payable		
	Chandrakant M. Kothari	-	44,800
	Tukaram Patil	66,800	85,800
	Vrutika Satra	41,000	46,700
	Praful Nanji Satra	2,00,000	2,50,000

39. MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, there are no parties registered as Micro, Small and Medium Enterprises.

	2014	2013
Principal amount remaining unpaid to any supplier as at the period end	-	-
Interest due thereon	-	-
Amount of interest paid by the Company in terms of section 16 of the MSMED, along with the amount of the payment made to the supplier beyond the appointed day during the accounting period.	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under the MSMED	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting period	-	-

40. OTHER MATTERS

Information with regards to other matters specified in schedule VI of the act, is either nil or not applicable to the Group for the year.

41. The auditors had made a remark regarding the Borivali project of the Company wherein construction cost arising out of significant change in structural plan of the project had been included in work-in-progress instead of charging to Statement of profit and loss. The management is of the view that during the Financial Year ended 2008-09, the Company had changed the structural plan of the project to improve the overall profitability. As a result, in order to facilitate the construction as per revised plan, certain existing structures at the site had been demolished during the year ended 31 March 2009. During the quarter and year ended 31 March, 2014 the Company sold all the remaining units of the said project and consequently charged balance cost of construction of ₹ 3,40,44,860 and ₹ 5,85,31,369 respectively to its statement of profit and loss leaving no inventory of units to be sold. Thus resolving auditor's remarks of earlier years.

SATRA PROPERTIES (INDIA) LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
for the year ended 31 March 2014

42. TRANSFER PRICING

The Group's management is of the opinion that its international transactions are at arm's length as per the independent accountants report for the year ended 31 March 2013. Further, the Indian Finance Bill, 2012 had sought to bring in certain class of domestic transactions in the ambit of the transfer pricing regulations with effect from 1 April 2012. The management has commenced discussions with their tax consultants to carry out a detailed domestic transfer pricing study for the year ended 31 March 2014 (which will include the determination of arm's length pricing and maintaining appropriate documentation) in accordance with these regulations. Management continues to believe that its international transactions post 31 March 2013 and the specified domestic transactions covered by the new regulations continue to be at arm's length and that the transfer pricing legislation will not have any impact on these financial statements, particularly on amount of tax expense and that of provision of taxation.

- 43.** Based on confirmation obtained by the management, the Group has written back provision of interest on unsecured borrowings of ₹ 14,60,62,000 on account of re-negotiation of terms with two of its lenders during the previous financial year.

44. PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped / reclassified wherever necessary, to conform to current year's classification.

- Refund adjusted against provision for taxation (net of advance tax) grouped under Short-term provisions of ₹ 1,41,01,615 (2013: ₹ 1,41,01,615) have been reclassified as advance tax and tax deducted at source grouped under Long-term loans and advances.
- Unsecured borrowings 'from others' grouped under Short-term borrowings of ₹ 7,98,71,213 (2013: ₹ 7,98,71,213) have been reclassified as interest accrued and due on borrowings 'Inter corporate loans' grouped under Other current liabilities.

The notes referred to above form an integral part of these financial statements.

As per our report of even date attached.

For **B S R & Associates LLP**
Chartered Accountants
 Firm's Registration No.: 116231W

For **Bhuta Shah & Co.**
Chartered Accountants
 Firm's Registration No.: 101474W

For and on behalf of the Board of Directors
Satra Properties (India) Limited

Bhavesh Dhupelia
Partner
 Membership No.: 042070

CA. Mitesh Kothari
Partner
 Membership No.: 110822

Vidyadhar D. Khadilkar
Director

Praful N. Satra
*Chairman and
 Managing Director*

Bhavesh V. Sanghavi
Chief Financial Officer

Manan Y. Udani
Company Secretary

Mumbai, 30 May 2014

Mumbai, 30 May 2014

Mumbai, 30 May 2014

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES UNDER SECTION 212(8) OF THE COMPANIES ACT, 1956 FOR THE FINANCIAL YEAR ENDED 31 MARCH 2014

(Currency: Indian Rupees)

