

# **BHANDERI INFRACON LIMITED**

## **Annual Report 2018– 2019**

**Directors**

Mr. Sunil Patel, Managing Director (DIN: 00307827)  
Mr. Dhirubhai Patel, Whole Time Director (DIN: 02043847)  
Mrs. Bhumikaben Patel, Non Executive Director (DIN: 06984921)  
Mr. Mukeshbhai Patel, Independent Director (Upto15.02.2019)  
Mr. Ravindra Bhedab, Independent Director (DIN: 07539546)  
Mr. Kalpeshbhai Buha, Independent Director (DIN: 07544660)  
Mr. Ketanbhai Jayshukhbhai Koladiya, Chief Financial Officer (w.e.f. 13.06.2019)  
Mrs. Tosha Kintan Rachh, Company Secretary (w.e.f. 08.05.2019)

**Registered office**

B/12, Jabuka Complex, Nr. Bajrang Ashram,  
Below Vikas School, NH - 8, Thakkar Bapanagar,  
Ahmedabad – 382350  
Email : bhanderiinfracon@gmail.com  
Contact No. – 079 - 22830245

**Statutory Auditors**

S A R A & Associates, Chartered Accountants  
202, 2<sup>nd</sup> Floor, May Building,  
297/299/301, Princess Street, Near Marine Lines Flyover,  
Mumbai - 400002

**Registrar and Share Transfer Agents**

Purva Sharegistry (India) Private Limited  
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel (East), Mumbai – 400 011  
Tel No. 23018261/23016761

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## NOTICE

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of **Bhanderi Infracon Limited** will be held on Friday, 27<sup>th</sup> September, 2019 at 11.00 a.m. at the Registered Office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH-8, Thakkar Bapanagar, Ahmedabad - 382350 to transact the following business:

### **Ordinary Business:**

1. To receive, consider, approve and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Auditors thereon.
  
2. To appoint M/s. S A R A & Associates, Chartered Accountants, Mumbai (Firm Registration No 120927W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the twentieth Annual General Meeting and to fix their remuneration:

**“RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. S A R A & Associates, Chartered Accountants, Mumbai (Firm Registration No 120927W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of twentieth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company in their respective Meeting.”

3. To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.

### **Special Business:**

4. **Re-appointment of Mr. Sunil Dhirubhai Patel as Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as “the Act”), the relevant provision of the Articles of Association of the Company, consent and approval of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Dhirubhai Patel (DIN:00307827) as Managing Director of the Company for a period of five years with effect from 23<sup>rd</sup> December 2018 at a remuneration of 2% of the net profits of the Company on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (on the recommendations of the Nomination & Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of Mr. Sunil Dhirubhai Patel, Managing Director in such a manner as may be permissible in accordance with the provisions of the Act and Schedule V or any modification or enactment thereto and subject to the approval of the Central Government, if required, and as may be agreed to by and between the Board of Directors and Mr. Sunil Dhirubhai Patel, without any further reference to the shareholders in General Meeting.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year during the term of office of Mr. Sunil Dhirubhai Patel as Managing Director, he shall be paid the above remuneration or the revised remuneration as approved by the Board of Directors from time to time, as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as amended from time to time and other applicable provisions of the Act.

**RESOLVED FURTHER THAT** as Managing Director of the Company, Mr. Sunil Dhirubhai Patel shall, subject to the supervision, control and directions of the Board of Directors of the Company, continue to exercise substantial powers of management and shall manage the business and affairs of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.”

5. **Re-appointment of Mr. Dhirubhai Mohanbhai Bhanderi as Whole Time Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and the relevant provision of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the re-appointment of Mr. Dhirubhai Mohanbhai Bhanderi [DIN: 02043847] as Whole-Time Director of the Company for a period of five years with effect from 23<sup>rd</sup> December 2018 at a remuneration of 2% of the net profits of the Company on such terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in any financial year during the term of office of Mr. Dhirubhai Mohanbhai Bhanderi as Whole-Time Director, he shall be paid the above remuneration or the revised remuneration as approved by the Board of Directors from time to time, as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 as amended from time to time and other applicable provisions of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act.”

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place: Ahmedabad  
Date: 28.05.2019**

Sd/-  
**Tosha Rachh  
Company Secretary**

## NOTES:

1. (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**  
(b) **A person appointed as proxy shall act as a proxy on behalf of such Member or number of Members not exceeding fifty (50) 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 Shareholder.**
2. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Company's Registrar, M/s Purva Sharegistry (India) Private Limited. In the event of non – availability of Members latest address either in the Company's records or in Depository Participant's records, Members are likely to miss notice and other valuable correspondence sent by the Company.
3. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat Shares) in all their correspondence with the Company's Registrar to enable prompt reply to their queries.
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the meeting hall.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **21<sup>st</sup> September 2019** to **27<sup>th</sup> September 2019** (both days inclusive).
6. Members are requested to dematerialize their Shareholding to eliminate all the risks associated with the physical Shares and for ease in portfolio management.
7. 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.
8. Members holding shares in same/identical name(s) are requested to apply for consolidation of such folio & relevant Share certificates.
9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their re-appointment as required under the Companies Act, 2013 and the Rules there under.
10. In terms of Section 72 of the Companies Act, 2013 facility for making the Nominations is available for Shareholders in respect of Physical Shares held by them. Nomination forms can be obtained from the Company's Registered Office.

11. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Amit Mundra, Practicing Company Secretary, (Membership No. FCS 7933) at Plumber House, 557, Office No. 14, JSS Road, Chira Bazaar, Mumbai – 400 002 not later than 5.00 p.m. on 26<sup>th</sup> September 2019. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
12. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sunday during business hours.

**13. Voting through electronic means:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all Resolutions set forth in this Notice.
- ii. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on **24<sup>th</sup> September 2019 (9:00 am)** and ends on **26<sup>th</sup> September, 2019 (5:00 pm)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17<sup>th</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

**The instructions for Shareholders voting electronically are as under:**

- (i) The voting period begins on **24<sup>th</sup> September 2019 (9:00 am)** and ends on **26<sup>th</sup> September, 2019 (5:00 pm)**. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20<sup>th</sup> September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB</b>	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <190904039> of our Company for casting vote.



- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

### **General Instruction**

1. The voting period begins on **24<sup>th</sup> September 2019 (9:00 am)** and ends on **26<sup>th</sup> September, 2019 (5:00 pm)**. During this period Shareholders’ of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
2. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
3. You can also update your Mobile No. and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
4. Any person, who acquires Shares of the Company and becomes a Member of the Company after dispatch of the notice and holding Shares as of the cut-off date on 20<sup>th</sup> September 2019 may contact to the Company’s Registrar, M/s Purva Sharegistry (India) Private Limited.

5. Mr. Amit Mundra, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company not later than 3 days of conclusion of the Meeting.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two days of the passing of the Resolutions at the 15<sup>th</sup> AGM of the Company on or before 29<sup>th</sup> September 2019 and communicated to the BSE Limited, where the Shares of the Company are listed and shall also be placed on the website of the Company.

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

### **Item No.4**

Mr. Sunil Dhirubhai Patel (DIN:00307827) was appointed as Managing Director for a period of 5 years with effect from 23<sup>rd</sup> December 2013 to hold office up to 22<sup>nd</sup> December 2018. Since his tenure was about to expire, the Board of Directors in their Meeting held on 15<sup>th</sup> November 2018, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders by special resolution, have re-appointed Mr. Sunil Dhirubhai Patel as a Managing Director for a further term of 5 years with effect from 23<sup>rd</sup> December 2018 to hold office up to 22<sup>nd</sup> December 2023 at a remuneration of 2% of the net profits of the Company.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Sunil Dhirubhai Patel, Mr. Dhirubhai Mohanbhai Bhanderi and Mrs. Bhumikaben Sunilbhai Patel is in anyway, concerned or interested in the above resolution.

### **Item No. 5**

Mr. Dhirubhai Mohanbhai Bhanderi (DIN:02043847) was appointed as Whole Time Director for a period of 5 years with effect from 23<sup>rd</sup> December 2013 to hold office up to 22<sup>nd</sup> December 2018. Since his tenure was about to expire, the Board of Directors in their meeting held on 15<sup>th</sup> November 2018, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders by special resolution, have re-appointed Mr. Dhirubhai Mohanbhai Bhanderi as a Whole Time Director for a further term of 5 years with effect from 23<sup>rd</sup> December 2018 to hold office up to 22<sup>nd</sup> December 2023 at a remuneration of 2% of the net profits of the Company.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel except Mr. Dhirubhai Mohanbhai Bhanderi, Mr. Sunil Dhirubhai Patel and Mrs. Bhumikaben Sunilbhai Patel is in anyway, concerned or interested in the above resolution.

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place: Ahmedabad  
Date: 28.05.2019**

Sd/-  
**Tosha Rachh  
Company Secretary**

**Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting**

**(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)**

**Ordinary Business Item No. 03:**

<b>Name of the Director</b>	Mrs. Bhumikaben Sunilbhai Patel
<b>DIN</b>	06984921
<b>No. of Shares held</b>	8,000 Equity Shares of Rs.10/- each. i.e. 0.31%
<b>Date of Appointment</b>	29.09.2014
<b>Brief Profile</b>	She holds a bachelor's degree in commerce from the Gujarat University. She is having significant years of experience in the Business of Real Estate.
<b>Directorship in other Public Limited Company</b>	Bhanderi Procon Limited
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	Wife of Mr. Sunilbhai Patel and Daughter-in-law of Mr. Dhirubhai Mohanbhai Bhanderi
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	-
<b>Chairman/Member of the Committee of the Board of Directors of other Public Companies*</b>	-

The Board hereby recommends to members re-appointment of the Director Mrs. Bhumikaben Sunilbhai Patel, who retires by rotation at the 15<sup>th</sup> Annual General Meeting and being eligible offers herself for re-appointment and the members are hereby requested to consider the resolution set out in **Item No. 03 of the Ordinary Business.**, the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in this resolution to the extent of their inter-se relationship.

**By order of the Board of Directors  
Bhanderi Infracon Limited**

Place: Ahmedabad  
Date: 28.05.2019

Sd/-  
**Tosha Rachh  
Company Secretary**

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased in presenting 15<sup>th</sup> Annual Report of **Bhanderi Infracon Limited** along with the Company's Audited Financial Statements for the financial year ended March 31, 2019.

### 1. FINANCIAL RESULTS: (Amount in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2018-2019	2017-2018	2018-2019	2017-2018
Sales & other Income	771.95	1545.76	771.95	1550.84
Expenditure	715.82	1438.20	718.61	1441.95
Profit/(Loss) before tax	56.13	107.56	53.34	108.89
Tax	12.22	26.56	12.23	26.56
Profit/(Loss) after tax	43.91	81.00	41.12	82.33

### 2. OPERATIONS:

#### • **Standalone Financial Operations:**

The total income for the year under review was Rs. 771.95 Lakhs as compared to Rs.1545.76 Lakhs in the previous year. The Profit of the Company for the year under review is Rs. 43.91 Lakhs as compared to Rs. 81.00 Lakhs in the previous year.

#### • **Consolidated Financial Operations:**

The total income for the year under review was Rs. 771.95 Lakhs as compared to Rs. 1550.84 Lakhs in the previous year. The Consolidated Profit of the group is Rs. 41.12 Lakhs as compared to Rs. 82.23 Lakhs in the previous year.

### 3. DIVIDEND:

In order to preserve the funds for future growth, your Directors have not recommended any dividend for the financial year 2018-19.

### 4. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Format MGT-9, as required under Section 92 of the Companies Act, 2013 has been enclosed with this Report as "**Annexure I**".

### 5. AMOUNTS TRANSFERRED TO RESERVES:

Your directors do not recommend transfer of any amount out of profits to the reserves.

### 6. SHARE CAPITAL

As on 31<sup>st</sup> March, 2019, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stood at Rs. 2,59,66,000 (Rupees Two Crores Fifty Nine Lakhs Sixty Six Thousands Only) divided into 25,96,600 (Twenty Five Lakhs Ninety Six Thousands Six Hundred Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

## **7. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:**

As on 31<sup>st</sup> March, 2019, the Company has 5 (Five) Subsidiaries which are as follows:

- Bhanderi Gandhinagar Projects Pvt Ltd
- Bhanderi Happiness Private Limited
- Bhanderi Kathwada Projects Private Limited
- Bhanderi Pethapur Projects Pvt Ltd
- Bhanderi Talod Project Pvt Ltd.

Statement containing salient features of the financial statement of Subsidiary Companies in Form AOC-1 forms part of this Annual Report as **Annexure - II**.

