

BHANDERI INFRACON LIMITED

Annual Report 2017– 2018

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Directors

Mr. Sunil Patel, Managing Director
Mr. Dhirubhai Patel, Whole Time Director
Mrs. Bhumikaben Patel, Non Executive Director
Mr. Mukeshbhai Patel, Independent Director
Mr. Ravindra Bhedab, Independent Director
Mr. Kalpeshbhai Buha, Independent Director

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, 2nd 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

NOTICE

Notice is hereby given that the 14th Annual General Meeting of Bhanderi Infracon Limited will be held on Saturday, 29th September, 2018 at 12.30 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 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 on 31st March, 2018 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 on 31st March, 2018 together with the Report of the Auditors thereon.
2. To ratify the appointment of M/s. S A R A & Associates, Chartered Accountants, Mumbai (Firm Registration No 120927W) as Auditors of the Company for the financial year ended 31st March, 2019, and fixation of their remuneration by the Board of Directors.
3. To appoint a Director in place of Mrs. Bhunikaben Patel (DIN No. 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director.

Special Business:

4. APPROVAL FOR RELATED PARTY TRANSACTION:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with the relevant rules thereto, consent of the Company be and is hereby accorded to increase the limit of the following related party transactions every financial year.

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)	
Nature of transaction	Service Contract (Work Contract Services)
Name of Related Parties	Amount in Rs
Dharnidhar Developers, Firm in which Directors are interested (Company as well as Directors and their other group Companies are Partners in the firm)	Rs. 50,00,00,000/- (Rupees Fifty Crore only)
Bhanderi Corporation Limited (Company in which Directors are interested as Directors and Shareholders)	Rs. 50,00,00,000/- (Rupees Fifty Crore only)

RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as the Board in its absolute discretion may deem necessary, proper, desirable and also to finalise any documents and writings related thereto.”

5. VESTING OF POWERS WITH THE BOARD UNDER SECTION 186:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to anybody corporate(s) / person (s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 50,00,00,000 (Indian Rupees Fifty Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company, be and are hereby authorized to agree, make and accept all such terms, condition(s), modification(s) and alteration(s) as may be deemed fit and settle all questions, difficulties or doubts that may arise in regard to such investments and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in connection and incidental as may be deemed fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that it shall be deemed to have given approval thereto expressly by this Resolution.”

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

**Place: Ahmedabad
Date: 30.05.2018**

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

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 Monday, 24th September, 2018 to Saturday, 29th September, 2018 (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. The Equity Shares of the Company are listed on the SME platform of BSE and the Company has paid requisite Annual Listing Fees for the year 2018 – 2019 to the Exchanges.

10. 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.
11. 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.
12. 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 NSDL, on all Resolutions set forth in this Notice.
13. 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, Ms. Deepali More, Practicing Company Secretary, (Membership No. ACS 32117) at 202, 2nd floor, May Building, 297/299/301, Princess Street, Near Marine Lines Flyover, Mumbai – 400 002 not later than 28th September, 2018 by 5.00 p.m. 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.
14. 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.
- 15. Members desiring to vote electronically may refer to the detailed procedure on e-voting given hereinafter:-**

The instructions for Shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 26th September, 2018 at 9:00 A.M. and ends on Friday, 28th September, 2018 at 5:00 P.M. During this period, Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat Shareholders as well as Physical Shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number. 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.
DOB	<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>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (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 “Electronic Voting Sequence Number” (160903017) of our Company for casting your vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 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.

16. Voting at AGM:

- (i) The Members who have not cast their vote by E-Voting or using the Ballot form facility can exercise their voting rights at the AGM. The Company will make arrangements of Ballot Papers in this regards at the AGM Venue.
- (ii) The Members who have cast their vote by E-Voting or through Ballot prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

General Instruction

1. The voting period begins on Wednesday, 26th September, 2018 at 9:00 A.M. and ends on Friday, 28th September, 2018 at 5:00 P.M. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018 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, under help section or write an email to 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. The voting rights of Members shall be in proportion to their Share in the paid up Equity Share Capital of the Company as on the cut-off date of 22nd September, 2018.
5. 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 of 22nd September, 2018 may contact to the Company's Registrar, M/s Purva Shareregistry (India) Private Limited.
6. Ms. Deepali More, 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.
7. 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, Ms. Deepali More, Practicing Company Secretary, (Membership No. ACS 32117) at 202, 2nd floor, May Building, 297/299/301, Princess Street, Near Marine Lines Flyover, Mumbai – 400 002 not later than 28th September, 2018 by 5.00 p.m. 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.

8. 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.
9. 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 14th AGM of the Company on 29th September, 2018 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.

By order of the Board of Directors
Bhanderi Infracon Limited

Place: Ahmedabad
Date: 30.05.2018

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

Explanatory Statement Pursuant To Section 102 (1) Of The Companies Act, 2013:

Item No. 4:

The provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 require the Company to obtain Shareholders Approval for certain related party transactions. The Company is proposing to enter into/has entered into the following related party transactions/arrangements which require the approval of the Shareholders:

MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)		
Nature of transaction	Service Contract (Work Contract Services)	
Name of Related Parties and nature of relationship	Amount in Rs.	Name of the Directors, KMP's who are interested
Dharnidhar Developers, Firm in which Directors are interested (Company as well as Directors and their other group Companies are Partners in the firm)	Rs. 50,00,00,000/- (Rupees Fifty Crore only)	a. Mr. Sunil Patel b. Mr. Dhirubhai Patel c. Mrs. Bhumika Patel
Bhanderi Corporation Limited (Company in which Directors are interested as Directors and Shareholders)	Rs. 50,00,00,000/- (Rupees Fifty Crore only)	d. Mr. Sunil Patel e. Mr. Dhirubhai Patel f. Mrs. Bhumika Patel g. Mukesh Patel h. Ravindra Bhedab
Details of the transaction and other disclosures		
Nature, Material Terms, monetary value and particulars of the contract	The contract shall be in the nature of Works Contract The aforesaid related parties are scheme owners They will give Sub Contract to the Company to build & construct bungalows / Flats / commercial complex Sub Contract terms include Material and Labour. Site related expenditure, Advertisement expenditure etc will be borne by the related parties. The Company shall raise bills on the related parties for the work done.	

The Board of your Company and its Audit Committee has approved the aforesaid transactions along with annual limits set thereof that your Company may enter into with its Related Parties for the financial year 2018 – 19 and beyond.

The Directors, Key Managerial Personnel of the Company and their relatives be deemed to be concerned or interested in this proposed Resolution to the extent of their shareholding in the Company and their interest in the said related entities.

The transaction is proposed to be entered into by the Company with one of its related Company, M/s Bhanderi Corporation Limited. Details of Directors interest in M/s Bhanderi Corporation Limited is as follows:

Name of Director and Designation	Details of Interest
Sunil Dhirubhai Patel, Managing Director cum CFO (Promoter)	Director and holds 21.13% of Equity and 60% of Preference Share Capital of M/s Bhanderi Corporation Limited
Dhirubhai Mohanbhai Patel, Chairman cum Whole Time Director (Promoter)	Director and holds 14.17% of Equity and 40% of Preference Share Capital of M/s Bhanderi Corporation Limited
Bhumikaben Sunilbhai Patel, Non Executive Director (Promoter)	Holds 21.13% of Equity Share Capital of M/s Bhanderi Corporation Limited
Mukesh Patel, Independent Director	Independent Director of M/s Bhanderi Corporation Limited
Ravindra Bhedab, Independent Director	Independent Director of M/s Bhanderi Corporation Limited

Besides the above Directors Shareholding, 38.65 % of further Equity Share Capital of M/s Bhanderi Corporation Limited is held by parties related to the aforesaid Directors of the Company, excluding the Independent Directors.

Item No.5

Your Directors deem it in the interest of the Company to give loans, vest Investment, etc powers on the board under Section 186 of the Companies Act, 2013 up to an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore only).

The approval of Shareholders is hereby sought by way of a Special Resolution to authorize the Board to make investments/Loans/ guarantees /securities in aggregate up to Rs. 50,00,00,000/- (Rupees Fifty Crore only).

The Directors, Key Managerial Personnel of the Company and their relatives be deemed to be concerned or interested in the Resolutions at Item No.6 only to the extent of shares held by them in the company on the date of the Notice.

The proposed Resolutions does not relate to or affect any other company.