Sr. No.	Name of the Subsidiary Company	Paid-up Capital	Reserve	Total Assets	Total Liabilities	Investments (except in case of investments in subsidiaries)	Turnover / Total Income	Profit/ (Loss) before Tax	Provision for Tax	Profit/ (Loss) after Tax	Dividend
1	Satra Property Developers Private Limited	14,60,39,000	73,10,10,454	3,29,92,80,965	3,29,92,80,965	6,23,020	11,64,59,604	2,01,81,718	1,28,29,171	73,52,547	-
2	Satra Buildcon Private Limited	1,96,070	1,22,626	1,14,00,14,026	1,14,00,14,026	-	4,06,338	3,27,936	1,18,737	2,09,199	-
3	Satra Estate Development Private Limited	1,00,000	(1,19,697)	1,01,91,539	1,01,91,539	-	-	(13,957)	-	(13,957)	-
4	Satra Infrastructure and Land Developers Private Limited	1,00,000	(1,02,500)	65,08,736	65,08,736	-	-	(15,051)	-	(15,051)	-
5	Satra Lifestyles Private Limited	1,00,000	(97,277)	13,959	13,959	-	-	(13,842)	-	(13,842)	-
6	Satra Realty and Builders Limited * (Erstwhile 'Satra DLH Realty and Builders Limited')	5,00,000	(4,85,638)	69,59,38,558	69,59,38,558	-	-	(3,93,528)	37,146	(4,30,674)	-
7	RRB Realtors Private Limited #	1,00,000	(45,669)	62,02,332	62,02,332	-	-	(33,525)	-	(33,525)	-
8	Satra International Realtors Limited	1,17,11,600	(14,85,60,739)	43,71,52,182	43,71,52,182	-	-	(64,34,948)	-	(64,34,948)	-

* Wholly owned subsidiary of Satra Property Developers Private Limited

Subsidiary of Satra Property Developers Private Limited

**For and on behalf of the Board of Directors
Satra Properties (India) Limited**

Manan Y. Udani
Company Secretary
Mumbai, 30 May 2014

Bhavesh V. Sanghavi
Chief Financial Officer

Vidyadhar D. Khadilkar
Director

Praful N. Satra
Chairman and Managing Director



STATEMENT PURSUANT TO SECTION 212(1)(E) OF THE COMPANIES ACT, 1956, RELATING TO THE COMPANY'S INTEREST IN SUBSIDIARY COMPANIES

(Currency: Indian Rupees)

Name of the Subsidiaries	Holding Company	Extent of the interest of Holding Company	Net aggregate amount of Profit / (Loss) of the Subsidiary Companies so far as not dealt with in the Company's Accounts	Net aggregate amount of Profit / (Loss) of the Subsidiary Companies so far as not dealt with in the Company's Accounts for previous FY. 2012-13 since they became Company's subsidiaries	Net aggregate amount of Profit / (Loss) of the Subsidiary Companies so far as dealt with in the Company's Accounts	Financial year of the Subsidiary Companies ended on	Date from which it became Subsidiary Companies	No. of Equity Shares held by Holding Company	Total Issued Equity Share Capital of the Subsidiary Company
Satra Property Developers Private Limited	Satra Properties (India) Limited	100%	73,52,547	(1,97,64,695)	—	31 March 2014	30 April 2007	1,46,03,900 Equity Shares of the F.V. of ₹ 10/- each fully paid	1,46,03,900 Equity Shares of the F.V. of ₹ 10/- each fully paid
Satra Buildcon Private Limited	Satra Properties (India) Limited	51% (w.e.f. 26.08.2013)	2,09,199	(12,061)	—	31 March 2014	18 October 2007	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid	19,607 Equity Shares of the F.V. of ₹ 10/- each fully paid
Satra Estate Development Private Limited	Satra Properties (India) Limited	100%	(13,957)	(12,061)	—	31 March 2014	23 October 2007	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid
Satra Infrastructure and Land Developers Private Limited	Satra Properties (India) Limited	100%	(15,051)	(12,184)	—	31 March 2014	19 October 2007	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid
Satra Lifestyles Private Limited	Satra Properties (India) Limited	100%	(13,842)	(11,836)	—	31 March 2014	19 October 2007	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid
Satra International Realtors Limited (as per Indian GAAP)	Satra Properties (India) Limited	100%	(64,34,948)	(28,16,162)	—	31 March 2014	17 June 2008	100 Equity Shares of the F.V. of ₹ 10,000/- each fully paid	100 Equity Shares of the F.V. of ₹ 10,000/- each fully paid
Satra Realty and Builders Limited (Firstwhile 'Sara DLH Realty and Builders Limited')	Satra Property Developers Private Limited	100%	(4,30,674)	—	—	31 March 2014	3 March 2014	50,000 Equity Shares of the F.V. of ₹ 10/- each fully paid	50,000 Equity Shares of the F.V. of ₹ 10/- each fully paid
RRB Realtors Private Limited	Satra Property Developers Private Limited	87.50%	(33,525)	—	—	31 March 2014	11 July 2013	8,750 Equity Shares of the F.V. of ₹ 10/- each fully paid	10,000 Equity Shares of the F.V. of ₹ 10/- each fully paid