## **8. DEPOSITS:**

Details relating to Deposits:

- a. Accepted during the year: NIL
- b. Remained unpaid or unclaimed as at the end of the year – NIL
- c. Default in repayment of deposits or payment of interest thereon during the year – Not Applicable
- d. Deposits not in compliance with the provisions of the Companies Act, 2013 – NIL

## **9. DIRECTORS AND KEY MANAGERIAL PERSON:**

In accordance with the provisions of Companies Act, 2013 and as per Articles of Association of the Company, Mrs. Bhumika Patel (DIN: 06984921), Director of the Company is liable to retire by rotation at the ensuing 15<sup>th</sup> Annual General Meeting of the Company and being eligible offer herself for re-appointment and the Board recommends her re-appointment. During the year, Mr. Mukeshbhai Patel has resigned from the Board w.e.f. 15<sup>th</sup> February 2019.

During the year, the term of Mr. Sunil Patel and Dhirubhai Bhanderi as Managing Director and Whole-time Director respectively has expired on 22<sup>nd</sup> December 2018. In the Board Meeting held on 15<sup>th</sup> November 2018, Board agreed to re-appoint Mr. Sunil Patel as Managing Director for another term of 5 years subject to approval of Members in the General Meeting. Therefore the resolution for re-appointment of Mr. Sunil Patel as Managing Director forms part of the Notice of the Annual General Meeting for another term beginning from 23<sup>rd</sup> December 2018 to 22<sup>nd</sup> December 2023.

Further in the same Board Meeting dated 15<sup>th</sup> November 2018, the Board decided to re-appoint Mr. Dhirubhai Bhanderi as Whole-time Director for another term of 5 years beginning from 23<sup>rd</sup> December 2018 to 22<sup>nd</sup> December 2023 subject to approval of Members in the General Meeting. The resolution for re-appointment of Mr. Dhirubhai Bhanderi as Whole-time Director forms part of the Notice of the Annual General Meeting.

**COMPOSITION OF THE BOARD:**

As on 31<sup>st</sup> March, 2019, the composition of the Board of the Company was as follows:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Category</b>
1	Mr. Dhirubhai Mohanbhai Patel	Chairman cum Whole Time Director	Promoter
2	Mr. Sunil Dhirubhai Patel	Managing Director	Promoter
3	Mrs. Bhumikaben Patel	Non Executive Director	Promoter
4	Mr. Ravindra Bhedab	Independent, Non – Executive Director	Non - Promoter
5	Mr. Kalpeshbhai Buha	Independent, Non – Executive Director	Non - Promoter

**MEETINGS OF THE BOARD:**

During the financial year ended 31<sup>st</sup> March, 2019, 6 (Six) Meetings of the Board were held during the financial year. The Board Meeting dates and details of Directors attendance thereat are as given below:

<b>Sr. No.</b>	<b>Date of Board Meeting</b>	<b>Total No. of Directors as on the date of the Board Meeting</b>	<b>No. of Directors present at the Meeting</b>
1	30.05.2018	6	6
2	24.07.2018	6	6
3	23.10.2018	6	6
4	15.11.2018	6	6
5	03.01.2019	6	6
6	15.02.2019	6	6

**10. DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from its Independent Directors under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**11. COMMITTEES OF THE BOARD AS ON MARCH 31, 2019:**

Board has constituted the following three Committees:

- a. Audit Committee
- b. Nomination & Remuneration Committee
- c. Stakeholders Relationship Committee

**a. Audit Committee:**

In terms of section 177(2) read with section 134(3) of the Companies Act, 2013 the Company constituted Audit Committee. The Audit Committee is responsible to evaluate and oversee financial reporting processes, review the financial statements, quarterly, half yearly/annual financial results, adequacy of internal control systems, discussions with the Auditors on any significant findings, etc. The board has accepted and taken steps to implement all recommendation of Audit Committee.

**Composition of the Audit Committee:**

<b>Name of Member</b>	<b>Designation</b>	<b>Executive, Non – Executive / Independent</b>
Mr. Ravindra Bhedab	Chairperson	Non-Executive/ Independent
Mr. Sunil Patel	Member	Managing Director/Promoter
Mr. Kalpeshbhai Buha	Member	Non – Executive/Independent

The Board in its Meeting held on 30.05.2018, re-constituted the Committee in accordance with Companies Act, 2013.

**Meetings of the Audit Committee:**

Four (4) Meetings of the Audit Committee were held during the financial year. The Audit Committee Meeting dates and details of Members attendance thereat are as given below:

<b>Sr. No.</b>	<b>Date of Audit Committee Meeting</b>	<b>Total No. of Members as on the date of the Audit Committee Meeting</b>	<b>No. of Members present at the Meeting</b>
1	30.05.2018	3	3
2	24.07.2018	3	3
3	15.11.2018	3	3
4	15.02.2019	3	3

**b. Nomination & Remuneration Committee:**

The Remuneration Policy of the Company envisages as follows:

1. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
2. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity;



5. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

**Composition of the Nomination & Remuneration Committee**

Name of Member	Designation	Executive, Non – Executive / Independent
Mr. Kalpeshbhai Buha	Chairperson	Non-Executive/ Independent
Mr. Ravindra Bhedab	Member	Non-Executive/ Independent
Mrs. Bhumikaben Patel	Member	Non – Executive/Promoter

During the year, one Meeting of the Committee was held on 15.11.2018.

The Board in its Meeting held on 30.05.2018, re-constituted the Committee in accordance with Companies Act, 2013.

**c. Stakeholders' Relationship Committee (Formerly known as Shareholder's/ Investor's Grievance Committee):**

The Stakeholders Relationship Committee has been constituted specifically to look into the redressal of the grievances of the security holders of the Company.

**Constitution and terms of reference of the Committee:**

Name of Member	Designation	Non-Executive/Independent
Mr. Ravindra Bhedab	Chairperson	Non – Executive/ Independent
Mr. Sunil Patel	Member	Managing Director/ Promoter/CFO
Mr. Dhirubhai Patel	Member	Chairman cum Whole Time Director/ Promoter

The Board in its Meeting held on 30.05.2018, re-constituted the Committee in accordance with Companies Act, 2013.

**Meetings of the Stakeholders Relationship Committee:**

Relationship Four (4) Meetings of the Stakeholders Committee were held during the financial year. The Stakeholders Relationship Meeting dates and details of Members attendance thereat are as given below:

Sr. No.	Date of Stakeholders Relationship Committee Meeting	Total No. of Members as on the date of the Stakeholders Relationship Committee Meeting	No. of Members present at the Meeting
1	30.05.2018	3	3
2	24.07.2018	3	3
3	15.11.2018	3	3
4	14.02.2019	3	3

**12. RELATED PARTY TRANSACTIONS:**

The related party transactions that were entered into by the Company during the financial year under review were on arms' length basis and in the ordinary course of business. The details with respect to related party transaction in Form AOC-2 are set out in "**Annexure-III**".

**13. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

During the year under review, there has been no such significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**14. CHANGE IN THE NATURE OF BUSINESS:**

During the year, there is no change in the nature of the business of the Company.

**15. REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

**16. VIGIL MECHANISM:**

Company has established a Vigil Mechanism for enabling the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. The Audit Committee of the Board has been entrusted with the responsibility of overseeing the Vigil Mechanism.

**17. CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**18. BOARD EVALUATION:**

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors. The Nomination and Remuneration Committee of the Board is entrusted with the responsibility in respect of the same. The Committee studies the practices prevalent in the industry and advises the Board with respect to evaluation of Board members. On the basis of the recommendations of the Committee, the Board carries an evaluation of its own performance and that of its Committees and individual Directors.

**19. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to provisions contained in section 134(5) of the Companies Act, 2013, your Directors after due inquiry confirm that:

- a. in the preparation of the annual accounts for the financial year ended March 31, 2019 the applicable accounting standards have been followed and no material departures have been made from the accounting standards;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit or loss of the Company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the annual accounts on a going concern basis.
- e. the Directors had laid down internal financial control which are adequate and were operating effectively;
- f. the Directors had devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

**20. STATUTORY AUDITOR & AUDIT REPORT:**

M/s. S A R A & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 29, 2014, to hold office upto ensuing Annual General Meeting after which their term shall expire and they will be eligible for another term of 5 (five) years. The resolution for re-appointment of M/s. S A R A & Associates, Chartered Accountants for another term shall be placed before the Members for their approval. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

**21. SECRETARIAL AUDITORS:**

Ms. Deepali More, Practicing Company Secretary has been appointed as the Secretarial Auditor of the Company for Financial Year 2018-19. The Secretarial Audit Report issued by her has been attached herewith as "**Annexure IV**".

Qualifications made by the Secretarial Auditor in her report and Management reply to the same are as follows:

<b>Qualification by the Secretarial Auditor</b>	<b>Management reply to the same</b>
Company has not appointed Company Secretary	Company has appointed Company Secretary w.e.f. 08.05.2019.
Company has not appointed Internal Auditors	Company is in process of appointing

<p>Company has designated Mr. Sunil Patel, Managing Director as CFO but has not filed relevant Form for the same</p>	<p>Since Mr. Sunil Patel was handling entire operational and financial part of the Company himself, hence he was designated as CFO. The Company is in process of separating positions of CFO &amp; MD and is process of appointing suitable candidate for the post of Chief Financial Officer</p>
----------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, with respect to a loan, guarantee, security or investments covered under are disclosed in the notes to the Financial Statements.

**23. PARTICULARS OF EMPLOYEES**

Disclosure in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as "**Annexure V**".

**24. CORPORATE GOVERNANCE REPORT:**

The Company has been exempt from reporting on corporate governance as per Regulation 15 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015. Therefore, Corporate Governance Report is not attached.

**25. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

There is no case filed during the Financial Year under the said Act, hence the Company has no details to offer.

**26. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

As per Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Annual Report being attached as "**Annexure VI**".

**27. INTERNAL FINANCIAL CONTROL:**

The Board has adopted the policies and procedures for ensuring orderly and efficient conduct of its business, including adherence to the 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 disclosures.

**28. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information required under section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 Companies (Accounts) Rules, 2014 is not applicable in case of the Company. There are no foreign exchange earnings and outgoes in the Company.

**29. RISK MANAGEMENT POLICY:**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment and takes all measures necessary to effectively deal with incidences of risk.

**30. ACKNOWLEDGEMENTS:**

The Board of Directors expresses their deep gratitude for the co – operation and support extended to your Company by its customers, suppliers, bankers and various government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and looks forward to their continued co – operation.

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place: Ahmedabad**

**Date: 28.05.2019**

Sd/-

**Dhirubhai Patel  
(Whole Time Director)  
(DIN: 02043847)**

Sd/-

**Sunil Patel  
(Managing Director)  
(DIN:00307827)**

## Annexure I

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2019</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014</b>

### **I REGISTRATION & OTHER DETAILS:**

i	CIN	L45201GJ2004PLC044481
ii	Registration Date	19.07.2004
iii	Name of the Company	Bhanderi Infracon Limited
iv	Category/Sub-category of the Company	Indian Non-Government Company Limited by Shares
v	Address of the Registered office & contact details	B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad – 382350 Tel. No.: 079-22830245
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. Unit no. 9, Shiv Shakti Ind. Estt., J .R. BorichaMarg, Lower Parel (E), Mumbai - 400011 Tel. No.: 022-2301 2518

### **II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

<b>SL No</b>	<b>Name &amp; Description of main products/services</b>	<b>NIC Code of the Product /service</b>	<b>% to total turnover of the company</b>
1	Real Estate activities with own or leased property	681	99.88

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:**

<b>Sr. No.</b>	<b>Name &amp; Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary/ Associate</b>	<b>% of Shares Held</b>	<b>Applicable Section</b>
1	Bhanderi Gandhinagar Projects Pvt. Ltd.	U74999GJ2018PTC101541	Subsidiary Company	75	2(87)
2	Bhanderi Pethapur Projects Pvt. Ltd.	U45309GJ2017PTC099506	Subsidiary Company	75	2(87)
3	Bhanderi Talod Project Pvt. Ltd.	U74999GJ2018PTC101018	Subsidiary Company	75	2(87)
4	Bhanderi Happiness Private Limited	U74993GJ2018PTC101745	Subsidiary Company	75	2(87)
5	Bhanderi Kathwada Projects Private Limited	U74999GJ2018PTC101610	Subsidiary Company	75	2(87)

**A. Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year 31/03/2018				No. of Shares held at the end of the year 31/03/2019				% of Change during the year
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
(g) Individuals/ HUF	1479600	0	1479600	56.98	1479600	0	1479600	56.98	0.00
(h) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(i) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(j) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(k) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(l) Any Other....									
* DIRECTORS	0	0	0	0.00	0	0	0	0.00	0.00
* DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (A)(1):-</b>	<b>1479600</b>	<b>0</b>	<b>1479600</b>	<b>56.98</b>	<b>1479600</b>	<b>0</b>	<b>1479600</b>	<b>56.98</b>	<b>0.00</b>
(2) <b>Foreign</b>									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals	0	0	0	0.00	0	0	0	0.00	
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....									
<b>Sub Total (A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1479600</b>	<b>0</b>	<b>1479600</b>	<b>56.98</b>	<b>1479600</b>	<b>0</b>	<b>1479600</b>	<b>56.98</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
(1) <b>Institutions</b>									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00