By order of the Board of Directors

Bhanderi Infracon Limited

Sd/-

Sunil Patel

(Managing Director)

(DIN No.:00307827)

Place: Ahmedabad

Date: 30.05.2018

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2018.

1. FINANCIAL RESULTS:

(Amount in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	2017-2018	2016- 2017	2017-2018	2016- 2017
Sales & other Income	1545.76	1687.71	1550.84	1687.71
Expenditure	1438.20	1612.22	1441.95	1612.22
Profit/(Loss) before tax	107.56	75.49	108.89	75.49
Tax	26.56	22.00	26.56	22.00
Profit/(Loss) after tax	81.00	53.49	82.33	53.49

2. OPERATIONS:

• Standalone Financial Operations:

The total income for the year under review was Rs. 1545.76 Lakhs as compared to Rs.1687.71 Lakhs in the previous year. The Company has incurred a profit of Rs. 81.00 Lakhs as compared to a Profit of Rs. 53.49 Lakhs in the previous year.

• Consolidated Financial Operations:

The total income for the year under review was Rs. 1550.84 Lakhs as compared to Rs. 1687.71 Lakhs in the previous year. The Company has earned a profit of Rs. 82.33 Lakhs as compared to a Profit of Rs. 53.49 Lakhs in the previous year.

3. DIVIDEND:

Your Directors have not recommended any dividend for the financial year 2017-18.

4. 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

5. DIRECTORS:

Mrs. Bhumika Patel (DIN No. 06984921) retires by rotation at the forthcoming Annual General Meeting and has offered herself for re – appointment.

COMPOSITION OF THE BOARD:

The present composition of the Board of the Company is as follows:

Sr. No.	Name of Director	Designation	Category
1	Mr. Dhirubhai Mohanbhai Patel	Chairman cum Whole Time Director	Promoter
2	Mr. Sunil Dhirubhai Patel	Managing Director cum CFO	Promoter
3	Mrs. Bhumikaben Patel	Non Executive Director	Promoter
4	Mr. Mukeshbhai Patel	Independent Director	Non - Promoter
5	Mr. Ravindra Bhedab	Independent Director	Non - Promoter
6	Mr. Kalpeshbhai Buha	Independent Director	Non - Promoter

MEETINGS OF THE BOARD:

Ten Meetings of the Board were held during the financial year. The Board Meeting dates and details of Directors attendance thereat are as given below:

Sr. No.	Date of Board Meeting	Total No. of Directors as on the date of the Board Meeting	No. of Directors present at the Meeting
1	30.05.2017	6	6
2	14.07.2017	6	6
3	22.07.2017	6	6
4	20.09.2017	6	6
5	15.11.2017	6	6
6	01.12.2017	6	6
7	15.12.2017	6	6
8	23.12.2017	6	6
9	30.01.2018	6	6
10	05.03.2018	6	6

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from its Independent Director under Section 149 (7) of the Companies Act, 2013 that he meets 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.

COMMITTEES OF THE BOARD AS ON 31ST MARCH, 2018:

Board has constituted the following three Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee

1) Audit Committee:

Audit Committee has been constituted 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.

Composition of the Audit Committee:

Name of Member	Designation	Executive, Non – Executive / Independent
Mr. Sunil Patel	Member	Managing Director/ Promoter/CFO
Mr. Dhirubhai Patel(w.e.f. 28 th August, 2015)	Member	Whole Time Director/Promoter
Mrs. Bhumikaben Patel(w.e.f. 28 th August, 2015)	Member	Non – Executive/Promoter

Meetings of the Audit Committee:

Four 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:

Sr. No.	Date of Audit Committee Meeting	Total No. of Members as on the date of the Audit Committee Meeting	No. of Members present at the Meeting
1	30.05.2017	3	3
2	22.07.2017	3	3

3	15.11.2017	3	3
4	30.01.2018	3	3

2) **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. Sunil Patel(w.e.f. 02 nd June, 2016)	Member	Managing Director/ Promoter/CFO
Mr. Dhirubhai Patel (w.e.f. 02 nd June, 2016)	Member	Whole Time Director/Promoter
Mrs. Bhumikaben Patel	Member	Non – Executive/Promoter

One Meeting of the Committee was held during the year on 30th May, 2017. All the Members of the Committee were present at the Meeting.

3) **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. Sunil Patel(w.e.f. 02 nd June, 2016)	Member	Managing Director/ Promoter/CFO
Mr. Dhirubhai Patel	Member	Chairman cum Whole Time Director/ Promoter
Mr. Kanubhai Bhandari	Member	Non – Executive/ Independent

Meetings of the Stakeholders Relationship Committee:

Four Meetings of the Stakeholders Relationship 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	30.05.2017	3	3
2	22.07.2017	3	3
3	15.11.2017	3	3
4	30.01.2018	3	3

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.

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.

6. STATUTORY AUDITOR'S:

M/s. S A R A & Associates, Chartered Accountants appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on 29th September, 2014. 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.

7. SECRETARIAL AUDITORS:

Ms. Deepali More, Practicing Company Secretary has been appointed as the Secretarial Auditor of the Company for Financial Year 2017-18. The Secretarial Audit Report issued by her has been attached herewith as Annexure A.

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

Qualification by the Secretarial Auditor	Management reply to the same
Company has not appointed Company Secretary	Company is in process of appointing
Company has not appointed Internal Auditors	Company is in process of appointing
The composition of the Board and its Committees is not as required under the provisions of the Companies Act, 2013 as also the Listing Agreement and/or the SEBI (LODR) Regulations, 2015	Company is in process of appointing

8. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT - 9 in accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013 is attached herewith as Annexure B.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Particulars of loans, guarantees given and investments made during the year are provided in the financial statements forming part of this Annual Report.

10. 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 C.

11. CORPORATE SOCIAL RESPONSIBILITY

The provision of Section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility are not applicable to the Company.

12. RELATED PARTY TRANSACTION:

Details of related party transaction in Form AOC - 2 as per the provisions of Section 134 (3) (h) of the Companies Act, 2013 are attached herewith as Annexure D.

13. 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.

14. 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.

15. 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.

16. DIRECTOR'S RESPONSIBILITY STATEMENT:

In compliance to the requirements of Section 134 (3) (c) of the Companies Act, 2013, your Directors confirm that:

- a. The Company has followed the applicable accounting standards in the preparation of the Annual Accounts and there has been no material departure.
- b. That 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 at the end of the financial year and of the profit or loss of the Company for that period.
- c. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. That the Directors had prepared the annual accounts on a going concern basis.
- e. That the Directors had laid down internal financial control which are adequate and were operating effectively;
- f. That the Directors had devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The Company does not have any Subsidiary, Joint Venture or Associate Company.

18. 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	Sd/-	Sd/-
Date: 30.05.2018	Dhirubhai Patel	Sunil Patel
	(Director)	(Managing Director)
	(DIN: 02043847)	(DIN No.:00307827)

Annexure -A
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 BhanderiInfracon 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 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 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*

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.

Sd/-

Place: Mumbai

Date: 30.05.2018

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.

To,

‘Annexure A’

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.

Sd/-

Place: Mumbai

Date: 30.05.2018

Deepali More

ACS No.: 32117

C.P. No. 17502

Annexure B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2017
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

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
vi	Whether listed company	No
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any	Not Applicable

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
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)

A. Category-wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year 3/31/2017				No. of Shares held at the end of the year 3/31/2018				% of Change during the year
	Demat	Physical	Total	% of Total TOTSHR	Demat	Physical	Total	% of Total TOTSHR	
A. Promoters									
(1) Indian									
(g) Individuals/HUF	1479600	0	1479600	72.90	1479600	0	1479600	56.98	-15.92
(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
Sub Total (A)(1):-	1479600	0	1479600	72.90	1479600	0	1479600	56.98	-15.92
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals									
(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....									
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1479600	0	1479600	72.90	1479600	0	1479600	56.98	-15.92
B. Public Shareholding									
(1) Institutions									
(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
* GOVERNMENT 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
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0.00	0	0	0	0.00	0.00
* PRIVATE SECTOR BANKS	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0.00
(2) Non-Institutions									
(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. 2 lakh	228400	0	228400	11.25	121200	0	121200	4.94	-6.31
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	170400	0	170400	8.40	274000	567000	841000	32.11	23.71

(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	4.02	81600	0	81600	3.14	-0.88
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
* MARKET MAKER	69600	0	69600	3.43	73200	0	73200	2.82	-0.61
* 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
Sub-total (B)(2):-	550000	0	550000	27.10	1117000	0	1117000	43.02	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	550000	0	550000	27.10	1117000	0	1117000	43.02	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A + B + C)	2029600	0	2029600	100.00	2596600	0	2596600	100.00	0.00
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 3/31/2017			Shareholding at the end of the year 3/31/2018			% 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	8500	0.33	0	8500	0.33	0	0
4	DHIRUBHAI MOHANBHAI PATEL	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, there is no change in Promoters Shareholding under the review.

