

Shaping Tomorrow...Today!



LE-88
Bandra

SATRA
Harmony
CHEMBUR



Satra's Eastern Heights
Upper Chembur

Annual Report 2016-17



FOR THOSE
WHOSE HEART IS IN THE
HEART OF CHEMBUR

2
BHK in the
heart of Chembur

MahaRera
Registration No.
P51800000726

PROJECT HIGHLIGHTS

- Grand Entrance Lobby
- High-Speed Elevators
- High-End Security
- Ample Car Parking Space

Infrastructure around you:



world-class
schools



Shopping
Malls



Renowned
Hospitals



Eminent
Office Space

EXTERNAL AMENITIES

- Kid's Play Area
- Landscaped Garden
- Fitness Center/Gymnasium
- Jogging Track
- Senior Citizen Lounge

SATRA
Harmony
Home is where your heart is

M - 7506599989

Site Address: Plot No.18, Subhash Nagar, Near Acharya Marathe College, Chembur (East), Mumbai-400 071.

Disclaimer: The specifications, images and other details herein are only indicative and the developer reserves their rights to change any or all these in the interest of the development. This printed material does not constitute an offer and/ or contract of any type between the developer and the recipient. Any purchase/ lease of this development shall be governed by the terms and conditions of the agreement for sale/ lease entered into between parties and no details mentioned in this printed material shall in anyway govern such a transaction.

A LIFE THAT IS CONNECTED YET AWAY:

OWN AN EXCLUSIVE AVENUE OF LUXURY BY THE EASTERN FREEWAY.

In today's times when clocks run faster than the traffic, and peaceful moments are getting rare every day, you would always want to ensure you are never away from your family, trying hard to live a balanced life. But now, you can be close to the dream city's landmarks and be away from city's hustle-bustle and chaos.



SATRA'S
EASTERN HEIGHTS
Your Comfort by the Freeway
ON EASTERN FREEWAY - UPPER CHEMBUR

- MULTI-STOREY TOWER WITH 3 WINGS
- GRAND DOUBLE HEIGHT
ENTRANCE LOBBY
- AMPLE CAR PARK
- WORK IN FULL SWING

ON 1, 1.5 & 2 BHK APARTMENTS

One such address, Satra's Eastern Heights is your answer to owning a dream that is connected comfortable to all nook and corners of the city. A lifestyle abode that sits by the the freeway at Chembur - the corridor that connects to major residential and commercial districts of the city.



Site Address: Near RBK International School, P.L.Lokhande Marg, Upper Chembur, Mumbai - 400 043.

Corporate Address: Dev Plaza, 2nd Floor, Opp.Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400 058.

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BANDRA - SEA LINK

BIG ON VIEWS, BIGGER ON SPACES & BIGGEST ON RECREATION

4 BHK Sea Facing Premium Luxury Residences



MahaRera Registration No.
P51800010171

JOINTLY DEVELOPED BY:



Email: sales@satraproperties.in

Site Address: LE88, K.C. Road, Near Rangsharda, Bandra Reclamation, Bandra (West), Mumbai - 400 050.

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

HOME LOANS APPROVED BY MAJOR FINANCIAL INSTITUTIONS

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JODHPUR'S

REVOLUTIONARY BUSINESS SPACES, SHAPING UP AT SATRA PLAAZA, NAI SADAK.



Satra Plaza, a world of conveniences and comfort, designed by the best architects with prominent brands under one roof is all set to become most desired destination for retailers.

BE THE FIRST TO BENEFIT FROM EXCLUSIVE OFFERS

Tallest Commercial Tower in Jodhpur • Located on Nai Sadak • 150 ft. Frontage on 80 ft.
Wide Road • Customisable Retail Spaces • Lavish Office Spaces • 4-Star Boutique Hotel •
Ample Parking Space



Low Maintenance
Cost



Jodhpur's Biggest
Organised Gold Souk



Exclusive
Security



Shopping Plaza on Ground,
1st & 2nd Level



SATRA
PLAAZA
NAI SADAK, JODHPUR

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Chairman's Message

Dear Shareholders,

It gives me great pleasure in welcoming you all to the 34th Annual General Meeting of the Company.

As we all are aware, the Indian economy is poised on the cusp of a new era of exponential growth and rapid development under the leadership of our visionary Prime Minister, Shri Narendra Modi. This will undoubtedly open up new and unprecedented business opportunities in the country. The Hon'ble Prime Minister's vision is indeed laudable. It aims at bringing in major reforms that will make it easier to do business in a corruption free environment, attract investments under the Vision 'Make in India' model and develop Smart Cities.

Falling interest rates and Implementation of The Real Estate (Regulation and Development) Act, 2016 are expected to stimulate end user demand due to the Developer's accountability, commitment, discipline & transparency.

During the financial year 2016-17, your Company achieved turnover of ₹ 100.73 Crores. Also, going forward various existing projects are gaining momentum, which will help the Company to generate the desired growth in terms of revenue and performance in coming years.

We feel that success is derived from the ability to lead, motivate, inspire, delegate and empower. What excites me is how we transformed our self into a passion-driven approach on how we can make a difference every day at work.

With India on its growth journey, there is a need for reliable and professional Real Estate developers that have an unwavering commitment to excellence. Satra believes in strong corporate governance, highest levels of integrity and transparency. We look at India's economic growth as an opportunity to empower people, enrich their lives and to contribute to the nation's development. Going ahead, as the external environment becomes increasingly challenging, we have looked within to strengthen our fundamentals and competitive advantage, the benefits of which shall progressively accrue. With a legacy of over a decade, Satra has seen several economic cycles in the Industry and is well equipped with the knowledge bank to set the right course for our next phase of growth.

The management is committed to its expansion plans that will ensure unlocking the potential value of the projects, thereby creating wealth.

I would like to take this opportunity to thank the Company's stakeholders especially our valued customers, suppliers, professionals, Government and Regulatory Authorities, investors, Bankers, Financial Institutions, members and debenture holders for their continued faith and trust.

I thank all my colleagues on the Board for strengthening good governance culture across the organization and fulfilling the responsibilities of Board.

“THE KEY TO
SUCCESS IS
TO DEVELOP A
WINNING EDGE.

**BRIAN
TRACY**



I would like to place on record the sincerity of our dedicated and hardworking employees who have enabled your Company to hold its head high even in these challenging times. I seek your continued support in making the Company more sustainable and resilient to external challenges.

Regards

PRAFUL N. SATRA
Chairman & Managing Director



CORPORATE INFORMATION

BOARD OF DIRECTORS

Praful N. Satra

Chairman & Managing Director

Rajan P. Shah

Director

(Resigned w.e.f. 25 October 2016)

Vishal R. Karia

Independent Director

Sheetal D. Ghatalia

Independent Director

Rushabh P. Satra

Additional Director (Appointed w.e.f. 24 October 2016)

Vidyadhar D. Khadilkar

Independent Director

(Resigned w.e.f. 31 May 2017)

Kamlesh B. Limbachiya

Independent Director

CHIEF FINANCIAL OFFICER

Rushabh P. Satra

(Appointed w.e.f. 27 October 2016)

COMPANY SECRETARY & COMPLIANCE OFFICER

Manan Y. Udani

AUDITORS

GMJ & Co.

3rd & 4th Floor, Vaastu Darshan, "B" Wing,
Above Central Bank of India, Azad Road,
Andheri (East), Mumbai – 400 069

LEGAL ADVISORS & SOLICITORS

Bharat R. Zaveri

ARCHITECTS

Vivek Bhole Architects Private Limited

RSP Design Consultants (I) Private Limited

JW Consultants LLP

Electro Mech Consultant

Planwell Architects

AAKAR Architects and Consultants

STRUCTURAL CONSULTANTS

Shanghvi and Associates Private Limited

LANDSCAPE CONSULTANTS

Site Concepts Private Limited

INTERIOR DESIGNER

HBA, Singapore

BANKERS

ICICI Bank

Axis Bank

Syndicate Bank

HDFC Bank

IDBI Bank

Punjab National Bank

REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited

17/20, Jaferbhoy Industrial Estate, 1st Floor,

Makwana Road, Marol Naka,

Andheri (East), Mumbai - 400 059

Tel No.: +91 (022) 4227 0400

Fax No.: +91 (022) 2850 3748

E-mail: info@adroitcorporate.com

Website: www.adroitcorporate.com

REGISTERED OFFICE

Dev Plaza, 2nd Floor,

Opp. Andheri Fire Station,

S.V. Road, Andheri (West),

Mumbai – 400 058

Tel No.: +91 (022) 2671 9999

Fax No.: +91 (022) 2620 3999

E-mail: info@satraproperties.in

Website: www.satraproperties.in

CIN: L65910MH1983PLC030083



FINANCIAL HIGHLIGHTS

5 YEARS FINANCIAL HIGHLIGHTS

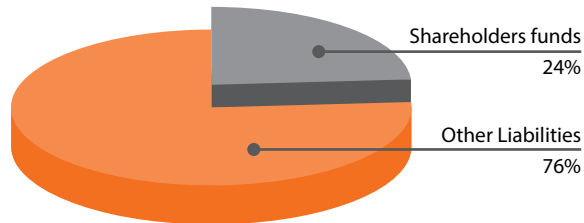
| | | INR in Lacs | | | | |
|----------------------------|---|-------------|---------|---------|---------|---------|
| S. No. | Particulars | 2016-17 | 2015-16 | 2014-15 | 2013-14 | 2012-13 |
| 1 | Total Revenue | 10,930 | 10,102 | 7,172 | 9,360 | 9,724 |
| 2 | Earning before depreciation, interest and taxes | 2,777 | 1,379 | 1,817 | 3,241 | 3,761 |
| 3 | Depreciation | 7 | 12 | 33 | 18 | 23 |
| 4 | Earning after taxes | 181 | 442 | 132 | 400 | 505 |
| 5 | Market capitalisation | 10,077 | 12,075 | 16,409 | 10,488 | 6,277 |
| 6 | Equity share capital | 3,567 | 3,567 | 3,567 | 3,227 | 3,227 |
| [Face value per share (₹)] | | | | 2 | | |
| 7 | Reserve & Surplus | 7,282 | 7,315 | 7,088 | 6,568 | 6,355 |
| 8 | Equity shareholder's fund | 10,849 | 10,882 | 10,655 | 9,795 | 9,582 |
| 9 | Equity dividend (%) | 5% # | 5% | 5% | 5% | 5% |
| 10 | Term Borrowings | 17,606 | 17,339 | 11,957 | 17,162 | 17,548 |
| 11 | Dividend payout | 178 # | 178 | 178 | 161 | 161 |
| 12 | Total assets | 45,943 | 47,660 | 43,719 | 40,557 | 42,620 |
| Key Indicators | | | | | | |
| 1 | Earning per share (₹) | 0.10 | 0.25 | 0.08 | 0.25 | 0.27 |
| 2 | Diluted Earning per share (₹) | 0.10 | 0.25 | 0.08 | 0.24 | 0.27 |
| 3 | Book value per share (₹) | 6.08 | 6.10 | 5.97 | 6.07 | 5.94 |
| 4 | Net profit margin | 1.80% | 4.84% | 2.28% | 4.35% | 6.41% |
| 5 | Debt equity ratio | 1.62 | 1.59 | 1.12 | 1.75 | 1.83 |
| 6 | Return on net worth | 1.67% | 4.06% | 1.24% | 4.08% | 5.27% |
| 7 | Return on capital employed | 5.64% | 3.55% | 3.91% | 6.64% | 7.91% |

Subject to approval of members in 34th Annual General Meeting of the Company

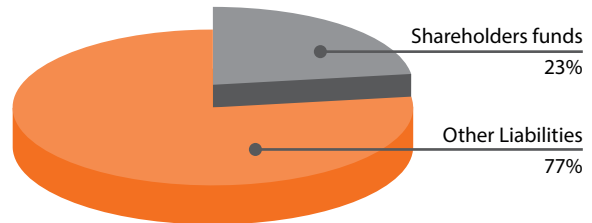


FINANCIAL HIGHLIGHTS

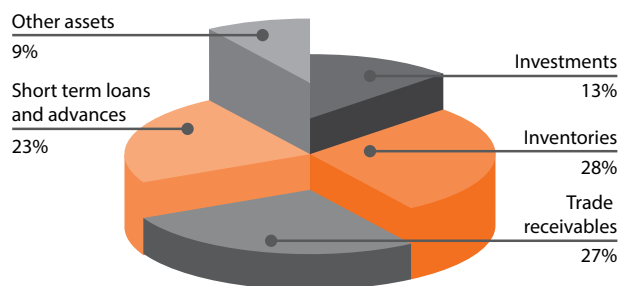
Shareholders funds and Other liabilities Standalone - 2017



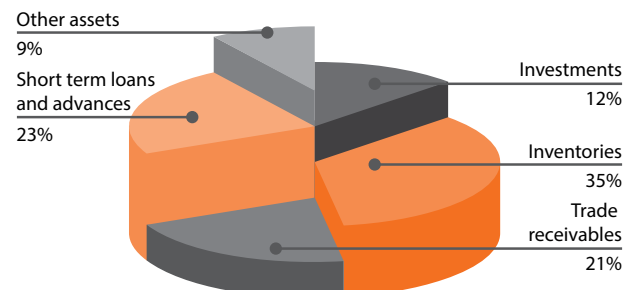
Shareholders funds and Other liabilities Standalone - 2016



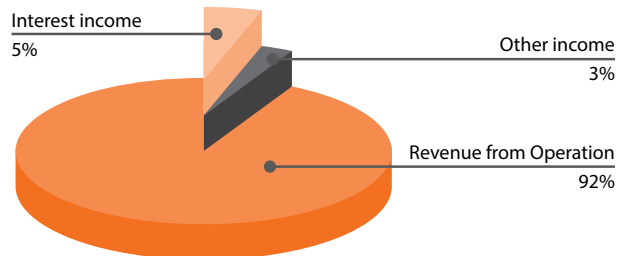
Total Assets Standalone - 2017



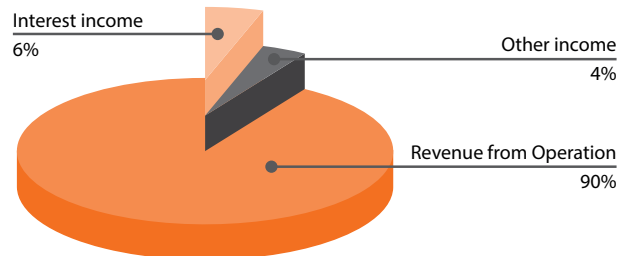
Total Assets Standalone - 2016



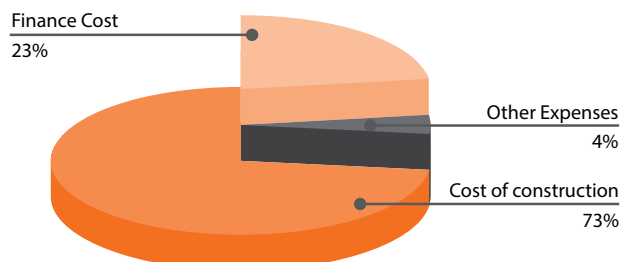
Revenue Breakup Standalone - 2017



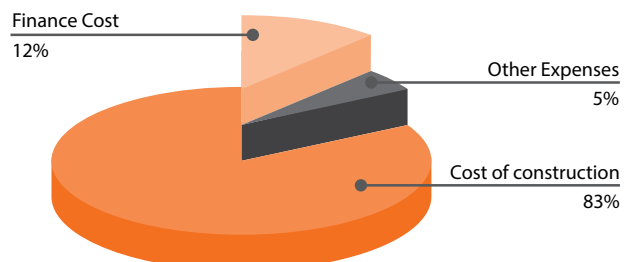
Revenue Breakup Standalone - 2016



Expenditure and Outflow Standalone - 2017



Expenditure and Outflow Standalone - 2016



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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 Fourth Annual General Meeting of the members of **Satra Properties (India) Limited** will be held on **Thursday, 28 September 2017** at **4.00 p.m.** 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
 - (a) the standalone financial statements of the Company for the financial year ended 31 March 2017, including the audited Balance Sheet as at 31 March 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and
 - (b) the consolidated financial statements of the Company for the financial year ended 31 March 2017 including the report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year 2016-17.
3. To appoint a director in place of Mr. Praful N. Satra (DIN: 00053900), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 139, 142 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), pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on 27 September 2014, the appointment of GMJ & Co., Chartered Accountants, (Firm Registration No.: 103429W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty sixth Annual General Meeting to be held in the calendar year 2019 be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year ending 31 March 2018 as may be determined by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors."

SPECIAL BUSINESS:

5. Appointment of Mr. Rushabh P. Satra (DIN: 06608627) as a Non-Executive Director of the Company:
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 152 read with 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), Mr. Rushabh P. Satra (DIN: 06608627), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24 October 2016 pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, who being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director and who holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Director of the Company and whose term of office shall be liable to retire by rotation."

6. Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial year 2017-18:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and 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), the members hereby ratify the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and actual out of pocket expenses to Mr. Prasad Krishna Sawant, Cost Accountant [Firm Registration No. 100725], who was appointed as the Cost Auditor to conduct the audit of cost records for the financial year 2017-18.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts and deeds and take all such steps as may be necessary, proper or desirable in order to give effect to the aforesaid resolution."

7. Approval of charges for service of documents on the shareholders:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force as amended from time to time) whereby a document may be served on any shareholder by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office or address or by electronic or other mode as may be prescribed, the consent of the members be and is hereby accorded to charge from the shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made

by the shareholder for delivery of such document to him, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts and deeds and take all such steps as may be necessary, proper or desirable in order to give effect to the aforesaid resolution."

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

Manan Y. Udani
Company Secretary
Mumbai, 9 August 2017

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 setting out material facts in respect of business at Item Nos. 5 to 7 is appended hereto. Additional information pursuant to the Regulation 26 and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} and the details as required under SS-2 (Secretarial Standard-2 on General Meetings) 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 fourth Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.** 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 ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

3. Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days notice in writing of the intention so to inspect is given to the Company.
4. Route map and prominent land mark for easy location of venue of the AGM is provided in the Annual Report and the same shall also be available on the Company's website www.satraproperties.in
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The Company has made necessary arrangements with Central Depository Services (India) Limited (CDSL) to facilitate the members to cast their votes from a place other than venue of the AGM. Instruction and other information relating to remote e-voting are given in this Notice under Note No. 23. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed Friday, 22 September 2017 to Thursday, 28 September 2017 (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 4 October 2017 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 (NSDL) and CDSL as of the close of the business hours on Thursday, 21 September 2017 (Record date).
 - 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 Thursday, 21 September 2017 (Record date).
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.



9. Members are requested to bring their copies of Annual report.
10. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the AGM.
11. 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 (**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 Agent, Adroit Corporate Services Private Limited (**ACSPL**) to provide efficient and better services. Members holding shares in physical form are requested to advise such changes to ACSPL.
12. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to ACSPL the prescribed Form SH-13 for nomination and Form SH-14 for cancellation/ variation, as the case may be. The Forms can be downloaded from Company's website www.satraproperties.in Members holding shares in demat mode may contact their respective DP for availing this facility.
13. 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.
14. Kindly note that as per SEBI (LODR) Regulations, 2015 it is mandatory for the Company to print the bank account details of the investors on dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/ACSPL/DP, as the case may be.
15. The Securities and Exchange Board of India 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 (**NECS**), Electronic Clearing Services (**ECS**), National Automated Clearing House (**NACH**) to investors holding shares in electronic and physical forms. Shareholders holding shares in physical form who wish to avail NECS/ECS/ NACH facility, may authorize the Company with their NECS/ ECS/NACH mandate in the prescribed form, which can be obtained from ACSPL. 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.
16. As per SEBI (LODR) Regulations, 2015, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the Members/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ACSPL while transacting in the securities market including transfer, transmission, transposition or any other corporate action.
17. The Notice of the AGM along with the Annual Report 2016-17 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.
18. Members may also note that the Notice of the AGM and the Annual Report 2016-17 will be available on the website of the Company - www.satraproperties.in and website of BSE Limited - www.bseindia.com. Notice of the AGM will also be available on the website of CDSL - www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at : info@satraproperties.in
19. The Members who are holding shares in physical form and have not registered their e-mail addresses are requested to register the same on the e-mail address - info@adroitcorporate.com for receiving all communication including Annual Report, Notices, Circulars etc. electronically, in order to support the 'Green Initiative'.
20. All documents referred to in the notice and Explanatory Statement will be available for inspection at the Registered Office of the Company during the business hours on any working days between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
21. 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.
22. 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 (**IEPF**) established by the Central Government.

Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), came into with effect from 7 September 2016, also contain similar provisions for transfer of such amounts to the IEPF. In accordance with the following schedule, the dividend for the following years, if unclaimed within a period of seven years, will be transferred to the IEPF:

| Financial year ended | Date of declaration of dividend | Due date for transfer to IEPF | Type of dividend declared |
|----------------------|---------------------------------|-------------------------------|---------------------------|
| 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 |
| 31.03.2014 | 27.09.2014 | 26.11.2021 | Final Dividend |
| 31.03.2015 | 28.09.2015 | 27.11.2022 | Final Dividend |
| 31.03.2016 | 30.09.2016 | 29.11.2023 | Final Dividend |

Further, as per Section 124(6) of the Companies Act, 2013 read with the IEPF Rules as amended, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are liable to be transferred to IEPF Demat Account notified by the Authority in the prescribed manner.

The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. The information on unclaimed dividend is also posted on the website of the Company - www.satraproperties.in. Shareholders are requested to claim the same as per procedure laid down in the IEPF Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. It may also be noted that all subsequent corporate benefits that may accrue in relation to the above shares will also be credited to the said IEPF Suspense Account.

Please note that no claim shall lie against the Company in respect of the shares / dividend so transferred to the Authority. Upon transfer of your shares / dividend, you may claim from the Authority both the unclaimed dividend amount and the shares by making an application in prescribed Form IEPF-5 online and by sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF - 5.

The Rules and the application form (Form IEPF - 5), as prescribed by the Ministry of Corporate Affairs for claiming back the shares/dividend, are available on website of the Ministry of Corporate Affairs at www.iepf.gov.in.

23. Information and other instruction relating to remote e-voting are as under:

In compliance with Regulation 44 (1) of SEBI (LODR) Regulations, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with

the Companies (Management and Administration) Rules, 2014 and amendments made thereto, and SS-2, Company is pleased to offer remote e-voting facility as an option to all the Members of the Company to enable them to cast their votes electronically on all resolutions set forth in this Notice.

- The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting.
- The members, who have already exercised their votes through remote e-voting, may attend the Meeting but are prohibited to vote at the Meeting and their votes, if any, cast at the Meeting shall be treated as invalid.
- Voting rights of the members shall be reckoned on the paid-up value of shares registered in the register of members/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Thursday, 21 September 2017.
- Person who is not a member as on the cut-off date should treat this notice for information purposes only.
- Members having any grievances connected with the remote e-voting can contact Adroit Corporate Services Private Limited, Registrar and Share Transfer Agent, 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400 059. Contact Person: Mr. Praful Shah. Telephone No. 022- 42270400; Email: prafuls@adroitcorporate.com
- Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and ballot voting at the venue of AGM in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding 2 (two) days from the conclusion of the remote 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.
- 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 remote e-voting results and voting held at the AGM.

The results shall be declared by Chairman or a person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. www.satraproperties.in, on the agency's website i.e. Central Depository Services (India) Limited viz. www.cdslindia.com and on the Registrar and Share Transfer Agent's website i.e. Adroit Corporate Services Private Limited viz. www.adroitcorporate.com and communicated to BSE Limited, where shares of the Company are listed.



(I) The process and manner for remote e-voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 25 September 2017 at 9.00 a.m. and ends on Wednesday, 27 September 2017 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 i.e. Thursday, 21 September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 8 digits of the sequence number (Mentioned in name and address sticker) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for SATRA PROPERTIES (INDIA) LIMITED.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) **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 a Compliance User should be created 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 linked in the login 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.

(xxi) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, 21 September 2017 may obtain login details by sending a request to Registrar and Share Transfer Agent, Adroit Corporate Services Private Limited.

(xxii) 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.

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

Manan Y. Udani
Company Secretary
Mumbai, 9 August 2017

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



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

Item No. 5:

Pursuant to the recommendation made by the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 **(the Act)** read with Articles of Association of the Company, appointed Mr. Rushabh P. Satra (DIN: 06608627) as an Additional Director of the Company with effect from 24 October 2016 to hold office upto the date of this Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member along with a deposit of ₹ 1,00,000/- proposing his candidature for the office of Director, whose term of office shall be liable to retire by rotation, to be appointed as such under the provisions of Section 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. The Company has received the following from Mr. Rushabh P. Satra:

- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under section 164(2) of the Act confirming his eligibility for such appointment.

Mr. Rushabh P. Satra is BBA from Kingston University, London having more than 3 years of experience in Real Estate and Construction Industry. Keeping in view his expertise and knowledge, his appointment will be immensely benefit the Company.

Additional information pursuant to Regulation 26 and 36(3) of the SEBI (LODR) Regulations, 2015 and the details as required under SS-2 (Secretarial Standard-2 on "General Meetings") of persons seeking appointment as Director are furnished and forms part of Notice.

The Board of Directors of your Company recommends the Resolution set out in Item No. 5 of the accompanying Notice for the approval of shareholders of the Company as an Ordinary Resolution.

Except Mr. Rushabh P. Satra himself and his father Mr. Praful N. Satra, Chairman and Managing Director (Key Managerial Personnel), 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 except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

Item No. 6:

Pursuant to the recommendation made by the Audit Committee, the Board of Directors of the Company in its meeting held on 9 August 2017 has approved the appointment and remuneration

of Mr. Prasad Krishna Sawant, Cost Accountant (Firm Registration Number: 100725) as the Cost Auditor for conducting Cost Audit of Company for the Financial Year 2017-18 for the annual remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) plus applicable taxes and actual out of pocket expenses incurred in relation to performance of the duties.

In accordance with the provision(s) of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is being sought for passing an Ordinary Resolution in this regard viz. for ratification of the remuneration of ₹ 60,000/- payable to the Cost Auditor for conducting the audit of cost records of the Company for financial year 2017-18.

The Board of Directors of your Company recommends the Resolution set out in Item No. 6 of the accompanying Notice for the approval of shareholders of the Company as an 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 except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

Item No. 7:

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., it is therefore proposed that actual expense borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

Accordingly, consent of the shareholders is sought for passing the Resolution set out in Item No. 7 of the accompanying Notice relating to service / delivery of documents to the shareholders of the Company by way of a particular mode as per request received from concerned member(s).

The Board of Directors of your Company recommends the Resolution set out in Item No. 7 of the accompanying Notice for the approval of shareholders of the Company as an 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 except to the extent of their shareholding, if any. The proposed resolutions do not relate to or affect any other Company.

ADDITIONAL INFORMATION / DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:

| Name of Directors | Mr. Praful N. Satra | Mr. Rushabh P. Satra |
|---|---|--|
| Date of Birth | 18.09.1964 | 07.01.1994 |
| First Date of Appointment as Director | 01.06.2005 | 24.10.2016 |
| Qualifications | HSC | BBA from Kingston University, London |
| A brief resume of the directors/ Experience. | Mr. Praful N. Satra, aged 52 years has a total experience of over 32 years in domestic and international business which includes 17 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has a 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. | Mr. Rushabh P. Satra, aged 23 years has a total experience of over 3 years in Real Estate and Construction Industry. He has been assisting the management of Satra Group in Finance functions and Project execution. |
| Nature of expertise in specific functional areas | Wide experience in the Real estate Industry | Experience in the Real estate Industry |
| Names of companies in which the person also holds the directorship and membership and Chairmanship of Committees of the Board as at 31 March 2017 | <p>A. Directorships:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited 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 RRB Realtors Private Limited Satra Re-Development Company Limited Satra Property Development Private Limited Shravan Developers Private Limited Savla Realtors and Developers Private Limited Satra Retail Private Limited C. Bhansali Developers Private Limited <p>Chairmanship of Committees:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited - <ol style="list-style-type: none"> Corporate Social Responsibility Committee Satra Property Developers Private Limited - <ol style="list-style-type: none"> Corporate Social Responsibility Committee Satra Realty and Builders Limited - <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee | <p>A. Directorships:</p> <ol style="list-style-type: none"> Satra Properties (India) Limited Satra Property Developers Private Limited Satra Estate Development Private Limited Satra Infrastructure and Land Developers Private Limited Satra Lifestyles Private Limited Satra Realty and Builders Limited Satra Re-Development Company Limited Satra Land Development Private Limited Satra Infrastructure Development Private Limited Shravan Developers Private Limited <p>Membership of Committees:</p> <p>Satra Properties (India) Limited -</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee <p>Satra Property Developers Private Limited -</p> <ol style="list-style-type: none"> Corporate Social Responsibility Committee <p>Chairmanship of Committees:</p> <p>Satra Property Developers Private Limited -</p> <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee |



| Name of Directors | Mr. Praful N. Satra | Mr. Rushabh P. Satra |
|--|--|---|
| Shareholding details held in the Company as at 31 March 2017 | 5,27,98,106 Equity Shares | 2,70,00,000 Equity Shares |
| Disclosure of relationships between directors inter-se and Manager and other Key Managerial Personnel of the Company | Father of Mr. Rushabh P. Satra (Additional Director) in terms of the definition of 'relative' given in the Companies Act, 2013 | Son of Mr. Praful N. Satra (Chairman and Managing Director, Key Managerial Personnel) in terms of the definition of 'relative' given in the Companies Act, 2013 |
| Terms and conditions of appointment or re-appointment | As approved by the members in the 33 rd Annual General Meeting held on 30 September 2016 and terms and conditions as laid down in the agreement entered between the Company and Mr. Praful N. Satra | Non-Executive, Non-Independent Director liable to retire by rotation. |
| Details of remuneration sought to be paid and the remuneration last drawn by such person | Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2016-17) | Remuneration sought to be paid: NIL Remuneration last drawn by such person: NIL (During the Financial Year 2016-17) |
| Number of Meetings of the Board attended during the financial year 2016-17 | 7 | 2 |

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

Manan Y. Udani

Company Secretary
Mumbai, 9 August 2017

Registered Office:

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

DIRECTOR'S REPORT

To

The Members,

SATRA PROPERTIES (INDIA) LIMITED

Your Directors are pleased to present the 34th Annual Report along with Audited Financial Statements for the Financial Year ended 31 March 2017.

1. FINANCIAL HIGHLIGHTS:

₹ in Lacs

Particulars

Profit before Tax

Less: Taxation

Profit after Tax

Add: Balance in Statement of Profit and Loss brought forward from previous year

Profit available for appropriation

Less: Appropriations

Proposed Dividend and Tax on Dividend

Transfer to Debenture Redemption Reserve

Net Surplus in the Statement of Profit and Loss

Standalone for the year

| 2016-17 | 2015-16 |
|-----------------|-----------------|
| 311.69 | 185.26 |
| 130.43 | (256.43) |
| 181.26 | 441.69 |
| 2,101.66 | 1874.64 |
| 2,282.92 | 2,316.33 |
| 214.67 | 214.67 |
| - | - |
| 2,068.25 | 2,101.66 |

2. STATE OF THE COMPANY'S AFFAIRS / OPERATIONS:

On standalone basis, during the year under review, total income of your Company has increased by approximately 8.19% from ₹ 10,103 Lacs to ₹ 10,930 Lacs. The said increase in total income was due to increase in revenue from sale of properties. The Consolidated total income of your Company for the year ended 31 March 2017 has decreased by approximately 38.17% from ₹ 20,323 Lacs to ₹ 12,565 Lacs mainly due to decrease in revenue from sale of properties in subsidiaries.

