



Rodium Realty Ltd.  
Perspective To Perfection®

ACCELERATING

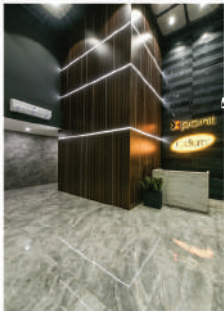
G R O W T H

ANNUAL REPORT 2019

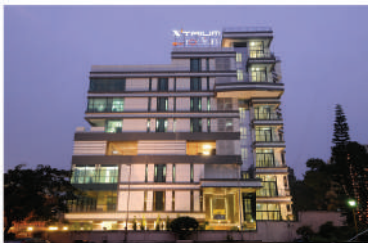
# Reside | Relax | Rejuvenate

## X'POINT

Category : Residential  
And Commercial  
Type : Re-development  
Location : Kandivali (W)  
Status: OC received  
(completed)



## COMPLETED COMMERCIAL PROJECTS



### X'TRIUM

Asymphony of elegance and class



### X'ZCAR

Residences that will make you proud



### X'CUBE

Integrating eminence and efficiency  
An accomplished project



## X'ONE



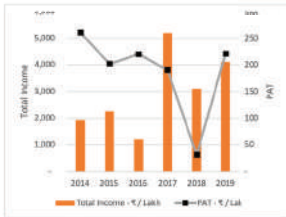
## X'ENUS



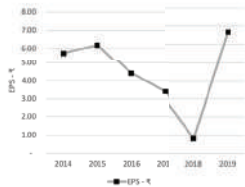
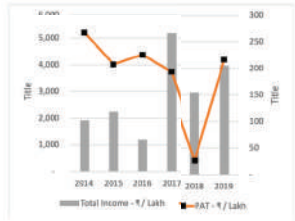
## X'MEADOWS

# FINANCIAL HIGHLIGHTS

## STANDALONE



## CONSOLIDATED



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## Corporate Information

### BOARD OF DIRECTORS

**Mr. Deepak Chheda (DIN: 00419447)**  
Chairman and Managing Director

**Mr. Harish Nisar (DIN: 02716666)**  
Executive Director

**Mr. Rohit Dedhia (DIN: 02716686)**  
Executive Director

**Mr. Shailesh Shah (DIN: 01230174)**  
Executive Director

**Mr. Yogesh Shah (DIN: 02774568)**  
Non-Executive, Independent Director

**Mr. Vatsal Shah (DIN: 01839985)**  
Non-Executive, Independent Director

**Mr. Sudhir Mehta (DIN: 03187758)**  
Non-Executive, Independent Director

**Ms. Tejal Mehta (DIN: 01896772)**  
Non-Executive, Independent Director

### CHIEF FINANCIAL OFFICER

**Mr. Rohan Chheda**

**COMPANY SECRETARY &  
COMPLIANCE OFFICER**

**Ms. Tulsi Rajput (M. No. A42122)**

### STATUTORY AUDITORS

M/s. M.M. Nissim & Co.,  
Chartered Accountants  
(Firm Regn. No.: 107122W)

### INTERNAL AUDITOR

M/s. Ashar & Co.,  
Chartered Accountants  
(Firm Regn.No.: 129159W)

### SECRETARIAL AUDITOR

M/s. Hiya Rathi & Associates,  
Company Secretaries  
(ACS. No.: 50191; COP No. 18864)

### SOLICITORS & ADVOCATES

M/s. Lilani Shah & Co.

### BANKERS

Indian Overseas Bank  
Bank of Baroda  
Kotak Mahindra Bank Limited

### REGISTRARS AND TRANSFER AGENTS

Cameo Corporate Services Limited,  
Subramanian Buildings,  
No. 1 Club House Road,  
Chennai – 600002  
Phone: 044 – 28460390  
Email id: [investor@cameoindia.com](mailto:investor@cameoindia.com)

### REGISTERED OFFICE

Plot No. 636, 501, X'cube,  
Off New Link Road, Andheri (West),  
Mumbai – 400053 Maharashtra

Tel: 022- 42310800, Fax no: 022-42310855  
Email Id: - (General info): [info@rodium.net](mailto:info@rodium.net)  
(Investor Grievance): [cs@rodium.net](mailto:cs@rodium.net)

### CORPORATE OFFICE

Plot No. 636, 401/402, X'cube,  
Off New Link Road, Andheri (West),  
Mumbai – 400053 Maharashtra

Tel: 022- 42310800, Fax No: 022-42310855  
Email Id: - (General info): [info@rodium.net](mailto:info@rodium.net)  
(Investor Grievance): [cs@rodium.net](mailto:cs@rodium.net)

## Chairman's Message



Dear Shareholders',

It gives us immense pleasure to share with you the latest developments of Rodium Realty. The year 2017-18 was a year of transformation of Indian Real Estate with the implementation of several landmarks reforms. While the Indian real estate sector witnessed many positive and disruptive changes, we continued to deliver a resilient operating performance and also set the stage for the next round of your Company's growth.

I'm pleased to say that this year, we made significant progress. We've strengthened our capabilities in many critical areas of operations, we have bolstered our balance sheet through a strong operating cash flows.

The Real Estate industry has experienced significant shifts in the past few years- regulatory and market dynamics. Your Company was ready to adopt them in a timely and rightful manner. Such reforms are structural changes which are providing long term growth and consolidation opportunities for organized developers like us. As the regulatory changes

were taking shape, your Company focused on enhancing the sales at our ongoing projects instead of new launches. However, simultaneously your Company was putting together the foundation in place for its plans to scale up across the market segments.