D. Shareholding Pattern of top ten Shareholders:						
Sr No.		Shareholding at the beginning of the year 3/31/2017		Cumulative Shareholding during the year 3/31/2018		Type
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in share holding during the year	
1	Pravinkumar Vaghasiya					
	31.03.2017	12000	0.59	12000	0.46	
	22.07.2017			50000	1.92	Buy
	31.03.2018			62000	2.39	
2	Amitkumar Thakar					
	31.03.2017	12000	0.59	12000	0.46	
	22.07.2017			50000	1.92	Buy
	31.03.2018			62000	2.39	
3	Kishor M Patel					
	31.03.2017	11200	0.55	11200	0.43	
	22.07.2017			47000	1.81	Buy
	31.03.2018			58200	2.24	
4	Hasmukhlal H Thakar					
	31.03.2017	6000	0.29	6000	0.23	
	22.07.2017			50000	1.92	Buy
	31.03.2018			56000	2.16	
5	Rekhaben P Vaghasiya					
	31.03.2017	10800	0.53			
	22.07.2017			45000	1.73	Buy
	31.03.2018			55800	2.15	
6	Savaliya Mukesh Ramubhai					

	31.03.2017	8400	0.41	8400	0.32	
	22.07.2017			47000	1.81	Buy
	31.03.2018			55400	2.13	
6	Malaviya Divyesh Kumar					
	31.03.2017	7200	0.35	7200	0.28	
	22.07.2017			48000	1.85	Buy
	31.03.2018			55200	2.13	
8	Virambhai Desai					
	31.03.2017	4800	0.24	4800	0.18	
	22.07.2017			50000	1.93	Buy
	31.03.2018			54800	2.11	
9	Suresh H Nasit					
	31.03.2017	9600	0.47	9600	0.36	
	22.07.2017			45000	1.73	Buy
	31.03.2018			54600	2.10	
10	Dineshbhai L Patel					
	31.03.2017	8400	0.41	8400	0.32	
	22.07.2017			45000	1.73	Buy
	31.03.2018			53400	2.06	

IV E. Shareholding of Directors and Key Managerial Personnel:						
SI No.		Shareholding at the beginning of the year 31/03/2017		Cumulative Shareholding during the year 31/03/2018		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			
	31/03/2018			1438100	55.38	
2	Dhirubhai Mohanbhai Patel	8500	0.33			
	31/03/2018			8500	0.33	
5	Patel Bhumika Sunilbhai	8000	0.31			
	31/03/2018			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
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	88391542	0	88391542
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	88391542	0	88391542
Change in Indebtedness during the financial year				
Additions	0	12500000	0	12500000
Reduction	0	0	0	0
Net Change	0	12500000	0	12500000
Indebtedness at the end of the financial year				
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
Total (i+ii+iii)	0	100891542	0	100891542

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NIL

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

For Bhanderi Infracon Limited

Place: Ahmedabad

Date: 30.05.2018

Sd/-
Dhirubhai Patel
(Director)
(DIN: 02043847)

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

Annexure C

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;	3 (As at 31 st March, 2018)
(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

For Bhanderi Infracon Limited

Place: Ahmedabad

Date: 30.05.2018

Sd/-
Dhirubhai Patel
(Director)
(DIN: 02043847)

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

The details of employees as per sub rule 2 and sub rule 3 of rule 5 of the Companies (Appointment and Remuneration) Rules, 2014.

Details of employees as required under sub – rule 3 of rule 5 of the Companies (Appointment and Remuneration) Rules, 2014:

	1	2	3
Name of the employee	Bharat Gupta	Raghav Sabharwal	Vipul kumar Patel
Designation	Engineer	Finance and Accounts Manager	Project Head
Remuneration received	3,26,400	2,92,150	2,25,000
Nature of employment (contractual or otherwise)	Otherwise	Otherwise	Otherwise
Qualification	Civil Engineering	B.Com / CE	BBA
Experience	22 years	7 years	5 years
Date of commencement of employment	01.11.2016	01.04.2013	01.11.2016
Age of employee	51	28	38
Last employment held before joining the Company	N.A	N.A	N.A
% of Equity Shares held in the Company	N.A	N.A	N.A
Relation with Director, Manager, if any and if so, name of such Director or Manager	N.A	N.A	N.A

Annexure D

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
a)	Name of the related party & nature of relationship	Ramilaben Patel (Relative of Director)	Bhanderi Corporation Limited	Dharnidhar Developers
b)	Nature of contracts/arrangements/transaction	Rent Paid	Work Contract Services	Work Contract Services
c)	Duration of the contracts/arrangements/transaction	Not Applicable	Not Applicable	Not Applicable
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent paid of Rs. 60,000/-	Work Contract Services of Rs. 10,40,08,762/-	Work Contract Services of Rs. 4,41,29,378/-
e)	Date of approval by the Board	30.05.2017	30.05.2017	30.05.2017
f)	Amount paid as advances, if any	Not Applicable	Not Applicable	Not Applicable

For Bhanderi Infracon Limited

Sd/-

Dhirubhai Patel

(Director)

(DIN: 02043847)

Sd/-

Sunil Patel

(Managing Director)

(DIN No.:00307827)

Place: Ahmedabad

Date: 30.05.2018

INDEPENDENT AUDITOR'S REPORT

**To the Members,
BHANDERI INFRACON LIMITED.**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of BHANDERI INFRACON LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The management and Board of Directors of the Company are 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the standalone financial statements.

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

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
 - a. In case of Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
 - b. In case of the Statement of Profit & Loss Account, of the *profit* of Company for the year ended on that date;
 - c. In case of the Cash Flow Statement, of the Cash flow of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, 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 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, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the 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.

- 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.

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

**Sd/-
(Manoj Agarwal)
Partner
Membership No. 119509
Mumbai,
Date: 30th May, 2018**

Annexure –A to the Auditors Report

The annexure referred to in Independent Auditors Report to the members of BHANDERI INFRACON LIMITED (Formerly Known as Bileshwar Industrial Estate Developers Pvt. Ltd.) on the standalone financial statements for the year ended 31st March, 2018, 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, Sales-tax, Value added tax, duty of excise, duty of custom, Service 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, Service Tax, Sales Tax, Value added tax, duty of customs, cess, duty of excise, Goods and Service Tax and other material statutory dues were in arrears as at 31st March 2018 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 made preferential allotment of shares by way of conversion of share warrant. The Company has complied with the provision of section 42 of the Companies Act, 2013 and amount raised has been utilized for the purpose for which the funds were raised.
- 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: 30th May, 2018**

Annexure – B 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 (FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PVT. LTD.) (“the Company”) as of March 31, 2018 in conjunction with our audit of the 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 financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting generally 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, 2018, 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: 30th May, 2018**

BHANDERI INFRACON LIMITED
CIN No. L45201GJ2004PLC044481

BALANCE SHEET (STANDALONE) AS AT 31ST MARCH, 2018

	PARTICULARS	NOTE	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017
I	<u>EQUITY & LIABILITIES</u>			
	-			
A	<u>SHARE HOLDERS FUND</u>			
(i)	Share capital	2	25,966,000	20,296,000
(ii)	Money received against Share Warrant		-	25,012,500
(iii)	Reserves & surplus	3	200,754,777	113,274,720
B	SHARE APPLICATION MONEY		-	-
C	<u>NON CURRENT LIABILITIES</u>			
(i)	Long term borrowings		-	-
(ii)	Deferred tax liability (Net)	23	4,322	-
(iii)	Other long term liabilities		-	-
(iv)	Long term provisions		-	-
D	<u>CURRENT LIABILITIES</u>			
(i)	Short term borrowings	4	100,891,542	88,391,542
(ii)	Trade payables	5	40,428,393	31,069,999
(iii)	Other current liabilities	6	31,921,088	2,161,123
(iv)	Short term provisions	7	3,338,675	2,263,000
	TOTAL		403,304,797	282,468,884
II	<u>ASSETS</u>			
A	NON CURRENT ASSETS			
(i)	Fixed Assets			
a.	Tangible assets	8	195,254	132,648
b.	Intangible assets		-	-
c.	Capital work-in-progress		-	-
(ii)	Non current investments	9	132,367,029	33,251,828
(iii)	Long term loans & advances		-	-
(iv)	Deferred tax asset (Net)	23	-	22,151
(v)	Other non-current assets		-	-
B	CURRENT ASSETS			