(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
* U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
* FINANCIAL INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
* I.D.B.I.	0	0	0	0.00	0	0	0	0.00	0.00
* I.C.I.C.I.	0	0	0	0.00	0	0	0	0.00	0.00
* GOVERMENT COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
* STATE FINANCIAL CORPORATION	0	0	0	0.00	0	0	0	0.00	0.00
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0.00
* ANY OTHER	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0.00
<b>(2) Non-Institutions</b>									
(a) Bodies Corp.									
(i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	68400	0	68400	2.63	68400	0	68400	2.63	0.00
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	326800	567000	893800	34.42	326800	567000	893800	34.42	0.00

(c) Others (specify)									
* N.R.I. (NON- REPAT)	0	0	0	0.00	0	0	0	0.00	0.00
* N.R.I. (REPAT)	0	0	0	0.00	0	0	0	0.00	0.00
* FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST	0	0	0	0.00	0	0	0	0.00	0.00
* HINDU UNDIVIDED FAMILY	81600	0	81600	3.14	81600	0	81600	3.14	0.00
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
* MARKET MAKER	73200	0	73200	2.82	73200	0	73200	2.82	0.00
* CLEARING MEMBERS	0	0	0	0.00	0	0	0	0.00	0.00
* DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.00
* OTHER DIRECTORS & RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(2):-</b>	<b>550000</b>	<b>567000</b>	<b>1117000</b>	<b>43.02</b>	<b>550000</b>	<b>567000</b>	<b>1117000</b>	<b>43.02</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>550000</b>	<b>567000</b>	<b>1117000</b>	<b>43.02</b>	<b>550000</b>	<b>567000</b>	<b>1117000</b>	<b>43.02</b>	<b>0.00</b>
<b>C. TOTSHR held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A + B + C)</b>	<b>2029600</b>	<b>567000</b>	<b>2596600</b>	<b>100.00</b>	<b>2029600</b>	<b>567000</b>	<b>2596600</b>	<b>100.00</b>	<b>0.00</b>
Other	0	0	0	0.00	0	0	0	0.00	0.00

**B. Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year 31.03.2018			Shareholding at the end of the year 31.03.2019			% 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	Sunil Dhirubhai Patel	1438100	55.38	0	1438100	55.38	0	0
2	Dhirubhai Mohanbhai Patel	8500	0.33	0	8500	0.33	0	0
3	Sunil Dhirubhai Patel HUF	8500	0.33	0	8500	0.33	0	0
4	Dhirubhai Mohanbhai Patel HUF	8500	0.33	0	8500	0.33	0	0
5	Patel Ramilaben Dhirubhai	8000	0.31	0	8000	0.31	0	0
6	Patel Bhumika Sunil Bhai	8000	0.31	0	8000	0.31	0	0

**C. Change in Promoter's Shareholding:-** During the year under the review, there is no change in Promoters Shareholding.

**D. Shareholding Pattern of top ten Shareholders:**

Sr No.		Shareholding at the beginning of the year 31.03.2018		Cumulative Shareholding during the year 31.03.2019		Type
		No. of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	Joindre Capital Services Ltd.					
	31.03.2018	73200	2.82			
	31.03.2019			73200	2.82	
2	Madan Gopal Agarwal (HUF)					
	31.03.2018	68400	2.63			
	31.03.2019			68400	2.63	
3	Pravinkumar Vaghasiya					
	31.03.2018	62000	2.39			
	31.03.2019			62000	2.39	
4	Amitkumar Thakar					
	31.03.2018	62000	2.39			
	31.03.2019			62000	2.39	
5	Kishor M Patel					
	31.03.2018	58200	2.24			
	31.03.2019			58200	2.24	
6	Hasmukhlal H Thakar					
	31.03.2018	56000	2.16			
	31.03.2019			56000	2.16	
7	Rekhaben P Vaghasiya					
	31.03.2018	55800	2.15			
	31.03.2019			55800	2.15	
8	Savaliya Mukesh Ramubhai					
	31.03.2018	55400	2.13			
	31.03.2019			55400	2.13	

9	Malaviya Divyesh Kumar				
	31.03.2018	55200	2.13		
	31.03.2019			55200	2.13
10	Virambhai Desai				
	31.03.2018	54800	2.11		
	31.03.2019			54800	2.11

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

Sr. No		Shareholding at the beginning of the year 31.03.2018		Cumulative Shareholding during the year 31.03.2019		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	Sunil Dhirubhai Patel	1438100	55.38			
	31/03/2019			1438100	55.38	
2	Dhirubhai Mohanbhai Patel	8500	0.33			
	31/03/2019			8500	0.33	
5	Bhumika Sunilbhai Patel	8000	0.31			
	31/03/2019			8000	0.31	

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	100891542	0	100891542
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>100891542</b>	<b>0</b>	<b>100891542</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	0	0	0	0
Reduction	0	0	0	0
<b>Net Change</b>	<b>0</b>	<b>(86652648)</b>	<b>0</b>	<b>(86652648)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	14238894	0	14238894
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>14238894</b>	<b>0</b>	<b>14238894</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL**

**VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES: NIL**

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place:Ahmedabad**

**Date: 28.05.2019**

Sd/-

**Dhirubhai Patel  
(Whole Time Director)  
(DIN: 02043847)**

Sd/-

**Sunil Patel  
(Managing Director)  
(DIN:00307827)**

**Annexure II**  
**FormAOC-1**

(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

(Rs. In Lacs)

Name of the subsidiary	Bhanderi Gandhinagar Projects Pvt Ltd	Bhanderi Happiness Private Limited	Bhanderi Kathwada Projects Private Limited	Bhanderi Pethapur Projects Pvt Ltd	Bhanderi Talod Project Pvt Ltd
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	01.04.2018 to 31.03.2019	10.04.2018 to 31.03.2019	03.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Share capital	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Reserves and surplus	(66,687)	(60,237)	(47,190)	(62,200)	(66,495)
Total assets	29,30,711	73,58,389	2,03,27,000	2,66,11,817	1,89,66,150
Total Liabilities	29,30,711	73,58,389	2,03,27,000	2,66,11,817	1,89,66,150
Investments	-	-	-	-	-
Turnover	-	-	-	-	-
Profit before taxation	(59,187)	(60,237)	(47,190)	(54,700)	(58,995)
Provision for taxation	-	-	-	-	-
Profit after taxation	(59,187)	(60,237)	(47,190)	(54,700)	(58,995)
Proposed Dividend	-	-	-	-	-
Extent of shareholding (in percentage)	75%	75%	75%	75%	75%

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – None
- Names of subsidiaries which have been liquidated or sold during the year – None

**By order of the Board of Directors**  
**Bhanderi Infracon Limited**

Place: Ahmedabad  
Date: 28.05.2019

Sd/-  
**Dhirubhai Patel**  
(Whole Time Director)  
(DIN: 02043847)

Sd/-  
**Sunil Patel**  
(Managing Director)  
(DIN No.:00307827)

**Annexure - III  
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 arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Not applicable
2. Details of contracts or arrangements or transactions at Arm's length basis:

SL. No.	Particulars	Details	Details	Details	Details	Details	Details
1.	Name of the related party & nature of relationship	Sunil Dhirubhai Patel (Managing Director)	Ramilaben Patel (Relative of Director)	Bhanderi Corporation Limited	Dharnidhar Developers	Bhanderi Taloj Project Private Limited	Bhanderi Happiness Private Limited
2.	Nature of contracts/arrangements/transaction	Loan taken	Rent Paid	Work Contract Services	Work Contract Services	Advance Given	Advance Given
3.	Duration of the contracts/arrangements/transaction	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 99,35,000/- Repaid Rs. 9,65,87,648/- Closing as on 31.03.2019 – Rs. 1,42,38,894/-	Rs. 60,000/-	Work Contract Services provided for Rs. 4,12,55,071/-	Work Contract Services of Rs. 3,12,40,664/-	Rs. 5,33,431/-	Rs. 7,97,629/-
5.	Date of approval by the Board	30.05.2018	30.05.2018	30.05.2018	30.05.2018	30.05.2018	30.05.2018
6.	Amount paid as advances, if any	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place:Ahmedabad  
Date: 28.05.2019**

Sd/-  
**Dhirubhai Patel**  
(Whole Time Director)  
(DIN: 02043847)

Sd/-  
**Sunil Patel**  
(Managing Director)  
(DIN No.:00307827)



**Annexure - IV**

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 2017-18**

[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,  
**Bhanderi Infracon Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Bhanderi Infracon 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 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 March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2019 according to the provisions of (to the extent applicable, if any):

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013;
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998and;
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 1998
- 6. The Transfer of Property Act, 1882;
  - 7. Registration Act, 1908;
  - 8. Indian Stamp Act, 1899;
  - 9. Indian Easements Act, 1882;
  - 10. Various sector specific and other state laws as may be made applicable to the Company from time to time;
  - 11. Various Environmental Laws applicable;
  - 12. The Indian Contract Act, 1872;
  - 13. The Specific Relief Act, 1963; and

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The Listing Agreement entered into by the Company with the BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following:

- (i) *Company has not appointed Company Secretary,*
- (ii) *Company has not appointed Internal Auditors*
- (iii) *Company has designated Mr. Sunil Patel, Managing Director as CFO but has not filed relevant Form for the same*

**I further report that:**

During the year under review, the Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes have taken place in the composition of the Board during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, 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:**

The compliance by the Company of applicable financial laws, like Direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

**I further report that** during the audit period:

There were no specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

**Place: Mumbai**  
**Date: 28.05.2019**

Sd/-  
**Deepali More**  
**ACS No.: 32117**  
**C.P. No. 17502**

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

**'Annexure A'**

To,

The Members,

**Bhanderi Infracon Limited**

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

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

**Place: Mumbai**  
**Date: 28.05.2019**

Sd/-  
**Deepali More**  
**ACS No.: 32117**  
**C.P. No. 17502**

## Annexure V

### Details of Ratio of Remuneration of Director

[Section 197(12), r/w Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

(i)	the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	Not Applicable – No remuneration has been paid to the Directors during the year under review.
(ii)	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Not Applicable
(iii)	the percentage increase in the median remuneration of employees in the financial year;	NIL
(iv)	the number of permanent employees on the rolls of Company;	14 (As at 31 <sup>st</sup> March, 2019)
(v)	Affirmation that the remuneration is as per the Remuneration Policy of the Company.	The remuneration is as per the remuneration policy of the Company

**By order of the Board of Directors  
Bhanderi Infracon Limited**

**Place: Ahmedabad  
Date: 28.05.2019**

Sd/-  
**Dhirubhai Patel**  
(Whole Time Director)  
(DIN: 02043847)

Sd/-  
**Sunil Patel**  
(Managing Director)  
(DIN No.:00307827)

## **Annexure - VI**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

We submit herewith our Management and Discussion & Analysis Report on the Company's Business for the year ended 31<sup>st</sup> March, 2019. We have attempted to include on all specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's competitive position.

#### **OVERVIEW OF INDIAN ECONOMY**

The Indian economy had its own sets of challenges during the year. It dealt with issue like high inflation, tightening monetary policy, weakening industrial growth and investments and depreciation rupees. In the domestic market, better macroeconomic conditions, coupled with improved sentiment post the general election, helped India to be among the better performing emerging market economics. There was a slight increase in the GDP Growth, while inflation moderated and the Rupee remained relatively stable during the year.

#### **INDUSTRY REVIEW**

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

#### **BUSINESS OVERVIEW**

Company is engaged in the business of development of the infrastructure activity and development of the commercial activities. Company has taken contract of Residential and Commercial Scheme on the name of "Siddheshwar Hill Square", "Siddheshwar Happiness" and "Dharnidhar Homes". 75% of the construction work is already completed and the rests is under construction. Company expects to complete the construction of the Scheme in early the months of F.Y. 2020-21.

#### **FUTURE OUTLOOKS**

Post implementation of The Real Estate (Regulation and Development) Act, 2016 (RERA), developers are focusing firmly on selling their existing ready inventory and finishing their near completion projects rather than launching new projects. With several smaller realty developers interested in either monetizing their land parcels on outright basis or entering into joint development or development management agreements, your Company believes that RERA shall result in a consolidation in the sector.

Overall, the Real Estate sector is showing growth as compared to last year. Consequently, the Indian real estate sector will emerge stronger, healthier and capable of long periods of sustained growth, provided adequate policy/regulatory support.