It gives me immense pleasure to announce that your Company has set a benchmark in completing the premium residential project "Xpoint" within 28 (Twenty-Eight) months from the date of obtaining of first Commencement Certificate which is 8(Eight) months before the actual targeted completion date i.e. 31<sup>st</sup> December 2020 and initiated the handing over of apartments.

Our reported accounts for the year were strong. For FY 2018-19, the Company on a standalone basis, earned total revenues of Rs. 3962.71 Lakhs as compared to Rs. 2957.93 Lakhs in the previous year, representing an increase of 33.96%. Profit after Tax has been increase by 614.12%. during the year.

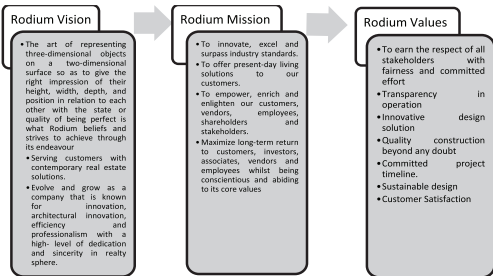
We are set to embark on a new journey in the coming years and are determined to leave no stone unturned to ensure that our projects redefine and enhance urban living in Mumbai. With construction underway on many projects, we expect a strong momentum in sales over next year and above all create shareholders value.

I would like to extend my sincere thanks to all employees, customers, business and financial partners of your Company and you, as a shareholder, for your support.

Warm regards,

**Deepak Chheda**  
Chairman & Managing Director

## Rodium at a Glance



Founded in 2006, Rodium Realty Limited has in a span of 19 years covered enormous ground, thereby establishing its place as a reputed real estate developer in Mumbai. While our growth story is rooted in facts and figures, our legacy will be built on a strong reputation of excellence in residential, commercial and gated community developments.

Today, Rodium is an avant-garde organization in the field of property development, building management and build to suit property solutions. Living up to its motto **"Perspective to Perfection"** it has worked seamlessly towards a revolutionary path for "GLOCAL" architecture, which constitutes design solutions developed by keen understanding of the "loCAL" necessities and delivering in line with GLOBAL parameters and quality standards. Over the years Rodium has metamorphosed mundane structures to unconventional masterpieces.

Our strength lies in making optimum use of the available space, constantly been pushing the boundaries in architectural design to create housing & township projects with aesthetics that are routinely described as being ahead of time. Our fusion of futuristic building concepts with the innate charm of luxury, coupled with visually pleasing surroundings, we have been instrumental in offering the finest in modern apartments and luxury homes. From design driven cutting edge facades created by our In-

house team of Professional architects, to the flawless interiors designed specifically for each market to the world-class service – no detail is overlooked.

Widely accredited with redefining luxury living in Mumbai, Rodium Realty Limited constantly seeks to design aesthetically striking residences, responding to changing needs and revolving lifestyles. Our residential projects include a wide range of premium condominiums across Western Mumbai, built with the help of best-in-class contractors and master architects.

We believe in nurturing the trust we have earned over the years by offering only best available solutions and in return we have experienced boundless joy seeing that trust spread from one customer to the next. With a foresight for the future, Rodium has launched major commercial, residential projects with symbol of distinction "X" where the X signifies infinite growth.

Going forward, Rodium Realty Limited hopes to continue changing the landscape of Mumbai with growth and sustainability; it is committed to being environment friendly.

For more information on the Company, please visit, [www.rodium.net](http://www.rodium.net)

## Notice

**NOTICE** is hereby given that the **26<sup>th</sup> Annual General Meeting** of the Members of **RODIUM REALTY LIMITED** will be held on Friday, **27<sup>th</sup> September, 2019**, at 9.00 a.m. at Royalista Baquet Hall, G-3/103 Morya Landmark No 01. Off., Link Rd, Andheri (West), Mumbai, Maharashtra 400053, to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on Preference shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e., Re. 0.90/- per preference share.
3. To declare dividend on equity shares for the Financial Year ended March 31, 2019 at the rate of 10% i.e., Re. 1/- per equity share.
4. To consider appointment of a Director in place of Mr. Harish Nisar (DIN 02716666), who retires by rotation and, being eligible, offers himself for reappointment.

By order of the Board of Directors  
For **RODIUM REALTY LIMITED**

**Tulsi Rajput**  
Company Secretary  
**A42122**

Mumbai, August 13, 2019

Registered Office:

501, X'Cube, Plot No. 636, Opp. Fun Republic Theatre,

Off Link Road, Andheri (West), Mumbai- 400053

Tel: 91 22 4231 0800 Fax: 91 22 42310855

Website: [www.rodium.net](http://www.rodium.net)

Email ID: [cs@rodium.net](mailto:cs@rodium.net)

CIN: L85110MH1993PLC206012

### **NOTES:**

1. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/reappointment at the Annual General Meeting and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
2. **IN TERMS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The duly completed and signed instrument appointing proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than forty-eight (48) hours before the time for holding the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, provided a Member holding more than 10%, of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board resolution, Power of Attorney

or such other valid authorizations, authorising their representative to attend and vote on their behalf at the AGM.

Members/ Proxies/ Authorized representatives are requested to bring their attendance slips duly completed and signed mentioning therein details of Members DPID and Client ID/ Folio No.