On standalone basis, during the year under review, your Company has registered a decrease in the Profit after Tax by approximately 59% from ₹ 441.69 Lacs to ₹ 181.26 Lacs. The said decrease is on account of increase in Finance costs and net increase of tax expenses as compared to the previous year. Also, on consolidated basis, the Company has registered net profit of ₹ 1017.73 Lacs in the current year as compared to previous year's loss of ₹ 2,037.48 Lacs. The said profit is mainly on account of decrease in cost of construction and decrease in Advertisement and sales promotion expenses.

The management is putting all its endeavours 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.

Brief about various ongoing and upcoming Projects undertaken by your Company:

ONGOING PROJECTS:

a. Satra Park, Borivali, Mumbai:

CONNECT TO A WORLD THAT CONNECTS YOU WITH LIFE, DAILY.

Satra Park is the state-of-the-art residential cum commercial complex with artistically designed interiors and exteriors

and a place where every corner is beautifully designed to enjoy the luxuries of comfortable living along with excellent connectivity. It comprises of major 2BHK and 3BHK homes.

The Company has already received part Occupation Certificate for the shops section and is expected to complete the project by 31 December 2020.

b. Satra Plaaza, Nai Sadak, Jodhpur:

FIRST ALL-INCLUSIVE BUSINESS DESTINATION.

Being a one-stop destination for business, Satra Plaaza is a world of convenience and comfort offering shops, offices and artistically designed and well-planned hotel. Designed by the best architects the building shall become the most desired destination for the retailers as well as the customers.

The Company has partly finished construction of the shops and office front and plans to complete the project in due course of time.

UPCOMING PROJECTS:

c. Project at Kalina, Mumbai:

THE BEST HOMES ARE CLOSE TO EVERYTHING.

The proposed residential project located on Kalina-Kurla Road is planned to start in a phase wise program and would comprise of 1BHK and 2BHK homes. The Company plans to launch the project in near future.

Brief about various ongoing and upcoming Projects undertaken by Subsidiary Companies / Step-down Subsidiary Company:

ONGOING PROJECTS:

a. Satra Harmony, Chembur, Mumbai:

HOME IS WHERE IS YOUR HEART IS.

The Company has launched this project on the auspicious occasion of Akshay Tritiya 2017 and is planning to complete



the same by 31 December 2019. It would re-develop housing of 36 existing members along with other new members and would comprise compact as well as luxurious 2BHKs.

b. Project at Ghatkopar, Mumbai:

DISCOVER A TOWNSHIP THAT HOSTS ALL YOUR LIVING DESIRES.

The proposed slum redevelopment project is nestled in nature's abundance and strategically located. An integrated project spread over highland region would comprise of a township offering varied options of compact apartments for nuclear families. At present the construction activities for shifting the hutments to transit accommodation is ongoing and the Company has successfully obtained revised LOI for this proposed project.

c. Satra Mahavir Ville, Matunga CR, Mumbai:

WHILE THE EXPERIENCE, RISES EVEN HIGHER.

The proposed tallest wonder in Matunga Central is taking shape in the downtown of Mumbai. An edifice that rises above the ground would surpass the expectation and shall be seen as the 'who wants to be at' address with best of facilities and amenities to suit the upward living quotient. The redevelopment project is proposed to rehabilitate around 300 homes/shops. The sale building would comprise of selections concerning bare shell homes ranging from 2BHK till 5BHK. The commencement certificate has been obtained and the construction is ongoing for this project.

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

AN ELITE ADDRESS FOR THE LUCKY.

The slum redevelopment project, being jointly developed is located in the upcoming development zone near Chembur-Ghatkopar and is planned to accommodate various slum developed along with housing to numerous fresh patrons. Upon receipt of the statutory permissions, the project currently offers housing options ranging from 1BHK, 1.5BHK and 2BHK. The construction is happening in full swing with Rehab Tower 1 almost being completed along with decent portion of work for sale tower in progress. Further, the said project is expected to be completed by 31 December 2020.

e. LE 88, Bandra, Mumbai:

MEET A CELEBRATED LIFE THAT CELEBRATES YOUR BEING, TRULY.

This project is a Joint Venture with Pyramid Developers and would be the address to 81 distinguished families. Being reserved for selected few, the 26 storey internationally designed tower is situated in the heart of Bandra overlooking the Bandra-Worli Sea Link. With the epitome of luxury and world class amenities, the building is nearing completion and would be ready by 31 December 2018.

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

3. DIVIDEND:

Your Directors are pleased to recommend, for approval of the members, Equity Dividend of ₹ 0.10/- per share (@ 5% per share) on 17,83,58,000 Equity Shares of ₹ 2/-

each of the Company for the Financial Year 2016-17. The Dividend payout on Equity Shares, if declared as above, will result in outflow of ₹ 178.36 Lacs towards Dividend and ₹ 36.31 Lacs towards Dividend Tax, resulting in total outflow of ₹ 214.67 Lacs. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22 September 2017 to Thursday, 28 September 2017 (both days inclusive) for the purpose of Annual General Meeting to be held on Thursday, 28 September 2017, as decided by the Board and for the payment of Equity Dividend.

4. TRANSFER TO RESERVES:

During the year under review, the Company has transferred ₹ 292.50 Lacs to General Reserves from Debenture Redemption Reserve on account of pre/part redemption of 1,170 Nos. of Secured Redeemable Non-Convertible Debentures.

5. EXTRACT OF ANNUAL RETURN:

In accordance with Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, an extract of annual return in the prescribed format is enclosed herewith as **Annexure I** to the Board's report.

6. NUMBER OF MEETINGS OF THE BOARD:

The Board met Seven times during the financial year, the details of which are given in the Corporate Governance Report that forms a part of this Annual Report.

7. DIRECTOR'S RESPONSIBILITY STATEMENT:

In accordance with Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, with respect to Director's Responsibility Statement, it is hereby confirmed that

- in the preparation of the annual accounts for the financial year ended 31 March 2017, the applicable accounting standards have been followed and there have been no material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2017 and of the profit of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

8. A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

Your Company has received declaration from all the Independent Directors of your Company, confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **{SEBI (LODR) Regulations, 2015}**.

9. POLICY MATTERS:**a. Nomination and Remuneration Policy:**

The policy of the Company on director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 adopted by the Board, is enclosed herewith as **Annexure II** to the Board's Report.

b. Whistle Blower Policy and Vigil Mechanism:

Your Company has adopted and established the necessary Whistle Blower Policy Vigil mechanism for Directors and employees to report deviations from the standards defined in the Code of Conduct adopted by the Board of Directors and reporting instances of unethical/improper conduct and taking suitable steps to investigate and correct the same.

c. Risk Management:

The Risk Management is overseen by the Board of Directors on a continuous basis. The Board oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

10. AUDITORS AND AUDITORS REPORT:**a. Statutory Auditors:**

At the 31st Annual General Meeting held on 27 September 2014, GMJ & Co., Chartered Accountants, (Firm Registration No. 103429W) were appointed as statutory auditors of the Company for a term of five consecutive years i.e. to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of GMJ & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

EXPLANATIONS / COMMENTS BY THE BOARD IN THE AUDITOR'S REPORT:

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

- With reference to clause (vii)(a) of the Annexure to the Independent Auditors' Report on the Standalone financial statements; the Auditors have made a remark regarding delays in payment of statutory dues and pending undisputed statutory dues more than six months of ₹ 263.61 Lacs on account of Dividend Distribution Tax, ₹ 105.96 Lacs on account of Income Tax (including TDS), ₹ 477.46 Lacs on account of Value Added Tax and ₹ 52.82 Lacs on account of Service Tax. The Management has to state that the Company has already deposited ₹ 18.31 Lacs for TDS and ₹ 3.48 Lacs for Service Tax upto the date of this report and is confident to meet its outstanding statutory liabilities very soon.

b. Internal Auditors:

During the year under review, on the recommendation of the Audit Committee, the Board of Directors appointed NGS & Co. LLP, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2016-17 to conduct Internal Audit of the functions and activities of the Company and submit their report to the Board as required under Section 138 of the Companies Act, 2013 and applicable Rules and provisions thereunder.

Further, the Board of Directors has appointed P.P. Shah & Associates, Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2017-18.

c. Secretarial Auditor:

Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary (CP No. 4363), Mumbai, was appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The secretarial audit report for the Financial Year 2016-17 is enclosed herewith as **Annexure III** to the Board's Report. There were no qualifications, reservation, adverse remarks or disclaimer given by the Secretarial Auditor.

The Board has appointed Mr. Dharmesh Zaveri of D. M. Zaveri & Co., Practicing Company Secretary, Mumbai, as secretarial auditor of the Company for the Financial Year 2017-18.

d. Cost Auditor:

Pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the Board has approved appointment of Mr. Prasad Krishna Sawant, Cost Accountant



(Firm Registration Number: 100725) as a Cost Auditor of the Company for the Financial Year 2017-18 to conduct the Cost Audit of the Company for remuneration of ₹ 60,000/- plus applicable taxes and actual out of pocket expenses incurred in relation to performance of the duties. Necessary resolution for ratification of remuneration payable to the Cost Auditor is included in the Notice of 34th Annual General Meeting for seeking approval of shareholders.

11. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to financial statements provided in this Annual Report.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. All the related party transactions were pre-approved by the Audit Committee.

In view of the same, disclosure in Form AOC - 2 has been provided in **Annexure IV** to the Board's Report for the financial year ended 31 March 2017 with respect to the contracts/ arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

A policy governing the related party transactions as approved by the Board may be accessed on the Company's website viz. www.satraproperties.in.

Related party disclosures Forms part of the notes to the financial statements provided in this Annual Report.

13. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report. During the Year under review, your Company has done pre/part redemption of 1,170 Nos. of Secured Redeemable Non-Convertible Debentures (NCDs) out of 5,500, 12% Secured Redeemable NCDs of ₹ 1 Lac each fully paid up which were issued on private placement basis. Further, pursuant to approval of debenture holders, the Board of Directors in their Meeting held on 20 April 2017 has approved the revised dates of redemption of balance 4,330 Nos. of NCDs along with rate of interest @ 12% to be compounded every 9 completed calendar month from the date of subscription of the respective NCDs. Accordingly, the NCDs will be redeemable from April 2019 to December 2019.

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

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are as follows:

(A) Conservation of energy and Technology absorption:

i. The steps taken on conservation of energy:

The Company constantly endeavours to achieve energy conservation in its products by adopting energy efficient products. From the project inception stage, through design and execution, to post occupancy, we constantly work with internal and external teams to meet the Energy Performance. The following best practices are in place to achieve this objective:

- Energy efficient electronic ballast and lighting system;
- Heat Reflective paint;
- Adoption of high efficiency pumps, motors;
- LED Lamps for common areas & pathways;
- Use of energy efficient lamps, control gears and ballast VFDs highly efficient motors;
- Use of CFLs, fluorescent tubes and LEDs in the common areas of residential projects;
- Use of best quality wires, cables, switches and low self power loss breakers;
- Selection of high efficiency transformers, DG sets and other equipments;
- The use of separate energy meters for major common area loads so that power consumption can be monitored and efforts can be made to minimise the same;
- Use of energy efficient lifts with group control in residential projects;
- Use of energy, high energy efficiency equipment e.g. Elevators, Water Pumps, STP.

ii. Steps taken by the Company for utilizing alternative sources of energy:

The Company undertakes various measures to conserve energy by using energy efficient lighting systems, electric transmissions etc.

iii. Capital investment on energy conservation equipment:

The Company continues to make project level investments for reduction in consumption of energy. However, capital investment on energy conservation equipment cannot be quantified.

(B) Technology Absorption:

i. The efforts made towards technology absorption:

- The improvement of existing or the development/ deployment of new construction technologies to speed up the process and make construction more efficient;

- Researching the market for new machines, materials and developing methodologies for their effective use in our project sites;
- LEDs for common area lighting;
- Introduction of laser plummets for accurate making;
- Technologies like Aluminium formwork, Aluminum Profile & Accessories have been adopted;
- The Company uses modern technologies for implementation of its projects in consultation with Architects, Engineers and Designers.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

- Construction methodologies have been revised to optimize the process through improved processes and new technologies.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

The details of technology imported by the Company during the last three years are given below:

| Sl. No. | The details of technology imported | The year of import | Whether technology has been fully absorbed | If not fully absorbed, areas where absorption has not taken, and the reasons thereof |
|---------|------------------------------------|--------------------|--|--|
| 1. | Aluminium Profiles | 2013-14 | Yes | N.A. |

iv. The Expenditure incurred on Research and Development:

During the year under review, no expenditure has been incurred on Research and Development.

(C) Foreign Exchange Earnings and Outgo:

The Foreign Exchange outgo during the year was ₹ 71.66 Lacs for importing construction materials and there were no Foreign Exchange earnings in terms of actual inflows during the year under review.

15. COMMITTEES OF THE BOARD:

i. Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013, your Company has Corporate Social Responsibility Committee consisting of 3 Directors out of which 1 is an Independent Director.

During the year under review, consequent to the appointment of Mr. Rushabh P. Satra w.e.f. 24 October 2016 and tendering of resignation by Mr. Rajan P. Shah with effect from closing of business hours of 24 October 2016, the Board has reconstituted the Corporate Social Responsibility Committee and Mr. Rushabh P. Satra was appointed as member of committee w.e.f. 25 October 2016.

The Composition of this Committee as on 31 March 2017 was as under:

- Mr. Praful N. Satra, Chairman, Executive Director
- Mr. Rushabh P. Satra, Member, Executive Director
- Mr. Vidyadhar D. Khadilkar, Member, Independent Director

Consequent, upon tendering of resignation by Mr. Vidyadhar D. Khadilkar w.e.f. 31 May 2017, the Board has reconstituted the Corporate Social Responsibility Committee and Mr. Vishal R Karia, Independent Director became a member of the committee w.e.f. 31 May 2017.

The Company has adopted a Corporate Social Responsibility policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013. The policy, including overview of projects or programs undertaken during the financial year 2016-17 is provided on the Company's website viz. www.satraproperties.in

During the year under review, as part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has contributed in the areas of animal welfare which is in accordance with Schedule VII of the Companies Act, 2013.

The annual report on our CSR activities is enclosed herewith as **Annexure V** to the Board's report.

ii. Audit Committee:

During the year under review, Consequent, upon tendering of resignation by Mr. Rajan P. Shah with effect from closing of business hours of 24 October 2016, the Board has reconstituted the Audit Committee and Mrs. Sheetal D. Ghatalia, Independent Director became a member of the committee w.e.f. 25 October 2016.

The composition of Audit committee as on 31 March 2017 was as under:

- Mr. Kamlesh B. Limbachiya - Chairman, Independent Director
- Mr. Vidyadhar D. Khadilkar - Member, Independent Director
- Mrs. Sheetal D. Ghatalia - Member, Independent Director

Consequent, upon tendering of resignation by Mr. Vidyadhar D. Khadilkar w.e.f. 31 May 2017, the Board has reconstituted the Audit Committee and Mr. Rushabh P. Satra, Non-Executive Director became a member of the committee w.e.f. 31 May 2017.

During the period under review, the suggestions put forth by the Audit Committee were duly considered and accepted by the Board of Directors. There were no instances of non-acceptance of such recommendations.

16. ANNUAL PERFORMANCE EVALUATION OF BOARD, IT'S COMMITTEES AND DIRECTORS:

The evaluation of all the directors and the Board as a whole and that of its committees was conducted based on the criteria and framework adopted by the Board in accordance



with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The following process was adopted for Board Evaluation:

Feedback was sought from each Director about their views on the performance of the Board covering various criteria such as degree of fulfilment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the Management and efficacy of communication with stakeholders. Feedback was also taken from every director on his assessment of the performance of each of the other Directors.

The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors. Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting, summarising the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. The performance of the non-independent non-executive directors and Board as whole was also reviewed by them. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board. It was also presented to the Board and a plan for improvements was agreed upon. Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

17. THE CHANGE IN THE NATURE OF BUSINESS:

There is no change in the present nature of business of the Company.

18. DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR:

As per the relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the changes in Directors and Key Managerial Personnel are detailed as follows:

Mr. Bhavesh V. Sanghavi resigned as Chief Financial Officer and Key Managerial Personnel of the Company with effect from closing of business hours of 30 April 2016. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

In terms of Section 196 of the Companies Act, 2013, Mr. Praful N. Satra (DIN: 00053900), was re-appointed by shareholders in 33rd Annual General Meeting as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from 13 May 2016 till 12 May 2021.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Rushabh P. Satra (DIN: 06608627) as an Additional Director (Category: Non-Executive) of the Company with effect from 24 October 2016 to hold office upto the date of ensuing Annual General Meeting. Further, upon recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and pursuant to Sec. 203 of the Companies Act, 2013 read with relevant rules and in accordance with Articles of Association of the Company, Mr. Rushabh P. Satra was appointed as a Chief Financial Officer & Key Managerial Personnel of the Company w.e.f. 27 October 2016. Also, subject to the approval of the shareholders in the ensuing General Meeting, the Board upon recommendation of Nomination and Remuneration Committee approved his appointment as a Whole Time Director of the Company w.e.f. 27 October 2016 for a period of 5 years. However, due to pre occupation, Mr. Rushabh P. Satra has resigned from the post of Chief Financial Officer & Key Managerial Personnel and Whole Time Director of the Company w.e.f. 31 May 2017, however he will continue to be Non-Executive Director of the Company. Accordingly, the Board has recommended appointment of Mr. Rushabh P. Satra as Non-Executive Director to the members of the Company and terms and conditions of the said appointment are set out in the Notice convening the 34th Annual General Meeting.

Mr. Rajan P. Shah (DIN: 00053917), Non-Executive Director of the Company has resigned with effect from closing of business hours of 24 October 2016 due to pre occupation. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

Pursuant to recommendation of Nomination and Remuneration Committee and approval of the Audit Committee and pursuant to the provisions of Section 203 read with relevant rules thereunder and in accordance with Articles of Association of the Company and such other applicable provisions of the Companies Act, 2013, the Board of Directors has appointed Mr. Sharad G. Kathawate as Chief Financial Officer & Key Managerial Personnel of the Company w.e.f. 31 May 2017.

Mr. Vidyadhar D. Khadilkar, Independent Director of the Company has tendered his resignation from the office of Independent Director w.e.f. 31 May 2017. The Board places on record its appreciation for the services rendered by him during his tenure with the Company.

Mr. Praful N. Satra (DIN: 00053900) retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board has recommended his appointment.

The details of training and familiarization programme for Directors have been provided on the website of your Company viz. www.satraproperties.in

19. SUBSIDIARIES:

Your Company has 8 Subsidiaries as on 31 March 2017 detailed below:

- a. Satra Property Developers Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Estate Development Private Limited and Satra International Realtors Limited are the Wholly owned subsidiaries of your Company.

- b. Satra Buildcon Private Limited is Subsidiary of your Company.
- c. Satra Realty and Builders Limited is step down Subsidiary of your Company (ceased to be wholly owned step down subsidiary of your Company w.e.f. 20 March 2017). RRB Realtors Private Limited is also a step down subsidiary of your Company.

The report on the performance and financial position of each of the subsidiaries, associate and joint venture and salient features of the financial statements in the prescribed Form AOC-1 is enclosed as Annexure to Financial Statements.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of the subsidiaries is available on our website viz. www.satraproperties.in.

During the year under review, no Company has become/ceased to be a subsidiary, joint venture or associate of your Company.

The Audited Consolidated Financial Statements based on the Financial Statements received from Subsidiaries/ Associate Companies as approved by their respective Board of Directors, have been prepared in accordance with the relevant accounting standards, as applicable. Your Company has presented the Consolidated Financial Statements which forms part of the Annual Report.

20. DEPOSITS:

During the year under review, your Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013.

21. SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES (UNLISTED):

During the Year under review, your Company has done pre/part redemption of 1,170 Nos. of Secured Redeemable Non-Convertible Debentures (NCDs) out of 5,500, 12% Secured Redeemable NCDs of ₹ 1 Lac each fully paid up which were issued on private placement basis. Further, pursuant to the approval of debenture holders, the Board of Directors in their Meeting held on 20 April 2017 has approved the revised dates of redemption of balance 4,330 Nos. of NCDs along with rate of interest @ 12% to be compounded every 9 completed calendar month from the date of subscription of the respective NCDs. Accordingly, the NCDs will be redeemable from April 2019 to December 2019.

22. PARTICULARS OF EMPLOYEES:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed herewith as **Annexure VI** to the Board's Report.

Further, in accordance with Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a statement containing particulars of employees

as stipulated therein is enclosed herewith as **Annexure VII** to the Board's Report.

23. 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 this Annual Report.

24. COMPLIANCE CERTIFICATE:

In terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, the Company has obtained compliance certificate from Mr. Praful N. Satra, Managing Director and Mr. Rushabh P. Satra, Whole Time Director & Chief Financial Officer for the Financial Year 2016-17.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has formulated an Internal Complaints Committee on prevention, prohibition and redressal of sexual Harassment at workplace in line with the provisions of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no cases/complaints pertaining to sexual harassment reported during the year under review.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

28. 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 Company looks upon them as partners in its progress and has shared with them the rewards of growth. 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, 9 August 2017*



ANNEXURE I

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31 March 2017

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

I. REGISTRATION AND OTHER DETAILS:

| | | |
|------|--|---|
| i) | CIN: | L65910MH1983PLC030083 |
| ii) | Registration Date: | 30 May 1983 |
| iii) | Name of the Company: | Satra Properties (India) Limited |
| iv) | Category / Sub-Category of the Company: | Public Company limited by shares / Indian Non-Government Company |
| v) | Address of the Registered office and contact details: | Dev Plaza, 2 nd 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 |
| vi) | Whether listed Company | Yes. Listed on BSE Limited |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any: | Adroit Corporate Services Private Limited 17/20, Jaferbhoy Industrial Estate, 1 st Floor, 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 |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company:

| Sr. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the Company |
|---------|--|----------------------------------|------------------------------------|
| 1. | Development and construction of Properties | 410 – Construction of buildings | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sr. No. | Name and Address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of Shares Held | Applicable Section |
|----------------------------|---|-----------------------|----------------------------------|------------------|--------------------|
| DIRECT SUBSIDIARIES | | | | | |
| 1. | Satra Property Developers Private Limited Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U51900MH2000PTC126260 | Wholly owned Subsidiary | 100 | 2(87) |
| 2. | Satra Buildcon Private Limited Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U45400MH2007PTC175172 | Subsidiary | 51 | 2(87) |
| 3. | Satra Estate Development Private Limited Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U45400MH2007PTC175318 | Wholly owned Subsidiary | 100 | 2(87) |
| 4. | Satra Infrastructure and Land Developers Private Limited Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U45400MH2007PTC175176 | Wholly owned Subsidiary | 100 | 2(87) |

| Sr. No. | Name and Address of the Company | CIN / GLN | Holding / Subsidiary / Associate | % of Shares Held | Applicable Section |
|-------------------------------|---|-----------------------|---|------------------|--------------------|
| 5. | Satra Lifestyles Private Limited Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U74999MH2007PTC175177 | Wholly owned Subsidiary | 100 | 2(87) |
| 6. | Satra International Realtors Limited P.O. Box 6747, Dubai, UAE | N.A. | Wholly owned Subsidiary incorporated in Dubai | 100 | 2(87) |
| STEP DOWN SUBSIDIARIES | | | | | |
| 7. | Satra Realty and Builders Limited * Dev Plaza, 2 nd Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai – 400 058 | U45201MH2007PLC173246 | Step down Subsidiary | 51 | 2(87) |
| 8. | RRB Realtors Private Limited Unit no. L-95, Lower Ground Floor, Prime Mall, Irla Society Road, Vile Parle (West), Mumbai – 400 056 | U45200MH2006PTC164465 | Step down Subsidiary | 87.50 | 2(87) |
| ASSOCIATE COMPANY | | | | | |
| 9. | C. Bhansali Developers Private Limited 5 & 6, Shakti Arcade, Plot No. 5, Sector - 19D, Vashi, Navi Mumbai - 400 703 | U47200MH2005PTC157864 | Associate | 20 | 2(6) |

* ceased to be wholly owned step down subsidiary of your Company w.e.f. 20 March 2017, however continues to be a Step down Subsidiary.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share holding:

| Category of Shareholders | No. of Shares held at the beginning of the year (as on 01.04.2016) | | | | No. of Shares held at the end of the year (as on 31.03.2017) | | | | % Change during the year |
|---|---|----------|---------------------|-------------------|--|----------|---------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 12,00,000 | - | 12,00,000 | 0.67 | 12,00,000 | - | 12,00,000 | 0.67 | - |
| b) Central Govt. | - | - | - | - | - | - | - | - | - |
| c) State Govt. (s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 65,00,000 | - | 65,00,000 | 3.64 | 65,00,000 | - | 65,00,000 | 3.64 | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any Other.... | | | | | | | | | |
| f-i) Directors | 7,37,98,106 | - | 7,37,98,106 | 41.38 | 7,97,98,106 | - | 7,97,98,106 | 44.74 | 3.36 |
| f-ii) Directors - Relatives | 4,80,37,356 | - | 4,80,37,356 | 26.94 | 4,20,37,356 | - | 4,20,37,356 | 23.57 | (3.36) |
| Sub-total (A) (1):- | 12,95,35,462 | - | 12,95,35,462 | 72.63 | 12,95,35,462 | - | 12,95,35,462 | 72.63 | - |
| (2) Foreign | | | | | | | | | |
| a) NRIs - Individuals | - | - | - | - | - | - | - | - | - |
| b) Other – Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| d) Banks / FI | - | - | - | - | - | - | - | - | - |
| e) Any Other.... | - | - | - | - | - | - | - | - | - |
| Sub-total (A) (2):- | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) = (A)(1)+(A)(2) | 12,95,35,462 | - | 12,95,35,462 | 72.63 | 12,95,35,462 | - | 12,95,35,462 | 72.63 | - |



| Category of Shareholders | No. of Shares held at the beginning of the year (as on 01.04.2016) | | | | No. of Shares held at the end of the year (as on 31.03.2017) | | | | % Change during the year |
|---|---|------------------|---------------------|-------------------------|---|------------------|---------------------|-------------------------|--------------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks / FI | 100 | - | 100 | 0.00 | 100 | - | 100 | 0.00 | - |
| c) Central Govt. | 61,81,811 | - | 61,81,811 | 3.47 | 61,81,811 | - | 61,81,811 | 3.47 | - |
| d) State Govt. (s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | 4,55,000 | - | 4,55,000 | 0.26 | 4,55,000 | - | 4,55,000 | 0.26 | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | 66,36,911 | - | 66,36,911 | 3.72 | 66,36,911 | - | 66,36,911 | 3.72 | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 1,02,37,333 | 500 | 1,02,37,833 | 5.74 | 99,58,175 | 500 | 99,58,675 | 5.58 | (0.16) |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 60,09,376 | 67,575 | 60,76,951 | 3.40 | 60,08,486 | 67,575 | 60,76,061 | 3.40 | - |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 2,04,48,277 | 53,22,375 | 2,57,70,652 | 14.45 | 2,07,18,598 | 53,22,375 | 2,60,40,973 | 14.60 | 0.16 |
| c) Others (specify) | | | | | | | | | |
| i) Clearing member | 45,371 | - | 45,371 | 0.03 | 25,363 | - | 25,363 | 0.01 | (0.02) |
| ii) NRIs | 54,820 | - | 54,820 | 0.03 | 84,555 | - | 84,555 | 0.05 | 0.02 |
| Sub-total (B)(2):- | 3,67,95,177 | 53,90,450 | 4,21,85,627 | 23.65 | 3,67,95,177 | 53,90,450 | 4,21,85,627 | 23.65 | - |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 4,34,32,088 | 53,90,450 | 4,88,22,538 | 27.37 | 4,34,32,088 | 53,90,450 | 4,88,22,538 | 27.37 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 17,29,67,550 | 53,90,450 | 17,83,58,000 | 100 | 17,29,67,550 | 53,90,450 | 17,83,58,000 | 100 | - |

(ii) Shareholding of Promoters / Promoter group:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year (as on 01.04.2016) | | | Shareholding at the end of the year (as on 31.03.2017) | | | % change in share holding during the year |
|------------|---|---|---|--|---|---|--|--|
| | | No. of Shares | % of total Shares of the Company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the Company | % of Shares Pledged / Encumbered to total shares | |
| 1 | Mr. Praful N. Satra | 7,37,98,106 | 41.38 | 100 | 5,27,98,106 | 29.60 | 100 | (11.77) |
| 2 | Mrs. Minaxi P. Satra | 3,75,37,356 | 21.05 | 100 | 2,65,37,356 | 14.88 | 100 | (6.17) |
| 3 | Mr. Rushabh P. Satra | 60,00,000 | 3.37 | - | 2,70,00,000 | 15.14 | - | 11.77 |
| 4 | Ms. Vrutika P. Satra | 45,00,000 | 2.52 | - | 1,55,00,000 | 8.69 | - | 6.17 |
| 5 | Satra Land Development Private Limited | 40,00,000 | 2.24 | - | 40,00,000 | 2.24 | - | - |
| 6 | Satra Infrastructure Development Private Limited | 25,00,000 | 1.40 | - | 25,00,000 | 1.40 | - | - |
| 7 | Jitendra K. Shah (HUF) | 12,00,000 | 0.67 | - | 12,00,000 | 0.67 | - | - |
| | TOTAL | 1,29,535,462 | 72.63 | 78.37 | 1,29,535,462 | 72.63 | 61.25 | - |

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

| Sl. No. | Shareholders Name | Shareholding | | Cumulative Shareholding during the Year | |
|-----------|--|---------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Mr. Praful N. Satra | | | | |
| | At the beginning of the year | 7,37,98,106 | 41.38 | 7,37,98,106 | 41.38 |
| | Inter-se transfer of 2,10,00,000 shares on 31.03.2017 (Refer Note 1) | (2,10,00,000) | (11.77) | 5,27,98,106 | 29.60 |
| | At the end of the year | 5,27,98,106 | 29.60 | 5,27,98,106 | 29.60 |
| 2. | Mrs. Minaxi P. Satra | | | | |
| | At the beginning of the year | 3,75,37,356 | 21.05 | 3,75,37,356 | 21.05 |
| | Inter-se transfer of 1,10,00,000 shares on 31.03.2017 (Refer Note 2) | (1,10,00,000) | (6.17) | 2,65,37,356 | 14.88 |
| | At the end of the year | 2,65,37,356 | 14.88 | 2,65,37,356 | 14.88 |
| 3. | Mr. Rushabh P. Satra | | | | |
| | At the beginning of the year | 60,00,000 | 3.37 | 60,00,000 | 3.37 |
| | Inter-se transfer of 2,10,00,000 shares on 31.03.2017 (Refer Note 1) | 2,10,00,000 | 11.77 | 2,70,00,000 | 15.14 |
| | At the end of the year | 2,70,00,000 | 15.14 | 2,70,00,000 | 15.14 |
| 4. | Ms. Vrutika P. Satra | | | | |
| | At the beginning of the year | 45,00,000 | 2.52 | 45,00,000 | 2.52 |
| | Inter-se transfer of 1,10,00,000 shares on 31.03.2017 (Refer Note 2) | 1,10,00,000 | 6.17 | 1,55,00,000 | 8.69 |
| | At the end of the year | 1,55,00,000 | 8.69 | 1,55,00,000 | 8.69 |
| 5. | Satra Land Development Private Limited | | | | |
| | At the beginning of the year | 40,00,000 | 2.24 | 40,00,000 | 2.24 |
| | At the end of the year | 40,00,000 | 2.24 | 40,00,000 | 2.24 |
| 6. | Satra Infrastructure Development Private Limited | | | | |
| | At the beginning of the year | 25,00,000 | 1.40 | 25,00,000 | 1.40 |
| | At the end of the year | 25,00,000 | 1.40 | 25,00,000 | 1.40 |
| 7. | Jitendra K. Shah (HUF) | | | | |
| | At the beginning of the year | 12,00,000 | 0.67 | 12,00,000 | 0.67 |
| | At the end of the year | 12,00,000 | 0.67 | 12,00,000 | 0.67 |

Note:

- Pursuant to regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, 2,10,00,000 equity shares held in the name of Mr. Praful N. Satra, Promoter of the Company, were sold / transferred on 31 March 2017 to Mr. Rushabh P. Satra, being immediate relative of promoter by way of inter-se transfer. These shares were debited from the demat account of Mr. Praful N. Satra on 31 March 2017 pursuant to block deal but were credited in the demat account of Mr. Rushabh P. Satra only on 5 April 2017 due to trade settlement cycle i.e. (T+2) days. Hence, as on 31 March 2017, the said shares remained in the demat account of Clearing Agent i.e. India Infoline Limited pending transfer. Hence for the purpose of shareholding of Mr. Rushabh P. Satra, the aforesaid no. of equity shares are considered to be held in his name as on 31 March 2017.
- Pursuant to regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares And Takeovers) Regulations, 2011, 1,10,00,000 equity shares held in the name of Mrs. Minaxi P. Satra, Promoter of the Company, were sold / transferred on 31 March 2017 to Ms. Vrutika P. Satra, being immediate relative of promoter by way of inter-se transfer. These shares were debited from the demat account of Mrs. Minaxi P. Satra on 31 March 2017 pursuant to block deal but were credited in the demat account of Ms. Vrutika P. Satra only on 5 April 2017 due to trade settlement cycle i.e. (T+2) days. Hence, as on 31 March 2017, the said shares remained in the demat account of Clearing Agent i.e. India Infoline Limited pending transfer. Hence for the purpose of shareholding of Ms. Vrutika P. Satra, the aforesaid no. of equity shares are considered to be held in her name as on 31 March 2017.