(i)	Current investments		-	-
(ii)	Inventories	10	197,739,466	200,182,258
(iii)	Trade receivable	11	48,423,649	31,589,875
(iv)	Cash & cash equivalents	12	2,204,816	6,209,410
(v)	Short term loans & advances	13	22,349,519	11,080,713
(vi)	Other current assets	14	25,065	-
	TOTAL		403,304,797	282,468,884

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/-

Manoj Agarwal

Partner

Membership No. 119509

Ahmedabad, May 30th, 2018

Sd/-

Dhirubhai Patel

Chairman

DIN: 02043847

Sd/-

Sunil Patel

CFO & Managing Director

DIN:00307827

**STATEMENT OF PROFIT & LOSS ACCOUNT (STANDALONE) FOR THE PERIOD ENDED 31ST
MARCH, 2018**

	PARTICULARS	NOTE	YEAR ENDED 31ST MARCH 2018	YEAR ENDED 31ST MARCH 2017
I	<u>REVENUE FROM OPERATIONS</u>			
(i)	Sales and services	15	153,388,140	168,750,916
(ii)	Other income	16	1,187,917	19,923
	TOTAL REVENUE		154,576,057	168,770,839
II	<u>EXPENDITURE</u>			
(i)	Cost of Operation	17	133,712,964	158,780,789
(ii)	Increase/Decrease in Inventories	18	2,442,792	(1,351,800)
(iii)	Employee benefits expenses	19	3,534,750	887,900
(iv)	Depreciation and amortization expense	8	74,061	108,211
(v)	Other expenses	20	4,055,005	2,796,469
	TOTAL EXPENSES		143,819,572	161,221,569
	Profit /(Loss) before Tax		10,756,485	7,549,270
	Less: Provision for Income Tax		(3,000,000)	(2,200,000)
	Less: Provision for Deferred Tax		(26,473)	16,787
	Less: Short / Excess Provision of Earlier Years		370,045	(17,355)
	Profit / (Loss) after Tax		8,100,057	5,348,701

Basic Earning Per Share	26	3.12	2.64
Diluted Earning Per Share	26	3.35	2.21

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 30th, 2018

For Bhanderi Infracon Limited

Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847

Sd/-
Sunil Patel
CFO & Managing Director
DIN:00307827

CASH FLOW STATEMENT (STANDALONE) FOR THE YEAR ENDED MARCH 31,2018

PARTICULARS	31-Mar-18	31-Mar-17
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	10,756,485	7,549,270
Adjustement for		
Add: Depreciation	74,061	108,211
Less: Share of Profit from Partnership Firm	(1,004,031)	-
	(929,970)	108,211
Operating profit before working capital changes	9,826,515	7,657,481
Adjustement for		
Inventory	2,442,792	(1,351,800)
Trade Receivable	(16,833,773)	(24,343,448)
Trade Payables	9,358,394	23,810,231
Other Current liabilities	29,759,966	(152,386)
Short-term Provision	275,675	63,000
Other Current Assets	(25,065)	24,113
Working Capital changes	24,977,989	(1,950,290)
Cash Generated From Operation	34,804,503	5,707,190
Income Taxes Paid	(2,982,284)	(2,883,432)
A. Cash Flow From Operating Activities	31,822,219	2,823,758
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Long Term Investments	(99,115,201)	(20,999,727)
Purchase of Fixed Assets	(136,666)	-
Profit / (Loss) From Partnership Firm	1,004,031	-
Cash Flow From Investing Activities	(98,247,836)	(20,999,727)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from conversion/issuance of Share Warrant	60,037,500	25,012,500
Given Short Term Loans and Advances	(10,116,478)	(5,789,164)
Proceeds from Long Term Borrowings	12,500,000	3,600,000
Dividend Received	-	-
Cash Flow From Financing Activities	62,421,022	22,823,337
Net increase/(decrease) in cash and cash Equivalents	(4,004,594)	4,647,369
Opening balance of Cash and Cash Equivalents	6,209,410	1,562,041
Closing Balance Of Cash and Cash Equivalents	2,204,816	6,209,410

For S A R A & Associates,
Chartered Accountants,
Firm Registration No. 120927W,
Sd/-
Manoj Agarwal
Partner
Membership No. 119509
Mumbai, May 30th, 2018

For Bhanderi Infracon Limited

Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847

Sd/-
Sunil Patel
CFO & Managing Director
DIN:00307827

Note No. 1

A) Company Overview:

The Company was incorporated on 19th July, 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. 26th February, 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 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 STANDALONE FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2018	31ST MARCH, 2017
<u>NOTE " 2 " SHARE CAPITAL</u>		
<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
Total	50,000,000	50,000,000
<u>Issued, Subscribed and Paid-up Capital</u>		
25,96,600 (P.Y. 20,29,600) Equity shares of Rs.10/-each Fully paid up	25,966,000	20,296,000
Total	25,966,000	20,296,000
<p>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.</p> <p>ii) Reconciliation of no. of shares outstanding at the beginning and at the end of the reporting period.</p>		
	Outstanding No of Shares as on 31.03.2018	Outstanding No of Shares as on 31.03.2017
Opening Balance	2,029,600	2,029,600
Add: Conversion of Share Warrants	567,000	-
Closing Balance	2,596,600	2,029,600
iii) Details of shareholders holding more than 5% shares in the company		
	2017-18	2016-17
Name of Shareholder	No. of Shares %	No. of Shares %
Sunilbhai Patel	14,38,100 55.38	14,38,100 70.86%
<p>iv) During the year, Company has converted share warrant by way of issue of 5,67,00 equity share of Rs. 10/- at a premium of Rs. 140/- per shares.</p> <p>v) 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.</p>		
	-	-

<u>NOTE " 3 " RESERVES AND SURPLUS</u>		
<u>(a) Share Premium Reserve</u>	-	-
Securities Premium Reserve		
Opening Balance	102,094,131	102,094,131
Add: During the year	79,380,000	-
	181,474,131	102,094,131
	-	-
Closing Balance (a)	181,474,131	102,094,131
<u>(b) Balance in Profit & Loss Account</u>	-	-
Opening Balance	11,180,589	5,831,889
Add: Profit for the year	8,100,057	5,348,701
Closing Balance (b)	19,280,646	11,180,590
Total (a + b)	200,754,777	113,274,720
<u>NOTE " 4 " SHORT TERM BORROWINGS</u>		
From Director	100,891,542	88,391,542
Total	100,891,542	88,391,542
<u>NOTE " 5 " TRADE PAYABLES</u>		
Due to Micro, Small and Medium Enterprises	-	-
Others	40,428,393	31,069,999
Total	40,428,393	31,069,999
<u>NOTE " 6 " OTHER CURRENT LIABILITIES</u>		
Statutory dues	7,543,148	983,183
Other Liabilities	1,177,940	1,177,940
Advance received from Debtors	23,200,000	-
Total	31,921,088	2,161,123
<u>NOTE " 7 " SHORT TERM PROVISIONS</u>		
Provision For Income tax	3,000,000	2,200,000
Provision For Expenses	338,675	63,000
Total	3,338,675	2,263,000

BHANDERI INFRACON LIMITED

NOTE "8" FORMING PART OF STANDALONE FINANCIAL STATEMENTS

Sr. NO	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.2018	NET BLOCK AS ON 31.03.2017
		Balance as on 01.04.2017	Addition	Deduction	Balance as on 31.03.2018	Up To 01.04.2017	Addition	Deduction	Up To 31.03.2018		
	Tangible Assets										
1	Motor Car	367,136	-	-	367,136	297,088	17,979	-	315,067	52,069	70,048
2	Office Equipment	84,090	17,520	-	101,610	73,641	16,918	-	90,559	11,051	10,449
3	Mobile	22,500	59,821	-	82,321	18,717	8,115	-	26,832	55,489	3,783
4	Computer	134,000	59,325	-	193,325	85,632	31,049	-	116,681	76,644	48,368
	Total	607,726	136,666	-	744,392	475,078	74,061	-	549,139	195,254	132,648
	Previous Year	607,726	-	-	607,726	366,867	108,211	-	475,078	132,649	240,859