### **RISK AND CONCERNS:**

The Real estate market is inherently a cyclical market and is affected by macro economic conditions, changes in applicable government schemes, project cost, consumer financing and liquidity etc. Your Company has taken sufficient care to maintain quality of the construction which differentiates company products from market. However any economic downturn in the years to come, may adversely impact the business.

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

The Company has in place adequate internal financial controls with reference to financial statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

### **DISCLOSURE OF ACCOUNTING TREATMENT**

During the year, the Company has not adopted any accounting treatment which different from that prescribed in an Accounting Standards.

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF BHANDERI INFRACON LIMITED

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

#### Opinion

We have audited the accompanying standalone financial statements of **Bhanderi Infracon Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, and statement of Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

In case of Balance Sheet, of the state of affairs of the Company as at March 31, 2019;

In case of the Statement of Profit & Loss Account, of the profit of Company for the year ended on that date;

In case of the Cash Flow Statement, of the Cash flow of the Company for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

Key Audit Matter	Auditor's Response
Revenue recognition in respect of sale of services:  Revenue from the sale of services (hereinafter	Our Audit Procedure includes the following: <ul style="list-style-type: none"><li>Assessing the appropriateness of the Company's revenue recognition accounting policies.</li></ul>



<p>referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable.</p> <p>The timing of such recognition in case of sale of services is when the actual service has been provided to the customer.</p>	<ul style="list-style-type: none"> <li>• Evaluating the design and implementation of Company's controls in respect of revenue recognition.</li> <li>• Testing the effectiveness of such controls over revenue cut off at year-end.</li> <li>• Obtained confirmations from the customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosure made in financial statements.</li> </ul>
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. 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; design, implementation and maintenance of adequate internal financial controls, that are 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.

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

The Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

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

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

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with the applicable 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, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses does not arise.
  - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

2. 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 B**", a statement on the matters Specified in paragraphs 3 and 4 of the Order.

**For S A R A & Associates**  
**Chartered Accountants**  
**(Firm Registration No. 120927W)**

Sd/-  
**(Manoj Agarwal)**  
**Partner**  
**Membership No. 119509**  
**Mumbai,**  
**Date : 28<sup>th</sup> May, 2019**

## **Annexure – A to the Auditors Report**

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

We have audited the internal financial controls over financial reporting of BHANDERI INFRACON LIMITED (“the Company”) as of March 31, 2019 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 Companies Act, 2013.

#### **Auditors’ Responsibility**

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

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

## **Opinion**

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, 2019, 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 S A R A & Associates  
Chartered Accountants  
(Firm Registration No. 120927W)**

Sd/-  
**(Manoj Agarwal)**  
**Partner**  
**Membership No. 119509**  
**Mumbai,**  
**Date: 28<sup>th</sup> May, 2019**

## **Annexure –B to the Auditors Report**

**The annexure referred to in Independent Auditors Report to the members of BHANDERI INFRACON LIMITED on the standalone financial statements for the year ended 31<sup>st</sup> March, 2019, we report that:**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable. On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- vi. Pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of subsection (1) of Section 209 of the Act, is not applicable to the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, Employees state insurance, income tax, Goods & Service Tax, Cess and other material statutory dues, as applicable, have been regularly deposited during the year by the Company with the appropriate authorities.;  
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues outstanding in respect of provident fund, employees state insurance, Income Tax, Goods and Service Tax and other material statutory dues were in arrears as at 31<sup>st</sup> March 2019 for the period of more than six months from the date they became payable.  
(c) According to the information and explanations given to us, there are no material statutory dues which have not been deposited with the appropriate authority on account of any dispute.

- viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, Paragraph 3(viii) of the Order is not applicable.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration. Accordingly, paragraph 3 (x) of the Order is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) o the Order is not applicable.
- xiii. According to the information and explanation given to us and based on our examinations of the records of the Company, transactions entered into by the Company with the related parties are in compliance with the provisions of section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statement as required by the applicable accounting standard.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not made any preferential allotment of shares. Accordingly, paragraph 3(xiv) of the order is not applicable.
- xv. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, 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 S A R A & Associates**  
**Chartered Accountants**  
**(Firm Registration No. 120927W)**

Sd/-  
**(Manoj Agarwal)**  
**Partner**  
**Membership No. 119509**  
**Mumbai,**  
**Date : 28<sup>th</sup> May, 2019**



**BHANDERI INFRACON LIMITED**  
**CIN No. L45201GJ2004PLC044481**

**BALANCE SHEET (STANDALONE) AS AT MARCH 31, 2019**

	PARTICULARS	NOTE	AS AT MARCH 31, 2019	AS AT MARCH 31, 2018
<b>I</b>	<b><u>EQUITY &amp; LIABILITIES</u></b>			
<b>A</b>	<b><u>SHARE HOLDERS FUND</u></b>			
(i)	Share capital	2	25,966,000	25,966,000
(ii)	Money received against Share Warrant		-	-
(iii)	Reserves & surplus	3	205,146,688	200,754,777
<b>B</b>	<b><u>SHARE APPLICATION MONEY</u></b>		-	-
<b>C</b>	<b><u>NON CURRENT LIABILITIES</u></b>			
(i)	Long term borrowings		-	-
(ii)	Deferred tax liability (Net)	23	21,243	4,322
(iii)	Other long term liabilities		-	-
(iv)	Long term provisions		-	-
<b>D</b>	<b><u>CURRENT LIABILITIES</u></b>			
(i)	Short term borrowings	4	14,238,894	100,891,542
(ii)	Trade payables	5	41,928,504	40,428,393
(iii)	Other current liabilities	6	26,872,162	31,921,088
(iv)	Short term provisions	7	1,725,860	3,338,675
	<b>TOTAL</b>		<b>315,899,352</b>	<b>403,304,797</b>
<b>II</b>	<b><u>ASSETS</u></b>			
<b>A</b>	<b><u>NON CURRENT ASSETS</u></b>			
(i)	<b>Fixed Assets</b>			
a.	Tangible assets	8	172,230	195,253
b.	Intangible assets		-	-
c.	Capital work-in-progress		-	-
(ii)	Non current investments	9	33,960,514	132,367,029
(iii)	Long term loans & advances		-	-
(iv)	Deferred tax asset (Net)	23	-	-
(v)	Other non-current assets		-	-

<b>B</b>	<b>CURRENT ASSETS</b>			
(i)	Current investments		-	-
(ii)	Inventories	10	196,212,191	197,739,466
(iii)	Trade receivable	11	49,789,277	48,423,649
(iv)	Cash & cash equivalents	12	10,066,470	2,204,816
(v)	Short term loans & advances	13	25,698,671	22,349,519
(vi)	Other current assets	14	-	25,065
	<b>TOTAL</b>		<b>315,899,352</b>	<b>403,304,797</b>

The accompanying notes form an integral part of the Standalone Financial Statement

1 to 28

As per our Report of even date

**For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No : 120927W,**

Sd/-  
**Manoj Agarwal  
Partner  
Membership No. 119509  
Ahmedabad, May 28, 2019**

**For Bhanderi Infracon Limited,**

Sd/-  
**Dhirubhai Patel  
Chairman & Whole Time Director  
DIN: 02043847**

Sd/-  
**ToshaRachh  
Company Secretary**

Sd/-  
**Sunil Patel  
Managing Director  
DIN:00307827**

**STATEMENT OF PROFIT & LOSS ACCOUNT (STANDALONE) FOR THE PERIOD ENDED  
MARCH 31, 2019**

	PARTICULARS	NOTE	YEAR ENDED MARCH 31, 2019	YEAR ENDED MARCH 31, 2018
<b>I</b>	<b>REVENUE FROM OPERATIONS</b>			
(i)	Sales and services	15	76,755,735	153,388,140
(ii)	Other income	16	439,489	1,187,917
	<b>TOTAL REVENUE</b>		<b>77,195,223</b>	<b>154,576,057</b>
<b>II</b>	<b>EXPENDITURE</b>			
(i)	Cost of Operation	17	61,441,314	133,712,964
(ii)	Increase/Decrease in Inventories	18	1,527,275	2,442,792
(iii)	Employee benefits expenses	19	3,525,350	3,534,750
(iv)	Depreciation and amortization expense	8	52,387	74,061
(v)	Other expenses	20	5,035,454	4,055,005
	<b>TOTAL EXPENSES</b>		<b>71,581,780</b>	<b>143,819,572</b>
	<b>Profit /(Loss) before Tax</b>		<b>5,613,444</b>	<b>10,756,485</b>
	Less: Provision for Income Tax		(1,400,000)	(3,000,000)
	Less: Provision for Deferred Tax		(16,921)	(26,473)
	Less: Short / Excess Provision of Earlier Years		195,390	370,045
	<b>Profit / (Loss) after Tax</b>		<b>4,391,912</b>	<b>8,100,057</b>

Basic Earning Per Share	26	1.69	3.12
Diluted Earning Per Share	26	1.69	3.35

**The accompanying notes form an integral part of the Standalone Financial Statement.**

**1 to 28**

**As per our Report of even date**

**For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No : 120927W,**

**For Bhanderi Infracon Limited,**

Sd/-  
Dhirubhai Patel  
**Chairman & Whole Time Director**  
**DIN: 02043847**

Sd/-  
Sunil Patel  
**Managing Director**  
**DIN:00307827**

Sd/-  
**Manoj Agarwal**  
**Partner**  
**Membership No. 119509**  
**Ahmedabad, May 28, 2019**

Sd/-  
**ToshaRachh**  
**Company Secretary**

## CASH FLOW STATEMENT (STANDALONE) FOR THE YEAR ENDED MARCH 31, 2019

PARTICULARS	31-Mar-19	31-Mar-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	5,613,444	10,756,485
<b>Adjustment for</b>		
Add: Depreciation	52,387	74,061
Less: Share of Profit from Partnership Firm	(428,896)	(1,004,031)
	<b>(376,509)</b>	<b>(929,970)</b>
<b>Operating profit before working capital changes</b>	<b>5,236,934</b>	<b>9,826,515</b>
<b>Adjustment for</b>		
Inventory	1,527,275	2,442,792
Trade Receivable	(1,365,628)	(16,833,773)
Trade Payables	1,500,111	9,358,394
Other Current liabilities	(5,048,926)	29,759,966
Short-term Provision	(12,815)	275,675
Other Current Assets	25,065	(25,065)
Working Capital changes	<b>(3,374,918)</b>	<b>24,977,989</b>
<b>Cash Generated From Operation</b>	<b>1,862,016</b>	<b>34,804,503</b>
Income Taxes Paid	(1,475,104)	(2,982,284)
<b>A. Cash Flow From Operating Activities</b>	<b>386,912</b>	<b>31,822,219</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Long Term Investments	98,406,515	(99,115,201)
Purchase of Fixed Assets	(29,363)	(136,666)
Profit / (Loss) From Partnership Firm	428,896	1,004,031
<b>Cash Flow From Investing Activities</b>	<b>98,806,048</b>	<b>(98,247,836)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from conversion/issuance of Share Warrant	-	60,037,500
Given Short Term Loans and Advances	(4,678,659)	(10,116,478)
Proceeds from Short Term Borrowings	(86,652,648)	12,500,000
<b>Cash Flow From Financing Activities</b>	<b>(91,331,307)</b>	<b>62,421,022</b>
Net increase/(decrease) in cash and cash Equivalents	7,861,653	(4,004,594)
Opening balance of Cash and Cash Equivalents	2,204,816	6,209,410
<b>Closing Balance Of Cash and Cash Equivalents</b>	<b>10,066,470</b>	<b>2,204,816</b>

For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No. 120927W,

Sd/-

Manoj Agarwal

Partner

Membership No. 119509

Ahmedabad, May 28, 2019

For Bhanderi Infracon Limited

Sd/-

Dhirubhai Patel  
Chairman & Whole Time  
Director  
DIN: 02043847

Sd/-

Sunil Patel  
Managing  
Director  
DIN:00307827

Sd/-

Tosha Rachh  
Company Secretary

## **Note No. 1**

### **A) Company Overview:**

The Company was incorporated on July 19, 2004 under the Companies Act, 1956 ("the Act") in the name and style of Bileshwar Industrial Estate Developers Private Limited. Thereafter name of the company has been changed to Bhanderi Infracon Limited w.e.f. February 26, 2013. The company is engaged in the business of real estate/ real estate development and incidental services.

### **B) Significant Accounting Policies:**

#### **a) Method of Accounting:**

The standalone financial statements are prepared as a going concern under historical cost convention basis, except those with significant uncertainty, and in accordance with the mandatory accounting standards as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). Accounting policies not stated explicitly otherwise are consistent with generally accepted accounting principles.