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

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding | | Cumulative Shareholding during the year | |
|------------|---|---------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Mr. Anil B. Mehta | | | | |
| | At the beginning of the year | 91,54,450 | 5.13 | 91,54,450 | 5.13 |
| | At the end of the year | 91,54,450 | 5.13 | 91,54,450 | 5.13 |
| 2. | Thakur Fininvest Private Limited | | | | |
| | At the beginning of the year | 60,00,000 | 3.36 | 60,00,000 | 3.36 |
| | At the end of the year | 60,00,000 | 3.36 | 60,00,000 | 3.36 |
| 3. | General Insurance Corporation of India | | | | |
| | At the beginning of the year | 32,00,000 | 1.79 | 32,00,000 | 1.79 |
| | At the end of the year | 32,00,000 | 1.79 | 32,00,000 | 1.79 |
| 4. | United India Insurance Company Limited | | | | |
| | At the beginning of the year | 29,81,811 | 1.67 | 29,81,811 | 1.67 |
| | At the end of the year | 29,81,811 | 1.67 | 29,81,811 | 1.67 |
| 5. | Mr. Babulal P. Shah | | | | |
| | At the beginning of the year | 17,34,497 | 0.97 | 17,34,497 | 0.97 |
| | At the end of the year | 17,34,497 | 0.97 | 17,34,497 | 0.97 |
| 6. | Regency Trust Ltd. | | | | |
| | At the beginning of the year | 15,00,000 | 0.84 | 15,00,000 | 0.84 |
| | At the end of the year | 15,00,000 | 0.84 | 15,00,000 | 0.84 |
| 7. | Mr. Udai Kothari | | | | |
| | At the beginning of the year | 9,23,994 | 0.52 | 9,23,994 | 0.52 |
| | At the end of the year | 9,23,994 | 0.52 | 9,23,994 | 0.52 |
| 8. | Mr. Dilip N Gala HUF | | | | |
| | At the beginning of the year | 33,750 | 0.02 | 33,750 | 0.02 |
| | Transfer of 1,37,730 shares on 08.04.2016 | 1,37,730 | 0.08 | 1,71,480 | 0.10 |
| | Transfer of 3,02,500 shares on 17.03.2017 | 3,02,500 | 0.17 | 4,73,980 | 0.27 |
| | Transfer of 2,22,500 shares on 24.03.2017 | 2,22,500 | 0.12 | 6,96,480 | 0.39 |
| | At the end of the year | 6,96,480 | 0.39 | 6,96,480 | 0.39 |
| 9. | Mr. Yashen J. Savla | | | | |
| | At the beginning of the year | 74 | 0.00 | 74 | 0.00 |
| | Transfer of 74 shares on 12.08.2016 | (74) | 0.00 | 0 | 0.00 |
| | Transfer of 1,59,000 shares on 28.10.2016 | 1,59,000 | 0.09 | 1,59,000 | 0.09 |
| | Transfer of 3,24,059 shares on 04.11.2016 | 3,24,059 | 0.18 | 4,83,059 | 0.27 |
| | At the end of the year | 4,83,059 | 0.27 | 4,83,059 | 0.27 |
| 10. | J B Shares And Stock Limited | | | | |
| | At the beginning of the year | 4,55,104 | 0.26 | 4,55,104 | 0.26 |
| | At the end of the year | 4,55,104 | 0.26 | 4,55,104 | 0.26 |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No. | For Each of the Directors and KMP | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of shares | % of total shares of the Company |
| 1. | Mr. Praful N. Satra | | | | |
| | At the beginning of the year | 7,37,98,106 | 41.38 | 7,37,98,106 | 41.38 |
| | Inter-se transfer of 2,10,00,000 shares on 31.03.2017 (Refer Note 1) | (2,10,00,000) | (11.77) | 5,27,98,106 | 29.60 |
| | At the end of the year | 5,27,98,106 | 29.60 | 5,27,98,106 | 29.60 |
| 2. | Mr. Rushabh P. Satra (w.e.f. 24.10.2016) | | | | |
| | At the beginning of the year | 60,00,000 | 3.37 | 60,00,000 | 3.37 |
| | Inter-se transfer of 2,10,00,000 shares on 31.03.2017 (Refer Note 1) | 2,10,00,000 | 11.77 | 2,70,00,000 | 15.14 |
| | At the end of the year | 2,70,00,000 | 15.14 | 2,70,00,000 | 15.14 |
| 3. | Mr. Rajan P. Shah (upto 24.10.2016) | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 4. | Mr. Vidyadhar D. Khadilkar | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 5. | Mrs. Sheetal D. Ghatalia | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 6. | Mr. Vishal R. Karia | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 7. | Mr. Kamlesh B. Limbachiya | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 8 | Mr. Bhavesh V. Sanghavi (upto 30.04.2016) | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |
| 9. | Mr. Manan Y. Udani | | | | |
| | At the beginning of the year | - | - | - | - |
| | At the end of the year | - | - | - | - |

Note:

- Pursuant to regulation 10(1)(a)(i) of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011, 2,10,00,000 equity shares held in the name of Mr. Praful N. Satra, Promoter of the Company, were sold / transferred on 31 March 2017 to Mr. Rushabh P. Satra, being immediate relative of promoter by way of inter-se transfer. These shares were debited from the demat account of Mr. Praful N. Satra on 31 March, 2017 pursuant to block deal but were credited in the demat account of Mr. Rushabh P. Satra only on 5 April 2017 due to trade settlement cycle i.e. (T+2) days. Hence, as on 31 March 2017, the said shares remained in the demat account of Clearing Agent i.e. India Infoline Limited pending transfer. Hence for the purpose of shareholding of Mr. Rushabh P. Satra, the aforesaid no. of equity shares are considered to be held in his name as on 31 March 2017.



V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (₹ in lacs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 11,107.67 | 6,231.37 | - | 17,339.04 |
| ii) Interest due but not paid | 271.50 | 1,532.61 | - | 1,804.11 |
| iii) Interest accrued but not due | 1,298.07 | - | - | 1,298.07 |
| Total (i+ii+iii) | 12,677.24 | 7,763.98 | - | 20,441.22 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | 6,592.48 | 7,585.03 | - | 14,177.51 |
| • Reduction | (3,234.31) | (9,692.70) | - | (12,927.01) |
| Net Change | 3,358.17 | (2,107.67) | - | 1,250.50 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 13,586.64 | 4,018.89 | - | 17,605.53 |
| ii) Interest due but not paid | 865.48 | 1,637.42 | - | 2,502.90 |
| iii) Interest accrued but not due | 1,583.30 | - | - | 1,583.30 |
| Total (i+ii+iii) | 16,035.42 | 5,656.31 | - | 21,691.73 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lacs)

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/Manager | | Total Amount |
|---------|--|--|--|--------------|
| | | Mr. Praful N. Satra, Chairman and Managing Director | Mr. Rushabh P. Satra, Whole Time Director (Refer Note) | |
| 1. | Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-Tax Act, 1961 (c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961 | Mr. Praful N. Satra and Mr. Rushabh P. Satra does not draw any remuneration. | | |
| 2. | Stock Option | | | |
| 3. | Sweat Equity | | | |
| 4. | Commission - as % of profit - others, specify... | | | |
| 5. | Others, please specify | | | |
| | Total (A) | | | |
| | Ceiling as per the Act | N.A. | | |

B. Remuneration to other directors:

(₹ in lacs)

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | | | Total Amount |
|---------|--|-------------------------------------|-----------------------------------|---------------------------------|--------------------------|---------------------|---------------------------|--------------|
| | | Mr. Rajan P. Shah (upto 24.10.2016) | Mr. Rushabh P. Satra (Refer Note) | Mr. Vidyadhar D. Khadilkar | Mrs. Sheetal D. Ghatalia | Mr. Vishal R. Karia | Mr. Kamlesh B. Limbachiya | |
| | Designation | Non-Executive Director | | Independent Director | | | | |
| | • Fee for attending board / committee meetings | - | - | 1.10 | 0.75 | 0.60 | 0.95 | 3.40 |
| | • Commission | - | - | - | - | - | - | - |
| | • Others, please specify | - | - | - | - | - | - | - |
| | Total (B) | - | - | 1.10 | 0.75 | 0.60 | 0.95 | 3.40 |
| | Total Managerial Remuneration (A+ B) | - | - | 1.10 | 0.75 | 0.60 | 0.95 | 3.40 |
| | Overall Ceiling as per the Act | - | - | N.A. as only sitting fees paid. | | | | |

Note:

Mr. Rushabh P. Satra was appointed as an Additional Director (Non- Executive, Non-Independent) w.e.f. 24 October 2016. Further, he was appointed as Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 27 October 2016.

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

(₹ in lacs)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | | |
|---------|---|---|---|--|--------------|
| | | Mr. Manan Y. Udani Company Secretary | Mr. Bhavesh V. Sanghavi Chief Financial Officer (upto 30.04.2016) | Mr. Rushabh P. Satra Chief Financial Officer (w.e.f. 27.10.2016) | Total |
| 1. | Gross salary | 14.09 | 3.00 | - | 17.09 |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | | | | |
| | (b) Value of perquisites u/s17(2) Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961 | - | - | - | - |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission | - | - | - | - |
| | - as % of profit | | | | |
| | - others, specify... | | | | |
| 5. | Others, please specify | - | - | - | - |
| | Total | 14.09 | 3.00 | - | 17.09 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for the year ended 31 March 2017.

| Type | Section of The Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| A. COMPANY | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | | | NIL | | |
| Compounding | - | - | - | - | - |
| B. DIRECTORS | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | | | NIL | | |
| Compounding | - | - | - | - | - |
| C. OTHER OFFICERS IN DEFAULT | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | | | NIL | | |
| Compounding | - | - | - | - | - |

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Praful N. Satra

Chairman and Managing Director

Mumbai, 9 August 2017



ANNEXURE II

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration policy has been prepared pursuant to the provisions of the Companies Act, 2013 (**the Act**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI (LODR) Regulations, 2015**). In case of any inconsistency between the provisions of law and this policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. This policy on nomination and remuneration of Directors, Key Managerial Personnel ('KMP'), Senior Management and other employees has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

CRITERIA FOR DETERMINING THE FOLLOWING:

Role of the Committee:

The role of the Nomination and Remuneration Committee will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, KMP and other employees.
- To devise a policy on Board diversity.

i. APPOINTMENT CRITERIA AND QUALIFICATIONS FOR DIRECTORS AND SENIOR MANAGEMENT:

- The Nomination and Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.
- The Company shall not appoint or continue the employment of any person as Managing Director or Whole-Time Director or Manager who is below the age of twenty one years and has attained the age of seventy years. Provided that the term of the person holding this position may be extended

beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- Appointment of Independent Directors is also subject to compliance of provisions of Section 149 of the Act read with Schedule IV and rules thereunder and the SEBI (LODR) Regulations, 2015.
- A Whole-Time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However, a Whole-Time KMP can be appointed as a Director, in any Company, with the permission of the Board of the Company.

ii. POLICY ON BOARD DIVERSITY, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS:

The Company recognises that diversity at board level is a necessary requirement in ensuring an effective board. A mix of executive, independent and other non-executive directors is one important facet of diverse attributes that the Company desires. Further, a diverse board representing differences in the educational qualifications, knowledge, experience, gender, age, thought and perspective results in delivering a competitive advantage and a better appreciation of the interests of stakeholders. These differences should be balanced against the need for a cohesive, effective board.

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Articles of Association of the Company and such other applicable acts, rules and regulations, if any.
- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.

- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

iii. PERFORMANCE EVALUATION:

a. THE PERFORMANCE EVALUATION IS DESIGNED TO:

- review the pre-determined role of the Board and individual Directors;
- assess how well directors are discharging their responsibilities;
- assess the performance of directors in discharging their responsibilities;
- regularly evaluate the Director's confidence in the integrity of the Company, the quality of the discussions at Board meetings and the degree of their knowledge; and
- enable Board members, individually and collectively to develop the key skills required to meet foreseeable requirements with timely preparation, agreed strategies and appropriate development goals.

b. EVALUATION OF EVERY DIRECTORS PERFORMANCE (EXCLUDING INDEPENDENT DIRECTORS):

The Committee shall evaluate the performance of each director on the basis of the following criteria set at yearly intervals:

- Participation in deliberations and bringing relevant experience to the board table at its various meetings.
- Specific contributions made during the year under review and if such contributions have made a positive effect on the Governance of the Company.
- The Directors have not achieved or attempted to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates.
- Fulfilment of expectations of the Board as set out in their letter of appointment.
- Steps taken by them in reporting of any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy if observed.
- Assistance and Cooperation provided to co-directors.
- The Directors have acted in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- Carrying out the assigned tasks and in a timely and efficient manner.
- Performance in times of crisis.
- Good and healthy personal Relationship with colleagues and other appropriate executives.

The Director has acted in accordance with the provisions of the Act and Rules made there under, SEBI (LODR) Regulations, 2015 and Articles of Association of the Company, if any and the applicable regulations therein.

• EVALUATION OF INDEPENDENT DIRECTORS PERFORMANCE:

The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated) on the basis of the following criteria at yearly intervals and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

- Well preparedness and providing information to the Board/Committee meeting(s).
- Demonstration of willingness to devote time and effort to understand the Company and its business and readiness to participate in events outside the meeting room, such as site visits.
- Ability to remain focused at a governance level in Board/Committee meetings.
- Contributions at Board/Committee meetings with respect to high quality and innovation.
- Pro-active contribution to development of strategy and risk management of the Company.
- Performance and behaviour promoting mutual trust and respect within the Board/Committee.
- Effective and successful relationship management with fellow Board members and senior management.
- Understanding governance, regulatory, financial, fiduciary and ethical requirements of the Board/Committee.
- Actively and successfully refreshing knowledge and skills and updating with the latest developments in areas such as corporate governance framework, financial reporting and the industry and market conditions.
- Presenting views convincingly, listening and taking the views of fellow Board members affirmatively.
- Maintaining high standard of ethics and integrity.
- Exercising independent judgement in the best interest of Company.
- Ability to contribute to and monitor corporate governance practice.
- Adherence to the code of conduct for independent directors.

iv. POLICY FOR REMUNERATION OF DIRECTORS, KMP, SENIOR MANAGEMENT AND OTHER EMPLOYEES:

While formulating this policy, the Nomination and Remuneration Committee has considered the factors laid down under Section 178(4) of the Act, which are as under:

- The level and composition of remuneration so determined by the Committee shall be reasonable and



sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

- The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks.
- The remuneration to directors, KMP and Senior Managerial Personnel should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

KEY PRINCIPLES GOVERNING THIS POLICY ARE AS FOLLOWS:

i. **Remuneration for independent directors and non - independent non - executive directors:**

- The independent directors and non-independent, non-executive directors may be paid sitting fees for participation in the Board and other meetings and profit related commission, subject to the provisions of the Act and the SEBI (LODR) Regulations, 2015.
- Overall remuneration (sitting fees and commission, if any) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the Company (taking into consideration the challenges faced by the Company and its future growth imperatives).
- The profit linked commission, if any, shall be in accordance with the statutory provisions of the Act and the rules made thereunder for the time being in force.
- Pursuant to the provisions of the Act, an Independent Director of the Company shall not be entitled to any Stock Options of the Company.

ii. **Managerial Remuneration to its Directors, including Managing Director/Whole-Time Director and its Manager, KMPs Senior Management Personnel and other employees:**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:
 - Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent).
 - Driven by the role played by the individual.
 - Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay.
 - Consistent with recognised best practices.
 - Aligned to any regulatory requirements.
- The remuneration/ compensation/ profit-linked commission etc. to the Directors, including Managing Director/Whole-Time Director, and Manager if any will be determined by the Committee and recommended

to the Board for approval. The remuneration/ compensation/ profit-linked commission etc. if any shall be in accordance with the percentage/ slabs/ conditions laid down in the Articles of Association of the Company, if any, Act and shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

- Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition to the basic/fixed salary, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible.
- The Company provides retirement benefits as applicable.
- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company may provide Directors including Managing Director/Whole-Time Director and its Manager such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act as amended from time to time. The specific amount if any payable to the Directors including Managing Director/Whole-Time Director and its Manager would be based on performance as evaluated by the Board or the Nomination and Remuneration Committee and approved by the Board.
- **Remuneration payable to Director for services rendered in other capacity:**
- The remuneration payable to the Directors, if any shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:
 - a) The services rendered are of a professional nature.
 - b) The Nomination and Remuneration Committee is of the opinion that the director possesses requisite qualification for the practice of the profession.
- Where any insurance is taken by the Company on behalf of its Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that, if such person is proved to be guilty, the premium paid on such insurance shall be treated as a part of the remuneration.

ANNEXURE III

Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31 March 2017

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

To,

The Members,

Satra Properties (India) Limited

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

Based on my verification of the Satra Properties (India) Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31 March 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('The SEBI'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable as the Debt securities of the Company are not listed on Stock Exchange)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable during the year under review)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not relevant / applicable during the year under review)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) Other laws applicable specifically to the Company as per the representation given by the Company are as follows:-
 - (a) Development Control Regulations for Greater Mumbai, 1991
 - (b) Maharashtra Regional and Town Planning Act, 1966
 - (c) Mumbai Municipal Corporation Act, 1888
 - (d) Maharashtra Ownership Flats Act, 1963

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. including other specific laws to the extent applicable to the Company as represented by management mentioned above.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

I further report that during the audit period the Company has:-

1. Obtained members' approval by way of passing ordinary resolutions for ratification of existing related parties

transactions and approval for entering into transactions with related parties in its 33rd Annual General meeting.

2. Extended the date of redemption of balance Non Convertible Debentures by one year which is now due for redemption on 3 April 2017.

For D. M. Zaveri & Co

Company Secretaries

Dharmesh Zaveri

(Proprietor)

FCS. No.: 5418

CP No.: 4363

Mumbai, 9 August 2017

ANNEXURE IV

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

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

There were no contracts or arrangements or transactions entered into during the year ended 31 March 2017, which were not on arm's length basis.

- Name(s) of the related party and nature of relationship - Not Applicable
- Nature of contracts/ arrangements/ transactions - Not Applicable
- Duration of the contracts/ arrangements/ transactions - Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any - Not Applicable
- Justification for entering into such contracts or arrangements or transactions - Not Applicable
- Date(s) of approval by the Board - Not Applicable
- Amount paid as advances, if any: Not Applicable
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188- Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

| Sr. No. | Name(s) of the related party and Nature of Relationship | Nature of contracts/ arrangements/ transactions | Duration of the Contracts/ arrangements/ transactions | Salient terms of the contracts/ arrangements/transactions including the value, if any | Date(s) of approval by the Board, if any | Amount paid as advances, if any |
|---------|---|---|---|---|--|---------------------------------|
| 1. | Satra Buildcon Private Limited- Subsidiary Company | Rendering of Services of works contract by Satra Properties (India) Limited to Satra Buildcon Private Limited | Ongoing, subject to renewal as per contractual terms | The Company has rendered services of works contracts amounting ₹ 2308.60/- Lacs for the financial year ended 31 March 2017. | 24 October 2016 | N.A |
| | | Corporate Guarantee | Ongoing, subject to renewal as per contractual terms | The Company has given Corporate Guarantee amounting to ₹ 81.90 Crores on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting to ₹ 130 crore. | 12 February 2015 | N.A |

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

Praful N. Satra

Chairman and Managing Director

Mumbai, 9 August 2017



ANNEXURE V

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR THE FINANCIAL YEAR 2016-17

[Pursuant to the Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014]

| | | |
|-----|---|---|
| 1. | A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. | <p>Corporate Social Responsibility (CSR) is the Company's sense of responsibility towards the community and environment in which it operates. It is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods.</p> <p>Satra Properties (India) Limited has undertaken and shall continue to undertake appropriate CSR measures having direct, measurable and positive economic, social, and environmental impact on the community. Our CSR, thus, is not limited to philanthropy, but also includes large initiatives that leads us to social development and institution building.</p> <p>The Projects/Programmes undertaken or proposed to be undertaken either by an Implementation Agency or the Company directly are/shall be in line with the activities enumerated in Schedule VII of the Companies Act, 2013 with rules framed thereunder (including any statutory modifications or reenactments thereof for the time being in force as amended from time to time).</p> <p>The detailed Corporate Social Responsibility Policy is available on the website of the Company at www.satraproperties.in that gives an overview of the projects or programmes undertaken by the Company.</p> |
| 2. | The Composition of the CSR Committee | <p>CSR Committee:</p> <p>We have a CSR Committee formed by the Board of Directors of the Company that provides an oversight of the execution of CSR policy to ensure that the CSR objectives of the Company are met. Our CSR committee comprises of:</p> <ul style="list-style-type: none"> • Praful N. Satra, Chairman and Managing Director- Chairman of the Committee. • Rajan P. Shah – Director, Member of the Committee (upto 24.10.2016). • Rushabh P. Satra – Director, Member of the Committee (w.e.f. 25.10.2016). • Vidyadhar D. Khadilkar, Independent Director – Member of the Committee (upto 30.05.2017). • Vishal R. Karia, Independent Director- Member of the Committee (w.e.f. 31.05.2017) |
| 3. | Average net profit of the Company for last three financial years. | ₹ 439.47 Lacs (as per Section 198 of Companies Act, 2013) |
| 4. | Prescribed CSR Expenditure (two percent of the amount as in item 3 above) | ₹ 8.79 Lacs |
| 5. | Details of CSR spent during the financial year | |
| (a) | Total amount to be spent for the financial year | ₹ 8.79 Lacs. However, the Company has spent an amount of ₹ 10 lacs during the year. |
| (b) | Amount unspent, if any | NIL |

| (c) Manner in which the amount spent during the financial year is detailed below: | | | | | | | |
|---|---|---|--|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) |
| Sr. No. | CSR project or activity identified | Sector in which the Project is covered | Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs were undertaken | Amount outlay (budget) project or programs wise | Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expenditure upto the reporting period (as on 31.03.2017) | Amount spent: Direct or through implementing agency |
| 1. | Animal Welfare through Shree Kutch Vagad Lakadia Panjrapole | Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga. | Bhachau, District-Kutch, Gujarat | ₹ 10 Lacs | ₹ 10 Lacs | ₹ 10 Lacs | Direct |
| | Direct Expenditure | | | ₹ 10 Lacs | ₹ 10 Lacs | ₹ 10 Lacs | |
| | Overhead | | | - | - | - | |
| | Total | | | ₹ 10 Lacs | ₹ 10 Lacs | ₹ 10 Lacs | |
| 6. | In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report. | | | | Satra Properties (India) Limited has met the requirements on CSR activities. There is no shortfall as such in the CSR expenditure as compared to the stipulated 2% of the average net profits of the last three financial years. In fact, the CSR expenditure is higher than the mandated amount for the Company. | | |
| 7. | A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company. | | | | The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with CSR objectives and Policy of the Company. | | |

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Praful N. Satra

Chairman and Managing Director

Rushabh P. Satra

Director

Mumbai, 9 August 2017



ANNEXURE VI

Disclosure of Remuneration under Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17:**

| Name of Directors | Ratio |
|---|-------|
| Mr. Praful N. Satra, Chairman and Managing Director | - |
| Mr. Rajan P. Shah, Non-Executive Director [^] | - |
| Mr. Rushabh P. Satra, Whole-Time Director and Chief Financial Officer ^{**} | - |
| Mr. Vidyadhar D. Khadilkar, Independent Director [#] | - |
| Mrs. Sheetal D. Ghatalia, Independent Director | - |
| Mr. Vishal R. Karia, Independent Director | - |
| Mr. Kamlesh B. Limbachiya, Independent Director | - |

*No remuneration is paid except Sitting Fees

- b. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17:**

| Name of Directors, Chief Financial Officer and Company Secretary | Percentage increase in remuneration in the financial year |
|---|---|
| Mr. Praful N. Satra, Chairman and Managing Director | - |
| Mr. Rajan P. Shah, Non-Executive Director [^] | - |
| Mr. Rushabh P. Satra, Whole-Time Director and Chief Financial Officer ^{**} | - |
| Mr. Vidyadhar D. Khadilkar, Independent Director [#] | - |
| Mrs. Sheetal D. Ghatalia, Independent Director | - |
| Mr. Vishal R. Karia, Independent Director | - |
| Mr. Kamlesh B. Limbachiya, Independent Director | - |
| Mr. Bhavesh V. Sanghavi, Chief Financial officer [§] | - |
| Mr. Manan Y. Udani, Company Secretary | 34.95% |

[§] Mr. Bhavesh V. Sanghavi, has tendered his resignation w.e.f. closing of business hours of 30 April 2016.

[^] Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016.

^{**} Mr. Rushabh P. Satra was appointed as an Additional Director (Non-Executive, Non-Independent) w.e.f. 24 October, 2016. Further, he was appointed as Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 27 October, 2016. Further, he has resigned from the position Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 31 May 2017, however he continues to be a Non-Executive Director.

[#] Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f. 31 May 2017.

- c. The percentage increase in the median remuneration of employees in the financial year 2016-17 is 15.33%.
- d. The Company has 64 permanent Employees on the rolls of Company as on 31 March 2017.
- e. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentile increase made in the salaries of employees other than the managerial personnel (Chief Financial Officer and Company Secretary) in the last financial year was increase of 25.43%. This is based on the Nomination and Remuneration policy of the Company that rewards people differentially based on their contribution to the success of the Company and also ensures that external market competitiveness and internal relativities are taken care of.

- f. It is hereby affirmed that the remuneration paid during the year was as per the Nomination and Remuneration Policy of the Company.

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

Praful N. Satra
 Chairman and Managing Director
 Mumbai, 9 August 2017

ANNEXURE VII

Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the year ended 31 March 2017:

| Sr. No. | Name of the Employee | Designation | Gross Remuneration p.a. in (₹) | Nature of Employment | Qualifications | Total Experience | Date of Commencement of Employment with the Company | Age | Last Employment held before joining the Company |
|---------|----------------------|------------------------------------|--------------------------------|----------------------|--|------------------|---|--------|---|
| 1. | Bhupesh Raikar | Manager Execution | 19,50,000 | Permanent | B. E. (Construction), PGDCM (NICNAR) | 23 Yrs | 1-Aug-10 | 41 Yrs | Self Employed Consultant |
| 2. | Saurabh Jain | Audit Manager | 16,10,600 | Permanent | C.A., B Com | 10.5 Yrs | 1-Sep-08 | 32 Yrs | Arun M Agarwal & Associates |
| 3. | Ramesh Gada | Manager Purchase | 14,63,856 | Permanent | B Com, Diploma in DTP, Software Engg., | 29 Yrs | 21-Aug-08 | 52 Yrs | Jignesh Retail India Pvt. Ltd. |
| 4. | Manan Udani | Company Secretary | 14,09,018 | Permanent | CS, LLB, B Com | 9 Yrs | 30-Nov-09 | 33 Yrs | Satra Property Developers Pvt. Ltd. |
| 5. | Vinaykumar Maroo | Business Manager-Project In Charge | 13,82,131 | Permanent | Under Graduate | 42 Yrs | 1-Sep-13 | 61 Yrs | Lakhani Builders Pvt. Ltd. |
| 6. | Sanjay Gadre | Senior Engineer | 11,05,000 | Permanent | D. C. E., Land Surveying Industrial Training | 24 Yrs | 5-Nov-07 | 51 Yrs | Motawani Builder |
| 7. | Padmanabha Poojari | Project Manager | 10,14,444 | Permanent | D. C. E. | 27 Yrs | 1-Jul-09 | 48 Yrs | Emrill Services L.L.C. (Emaar) |
| 8. | Swati Doshi | Architect | 7,64,632 | Permanent | B. Arch. | 9 Yrs | 1-Dec-14 | 32 Yrs | Samir Bhojwani Developers |
| 9. | Rajesh Kacha | GM (Operations) | 7,15,633 | Permanent | Under Graduate | 33 Yrs | 11-Dec-09 | 53 Yrs | Bhagyakiran Construction Company |
| 10 | Prasanta Mazumder | HR Manager | 6,47,398 | Permanent | B Com, MBA, MLM | 10 Yrs | 1-Jun-12 | 35 Yrs | Pipal Tree Ventures Pvt.. Ltd. |

Notes:

- I) None of the above employee is a relative of any Director of the Company within the meaning of relative under the Companies Act, 2013.
- II) As of 31 March 2017, none of the above employees by himself/herself or along with his/her spouse and dependent children, held 2% or more of the equity shares in the Company as referred to in sub-clause (iii) of Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

Praful N. Satra

Chairman and Managing Director

Mumbai, 9 August 2017



MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

INDUSTRY STRUCTURE AND DEVELOPMENT

The real estate sector being the utmost internationally renowned segment, in India it ranks second in terms of generation for employment. The Indian housing subdivision contributes nearly 5-6% of the country's Gross Domestic Product. The financial year 2016-17, has rapidly passed with major policy reforms. Though the historic high of year 2007 (in terms of PE inflows) was not breached, this year proved to be the second-best so far. Even though with Brexit and the ambiguity with regards to the new US President's outsourcing and visa-related guidelines, private equity still looks in fine fettle with recognitions to a strengthening, revolutionizing economy and rising repute of India as an attractive investment destination. The Indian real estate sector in India is projected to attract investments worth US\$ 7 billion in 2017, and further escalate to US\$ 10 billion by 2020.