BHANDERI INFRACON LIMITED

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2018	31ST MARCH, 2017
<u>NOTE " 9 " NON CURRENT INVESTMENT</u>		
<u>Investment in Equity Shares (Unquoted)</u>		
100 Equity shares of The Vijay Co-op Bank Ltd. Rs.10/-	1,005	1,005
<u>Investment in Partnership Firm</u>		
Dharnidhar Developers	96,700,962	21,000,342
Girnari Infra	31,500,000	-
Kehtal Enterprises	750,000	-
Sun Agro Farm	1,215,062	-
Tulsi Enterprises	-	12,250,481
(Refer Note No. 25 of the audited financial statements)		
<u>Investment in Subsidiary Companies</u>		
Bhanderi Gandhinagar Projects Pvt Ltd	750,000	-
Bhanderi Pethapur Projects Pvt Ltd	750,000	-
Bhanderi Talod Project Pvt. Ltd.	700,000	-
Total	132,367,029	33,251,828
<u>NOTE " 10 " INVENTORIES</u>		
(Valued at lower of cost and net realizable value)		
(As certified by Management)		
Construction work-in-progress	197,739,466	200,182,258
Total	197,739,466	200,182,258
<u>NOTE " 11 " TRADE RECEIVABLES</u>		
<u>Unsecured, considered good</u>		
Outstanding for a period exceeding Six months	-	-
Outstanding for a period less than six months	48,423,649	31,589,875
Total	48,423,649	31,589,875
<u>NOTE " 12 " CASH AND BANK BALANCES</u>		
(i) Cash on hand	36,660	264,721
(ii) Balance with Bank in Current Account	2,168,156	5,944,689
Total	2,204,816	6,209,410
<u>NOTE " 13 " SHORT TERM LOAN & ADVANCES</u>		

Advance to Creditors	16,216,057	6,853,919
Advance Income Tax & TDS	5,309,818	4,157,490
Others	823,643	69,304
Total	22,349,519	11,080,713
NOTE " 14" OTHER CURRENT ASSETS		
Cenvat Credit	25,065	-
Total	25,065	-
NOTE " 15 " REVENUE FROM OPERATIONS		
Sale of Goods	5,250,000	-
Sale of Services	148,138,140	168,750,916
Total	153,388,140	168,750,916
NOTE " 16 " OTHER INCOME		
Interest Income	8,526	17,744
Other income	175,360	2,179
Share of Profit from Partnership Firm	1,004,031	-
Total	1,187,917	19,923
NOTE " 17 " COST OF OPERATION		
Material Purchased	87,723,286	84,756,304
Add: Expenses		
Labour Charges	45,771,982	72,423,182
Other operational expenses	217,697	1,601,303
Total	133,712,964	158,780,789
NOTE " 18 " INCREASE/DECREASE IN INVENTORIES		
Opening Inventories	200,182,258	198,830,458
Less: Closing Inventories	(197,739,466)	(200,182,258)
Total	2,442,792	(1,351,800)
NOTE " 19 " EMPLOYEE BENEFITS EXPENSES		
Salary & Bonus	3,504,750	882,900
Staff Welfare Expenses	30,000	5,000
Total	3,534,750	887,900

NOTE " 20 " OTHER EXPENSES		
Auditors' Remuneration	95,800	60,000
Rent	60,000	60,000
Other Expenses	2,543,908	2,464,810
Travelling Expenses	430,779	-
Professional fees	924,519	211,659
Total	4,055,005	2,796,469

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:

Particulars	As on 31st March, 2017	During the period	As on 31st March, 2018
Deferred Tax Liability:	NIL	26473	26473
Difference of WDV between book and income tax			
Deferred Tax Assets:	22,151	NIL	22151
Difference of WDV between book and income tax			
Net Deferred Tax Assets/ (Liabilities)	22,151	26,473	4322

24. **Related Party Disclosures :**

a) Name of Related Parties and description of relationship

Relationship	Name of related party
a. Key Management Personnel(KMP) and Relative of Key Management Personnel (RKMP)	Dhirubhai M. Patel Sunilbhai D. Patel Bhumikaben Patel

	Ramilaben Patel
b. Enterprises having common key management personnel or relative of key management personnel	Bhanderi Corporation Limited
c. Subsidiary Companies / Firms	Bhanderi Gandhinagar Projects Pvt. Ltd. Bhanderi Pethapur Projects Pvt. Ltd. Bhanderi Talod Project Pvt. Ltd. Tulsi Enterprises Dharnidhar Developers Girnari Infra Khetal Enterprises Sun Agro Farm

b) Transactions with Related Parties:

Particulars	For the period ended 31st March, 2018
<u>Transactions with KMP and RKMP</u>	
Loan from Directors	
Sunilbhai Patel	Closing Balance Rs.10,08,91,542 /-
Loan taken & repaid	
Sunilbhai Patel	Taken –2,15,00,000/- Repaid – 90,00,000/-
Rent paid to Shareholders	
Ramilaben Patel	60,000/-
Transaction with Related Enterprises	
Bhanderi Corporation Limited	Works contract Services Rs. 10,40,08,762/-

Dharnidhar Developers	Works contract Services Rs. 4,41,29,378/-
Transaction with Subsidiary Company	
Bhanderi Taloj Project Private Limited	Advance given Rs. 5,83,431/-

25. Details of Investment in Partnership Firms:-

➤ The company has made investment in the partnership firm “M/s. **Khetal Enterprises**”. The Company’s profit/loss sharing ratio as on 31st March, 2018 is 75%. The partners of the firm are-

1. Ashwinbhai Sardhara

2. Bhanderi Infracon Limited

3. Chanubhai Radadiya

4. Dhirubhai M Bhanderi

5. Ketan J Koladiya

6. Rajnikant Patel

7. Sunilbhai D Patel

The Capital balance of the partners as on 31st March, 2018 is as under:-

	Ashwinbhai Sardhara	Bhanderi Infracon Limited	Chanubhai Radadiya	.Dhirubhai M Bhanderi	Ketan J Koladiya	Rajnikant Patel	Sunilbhai D Patel
Capital	25000	750000	25000	75000	25000	1050000	75000
Balance as on 31 st March 2018							
Profit/(Loss) sharing ratio	2.5%	75%	2.5%	7.5%	2.5%	2.5%	7.5%

➤ The company has made investment in the partnership firm “M/s.Sun Agro Farm”. The Company’s profit/loss sharing ratio as on 31stMarch, 2018 is 75%. The partners of the firm are-

1. Ashwinbhai Sardhara
2. Bhanderi Infracon Limited
3. Chanubhai Radadiya
4. Bhumikaben S Patel
5. Ketan J Koladiya
6. Rajnikant Patel
7. Sunilbhai D Patel

The Capital balance of the partners as on 31st March, 2018 is as under :-

	Ashwinbhai Sardhara	Bhanderi Infracon Limited	Chanubhai Radadiya	Bhumikaben S Patel	Ketan J Koladiya	Rajnikant Patel	Sunilbhai D Patel
Capital Balance as on 31 st March 2018	49213	1476379	49213	(568757)	49213	49213	7027220
Profit/(Loss) sharing ratio	2.5%	75%	2.5%	7.5%	2.5%	2.5%	7.5%

➤ The company has also 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

Particulars	2017-18	2016-17
Basic Earning Per Share		
Opening No. of Equity shares	20,29,600	2,029,600
Closing No. of Equity shares	25,96,600	20,29,600
Weighted no. of Equity shares	24,21,063	24,21,063
Profit After Tax	81,00,057	53,48,701
Basic Earnings per share	3.19	2.64
Basic & Diluted Earning per share	3.55	2.21

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,**

For Bhanderi Infracon Limited,

**Sd/-
Manoj Agarwal
Partner
Membership No. 119509
Mumbai, May 30th, 2018**

**Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847**

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

Independent Auditors' Report on Consolidated Financial Statements

**To the Members,
BHANDERI INFRACON LIMITED**

Report on the Consolidated Financial Statements

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, 2018, 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").