#### **b) Use of Accounting Estimates:**

The preparation of the standalone financial statements in conformity with Indian GAAP requires management to make estimates and assumption that affect the balances of assets and liabilities and disclosure relating to contingent liabilities as at the reporting date of the standalone financial statements and amounts of income and expenses during the period of account. Example of such estimates includes contract costs expected to be incurred to complete construction contracts, provision for doubtful debts and income tax. Management periodically assesses whether there is an indication that an asset may be impaired and make provision in the account for any impairment losses estimated. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

#### **c) Revenue Recognition:**

Revenue from Construction Property - The Company follows completed project method of accounting. Direct/Allocable expenses incurred during the period are debited to work- in-progress account. The revenue is accounted for as and when the significant risks and rewards of ownership of the units in real estate have passed or deemed to have passed to the buyer and the Projects get completed or substantially completed, to the extent that the economic benefits will flow to the Company and the revenue can be reliably measured.

Incomes from services – Income from services are recognized on the basis of services rendered. Income is accounted net of service tax/goods & service tax.

Share of Profit in Firm – Share of Profit / loss in which Company is a partner is accounted for in the financial year ending (or immediately before) the date of the balance sheet.

Dividend – Dividend income is recognized when right to received is established by the reporting date.

Works Contract Services – Revenue from Works Contract Services is recognized in the profit on loss account on mercantile basis.

**d) Fixed Assets:**

Fixed assets are stated at cost, less accumulated depreciation and amortization. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

**e) Impairment of Assets:**

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

**f) Depreciation:**

Depreciation on Fixed assets has been provided on the basis of useful lives of assets as mentioned in Part 'A', 'B' and 'C' of Schedule II to the Companies Act, 2013. Depreciation on the additions during the period is provided on pro-rata basis.

**g) Inventory:**

Inventories comprise of unsold land and construction work-in-progress which consists of land development expenses of incomplete plots incurred by the company. These are valued at lower of cost or net realizable value.

**h) Investments:**

Investments that are readily realizable and intended to be held for not more than one period are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

**i) Employee Benefits:**

The provisions of Provident Fund Act and Gratuity Act are not applicable to the company since its staff strength is below the threshold limit specified under the statute.

**j) Taxes on Income:**

Tax expenses for a period comprises of current tax and deferred tax.

Current Tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deduction and exemption admissible under the provision of the Income Tax Act, 1961.

Deferred tax reflects the impact of current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier periods. Deferred tax is measured based on the tax rates and the tax law enacted or substantively enacted at the balance sheet date.

**k) Earnings Per Share (EPS):**

In arriving at the EPS, the Company's net profit after tax, computed in terms of the Indian GAAP, is divided by the weighted average number of equity share outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity shares that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The date/s of issue of such potential shares, determine the amount of the weighted average number of potential equity shares.

**l) Provisions, Contingent liabilities and Contingent assets:**

A provision is recognized when the Company has a present obligation because of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are not recognized or disclosed.

**m) Cash and Cash Equivalents:**

Cash and cash equivalent comprises cash at bank and in hand.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

PARTICULARS	MARCH 31, 2019	MARCH 31, 2018
<b><u>NOTE " 2 " SHARE CAPITAL</u></b>		
<u>Authorised Share Capital</u>		
50,00,000 ( P.Y.50,00,000 ) Equity Shares of Rs. 10/- each	50,000,000	50,000,000
<b>Total</b>	<b>50,000,000</b>	<b>50,000,000</b>
<u>Issued, Subscribed and Paid-up Capital</u>		
25,96,600 (P.Y. 25,96,600) Equity shares of Rs.10/-each Fully paid up	25,966,000	25,966,000
<b>Total</b>	<b>25,966,000</b>	<b>25,966,000</b>

i) The company has only one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share. Every shareholder is entitled for dividend, bonus. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

ii) Reconciliation of no. of shares outstanding at the beginning and at the end of the reporting period.

	Outstanding No of Shares as on 31.03.2019	Outstanding No of Shares as on 31.03.2018
Opening Balance	2,596,600	2,029,600
Add: Conversion of Share Warrants	-	567,000
Closing Balance	2,596,600	2,596,600

iii) Details of shareholders holding more than 5% shares in the company

Name of Shareholder	2018-19		2017-18	
	No. of Shares	%	No. of Shares	%
Sunilbhai Patel	14,38,100	55.38	14,38,100	70.86%

iv) Company has made an application for listing of aforesaid 5,67,000 shares to the Bombay Stock Exchange and such application is pending for approval.

v) During the year, there is no change in Authorised or Paid up Capital of Company.



<b>NOTE " 3 " RESERVES AND SURPLUS</b>		
<b>(a) Share Premium Reserve</b>		
Securities Premium Reserve		
Opening Balance	181,474,131	102,094,131
Add: During the year	-	79,380,000
Closing Balance (a)	<b>181,474,131</b>	<b>181,474,131</b>
<b>(b) Balance in Profit &amp; Loss Account</b>		
Opening Balance	19,280,646	11,180,589
Add: Profit for the year	4,391,912	8,100,057
Closing Balance (b)	<b>23,672,558</b>	<b>19,280,646</b>
<b>Total ( a + b)</b>	<b>205,146,689</b>	<b>200,754,777</b>
<b>NOTE " 4 " SHORT TERM BORROWINGS</b>		
From Director	14,238,894	100,891,542
<b>Total</b>	<b>14,238,894</b>	<b>100,891,542</b>
<b>NOTE " 5 " TRADE PAYABLES</b>		
Due to Micro, Small and Medium Enterprises	-	-
Others	41,328,504	40,428,393
<b>Total</b>	<b>41,328,504</b>	<b>40,428,393</b>
<b>NOTE " 6 " OTHER CURRENT LIABILITIES</b>		
Statutory dues	2,536,222	7,543,148
Other Liabilities	1,285,940	1,177,940
Advance received from Debtors	23,050,000	23,200,000
<b>Total</b>	<b>26,872,162</b>	<b>31,921,088</b>
<b>NOTE " 7 " SHORT TERM PROVISIONS</b>		
Provision For Income tax	1,400,000	3,000,000
Provision For Expenses	325,860	338,675
<b>Total</b>	<b>1,725,860</b>	<b>3,338,675</b>

**BHANDERI INFRACON LIMITED**

**FORMING PART OF STANDALONE FINANCIAL STATEMENTS**

**NOTE "8" FIXED ASSETS**

Sr. NO	Particulars	GROSS BLOCK				DEPRECIATION				Net Block as on 31.03.2019	Net Block as on 31.03.2018
		Balance as on 01.04.2018	Addition	Deduction	Balance as on 31.03.2019	Up To 01.04.2018	Addition	Deduction	Up To 31.03.2019		
	<b><u>Tangible Assets</u></b>										
1	Motor Car	367,136	-	-	367,136	315,067	9,598	-	324,665	42,471	52,069
2	Office Equipment	101,610	-	-	101,610	90,559	7,905	-	98,464	3,146	11,051
3	Mobile	82,321	11,990	-	94,311	26,832	11,283	-	38,115	56,196	55,489
4	Computer	193,325	17,373	-	210,698	116,681	23,601	-	140,282	70,416	76,644
	<b>Total</b>	<b>744,392</b>	<b>29,363</b>	<b>-</b>	<b>773,755</b>	<b>549,139</b>	<b>52,387</b>	<b>-</b>	<b>601,526</b>	<b>172,230</b>	<b>195,253</b>
	Previous Year	<b>607,726</b>	<b>136,666</b>	<b>-</b>	<b>744,392</b>	<b>475,078</b>	<b>74,061</b>	<b>-</b>	<b>549,139</b>	<b>195,254</b>	<b>132,648</b>

**BHANDERI INFRACON LIMITED**  
**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS**

PARTICULARS	MARCH 31, 2019	MARCH 31, 2018
<b><u>NOTE " 9 " NON CURRENT INVESTMENT</u></b>		
<b><u>Investment in Equity Shares (Unquoted)</u></b>		
100 Equity shares of The Vijay Co-op Bank Ltd. Rs.10/-	1,005	1,005
<b><u>Investment in Partnership Firm</u></b>		
Dharnidhar Developers	29,909,509	96,700,962
Girnari Infra	300,000	31,500,000
Khetal Enterprises	-	750,000
Sun Agro Farm	-	1,215,062
(Refer Note No. 25 of the audited financial statements)		
<b><u>Investment in Subsidiary Companies</u></b>		
Bhanderi Gandhinagar Projects Pvt Ltd	750,000	750,000
Bhanderi Happiness Private Limited	750,000	-
Bhanderi Kathwada Private Limited	750,000	-
Bhanderi Pethapur Projects Pvt Ltd	750,000	750,000
Bhanderi Talod Project Pvt. Ltd.	700,000	750,000
<b>Total</b>	<b>33,960,514</b>	<b>132,367,029</b>
<b><u>NOTE " 10 " INVENTORIES</u></b>		
(Valued at lower of cost and net realizable value)		
(As certified by Management)		
Stock of Finished Units	196,212,191	197,739,466
<b>Total</b>	<b>196,212,191</b>	<b>197,739,466</b>
<b><u>NOTE " 11 " TRADE RECEIVABLES</u></b>		
<u>Unsecured, considered good</u>		
Outstanding for a period exceeding Six months	-	-
Outstanding for a period less than six months	49,789,277	48,423,649
<b>Total</b>	<b>49,789,277</b>	<b>48,423,649</b>
<b><u>NOTE " 12 " CASH AND BANK BALANCES</u></b>		
(i) Cash on hand	807,660	36,660
(ii) Balance with Bank in Current Account	9,258,810	2,168,156
<b>Total</b>	<b>10,066,470</b>	<b>2,204,816</b>
<b><u>NOTE " 13 " SHORT TERM LOAN &amp; ADVANCES</u></b>		
Advance to Creditors	20,948,407	16,216,057
Advance Income Tax & TDS	3,980,312	5,309,818
Others	769,952	823,643
<b>Total</b>	<b>25,698,671</b>	<b>22,349,519</b>
<b><u>NOTE " 14" OTHER CURRENT ASSETS</u></b>		
Cenvat Credit	-	25,065
<b>Total</b>	<b>-</b>	<b>25,065</b>

<b>NOTE " 15 " REVENUE FROM OPERATIONS</b>		
Sale of Goods	3,000,000	5,250,000
Sale of Services	73,755,735	148,138,140
<b>Total</b>	<b>76,755,735</b>	<b>153,388,140</b>
<b>NOTE " 16 " OTHER INCOME</b>		
Interest Income	9,544	8,526
Other income	1,048	175,360
Share of Profit from Partnership Firm	428,896	1,004,031
<b>Total</b>	<b>439,489</b>	<b>1,187,917</b>
<b>NOTE " 17 " COST OF OPERATION</b>		
Material Purchased	40,018,673	87,723,286
Add: Expenses		
Labour Charges	20,306,812	45,771,982
Other operational expenses	1,115,828	217,697
<b>Total</b>	<b>61,441,314</b>	<b>133,712,964</b>
<b>NOTE " 18 " INCREASE/DECREASE IN INVENTORIES</b>		
Opening Inventories	197,739,466	200,182,258
Less: Closing Inventories	(196,212,191)	(197,739,466)
<b>Total</b>	<b>1,527,275</b>	<b>2,442,792</b>
<b>NOTE " 19 " EMPLOYEE BENEFITS EXPENSES</b>		
Salary & Bonus	3,525,350	3,504,750
Staff Welfare Expenses	-	30,000
<b>Total</b>	<b>3,525,350</b>	<b>3,534,750</b>
<b>NOTE " 20 " OTHER EXPENSES</b>		
Auditors' Remuneration	118,000	95,800
Rent	60,000	60,000
Other Expenses	1,936,186	2,543,908
Travelling Expenses	677,784	430,779
Professional fees	2,243,484	924,519
<b>Total</b>	<b>5,035,454</b>	<b>4,055,005</b>

21. In the opinion of the Board, any of the assets other than fixed assets and non-current investments are approximately of the value stated, if realized in the ordinary course of business. Further provisions have been made for all known & accrued liabilities.
22. The current liabilities include the dues of sundry creditors amounting to Rs. Nil (Previous Period Rs. Nil) relating to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. The parties of Micro, Small and Medium Enterprises to whom, the company owe any sum (principal) outstanding for more than forty-five days, are Nil. Further interest payable on the said outstanding is Nil.
23. The breakup of Deferred Tax Liabilities and Deferred Tax Assets at the end of the period is as under:

<b>Particulars</b>	<b>As on March 31, 2018</b>	<b>During the period</b>	<b>As on March 31, 2019</b>
Deferred Tax Liability:			
Difference of WDV between book and income tax	4,322	16,921	21,243

**24. Related Party Disclosures :**

- a) Name of Related Parties and description of relationship

<b>Relationship</b>	<b>Name of related party</b>
Key Management Personnel(KMP) and Relative of Key Management Personnel (RKMP)	Dhirubhai M. Patel Sunilbhai D. Patel Bhumikaben Patel Ramilaben Patel
Enterprises having common key management personnel or relative of key management personnel	Bhanderi Corporation Limited
Subsidiary Companies / Firms	Bhanderi Gandhidham Projects Pvt. Ltd. Bhanderi Pethapur Projects Pvt. Ltd. Bhanderi Talod Project Pvt. Ltd. Bhanderi Happiness Pvt. Ltd. Dharnidhar Developers Girnari Infra

b) **Transactions with Related Parties:**

<b>Particulars</b>	<b>For the period ended March 31, 2019</b>
<b><u>Transactions with KMP and RKMP</u></b>	
<b>Loan from Directors</b>	
Sunilbhai Patel	Closing Balance Rs.1,42,38,894/-
<b>Loan taken &amp; repaid</b>	
Sunilbhai Patel	Taken – 99,35,000/- Repaid –9,65,87,648/-
<b>Rent paid to Shareholders</b>	
Ramilaben Patel	60,000/-
<b>Transaction with Related Enterprises</b>	
Bhanderi Corporation Limited	Works contract Services Rs. 4,12,55,071/- Advance Received Rs. 2,27,00,000/-
Dharnidhar Developers	Works contract Services Rs. 3,12,40,664/-
<b>Transaction with Subsidiary Company</b>	
Bhanderi Taloj Project Private Limited	Advance given Rs. 5,33,431/-
Bhanderi Happiness Private Limited	Rs. 7,97,629/-

25. **Details of Investment in Partnership Firms:-**

- The company made investments in the partnership firm i) M/s. Dharnidhar Developers, and ii) Girnari Infra. The accounts of the said partnership firms are yet to be finalized. Hence, the share of profit and other closing transactions with the said firms have not been considered in this audited financials.