The most marked changes with the announcement of demonetization and the Benami Property Act, has made developers to revamp their business models by shifting from family owned businesses to that of professionally managed ones. Additionally, most states are still gazing to meet the closing date of the new implemented the Real Estate (Regulation and Development) Act, 2016 (RERA). As a consequence from end to end there has been a reformation from the developer dominated industry to the consumer centric division. By means of these announcements, industry has geared up to achieve transparency and accountability along with increasing efficiency to timely deliver the projects. Over and done with RERA yet another afresh mode of taxation being Goods and Service Tax (GST) has traumatized many developers and consumers due to additional tax burden.

Nonetheless, for long-term positive implications and the government encouraging development for Smart City, implementation of Pradhan Mantri Awas Yojana (Urban) scheme, enactment of criteria of 30 sq. mts. and 60 sq. mts. carpet area for affordable housing, the demand for residential space is expected to pick up towards the end of 2017. To contribute in enlivening the real estate industry, the Reserve Bank of India along with Securities and Exchange Board of India has suggested to permit banks to invest in real estate investment trusts (REITs) and infrastructure investment trusts (InvITs) that shall benefit both real estate and banking segment in diversifying investor base and investment avenues respectively.

Although it's difficult to project the Indian real estate market being extremely sentiment driven, numerous factors will motivate and escalate the future trend. While it is true that the harsh recent reforms have altered the short-term aims, everyone has settled that it would benefit the economy in the long term. The commercial market which has not been impacted by the demonetization yet continue to experience increased demand along with increase in rents and shortage of supply in the near future. On the other hand, the residential market shall remain stagnant due to the current oversupply. Having being affected by all this, your Company firmly believes that these reforms shall create positive impact for the long-term growth in the coming year and end users possibly will start considering the market yet again.

OPPORTUNITIES

With the introduction of affordable housing, REIT regulations, capital gain tax liability on joint development agreement, your Company looks forward to benefit from the same through increase in demand of the residential spaces. Furthermore since housing loans have become cheaper, there has been a boost in demand for home loans thereby creating positive impact and encouraging the buyers as well as the developers. Likewise with the transparency that RERA aims to create amongst the consumers, many other unorganized developers would be left behind in race thereby reducing the supply in the market which would be beneficial for your Company. Thus through the enactment of various above mentioned reforms, the entire real estate segment is anticipated to transform and seek advantage.

RISKS AND THREATS

By means of changes in the regulatory environment, there have been significant delays in obtaining the approvals, thereby affecting the project launches and the sales in turn. The retrospective changes in the laws, shortage of manpower and the increased burden of taxes on the consumers end, construe as an obstacle. The capping ratio of banks funding the housing loans has forced developers to seek alternate sources of funding for the project and/or construction. Equally, the rising construction cost with the higher interest rates on project finance along with the depressed demand for housing spaces has marked a slowdown in the sales revenue of your Company.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

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.

FUTURE PLANS AND OUTLOOK

Your Company's future plan for the year 2017-18 is mainly to minimize the interest cost by associating/undertaking joint venture with various key players of the industry to achieve smooth functioning and effective, efficient timely delivery of the projects. Similarly, it also desires and anticipates to obtain timely and quick approvals/permissions from the statutory authorities to avoid any unforeseen and adverse penalties due to change in various government policies. Further, your Company believes that with major activism of RERA and GST already setting into force, the entire paradigm would change for better from unorganized suppliers/contractors to professionals thereby building confidence amongst the consumers and which in turn would result into healthy sales.

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 recognized 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 increased by 8.20% from ₹ 10,103 lacs in the year 2015-16 to ₹ 10,930 lacs in the year 2016-17 due to increase in sale of property. On consolidated basis, the total income decreased by 38.17% from ₹ 20,323 lacs in the year 2015-16 to ₹ 12,565 lacs in the year 2016-17. The said decrease is due to overall decrease in sale of property in subsidiaries Company.

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 recognized for the undivided shares of land, it is transferred to work-in-progress. The construction cost of the Company decreased by 6.27% from ₹ 8,214 lacs in the year 2015-16 to ₹ 7,699 lacs in the year 2016-17. On consolidated basis, the construction cost decreased by 62.90% from ₹ 19,519 lacs in the year 2015-16 to ₹ 7,241 lacs in the year 2016-17. 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 increase in finance cost by 107.95% from ₹ 1,182 lacs in the year 2015-16 to ₹ 2,458 lacs in the year 2016-17. On consolidation basis, the finance cost has increased by 93.57% from ₹ 1,841 lacs in the year 2015-16 to ₹ 3,564 lacs in the year 2016-17. Your Company's employee's cost was at ₹ 130 lacs for the year as against ₹ 150 lacs in the previous year. On consolidated basis, the employee cost was at ₹ 314 lacs for the year as against ₹ 254 lacs in the previous year. Other expenses of the Company were at ₹ 324 lacs for the current year as against ₹ 359 lacs in the previous year and on consolidated basis, the other expenses were at ₹ 876 lacs for the current year as against ₹ 1,333 lacs in the previous year.

3. Profit and margin growth:

The profit from operations before tax has increased by 68.65% from ₹ 185 lacs to ₹ 312 lacs in current year. The said increase is due to fresh booking sale of property and during the year major revenue is recognized from sale of property. The overall profit after tax decreased by 58.96% from ₹ 442 lacs in the year 2015-16 to ₹ 181 lacs in the year 2016-17 on standalone basis due to net provision for taxes of current years as compare to previous year. The profit after tax booked in the year 2016-17 of ₹ 1,018 lacs on consolidation basis.

The management is 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 2016-17, the shareholders' funds is marginally decreased from ₹ 10,882 lacs for the year 2015-16 to ₹ 10,849 lacs for the year 2016-17. Shareholders' funds comprises of ₹ 3,567 lacs equity share capital and reserves and surplus of ₹ 7,282 lacs for the current year.

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 marginally decreased by 4.58% from ₹ 36,745 lacs to ₹ 35,061 lacs.

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 27.18% from ₹ 9,909 lacs to ₹ 12,602 lacs. Short-term loans and advances represent loans given to subsidiaries, associates and other companies. The short-term loans and advances have decreased by 4.53% from ₹ 11,062 lacs to ₹ 10,561 lacs in the current year due to loan received back from subsidiary companies for projects.

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 Company has an employee strength of 64 Nos.

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 make sound decisions in the best interest of all its stakeholders, i.e. 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 requirements of Corporate Governance as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015}.

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 are 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 and the community at large. The Company recognizes 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.

2. Board of Directors:

The Company believes that an active, well informed and an independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises of an optimum combination of Executive, Non-executive, Woman Director and Independent Directors so to preserve and maintain the independence of the Board. The Composition of the Board of Directors of the Company is in accordance with Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

Directors' Profile:

Mr. Praful N. Satra (DIN: 00053900), Promoter, Chairman and Managing Director of the Company, has a total experience of over 32 years in domestic and international business which includes 17 years of experience in Real Estate Development. He has been the visionary behind the growth and success of the Company. He has a 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 also holds Directorship in various Companies i.e. 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, 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 2017.

He holds 5,27,98,106 Equity Shares of the Company in his name as on 31 March 2017. However, he does not hold any Preference Shares/debentures/convertible instruments/any other securities of the Company in his name as on 31 March 2017.

Mr. Rushabh P. Satra, (DIN: 06608627) was appointed as an Additional Director (Non-Executive, Non Independent) w.e.f. 24 October 2016. Further, he was appointed as Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 27 October 2016.

Mr. Rushabh P. Satra has resigned from the position of Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 31 May 2017, however he continues to be a Non-Executive Director.

Mr. Rushabh P. Satra is BBA from Kingston University, London, having more than 3 years of experience in Real Estate and Construction Industry, has been assisting the management of Satra Group in Finance functions and Project execution. Mr. Rushabh P. Satra is son of Mr. Praful N. Satra, Promoter and Chairman and Managing Director of the Company.

He also holds Directorship in various Companies i.e. Satra Property Developers Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Realty and Builders Limited, Satra Re-Development Company Limited, Shravan Developers Private Limited, Satra Infrastructure Development Private Limited and Satra Land Development Private Limited as on 31 March 2017.

He holds 2,70,00,000 Equity Shares of the Company in his name as on 31 March 2017. However, he does not hold any Preference Shares/debentures/convertible instruments/any other securities of the Company in his name as on 31 March 2017.

Mr. Rajan P. Shah (DIN: 00053917), Director of the Company, has over 25 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. Mr. Rajan P. Shah joined our Company on 1 June 2005 and has tendered his resignation w.e.f. from closing hours of 24 October 2016.

He also held Directorship in various Companies i.e. Satra Property Developers Private Limited, Satra Estate Development Private Limited, Satra Lifestyles Private Limited, Satra Infrastructure and Land Developers Private Limited, Satra Realty and Builders Limited, Satra Re-Development Company Limited, Satra Property Development Private Limited, RRB Realtors Private Limited and Shravan Developers Private Limited upto 27 October 2016. Further, he holds Directorship in Satra Buildcon Private Limited as on 31 March 2017.

He did not hold any Shares/debentures/convertible instruments/any other securities of the Company in his name during his tenure.

Mr. Vidyadhar D. Khadilkar (DIN: 01548603), an 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 37 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. He joined our Board on 26 May 2007 and has tendered his resignation w.e.f. 31 May 2017.

He also held Directorship in Satra Property Developers Private Limited (wholly owned subsidiary of the Company) in compliance with Regulation 24 (1) of the SEBI (LODR) Regulations, 2015 upto 30 May 2017.

He did not hold any Shares/debentures/convertible instruments/any other securities of the Company in his name as on 31 March 2017.

Mrs. Sheetal D. Ghatalia (DIN: 07136658), an Independent Director of the Company, holds a Bachelor's degree in Arts from University of Mumbai, a Diploma in Human Resource Management from the Wellingkar's Institute of Management and Masters in Animation from Workstation. She also held the position of Vice President in a prominent Marketing and Media Company in 2007-08 and was involved in performing events and planning on brand projects and was associated with Electronic Media Pvt. Ltd. as the Head of Department in the year 2006. She has specialized and has an enormous overall experience of around 11 years in Brand development, digital marketing, social media marketing etc. and

is currently the owner of Via Vistas- simple ideas, big impact since 2009.

She also holds Independent Directorship in Satra Property Developers Private Limited, Satra Buildcon Private Limited and Satra Realty and Builders Limited as on 31 March 2017.

She does not hold any Shares / Debentures / convertible instruments/any other securities of the Company in her name as on 31 March 2017.

Mr. Vishal R. Karia (DIN: 03473857), an Independent Director of the Company, has an experience of over 9 years in Construction Industry and of over 7 years in Hotel Industry. His core area is of operations and includes identification of land/properties and formulation of business strategies. He believes in merging the international culture adopted worldwide in real estate industry and construction business which shall help in the growth of the Company. He also has vast experience in execution and management of a wide variety of construction and development of projects.

Further, he holds Directorship in Satra Buildcon Private Limited (subsidiary of the Company) in compliance with Regulation 24 (1) of the SEBI (LODR) Regulations, 2015.

He also holds Independent Directorship in Satra Property Developers Private Limited, Satra Buildcon Private Limited and Satra Realty and Builders Limited as on 31 March 2017.

He does not hold any Shares/debentures/convertible instruments/any other securities of the Company in his name as on 31 March 2017.

Mr. Kamlesh B. Limbachiya (DIN: 07256660), an Independent Director of the Company, has a total Work experience of 27 Years in the field of Accounts, Finance, Sales Tax and Human Resources & Administration.

He does not hold Directorship in any other Company as on 31 March 2017.

He does not hold any Shares/debentures/convertible instruments/any other securities of the Company in his name as on 31 March 2017.

The Composition and category of Directors, and details of Directorship/Membership of Committees/Chairmanship of Committees of the respective directors as on 31 March 2017 are as under:

| Name of the Director | Category | Number of other Companies | | |
|-----------------------------|---|---------------------------|-------------------------|--------------------------|
| | | Directorship(s) | Committee Membership(s) | Committee Chairperson(s) |
| Mr. Praful N. Satra | Promoter, Non-Independent, Executive Director | 9 | 1 | 1 |
| Mr. Rushabh P. Satra* | Promoter Group, Non-Independent, Executive Director | 7 | 1 | 1 |
| Mr. Vidyadhar D. Khadilkar# | Non-Executive, Independent Director | 2 | 3 | 1 |
| Mrs. Sheetal D. Ghatalia | Non-Executive, Independent Director | 4 | 4 | - |
| Mr. Vishal R. Karia | Non-Executive, Independent Director | 4 | 3 | - |
| Mr. Kamlesh B. Limbachiya | Non-Executive, Independent Director | 1 | 2 | 1 |

* Mr. Rushabh P. Satra was appointed as an Additional Director (Non-Executive, Non Independent) w.e.f. 24 October 2016. Further, he was appointed as Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 27 October 2016. Further, he has resigned from the position of Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 31 May 2017, however he continues to be a Non-Executive Director.

Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f. 31 May 2017.

• Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. He also held Directorship in various Companies upto 27 October 2016.



Notes - In accordance with the Regulation 26 of the SEBI (LODR) Regulations, 2015:

1. The Directorships held by Directors as mentioned above includes Public Limited Companies [including directorship in Satra Properties (India) Limited] but excludes Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.
2. Memberships / Chairmanships of only the Audit Committees and Stakeholders' Relationship Committees of all Public Limited Companies have been considered.
3. Private company which is a subsidiary of public company is considered as a public company.
4. No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 2013 except Mr. Praful N. Satra and Mr. Rushabh P. Satra, who are related to each other as father and son.

Board Meetings:

During the Financial Year ended 31 March 2017, Seven Board Meetings were held on 1 April 2016, 27 May 2016, 12 August 2016, 24 October 2016, 27 October 2016, 12 November 2016 and 10 February 2017.

Composition of Board as on 31 March 2017 and attendance of Directors at the Board meetings and Annual General Meeting during the financial year ended 31 March 2017 are given below:

| Name of the Director | Number of Board Meetings Held | Number of Board Meetings Attended | Attendance at the Annual General Meeting held on 30 September 2016 |
|-----------------------------|-------------------------------|-----------------------------------|--|
| Mr. Praful N. Satra | 7 | 7 | Yes |
| Mr. Rajan P. Shah* | 7 | 3 | Yes |
| Mr. Rushabh P. Satra# | 7 | 2 | N.A |
| Mr. Vidyadhar D. Khadilkar^ | 7 | 7 | Yes |
| Mrs. Sheetal D. Ghatalia | 7 | 6 | No |
| Mr. Vishal R. Karia | 7 | 6 | Yes |
| Mr. Kamlesh B. Limbachiya | 7 | 7 | Yes |

* Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. Four Meetings were held during his tenure.

Mr. Rushabh P. Satra was appointed as an Additional Director (Non-Executive, Non Independent) w.e.f. 24 October 2016. Further, he was appointed as Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 27 October 2016. Three meetings were held during his tenure. Further, he has resigned from the position Chief Financial Officer & Key Managerial Personnel and Whole time Director w.e.f. 31 May 2017, however he continues to be a Non-Executive Director.

^ Mr. Vidyadhar D. Khadilkar, has tendered his resignation w.e.f. 31 May 2017.

The Policy of conducting the Familiarisation Program and the details of the Familiarisation Programme imparted to Independent Directors of the Company has been disclosed on the website of the Company at <http://satraproperties.in/investor-relation.html>

3. Audit Committee:

The terms of reference and role of the Audit Committee are in accordance with the Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee comprised of 3 Non-Executive Directors, out of which two-third Directors, i.e. Mr. Kamlesh B. Limbachiya (Chairman) and Mr. Vidyadhar D. Khadilkar were Independent Directors and Mr. Rajan P. Shah was a Non-executive Director.

Subsequently, pursuant to resignation of Mr. Rajan P. Shah w.e.f. closing hours of 24 October 2016, the Audit Committee was reconstituted by the Board vide its meeting held on 24 October 2016 and Mrs. Sheetal D. Ghatalia, Non-Executive Independent Director of the Company was inducted as a member of the Committee w.e.f. 25 October 2016.

As of 31 March 2017, the Audit Committee of the Company comprised of 3 Non-Executive Independent Directors i.e. Mr. Kamlesh B. Limbachiya (Chairman), Mr. Vidyadhar D. Khadilkar and Mrs. Sheetal D. Ghatalia.

All the Members of Audit Committee are financially literate and have ability to read and understand financial statements as required under Regulation 18 of the SEBI (LODR) Regulations, 2015 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 terms of reference of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of the Auditors of the Company;
- Approving of payment to statutory auditors for any other services rendered by the statutory auditors;
- Review and examine with the management, the Annual Financial Statements and Auditor's Report thereon before

submission to the Board for approval, with particular reference to:

- (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
- (b) Changes, if any, in accounting policies and practices and reasons for the same;
- (c) Major accounting entries involving estimates based on the exercise of judgment by management;
- (d) Significant adjustments made in the financial statements arising out of audit findings;
- (e) Compliance with listing and other legal requirements relating to financial statements;
- (f) Disclosure of any related party transactions;
- (g) Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Monitoring and Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification 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;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

B. Reviewing the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of Internal Control Weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to Internal Control Weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

Audit Committee Meetings:

During the Financial Year ended 31 March 2017, Five Audit Committee Meetings were held on 27 May 2016, 12 August 2016, 27 October 2016, 11 November, 2016 and 9 February 2017.

Mr. Kamlesh B. Limbachiya, Chairman of Audit Committee was present at the last Annual General Meeting held on 30 September 2016.



Composition of Audit Committee as on 31 March 2017 and attendance of Directors during the financial year ended 31 March 2017 are given below:

| Name of the Director | Category | Number of Meetings Held | Number of Meetings Attended |
|-----------------------------|--------------------------------|-------------------------|-----------------------------|
| Mr. Kamlesh B. Limbachiya | Chairman, Independent Director | 5 | 5 |
| Mr. Vidyadhar D. Khadilkar* | Member, Independent Director | 5 | 5 |
| Mr. Rajan P. Shah# | Member, Non-Executive Director | 5 | 1 |
| Mrs. Sheetal D. Ghatalia^ | Member, Independent Director | 5 | 3 |

Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. Two Meetings were held during his tenure.

^ Mrs. Sheetal D. Ghatalia has been inducted as a member of the Audit Committee w.e.f. 25 October 2016. Three meetings were held during her tenure.

* Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f. 31 May 2017. Mr. Rushabh P. Satra has been inducted as a member of the Audit Committee w.e.f. 31 May 2017.

4. Nomination and Remuneration Committee:

The terms of reference and role of the Nomination and Remuneration Committee are in accordance with the Regulation 19 of the SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprised of 3 Non-Executive Directors, out of which one-half Directors, i.e. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Kamlesh B. Limbachiya were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

Subsequently, pursuant to the resignation of Mr. Rajan P. Shah w.e.f. closing hours of 24 October 2016, the Nomination and Remuneration Committee was reconstituted by the Board vide its meeting held on 24 October 2016 and Mrs. Sheetal D. Ghatalia, Non-Executive Independent Director of the Company was inducted as a member of the Committee w.e.f. 25 October 2016.

As of 31 March 2017, the Nomination and Remuneration Committee of the Company comprised of 3 Non-Executive Independent Directors i.e. Mr. Vidyadhar D. Khadilkar (Chairman), Mr. Kamlesh B. Limbachiya and Mrs. Sheetal D. Ghatalia.

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of directors;
- Devising a policy on diversity of Board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid

down, and recommend to the board of directors their appointment and removal.

- To determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

In terms of the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a director. The Nomination and Remuneration Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. In line with this requirement, the Board has adopted the Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company and a Policy on Board Diversity. The performance evaluation criteria for Independent Directors has also been specified in the Nomination and Remuneration policy, which is enclosed as Annexure - II to the Board's Report.

Remuneration to Directors:

During the Financial Year 2016-17, the Company did not pay remuneration to any Director, except sitting fees to Non-Executive Independent Directors. The sitting fees did not exceed the limits prescribed under Section 197 of the Companies Act, 2013 along with the relevant rules prescribed thereunder. 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. The Non-Executive Independent Directors are paid sitting fees of ₹ 10,000/- for attending each Board Meeting and ₹ 2,500/- for attending other Committee Meetings of the Company.

The details of the remuneration paid to the Directors for the financial year 2016-17 are given below:

| Name of the Director | Remuneration Paid (₹ in lacs) | | | | |
|---|-------------------------------|-------|-------------------------------|--------------|------------|
| | Salary | Bonus | Perquisites/ Benefits etc. | Sitting Fees | Commission |
| Mr. Praful N. Satra | - | - | - | - | - |
| Mr. Rajan P. Shah (upto 24 October 2016) | - | - | - | - | - |
| Mr. Rushabh P. Satra (w.e.f. 24 October 2016) | - | - | - | - | - |
| Mr. Vidyadhar D. Khadilkar | - | - | - | 1.10 | - |
| Mrs. Sheetal D. Ghatalia | - | - | - | 0.75 | - |
| Mr. Vishal R. Karia | - | - | - | 0.60 | - |
| Mr. Kamlesh B. Limbachiya | - | - | - | 0.95 | - |

There was no pecuniary relationship or transactions with Non-Executive Directors vis-à-vis the Company. The Company pays only sitting fees to the Independent Directors.

The Company presently does not have a scheme for grant of stock options.

There is no separate provision for payment of severance fees to Director(s).

Nomination and Remuneration Committee Meetings:

During the Financial Year ended 31 March 2017, two Nomination and Remuneration Committee Meetings were held on 24 October 2016 and 27 October 2016.

Composition of Nomination and Remuneration Committee as on 31 March 2017 and attendance of Directors during the financial year ended 31 March 2017 are given below:

| Name of the Director | Category | Number of Meetings Held | Number of Meetings Attended |
|-----------------------------|--------------------------------|-------------------------|-----------------------------|
| Mr. Vidyadhar D. Khadilkar* | Chairman, Independent Director | 2 | 2 |
| Mr. Kamlesh B. Limbachiya | Member, Independent Director | 2 | 2 |
| Mr. Rajan P. Shah# | Member, Non-Executive Director | 2 | 1 |
| Mrs. Sheetal D. Ghatalia^ | Member, Independent Director | 2 | 1 |

Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. One meeting was held during his tenure

^ Mrs. Sheetal D. Ghatalia has been inducted as a Member w.e.f 25 October 2016. One meeting was held during her tenure.

* Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f 31 May 2017. Mr. Vishal R. Karia has been inducted as a Chairman of the Nomination and Remuneration Committee w.e.f. 31 May 2017.

5. Stakeholders Relationship Committee:

The Company has always valued its investor's and stakeholder's relationships. The Stakeholders Relationship Committee ensures proper and speedy redressal of Shareholder's/ Investor's complaints. It is empowered to look into redressal of Shareholder's and Debenture holder's complaints which inter alia include transfer of shares, non – receipt of annual report, non – receipt of declared dividends and other miscellaneous complaints. The Stakeholders Relationship Committee comprised of 3 Non-Executive Directors, out of which two Directors, i.e. Mr. Vidyadhar D. Khadilkar (Chairman) and Mr. Kamlesh B. Limbachiya were Independent and Mr. Rajan P. Shah was a Non-Executive Director.

Subsequently, pursuant to the resignation of Mr. Rajan P. Shah w.e.f. 24 October 2016, the Stakeholders Relationship

Committee was reconstituted by the Board vide its meeting held on 24 October 2016 and Mrs. Sheetal D. Ghatalia, Non-Executive Independent Director of the Company was inducted as a member of the Committee w.e.f. 25 October 2016.

As of 31 March 2017, the Stakeholders Relationship Committee of the Company comprised of 3 Non-Executive Independent Directors i.e. Mr. Vidyadhar D. Khadilkar (Chairman), Mr. Kamlesh B. Limbachiya and Mrs. Sheetal D. Ghatalia.

Stakeholders Relationship Committee Meetings:

During the Financial Year ended 31 March 2017, four Stakeholders Relationship Committee meetings were held on 27 May 2016, 12 August 2016, 11 November 2016 and 9 February 2017.



Composition of Stakeholders Relationship Committee as on 31 March 2017 and attendance of Directors during the financial year ended 31 March 2017 are given below:

| Name of the Director | Category of Directors | Number of Meetings Held | Number of Meetings Attended |
|-----------------------------|--------------------------------|-------------------------|-----------------------------|
| Mr. Vidyadhar D. Khadilkar* | Chairman, Independent Director | 4 | 4 |
| Mr. Kamlesh B. Limbachiya | Member, Independent Director | 4 | 4 |
| Mr. Rajan P. Shah# | Member, Non-Executive Director | 4 | 1 |
| Mrs. Sheetal D. Ghatalia^ | Member, Independent Director | 4 | 2 |

Mr. Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. Two meetings were held during his tenure.

^ Mrs. Sheetal D. Ghatalia has been inducted as a member w.e.f. 25 October 2016. Two meetings were held during her tenure.

* Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f. 31 May 2017. Mr. Vishal R. Karia has been inducted as a Chairman of the Stakeholders Relationship Committee w.e.f. 31 May 2017.

Name and Designation of Compliance officer:

Mr. Manan Y. Udani – Company Secretary is the Compliance Officer of the Company for complying with requirements of the SEBI (LODR) Regulations, 2015.

Shareholders Complaints during the Financial Year 2016-17:

The number of complaints received and resolved to the satisfaction of investors during the Financial year ended 31 March 2017 and their break-up are as under:

| Particulars | Received | Resolved | Pending |
|-------------------|----------|----------|---------|
| No. of Complaints | 1 | 1 | NIL |

6. Corporate Social Responsibility Committee:

The Corporate Social Responsibility ("CSR") Committee consists of three Directors out of which one director is an Independent Director. It provides guidance on various CSR activities to be undertaken by the Company and monitors its progress. The terms of reference for the CSR Committee include:

- (1) Formulate a CSR Policy which shall indicate activities to be undertaken by the Company.
- (2) Recommend the CSR Policy to the Board.
- (3) Recommend the amount of expenditure to be incurred on the activities.
- (4) Monitor the Policy from time to time as per the CSR policy

During the Financial Year ended 31 March 2017, One Corporate Social Responsibility Committee Meeting was held on 6 March 2017.

Composition of Corporate Social Responsibility Committee as on 31 March 2017 and attendance of Directors during the financial year ended 31 March 2017 are given below:

| Name of the Director | Category of Directors | Number of Meetings Held | Number of Meetings Attended |
|-----------------------------|--------------------------------|-------------------------|-----------------------------|
| Mr. Praful N. Satra | Chairman, Executive Director | 1 | 1 |
| Mr. Vidyadhar D. Khadilkar* | Member, Independent Director | 1 | 1 |
| Mr. Rajan P. Shah# | Member, Non-Executive Director | 1 | N.A. |
| Mr. Rushabh P. Satra^ | Member, Executive Director | 1 | 1 |

Rajan P. Shah has tendered his resignation w.e.f. closing hours of 24 October 2016. No meeting was held during his tenure.

^ Mr. Rushabh P. Satra was inducted as a Member w.e.f. 25 October 2016. One meeting was held during his tenure.

* Mr. Vidyadhar D. Khadilkar has tendered his resignation w.e.f. 31 May 2017. Mr. Vishal R. Karia has been inducted as a member of the Corporate Social Responsibility Committee w.e.f. 31 May 2017.

Annual Report on CSR activities forms a part of the Director's Report detailing Contribution to the CSR activities.

7. Separate Meeting of Independent Directors:

During the Financial Year 2016-17, a separate meeting of Independent Directors was held on 6 March 2017 to review the performance of non-independent directors and the Board of directors as a whole, review the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors and review various parameters for assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board of directors to effectively and reasonably perform their duties.

8. General Body Meetings:

i. Details of venue, date and time of the last three Annual General Meetings held:

| Financial Year | Venue | Day and Date | Time |
|----------------|-------------------------------------|-----------------------------|------------|
| 2015-16 | Navinbhai Thakkar Hall | Friday, 30 September 2016 | 11.30 a.m. |
| 2014-15 | Ground Floor, Shraddhanand Road, | Monday, 28 September 2015 | 4.00 p.m. |
| 2013-14 | Vile Parle (East), Mumbai – 400 057 | Saturday, 27 September 2014 | 12.00 Noon |

ii. Special Resolutions passed in the previous three Annual General Meetings:

| Year | Date | Time | Resolution |
|---------|-------------------|------------|--|
| 2014-15 | 28 September 2015 | 4.00 p.m. | To re-appointment Mr. Vidyadhar D. Khadilkar (DIN: 01548603), as an Independent Director. |
| 2013-14 | 27 September 2014 | 12.00 Noon | To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. |

iii. Passing of Special Resolutions by Postal Ballot during the last year 2015-16:

During the Financial Year 2015-16, pursuant to Section 110 of the Companies Act, 2013 read with Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 Act (including any amendment thereto or re-enactment thereof), the Company had passed the following Special 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 | Special Resolutions passed through Postal Ballot |
|-----------------------------------|---|---|---|
| 9 September 2015 | Date of Approval of Members – 7 September 2015 Date of Declaration of Results – 9 September 2015 | Mr. Dharmesh Zaveri Practicing Company Secretary of D. M. Zaveri & Co. | 1. To offer or invite for Subscription of Non-Convertible Debentures on private placement basis. 2. Amendment to Main Object Clause of the Memorandum of Association. 3. Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association. 4. Amendment to Clause IV of the Memorandum of Association. 5. Approval of existing material related party transactions. 6. Approval of existing related party transactions. 7. Approval of transactions with related parties being wholly owned subsidiaries / step down wholly owned subsidiary. 8. Approval of proposed transactions with related parties. |

Details of voting pattern:

| Description of Resolution | No. of shares held | No. of Votes | | | % of Votes | | |
|---|--------------------|--------------|---------|---------|------------|---------|---------|
| | | In Favour | Against | Invalid | In Favour | Against | Invalid |
| To offer or invite for Subscription of Non-Convertible Debentures on private placement basis-Special Resolution. | 14,39,21,332 | 14,39,20,030 | 1,302 | NIL | 99.9991 | 0.0009 | NIL |
| Amendment to Main Object Clause of the Memorandum of Association-Special Resolution. | 14,39,20,802 | 14,39,20,037 | 765 | NIL | 99.9995 | 0.0005 | NIL |
| Amendments to Clause III(B) and Clause III(C) of the Memorandum of Association-Special Resolution. | 14,39,20,802 | 14,39,20,037 | 765 | NIL | 99.9995 | 0.0005 | NIL |
| Amendment to Clause IV of the Memorandum of Association- Special Resolution. | 14,39,20,802 | 14,39,20,037 | 765 | NIL | 99.9995 | 0.0005 | NIL |
| Approval of existing material related party transactions- Special Resolution. | 1,43,85,870 | 1,43,84,568 | 1,302 | NIL | 99.9909 | 0.0091 | NIL |
| Approval of existing related party transactions- Special Resolution. | 1,43,85,870 | 1,43,84,568 | 1,302 | NIL | 99.9909 | 0.0091 | NIL |
| Approval of transactions with related parties being wholly owned subsidiaries / step down wholly owned subsidiary-Special Resolution. | 1,43,85,870 | 1,43,84,568 | 1,302 | NIL | 99.9909 | 0.0091 | NIL |
| Approval of proposed transactions with related parties- Special Resolution. | 1,43,85,870 | 1,43,84,568 | 1,302 | NIL | 99.9909 | 0.0091 | NIL |



Person who conducted the postal ballot exercise:

The Company had appointed Mr. Dharmesh Zaveri, Proprietor of D.M. Zaveri & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Whether any special resolution is proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot.