Management's Responsibility for the Consolidated Financial Statements

The Holding company's Board of Directors is responsible for the preparation of the consolidated Financial statements in terms of the requirements of the Companies Act, 2013 ('the act') with that give a true and fair view of the Consolidated financial Position, Consolidated financial performance and Consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. The respective board of director of the Companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement

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

Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

2. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Company, as at 31 March 2018, and their consolidated profit and their Consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

- h) 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 finance statements;
- i) 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;
- j) 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.
- k) 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;
- l) On the basis of written representations received from the directors of the Holding Company as on March 31, 2018 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, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
- m) 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
- n) 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:
 - iv. The Group does not have any pending litigations which would impact its financial position.

- v. 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.
- vi. 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
Ahmedabad,
Date: May 30th, 2018

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 31st March, 2018, 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 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 financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of 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, 2018, 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
Date: May 30th, 2018**

BHANDERI INFRACON LIMITED
CIN No. L45201GJ2004PLC044481

BALANCE SHEET (CONSOLIDATED) AS AT 31ST MARCH, 2018

	PARTICULARS	NOTE	AS AT 31ST MARCH, 2018	AS AT 31ST MARCH, 2017
I	<u>EQUITY & LIABILITIES</u>			
	-			
A	<u>SHARE HOLDERS FUND</u>			
(i)	Share capital	2	25,966,000	20,296,000
(ii)	Money received against Share Warrant		-	25,012,500
(iii)	Reserves & surplus	3	200,737,901	113,274,720
B	SHARE APPLICATION MONEY		-	-
C	MONORITY INTEREST		8,637,584	-
D	<u>NON CURRENT LIABILITIES</u>			
(i)	Long term borrowings	4	62,172,285	-
(ii)	Deferred tax liability (Net)	24	4,322	-
(iii)	Other long term liabilities		-	-
(iv)	Long term provisions		-	-
E	<u>CURRENT LIABILITIES</u>			
(i)	Short term borrowings	5	100,891,542	88,391,542
(ii)	Trade payables	6	40,428,393	31,069,999
(iii)	Other current liabilities	7	33,874,219	2,161,123
(iv)	Short term provisions	8	3,361,175	2,263,000
	TOTAL		476,073,422	282,468,884
II	<u>ASSETS</u>			
A	NON CURRENT ASSETS			
(i)	Fixed Assets			
a.	Tangible assets	9	195,254	132,648
b.	Intangible assets		-	-
c.	Capital work-in-progress		-	-
(ii)	Non current investments	10	128,201,967	33,251,828
(iii)	Long term loans & advances		-	-
(iv)	Deferred tax asset (Net)	24	-	22,151
(v)	Other non-current assets		-	-

B	CURRENT ASSETS			
(i)	Current investments		-	-
(ii)	Inventories	11	272,296,822	200,182,258
(iii)	Trade receivable	12	48,423,649	31,589,875
(iv)	Cash & cash equivalents	13	3,236,074	6,209,410
(v)	Short term loans & advances	14	23,366,899	11,080,713
(vi)	Other current assets	15	352,758	-
	TOTAL		476,073,422	282,468,884

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

1 to 29

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 30th, 2018**

**Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847**

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

STATEMENT OF PROFIT & LOSS ACCOUNT (CONSOLIDATED) FOR THE PERIOD ENDED 31ST MARCH, 2018

	PARTICULARS	NOTE	YEAR ENDED 31ST MARCH 2018	YEAR ENDED 31ST MARCH 2017
I	<u>REVENUE FROM OPERATIONS</u>			
(i)	Sales and services	16	154,360,777	168,750,916
(ii)	Other income	17	722,855	19,923
	TOTAL REVENUE		155,083,632	168,770,839
II	<u>EXPENDITURE</u>			
(i)	Cost of Operation	18	141,305,786	158,780,789
(ii)	Increase/Decrease in Inventories	19	(4,809,637)	(1,351,800)
(iii)	Employee benefits expenses	20	3,504,750	882,900
(iv)	Depreciation and amortization expense	9	74,061	108,211
(v)	Other expenses	21	4,119,666	2,801,469
	TOTAL EXPENSES		144,194,626	161,221,569
	Profit / (Loss) before Tax		10,889,006	7,549,270
	Less: Provision for Income Tax		(3,000,000)	(2,200,000)
	Less: Provision for Deferred Tax		(26,473)	16,787
	Less: Short / Excess Provision of Earlier Years		370,045	(17,355)
	Profit / (Loss) after Tax		8,232,577	5,348,701
	Less: Monority Interest		149,396	-
	Profit / (Loss) carry forward		8,083,181	5,348,701

Basic Earning Per Share	27	3.11	2.64
Diluted Earning Per Share	27	3.34	2.21

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

1 to 29

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 30th, 2018

Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847

Sd/-
Sunil Patel
CFO & Managing Director
DIN:00307827

CASH FLOW STATEMENT (CONSOLIDATED) FOR THE YEAR ENDED MARCH 31,2018

PARTICULARS	31-Mar-18	31-Mar-17
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	10,889,006	7,549,270
Adjustment for		
Add: Depreciation	74,061	108,211
	74,061	108,211
Operating profit before working capital changes	10,963,067	7,657,481
Adjustment for		
Inventory	(72,114,564)	(1,351,800)
Trade Receivable	(16,833,773)	(24,343,448)
Trade Payables	9,358,394	23,810,231
Other Current liabilities	31,713,097	(152,386)
Short-term Provision	298,175	63,000
Other Current Assets	352,758	24,113
Working Capital changes	(47,225,914)	(1,950,290)
Cash Generated From Operation	(36,262,848)	5,707,190
Income Taxes Paid	(2,999,663)	(2,883,432)
A. Cash Flow From Operating Activities	(39,262,511)	2,823,758
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Long Term Investment (Including share of minority)	(87,167,467)	(20,999,727)
Purchase of Fixed Assets (Net)	(136,666)	-
Cash Flow From Investing Activities	(87,304,133)	(20,999,727)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from conversion/issuance of Share Warrant	60,037,500	25,012,500
Short Term Loans and Advances	(11,116,478)	(5,789,164)
Proceeds from Long / Short Term Borrowings	74,672,285	3,600,000
Dividend Received	-	-
Cash Flow From Financing Activities	123,593,307	22,823,337
Net increase/(decrease) in cash and cash Equivalents	(2,973,336)	4,647,369
Opening balance of Cash and Cash Equivalents	6,209,410	1,562,041
Closing Balance Of Cash and Cash Equivalents	3,236,074	6,209,410

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

For Bhanderi Infracon Limited

Sd/-
Manoj Agarwal
Partner
Membership No. 119509
Mumbai, May 30th, 2018

Sd/-
Dhirubhai Patel
Chairman
DIN: 02043847

Sd/-
Sunil Patel
CFO & Managing Director
DIN:00307827

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. 31st March, 2018.
- 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) Sun Agro Farm & (v) Khetal Enterprises have been considered for the purpose of this consolidation.

Name of the Subsidiary	Type	Country	% ownership
Bhanderi Gandhinagar Projects Private Limited	Company	India	75%
Bhanderi Pethapur Projects Private Limited	Company	India	75%
Bhanderi Taloj Projects Private Limited	Company	India	75%
Sun Agro Farm	Firm	India	75%
Khetal Enterprises	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:

n) 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.

o) 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.

p) 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.

q) 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.

r) 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.

s) **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.

t) **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.

u) **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.

v) **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.

w) **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.

x) **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.

y) **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.

z) **Cash and Cash Equivalents:**

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

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2018	31ST MARCH, 2017
<u>NOTE " 2 " SHARE CAPITAL</u>		
<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
Total	50,000,000	50,000,000
<u>Issued, Subscribed and Paid-up Capital</u> 25,96,600 (P.Y. 20,29,600) Equity shares of Rs.10/-each Fully paid up	25,966,000	20,296,000
Total	25,966,000	20,296,000

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.

	Oustanding No of Shares as on 31.03.2018	Oustanding No of Shares as on 31.03.2017
Opening Balance	2,029,600	2,029,600
Add: Conversion of Share Warrants	567,000	-
Closing Balance	2,596,600	2,029,600

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

	2017-18		2016-17	
Name of Shareholder	No. of Shares	%	No. of Shares	%
Sunilbhai Patel	14,38,100	55.38	14,38,100	70.86%

iv) During the year, Company has converted share warrant by way of issue of 5,67,00 equity share of Rs. 10/- at a premium of Rs. 140/- per shares.

v) 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.