4. In case of joint holders attending the AGM, only such joint holder who is senior in the order of names stands in the Registered of Members will be entitled to vote.
5. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 21, 2019 till September 27, 2019 for the purpose of payment of final equity dividend for the financial year ended March 31, 2019 at the AGM.
7. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Friday, September 20, 2019. The final dividend is Re.1/- per Equity Share.
8. Members whose shareholding is in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MIRC code and IFSC code,

mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Company's RTA. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's RTA Cameo for assistance in this regard. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

9. **THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) HAS MANDATED THE SUBMISSION OF PERMANENT ACCOUNT NUMBER (PAN) BY EVERY PARTICIPANT IN SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THE PAN TO THEIR DP WITH WHOM THEY ARE MAINTAINING THEIR DEMAT ACCOUNTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM CAN SUBMIT THEIR PAN DETAILS TO COMPANY'S RTA.**
10. As per Regulation 40 of the SEBI Listing Regulations and various notifications issued by SEBI in this regard, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However, members can continue to hold shares in physical form. Accordingly, members holding securities in physical form were separately communicated by the RTA vide three letters sent on July 13, 2018, December 12, 2018 and January 18, 2019 at their registered address. In view of

the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's RTA for assistance in this regard.

11. Members are requested to address all correspondences, including dividend-related correspondences, to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited at Cameo Corporate Services Limited Subramanian Building, No.1, Club House Road, Chennai 600002
12. Pursuant to Section 124 & Section 125 as per Companies Act, 2013 came in to effect on 7<sup>th</sup> September, 2016 and 13<sup>th</sup> January 2016 respectively (corresponding to the provisions of Section 205A(5) and 205C of the erstwhile Companies Act, 1956), the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.
13. In line with the measures of Green Initiatives, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
14. The requirement to place the matter relating to appointment of Statutory Auditor for ratification by members at every Annual General Meeting is done away with notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of re-appointment of Statutory Auditors at this AGM.

15. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules framed thereunder, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through the ballot paper. Members who have not cast their votes by remote e-voting prior to the AGM may vote at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

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

- a. The voting period begins on Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on Friday, September 20, 2019, being the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- d. Click on Shareholders.
- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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> <p>-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 the PAN Field.</p> <p>-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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your Demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the</p>

	Dividend Bank details field as mentioned in instruction (iv).
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- i. After entering these details appropriately, click on "SUBMIT" tab. 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 should be taken to keep your password confidential.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- q. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- s. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
16. The relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
17. Equity Dividend recommended by the Board of Directors in its meeting held at May 29, 2019 and if approved by the Members at its Annual General Meeting scheduled on Friday, 27<sup>th</sup> September, 2019 will be payable to those Equity Shareholders as appearing in the books on Friday, September 20, 2019. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Saturday, October 26, 2019 as per the details furnished by the National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on that date.
18. In terms of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2015, the Notice of 26<sup>th</sup> Annual General Meeting of the Company and the Annual Report along with the process of e-voting and the Attendance Slip and Proxy Form is being sent through the electronic mode to the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
- For Members who have not registered their e-mail addresses, physical copies of the Notice of 26<sup>th</sup> Annual General Meeting of the Company, the Annual Report, along with the process of e-voting and the Attendance Slip and Proxy Form is being sent by the permitted mode.
- To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses so far are requested to register their e-mail**



addresses with their Depository  
Participants/Cameo Corporate Services Limited.

By order of the Board of Directors  
For RODIUM REALTY LIMITED

**Tulsi Rajput**  
**Company Secretary**  
**A42122**

Mumbai, August 13, 2019

*Registered Office:*

*501, X'Cube, Plot No. 636, Opp. Fun Republic  
Theatre,*

*Off Link Road, Andheri (West), Mumbai- 400053*

*Tel: 91 22 4231 0800 Fax: 91 22 42310855*

*Website: [www.rodium.net](http://www.rodium.net)*

*Email ID: [cs@rodium.net](mailto:cs@rodium.net)*

*CIN: L85110MH1993PLC206012*

19. Members may note that the Notice of the Annual General Meeting and Full Annual Report 2019 both are available on the Company's website [www.rodium.net](http://www.rodium.net). The 26<sup>th</sup> notice of Annual General Meeting will also be available on the CDSL website of e-voting [www.evotingindia.com](http://www.evotingindia.com).
20. The Board of Directors has appointed M/s. Hiya Rathi & Associates, Practicing Company Secretary (ACS. No.: 50191; COP No. 18864) the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at the meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL within 2 (two) days of the Annual General Meeting of the Company.
21. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a PAN Card, Aadhaar Card, Driving License, Passport, and Voter ID Card.

## Annexure to Notice

**Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**  
(Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]



Mr. Harish Nisar (DIN: 02716666) aged 65 years was appointed as the Whole-Time Director of the Company w.e.f. November 14, 2009.

### **Educational Qualification & Experience (including expertise in specific functional areas)**

Mr. Harish Nisar holds a Bachelor's degree in Science from Mumbai University. He is the promoter director of the Company and has more than 32 years of experience in manufacturing and business for industrial safety products and over 20 years of experience in redevelopment of properties.

### **Brief Biography**

He is responsible for legal matters to be entered by the Company from time to time, acquisition of property and other incidental activities.

Mr. Harish Nisar shall exercise and perform such powers and duties as the Board of Directors of the Company shall, from time to time, determine and entrust subject to the Board. His job profile is in line with his qualification and his expertise based on his past experience.

### **Shareholding in the Company**

Mr. Harish Nisar holds 320330 equity shares of the Company by himself in his individual capacity.