Subsidiary Companies:

In terms of regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015, Mr. Vidyadhar D. Khadilkar, Independent Director of the Company holds a position as Independent Director in Satra Property Developers Private Limited and Mr. Vishal R. Karia, Independent Director of the Company holds a position as Independent Director in Satra Buildcon Private Limited as required under Regulation 24(1) of the SEBI (LODR) Regulations, 2015 for the financial year 2016-17.

In terms of regulation 16(1)(c) of the SEBI (LODR) Regulations, 2015, Satra Property Developers Private Limited and Satra Buildcon Private Limited are material unlisted Indian Subsidiary Companies for the Financial Year 2017-18.

The Audit Committee of the Company reviews the financial statement, in particular, the investments made by the unlisted subsidiary and the minutes of the meetings of the Board of directors of the unlisted subsidiary, etc. to the extent applicable as per the Regulation 24 of the SEBI (LODR) Regulations, 2015.

9. Disclosures:

- During the period under review, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.
- During the last 3 years, there were no strictures or penalties imposed on the Company by either the Stock Exchange or SEBI or any statutory authority for non-compliance of any matter related to the capital markets.
- The Company has adopted the Whistle Blower Policy and Vigil mechanism for Directors and employees to report genuine concerns and provides for adequate safeguards against victimization of Directors and employees or any other person who avails the mechanism. This mechanism also provides for direct access to the Chairman of the Audit Committee in

appropriate or exceptional cases. No Director or employee who wanted to report a concern was denied access to the Chairman of the Audit Committee. Web link of Whistle Blower Policy and vigil Mechanism is <http://satraproperties.in/pdf/policies/whistle-blower-policy-and-vigil-mechanism.pdf>.

- The Company has complied with the mandatory requirements as contained in the Regulation 34 (3) read with Schedule V (C) of the SEBI (LODR) Regulations, 2015.
- Web link of the Policy for determining 'material' subsidiaries is <http://satraproperties.in/pdf/policies/policy-for-determining-material-subsidaries.pdf> and of the Policy on dealing with related party transactions is <http://satraproperties.in/pdf/policies/related-party-transaction-policy.pdf>.
- Disclosure of commodity price risks and commodity hedging activities: Provided in the General Shareholder's information.
- The Company has complied with the following discretionary requirement as prescribed in Part E of Schedule II of the SEBI (LODR) Regulations, 2015:
Reporting of Internal Auditor: The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.
- The Company has complied with all the requirements of Regulations 17 to 27, Regulation 46 (2) (b) to (i) which were applicable to the Company.

10. Means of Communication:

Quarterly, Half Yearly and Annual results are regularly submitted to the BSE Limited where the securities of the Company listed and are also published in leading newspapers in India which includes the Financial Express, Business Standard, and Pudhari. The Company has also displayed the results as specified under Regulation 33 read with Regulation 46 of the SEBI (LODR) Regulations, 2015 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. Press Releases and any other official news releases made by the Company from time to time are also displayed on the Company's website.

The Company's website www.satraproperties.in contains a separate dedicated section for Investors, the link to which is <http://satraproperties.in/investor-relation.html> where all information and relevant policies to be provided under applicable regulatory requirements, are available on the website in a user friendly form.

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

SATRA PROPERTIES (INDIA) LIMITED

I have examined the compliance of conditions of Corporate Governance by Satra Properties (India) Limited ('the Company'), for the Financial Year ended 31 March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. My 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. It is neither an audit nor an expression of opinion on financial statements of the Company.

We have examined the audited financial statements and other relevant reports, records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In my opinion and to the best of my information and according to our examination of the relevant records and the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D, E of the Schedule V of the Listing regulations for the respective periods of applicability as specified under paragraph 1 above, during the period ended 31 March 2017.

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

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

Dharmesh Zaveri
(Proprietor)

FCS No.: 5418
CP No.: 4363

Mumbai, 9 August 2017



GENERAL SHAREHOLDERS' INFORMATION

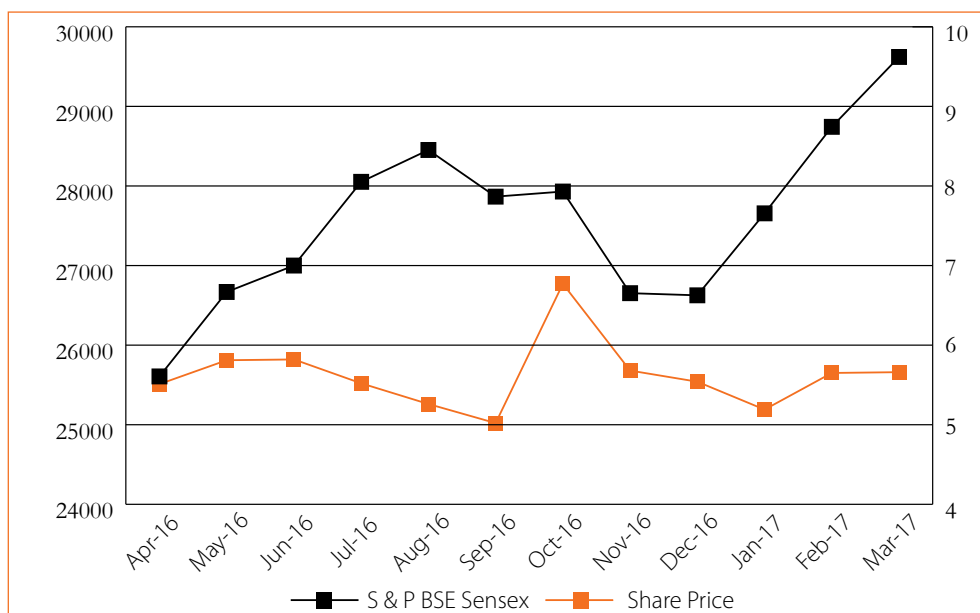
34th Annual General Meeting

- (i) **Date, Time and Venue** : 28 September 2017 at 4.00 p.m.
Navinbhai Thakkar Hall, Ground Floor,
Shraddhanand Road, Vile Parle (East),
Mumbai – 400 057
- (ii) **Financial Year** : 1 April 2016 to 31 March 2017
- a) Calendar of Financial Year ended 31 March 2017**
For the Financial year ended 31 March 2017, quarterly / annual financial results were announced on the following dates:
- | | |
|--|--------------------|
| First Quarter Results | : 12 August 2016 |
| Second Quarter and Half yearly Results | : 12 November 2016 |
| Third Quarter Results | : 10 February 2017 |
| Fourth Quarter and Annual Results | : 30 May 2017 |
- b) Tentative Calendar for financial year ending 31 March 2017**
Tentative schedule for declaration of quarterly / annual financial results during the financial year 2016-17
- | | |
|--|--|
| First Quarter Results | : 2 nd / 3 rd Week of September 2017 |
| Second Quarter and Half yearly Results | : 2 nd / 3 rd week of December 2017 |
| Third Quarter Results | : 2 nd / 3 rd week of February 2018 |
| Fourth Quarter and Annual Results | : 4 th / 5 th week of May 2018 |
- (iii) **Date of Book Closure** : The Company's Register of Members and Share Transfer Books will remain closed from Friday, 22 September 2017 to Thursday, 28 September 2017 (both days inclusive)
- (iv) **Dividend Payment Date** : On or after 4 October 2017
- (v) **Listing on Stock Exchanges** : BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
E-mail: corp.realtions@bseindia.com
The listing fees for fiscal 2018 has been paid.
- (vi) **CIN** : L65910MH1983PLC030083
- (vii) **ISIN Number** : Equity Shares - INE086E01021
- (viii) **Stock Code** : Equity Shares – 508996
- (ix) **Market Price Data** : The performance of the Equity Shares of the Company i.e. the high, low and number of Equity Shares traded during each month in the Financial Year 2016-17 on the BSE Limited depicting the liquidity of the Company's Equity Shares for the Financial Year ended 31 March 2017, on the said exchange is given hereunder:

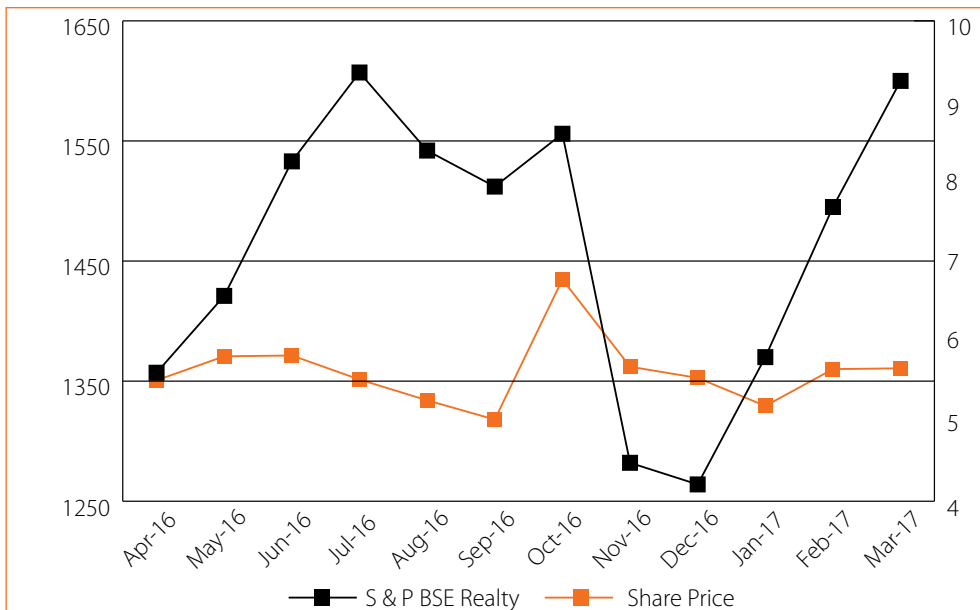
| Months | High - ₹ | Low - ₹ | Volume - Nos. |
|----------------|----------|---------|---------------|
| April 2016 | 6.43 | 5.00 | 1,96,949 |
| May 2016 | 6.47 | 4.63 | 87,214 |
| June 2016 | 6.90 | 4.21 | 2,64,977 |
| July 2016 | 6.67 | 5.10 | 2,01,362 |
| August 2016 | 5.90 | 4.65 | 68,100 |
| September 2016 | 5.75 | 4.90 | 86,447 |
| October 2016 | 8.40 | 5.00 | 13,10,281 |
| November 2016 | 7.35 | 4.81 | 1,74,841 |
| December 2016 | 6.00 | 4.85 | 56,316 |
| January 2017 | 5.75 | 4.36 | 1,00,921 |
| February 2017 | 5.98 | 4.83 | 1,33,047 |
| March 2017 | 6.00 | 5.10 | 3,30,40,506 |

(x) **Share price performance of Satra Properties (India) Limited in comparison to broad-based indices – S&P BSE Sensex and S&P BSE Realty:**

I) Movement of Satra Properties (India) Limited vs. S&P BSE Sensex



II) Movement of Satra Properties (India) Limited vs. S&P BSE Realty



(xi) **Registrar and Transfer Agent**

ADROIT CORPORATE SERVICES PRIVATE LIMITED

Unit: Satra Properties (India) Limited

17/20, Jaferbhoy Industrial Estate, 1st Floor, 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



(xii) Share Transfer System

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} the Board of Directors of the Company, in order to expedite the process of share transfers, has delegated the power of share transfer to its Registrar and Share Transfer Agent - Adroit Corporate Services Private Limited.

Securities lodged for transfer are normally processed within the stipulated time as specified in the SEBI (LODR) Regulations, 2015 and applicable provisions of the Companies Act, 2013 read with the specified rules thereunder.

The Company obtains from the Company Secretary in practice, a half-yearly certificate for compliance with the requirements of Regulation 40 (9) of the SEBI (LODR) Regulations, 2015 and files a copy of the same with the Stock Exchange within the stipulated time. Also as required under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 the Company has filed a certificate issued by the Registrar and Share Transfer Agent and the Compliance Officer of the Company certifying that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent - Adroit Corporate Services Private Limited, which is registered with SEBI.

(xiii) Distribution of Shareholding size class as on 31 March 2017

| Number of Shares held (F.V. of ₹ 2/- each) | Shareholders | | Shares | |
|--|--------------|------------|---------------------|------------|
| | Number | % of Total | Number | % of Total |
| 1 – 500 | 2,709 | 62.10 | 4,80,074 | 0.27 |
| 501 – 1,000 | 612 | 14.03 | 5,27,147 | 0.30 |
| 1,001 – 2,000 | 407 | 9.33 | 6,45,526 | 0.36 |
| 2,001 – 3,000 | 140 | 3.21 | 3,65,206 | 0.20 |
| 3,001 – 4,000 | 43 | 0.99 | 1,56,403 | 0.09 |
| 4,001 – 5,000 | 99 | 2.27 | 4,78,952 | 0.27 |
| 5,001 – 10,000 | 109 | 2.50 | 8,21,288 | 0.46 |
| 10,001 – above | 243 | 5.57 | 17,48,83,404 | 98.05 |
| Total | 4,362 | 100 | 17,83,58,000 | 100 |

Distribution of shareholding by ownership as on 31 March 2017

| Category | No. of Shares | % of Total |
|---|---------------------|--------------|
| A. Shareholding of Promoter and Promoter Group | | |
| 1. Indian | | |
| a) Individuals / Hindu Undivided Family | 12,00,000 | 0.67 |
| b) Bodies Corporate | 65,00,000 | 3.64 |
| c) Directors | 7,97,98,106 | 44.75 |
| d) Director's – Relatives | 4,20,37,356 | 23.57 |
| Sub-Total (A)(1) | 12,95,35,462 | 72.63 |
| 2. Foreign | - | - |
| Sub-Total (A)(2) | - | - |
| Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2) | 12,95,35,462 | 72.63 |
| B. Public Shareholding | | |
| 1. Institutions | | |
| a) Financial Institutions / Banks | 100 | 0.00 |
| b) Central Government / State Government(s) / President of India | 61,81,811 | 3.46 |
| c) Foreign Institutional Investors | 4,55,000 | 0.26 |
| Sub-Total (B)(1) | 66,36,911 | 3.72 |
| 2. Non-Institutions | | |
| a) Bodies Corporate | 99,58,675 | 5.58 |
| b) Individuals | | |
| bi) Individual shareholders holding nominal share capital up to ₹ 2 lac | 93,10,372 | 5.22 |
| bii) Individual shareholders holding nominal share capital in excess of ₹ 2 lac | 2,28,06,662 | 12.79 |
| ci) Clearing Member | 25,363 | 0.01 |
| cii) Non-Resident Individuals | 84,555 | 0.04 |
| Sub-Total (B)(2) | 4,21,85,627 | 23.65 |
| Total Public Shareholding (B) = (B)(1)+(B)(2) | 4,88,22,538 | 27.37 |
| Grand Total (A)+(B) | 17,83,58,000 | 100 |

(xiv) Dematerialisation of Shares and Liquidity

As at 31 March 2017, 96.98% of shareholding aggregating to 17,29,67,550 equity shares were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited, while 3.02% of shareholding aggregating to 53,90,450 equity shares were held in physical form.

(xv) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

As on 31 March 2017, the Company did not have any outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

(xvi) Commodity price risk or foreign exchange risk and hedging activities

During the year under review, the Company had undertaken foreign exchange transactions for the purpose of import of construction materials. Since, the impact of the foreign exchange rate fluctuations on these transactions was insignificant, the management did not consider hedging the same.

(xvii) Plant location

The Company does not have any manufacturing activity.

(xviii) Address for Correspondence

ADROIT CORPORATE SERVICES PRIVATE LIMITED

Unit: Satra Properties (India) Limited
17/20, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (East), Mumbai – 400 059.
Tel: +91 - 022 – 4227 0400
Fax: +91 – 022 – 2850 3748
Email: 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
Email: info@satraproperties.in
Website: www.satraproperties.in

DECLARATION ON ADHERENCE TO THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT

I declare that all Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for Board Members and Senior Management for the Financial Year 2016-17.

Praful N. Satra

Chairman and Managing Director

Mumbai, 9 August 2017



Independent Auditors' Report

To the Members of

Satra Properties (India) Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Satra Properties (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit

procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements.

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, 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 aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the Directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
- i. The company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 26 of the financial statements as at March 31, 2017.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2017.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company during the year ended March 31, 2017.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and those are in accordance with the books of accounts maintained by the Company - Refer Note 35 to the financial statements.

For **GMJ & Co.**
Chartered Accountants
Firm Registration Number: 103429W

Haridas Bhat
Partner
Membership Number: 039070

Mumbai, May 30, 2017



**Annexure A to the Independent Auditor's Report
(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of 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. According to the information and explanations given to us, the Fixed Assets have been physically verified by the management during the year, no material discrepancies were noticed on such verification with book records. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
- c. According to the information and explanations given to us and on the basis of our examination of the records, the company does not have any immovable property and hence this paragraph is not applicable to the company.
- ii. The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification between physical stock and book records.
- iii. In respect of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered under register maintained under section 189 of the Companies Act, 2013;
 - a. In our opinion, the terms and conditions on which the loans have been granted are not, prima facie, prejudicial to the interest of the company;
 - b. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, this paragraph is not applicable to the Company in respect of repayment of the principal amount.
 - c. There are no overdue amounts in respect of loans granted to the parties covered under register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us and based on our examination of the records, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security given, if any.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and other relevant provisions with regard to the deposits accepted from the public are not applicable.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the records, the Company is generally regular in depositing with appropriate authorities the amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, as applicable *except for dues in respect of Service Tax, Value added tax, Dividend Distribution Tax, Income Tax, Works Contract Tax and TDS 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.*

According to the information and explanations given to us, except for ₹ 2,63,61,256 /- on account of Dividend distribution tax, ₹ 1,05,96,014 /- on account of Income-tax (Including TDS), ₹ 4,77,46,548 /- on account of Value added tax ₹ 52,81,628 /- on account of service tax (including cess) no undisputed amounts payable in respect of Profession tax, Customs duty, Provident fund, Works contract tax, and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

- b. According to the information and explanations given to us, following dues have not been deposited with the concerned authorities on account of dispute as at 31st March 2017:

| 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 | 1,85,16,950 | Ass. Yr. 2014-15 | Commissioner of Income Tax (Appeals) |
| | | 2,17,94,348 | Asst. Yr. 2012-13 | |
| | | 58,21,550 | Asst. Yr. 2008-09 | Assessing Officer |
| | | 60,38,750 | Asst. Yr. 2011-12 | Income Tax Appellate Tribunal |
| Income Tax Act, 1961 | TDS | 48,70,259 | Asst. Yr. 2009-10 to Asst. Yr. 2014-15 | Assessing Officer/As per Traces |

- viii. In According to the information and explanations given to us, the company has not defaulted in repayment of dues to banks and financial Institution. The Company does not have any loan or borrowings from the government during the year.

The Company has extended the date of redemption of balance Non Convertible Debentures by one year which is now due for redemption on 3rd April, 2017.

- ix. In our opinion and according to the information and explanations given to us, the monies raised by way of term loans were applied for the purposes for which they were raised. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.
- x. According to the information and explanations given to us, no material fraud by the company or on the Company by its officer or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanation give to us and based on our examination of the records, the Company has not paid/ provided for managerial remuneration. Therefore, paragraph 3 (xi) of the Order is not applicable.
- xii. In our opinion and according to the information given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanation give to us and based on our examination of the records of the Company, the transactions with related parties are in compliance of section 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the company.
- xv. The company has not entered into any non-cash transactions with the directors or persons connected with him. Therefore, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

Haridas Bhat

Partner

Membership Number: 039070

Mumbai, May 30, 2017



**Annexure – B to the Auditor’s Report
Report on the Internal Financial Controls under Clause (i) of
Sub-section 3 of Section 143 of the Companies Act, 2013 (“the
Act”)**

We have audited the internal financial controls over financial reporting of **Satra Properties (India) Limited** (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GMJ & Co.**

Chartered Accountants

Firm Registration Number: 103429W

Haridas Bhat

Partner

Membership Number: 039070

Mumbai, May 30, 2017

Balance Sheet

as at 31 March 2017

| | | (Currency: Indian Rupees) | |
|--|-------|---------------------------|---------------|
| | Notes | 2017 | 2016 |
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUNDS | | | |
| Share capital | 3 | 356,716,000 | 356,716,000 |
| Reserves and surplus | 4 | 728,188,498 | 731,529,432 |
| | | 1,084,904,498 | 1,088,245,432 |
| NON - CURRENT LIABILITIES | | | |
| Long-term provisions | 5 | 3,310,629 | 3,278,080 |
| | | 3,310,629 | 3,278,080 |
| CURRENT LIABILITIES | | | |
| Short-term borrowings | 6 | 1,760,552,521 | 1,733,904,093 |
| Trade payables | | | |
| - Outstanding dues of micro enterprises and small enterprises | | - | - |
| - Outstanding dues of creditors other than micro enterprises and small enterprises | | 410,647,563 | 463,714,982 |
| Other current liabilities | 7 | 1,281,633,614 | 1,425,247,253 |
| Short-term provisions | 8 | 53,285,742 | 51,660,358 |
| | | 3,506,119,440 | 3,674,526,686 |
| TOTAL ASSETS | | 4,594,334,567 | 4,766,050,198 |
| NON - CURRENT ASSETS | | | |
| Fixed assets | 9 | | |
| - Tangible assets | | 6,605,881 | 8,348,665 |
| - Capital work-in-progress | | 3,050,715 | 1,343,268 |
| | | 9,656,596 | 9,691,933 |
| Non-current investments | 10 | 598,710,450 | 598,710,450 |
| Deferred tax assets | 11 | 6,138,035 | 6,587,773 |
| Long-term loans and advances | 12 | 36,195,897 | 31,271,702 |
| | | 650,700,978 | 646,261,858 |
| CURRENT ASSETS | | | |
| Inventories | 13 | 1,274,209,050 | 1,653,571,044 |
| Trade receivables | 14 | 1,260,169,131 | 990,920,941 |
| Cash and bank balances | 15 | 7,893,209 | 26,824,775 |
| Short-term loans and advances | 16 | 1,056,080,793 | 1,106,179,452 |
| Other current assets | 17 | 345,281,406 | 342,292,128 |
| | | 3,943,633,589 | 4,119,788,340 |
| TOTAL | | 4,594,334,567 | 4,766,050,198 |
| Significant accounting policies | 2 | | |
| Notes to the financial statements | 1-36 | | |

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

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

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. SatraChief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017



Statement of Profit and Loss

for the year ended 31 March 2017

| | | (Currency: Indian Rupees) | |
|--|-------|---------------------------|----------------------|
| | Notes | 2017 | 2016 |
| INCOME | | | |
| Revenue from operations | 18 | 1,007,338,259 | 912,415,847 |
| Other income | 19 | 85,668,704 | 97,842,207 |
| Total revenue | | 1,093,006,963 | 1,010,258,054 |
| EXPENSES | | | |
| Cost of construction | 20 | 769,871,701 | 821,384,720 |
| Employee benefits | 21 | 12,997,803 | 15,049,992 |
| Finance costs | 22 | 245,798,472 | 118,199,803 |
| Depreciation and amortisation | 9 | 742,698 | 1,242,736 |
| Other expenses | 23 | 32,427,208 | 35,855,050 |
| Total expenses | | 1,061,837,882 | 991,732,301 |
| Profit before tax | | 31,169,081 | 18,525,753 |
| Tax expenses: | | | |
| Current tax | | 9,600,000 | 5,600,000 |
| Prior year (credit)/charge | | 2,993,528 | (31,250,401) |
| Deferred tax charge/(credit) | | 449,738 | 7,204 |
| Profit after tax | | 18,125,815 | 44,168,950 |
| Earnings per equity share (₹) | | | |
| Basic (par value of ₹ 2 per share) | 25 | 0.10 | 0.25 |
| Diluted (par value of ₹ 2 per share) | | 0.10 | 0.25 |
| Significant accounting policies | 2 | | |
| Notes to the financial statements | 1-36 | | |

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

Haridas Bhat

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. Satra

Chief Financial Officer
and Whole Time Director

DIN: 06608627

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

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017

Cash flow statement

for the year ended 31 March 2017

A. CASH FLOWS FROM OPERATING ACTIVITIES :

Profit before tax

Adjusted for:

Depreciation / amortisation

Dividend income

Loss/ (profit) on sale of fixed assets

Interest income

Finance costs

Operating profit before working capital changes

Changes in working capital

(Increase) / decrease in inventories

(Increase) / decrease in trade receivables

(Increase) / decrease in short-term loans and advances

Increase / (decrease) in trade payables

Increase / (decrease) in long-term provisions

Increase / (decrease) in short-term provisions

Increase / (decrease) in other current liabilities

Cash generated / (Used) from operations

Taxes paid (net of refund)

Net cash generated / (Used) from operating activities

B. CASH FLOWS FROM INVESTING ACTIVITIES :

Purchase of fixed assets

Proceeds from sale of fixed assets

Investment in equity shares of subsidiaries

Loans given

Loans received back

Investment in fixed deposits (including earmarked balances)

Dividend received

Interest received

Net cash generated / (used) by investing activities

C. CASH FLOWS FROM FINANCING ACTIVITIES :

Proceeds from short-term borrowings

Repayment of short-term borrowings

Dividend paid

Finance costs paid

Net cash generated / (used) by financing activities

Net (decrease) / increase in cash and cash equivalents

Cash and cash equivalents, beginning of year

Cash and cash equivalents, end of year

Components of cash and cash equivalents

Cash on hand

Balances with banks

-On current accounts

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| 31,169,081 | 18,525,753 |
| 742,698 | 1,242,736 |
| - | (6,240) |
| - | (6,993) |
| (53,406,188) | (55,408,818) |
| 245,798,472 | 118,199,803 |
| 193,134,982 | 64,020,488 |
| 224,304,063 | 82,546,241 |
| 469,743,113 | (134,747,351) |
| (269,248,190) | 134,720,536 |
| (99,653,538) | (48,175,205) |
| (53,067,419) | 109,521,565 |
| 32,549 | 1,425,781 |
| 38,196 | 152,258 |
| (241,758,645) | (271,327,000) |
| (193,913,934) | (208,429,416) |
| 30,390,129 | (125,883,175) |
| (22,685,507) | (36,433,903) |
| 7,704,622 | (162,317,078) |
| (2,390,807) | (8,481,418) |
| - | 75,556 |
| - | - |
| (573,557,601) | (794,002,489) |
| 723,309,798 | 626,325,805 |
| 19,122,788 | (8,628,143) |
| - | 6,240 |
| 50,416,910 | 10,190,092 |
| 216,901,088 | (174,514,357) |
| 1,113,305,744 | 1,051,879,335 |
| (1,086,657,318) | (513,715,081) |
| (17,642,834) | (17,679,079) |
| (233,420,081) | (183,485,478) |
| (224,414,488) | 336,999,697 |
| 191,222 | 168,262 |
| 6,351,905 | 6,183,643 |
| 6,543,127 | 6,351,905 |
| 1,296,944 | 2,354,728 |
| 5,246,183 | 3,997,177 |
| 6,543,127 | 6,351,905 |

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 **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Haridas Bhat

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. Satra

Chief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN: 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017



Notes to the financial statements

for the year ended 31 March 2017

(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, transferable development rights and construction contracts.

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

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

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:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- 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:

- it is expected to be settled in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the balance sheet date; or
- 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 / amortization 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 are calculated as prescribed in Schedule II of the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset

Notes to the financial statements (*Continued*)

for the year ended 31 March 2017

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 Rs 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 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 are classified into long-term investments and current investments. Investments that are intended to be held for one year or more are classified as long-term investments and investments that are intended to be held for less than one year are classified as current investments.

Long term investments are valued at cost of acquisition less permanent diminution in value.

Current investments are valued at lower of cost or fair value determined on individual investment basis.

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.



Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 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 is 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 recognised. 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.

Notes to the financial statements (*Continued*)

for the year ended 31 March 2017

(Currency: Indian Rupees)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 recognised in the financial statements.



Notes to the financial statements (Continued)

as at 31 March 2017

3. SHARE CAPITAL

Authorised capital:

210,000,000 (2016: 210,000,000) equity shares [Par value of ₹ 2/- per shares]

8,000,000 (2016: 8,000,000) 8% cumulative redeemable preference shares
[Par value of ₹ 10/- per shares]

Issued, subscribed and paid up:

178,358,000 (2016: 178,358,000) equity shares of ₹ 2/- par value, fully paid up

| (Currency: Indian Rupees) | |
|---------------------------|-------------|
| 2017 | 2016 |
| 420,000,000 | 420,000,000 |
| 80,000,000 | 80,000,000 |
| 500,000,000 | 500,000,000 |
| 356,716,000 | 356,716,000 |
| 356,716,000 | 356,716,000 |

Sub-notes :

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

Equity shares

| | 31 March 2017 | | 31 March 2016 | |
|---|---------------------------------|-------------|---------------------------------|-------------|
| | Number of equity shares (units) | Amount | Number of equity shares (units) | Amount |
| At the beginning and at the end of the year | 178,358,000 | 356,716,000 | 178,358,000 | 356,716,000 |
| Add: issued during the year | - | - | - | - |
| At the end of the year | 178,358,000 | 356,716,000 | 178,358,000 | 356,716,000 |

2. Rights, preferences and restrictions attached to shares

Equity shares :

The Company has only one class of equity shares having a par 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 2017, the Company has proposed final dividend of ₹ 0.10 per equity share (2016: 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.