<u>NOTE " 3" RESERVES AND SURPLUS</u>		
<u>(a) Share Premium Reserve</u>		
Securities Premium Reserve		
Opening Balance	102,094,131	102,094,131
Add: During the year	79,380,000	-
	181,474,131	102,094,131
	-	-
Closing Balance (a)	181,474,131	102,094,131
<u>(b) Balance in Profit & Loss Account</u>		
Opening Balance	11,180,589	5,831,889
Add: Profit for the year	8,083,181	5,348,701
Closing Balance (b)	19,263,771	11,180,590
Total (a + b)	200,737,901	113,274,720
<u>NOTE " 4 " LONG TERM BORROWINGS</u>		
From Director	26,019,959	-
From Body Corporates	17,916,140	-
From Others	18,236,186	-
Total	62,172,285	-
<u>NOTE " 5 " SHORT TERM BORROWINGS</u>		
From Director	100,891,542	88,391,542
From Body Corporates	-	-
From Others	-	-
Total	100,891,542	88,391,542
<u>NOTE " 6 " TRADE PAYABLES</u>		
Due to Micro, Small and Medium Enterprises	-	-
Others	40,428,393	31,069,999
Total	40,428,393	31,069,999
<u>NOTE " 7 " OTHER CURRENT LIABILITIES</u>		
Statutory dues	7,543,148	983,183
Other Liabilities	3,131,071	1,177,940
Advance received from Debtors	23,200,000	-
Total	33,874,219	2,161,123

NOTE " 8 " SHORT TERM PROVISIONS

Provision For Income tax	3,000,000	2,200,000
Provision For Expenses	361,175	63,000
Total	3,361,175	2,263,000

BHANDERI INFRACON LIMITED**NOTE "9" FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

Sr. NO	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.20 18	NET BLOCK AS ON 31.03.20 17
		Balance as on 01.04.20 17	Addition	Deduction	Balance as on 31.03.20 18	Up To 01.04.20 17	Addition	Deduction	Up To 31.03.20 18		
	Tangible Assets										
1	Motor Car	367,136	-	-	367,136	297,088	17,979	-	315,067	52,069	70,048
2	Office Equipment	84,090	17,520	-	101,610	73,641	16,918	-	90,559	11,051	10,449
3	Mobile	22,500	59,821	-	82,321	18,717	8,115	-	26,832	55,489	3,783
4	Computer	134,000	59,325	-	193,325	85,632	31,049	-	116,681	76,644	48,368
	Total	607,726	136,666	-	744,392	475,078	74,061	-	549,139	195,254	132,648
	Previous Year	607,726	-	-	607,726	366,867	108,211	-	475,078	132,649	240,859

BHANDERI INFRACON LIMITED

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2018	31ST MARCH, 2017
<u>NOTE " 10 " NON CURRENT INVESTMENT</u>		
<u>Investment in Equity Shares (Unquoted)</u>		
100 Equity shares of The Vijay Co-op Bank Ltd. Rs.10/-	1,005	1,005
<u>Investment in Partnership Firm</u>		
Dharnidhar Developers	96,700,962	21,000,342
Girnari Infra	31,500,000	-
Tulsi Enterprises	-	12,250,481
(Refer Note No. 26 of the audited financial statements)		
Total	128,201,967	33,251,828
<u>NOTE " 11 " INVENTORIES</u>		
(Valued at lower of cost and net realizable value)		
(As certified by Management)		
Construction work-in-progress	272,296,822	200,182,258
Total	272,296,822	200,182,258
<u>NOTE " 12 " TRADE RECEIVABLES</u>		
<u>Unsecured, considered good</u>		
Outstanding for a period exceeding Six months	-	-
Outstanding for a period less than six months	48,423,649	31,589,875
Total	48,423,649	31,589,875
<u>NOTE " 13 " CASH AND BANK BALANCES</u>		
(i) Cash on hand	63,437	264,721
(ii) Balance with Bank in Current Account	3,172,637	5,944,689
Total	3,236,074	6,209,410
<u>NOTE " 14 " SHORT TERM LOAN & ADVANCES</u>		
Advance to Creditors	16,216,057	6,853,919
Advance Income Tax & TDS	5,327,198	4,157,490
Others	1,823,643	69,304
Total	23,366,899	11,080,713

<u>NOTE " 15" OTHER CURRENT ASSETS</u>		
Other Current Assets	327,693	
Cenvat Credit	25,065	-
Total	352,758	-
<u>NOTE " 16 " REVENUE FROM OPERATIONS</u>		
Sale of Goods	5,250,000	-
Sale of Services	149,110,777	168,750,916
Total	154,360,777	168,750,916
<u>NOTE " 17 " OTHER INCOME</u>		
Interest Income	8,526	17,744
Other income	175,360	2,179
Share of Profit from Partnership Firm	538,969	-
Total	722,855	19,923
<u>NOTE " 18 " COST OF OPERATION</u>		
Material Purchased	95,316,108	84,756,304
<u>Add: Expenses</u>		
Labour Charges	45,771,982	72,423,182
Other operational expenses	217,697	1,601,303
Total	141,305,786	158,780,789
<u>NOTE " 19 " INCREASE/DECREASE IN INVENTORIES</u>		
Opening Inventories	267,487,185	198,830,458
Less: Closing Inventories	(272,296,822)	(200,182,258)
Total	(4,809,637)	(1,351,800)
<u>NOTE " 20 " EMPLOYEE BENEFITS EXPENSES</u>		
Salary & Bonus	3,504,750	882,900
Total	3,504,750	882,900
<u>NOTE " 21 " OTHER EXPENSES</u>		
Auditors' Remuneration	118,300	60,000
Rent	60,000	60,000
Other Expenses	2,573,908	2,469,810

Travelling Expenses	442,940	-
Professional fees	924,519	211,659
Total	4,119,666	2,801,469

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 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.

24. The breakup of Deferred Tax Liabilities and Deferred Tax Assets at the end of the period is as under:

Particulars	As on 31 st March, 2017	During the period	As on 31 st March, 2018
Deferred Tax Liability:	NIL	26473	26473
Difference of WDV between book and income tax			
Deferred Tax Assets:	22,151	NIL	22151
Difference of WDV between book and income tax			
Net Deferred Tax Assets/ (Liabilities)	22,151	26,473	4322

25. Related Party Disclosures :

b) Name of Related Parties and description of relationship

Relationship	Name of related party
a. Key Management Personnel(KMP) and Relative of Key Management Personnel (RKMP)	Dhirubhai M. Patel Sunilbhai D. Patel Bhumikaben Patel Ramilaben Patel
b. Enterprises having common key management personnel or relative of key management	Bhanderi Corporation Limited

personnel	
c. Subsidiary Companies / Firms	Bhanderi Gandhinagar Projects Pvt. Ltd. Bhanderi Pethapur Projects Pvt. Ltd. Bhanderi Talod Project Pvt. Ltd. Tulsi Enterprises Dharnidhar Developers Girnari Infra Khetal Enterprises Sun Agro Farm

c) **Transactions with Related Parties:**

Particulars	For the period ended 31st March, 2018
<u>Transactions with KMP and RKMP</u>	
Loan from Directors	
Sunilbhai Patel	Closing Balance Rs.10,08,91,542 /-
Loan taken & repaid	
Sunilbhai Patel	Taken –2,15,00,000/- Repaid – 90,00,000/-
Rent paid to Shareholders	
Ramilaben Patel	60,000/-
Transaction with Related Enterprises	
Bhanderi Corporation Limited	Works contract Services Rs. 10,40,08,762/-
Dharnidhar Developers	Works contract Services Rs. 4,41,29,378/-

26. Details of Investment in Partnership Firms:-

- The company has made investment in the partnership firm “**M/s. Khetal Enterprises**”. The Company’s profit/loss sharing ratio as on 31stMarch, 2018 is 75%. The partners of the firm are-

1. Ashwinbhai Sardhara
2. Bhanderi Infracon Limited
3. Chanubhai Radadiya
4. Dhirubhai M Bhanderi
5. Ketan J Koladiya
6. Rajnikant Patel
7. Sunilbhai D Patel