### **Board Meeting Attendance and Remuneration**

During the year, Mr. Harish Nisar has attended 4(Four) board meetings and 6 (Six) stakeholders relationship committee meetings and was paid a remuneration of Rs. 26,40,000/- during the year under review.

### **Directorships held in other public companies and listed entities**

Mr. Nisar does not hold any directorships in any other public companies and listed entities apart from Rodium Realty Limited.

### **Memberships/ Chairmanships of Statutory Committees of other public companies and listed entities**

Mr. Nisar does not hold any Memberships /Chairmanships in any other public companies and listed entities apart from Rodium Realty Limited.

### **Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel**

There is no relationship inter-se between Mr. Harish Nisar, other members of the Board and Key Managerial Personnel of the Company.

# Board's Report

## TO THE MEMBERS OF RODIUM REALTY LIMITED

Your Directors have pleasure in presenting the 26<sup>th</sup> (Twenty-Sixth) Annual Report on the Business and Operations of the Company together with the Financial Statements for the financial year ended on March 31, 2019.

## FINANCIAL RESULTS

The Company's performance during the financial year ended March 31, 2019 as compared to the previous financial year is summarized below:

(Rs in Lakh)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations	3962.71	2957.93	3962.71	2957.93
Other income	137.82	189.30	133.98	185.46
Total revenue	4100.54	3147.23	4096.70	3143.39
Expenses	3755.83	3075.97	3756.12	3076.59
Profit before tax	344.71	71.26	340.57	66.79
Tax expenses	12.36	40.31	123.68	40.31
Profit After tax	221.02	30.95	216.88	26.48

The financial statements for the financial year ended March 31, 2019 have been prepared in accordance with Ind AS in terms of the provisions of Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

## FINANCIAL HIGHLIGHTS AND STATE OF COMPANY'S AFFAIRS

### Standalone Financials

During the financial year 2018-19, the Company on a standalone basis, earned total revenue of Rs. 4100.54 Lakhs as compared to Rs. 3147.23 Lakhs in the previous financial year, representing an increase of 30.29 percent. The Profit before Tax was Rs. 344.71 Lakhs as against Rs. 71.26 Lakhs during the previous financial year (representing an increase of 383.74 percent) and Profit after Tax was Rs. 221.02 Lakhs as against Rs. 30.95 during the previous financial year (representing an increase of 614.12 percent).

### Consolidated Financials

The consolidated revenue of the Company during the financial year 2018-19 was Rs. 4096.70 Lakhs as compared to Rs. 3143.39 Lakhs, an increase of 30.33 percent from the previous financial year. The Profit before Tax was Rs. 340.57 Lakhs as against Rs. 66.79 Lakhs, an increase by 409.91 percent and Profit after Tax (after considering minority interest) was Rs. 216.88 Lakhs against Rs. 26.48 Lakhs, an increase by 719.07 percent as compared to the previous financial year 2017-2018.

## REVIEW OF OPERATIONS AND BUSINESS

India experienced an economic slowdown during FY'19, which saw the Gross Domestic Product (GDP) grow at 7.0 per cent, compared

to 7.2 per cent in the previous year. This downturn was primarily driven by degrowth in the agriculture and services sectors, even as growth rate of the manufacturing sector accelerated from 5.9 per cent in FY 2017-18 to 7.7 per cent in FY 2018-19.

The real estate industry saw signs of revival during the year, where the construction sector grew at 8.9 per cent in FY 2018-19 after an average growth of 4.4% in the previous five years. The real estate sector is the driving force behind the growth of the Indian Economy. The real estate sector is one of the most globally recognized sectors. The growth of this sector is well complemented by the growth of corporate environment and the demand for office space as well as urban and semi-urban accommodations. The Construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy. In the real estate space, we are encouraged by the progress brought in by the Real Estate (Regulation and Development) Act (RERA), which completed two years of coming into force in May 2019. RERA has brought in greater transparency and accountability and projects the interest of the property buyers. Being a organised player, Rodium enjoys certain competitive advantages and is well placed to meet the upcoming challenges and opportunities. As for the statutory requirements, the Company has taken necessary steps to ensure all its operations are fully compliant with the fresh norms, so that the interests of all our stakeholders, including our clients as well as investors are safeguarded against any encumbrance or hurdle at a later stage.

#### **“X’POINT”**

In the last Annual Report, the Company

informed about X’point a Residential cum Commercial Project located at S.V. Road, Kandivali (West), that the project is running ahead of its scheduled date of 31<sup>st</sup> December, 2020. The project phase consists of two 20 storey buildings that includes 31 retail shops, which spanned over 2,00,000 Sq. ft. including 10,000 Sq. Mt for recreational open space.

Your Company is glad to announce that the project has received its Full Occupancy Certificate i.e. construction of the aforesaid building is completed much before its scheduled date of 31<sup>st</sup> December, 2020 and has initiated the handing over of the apartments

#### **“X’ENUS”**

In the last Annual Report, the Company informed that it had launched another Residential Project named X’enus at Matunga (Central) which is a 20 storey residential tower expanded over 55,000 sq. ft. The civil plans of the project is approved and the project has received necessary IOD from MHADA.

As per the current year estimates the demolition work of the project is completed and the Company await for the Commencement Certificate from MCGM. The construction is set to be completed before 31<sup>st</sup> December, 2021.