26. Calculation of Earning Per Share

<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
<b>Basic Earning Per Share</b>		
Opening No. of Equity shares	25,96,600	20,29,600
Closing No. of Equity shares	25,96,600	25,96,600
Weighted no. of Equity shares	25,96,600	24,21,063
Profit After Tax	43,91,912	81,00,057
<b>Basic Earnings per share</b>	<b>1.69</b>	<b>3.35</b>
<b>Basic &amp; Diluted Earning per share</b>	<b>1.69</b>	<b>3.35</b>

27. Balance of current assets and current liabilities are subject to confirmation and reconciliation if any.

28. Previous year's figures are regrouped and re-arranged wherever considered necessary.

**For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No : 120927W,**

Sd/-  
**Manoj Agarwal**  
Partner  
Membership No. 119509  
Ahmedabad, May 28, 2019

**For Bhanderi Infracon Limited**

Sd/-  
**Dhirubhai Patel**  
Chairman & Whole Time Director  
DIN: 02043847

Sd/-  
**ToshaRachh**  
Company Secretary

Sd/-  
**Sunil Patel**  
Managing Director  
DIN:00307827

# INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Members,  
**BHANDERI INFRACON LIMITED**

## Opinion

We have audited the accompanying consolidated financial statements of BHANDERI INFRACON LIMITED ("the Holding Company") and its subsidiaries (Collectively referred to as "the Companies" or "the group") comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as " the consolidated Financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit and its consolidated cash flows for the year ended on that date.

## Basis for Opinion

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

## Key Audit Matters

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

Key Audit Matter	Auditor's Response
Revenue recognition in respect of sale of services:  Revenue from the sale of services (hereinafter referred to as "Revenue") is recognised when the group performs its obligation to its customers and the amount of revenue can be measured	Our Audit Procedure includes the following: <ul style="list-style-type: none"><li>• Assessing the appropriateness of the group's revenue recognition accounting policies.</li><li>• Evaluating the design and implementation of group's controls in respect of revenue recognition.</li><li>• Testing the effectiveness of such controls</li></ul>



<p>reliably and recovery of the consideration is probable.</p> <p>The timing of such recognition in case of sale of services is when the actual service has been provided to the customer.</p>	<p>over revenue cut off at year-end.</p> <ul style="list-style-type: none"> <li>• Obtained confirmations from the customers on sample basis to support existence assertion of trade receivables and assessed the relevant disclosure made in financial statements.</li> </ul>
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### **Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor’s report thereon.

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

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

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

### **Management’s Responsibility for the Consolidated Financial Statements**

The 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 consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes 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; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors of the companies included in Group are responsible for overseeing the Group’s financial reporting process.

## **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

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

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

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

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. 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 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 by the Holding Company so far as appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and 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 applicable 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 of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the group has not paid any remuneration to its directors during the year.

- 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 explanations given to us:

- i. The Group does not have any pending litigations which would impact its financial position.
- ii. The Group did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses is not required.
- iii. There has not been any occasion in case of the Group during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For S A R A & Associates  
Chartered Accountants  
(Firm Registration No. 120927W)**

Sd/-  
**(Manoj Agarwal)**  
Partner  
Membership No. 119509  
Mumbai,  
Date : 28<sup>th</sup> May, 2019

## **Annexure – A to the Auditors Report**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2019, we have audited the internal financial controls over financial report of BHANDERI CORPORATION LIMITED (“the Holding Company”) and its subsidiary companies as of that date.

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

The Respective Board of Directors of the Holding Company and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s and its Subsidiary’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 compliances with the polices or procedures may deteriorate.

### **Opinion**

Our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the 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 S A R A & Associates  
Chartered Accountants  
(Firm Registration No. 120927W)**

Sd/-  
**(Manoj Agarwal)**  
Partner  
Membership No. 119509  
Mumbai,  
Date : 28<sup>th</sup> May, 2019

**BHANDERI INFRACON LIMITED**  
**CIN No. L45201GJ2004PLC044481**

**BALANCE SHEET (CONSOLIDATED) AS AT MARCH 31, 2019**

	PARTICULARS	NOTE	AS AT MARCH 31, 2019	AS AT MARCH 31, 2018
<b>I</b>	<b><u>EQUITY &amp; LIABILITIES</u></b>			
<b>A</b>	<b><u>SHARE HOLDERS FUND</u></b>			
(i)	Share Capital	2	25,966,000	25,966,000
(ii)	Money received against Share Warrant		-	-
(iii)	Reserves & surplus	3	204,919,582	200,737,901
<b>B</b>	<b>SHARE APPLICATION MONEY</b>		-	-
<b>C</b>	<b>MONORITY INTEREST</b>		1,174,298	8,637,584
<b>D</b>	<b><u>NON CURRENT LIABILITIES</u></b>			
(i)	Long term borrowings	4	68,804,164	62,172,285
(ii)	Deferred tax liability (Net)	24	21,243	4,322
(iii)	Other long term liabilities		-	-
(iv)	Long term provisions		-	-
<b>E</b>	<b><u>CURRENT LIABILITIES</u></b>			
(i)	Short term borrowings	5	14,238,894	100,891,542
(ii)	Trade payables	6	43,760,587	40,428,393
(iii)	Other current liabilities	7	26,935,162	33,874,219
(iv)	Short term provisions	8	1,725,860	3,361,175
	<b>TOTAL</b>		<b>387,545,791</b>	<b>476,073,422</b>
<b>II</b>	<b><u>ASSETS</u></b>			
<b>A</b>	<b><u>NON CURRENT ASSETS</u></b>			
(i)	<b>Fixed Assets</b>			
a.	Tangible assets	9	172,230	195,254
b.	Intangible assets		-	-
c.	Capital work-in-progress		-	-
(ii)	Non current investments	10	30,210,514	128,201,967
(iii)	Long term loans & advances		-	-
(iv)	Deferred tax asset (Net)		-	-
(v)	Other non-current assets		-	-

<b>B</b>	<b>CURRENT ASSETS</b>			
(i)	Current investments		-	-
(ii)	Inventories	11	270,795,871	272,296,822
(iii)	Trade receivable	12	50,116,970	48,423,649
(iv)	Cash & cash equivalents	13	11,331,874	3,236,074
(v)	Short term loans & advances	14	24,918,422	23,366,899
(vi)	Other current assets	15	-	352,758
	<b>TOTAL</b>		<b>387,545,791</b>	<b>476,073,422</b>

The accompanying notes form an integral part of the Consolidated Financial Statement

1 to 27

As per our Report of even date

**For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No : 120927W,**

**For Bhanderi Infracon Limited,**

Sd/-  
**Dhirubhai Patel**  
**Chairman & Whole-Time  
Director**  
**DIN: 02043847**

Sd/-  
**Sunil Patel**  
**Managing  
Director**  
**DIN:00307827**

Sd/-  
**Manoj Agarwal**  
**Partner**  
**Membership No. 119509**  
**Ahmedabad, May 28, 2019**

Sd/-  
**Tosha Rachh**  
**Company Secretary**



**STATEMENT OF PROFIT & LOSS ACCOUNT (CONSOLIDATED) FOR THE PERIOD ENDED MARCH 31, 2019**

	<b>PARTICULARS</b>	<b>NOTE</b>	<b>YEAR ENDED MARCH 31, 2019</b>	<b>YEAR ENDED MARCH 31, 2018</b>
<b>I</b>	<b><u>REVENUE FROM OPERATIONS</u></b>			
(i)	Sales and services	16	76,755,735	154,360,777
(ii)	Other income	17	439,488	722,855
	<b>TOTAL REVENUE</b>		<b>77,195,223</b>	<b>155,083,632</b>
<b>II</b>	<b><u>EXPENDITURE</u></b>			
(i)	Cost of Operation	18	61,441,313	141,305,786
(ii)	Increase/Decrease in Inventories	19	1,500,951	(4,809,637)
(iii)	Employee benefits expenses	20	3,525,350	3,504,750
(iv)	Depreciation and amortization expense	9	52,387	74,061
(v)	Other expenses	21	5,341,087	4,119,666
	<b>TOTAL EXPENSES</b>		<b>71,861,088</b>	<b>144,194,626</b>
	<b>Profit /(Loss) before Tax</b>		<b>5,334,135</b>	<b>10,889,006</b>
	Less: Provision for Income Tax		(1,400,000)	(3,000,000)
	Less: Provision for Deferred Tax		(16,921)	(26,473)
	Less: Short / Excess Provision of Earlier Years		194,390	370,045
	<b>Profit / (Loss) after Tax</b>		<b>4,111,604</b>	<b>8,232,577</b>
	Less: Monority Interest		(70,077)	149,396
	<b>Profit / (Loss) carry forward</b>		<b>4,181,681</b>	<b>8,083,181</b>

Basic Earning Per Share	27	1.61	3.11
Diluted Earning Per Share	27	1.61	3.11

The accompanying notes form an integral part of the Consolidated Financial Statement.

1 to 27

As per our Report of even date  
**For S A R A & Associates,**  
**Chartered Accountants,**  
**Firm Registration No : 120927W**

**For Bhanderi Infracon Limited**

Sd/-  
**Manoj Agarwal**  
**Partner**  
**Membership No. 119509**  
**Ahmedabad, May 28, 2019**

Sd/-  
**Dhirubhai Patel**  
**Chairman & Whole-Time Director**  
**DIN: 02043847**

Sd/-  
**Sunil Patel**  
**Managing Director**  
**DIN:00307827**

Sd/-  
**Tosha Rachh**  
**Company Secretary**

## CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31,2019

PARTICULARS	31-Mar-19	31-Mar-18
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	5,334,135	10,889,006
<b>Adjustment for</b>		
Add: Depreciation	52,387	74,061
	<b>52,387</b>	<b>74,061</b>
<b>Operating profit before working capital changes</b>	<b>5,386,522</b>	<b>10,963,067</b>
<b>Adjustment for</b>		
Inventory	1,500,951	(72,114,564)
Trade Receivable	(1,365,628)	(16,833,773)
Trade Payables	3,332,194	9,358,394
Other Current liabilities	(6,939,057)	31,713,097
Short-term Provision	(35,315)	298,175
Other Current Assets	(25,065)	352,758
Working Capital changes	<b>(3,531,919)</b>	<b>(47,225,914)</b>
<b>Cash Generated From Operation</b>	<b>1,854,603</b>	<b>(36,262,848)</b>
Income Taxes Paid	(1,475,104)	(2,999,663)
<b>A. Cash Flow From Operating Activities</b>	<b>379,499</b>	<b>(39,262,511)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Long Term Investment (Including share of minority)	90,647,374	(87,167,467)
Purchase of Fixed Assets (Net)	(29,363)	(136,666)
<b>Cash Flow From Investing Activities</b>	<b>90,618,011</b>	<b>(87,304,133)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from conversion/issuance of Share Warrant	-	60,037,500
Short Term Loans and Advances	(2,881,030)	(11,116,478)
Proceeds from Long / Short Term Borrowings	(80,020,769)	74,672,285
<b>Cash Flow From Financing Activities</b>	<b>(82,901,799)</b>	<b>123,593,307</b>
Net increase/(decrease) in cash and cash Equivalents	8,095,710	(2,973,336)
Opening balance of Cash and Cash Equivalents	3,236,074	6,209,410
<b>Closing Balance Of Cash and Cash Equivalents</b>	<b>11,331,784</b>	<b>3,236,074</b>

For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No. 120927W,

Sd/-  
Manoj Agarwal  
Partner  
Membership No. 119509  
Mumbai, May 28, 2019

For Bhanderi Infracon Limited

Sd/-  
Dhirubhai Patel  
Chairman & Whole  
Time Director  
DIN: 02043847

Sd/-  
Sunil Patel  
Managing Director  
DIN: 00307827

Sd/-  
Tosha Rachh  
Company Secretary

## **Note No. 1**

### **A. PRINCIPLES OF CONSOLIDATION:**

The Consolidation financial statements consist of **Bhanderi Infracon Limited** ("the Company") and its Subsidiaries (Collectively referred to as "the Group"). The Consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions if any, resulting in unrealised profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
- The financial statements of the subsidiaries used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2019.
- Audited financial statements of the Subsidiaries (i) Bhanderi Gandhinagar Projects Private Limited, (ii) Bhanderi Pethapur Projects Private Limited, (iii) Bhanderi Taloj Projects Private Limited, (iv) Bhanderi Happiness Private Limited & (v) Bhanderi Kathwada Projects Private Limited have been considered for the purpose of this consolidation.