The Capital balance of the partners as on 31st March, 2018 is as under :-

	Ashwinbhai Sardhara	Bhanderi Infracon Limited	Chanubhai Radadiya	.Dhirubhai M Bhanderi	Ketan J Koladiya	Rajnikant Patel	Sunilbhai D Patel
Capital Balance as on 31 st March 2018	25000	750000	25000	75000	25000	1050000	75000
Profit/(Loss) sharing ratio	2.5%	75%	2.5%	7.5%	2.5%	2.5%	7.5%

- The company has made investment in the partnership firm “**M/s. Sun Agro Farm**”. The Company’s profit/loss sharing ratio as on 31stMarch, 2018 is 75%. The partners of the firm are-

1. Ashwinbhai Sardhara
2. Bhanderi Infracon Limited
3. Chanubhai Radadiya
4. Bhumikaben S Patel
5. Ketan J Koladiya
6. Rajnikant Patel
7. Sunilbhai D Patel

The Capital balance of the partners as on 31st March, 2018 is as under :-

	Ashwinbhai Sardhara	Bhanderi Infracon Limited	Chanubhai Radadiya	Bhumikaben S Patel	Ketan J Koladiya	Rajnikant Patel	Sunilbhai D Patel
Capital Balance as on 31 st March 2018	49213	1476379	49213	(568757)	49213	49213	7027220
Profit/(Loss) sharing ratio	2.5%	75%	2.5%	7.5%	2.5%	2.5%	7.5%

- The company has also 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.

27. Calculation of Earning Per Share

Particulars	2017-18	2016-17
Basic Earning Per Share		
Opening No. of Equity shares	20,29,600	2,029,600
Closing No. of Equity shares	25,96,600	20,29,600
Weighted no. of Equity shares	24,21,063	24,21,063
Profit After Tax	80,83,181	53,48,701
Basic Earnings per share	3.11	2.64
Basic & Diluted Earning per share	3.34	2.21

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

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

For S A R A & Associates

For Bhanderi Infracon Limited

Chartered Accountants

Firm Registration No. 120927W

Sd/-

Manoj Agarwal

Partner

Membership No. 119509

Mumbai, May 30th, 2018

Sd/-

Dhirubhai Patel

Chairman

DIN: 02043847

Sd/-

Sunil Patel

CFO and Managing Director

DIN: 00307827

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records.

We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures :

i.

ii.

iii.

Thanking you

For Bhanderi Infracon Limited

Sd/-

Sunil Patel

Managing Director

(DIN No. 00307827)

30.05.2018

ATTENDANCE SLIP

14th Annual General Meeting on 29th September, 2018

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

I /We hereby record my/our presence at the 14th 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 Saturday the 29th September, 2018 at 12.30 p.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 9.00 A.M. on 26th September, 2018 and ends on 28th September, 2018 at 5.00 P.M. The voting module will be disabled by CDSL for voting thereafter.

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) ofShares 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 14th Annual General Meeting of the Company, to be held on the 29th day of September, 2018 at 12.30 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
	Ordinary Business		
1	To receive, consider, approve and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31 st March, 2018 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 on 31 st March, 2018 together with the Report of the Auditors thereon.		
2	Ratification of the appointment of M/s S A R A & Associates, Chartered Accountants, as statutory auditors of the Company for the year ended on 31 st March, 2019		
3	Appointment of a Director in place of Mrs. Bhumikaben Patel (DIN No. 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director		
	Special Business		
4	Approval For Related Party Transaction		
5	Vesting Of Powers With The Board Under Section 186		

Signed this..... day of..... 2018

Signature of Shareholder

Affix Revenue Stamp

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

14th Annual General Meeting on 29th September, 2018

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 Eleventh Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 12.30 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, in respect of businesses as stated in the Notice dated 30th May, 2018 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)
	Ordinary Business			
1	To receive, consider, approve and adopt: c) the Audited Standalone Financial Statements of the Company for the financial year ended on 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon; and d) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2018 together with the Report of the Auditors thereon.			
2	Ratification of the appointment of M/s S A R A & Associates, Chartered			

	Accountants, as statutory auditors of the Company for the year ended on 31st March, 2019			
3	Appointment of a Director in place of Mrs. Bhumikaben Patel (DIN No. 06984921), who retires by rotation and being eligible has offered herself for re-appointment as Director			
	Special Business			
4	Approval For Related Party Transaction			
5	Vesting Of Powers with the Board Under Section 186 of the Companies Act, 2013			

Place:

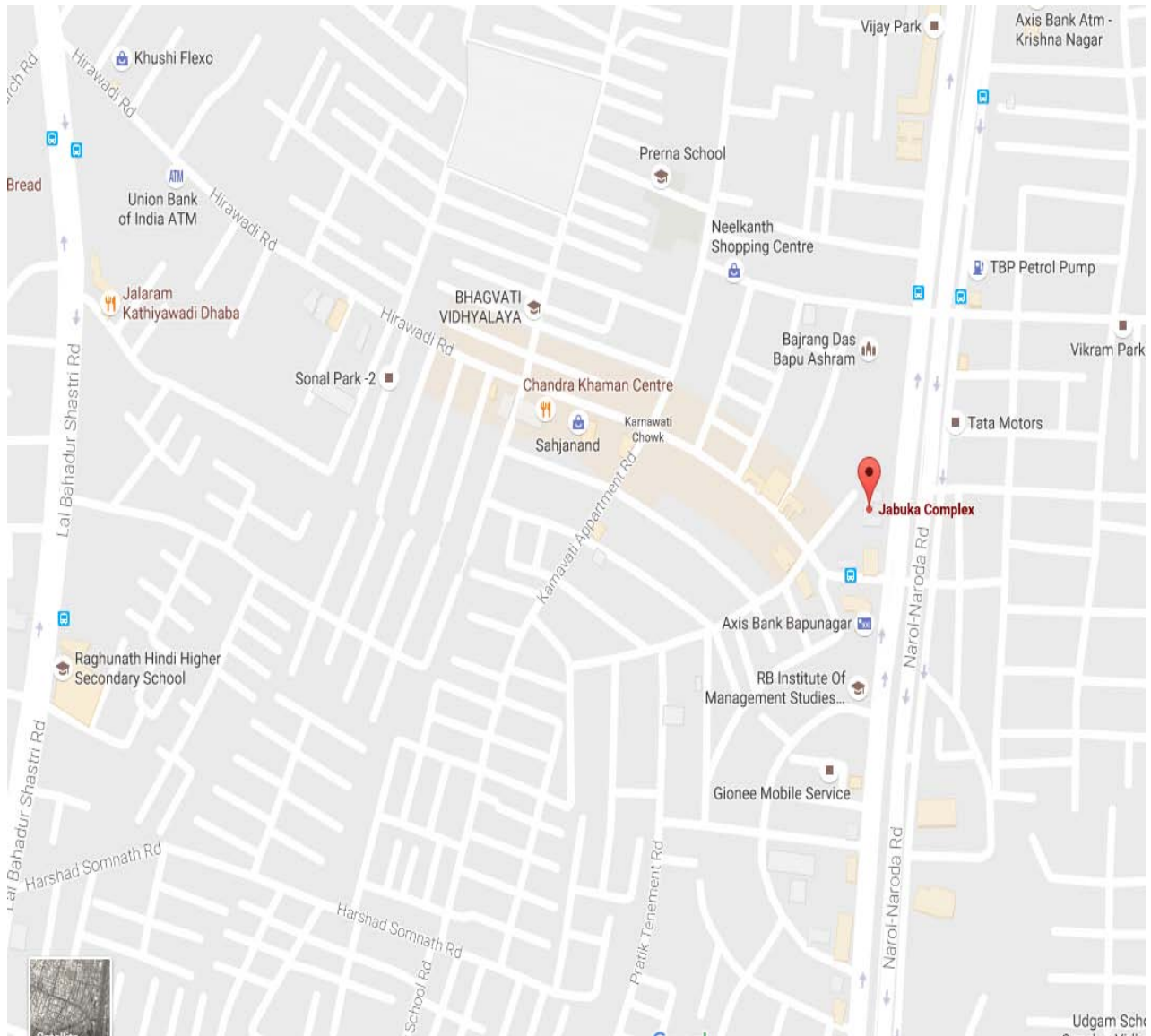
Date:

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. Ms. Deepali More, Practicing Company Secretary at S A R A & Associates, Chartered Accountants, 202, 2ndFloor, May Building, 297/299/301 Princess Street, Near Marine Lines Flyover, 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 Friday, 28th September, 2018.
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