#### **“X’MEADOWS”**

The Company is in the process of acquiring the plot of land situated in Village- Temghar, Taluka – Bhivandi, District – Thane which is part of the Mumbai Metropolitan Region and is continuously making efforts for expansion and exploring new areas in and out of Mumbai in Metropolitan Region. The project undertaken to promote the affordable housing scheme of the Government of India, targeting Mid-Income level individuals.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, highlighting the industry structure and developments, opportunity and threats, future outlook, risks and concerns etc. is furnished separately and forms a part of this Annual Report.

### **SHARE CAPITAL**

Your Company has two classes of shares, viz. Equity Shares and Preference Shares. The Authorized Share Capital of the Company is Rs. 13.00 Crore, divided into 6,000,000 (Sixty Lakh) number of Equity Shares of Rs. 10/- each and 7,000,000 (Seventy Lakh) number of Cumulative Redeemable Preference Shares of Rs.10/- each.

The Issued, Subscribed and Paid up Share Capital of the Company as at March 31, 2019 was Rs. 10.24 Crore, (Rupees Ten Crore Twenty-Four Lakh Only) divided into 32,47,900 (Thirty-Two Lakh Forty-Seven Thousand Nine Hundred) equity shares of Rs. 10/- each, fully paid up, and 7,000,000 (Seventy Lakh) Cumulative Redeemable Preference Shares of Rs.10/- each, fully paid up. The Company had forfeited shares amounting to Rs. 1,970,750/- (Rupees Nineteen Lakhs Seventy Thousand Seven Hundred Fifty Only).

There was no public issue, rights issue, bonus issue or preferential issue etc., during the year. The Company has not issued any shares with differential voting rights, sweat equity shares nor has it granted any stock options during the year under review. There were no changes in the share capital structure of the Company during the financial year under review or any date from the end of financial year upto the date of Board's Report.

### **DIVIDEND**

Your Directors have pleasure in recommending the 10% equity dividend aggregating to Rs. 32,47,900 Lakhs for the Financial Year 2018-19. Your Directors have also recommended dividend at the rate of 9% on the Cumulative Redeemable Preference Shares for the Financial Year 2018-19 aggregating to Rs. 63 Lakhs. These dividends, together with the dividend distribution tax, surcharge and education-cess thereon, will involve an outgo of Rs. 115,10,948 Lakhs.

The equity dividend is subject to the approval of the members at the ensuing Annual General Meeting and will be paid to shareholders whose names appear in the Register of Members as on 20<sup>th</sup> September 2019; in respect of shares held in dematerialized form, it will be paid to shareholders whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited, as beneficial owners as on that date.

### **RESERVES**

The Company has not transferred any amounts to the reserves during the year under review.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Particulars of loans and guarantee given, Investments made and securities provided under Section 186 of the Companies Act, 2013 are given under the Notes to the financial statements and forms a part of this Annual Report.

### **DEPOSITS**

In terms of Chapter V of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under

review, your Company has neither invited nor accepted any fixed deposits from the public.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135, Schedule VII and other applicable provisions of the Companies Act, 2013, the Net worth of Rupees 500 Crore or more, or turnover of Rupees 1000 Crore or more or a net profit of Rupees 5 Crore or more during the immediately preceding financial year shall comply with the provisions of corporate social responsibility. Since, there are no average net profits of the Company during the previous three financial years, there are no specific funds that are required to be set aside and spent by the Company during the year under review towards CSR.

## **MATERIAL CHANGES IN THE BUSINESS OF THE COMPANY**

During the year under review, there was no change in the nature of business of the Company and there is no material change and/or commitments, affecting the financial position of the Company, between the end of the financial year to which financial statement relates and the date of this report.

## **MATERIAL ORDERS PASSED BY THE REGULATORS/ COURT/ TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANIES FUTURE OPERATIONS**

During the period under review, no material order has been passed by any regulator or court excepting to the extent as may be mentioned in the Notes to Accounts attached to the Financial Performance forming a part of the Annual Report.

## **AUDITORS**

### **1. Internal Control and Internal Audit**

Adequate internal control systems commensurate with the size, scale and complexity of the operations are in place and have been operating satisfactorily. The Company has in place well-defined internal control mechanisms and comprehensive internal audit programs which, are reviewed and approved by the Audit Committee at the beginning of each financial year and progress reports are placed before the Committee on a quarterly basis. M/s. Ashar & Co., Chartered Accountants (Firm Registration No. 129159W) are responsible to carry out the internal audit of the Company and are being re-appointed as Internal Auditors continuing for the financial year 2019-2020.

There are adequate internal financial controls in place with reference to the financial statements. During the year under review, these controls were tested and no significant weakness was identified either in the design or operation of the controls. A report issued by the Statutory Auditors, M/s. M.M. Nissim & Co, Chartered Accountants (Firm Registration No.: 107122W), on internal financial controls forms part of the Annual Report.

### **2. Statutory Audit**

At the Annual General Meeting of the Company held on September 26, 2015, M/s. M. M. Nissim & Co., Chartered Accountants, (Firm Registration No.: 107122W) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2020.

In accordance with the Companies Amendment Act, 2017, enforced on 7<sup>th</sup> May, 2018 by the Ministry of Corporate Affairs, the appointment

of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Report given by the Auditors on the financial statement of the Company forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report and notes to the Accounts where ever given are self-explanatory hence do not require any clarification by the Directors of the Company.