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 2017 | | 31 March 2016 | |
|----------------------------|--------------------|--------------|--------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Praful N. Satra | 52,798,106 | 29.60 | 73,798,106 | 41.38 |
| Rushabh P. Satra | 27,000,000 | 15.14 | - | - |
| Minaxi P. Satra | 26,537,356 | 14.88 | 37,537,356 | 21.05 |
| Vrutika P. Satra | 15,500,000 | 8.69 | - | - |
| Anil B. Mehta | 9,154,450 | 5.13 | 9,154,450 | 5.13 |

Notes to the financial statements (Continued)

as at 31 March 2017

4. RESERVES AND SURPLUS

Capital reserve

Reserve on amalgamation (at the commencement and end of the year)

Capital redemption reserve

At the commencement and end of the year

Securities premium reserve

At the commencement and end of the year

Debenture redemption reserve

At the commencement of the year

Less : transferred to general reserve

At the end of the year

General reserve

At the commencement of the year

Add : transferred during the year

At the end of the year

Surplus in the statement of profit and loss

At the commencement of the year

Add : profit for the year

Less : appropriations

Proposed dividend on equity shares

Tax on proposed dividend on equity shares

Total appropriations

Net surplus in the statement of profit and loss

5. LONG-TERM PROVISIONS

Provision for employee benefits

Provision for gratuity [refer note 29]

6. SHORT-TERM BORROWINGS

Secured borrowings

4,330 (2016:5,500) redeemable non-convertible debentures of ₹ 100,000 each [refer note 6(i) & 6(ix)]

From banks

Bank overdraft [refer note 6(ii)]

Term loan [refer note 6(iii) & 6(ix)]

From others [refer note 6(iv),6(v),6(vi) & 6(ix)]

Unsecured borrowings

From banks

Bank overdraft [refer note 6(vii) & 6(ix)]

From others [refer note 6(viii), (ix) & 6(x)]

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| 21,796,437 | 21,796,437 |
| 74,000,000 | 74,000,000 |
| 162,400,000 | 162,400,000 |
| 137,500,000 | 140,000,000 |
| 29,250,000 | 2,500,000 |
| 108,250,000 | 137,500,000 |
| 125,666,888 | 123,166,888 |
| 29,250,000 | 2,500,000 |
| 154,916,888 | 125,666,888 |
| 210,166,107 | 187,463,906 |
| 18,125,815 | 44,168,950 |
| 228,291,922 | 231,632,856 |
| 17,835,800 | 17,835,800 |
| 3,630,949 | 3,630,949 |
| 21,466,749 | 21,466,749 |
| 206,825,173 | 210,166,107 |
| 728,188,498 | 731,529,432 |
| 3,310,629 | 3,278,080 |
| 3,310,629 | 3,278,080 |
| 433,000,000 | 550,000,000 |
| - | 8,489,929 |
| 3,037,246 | 4,077,186 |
| 922,626,529 | 548,200,000 |
| 23,600,974 | 26,036,978 |
| 378,287,772 | 597,100,000 |
| 1,760,552,521 | 1,733,904,093 |



Notes to the financial statements (Continued)

as at 31 March 2017

(Currency: Indian Rupees)

Notes:

A. Details of security on loans

- (i) 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 12% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable from April 2019 to December 2019. During the year company has redeemed 1170 nos of debentures.
- (ii) Bank overdraft of ₹ Nil (2016 : ₹ 0.85 crores) was secured against fixed deposits and interest rate is bank rate plus 2%.
- (iii) Commercial equipment loans (2 nos.) are secured by hypothecation of the respective equipment purchased. The loans are repayable in equated monthly installments of ₹ 0.60 lacs for each loan beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in August 2019.
- (iv) Term Loan of ₹ 54.82 crores (2016: 54.82 crores) is secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carries an interest rate of 22% p.a. and is repayable in 4 equal quarterly installments of ₹ 15.00 crores started from end of 39th month from the date of first disbursement.
- (v) Term Loan of ₹ 33.17 crores is secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carries an interest rate of 20% p.a. and is repayable in 8 equal quarterly installments beginning of ₹ 5 crores started from end of 27th month from the date of first disbursement.
- (vi) Term Loan of ₹ 4.27 crores is secured by way of charge over specific units admeasuring 8,392 Sq.feet in the project "Satra Plaaza" being constructed on a leasehold commercial plot of land situated at Jodhpur. The loan carries an interest rate of 21% p.a. (monthly reducing on closing balance and is repayable in 21 equated monthly installments of ₹ 28.66 lacs starting from November 2016 on the 15th day of every month and last installment due on July 2018.
- (vii) Bank overdraft of ₹ 2.36 crores (2016 : ₹ 2.60 crores) carries an interest rate of base rate plus 2.90% to 3.00% p.a.
- (viii) Term loan of ₹ 16.06 crores (2016: ₹ 19.96 crores) carries an interest rate of 17.85% p.a. and is secured by personal assets of directors/ shareholders. The term loan is repayable in equated monthly installment of ₹ 72.30 lacs starting from June 2016. The last installment is due by May 2019.
- (ix) All the above term loans, bank overdraft and the debentures are secured by personal guarantees/securities of director/ shareholders of the Company.
- (x) Other 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 2017

7. OTHER CURRENT LIABILITIES

Interest accrued but not due on borrowings

- debentures

Interest accrued and due on borrowings

- term loans

- unsecured loans

others

related party

Unpaid dividend *

Other payables

- advance received from customer

- refundable advances

- statutory dues payable**

- employee benefits payable

- interest free deposits [refer note 30]

- other liabilities

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| | |
| 158,329,670 | 129,806,652 |
| 86,547,787 | 27,150,411 |
| 163,741,895 | 152,813,249 |
| - | 447,638 |
| 861,244 | 668,278 |
| | |
| 71,261,490 | 169,690,999 |
| 343,800,000 | 327,578,000 |
| 117,813,522 | 103,143,128 |
| 6,589,948 | 3,652,758 |
| 254,550,000 | 435,200,000 |
| 78,138,058 | 75,096,140 |
| 1,281,633,614 | 1,425,247,253 |

* 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.

8. SHORT-TERM PROVISIONS

Provision for employee benefits

Provision for gratuity [refer note 29]

Other provisions

Provision for taxation [net of advance tax and tax deducted at source ₹ 17,793,275 (2016: ₹ 87,047,921)]

Proposed dividend on equity shares

Tax on proposed dividend

| (Currency: Indian Rupees) | |
|---------------------------|------------|
| 2017 | 2016 |
| | |
| 371,165 | 332,969 |
| 371,165 | 332,969 |
| | |
| 4,000,454 | 7,527,421 |
| | |
| 17,835,800 | 17,835,800 |
| 31,078,323 | 25,964,168 |
| 52,914,577 | 51,327,389 |
| 53,285,742 | 51,660,358 |



Notes to the financial statements (Continued)

as at 31 March 2017

9. FIXED ASSETS

| Particulars | (Currency: Indian Rupees) | | | | | | |
|---------------------------------|---------------------------|------------------|--|---------------------------------------|------------------|--|---------------------------|
| | GROSS BLOCK | | | ACCUMULATED DEPRECIATION/AMORTISATION | | | |
| | As at 1 April 2016 | Additions | Deletions/ Disposals / Adjustments | As at 31 March 2017 | For the year | On Deletions/ Disposals / Adjustments | As at 31 March 2017 |
| Tangible assets | | | | | | | |
| Plant and machinery | 9,923,894 | 35,870 | - | 9,959,764 | 1,344,420 | - | 4,723,452 |
| Computer | 6,939,189 | 448,414 | - | 7,387,603 | 612,316 | - | 522,302 |
| Furniture and fittings | 2,341,132 | 37,785 | - | 2,378,917 | 89,625 | - | 205,859 |
| Office equipment | 6,871,169 | 161,291 | - | 7,032,460 | 168,890 | - | 304,198 |
| Vehicles | 13,682,108 | - | - | 13,682,108 | 210,893 | - | 850,070 |
| Capital work-in-progress | 1,343,268 | 1,707,447 | - | 3,050,715 | - | - | 3,050,715 |
| Total | 41,100,760 | 2,390,807 | - | 43,491,567 | 2,426,144 | - | 9,656,596 |

Notes :

(i) Depreciation aggregating ₹ 1,683,446 (2016: ₹ 1,321,371) has been transferred to 'construction work-in-progress'.

| Particulars | ACCUMULATED DEPRECIATION/AMORTISATION | | | | | | |
|---------------------------------|---------------------------------------|------------------|--|---------------------------------------|------------------|--|---------------------------|
| | GROSS BLOCK | | | ACCUMULATED DEPRECIATION/AMORTISATION | | | |
| | As at 1 April 2015 | Additions | Deletions/ Disposals / Adjustments | As at 31 March 2016 | For the year | On Deletions/ Disposals / Adjustments | As at 31 March 2016 |
| Tangible assets | | | | | | | |
| Plant and machinery | 3,639,313 | 6,284,581 | - | 9,923,894 | 951,629 | - | 6,032,002 |
| Computer | 6,277,053 | 662,136 | - | 6,939,189 | 542,139 | - | 686,204 |
| Furniture and fittings | 2,271,786 | 69,346 | - | 2,341,132 | 112,368 | - | 257,699 |
| Office equipment | 6,802,419 | 68,750 | - | 6,871,169 | 280,707 | - | 311,797 |
| Vehicles | 13,984,489 | 53,335 | 355,716 | 13,682,108 | 677,266 | 287,155 | 1,060,963 |
| Capital work-in-progress | - | 1,343,268 | - | 1,343,268 | - | - | 1,343,268 |
| Total | 32,975,060 | 8,481,416 | 355,716 | 41,100,760 | 2,564,109 | 287,155 | 9,691,933 |

Notes :

(i) Depreciation aggregating ₹ 1,321,371 (2015: ₹ 717,176) has been transferred to 'construction work-in-progress' and ₹ NIL (2015: ₹ 106,659) has been transferred to 'investment under construction property'.

Notes to the financial statements (Continued)

as at 31 March 2017

| | | (Currency: Indian Rupees) | |
|--|---------------|---------------------------|------|
| | | 2017 | 2016 |
| 10. NON-CURRENT INVESTMENTS (AT COST) | | | |
| Trade investments : unquoted | | | |
| Investment in equity instruments | | | |
| (par value of ₹10/- and fully paid-up, unless otherwise stated) | | | |
| <i>In subsidiaries</i> | | | |
| 10,000 (2016: 10,000) equity shares of Satra Buildcon Private Limited | 100,000 | 100,000 | |
| 40,000 (2016: 40,000) equity shares of Satra Estate Development Private Limited | 400,000 | 400,000 | |
| 40,000 (2016: 40,000) equity shares of Satra Infrastructure and Land Developers Private Limited | 400,000 | 400,000 | |
| 40,000 (2016: 40,000) equity shares of Satra Lifestyles Private Limited | 400,000 | 400,000 | |
| 14,603,900 (2016: 14,603,900) equity shares of Satra Property Developers Private Limited | 585,616,450 | 585,616,450 | |
| 100 (2016: 100) equity shares of Satra International Realtors Limited, UAE of AED 10,000 each | 11,711,600 | 11,711,600 | |
| <i>In associates</i> | | | |
| 2,000 (2016: 2,000) equity shares of C. Bhansali Developers Private Limited. | 20,000 | 20,000 | |
| Other non-current investments | | | |
| 624 (2016: 624) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each. | 62,400 | 62,400 | |
| Aggregate amount of unquoted investments | 598,710,450 | 598,710,450 | |
| 11. DEFERRED TAX ASSETS | | | |
| The components of deferred tax balances are as follows:- | | | |
| - difference between book depreciation and depreciation as per Income Tax Act, 1961. | 5,000,361 | 5,471,959 | |
| - on provision allowable on a payment basis under the Income Tax Act, 1961 | 1,137,674 | 1,115,814 | |
| | 6,138,035 | 6,587,773 | |
| 12. LONG-TERM LOANS AND ADVANCES | | | |
| <i>(unsecured and considered good)</i> | | | |
| Advance tax and tax deducted at source [net of provision for tax ₹ 238,564,110 (2016: ₹ 69,213,523)] | 36,195,897 | 31,271,702 | |
| | 36,195,897 | 31,271,702 | |
| 13. INVENTORIES | | | |
| Construction work-in-progress [refer note 24] | 1,260,448,554 | 1,631,149,095 | |
| Materials at site | 13,760,496 | 22,421,949 | |
| | 1,274,209,050 | 1,653,571,044 | |
| 14. TRADE RECEIVABLES | | | |
| <i>(unsecured and considered good)</i> | | | |
| Debts outstanding for a period exceeding six months from the date they are due for payment | 737,084,559 | 861,596,823 | |
| Other debts [refer note 30] | 523,084,572 | 129,324,118 | |
| | 1,260,169,131 | 990,920,941 | |



Notes to the financial statements (Continued)

as at 31 March 2017

15. CASH AND BANK BALANCES

Cash and cash equivalents

Cash on hand

Balances with banks

- On current accounts

Other bank balances

- Earmarked balances with banks (under lien)

- Balances in deposits with original maturity of less than 12 months but more than 3 months

Details of bank balances / deposits

Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances'

16. SHORT-TERM LOANS AND ADVANCES

(Unsecured and considered good)

Short-term loans and advances given to related parties [refer note 30 & 34]

Loans and advances given to other parties

Others

- Advances to vendors

- Prepaid expenses

- Deposits*

- Balance with revenue authorities

* includes ₹ 2,150,000 (2016: ₹ 2,150,000) rent deposit given to the Managing Director.

17. OTHER CURRENT ASSETS

Interest accrued on fixed deposits with banks

Interest accrued and due from related parties [refer note 30]

Interest accrued and due from other parties

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| 1,296,944 | 2,354,728 |
| 5,246,183 | 3,997,177 |
| 6,543,127 | 6,351,905 |
| 870,082 | 677,116 |
| 480,000 | 19,795,754 |
| 7,893,209 | 26,824,775 |
| 480,000 | 19,795,754 |
| 441,462,318 | 670,504,515 |
| 585,795,998 | 376,291,708 |
| 9,582,887 | 48,252,213 |
| 1,379,202 | 1,601,235 |
| 12,331,200 | 8,086,576 |
| 5,529,188 | 1,443,205 |
| 1,056,080,793 | 1,106,179,452 |
| 8,144 | 167,483 |
| 326,560,840 | 328,898,539 |
| 18,712,422 | 13,226,106 |
| 345,281,406 | 342,292,128 |

Notes to the financial statements (Continued)

for the year ended 31 March 2017

| | | (Currency: Indian Rupees) | |
|---|-----------------|---------------------------|----------------------|
| | | 2017 | 2016 |
| 18. REVENUE FROM OPERATIONS | | | |
| Revenue from sale of properties | | 654,859,935 | 14,477,412 |
| Revenue from work contracts | | 352,478,324 | 847,938,435 |
| | | <u>1,007,338,259</u> | <u>862,415,847</u> |
| Other operating revenues | | | |
| Compensation received | | - | 50,000,000 |
| | | <u>1,007,338,259</u> | <u>912,415,847</u> |
| 19. OTHER INCOME | | | |
| Interest income on | | | |
| - fixed deposits with banks | | 829,729 | 1,217,349 |
| - loans given to related parties [refer note 30] | | 46,480,557 | 49,840,690 |
| - loans given to other party | | 6,095,902 | 3,314,733 |
| - Other interest | | - | 1,036,046 |
| Dividend from others | | - | 6,240 |
| Other non-operating income | | | |
| - liabilities written back to the extent no longer required | | 30,957,868 | 41,354,235 |
| - Bad debts recovered | | 1,304,648 | - |
| - profit on sale of fixed assets | | - | 6,993 |
| - foreign exchange gain | | - | 808,249 |
| - other income | | - | 257,672 |
| | | <u>85,668,704</u> | <u>97,842,207</u> |
| 20. COST OF CONSTRUCTION | | | |
| Opening inventory | | | |
| Material at site | | 22,421,949 | 21,305,365 |
| Construction work-in-progress | | 1,631,149,095 | 1,394,796,109 |
| | (A) | <u>1,653,571,044</u> | <u>1,416,101,474</u> |
| Incurred during the year | | | |
| Development rights / land cost | | - | 189,733 |
| Professional and legal fees | | 8,867,623 | 3,884,365 |
| Civil, electrical and contracting | | 219,699,393 | 840,089,338 |
| Depreciation and amortisation [refer note 9] | | 1,683,446 | 1,321,371 |
| Administrative and other expenses | | 27,308,711 | 42,265,205 |
| Borrowing costs [refer note 22] | | 88,697,673 | 101,400,848 |
| Compensation paid | | 42,987,000 | 69,703,430 |
| Statutory Dues | | 1,265,862 | - |
| | (B) | <u>390,509,708</u> | <u>1,058,854,290</u> |
| Closing inventory | | | |
| Material at site | | 13,760,496 | 22,421,949 |
| Construction work-in-progress | | 1,260,448,554 | 1,631,149,095 |
| | (C) | <u>1,274,209,050</u> | <u>1,653,571,044</u> |
| | (A) + (B) - (C) | <u>769,871,702</u> | <u>821,384,720</u> |



Notes to the financial statements (Continued)

for the year ended 31 March 2017

21. EMPLOYEE BENEFITS

| |
|---|
| Salaries, wages and bonus |
| Contribution to provident and other funds |
| Staff welfare expenses |
| Gratuity (refer note 29) |

| | |
|-------------------|-------------------|
| 10,234,847 | 11,527,113 |
| 2,459,186 | 1,573,969 |
| 233,025 | 245,821 |
| 70,745 | 1,703,089 |
| 12,997,803 | 15,049,992 |

22. FINANCE COSTS

Interest on short-term borrowings

| |
|---|
| Debentures |
| From banks |
| Others |
| Interest on delayed payment of trade payables |
| Interest on delayed payment of statutory dues |

| | |
|-------------|-------------|
| 77,060,800 | 40,403,091 |
| 3,888,050 | 2,272,347 |
| 231,773,791 | 155,256,369 |
| 4,697,746 | 4,526,513 |
| 4,721,970 | 5,130,305 |

Other borrowing costs

| |
|--------------------|
| Processing charges |
| Stamp duty |
| Other Charges |

| | |
|-----------|-----------|
| 7,760,000 | 9,504,680 |
| 1,030,000 | 1,400,000 |
| 3,563,788 | 1,107,346 |

| | |
|-------------|-------------|
| 334,496,145 | 219,600,651 |
| 88,697,673 | 101,400,848 |

Less: Borrowing costs transferred to construction work-in-progress / investment under construction property (refer note 20)

| | |
|--------------------|--------------------|
| 245,798,472 | 118,199,803 |
|--------------------|--------------------|

23. OTHER EXPENSES

| |
|---|
| Profession and legal fees |
| Advertisement and sales promotion expenses |
| Power and fuel |
| Rent |
| Telephone expenses |
| Foreign exchange loss |
| Repairs and maintenance |
| - others |
| Insurance |
| Rates and taxes |
| Payment to auditors (including service tax) |
| As auditors |
| - Statutory audit |
| - Tax audit |
| - Limited review of quarterly results |
| In other capacity |
| - Taxation matters |
| Directors' sitting fees |
| Donation for CSR Activities |
| Printing and stationery |
| Miscellaneous expenses |

| | |
|-------------------|-------------------|
| 8,147,271 | 5,952,003 |
| 3,535,835 | 8,443,313 |
| 1,877,398 | 2,247,118 |
| 12,082,665 | 11,628,175 |
| 308,541 | 343,480 |
| 133,053 | - |
| 801,430 | 703,474 |
| 44,173 | 43,204 |
| 552,655 | 953,334 |
| 463,000 | 458,000 |
| 230,000 | 229,000 |
| 690,000 | 685,000 |
| - | 3,280 |
| 362,576 | 260,409 |
| 1,000,000 | 1,350,000 |
| 690,049 | 859,284 |
| 1,508,562 | 1,695,976 |
| 32,427,208 | 35,855,050 |

Notes to the financial statements (Continued)

for the year ended 31 March 2017

| Particulars | (Currency: Indian Rupees) | |
|--|---------------------------|-------------|
| | 2017 | 2016 |
| 24. DISCLOSURE PURSUANT TO ACCOUNTING STANDARD (AS) 7 (REVISED) "CONSTRUCTION CONTRACTS" | | |
| Contract revenue recognised for the year | 352,478,324 | 847,938,435 |
| Aggregate amount of contract costs incurred (net of inventory adjustments) for contracts existing as at the year end | 184,683,553 | 655,819,464 |
| Aggregate contract profits/losses recognized for contracts existing as at the year end | 167,794,771 | 192,118,971 |
| Contract advances | - | 72,405,408 |
| Retention money | 52,287,172 | 4,847,400 |
| Gross Amount due from Customers for contract work | 104,171,106 | 141,615,946 |
| Gross Amount due to customers for contract work | - | 72,405,408 |

| Particulars | (Currency: Indian Rupees) | |
|---|---------------------------|-------------|
| | 2017 | 2016 |
| 25. EARNINGS PER SHARE | | |
| Basic earnings per share | | |
| Net profit after tax attributable to equity shareholders (A) | 18,125,815 | 44,168,950 |
| Number of equity shares at the beginning of the year | 178,358,000 | 178,358,000 |
| Number of equity shares outstanding at the end of the year (B) | 178,358,000 | 178,358,000 |
| Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C) | 178,358,000 | 178,358,000 |
| Basic earnings (in rupees) per share of par value ₹ 2 (A)/(C) | 0.10 | 0.25 |
| Dilutive earnings per share | | |
| Net profit after tax attributable to equity shareholders (Existing and potential) (A) | 18,125,815 | 44,168,950 |
| Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B) | 178,358,000 | 178,358,000 |
| Weighted average number of potential equity shares outstanding during the year (C) | - | - |
| Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C) | 178,358,000 | 178,358,000 |
| Dilutive earnings (in rupees) per share of par value ₹ 2 (A)/(D) | 0.10 | 0.25 |

| Particulars | (Currency: Indian Rupees) | |
|---|---------------------------|-------------|
| | 2017 | 2016 |
| 26. CONTINGENCIES | | |
| Income tax liabilities under dispute | 57,041,857 | 123,251,696 |
| Corporate guarantee given on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting of ₹ 130 crores | 819,081,683 | 800,000,000 |

27. 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'.



Notes to the financial statements (Continued)

for the year ended 31 March 2017

| Particulars | (Currency: Indian Rupees) | |
|---|---------------------------|-------------------|
| | 2017 | 2016 |
| 28. CIF VALUES OF IMPORTED GOODS | | |
| Construction materials | 7,165,565 | 51,478,126 |
| Total | 7,165,565 | 51,478,126 |

29. 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.

| Particulars | (Currency: Indian Rupees) | |
|---|---------------------------|------------------|
| | 2017 | 2016 |
| I. Change in the defined benefits obligation | | |
| Liability at the beginning of the year | 3,611,049 | 2,008,310 |
| Interest cost | 288,884 | 152,735 |
| Current service cost | 671,684 | 730,177 |
| Benefits paid | - | (100,350) |
| Actuarial (gain) / loss on obligations | (889,823) | 820,177 |
| Liability at the end of the year | 3,681,794 | 3,611,049 |
| II. Amount recognised in the balance sheet | | |
| Liability at the end of the year | 3,681,794 | 3,611,049 |
| Fair value of plan assets at the end of the year | - | - |
| Difference | (3,681,794) | (3,611,049) |
| Amount recognised in the balance sheet | (3,681,794) | (3,611,049) |
| III. Expenses recognised in the statement of profit and loss | | |
| Current service cost | 671,684 | 730,177 |
| Interest cost | 288,884 | 152,735 |
| Expected return on plan assets | - | - |
| Net actuarial (gain) / loss to be recognized | (889,823) | 820,177 |
| Expense recognised in the statement of profit and loss | 70,745 | 1,703,089 |
| IV. Balance sheet reconciliation | | |
| Opening net liability | 3,611,049 | 2,008,310 |
| Expense as above | 70,745 | 1,703,089 |
| Benefits paid | - | (100,350) |
| Amount recognised in the balance sheet | 3,681,794 | 3,611,049 |
| V. Actuarial assumptions | | |
| Discount rate | 7.40% | 8.00% |
| Salary escalation | 6.00% | 6.00% |

| | 2017 | 2016 | 2015 | 2014 | 2013 |
|---|-----------|-----------|-----------|-----------|-----------|
| VI. Reconciliation of present value obligation and the fair value of plan assets | | | | | |
| Present value of defined benefits obligation | 3,681,794 | 3,611,049 | 2,008,310 | 1,080,499 | 1,382,443 |
| Fair value of the plan assets | - | - | - | - | - |
| Deficit in the plan | 3,681,794 | 3,611,049 | 2,008,310 | 1,080,499 | 1,382,443 |
| VII. Experience adjustments on: | | | | | |
| Plan liabilities (gain)/loss | (889,823) | (820,177) | (456,468) | (615,073) | 29,793 |
| Plan assets | - | - | - | - | - |
| VIII. Schedule VI details | | | | | |
| Current liability | 371,165 | 332,969 | | | |
| Non-current liability | 3,310,629 | 3,278,080 | | | |

Notes to the financial statements (*Continued*)

for the year ended 31 March 2017

(Currency: Indian Rupees)

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 ₹ 2,459,186 [2016: ₹ 1,573,969] is recognised as an expense and included in "Employee benefits expense".

iii) Compensated absences

Compensated absences for employee benefits of ₹ 583,536 [2016: ₹ 638,147] has been recognized as a expense during the year.

30. RELATED PARTY DISCLOSURES

A. Parties where control exists:

- Praful N. Satra – Chairman and Managing Director (also key managerial personnel)
- Rushabh P. Satra – (Director w.e.f. 24.10.2016, Whole Time Director and Chief Financial Officer w.e.f. 27.10.2016)

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
- RRB Realtors Private Limited

B. Other related parties:

I. Associates

- C. Bhansali Developers Private Limited

II. Entities over which key managerial personnel or their relatives exercises significant influence (*Where transactions have taken place during the year*)

- Prime Developers

III. Relative of Key Managerial Personnel

(*Where transactions have taken place during the year*)

- Vrutika P. Satra



Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

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

| Sr. No. | Nature of transaction | Subsidiary/ Stepdown subsidiary company | | Associates | | Entities over which key managerial personnel or their relatives exercises significant influence | | Key managerial personnel and their relatives | | Total | |
|---------|--|---|-------------|-------------|-------------|---|------|--|------------|-------------|-------------|
| | | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| 1 | Loan taken | - | - | - | - | - | - | - | 10,000,000 | - | 10,000,000 |
| 2 | Loans given | 347,037,601 | 449,932,470 | - | - | - | - | - | - | 347,037,601 | 449,932,470 |
| 3 | Interest income | 46,480,557 | 49,840,690 | - | - | - | - | - | - | 46,480,557 | 49,840,690 |
| 4 | Interest expenses | - | - | - | - | - | - | - | 497,377 | - | 497,377 |
| 5 | Receiving of services | - | - | - | - | - | - | 13,334,930 | 13,855,017 | 13,334,930 | 13,855,017 |
| 6 | Services provided (excluding taxes) | 250,734,968 | 814,630,847 | - | - | - | - | - | - | 250,734,968 | 814,630,847 |
| 7. | Advances given | - | - | - | - | 129,400,000 | - | - | - | 129,400,000 | - |
| | Outstanding balances receivable | | | | | | | | | | |
| 1 | Loans alongwith the net interest | 645,834,027 | 877,213,923 | 122,189,131 | 122,189,131 | - | - | - | - | 768,023,158 | 999,403,054 |
| 2 | Deposits | - | - | - | - | - | - | 2,150,000 | 2,150,000 | 2,150,000 | 2,150,000 |
| 3 | Advances given | - | - | 4,000,000 | 4,000,000 | 129,400,000 | - | - | - | 133,400,000 | 4,000,000 |
| 4 | Sundry debtors | 59,190,289 | 73,602,850 | - | - | - | - | - | - | 59,190,289 | 73,602,850 |
| | Outstanding balances payables | | | | | | | | | | |
| 1 | Loans alongwith the net interest | - | - | - | - | - | - | - | 447,638 | - | 447,638 |
| 2 | Deposit | 254,550,000 | 430,200,000 | - | - | - | - | - | - | 254,550,000 | 430,200,000 |
| 3 | Sundry creditors | - | - | - | - | - | - | - | 570,600 | - | 570,600 |
| 4 | Advance received | - | 72,405,408 | - | - | - | - | - | - | - | 72,405,408 |

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

30. 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 2017:

| Sr. No. | Nature of transaction | 2017 | 2016 |
|---------|---|--------------|-------------|
| 1. | Loan taken Praful N. Satra | - | 10,000,000 |
| 2. | Loans given Satra Property Developers Private Limited | 319,387,601 | 434,750,028 |
| 3. | Interest income Satra Property Developers Private Limited | 43,515,177 | 49,078,005 |
| 4. | Interest expenses Praful N. Satra | - | 497,377 |
| 5. | Receiving of services Praful N. Satra | 13,334,930 | 13,221,017 |
| 6. | Services provided (excluding taxes) Satra Buildcon Private Limited | 230,859,726 | 741,860,573 |
| 7. | Advances given Prime Developers | 1,29,400,000 | - |
| | Outstanding balances receivable | | |
| 1. | Loans along with the net interest Satra Property Developers Private Limited | 135,916,832 | 373,715,570 |
| | Satra International Realtors Limited | 487,511,652 | 487,511,652 |
| | C.Bhansali Developers Private Limited | 122,189,131 | 122,189,131 |
| 2. | Deposits Praful N. Satra | 2,150,000 | 2,150,000 |
| 3. | Advances given C.Bhansali Developers Private Limited | 4,000,000 | 4,000,000 |
| | Prime Developers | 1,29,400,000 | - |
| 4. | Sundry debtors Satra Realty and Builders Limited | 51,519,191 | 73,602,850 |
| | Outstanding balances payables | | |
| 1. | Loans along with the net interest Praful N. Satra | - | 447,638 |
| 2. | Deposit Satra Buildcon Private Limited | 225,550,000 | 401,200,000 |
| 3. | Sundry creditors Rushabh P. Satra | - | 570,600 |
| 4. | Advance received Satra Buildcon Private Limited | - | 72,405,408 |



Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

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

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Company has not received any information from the “suppliers” regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

| | 2017 | 2016 |
|---|------|------|
| 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. | - | - |

32. OTHER MATTERS

- In format in with regard to other matters specified in Schedule III of the Act, is either nil or not applicable to the Company for the year.
- In the opinion of the directors, current assets, loans and advances have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business. Sundry Debtors, Creditors and advances are subject to confirmation.
- In the opinion of the directors, provision has been made for all known liabilities and the same is not in excess of the amounts considered reasonably necessary.

33. DISCLOSURE AS REQUIRED BY SCHEDULE V(A)(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

| Name of the company | Balance as at | | Maximum outstanding during the year | |
|--|---------------|-------------|-------------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| 1. Satra International Realtors Limited* | 487,511,652 | 487,511,652 | 487,511,652 | 487,511,652 |
| 2. Satra Property Developers Private Limited | 135,916,832 | 373,715,570 | 537,547,914 | 505,725,368 |
| 3. Satra Estate Development Pvt. Ltd. | 10,096,031 | 6,718,280 | 10,096,031 | 6,718,280 |

ii. Particulars of loans and advances to associates:

| Name of the Company | Balance as at | | Maximum outstanding during the year | |
|--|---------------|-------------|-------------------------------------|-------------|
| | 2017 | 2016 | 2017 | 2016 |
| 1. C. Bhansali Developers Private Limited* | 126,189,131 | 126,189,131 | 126,189,131 | 126,189,131 |

All the above loans and advances are given for business purpose.

* Non-interest bearing loans.

34. Details of loans given, Investments made and guarantee given covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads. [Refer note 26 and note 33].