<b>Name of the Subsidiary</b>	<b>Type</b>	<b>Country</b>	<b>% ownership</b>
Bhanderi Gandhinagar Projects Private Limited	Company	India	75%
Bhanderi Pethapur Projects Private Limited	Company	India	75%
Bhanderi Taloj Projects Private Limited	Company	India	75%
Bhanderi Happiness Private Limited	Firm	India	75%
Bhanderi Kathwada Projects Private Limited	Firm	India	75%

- The accounts of the subsidiaries/associates Dharnidhar Developers & Girnari Infra are yet to be finalized hence, the same has not been considered while preparing consolidated financial statement and also intergroup transactions with said entities have not been eliminated while preparing this consolidated financial statement.

### **B. Significant Accounting Policies:**

#### **a) Method of Accounting:**

The financial statements are prepared as a going concern under historical cost convention basis, except those with significant uncertainty, and in accordance with the mandatory accounting standards as specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). Accounting policies not stated explicitly otherwise are consistent with generally accepted accounting principles.

**b) Use of Accounting Estimates:**

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumption that affect the balances of assets and liabilities and disclosure relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses during the period of account. Example of such estimates includes contract costs expected to be incurred to complete construction contracts, provision for doubtful debts and income tax. Management periodically assesses whether there is an indication that an asset may be impaired and make provision in the account for any impairment losses estimated. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

**c) Revenue Recognition:**

Revenue from Construction Property - The Company follows completed project method of accounting. Direct/Allocable expenses incurred during the period are debited to work- in-progress account. The revenue is accounted for as and when the significant risks and rewards of ownership of the units in real estate have passed or deemed to have passed to the buyer and the Projects get completed or substantially completed, to the extent that the economic benefits will flow to the Company and the revenue can be reliably measured.

Incomes from services – Income from services are recognized on the basis of services rendered. Income is accounted net of service tax/goods & service tax.

Share of Profit in Firm – Share of Profit / loss in which Company is a partner is accounted for in the financial year ending (or immediately before) the date of the balance sheet.

Dividend – Dividend income is recognized when right to received is established by the reporting date.

Works Contract Services – Revenue from Works Contract Services is recognized in the profit on loss account on mercantile basis.

**d) Fixed Assets:**

Fixed assets are stated at cost, less accumulated depreciation and amortization. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

**e) Impairment of Assets:**

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

**f) Depreciation:**

Depreciation on Fixed assets has been provided on the basis of useful lives of assets as mentioned in Part 'A', 'B' and 'C' of Schedule II to the Companies Act, 2013. Depreciation on the additions during the period is provided on pro-rata basis.

**g) Inventory:**

Inventories comprise of unsold land and construction work-in-progress which consists of land development expenses of incomplete plots incurred by the company. These are valued at lower of cost or net realizable value.

**h) Investments:**

Investments that are readily realizable and intended to be held for not more than one period are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

**i) Employee Benefits:**

The provisions of Provident Fund Act and Gratuity Act are not applicable to the company since its staff strength is below the threshold limit specified under the statute.

**j) Taxes on Income:**

Tax expenses for a period comprises of current tax and deferred tax.

Current Tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deduction and exemption admissible under the provision of the Income Tax Act, 1961.

Deferred tax reflects the impact of current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier periods. Deferred tax is measured based on the tax rates and the tax law enacted or substantively enacted at the balance sheet date.

**k) Earnings Per Share (EPS):**

In arriving at the EPS, the Company's net profit after tax, computed in terms of the Indian GAAP, is divided by the weighted average number of equity share outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity shares that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The date/s of issue of such potential shares, determine the amount of the weighted average number of potential equity shares.

**l) Provisions, Contingent liabilities and Contingent assets:**

A provision is recognized when the Company has a present obligation because of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are not recognized or disclosed.

**m) Cash and Cash Equivalents:**

Cash and cash equivalent comprises cash at bank and in hand.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

PARTICULARS	MARCH 31, 2019	MARCH 31, 2018
<b><u>NOTE " 2 " SHARE CAPITAL</u></b>		
<u>Authorised Share Capital</u> 50,00,000 ( P.Y.50,00,000 ) Equity Shares of Rs. 10/- each	50,000,000	50,000,000
<b>Total</b>	<b>50,000,000</b>	<b>50,000,000</b>
<u>Issued, Subscribed and Paid-up Capital</u> 25,96,600 (P.Y. 25,96,600) Equity shares of Rs.10/-each Fully paid up	25,966,000	25,966,000
<b>Total</b>	<b>25,966,000</b>	<b>25,966,000</b>

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

ii) Reconciliation of no. of shares outstanding at the beginning and at the end of the reporting period.

	Outstanding No of Shares as on 31.03.2019	Outstanding No of Shares as on 31.03.2018
Opening Balance	2,596,600	2,029,600
Add: Conversion of Share Warrants	-	567,000
Closing Balance	2,596,600	2,596,600
iii) Details of shareholders holding more than 5% shares in the company		

	2018-19		2017-18	
Name of Shareholder	No. of Shares	%	No. of Shares	%
Sunilbhai Patel	14,38,100	55.38	14,38,100	55.38

<b><u>NOTE " 3" RESERVES AND SURPLUS</u></b>		
<b><u>(a) Share Premium Reserve</u></b>		
Securities Premium Reserve		
Opening Balance	181,474,131	102,094,131
Add: During the year	-	79,380,000
	<b>181,474,131</b>	<b>181,474,131</b>
	-	-
Closing Balance (a)	<b>181,474,131</b>	<b>181,474,131</b>
<b><u>(b) Balance in Profit &amp; Loss Account</u></b>		
Opening Balance	19,263,771	11,180,589
Add: Profit for the year	4,181,681	8,083,181
Closing Balance (b)	<b>23,445,452</b>	<b>19,263,771</b>
<b>Total ( a + b)</b>	<b>204,919,582</b>	<b>200,737,901</b>
<b><u>NOTE " 4 " LONG TERM BORROWINGS</u></b>		
From Director	50,888,024	26,019,959
From Body Corporates	1,447,714	17,916,140
From Others	16,468,426	18,236,186
<b>Total</b>	<b>68,804,164</b>	<b>62,172,285</b>
<b><u>NOTE " 5 " SHORT TERM BORROWINGS</u></b>		
From Director	14,238,894	100,891,542
<b>Total</b>	<b>14,238,894</b>	<b>100,891,542</b>
<b><u>NOTE " 6 " TRADE PAYABLES</u></b>		
Due to Micro, Small and Medium Enterprises	-	-
Others	43,760,587	40,428,393
<b>Total</b>	<b>43,760,587</b>	<b>40,428,393</b>
<b><u>NOTE " 7 " OTHER CURRENT LIABILITIES</u></b>		
Statutory dues	2,549,222	7,543,148
Other Liabilities	1,335,940	3,131,071
Advance received from Debtors	23,050,000	23,200,000
<b>Total</b>	<b>26,935,162</b>	<b>33,874,219</b>
<b><u>NOTE " 8 " SHORT TERM PROVISIONS</u></b>		
Provision For Income tax	1,400,000	3,000,000
Provision For Expenses	325,860	361,175
<b>Total</b>	<b>1,725,860</b>	<b>3,361,175</b>



**BHANDERI INFRACON LIMITED**

**FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE "9" – FIXED ASSETS**

Sr. No	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.2019	NET BLOCK AS ON 31.03.2018
		Balance as on 01.04.2018	Addition	Deduction	Balance as on 31.03.2019	Up To 01.04.2018	Addition	Deduction	Up To 31.03.2019		
	<u>Tangible Assets</u>										
1	Motor Car	367,136	-	-	367,136	315,067	9,598	-	324,665	42,471	52,069
2	Office Equipment	101,610	-	-	101,610	90,559	7,905	-	98,464	3,146	11,051
3	Mobile	82,321	11,990	-	94,311	26,832	11,283	-	38,115	56,196	55,489
4	Computer	193,325	17,373	-	210,698	116,681	23,601	-	140,282	70,416	76,644
	<b>Total</b>	<b>744,392</b>	<b>29,363</b>	<b>-</b>	<b>773,755</b>	<b>549,139</b>	<b>52,387</b>	<b>-</b>	<b>601,526</b>	<b>172,230</b>	<b>195,254</b>
	Previous Year	607,726	136,666	-	744,392	475,078	74,061	-	549,139	195,254	132,649

**BHANDERI INFRACON LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS**

PARTICULARS	31 <sup>ST</sup> MARCH, 2019	31 <sup>ST</sup> MARCH, 2018
<b><u>NOTE " 10 " NON CURRENT INVESTMENT</u></b>		
<b><u>Investment in Equity Shares (Unquoted)</u></b>		
100 Equity shares of The Vijay Co-op Bank Ltd. Rs.10/- each	1,005	1,005
<b><u>Investment in Partnership Firm</u></b>		
Dharnidhar Developers	29,909,509	96,700,962
Girnari Infra (Refer Note No. 26 of the audited financial statements)	300,000	31,500,000
<b>Total</b>	<b>30,210,514</b>	<b>128,201,967</b>
<b><u>NOTE " 11 " INVENTORIES</u></b>		
(Valued at lower of cost and net realizable value) (As certified by Management)		
Stock of Finished Units	270,795,871	272,296,822
<b>Total</b>	<b>270,795,871</b>	<b>272,296,822</b>
<b><u>NOTE " 12 " TRADE RECEIVABLES</u></b>		
<u>Unsecured, considered good</u>		
Outstanding for a period exceeding Six months	327,693	327,693
Outstanding for a period less than six months	49,789,277	48,423,649
<b>Total</b>	<b>50,116,970</b>	<b>48,751,342</b>
<b><u>NOTE " 13 " CASH AND BANK BALANCES</u></b>		
(i) Cash on hand	844,594	63,437
(ii) Balance with Bank in Current Account	10,487,190	3,172,637
<b>Total</b>	<b>11,331,784</b>	<b>3,236,074</b>
<b><u>NOTE " 14 " SHORT TERM LOAN &amp; ADVANCES</u></b>		
Advance to Creditors	20,150,778	16,216,057
Advance Income Tax & TDS	3,997,692	5,327,198
Others	769,952	1,823,643
<b>Total</b>	<b>24,918,422</b>	<b>23,366,899</b>
<b><u>NOTE " 15" OTHER CURRENT ASSETS</u></b>		
Other Current Assets	-	-
Cenvat Credit	-	25,065
<b>Total</b>	<b>-</b>	<b>25,065</b>