**For and on behalf of the Board of Directors
Satra Properties (India) Limited**

Manan Y. Udani
Company Secretary
Mumbai, 30 May 2014

Bhavesh V. Sanghavi
Chief Financial Officer

Vidyadhar D. Khadilkar
Director

Praful N. Satra
Chairman and Managing Director



SATRA PROPERTIES (INDIA) LIMITED

Registered Office: Dev Plaza, 2nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai - 400 058
Tel.: 022 - 2671 9999 **Fax:** 022 - 2620 3999 **Email:** info@satraproperties.in **CIN:** L65910MH1983PLC030083 **Website:** www.satraproperties.in

ATTENDANCE SLIP

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.:	DP ID*
No. of Shares held:	Client ID*

Full Name of the Member (in Block letters) _____

Name of the Proxy _____

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 31st Annual General Meeting of the Company on Saturday, 27 September 2014 at 12.00 noon at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057.

Member/Proxy

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting.

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SATRA PROPERTIES (INDIA) LIMITED

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PROXY FORM

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

I / We, being the member (s) of _____ Equity Shares of the above named Company, hereby appoint:

- Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him
- Name: _____

Address: _____

Email Id: _____

Signature: _____, or failing him
- Name: _____

Address: _____

Email Id: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday of 27 September 2014 at 12.00 noon at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai – 400 057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description	For	Against
1	To receive, consider and adopt the financial statements of the Company for the year ended 31 March 2014, including the audited Balance Sheet as at 31 March 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon		
2.	To declare Dividend on Equity Shares for the Financial Year 2013-14		
3.	To appoint a Director in place of Mr. Rajan P. Shah (DIN 00053917), who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	To appoint GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) as Statutory Auditors of the Company for their first term of 5 years to hold the office from the conclusion of this Annual General Meeting (hereinafter referred to as ' AGM ') till the conclusion of thirty sixth AGM of the Company to be held in the calendar year 2019 (subject to ratification of the members at every AGM held after this AGM), in place of retiring joint auditors - B S R & Associates LLP, Chartered Accountants (Firm Registration No.: 116231W) and Bhuta Shah & Co., Chartered Accountants (Firm Registration No.: 101474W) who have expressed their unwillingness to be re-appointed.		
5.	To appoint Mr. Vinayak D. Khadilkar (DIN 01548508) as an Independent Director		
6.	To appoint Mr. Vidyadhar D. Khadilkar (DIN 01548603) as an Independent Director		
7.	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Signed this _____ day of _____ 2014

Affix
Revenue
Stamp of
₹ 1/-

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote (on a poll only) instead of himself / herself and the proxy need not be a member of the Company. Proxies submitted on behalf of the Limited Companies, Corporate Members, Societies, etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

GLORIFYING DESTINATIONS IN MORE WAYS THAN ONE!



Enter your world of living pleasures at Satra Residency, Khar, Mumbai.

When it comes to designing a lifestyle that suits your aspirations, we go beyond the 100% mark. The result, a striking display of living pleasures spread across 54,000 sq. ft. with every nook and corner blessed with our Midas touch. Perhaps, the kind of lifestyle that many had been waiting for.



Standing testimony to the changing face at Satra Galleria, Calicut, Kerala.

Step into a medley of 2-in-1. An exciting Shopping Mall and a swanky Hotel, both under one roof. The mall offers a classic design with Supermarket and Department Store. The Hotel menu is equally elaborate. The project's strategic location on Mavoor Road makes it the finest address for a world of delights. Walk in to experience them.



Shopping gets an international address at Dreams The Mall, Bhandup, Mumbai.

Yet another feather in Bhandup's changing lifestyle is Dreams The Mall. Built across 4 lakh sq. ft., and comprising of the finest brands from across the globe, the mall is certain to spoil the modern-day connoisseur for choice. Indeed a gem in the crowning glory of the destination.



The future of business redefined at Satra Plaza, Vashi, Navi Mumbai.

Welcome to an address that answers all your business desires in elegant style. It is a one-stop-destination for multiple businesses to flourish in one place. Enjoying a strategic location on the Palm Beach Road, it combines Shops and Office spaces to suit every requirement. Step into this futuristic address and draft new tales of success.



ISO 9001:2008 Company

If undelivered please return to:

SATRA PROPERTIES (INDIA) LIMITED

CIN: L65910MH1983PLC030083

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