### 3. Secretarial Audit

Pursuant to provisions of Section 204 of Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company in their Board Meeting dated 26<sup>th</sup> May, 2018 had appointed M/s. B. Desai & Associates (CP No. 7711) a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. M/s. B. Desai & Associates (CP No. 7711) resigned from the position of Secretarial Auditor of the Company on 25<sup>th</sup> April, 2019 with immediate effect, due to personal reasons. The Board of Directors in their meeting held on 2<sup>nd</sup> May, 2019 took the note of the resignation and appointed Ms. Hiya Rathi, proprietor of M/s. Hiya Rathi & Associates (CP No. 18864), Practicing Company Secretary, to act as Secretarial Auditor of the Company and to undertake Secretarial Audit for the financial year 2018-19. The report of Secretarial Audit is annexed as “Annexure A” and forms part of the Board’s Report. The Secretarial Report doesn’t contain any qualification, reservation or adverse remark, or comments from the Board under Section 134(3) of the Companies Act, 2013.

The Board has appointed M/s Hiya Rathi & Associates (CP No. 18864), Practicing Company Secretaries, as secretarial auditor of the Company for the financial year 2019-20.

### SECRETARIAL STANDARDS

The Institute of Company Secretaries of India (ICSI) had revised the Secretarial Standards (SS) on Dividend which came into effect from 1<sup>st</sup> January, 2018 and the Secretarial Standards on Report of the Board of Directors which came into effect from 1<sup>st</sup> October, 2018. The Directors confirm that the Company is in compliance with the revised secretarial standards i.e. SS-1, SS-2, SS-3 and SS-4 to the extent applicable.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM

As on the date of board report, the Board of Directors of the Company comprise of 8 (eight) Directors, out of which 4 (four) are Independent Directors. The Board of Directors of the Company comprises of eminent, experienced and reputed professionals from different fields.

#### 1. Chairman

At the 25<sup>th</sup> annual general meeting held on September 28, 2018 Mr. Deepak Chheda (Chairman & Managing Director), was re-appointed for the period of three years from November 14, 2018 to November 13, 2021, a special resolution of the shareholders was passed with requisite majority in this regard.

#### 2. Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Harish Nisar (DIN: 02716666) Whole-Time Director retires by rotation at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment. The Board recommends his reappointment.

### 3. Retirements and Resignations

None of the Directors have retired/resigned during the financial year ended 2018-2019.

### 4. Committees of the Board

Currently, the Board has three Committees: The Audit Committee, The Nomination and Remuneration Committee and Stakeholders' Relationship Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report section of this Annual Report.

### 5. Disclosures given by the Directors

The Company has received various disclosures from the Directors as specified below:

- Form MBP-1:** The Company received disclosure of interest from all its Directors pursuant to Section 184 of the Companies Act, 2013 and rules made thereunder in Form MBP-1.
- Declaration under Section 164:** The Company has received declaration from all the Directors informing that they are not disqualified from being appointed/ re-appointed or continuing as Directors pursuant to Section 164 of the Companies Act, 2013 and rules made thereunder.
- Declaration by Independent Directors:** The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013 and rules made thereunder, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As on March 31, 2019, details of Key Managerial Personnel under the Companies Act, 2013 are given below:

Sr. No.	Name of the Person	Designation
1.	Mr. Deepak Chheda	Managing Director & Chairman
2.	Mr. Harish Nisar	Whole-Time Director
3.	Mr. Rohit Dedhia	Whole-Time Director
4.	Mr. Shailesh Shah	Whole-Time Director
5.	Mr. Rohan Chheda	Chief Financial Officer
6.	Ms. Tulsi Rajput	Company Secretary

During the financial year, Mr. Mehul Nisar, has resigned from the post of Chief Financial Officer (CFO) of the Company w.e.f. 14<sup>th</sup> November, 2018. The board puts on records its sincere appreciation for the services rendered by Mr. Mehul Nisar during his tenure as CFO. The Board on recommendation of Nomination & Remuneration Committee has appointed Mr. Rohan Chheda as the Chief Financial Officer w.e.f. 14<sup>th</sup> November, 2018.

### 6. Extract of Annual Return

An extract of the Annual return as provided under Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration Rules), 2014 in the prescribed format in Form No. MGT-9 is attached hereto as "Annexure B" and forms part of the Board's Report which is also available on Companies Website at <http://rodium.net/other-communication.html>

### 7. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the annual financial statements have been prepared on a going concern basis;
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **CORPORATE GOVERNANCE**

### **Our Corporate Governance Philosophy**

The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. Following the traditions of good

Corporate Governance as a responsible corporate citizen, and with a view to serve the best interests of all the stakeholders, viz., the employees, shareholders, customers, vendors and society, your Company constantly endeavors and is committed to achieving the highest level of standards of Corporate Governance. The Company seeks to achieve this goal by being:

- Transparent in its business dealings by disclosure of all relevant information and by being fair to all stakeholders;
- By ensuring that the Company's activities are managed by an appropriate composition of Board of Directors comprising of promoter Directors and Independent Directors;
- Comply with all the applicable laws, rules and regulations of the land in which the Company operates; and
- Ensuring the timely and accurate flow of information at various levels within the organization to enable the concerned personnel to discharge their functions effectively.

As per the SEBI (Listing Obligations and Disclosures Requirements), 2015, introduced pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2015-16/013 dated September 2, 2015, which became effective from December 1, 2015 read with Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosures Requirements), 2015, Regulation 27(2)(a) is applicable to only those listed entities having paid-up Equity Share Capital exceeding Rs. 10 Crores and Net Worth exceeding Rs. 25 Crores. In light of the same the Company has informed BSE Limited regarding the non-applicability of Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

Your Company is committed to practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance as per the provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Annual Report.