Notes to the financial statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

35. Disclosure for the details of Specified Bank Notes (SBN) held and transacted during the period from 08 November 2016 to 30 December 2016 as per Ministry of Corporate Affairs notification Dated 30 March 2017 as provided in the Table below:-

(Amount in ₹)

| Particulars | SBN's | Other denomination notes | Total |
|--|-----------|--------------------------|------------------|
| Closing cash in hand as on 08.11.2016 | 2,300,000 | 251,207 | 2,551,207 |
| (+) Permitted receipts | - | - | - |
| (-) Permitted payments | - | 171,076 | 171,076 |
| (-) Amount deposited in Banks | 2,300,000 | - | 2,300,000 |
| (+) Amount Withdrawn from Banks | - | 450,000 | 450,000 |
| Closing cash in hand as on 30.12.2016 | - | 530,131 | 530,131 |

36. PRIOR YEAR COMPARATIVES

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

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

Haridas Bhat

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. Satra

Chief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017



Independent Auditors' Report

To the Board of Directors of

Satra Properties (India) Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Satra Properties (India) Limited** (hereinafter referred to as **"the Holding Company"**) and its subsidiaries **(the Holding Company and its subsidiaries together referred to as "the Company" or "the Group")** its associates companies, comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates companies in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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 other auditors, on the financial statements of the subsidiaries and associates noted below, the aforesaid 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 2017;
- (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

- a) We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of ₹ 3,35,41,43,210 as at March 31, 2017, total revenues of ₹ 40,75,28,834 and net cash out flows of ₹ 19,75,299 for the year then ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors.
- b) We have relied upon the unaudited financial statements of an associate whose financial statements reflect Group's share of profit of ₹ Nil for the year ended on 31 March 2017. These unaudited financial statements as certified by the respective management of the company has been furnished to us by the management, and our opinion, in so far as it relates to the amounts included in respect of the associate, is based solely on such unaudited financial statements certified by the management.

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

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our report in "Annexure A", which is based on the Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report

expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 26 of the financial statements as at March 31, 2017.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2017.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India during the year ended March 31, 2017.
 - iv. The Company has provided requisite disclosures in the consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 of the group entities and those are in accordance with the books of accounts maintained by the respective group entities - Refer Note 30 to the consolidated financial statements.

For GMJ & Co.

Chartered Accountants
Firm's Regn. No. 103429W

Haridas Bhat

Partner
M. No. 039070
Mumbai, May 30, 2017



Annexure – A to the Auditor's Report

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

We have audited the internal financial controls over financial reporting of **Satra Properties (India) Limited** ("the Holding Company") and its subsidiary companies which are incorporated in India as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies incorporated in India, in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 2 subsidiary companies, incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For GMJ & Co.

Chartered Accountants
Firm's Regn. No. 103429W

Haridas Bhat

Partner
M. No. 039070
Mumbai, May 30, 2017

Consolidated Balance Sheet

as at 31 March 2017

| | | (Currency: Indian Rupees) | |
|--|-------|---------------------------|----------------|
| | Notes | 2017 | 2016 |
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDER'S FUNDS | | | |
| Share capital | 3 | 356,716,000 | 356,716,000 |
| Reserves and surplus | 4 | 336,769,616 | 256,223,997 |
| | | 693,485,616 | 612,939,997 |
| Minority interest | | 8,160 | 2,968 |
| NON-CURRENT LIABILITIES | | | |
| Long-term borrowing | 5 | 168,266 | 553,363,127 |
| Long-term provisions | 6 | 8,031,626 | 7,216,621 |
| | | 8,199,892 | 560,579,748 |
| CURRENT LIABILITIES | | | |
| Short-term borrowings | 7 | 5,959,078,906 | 5,115,506,785 |
| Trade payables [refer note 34] | | - | - |
| Outstanding dues of micro, small and medium enterprises | | - | - |
| Outstanding dues of creditors other than micro, small and medium enterprises | | 640,505,503 | 666,726,283 |
| Other current liabilities | 8 | 4,333,687,905 | 3,571,707,677 |
| Short-term provisions | 9 | 145,662,232 | 161,220,265 |
| | | 11,078,934,546 | 9,515,161,010 |
| | | 11,780,628,214 | 10,688,683,723 |
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Fixed assets | 10 | | |
| - tangible assets | | 16,460,685 | 22,783,254 |
| - intangible assets | | 3,370,913 | 3,852,472 |
| - capital working-in-progress | | 3,050,715 | 1,343,268 |
| | | 22,882,313 | 27,978,994 |
| Non-current investments | 11 | 26,594,800 | 26,594,800 |
| Deferred tax assets | 12 | 100,596,404 | 37,233,932 |
| Long-term loans and advances | 13 | 148,225,285 | 67,794,361 |
| | | 298,298,802 | 159,602,087 |
| CURRENT ASSETS | | | |
| Inventories | 14 | 6,745,781,129 | 6,053,401,798 |
| Trade receivables | 15 | 1,728,826,660 | 1,468,907,087 |
| Cash and bank balances | 16 | 39,309,894 | 77,179,932 |
| Short-term loans and advances | 17 | 2,822,885,325 | 2,802,863,032 |
| Other current assets | 18 | 145,526,404 | 126,729,787 |
| | | 11,482,329,412 | 10,529,081,636 |
| | | 11,780,628,214 | 10,688,683,723 |
| Significant accounting policies | 2 | | |
| Notes to the financial statements | 1-37 | | |

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

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

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. SatraChief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017



Consolidated Statement of Profit and Loss

for the year ended 31 March 2017

| | | (Currency: Indian Rupees) | |
|---|-------|---------------------------|----------------------|
| | Notes | 2017 | 2016 |
| INCOME | | | |
| Revenue from operations | 19 | 1,162,195,942 | 1,968,070,439 |
| Other income | 20 | 94,288,567 | 64,249,082 |
| Total revenue | | 1,256,484,509 | 2,032,319,521 |
| EXPENSES | | | |
| Cost of construction | 21 | 724,127,319 | 1,951,939,695 |
| Employee benefits | 22 | 31,379,764 | 25,366,325 |
| Finance costs | 23 | 356,433,682 | 184,137,540 |
| Depreciation and amortisation | 10 | 3,190,901 | 5,121,572 |
| Other expenses | 24 | 87,582,230 | 133,285,852 |
| Goodwill on consolidation amortised | | 481,559 | 481,559 |
| Total expenses | | 1,203,195,455 | 2,300,332,543 |
| Profit before tax | | 53,289,054 | (268,013,022) |
| Tax expenses: | | | |
| Current tax | | 11,791,819 | 7,609,514 |
| MAT entitlement | | (49,735) | (2,009,514) |
| Prior year (credit) / charge of current tax | | 3,136,882 | (39,225,956) |
| Deferred tax charge / (credit) | | (63,362,472) | (30,638,955) |
| Profit after tax | | 101,772,560 | (203,748,111) |
| Less : Profit attributable to minority interest | | 5,192 | (1,367) |
| | | 101,767,368 | (203,746,744) |
| Earnings per equity share (₹) | | | |
| Basic (par value of ₹ 2 per share) | 25 | 0.57 | (1.14) |
| Diluted (par value of ₹ 2 per share) | 25 | 0.57 | (1.14) |
| Significant accounting policies | 2 | | |
| Notes to the financial statements | 1-37 | | |

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

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

Haridas Bhat

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. Satra

Chief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017

Consolidated Cash Flow Statement

for the year ended 31 March 2017

A CASH FLOWS FROM OPERATING ACTIVITIES :

Profit before tax

Adjusted for:

Depreciation / amortisation
Goodwill amortised
Dividend income
Net foreign exchange fluctuation
Loss/ (profit) on sale of fixed assets
Interest income
Finance costs

Operating profit before working capital changes Changes in working capital

(Increase) / decrease in inventories
(Increase) / decrease in trade receivables
(Increase) / decrease in short-term loans and advances
(Increase) / decrease in long-term loans and advances
(Increase) / decrease in other current assets
Increase / (decrease) in trade payables
Increase / (decrease) in long-term provisions
Increase / (decrease) in short-term provisions
Increase / (decrease) in other current liabilities

Cash generated from operations

Taxes paid (net of refund)

Net cash generated / (used) from operating activities

B CASH FLOWS FROM INVESTING ACTIVITIES :

Purchase of fixed assets
Proceeds from sale of fixed assets
Loans given
Loans received back
Investment (made)/ Sold in fixed deposits (including earmarked balances)
Investment made / sold
Dividend received
Interest received

Net cash generated / (used) by investing activities

C CASH FLOWS FROM FINANCING ACTIVITIES :

Proceeds from long-term borrowings
Repayment of long-term borrowings
Proceeds from short-term borrowings
Repayment of short-term borrowings
Net foreign exchange fluctuation
Dividend paid
Finance costs paid

Net cash generated / (used) by financing activities

Net (decrease) / increase in cash and cash equivalents

Cash and cash equivalents, beginning of year

Cash and cash equivalents, end of year

Components of cash and cash equivalents

Cash on hand
Balances with banks
-On current accounts

| (Currency: Indian Rupees) | |
|---------------------------|-----------------|
| 2017 | 2016 |
| 53,289,054 | (268,013,022) |
| 3,190,901 | 5,121,572 |
| 481,559 | 481,559 |
| - | (6,240) |
| (1,657,971) | 3,746,597 |
| (106,473) | (6,993) |
| (12,034,952) | (15,351,935) |
| 356,433,682 | 184,119,216 |
| 346,306,746 | 178,103,776 |
| 399,595,800 | (89,909,246) |
| (167,942,297) | 530,805,664 |
| (259,919,573) | (370,123,271) |
| 226,413,435 | (404,121,122) |
| (576,380) | (1,331,337) |
| (195,150,674) | (100,073,535) |
| 91,923,198 | 298,147,358 |
| 502,716 | 2,567,425 |
| 51,502 | 119,069 |
| (269,475,567) | (480,074,028) |
| (574,173,640) | (524,083,777) |
| (174,577,840) | (613,993,023) |
| (58,819,089) | (116,156,863) |
| (233,396,929) | (730,149,886) |
| (2,837,334) | (11,986,251) |
| 262,222 | 75,556 |
| (238,720,000) | (353,570,019) |
| 171,671,000 | 560,432,138 |
| 34,701,793 | (17,401,023) |
| 245,000 | - |
| - | 6,240 |
| 8,252,072 | (31,683,984) |
| (26,425,247) | 145,872,657 |
| - | 200,122,229 |
| (4,523,931) | (4,361,000) |
| 3,435,215,809 | 2,356,663,298 |
| (2,572,891,014) | (1,508,202,097) |
| 1,657,971 | (4,472,255) |
| (17,642,834) | (17,679,079) |
| (585,178,051) | (435,860,966) |
| 256,637,950 | 586,210,130 |
| (3,184,226) | 1,932,901 |
| 21,888,104 | 19,955,203 |
| 18,703,878 | 21,888,104 |
| 4,040,659 | 7,197,796 |
| 14,663,219 | 14,690,308 |
| 18,703,878 | 21,888,104 |

Notes:

1. The Cash Flow Statement has been prepared under the "Indirect Method" as prescribed in Accounting Standard - 3 'Cash Flow Statements'

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

Haridas Bhat

Partner

Membership No. 039070

Manan Y. Udani

Company Secretary

Rushabh P. Satra

Chief Financial Officer

and Whole Time Director

DIN: 06608627

For and on behalf of the Board of Directors

Satra Properties (India) Limited

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Mumbai, 30 May 2017

Mumbai, 30 May 2017



Notes to the Consolidated Financial Statements

for the year ended 31 March 2017

(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 u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014 issued by the Central Government.
- 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 10 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 standalone 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 | 51% |
| Satra International Realtors Limited | United Arab Emirates | 100% |

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% |

Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

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 historical cost convention on accrual basis and comprises mandatory accounting standards as prescribed u/s 133 of Companies Act, 2013 (the Act) read with rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.

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:

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or a 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:

- it is expected to be settled in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the balance sheet date; or
- the Group 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 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 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.

2.5 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 and 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



Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

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.

2.6 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 are calculated as prescribed in Schedule II to the Companies Act, 2013. 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 II, 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.

2.7 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.

2.8 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 Schedule III.

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.

2.9 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.

Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

(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 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.

2.11 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.

2.12 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.

2.13 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.

2.14 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.

2.15 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.



Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

3. SHARE CAPITAL

Authorised capital:

210,000,000 (2016: 210,000,000) equity shares [Par value of ₹ 2/- per shares]

8,000,000 (2016: 8,000,000) 8% cumulative redeemable preference shares [Par value of ₹ 10/- per shares]

Issued, subscribed and paid up:

178,358,000 (2016: 178,358,000) equity shares of ₹ 2 par value, fully paid up

| (Currency: Indian Rupees) | |
|---------------------------|--------------------|
| 2017 | 2016 |
| 420,000,000 | 420,000,000 |
| 80,000,000 | 80,000,000 |
| 500,000,000 | 500,000,000 |
| 356,716,000 | 356,716,000 |
| 356,716,000 | 356,716,000 |

Sub-notes :

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

Equity shares

| | 31 March 2017 | | 31 March 2016 | |
|------------------------------|---------------------------------|--------------------|---------------------------------|--------------------|
| | Number of equity shares (units) | Amount | Number of equity shares (units) | Amount |
| At the beginning of the year | 178,358,000 | 356,716,000 | 178,358,000 | 356,716,000 |
| Add: issued during the year | - | - | - | - |
| At the end of the year | 178,358,000 | 356,716,000 | 178,358,000 | 356,716,000 |

2. Rights, preferences and restrictions attached to shares

Equity shares :

The Company has only one class of equity shares having a par 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 2017, the Company has proposed final dividend of ₹ 0.10 per equity share (2016: 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.

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 2017 | | 31 March 2016 | |
|------------------|--------------------|--------------|--------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Praful N. Satra | 52,798,106 | 29.60 | 73,798,106 | 41.38 |
| Rushabh P. Satra | 27,000,000 | 15.14 | - | - |
| Minaxi P. Satra | 26,537,356 | 14.88 | 37,537,356 | 21.05 |
| Vrutika P. Satra | 15,500,000 | 8.69 | - | - |
| Anil B. Mehta | 9,154,450 | 5.13 | 9,154,450 | 5.13 |

Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

4. RESERVES AND SURPLUS

Capital reserve

Reserve on amalgamation (at the commencement and end of the year)

Capital redemption reserve (at the commencement and end of the year)**Securities premium reserve** (at the commencement and end of the year)

Debenture redemption reserve

At the commencement of the year

Less : Transferred to general reserve

At the end of the year

General reserve

At the commencement of the year

Add : Transferred in the current year

At the end of the year

Surplus in the statement of profit and loss

At the commencement of the year

Less : Adjustment relating to minority interest pre acquisition profit / (loss)

Revised balance at the commencement of year

Add : Profit/(loss) for the year

Less: Appropriations

Proposed dividend on equity shares

Tax on proposed dividend on equity shares

Total appropriations

Net surplus in the statement of profit and loss

5. LONG-TERM BORROWING

Secured borrowings

From banks

- Term loans [refer note 5(i)]

- Vehicle loans [refer note 5(ii)]

From others

- Vehicle loans [refer note 5(ii)]

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| 21,796,437 | 21,796,437 |
| 74,000,000 | 74,000,000 |
| 162,400,000 | 162,400,000 |
| 137,500,000 | 140,000,000 |
| 29,250,000 | 2,500,000 |
| 108,250,000 | 137,500,000 |
| 158,958,822 | 156,458,822 |
| 29,250,000 | 2,500,000 |
| 188,208,822 | 158,958,822 |
| (298,431,262) | (73,217,769) |
| (245,000) | - |
| (298,186,262) | (73,217,769) |
| 101,767,368 | (203,746,744) |
| (196,418,894) | (276,964,513) |
| 17,835,800 | 17,835,800 |
| 3,630,949 | 3,630,949 |
| 21,466,749 | 21,466,749 |
| (217,885,643) | (298,431,262) |
| 336,769,616 | 256,223,997 |
| - | 550,000,000 |
| 168,266 | 696,090 |
| - | 2,667,037 |
| 168,266 | 553,363,127 |

Details of security on loans

- (i) Term loan of ₹ 81.90 crores (2016: ₹ 80 crores) (also refer note 8) is secured by way of security interest on development rights, unsold units along with charge on escrow account of receivables. The said term loan is further secured by personal guarantee of directors along with corporate guarantee given by holding company. The loan carries an interest rate of Banks' base rate plus 350 bps payable monthly and principal shall be repaid in 6 quarterly installments commencing after a moratorium period of 30 months from the date of first disbursement i.e. beginning from February 2017.
- (ii) Vehicle loans are secured by hypothecation of the respective vehicles purchased. The loans are repayable in equated monthly installments of ₹ 1,74,988, ₹ 19,400, ₹ 88,333, ₹ 1,51,749, ₹ 12,138 & ₹ 9,749 respectively beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in April 2017, December 2017, February 2018, April 2018, August 2018 & May 2019 respectively.



Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

6. LONG-TERM PROVISIONS

Provision for employee benefits

Provision for gratuity [refer note 31]

7. SHORT-TERM BORROWINGS

Secured borrowings

4,330 (2016: 5,500) redeemable non-convertible debentures of ₹ 100,000 each [refer note 7(i) & 7(xiv)]

From banks

- bank overdraft [refer note 7(ii) & 7(xiv)]

- term loans [refer note 7(iii) & 7(xiv)]

From others

- term loans [refer note 7(iv) to (x) 7(xiv) & 35]

Unsecured borrowings

From banks

- bank overdraft [refer note 7(xi), (xiv)]

From related parties [refer note 7(xii) & 32]

From others [refer note 7(xiii), (xiv)]

| (Currency: Indian Rupees) | |
|---------------------------|----------------------|
| 2017 | 2016 |
| 8,031,626 | 7,216,621 |
| 8,031,626 | 7,216,621 |
| 433,000,000 | 550,000,000 |
| - | 13,185,811 |
| 3,037,246 | 4,077,186 |
| 2,875,126,529 | 2,229,320,000 |
| 23,600,974 | 26,036,978 |
| 1,497,760,212 | 953,350,018 |
| 1,126,553,945 | 1,339,536,792 |
| 5,959,078,906 | 5,115,506,785 |

Notes:

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 12% p.a. with 9 months compounding, payable at the time of redemption. The NCD is redeemable from April 2019 to December 2019. During the year company has redeemed 1170 nos. of debentures.
- Bank overdraft of ₹ NIL (2016 : ₹ 1.32 crores) is secured against fixed deposits of ₹ NIL (2016 : ₹ 1.81 crores) with the same banks.
- Commercial equipment loans (2 nos.) are secured by hypothecation of the respective equipment purchased. The loans are repayable in equated monthly installments of ₹ 0.60 lacs for each loan beginning from the month subsequent to the taking of the loan. The last installment for the loans are due in August 2019.
- Term Loan of ₹ 54.82 crores (2016: 54.82 crores) is secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carries an interest rate of 22% p.a. and is repayable in 4 equal quarterly installments of ₹ 15.00 crores started from end of 39th month from the date of first disbursement.
- Term Loan of ₹ 33.17 crores is secured by way of first and exclusive charge on unsold units / flats in project situated at Borivali along with receivables, pari passu charge on land and receivables from project at Kalina. Also over specific unsold units and receivables from specific sold / unsold units in the project at Vashi. The loan carries an interest rate of 20% p.a. and is repayable in 8 equal quarterly installments beginning of ₹ 5 crores started from end of 27th month from the date of first disbursement.
- Term Loan of ₹ 4.27 crores is secured by way of charge over specific units admeasuring 8,392 Sq.feet in the project "Satra Plaaza" being constructed on a leasehold commercial plot of land situated at Jodhpur. The loan carries an interest rate of 21% p.a. (monthly reducing on closing balance) and is repayable in 21 equated monthly installments of ₹ 28.66 lacs starting from November 2016 on the 15th day of every month and last installment due on July 2018.
- Loan of ₹ 75 crores (2016: 75 crores) is secured by way of mortgage of the property situated in central suburban, Mumbai by way of deposit of title deed. Principal is due along with suitable rewards (which is not accounted since not crystallised) in september, 2017.
- ₹ 65 crore is secured against registered mortgage on right to develop slum area under scheme framed by slum rehabilitation project on plot at Ghatkopar, Mumbai (except area coming to the share of joint venture partners) alongwith charge on scheduled receivables, additional receivables, all insurance receipts from the project and charge on escrow account of receivables and the term loan is further secured against security owned by directors .The loan carries an interest rate of 22% p.a. payable on quarterly basis. Repayable in 4 equal quarterly installments of ₹ 16.25 crores each starting from April 2019.
- Term loan of ₹ 90 crores (₹ 55.25 crores disbursed till March 2017) is secured against exclusive mortgage on residential project at Upper Chembur, Mumbai alongwith charge on scheduled receivables, additional receivables, insurance receipts from the project

Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

(Currency: Indian Rupees)

and escrow account of receivables. The said term loan is further secured by personal guarantee of directors and 100% shares of the company. The loan carries an interest rate of 16% p.a. payable on quarterly basis on the last day of each quarter and principal shall be repaid in 8 equal quarterly installments of ₹ 11.25 crores beginning from the end of 27th month from the date of first disbursement.

- (x) Term Loan of ₹ NIL (2016: ₹ 34.36) crores was secured against exclusive mortgage on residential project at Upper Chembur, Mumbai alongwith charged on scheduled receivables, additional receivables, insurance receipts from the project and escrow account of receivables. The loan carried an interest rate of 18% p.a. alongwith 5% revenue sharing. However loan has been fully repaid in November 2016.
- (xi) Bank overdraft of ₹ 2.36 crores (2016: ₹ 2.60 crores) carries an interest rate of base rate plus 2.90% to 3.00% p.a.
- (xii) Loan from related parties and other unsecured loans are repayable on demand and carries an interest rates ranging upto 18% p.a.
- (xiii) Term loan of ₹ 16.06 crores (2016: ₹ 19.96 crores) carries an interest rate of 17.85% p.a. and is secured by personal assets of directors/ shareholders. The term loan is repayable in equated monthly installment of ₹ 72.30 lacs starting from June 2016. The last installment is due by May 2019.
- (xiv) All the above term loans, bank overdraft and the debentures are secured by personal guarantees/securities of director/shareholders of the Company.

8. OTHER CURRENT LIABILITIES

Current maturities of long-term borrowings

From banks (Secured)

- term loans [refer note 5(i)]

- vehicle loans [refer note 5(ii)]

From others (secured)

- vehicle loans [refer note 5(ii)]

Interest accrued but not due on borrowings

- debentures

Interest accrued and due on borrowings

- term loans

- unsecured loans

related party

others

Unpaid dividend *

Other payables

- advance received from customer [refer note 32]

- advance for TDR / property

- refundable advances

- deposits

- statutory dues payable**

- employee benefits payable

- other liabilities

| (Currency: Indian Rupees) | |
|---------------------------|---------------|
| 2017 | 2016 |
| 819,081,683 | 250,000,000 |
| 577,255 | 2,965,398 |
| 2,652,086 | 1,922,038 |
| 158,329,670 | 129,806,652 |
| 113,139,733 | 50,672,943 |
| 32,215,135 | 297,745,872 |
| 634,441,544 | 236,395,757 |
| 861,245 | 668,278 |
| 994,185,604 | 1,697,022,292 |
| 633,240,449 | - |
| 385,327,867 | 367,266,836 |
| 280,040,179 | 182,225,810 |
| 185,390,690 | 275,842,011 |
| 12,495,291 | 11,856,356 |
| 81,709,474 | 67,317,434 |
| 4,333,687,905 | 3,571,707,677 |

* There had been no delay in 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.

9. SHORT-TERM PROVISIONS

Provision for employee benefits

Provision for gratuity [refer note 31]

Other provisions

Provision for taxation [net of advance tax and tax deducted at source ₹ 279,642,197 (2016: ₹ 318,839,315)]

Proposed dividend on equity shares

Tax on dividend on shares

| (Currency: Indian Rupees) | |
|---------------------------|-------------|
| 2017 | 2016 |
| 752,461 | 663,161 |
| 752,461 | 663,161 |
| 74,727,406 | 96,950,978 |
| 17,835,800 | 17,835,800 |
| 52,346,565 | 45,770,326 |
| 144,909,771 | 160,557,104 |
| 145,662,232 | 161,220,265 |

as at 31 March 2017

[illegible]

(i) Depreciation aggregating ₹ 4,105,806 (2016: ₹ 3,671,932) has been transferred to 'construction work-in-progress'.

[illegible]

i) Depreciation aggregating ₹ 3,671,932 (2015: ₹ 2,534,175) has been transferred to 'construction work-in-progress' and ₹ NIL (2015: ₹ 106,659) has been transferred to 'investment under construction property'.

Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

| | | (Currency: Indian Rupees) | |
|---|--|---------------------------|--------------|
| | | 2017 | 2016 |
| 11. NON-CURRENT INVESTMENTS (AT COST) | | | |
| Trade investments : unquoted | | | |
| Other non-current investments | | | |
| 948 (2016: 948) equity shares of The Cosmos Co-operative Bank Limited of ₹ 100 each | | 94,800 | 94,800 |
| 20,000 (2016: 20,000) equity shares of The Greater Bombay Co-operative Bank Ltd of ₹ 25 each, fully paid up | | 500,000 | 500,000 |
| Aggregate amount of investments (A) | | 594,800 | 594,800 |
| Aggregate amount of unquoted investments | | 594,800 | 594,800 |
| Balance in deposits with original maturity of more than 12 months [refer note 5] (given as security towards term loan) (B) | | 26,000,000 | 26,000,000 |
| (A+B) | | 26,594,800 | 26,594,800 |
| 12. DEFERRED TAX ASSETS | | | |
| The components of deferred tax balances are as follows:- | | | |
| - Difference between book depreciation and depreciation as per Income Tax Act, 1961 | | 8,711,844 | 9,026,580 |
| - On provision allowable on a payment basis under the Income Tax Act, 1961 | | 2,714,283 | 2,434,852 |
| - Business loss and unabsorbed depreciation | | 89,170,277 | 46,403,693 |
| Less: differential deferred tax assets not recognised* | | - | (20,631,193) |
| | | 100,596,404 | 37,233,932 |
| *As a matter of prudence, no Deferred Tax Asset has been recognized in the books of one of the subsidiary company ₹ NIL (2016: ₹ 20,631,193) according to the accounting policy of the Companies. | | | |
| 13. LONG-TERM LOANS AND ADVANCES | | | |
| Advance tax and tax deducted at source [net of provision for tax ₹ 240,746,151 (2016: ₹ 71,223,037)] | | 78,225,285 | 67,794,361 |
| Advance for property | | 70,000,000 | - |
| | | 148,225,285 | 67,794,361 |



Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

| | | (Currency: Indian Rupees) | |
|---|--|---------------------------|----------------------|
| | | 2017 | 2016 |
| 14. INVENTORIES | | | |
| Materials at site | | 92,238,701 | 29,533,872 |
| Construction work-in-progress | | 6,648,977,089 | 6,019,302,587 |
| Finished goods | | 4,565,339 | 4,565,339 |
| | | <u>6,745,781,129</u> | <u>6,053,401,798</u> |
| 15. TRADE RECEIVABLES | | | |
| (unsecured and considered good) | | | |
| Debts outstanding for a period exceeding six months from the date they are due for payment | | 805,141,107 | 967,824,853 |
| Other debts | | 923,685,553 | 501,082,234 |
| (unsecured and considered doubtful) | | | |
| Doubtful debts | | 16,473,855 | - |
| Provision for doubtful debts | | (16,473,855) | - |
| | | <u>1,728,826,660</u> | <u>1,468,907,087</u> |
| 16. CASH AND BANK BALANCES | | | |
| Cash and cash equivalents | | | |
| Cash on hand | | 4,040,659 | 6,737,040 |
| Balances with banks | | | |
| - On current accounts | | 14,497,734 | 15,151,064 |
| - On deposits accounts (with original maturity of 3 months or less) | | 165,485 | - |
| | | <u>18,703,878</u> | <u>21,888,104</u> |
| Other bank balances | | | |
| - Earmarked balances with banks (under lien) | | 880,113 | 687,147 |
| - Balances in deposits with original maturity of less than 12 months but more than 3 months | | 19,725,903 | 54,604,681 |
| | | <u>39,309,894</u> | <u>77,179,932</u> |
| Details of bank balances / deposits | | | |
| Bank deposits due to mature within 12 months of the reporting date included under 'Other bank balances' | | 19,725,903 | 54,604,681 |
| (i) Deposits amounting to ₹ 3.28 crores (2016: ₹ 2.94 crores) are under lien for bank guarantee. | | | |
| 17. SHORT-TERM LOANS AND ADVANCES | | | |
| (Unsecured and considered good) | | | |
| Short-term loans and advances given to related parties [refer note 32] | | 77,388,287 | 77,388,305 |
| Loans and advances given to other parties [refer note 36] | | 1,765,866,391 | 1,657,443,101 |
| Others | | | |
| - Advances to staff | | 403,500 | 400,000 |
| - Advances to vendors | | 76,614,336 | 178,778,997 |
| - Advances for property | | 2,028,909 | 72,070,368 |
| - Prepaid expenses | | 1,918,474 | 2,110,322 |
| - Deposits | | | |
| - to related party | | 3,300,000 | 3,300,000 |
| - others | | 876,994,983 | 799,694,454 |
| - Balance with government authorities | | 18,370,445 | 11,677,485 |
| | | <u>2,822,885,325</u> | <u>2,802,863,032</u> |
| 18. OTHER CURRENT ASSETS | | | |
| Interest accrued on fixed deposits with banks | | 6,423,107 | 5,859,891 |
| Interest accrued and due from related parties | | 44,800,826 | 44,800,826 |
| Interest accrued and due from other parties | | 79,910,452 | 74,369,070 |
| Fixed deposits with bank [refer note 16(i)] | | 14,267,869 | 1,700,000 |
| Prepaid taxes | | 124,150 | - |
| | | <u>145,526,404</u> | <u>126,729,787</u> |

Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

| | | (Currency: Indian Rupees) | |
|---|-----------------|---------------------------|----------------------|
| | | 2017 | 2016 |
| 19. REVENUE FROM OPERATIONS | | | |
| Revenue from sale of properties | | 1,057,861,058 | 1,854,665,108 |
| Revenue from work contract | | 98,402,659 | 57,259,631 |
| Other operating revenues | | | |
| Development charges | | 60,000 | 30,000 |
| Rental income | | 882,225 | 6,115,700 |
| Professional Fees | | 4,990,000 | - |
| Compensation received | | - | 50,000,000 |
| | | 1,162,195,942 | 1,968,070,439 |
| 20. OTHER INCOME | | | |
| Interest income on | | | |
| - fixed deposits with banks | | 5,782,392 | 6,522,150 |
| - loans given to other party | | 6,171,952 | 7,793,739 |
| - Other interest | | 80,608 | 1,053,146 |
| Dividend from others | | - | 6,240 |
| Other non-operating income | | | |
| - Liabilities written back to the extent no longer required | | 79,660,870 | 47,075,235 |
| - Bad debts recovered | | 1,304,648 | - |
| - Profit on sale of fixed assets | | 106,473 | 6,993 |
| - Foreign exchange gain | | 913,499 | 1,533,907 |
| - Other income | | 268,125 | 257,672 |
| | | 94,288,567 | 64,249,082 |
| 21. COST OF CONSTRUCTION | | | |
| Opening inventory | | | |
| Material at site | | 28,149,685 | 24,084,053 |
| Construction work-in-progress | | 6,019,302,587 | 5,912,900,314 |
| Finished goods | | 5,949,526 | 5,774,701 |
| | (A) | 6,053,401,798 | 5,942,759,068 |
| Incurred during the year | | | |
| Development rights / land cost | | 716,920 | 189,733 |
| Professional and legal fees | | 37,892,791 | 60,980,293 |
| Civil, electrical and contracting | | 695,478,586 | 1,203,714,051 |
| Depreciation and amortisation [refer note 10] | | 4,105,806 | 3,671,932 |
| Administrative and other expenses | | 94,385,192 | 112,444,815 |
| Statutory dues and other expenses | | 16,544,595 | 46,224,494 |
| Borrowing costs [refer note 23] | | 413,841,540 | 565,653,677 |
| Compensation paid | | 42,987,000 | 69,703,430 |
| | (B) | 1,305,952,430 | 2,062,582,425 |
| Closing inventory | | | |
| Material at site | | 92,238,702 | 28,149,685 |
| Construction work-in-progress | | 6,538,422,868 | 6,019,302,587 |
| Finished goods | | 4,565,339 | 5,949,526 |
| | (C) | 6,635,226,909 | 6,053,401,798 |
| | (A) + (B) - (C) | 724,127,319 | 1,951,939,695 |



Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

22. EMPLOYEE BENEFITS

| | |
|---|--|
| Salaries, wages and bonus | |
| Directors' remuneration | |
| Contribution to provident and other funds | |
| Staff welfare expenses | |
| Gratuity [refer note 31] | |

23. FINANCE COSTS

Interest on long-term borrowings

From others

-vehicle loans

Interest on short-term borrowings

Debentures

From banks

Others [refer note 32]

Interest on delayed payment of trade payables

Interest on delayed payment of statutory dues

Other borrowing costs

Other borrowing cost

Processing charges

LC Charges

Others

Stamp duty

Less: borrowing costs transferred to construction work-in-progress [refer note 21]

24. OTHER EXPENSES

Profession and legal fees

Advertisement and sales promotion expenses

Power and fuel

Rent

Telephone expenses

Travelling expenses

Foreign exchange loss

Conveyance

Repairs and maintenance

- others

Insurance

Rates and taxes

Payment to auditors (including service tax)

As auditors

- Statutory audit

- Tax audit

- Limited review of quarterly results

In other capacity

- Taxation matters

Directors' sitting fees

Corporate Social Responsibility expenditure

Provision for doubtful debts

Printing and stationery

Staff recruitment expenses

Miscellaneous expenses

| (Currency: Indian Rupees) | |
|---------------------------|-------------|
| 2017 | 2016 |
| 26,879,277 | 19,400,094 |
| 250,000 | 2,400,000 |
| 2,459,186 | 1,573,969 |
| 628,938 | 434,699 |
| 1,162,363 | 1,557,563 |
| 31,379,764 | 25,366,325 |
| 149,487 | 238,084 |
| 77,060,800 | 40,403,091 |
| 110,455,108 | 101,030,700 |
| 518,794,895 | 556,460,599 |
| 4,697,746 | 4,526,513 |
| 25,028,653 | 24,871,179 |
| 5,469,754 | - |
| 19,027,500 | 17,522,256 |
| 1,946,518 | - |
| 6,614,761 | 3,338,795 |
| 1,030,000 | 1,400,000 |
| 770,275,222 | 749,791,217 |
| 413,841,540 | 565,653,677 |
| 356,433,682 | 184,137,540 |
| 10,332,102 | 7,207,601 |
| 25,133,105 | 88,917,385 |
| 1,877,398 | 2,247,118 |
| 20,995,404 | 18,368,570 |
| 764,851 | 843,324 |
| 9,762 | 8,454 |
| - | 4,472,255 |
| 720,455 | 17,143 |
| 859,086 | 735,038 |
| 245,125 | 244,592 |
| 993,534 | 1,448,895 |
| 1,841,735 | 1,636,985 |
| 547,500 | 545,140 |
| 690,000 | 685,000 |
| - | 3,280 |
| 362,576 | 260,409 |
| 1,000,000 | 1,350,000 |
| 16,473,855 | - |
| 996,668 | 984,974 |
| 63,064 | - |
| 3,676,010 | 3,309,689 |
| 87,582,230 | 133,285,852 |

Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

Particulars

25. EARNINGS PER SHARE

Net profit / (loss) after tax to equity shareholders (A) 101,767,368
 Number of equity shares at the beginning of the year 178,358,000
 Number of equity shares outstanding at the end of the year (B) 178,358,000
 Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (C) 178,358,000
 Basic earnings (in rupees) per share of par value ₹ 2 (A)/(C) 0.57

Dilutive earnings per share

Net profit after tax attributable to equity shareholders (Existing and potential) (A) 101,767,368
 Weighted average number of equity shares outstanding during the year (based on date of issue of shares) (B) 178,358,000
 Weighted average number of potential equity shares outstanding during the year (C) -
 Weighted average number of equity shares for calculation of dilutive earnings per share (D) = (B+C) 178,358,000
 Diluted earnings (in rupees) per share of par value ₹ 2 (A)/(D) 0.57

(Currency: Indian Rupees)

2017

2016

101,767,368

(203,746,744)

178,358,000

178,358,000

178,358,000

178,358,000

178,358,000

178,358,000

0.57

(1.14)

101,767,368

(203,746,744)

178,358,000

178,358,000

-

-

178,358,000

178,358,000

0.57

(1.14)

Particulars

26. CONTINGENCIES

Income tax liabilities under dispute 62,831,584
 Performance Bank Guarantee given by Allahabad Bank in favor of Slum Rehabilitation Authority for the Ghatkopar Project on behalf of the Group. 38,500,000
 Corporate guarantee given on behalf of Satra Buildcon Private Limited to IDBI Bank for sanction of loan amounting of ₹ 130 crores. 819,081,683

(Currency: Indian Rupees)

2017

2016

62,831,584

129,041,423

38,500,000

38,500,000

819,081,683

800,000,000

Particulars

27. COMMITMENTS

Consideration payable for acquiring Joint Development Rights [Non-monetary component] Amount Unascertained

(Currency: Indian Rupees)

2017

2016

Amount Unascertained

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.

28. SEGMENT REPORTING

The Group is operating in the real estate and construction industry and has only domestic sales. 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 2017

(Currency: Indian Rupees)

29. LEASES

Operating lease

- The Group has taken a commercial property on cancellable operating lease during the year as well as previous year.
- 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.

- Disclosure for the details of Specified Bank Notes (SBN) held and transacted during the period from November 08, 2016 to December 30, 2016 as per Ministry Of Corporate Affairs notification Dated March 30, 2017 as provided in the Table below:

| Particulars | SBN's (₹) | Other denomination notes (₹) | Total (₹) |
|--|--------------|------------------------------------|--------------|
| Closing cash in hand as on 08.11.2016 | 2,815,500 | 2,284,887 | 5,100,387 |
| (+) Permitted receipts | - | - | - |
| (+) Amount Withdrawn from Banks | - | 1,370,000 | 1,370,000 |
| (-) Permitted payments | - | 351,859 | 351,859 |
| (-) Amount deposited in Banks | 2,815,500 | - | 2,815,500 |
| Closing cash in hand as on 30.12.2016 | - | 3,303,028 | 33,03,028 |

31. 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.

| Sr. No. | Particulars | 2017 | 2016 |
|---------|--|-------------|-----------|
| I | Change in the defined benefit obligation | | |
| | Liability at the beginning of the year | 7,879,783 | 5,139,087 |
| | Interest cost | 628,502 | 390,186 |
| | Current service cost | 2,176,457 | 2,276,704 |
| | Benefits Paid | (47,042) | (273,427) |
| | Actuarial (gain)/ loss on obligations | (1,853,613) | 347,233 |
| | Liability at the end of the year | 8,784,087 | 7,879,783 |
| II | Amount recognised in the Balance Sheet | | |
| | Liability at the end of the year | 8,784,087 | 7,879,783 |
| | Fair value of plan assets at the end of the year | - | - |
| | Difference | 8,784,087 | 7,879,783 |
| | Amount recognised in the balance sheet | 8,784,087 | 7,879,783 |
| III | Expenses recognised in the Statement of Profit and Loss | | |
| | Current service cost | 2,176,457 | 2,276,704 |
| | Interest cost | 628,502 | 390,186 |
| | Benefit paid | - | - |
| | Expected return on plan assets | - | - |
| | Net actuarial (gain)/loss to be recognised | (1,853,613) | 347,233 |
| | Expenses recognised in the Statement of Profit and Loss | 951,346 | 3,014,123 |
| IV | Balance Sheet Reconciliation | | |
| | Opening net liability | 7,879,783 | 5,139,087 |
| | Expenses as above | 951,346 | 3,014,123 |
| | Benefits paid | (47,042) | (273,427) |
| | Amount recognised in the Balance Sheet | 8,784,087 | 7,879,783 |
| V | Actuarial Assumptions: | | |
| | Discount Rate | 7.40% | 8.00% |
| | Salary Escalation | 6.00% | 6.00% |

Notes to the Consolidated Financial Statements (Continued)

for the year ended 31 March 2017

(Currency: Indian Rupees)

| VI | Reconciliation of present value of obligation and the fair value of plan assets | 2017 | 2016 | 2015 | 2014 | 2013 |
|------|---|-------------|-----------|-----------|-----------|-----------|
| | Present value of defined benefit obligation | 8,784,087 | 7,879,783 | 5,139,087 | 2,600,187 | 1,999,887 |
| | Fair Value of the plan assets | - | - | - | - | - |
| | Liability recognised in the Balance Sheet | 8,784,087 | 7,879,783 | 5,139,087 | 2,600,187 | 1,999,887 |
| VII | Experience adjustments on: | | | | | |
| | Plan liabilities (gain)/loss | (1,853,613) | 347,233 | 977,601 | (244,328) | 56,169 |
| | Plan assets | - | - | - | - | - |
| VIII | Schedule III | | | | 2017 | 2016 |
| | Current Liability | | | | 752,461 | 663,162 |
| | Non Current Liability | | | | 8,031,626 | 7,216,621 |

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 ₹ 2,459,186 [2016: ₹ 1,573,969] is recognised as an expense and included in "Employee benefits" expense.

iii) Compensated absences

Compensated absences for employee benefits of ₹ 1,408,650 [2016: ₹ 1,561,285] has been recognised as an expense during the year.

32. RELATED PARTY DISCLOSURES

A Parties where control exists:

- Praful N. Satra – Chairman and Managing Director
- Rushabh P. Satra – (Director w.e.f. 24.10.2016, Whole Time Director and Chief Financial Officer w.e.f. 27.10.2016)

B Other related parties:

I. Associates

- C. Bhansali Developers Private Limited

II. Entities over which key managerial personnel or their relatives exercise significant influence (where transaction have taken place during the year):

- Satra Property Development Private Limited
- Prime Developers

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
- Mayank J. Shah-Director
- Shreyans J. Shah-Director
- Ajay R. Bansal– Director
- Prasad A. Kamtekar- Director (upto 31st October, 2016)
- Rushabh P. Satra

IV. Relatives of key managerial personnel

(where transaction have taken place during the year)

- Vrutika P. Satra
- Shruti M. Shah



Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

32. RELATED PARTY DISCLOSURES (CONTINUED)

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

| Disclosure of transactions between the Group and related parties and the status of outstanding balances: | | | | | | | | | | (Currency: Indian Rupees) | |
|--|---------------------------------------|---------------------------|-------------|---|------------|---|---------------|---------------|---------------|---------------------------|--|
| 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 | | | |
| | | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | | |
| (A) | Transactions during the year | | | | | | | | | | |
| 1 | Loans taken | - | - | - | - | 1,276,610,212 | 56,475,000 | 1,276,610,212 | 56,475,000 | 56,475,000 | |
| 2 | Interest expenses | - | - | - | - | 35,387,048 | 189,654,136 | 35,387,048 | 189,654,136 | 189,654,136 | |
| 3 | Receiving of services | - | - | 419,003 | 10,382,278 | 20,268,700 | 21,460,052 | 20,687,703 | 31,842,330 | 31,842,330 | |
| 4 | Advances received | - | - | - | 1,000,000 | 2,163,500 | 995,509,070 | 2,163,500 | 996,509,070 | 996,509,070 | |
| 5 | Advances given | - | - | 129,400,000 | - | - | - | 129,400,000 | - | - | |
| 6 | Sale of Property | - | - | - | - | 26,732,670 | 717,312,000 | 26,732,670 | 717,312,000 | 717,312,000 | |
| 7 | Directors remuneration/salary | - | - | - | - | 24,859,677 | 20,778,750 | 24,859,677 | 20,778,750 | 20,778,750 | |
| (B) | Outstanding balances receivable | | | | | | | | | | |
| 1 | Loans alongwith the net interest | 122,189,131 | 122,189,131 | - | - | - | - | 122,189,131 | 122,189,131 | 122,189,131 | |
| 2 | Deposits given | - | - | - | - | 3,300,000 | 3,300,000 | 3,300,000 | 3,300,000 | 3,300,000 | |
| 3 | Advances given | 4,000,000 | 4,000,000 | 129,400,000 | - | - | - | 133,400,000 | 4,000,000 | 4,000,000 | |
| 4 | Sundry debtors | - | - | - | - | - | 80,995,000 | - | 80,995,000 | 80,995,000 | |
| (C) | Outstanding balances payables | | | | | | | | | | |
| 1 | Loans alongwith the net interest | - | - | - | - | 1,825,535,290 | 1,248,595,878 | 1,825,535,290 | 1,248,595,878 | 1,248,595,878 | |
| 2 | Advances received | - | - | - | 11,500,000 | 14,201,182 | 14,201,182 | 14,201,182 | 25,701,182 | 25,701,182 | |
| 3 | Sundry creditors | - | - | 21,759 | 775,837 | - | 1,863,961 | 21,759 | 2,639,798 | 2,639,798 | |
| 4 | Directors remuneration/salary payable | - | - | - | - | 8,864,000 | 2,616,900 | 8,864,000 | 2,616,900 | 2,616,900 | |

Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

(Currency: Indian Rupees)

32. 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 2017.

| Sr. no. | Nature of transaction | Total | |
|--|--|---------------|-------------|
| | | 2017 | 2016 |
| (A) Transactions during the year | | | |
| 1 Loans taken | | | |
| | Praful N. Satra | - | 27,325,000 |
| | Mayank J. Shah | 1,273,585,212 | 19,500,000 |
| | Shreyans J. Shah | 3,025,000 | 8,600,000 |
| 2 Interest expenses | | | |
| | Mayank J. Shah | 33,975,863 | 185,086,871 |
| 3 Receiving of services | | | |
| | Praful N. Satra | 20,133,400 | 19,961,412 |
| | Satra Property Development Private Limited | 259,003 | 10,245,556 |
| 4 Advances received | | | |
| | Shruti M. Shah | 25,000 | 720,900,000 |
| | Shreyans J. Shah | - | 119,000,000 |
| | Praful N. Satra | 2,138,500 | 141,361,819 |
| 5 Advances given | | | |
| | Prime Developers | 129,400,000 | - |
| 6 Sale of property | | | |
| | Praful N. Satra | 14,864,670 | 96,192,000 |
| | Shreyans J. Shah | 11,868,000 | 76,800,000 |
| | Shruti M. Shah | - | 544,320,000 |
| 7 Directors remuneration/salary | | | |
| | Rajan P Shah | 7,400,000 | 5,000,000 |
| | Praful N. Satra | 8,900,000 | 7,700,000 |
| | Minaxi P. Satra | 4,650,000 | 1,275,000 |
| | Rushabh P. Satra | 1,709,677 | 3,206,250 |
| (B) Outstanding balances receivable | | | |
| 1 Loans alongwith the net interest | | | |
| | C.Bhansali Developers Private Limited | 122,189,131 | 122,189,131 |
| 2 Deposits given | | | |
| | Praful N. Satra | 3,300,000 | 3,300,000 |
| 3 Advances given | | | |
| | C.Bhansali Developers Private Limited | 4,000,000 | 4,000,000 |
| | Prime Developers | 129,400,000 | - |



Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

(Currency: Indian Rupees)

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 2017.

| Sr. No. | Nature of transaction | Total | |
|---------|---|--|--|
| | | 2017 | 2016 |
| 4 | Sundry Debtors Shruti M. Shah | - | 80,995,000 |
| (C) | Outstanding balances payables | | |
| 1 | Loans alongwith the net interest Mayank J. Shah | 1,796,858,629 | 1,202,695,140 |
| 3 | Advances received Mayank Shah HUF Vrutika P. Satra | - 14,201,182 | 11,500,000 14,201,182 |
| 4 | Sundry creditors Praful N. Satra Satra Property Development Private Limited Toyochem Laboratories Rushabh P. Satra Vrutika P. Satra | - - 21,759 - - | 515,185 708,278 21,759 775,832 572,944 |
| 5 | Directors remuneration/salary payable Rajan P. Shah Rushabh P. Satra Minaxi P. Satra Praful N. Satra | 3,500,000 - 854,000 4,000,000 | 669,300 257,600 342,000 900,000 |

33. ADDITIONAL INFORMATION PURSUANT TO PARA 2 OF GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

| Name of entity | Net assets | | Share in profit or loss | |
|--|-----------------------------------|----------------------|--|--------------------|
| | As a % of consolidated net assets | Amount | As a % of consolidated profit or (loss) | Amount |
| Satra Properties (India) Ltd | 72.27% | 1,084,904,498 | (1119.77%) | 18,125,815 |
| Indian subsidiaries | | | | |
| Satra Property Developers Private Limited | 44.18% | 663,143,087 | 103.13% | (1,669,418) |
| Satra Buildcon Private Limited | (0.37%) | (5,626,132) | (428.94%) | 6,943,261 |
| Satra Estate Development Private Limited | (0.36%) | (5,413,471) | 108.45% | (1,755,418) |
| Satra Infrastructure and Land Developers Private Limited | (0.29%) | (4,351,740) | 159.96% | (2,589,260) |
| Satra Lifestyle Private Limited | 0.02% | 253,653 | 0.53% | (8,636) |
| Satra Realty and Builders Limited | (5.85%) | (87,872,103) | 1364.06% | (22,080,191) |
| RRB Realtors Private Limited | 0.00% | 65,288 | (2.57%) | 41,536 |
| Foreign subsidiaries | | | | |
| Satra International Realtors Limited | (9.59%) | (143,960,460) | (84.86%) | 1,373,603 |
| Sub total | 100.00% | 1,501,142,620 | 100.00% | (1,618,708) |
| Adjustment arising out of consolidation | | (807,657,004) | | 103,391,268 |
| Minority Interest in subsidiaries | | (8,160) | | (5,192) |
| Associates | | | | |
| C. Bhansali Developers Private Limited | - | - | - | - |
| Total | | 693,477,456 | | 101,767,368 |

Notes to the Consolidated Financial Statements (Continued)

as at 31 March 2017

(Currency: Indian Rupees)

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

Under the Micro, Small and Medium Enterprises Development Act, 2006 (hereinafter referred to as "MSMED") which came into force from 2 October, 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. The Company has not received any information from the "suppliers" regarding their status under the Micro Small and Medium Enterprises Development Act, 2006.

| | 2017 | 2016 |
|--|------|------|
| 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 regards to other matters specified in schedule III of the act, is either nil or not applicable to the Group for the year.
- In the opinion of the directors, current assets, loan and advances have the value at which they are stated in the Balance Sheet, if realised in the ordinary course of business. Sundry debtors, creditors and advances are subject to confirmation.
- In the opinion of the directors, provision has been made for all known liabilities and the same is not in excess of the amounts considered reasonably necessary.
- The group of the company is regularly servicing payment towards short term borrowing from others, except interest of ₹ 804,52,835/- in one of the subsidiary company, that was due on 31 March 2017.

36. Details of loan given, investments made and guarantee given covered u/s 186(4) of the Companies Act, 2013 are given under their respective heads, if any. The loans given, investments made and guarantee given, if any, are for business purpose. [Refer note 26].

37. PRIOR YEAR COMPARATIVES

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

As per our report of even date attached.

For **GMJ & Co.**

Chartered Accountants

Firm Registration No. 103429W

Haridas Bhat

Partner

Membership No. 039070

Mumbai, 30 May 2017

Manan Y. Udani

Company Secretary

Mumbai, 30 May 2017

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

Rushabh P. Satra

Chief Financial Officer
and Whole Time Director

DIN: 06608627

Praful N. Satra

Chairman and Managing Director

DIN : 00053900

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/ Associate companies/ Joint Ventures

Part "A": Subsidiaries

(Currency: Indian Rupees)

| Sl. No | Name of the Subsidiary | The date since when subsidiary was acquired | Reporting Period | Reporting currency and Exchange rate as on 31.03.2017 in the case of foreign subsidiaries | Share Capital | Reserves & Surplus | Total Assets | Total Liabilities | Investments | Turnover | Profit before taxation | Provision for taxation | Profit after taxation | Proposed Dividend | Extent of Shareholding (in %) |
|--------|--|---|------------------|---|---------------|--------------------|----------------|-------------------|-------------|-------------|------------------------|------------------------|-----------------------|-------------------|-------------------------------|
| 1. | Satra Property Developers Private Limited | 30.04.2007 | 31.03.2017 | - | 14,60,39,000 | 51,71,04,087 | 3,60,75,60,469 | 3,60,75,60,469 | 5,624,900 | 5,93,22,225 | (61,724,921) | (60,055,503) | (1,66,94,18) | - | 100 |
| 2. | Satra Buildcon Private Limited | 18.10.2007 | 31.03.2017 | - | 1,96,070 | (5,822,202) | 2,803,665,902 | 2,803,665,902 | 26,000,000 | 403,001,123 | 10,594,498 | 3,651,237 | 6,943,261 | - | 51 |
| 3. | Satra Estate Development Private Limited | 23.10.2007 | 31.03.2017 | - | 4,00,000 | (5,813,471) | 5,130,844 | 5,130,844 | - | - | (17,55,418) | - | (17,55,418) | - | 100 |
| 4. | Satra Infrastructure and Land Developers Private Limited | 19.10.2007 | 31.03.2017 | - | 4,00,000 | (4,751,740) | 8,832,735 | 8,832,735 | - | - | (2,589,260) | - | (2,589,260) | - | 100 |
| 5. | Satra Lifestyles Private Limited | 19.10.2007 | 31.03.2017 | - | 4,00,000 | (146,347) | 267,453 | 267,453 | - | - | (8,636) | - | (8,636) | - | 100 |
| 6. | Satra Realty and Builders Limited * | 03.03.2014 | 31.03.2017 | - | 5,00,000 | (88,372,103) | 2,081,67,7689 | 2,081,67,7689 | - | - | (27,212,475) | (5,132,284) | (22,080,191) | - | 51# |
| 7. | RRB Realtors Private Limited * | 11.07.2013 | 31.03.2017 | - | 1,00,000 | (34,712) | 113,111,112 | 113,111,112 | - | - | 51,314 | 9,778 | 41,536 | - | 87.5 |
| 8. | Satra International Realtors Limited | 17.06.2008 | 31.03.2017 | 1 AED = ₹ 176.243/- | 1,17,11,600 | (155,672,060) | 437,366,196 | 437,366,196 | - | - | 1,373,603 | - | 1,373,603 | - | 100 |

*Subsidiary of Satra Property Developers Private Limited

Ceased to be wholly owned step down subsidiary of your Company w.e.f. 20 March, 2017, however continues to be a Step down Subsidiary.

Notes:

- The following subsidiaries are yet to commence operations:
 - Satra Estate Development Private Limited
 - Satra Infrastructure and Land Developers Private Limited
 - Satra Lifestyles Private Limited
 - Satra International Realtors Limited
- None of the subsidiaries have been liquidated or sold during the year, expect divesting of 49% stake by Satra Property Developers Private Limited, Wholly Owned subsidiary of the Company in Satra Realty and Builders Limited, its Wholly Owned subsidiary.
- Turnover does not include other income

For **GMJ & Co**

Chartered Accountants
Firm Registration No: 103429W

Haridas Bhat
Partner
Membership No: 039070
Mumbai, 9 August, 2017

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

Manan Y. Udani
Company Secretary

Rushabh P Satra
Director
DIN: 06608627

Praful N. Satra
Chairman and Managing Director
DIN: 00053900



Part "B": Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

| Name of Associates/Joint Ventures | | C. Bhansali Developers Private Limited |
|--|---|---|
| 1. | Latest audited Balance Sheet Date | 31.03.2016 |
| 2. | Date on which the Associate or Joint Venture was associated or acquired | 20.04.2007 |
| 3. | Shares of Associate/Joint Ventures held by the company on the year end | |
| | No. | 2,000 |
| | Amount of Investment in Associates/Joint Venture | 20,000 |
| | Extend of Holding (in %) | 20 |
| 4. | Description of how there is significant influence | By virtue of shareholding |
| 5. | Reason why the associate/joint venture is not consolidated | N.A. |
| 6. | Networth attributable to Shareholding as per latest audited Balance Sheet | 91,638 |
| 7. | Profit / Loss for the year | |
| | i. Considered in Consolidation | 0 |
| | i. Not Considered in Consolidation | 0 |

1. C. Bhansali Developers Private Limited, Associate Company of Satra Properties (India) Limited, is yet to commence operations.
2. None of the associates or joint ventures have been liquidated or sold during the year.

For **GMJ & Co**
Chartered Accountants
Firm Registration No: 103429W

Haridas Bhat
Partner
Membership No: 039070
Mumbai, 9 August, 2017

Manan Y. Udani
Company Secretary

Rushabh P Satra
Director
DIN: 06608627

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

Praful N. Satra
Chairman and Managing Director
DIN : 00053900



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

DP ID* :

Regd. Folio No. :

Client ID* :

No. of Shares held :

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 **34th Annual General Meeting** of the Company at Navinbhai Thakkar Hall, Ground Floor, Shraddhanand Road, Vile Parle (East), Mumbai - 400 057 on Thursday, 28 September 2017 at 4.00 p.m.

Signature of Shareholder / Proxy

* Applicable for members holding shares in electronic form.

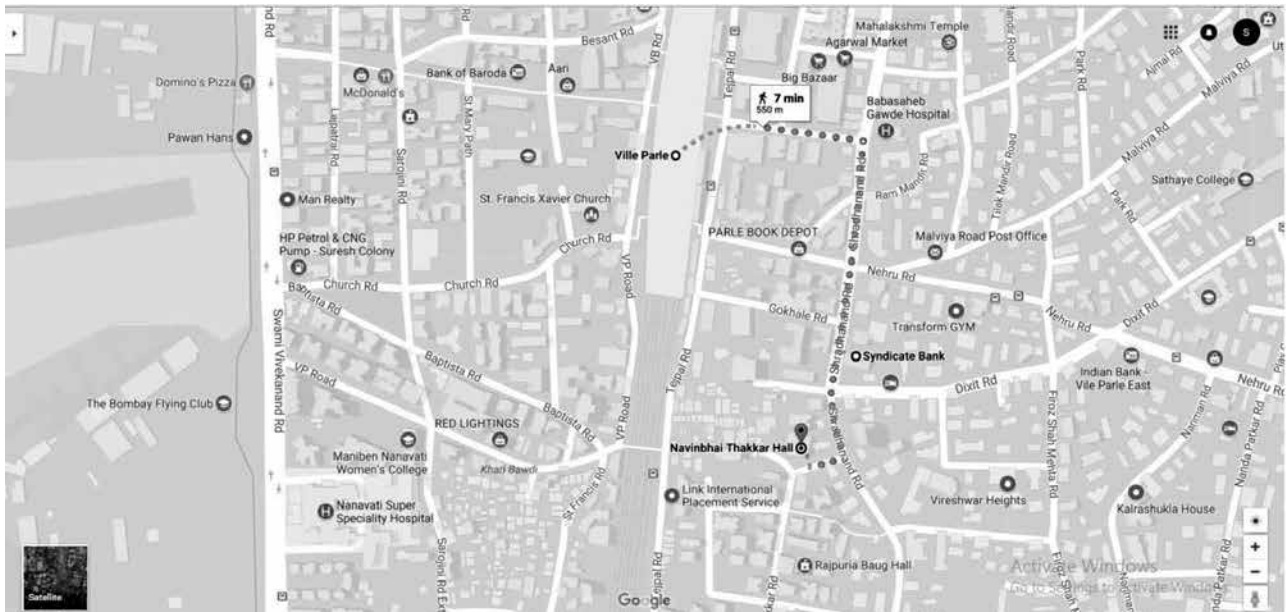
Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the Annual General Meeting.

ROUTE MAP TO THE ANNUAL GENERAL MEETING VENUE

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

Landmark: Near Syndicate Bank
Distance from Vile Parle Station - 0.5 km

Day, Date and Time: Thursday, 28 September 2017 at 4.00 p.m.





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PROXY FORM (MGT-11)

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

CIN : L65910MH1983PLC030083

Name of the company : Satra Properties (India) Limited

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

Name of the Member (s) :

Registered address :

E-mail Id :

Folio No. / Client Id :

DP ID :

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

- Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him/her
- Name: _____
Address: _____
Email Id: _____
Signature: _____, or failing him/her
- 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 **34th Annual General Meeting** of the Company, to be held on Thursday, 28 September 2017 at 4.00 p.m. 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:

| Resolution No. | Resolution | For* | Against* |
|--------------------------|---|------|----------|
| ORDINARY BUSINESS | | | |
| 1 | To receive, consider and adopt, a) the standalone financial statements of the Company for the financial year ended 31 March 2017, including the audited Balance Sheet as at 31 March 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and b) the consolidated financial statements of the Company for the financial year ended 31 March 2017 including the report of the Auditors thereon | | |
| 2. | To declare Dividend on Equity Shares for the financial year 2016-17 | | |
| 3. | To appoint a director in place of Mr. Praful N. Satra (DIN 00053900), who retires by rotation and being eligible, offers himself for re-appointment | | |
| 4. | To ratify the appointment of Statutory Auditors and fix their remuneration | | |
| SPECIAL BUSINESS | | | |
| 5. | To appoint Mr. Rushabh P. Satra (DIN 06608627), as a Non-Executive Director of the Company | | |
| 6. | Ratification of Remuneration payable to Mr. Prasad Krishna Sawant, Cost Auditor for the Financial year 2017-18 | | |
| 7. | Approval of charges for service of documents on the shareholders | | |

Signed this _____ day of _____ 2017

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
not
less than ₹ 1

Notes:

- This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
- A proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his entire shareholding and such person shall not act as a proxy for any other person or shareholder.
- *3. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Our array of Completed
Projects across India



Satra Residency - Khar



Satra Plaza - Vashi



Satra Galleria - Calicut



Dreams the Mall - Bhandup

Upcoming Landmarks in Various Locations

Jodhpur

Matunga

Kalina

Ghatkopar



If undelivered please return to:
SATRA PROPERTIES (INDIA) LIMITED
CIN: L65910MH1983PLC030083

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