<b><u>NOTE " 16 " REVENUE FROM OPERATIONS</u></b>		
Sale of Goods	3,000,000	5,250,000
Sale of Services	73,755,735	149,110,777
<b>Total</b>	<b>76,755,735</b>	<b>154,360,777</b>
<b><u>NOTE " 17 " OTHER INCOME</u></b>		
Interest Income	9,544	8,526
Other income	1,048	175,360
Share of Profit from Partnership Firm	428,896	538,969
<b>Total</b>	<b>439,488</b>	<b>722,855</b>
<b><u>NOTE " 18 " COST OF OPERATION</u></b>		
Material Purchased	40,018,673	95,316,108
<u>Add: Expenses</u>		
Labour Charges	20,306,812	45,771,982
Other operational expenses	1,115,828	217,697
<b>Total</b>	<b>61,441,313</b>	<b>141,305,786</b>
<b><u>NOTE " 19 " INCREASE/DECREASE IN INVENTORIES</u></b>		
Opening Inventories	272,296,822	267,487,185
Less: Closing Inventories	(270,795,871)	(272,296,822)
<b>Total</b>	<b>1,500,951</b>	<b>(4,809,637)</b>
<b><u>NOTE " 20 " EMPLOYEE BENEFITS EXPENSES</u></b>		
Salary & Bonus	3,525,350	3,504,750
<b>Total</b>	<b>3,525,350</b>	<b>3,504,750</b>
<b><u>NOTE " 21 " OTHER EXPENSES</u></b>		
Auditors' Remuneration	168,000	118,300
Rent	60,000	60,000
Other Expenses	2,011,319	2,573,908
Travelling Expenses	677,784	442,940
Professional fees	2,423,984	924,519
<b>Total</b>	<b>5,341,087</b>	<b>4,119,666</b>

22. In the opinion of the Board, any of the assets other than fixed assets and non-current investments are approximately of the value stated, if realized in the ordinary course of business. Further provisions have been made for all known & accrued liabilities.
23. The current liabilities include the dues of sundry creditors amounting to Rs. Nil (Previous PeriodRs. Nil) relating to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. The parties of Micro, Small and Medium Enterprises to whom, the company owe any sum (principal) outstanding for more than forty-five days, are Nil. Further interest payable on the said outstanding is Nil.
24. The breakup of Deferred Tax Liabilities and Deferred Tax Assets at the end of the period is as under:

<b>Particulars</b>	<b>As on March 31, 2018</b>	<b>During the period</b>	<b>As on March 31, 2019</b>
Deferred Tax Liability: Difference of WDV between book and income tax	4,322	16,921	21,243

25. **Related Party Disclosures :**

- a) Name of Related Parties and description of relationship

<b>Relationship</b>	<b>Name of related party</b>
Key Management Personnel(KMP) and Relative of Key Management Personnel (RKMP)	Dhirubhai M. Patel Sunilbhai D. Patel Bhumikaben Patel Ramilaben Patel
Enterprises having common key management personnel or relative of key management personnel	Bhanderi Corporation Limited
Subsidiary Companies / Firms	Bhanderi Gandhidham Projects Pvt. Ltd. Bhanderi Pethapur Projects Pvt. Ltd. Bhanderi Taloj Project Pvt. Ltd. Bhanderi Happiness Pvt. Ltd. Dharnidhar Developers Girnari Infra

b) **Transactions with Related Parties:**

<b>Particulars</b>	<b>For the period ended March 31, 2019</b>
<b>Loan from Directors</b>	
Sunilbhai Patel	Closing Balance Rs.1,42,38,894 /-
<b>Loan taken &amp; repaid</b>	
Sunilbhai Patel	Taken – 99,35,000/- Repaid – 9,65,87,648/-
<b>Rent paid to Shareholders</b>	
Ramilaben Patel	60,000/-
<b>Transaction with Related Enterprises</b>	
Bhanderi Corporation Limited	Works contract Services Rs. 4,12,55,071/- Advance Received Rs. 2,27,00,000/-
Dharnidhar Developers	Works contract Services Rs. 3,12,40,664/-

c) **Details of Investment in Partnership Firms:-**

The company has made investments in the partnership firm i) M/s. Dharnidhar Developers, and ii) Girnari Infra. The accounts of the said partnership firms are yet to be finalized. Hence, the share of profit and other closing transactions with the said firms have not been considered.

d) **Calculation of Earning Per Share**

<b><u>Particulars</u></b>	<b>2018-19</b>	<b>2017-18</b>
<b><u>Basic Earning Per Share</u></b>		
<b>Opening No. of Equity shares</b>	25,96,600	20,29,600
<b>Closing No. of Equity shares</b>	25,96,600	25,96,600
<b>Weighted no. of Equity shares</b>	25,96,600	24,21,063
<b>Profit After Tax</b>	41,81,681	80,83,181
<b>Basic Earnings per share</b>	<b>1.61</b>	<b>3.34</b>
<b>Basic &amp; Diluted Earning per share</b>	<b>1.61</b>	<b>3.34</b>

- e) Balance of current assets and current liabilities are subject to confirmation and reconciliation if any.
- f) Previous year's figures are regrouped and re-arranged wherever considered necessary.

**For S A R A & Associates,  
Chartered Accountants,  
Firm Registration No. 120927W,**

**Sd/-  
Manoj Agarwal  
Partner  
Membership No. 119509  
Ahmedabad, May 28, 2019**

**For Bhanderi Infracon Limited**

**Sd/-  
Dhirubhai Patel  
Chairman & Whole Time Director  
DIN: 02043847**

**Sd/-  
ToshaRachh  
Company Secretary**

**Sd/-  
Sunil Patel  
Managing Director  
DIN:00307827**

**ATTENDANCE SLIP**

**15<sup>th</sup> Annual General Meeting on 27<sup>th</sup> September 2019**

<b>Regd. Folio/D.P. ID &amp; Client ID</b>	
<b>Name and Address of the Shareholder</b>	
<b>Joint Shareholder(s)</b>	
<b>No. of Shares Held</b>	

I /We hereby record my/our presence at the 15<sup>th</sup> Annual General Meeting of the Members of **Bhanderi Infracon Limited** to be held at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 on Friday, 27<sup>th</sup> September 2019 at 11.00 a.m.

Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip in the below mentioned table and hand it over at the attendance verification counter at the entrance of the meeting Hall.

Member's Folio/DP ID/ Client ID No.	Member's/Proxy's name in block letters	Member's/ Proxy's Signature

**ELECTRONIC VOTING PARTICULARS**

Electronic Voting Event Number	User ID	Password/PIN

The voting period starts at **24<sup>th</sup> September 2019 at 9.00 a.m.** and ends on **26<sup>th</sup> September 2019 at 5.00 p.m.** The voting module will be disabled by CDSL for voting thereafter.

**Form No. MGT-11**

**PROXY FORM**

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

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No /DP ID Client ID No.:	

I/We, being the Member (s) of .....Shares of the above named Company, hereby appoint

1. Name: -----E-mail Id: -----  
Address: -----  
-----Signature: -----

or failing him/her

2. Name: -----E-mail Id: -----  
Address: -----  
-----Signature: -----

or failing him/her

3. Name: -----E-mail Id: -----  
Address: -----  
-----Signature: -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on the Friday, 27<sup>th</sup> September 2019 at 11.00 p.m. at the Registered Office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 and at any adjournment thereof.



\*I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
	<b>Ordinary Business</b>		
1	To receive, consider, approve and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Report of the Auditors thereon.		
2	To appoint M/s. S A R A & Associates, Chartered Accountants, Mumbai (Firm Registration No 120927W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the twentieth Annual General Meeting and to fix their remuneration.		
3	To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.		
	<b>Special Business</b>		
4	To re-appoint Mr. Sunil Dhirubhai Patel as Managing Director of the Company		
5	To re-appoint Mr. Dhirubhai Mohanbhai Bhanderi as Whole Time Director of the Company		

Signed this..... day of..... 2019

\_\_\_\_\_  
Signature of Shareholder

Affix Stamp	Revenue
----------------	---------

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

\* Please put a (√) in the appropriate column against the Resolutions indicated in the Box. Alternatively, you may mention the number of Shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**BALLOT FORM**15<sup>th</sup> Annual General Meeting on 27<sup>th</sup> September 2019

Name(s) of the Member(s):

Address:

Folio No. / DPID No. and Client ID:

Number of Equity Share(s) held:

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed at the 15<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 27<sup>th</sup> September 2019 at 11.00 a.m. at the Registered Office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, in respect of businesses as stated in the Notice dated 28<sup>th</sup> May 2019 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	<b>Ordinary Business</b>			
1	To receive, consider, approve and adopt:  a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and  b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.			
2	To appoint M/s. S A R A & Associates, Chartered Accountants, Mumbai (Firm Registration No 120927W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the twentieth Annual General Meeting and to fix their remuneration.			
3	To appoint a Director in place of Mrs. Bhumikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.			

	<b>Special Business</b>			
4	To re-appoint Mr. Sunil Dhirubhai Patel as Managing Director of the Company			
5	To re-appoint Mr. Dhirubhai Mohanbhai Bhanderi as Whole Time Director of the Company			

Place:

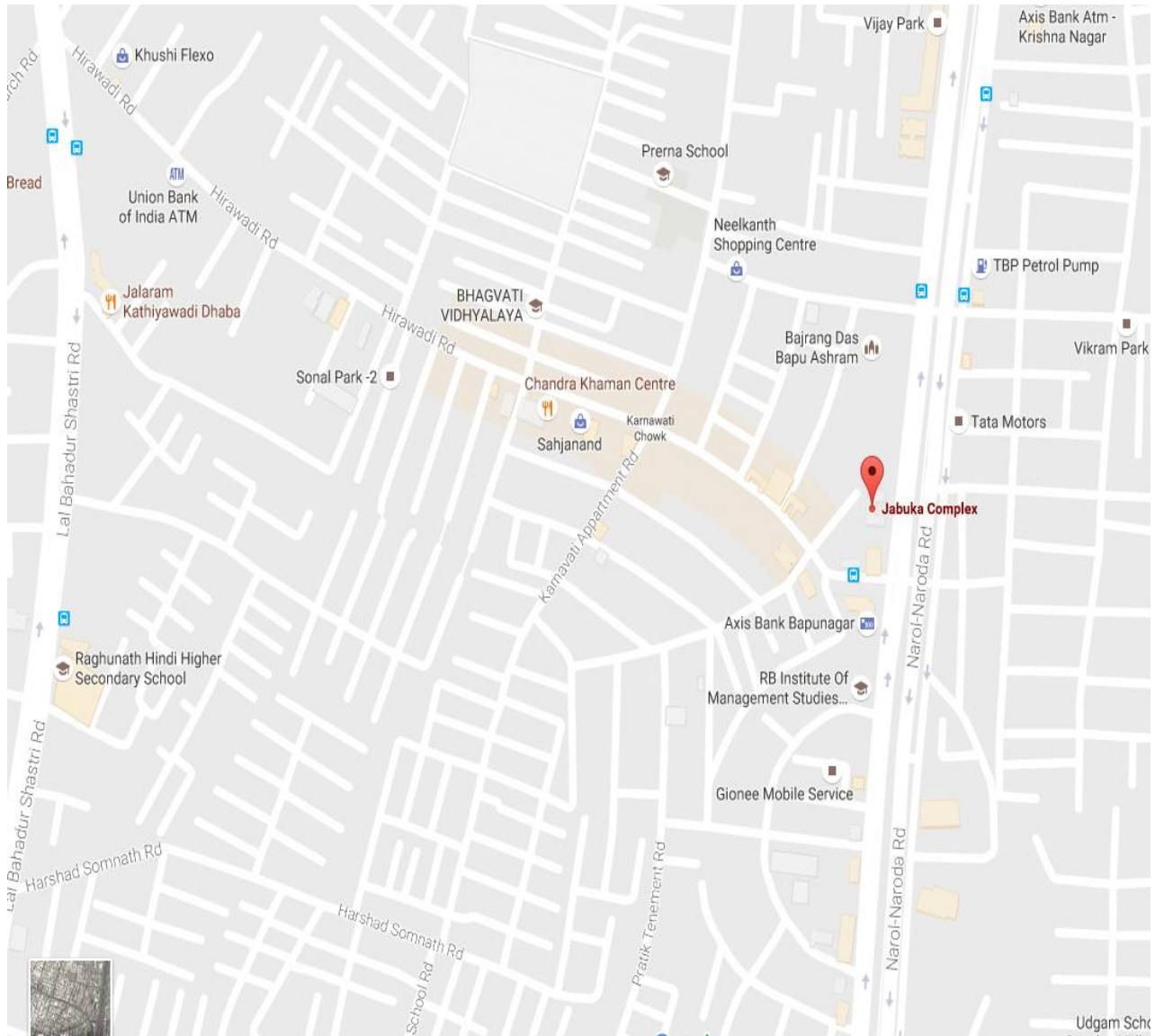
Date:

\_\_\_\_\_  
Signature of the Member

**INSTRUCTIONS:**

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Mr. Amit Mundra, Practicing Company Secretary, Plumber House, 577, Office No. 14, JSS Road, Chira Bazaar, Mumbai – 400 002.
2. In case of Shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 5.00 p.m. on 26<sup>th</sup> September 2019.
6. The Scrutinizer's decision on the validity of a ballot form will be final.

## Routemap to the AGM Venue



### **AGM Venue**

B/12, Jabuka Complex, Nr. Bajrang Ashram,  
Below Vikas School, NH-8, Thakkar Bapanagar,  
Ahmedabad - 382350