#### **MEETINGS AND COMPOSITION OF BOARD AND COMMITTEES AND ATTENDANCE OF DIRECTORS AND COMMITTEE MEMBERS**

During the year under review, the Board met 4 times viz. on Board of Directors met 4 times i.e., (i) May 26, 2018, (ii) August 13, 2018, (iii) November 14, 2018 and (iv) February 14, 2019 respectively.

As required under Section 134(3) of the Companies Act, 2013, and the rules framed thereunder, the composition and meetings of board of directors and other committee meetings were in line with the provisions of the Companies Act, 2013 and the Listing Regulations, details of which alongwith composition, number of meetings of all other Board Committees meeting held during the year under review and attendance at the meetings are provided in the Report on Corporate Governance, forming a part of the Annual Report.

During the year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board of Directors in consonance with the recommendation of Nomination and Remuneration Committee (NRC) has adopted a terms of reference which, inter alia, deals with

the criteria for identification of members of the Board of Directors and selection/appointment of the Key Managerial Personnel/ Senior Management Personnel of the Company. The NRC recommends appointment/re-appointment of Key Managerial Personnel/ Senior Management Personnel of the Company based on their qualifications, expertise, positive attributes and independence in accordance with prescribed provisions of the Companies Act, 2013 and rules framed thereunder and Listing Regulations. The NRC, in addition to ensuring diversity of race and gender, also considers the impact the appointee would have on Board's balance of professional experience, background, viewpoints, skills and areas of expertise. The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management.

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website <http://rodium.net/>

There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

#### **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation and Disclosure Requirement), 2015, the Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement.

The Company promotes ethical behavior in all its business activities and has put in place a mechanism wherein the employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Government Policies or any improper activity to the Chairman of the Audit Committee of the Company or to the Chairman of the Board.

Under the Vigil Mechanism/Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee in this regard.

The said Vigil Mechanism/Whistle Blower Policy has been uploaded on website of the Company and can be accessed at the following link:  
<http://www.rodium.net/codes-policies.html>

## **PERFORMANCE EVALUATION OF BOARD, COMMITTEES & DIRECTORS**

The performance evaluation of Non-Independent Directors and the Board as a whole, Committees thereof and Chairman of the Company was carried out by Independent Directors. Pursuant to the provisions of the Act, the Nomination & Remuneration Committee (NRC) specified the manner of effective evaluation of the performance of the Board, its Committees and individual Directors. In terms of manner of performance evaluation specified by the NRC, the performance evaluation of the Board, its Committees and individual Directors was carried out by NRC and the Board of Directors. Further, pursuant to Schedule IV of the Act and Regulation 17(10) of the SEBI LODR, the evaluation of Independent Directors was done by the Board of Directors, the directors who were subject to evaluation did not

participate as prescribed under Regulation 17(10) of SEBI LODR. For performance evaluation, structured questionnaires, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the Directors to discharge their duties, Corporate Governance practices, etc. were circulated to the Directors for the evaluation process. All Directors unanimously expressed that the evaluation outcome reflected high level of engagement of the Board of Directors and its Committees amongst its members with the Company and its management and that they are fully satisfied with the same.

The Company has received declarations from each of the Independent Directors confirming that they meet the criteria of independence as provided in the Companies Act, 2013 and SEBI LODR.

## **RODIUM'S CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down the guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosures of unpublished price sensitive

information and code of conduct for the prevention of insider trading is available on our website

<http://www.rodium.net/codes-policies.html>

### **PARTICULARS OF EMPLOYEES**

The ratio of remuneration of each director to the median employee's remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as "Annexure C" and forms part of the Board's Report.

There are no such employees throughout the financial year who is in (i) receipt of a remuneration for that year which, in the aggregate, was not less than Rs. One Crore Two Lakhs; (ii) receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. Eight Lakh Fifty Thousand per month; under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013. Internal Complaints Committee (ICC) as provided in the said Act is set up to redress complaints received regarding sexual harassment. All employees (including permanent, contractual, temporary, trainee or any other category of employees) are covered under this policy.

The details of the complaints received during the year and status of the same is given below:

a.	Number of complaints of sexual harassment received during the year	Nil
b.	Number of complaints investigated during the year	Nil
c.	Number of complaints disposed-off during the year	Nil
d.	Total no. of cases pending for more than 90 days	Nil
e.	No. of workshops or awareness programmes carried out	Not Applicable
f.	Nature of action taken by the employer or district officer	Not Applicable
g.	Number of complaints investigated during the year	Nil
h.	Number of complaints disposed-off during the year	Nil
i.	Total no. of cases pending for more than 90 days	Nil
j.	No. of workshops or awareness programmes carried out	Not Applicable
k.	Nature of action taken by the employer or district officer	Not Applicable

### **RELATED PARTY TRANSACTIONS**

All Related Party Transactions are placed before the Audit Committee and Board for review and approval and are in compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

All Related Party Transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as “Annexure D” to this Board’s Report and forms part of the Annual Report.

### DEMATERIALIZATION

Your Company’s Equity Shares are available for dematerialization through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2019, 32,05,545 Equity Shares, constituting 98.695% of the Equity Shares of your Company, were held in dematerialized form.

### LISTING

The Company’s Equity Shares are presently listed with the BSE Limited under Security ID-**RODIUM**, Security Code–**531822**.

### SUBSIDIARY COMPANY

Your Company had 1 (One) Wholly Owned Subsidiary Company and 3 (Three) LLPs in India as on year under review. There were no Associate Companies or Joint Venture Companies within the meaning of section 2(6) of the Act.

- “**RODIUM HOUSING PRIVATE LIMITED**” (CIN-U45400MH2013PTC241820). There have been no significant operations in the Subsidiary during the year 2018-19. Rodium Housing Private Limited w.e.f April 16, 2019 has been converted into Rodium Housing LLP.
- “**READYSTAGE LLP**” (LLP Identification Number: AAI-7135). The LLP was incorporated on March 2, 2017. Where Rodium Realty Limited has contributed 75% of the total Capital of LLP, as on 31<sup>st</sup> March, 2019. There has been no significant operations during the year 2018-19.

- “**81 ESTATE LLP**” (LLP Identification Number: AAJ-6447). The LLP was incorporated on June 7, 2017. Where Rodium Realty Limited has contributed 99% of the total Capital of LLP, as on 31<sup>st</sup> March, 2019. There has been no significant operations during the year 2018-19.

- “**CONTOUR DEVELOPERS LLP**” (LLP Identification Number: AAJ-6449). The LLP was incorporated on June 8, 2017. Where Rodium Realty Limited has contributed 99% of the total Capital of LLP, as on 31<sup>st</sup> March, 2019. There has been no significant operations during the year 2018-19.

Your Company for the current financial Year 2019-2020 has incorporated 2(Two) more subsidiary LLP, the details are as mentioned below:

- “**FLUID REALTY LLP**” (LLP Identification Number: AAO-9376). The LLP was incorporated on April 18, 2019.
- “**XPERIA REALTY LLP**” (LLP Identification Number: AAO-9372). The LLP was incorporated on April 18, 2019.

Pursuant to provisions of Section 129(3) and rule 5 of Companies (Accounts) Rules, 2014 of the Act, a statement containing the salient features of the financial statements of the Company’s subsidiary in Form AOC-1 is annexed herewith as “Annexure E”.

### IMPLEMENTATION OF RISK MANAGEMENT POLICY

Your Company is in the process of developing a comprehensive Risk Management Policy (“Policy”) commensurate with the Company’s business operations and size. Initiatives have been taken for identification of various risks the company is exposed to, particularly with regard

to financial risks, information technology related risks, legal risks, and risks of accounting fraud etc. Implementation of risk treatment plans and controls is in process. Your Company will continue to implement appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

#### **RISK MANAGEMENT COMMITTEE**

The Company has in place a process to inform the Board about the risk assessment and minimisation procedures. It has an appropriate risk management system in place for identification and assessment of risks, measures to mitigate them, and mechanisms for their proper and timely monitoring and reporting. Presently, Regulation 21 of the SEBI LODR with respect to Risk Management Committee is not applicable to your Company.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

The audited consolidated financial statement of the Company prepared in accordance with the applicable Accounting Standards along with all relevant documents and the Auditor's Report forms part of this Annual Report.

The financial statements of Subsidiary companies as per the provisions of Companies Act, 2013 are not attached along with the financial statements of the Company. Separate audited financial statement of each of the subsidiaries is placed on the website of the Company at web link <http://www.rodium.net/subsidiary-company.html>

In terms of Section 136 of the Companies Act, 2013 ('the Act'), the Financial statements and other documents of the Subsidiary Company are not required to be sent to the members of

the Company. However, the financial information of the Subsidiary Company is disclosed in the Annual Report where ever required. The Company will provide a copy of the Audited annual accounts in respect of its Subsidiary to any shareholder of the Company who requests for it and the said Audited annual accounts will also be kept open for inspection at the Registered Office of your Company.

#### **REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT**

There were no revisions of financial statements or Board's Report as per the provisions of Section 131 of Companies Act, 2013 and rules made thereunder.

#### **MAINTENANCE OF COST RECORDS AS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SUB-SECTION (1) OF SECTION 148 OF THE COMPANIES ACT, 2013**

The Central Government of India has not prescribed the maintenance of cost records for any of the products/services of the Company under sub-section (1) of section 148 of the Act and rules made thereunder and accordingly no such accounts or records are required to be maintained by the Company.

#### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

No case of fraud was reported by the Company's Auditors during the year, pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

## **CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

### **I. Conservation of energy**

There are no such particulars of the Company which are required to be given in terms of Section 134(3)(m) read with Rule 8(3) of Chapter IX Rules of the Companies Act, 2013 regarding conservation of energy.

### **II. Research and Development (R&D)**

Expenditure on R & D for the year ended March 31, 2019 was NIL (previous year: NIL).

### **III. Technology absorption**

There are no such particulars of the Company which are required to be given in terms of Section 134(3)(m) read with Rule 8(3) of Chapter IX Rules of the Companies Act, 2013 regarding technology absorption.

The details of foreign exchange earned and outgo during the year under review is as below:

Total foreign exchange earnings & outgo for the current F.Y. 2018-19 and previous F.Y.2017-18 are NIL.

## **BUSINESS RESPONSIBILITY REPORT**

Presently, the requirement of publishing Business Responsibility Report (BRR) under Regulation 34(2)(f) of SEBI LODR is not applicable to your Company.

## **CAUTIONARY STATEMENT**

Certain Statements in this Annual Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factor that could make a difference to the Company's operations include raw material availability and its prices, regulatory hurdles in project approvals, changes in Government regulations, introduction of new acts, tax structure, economic development of the country and other incidental factors.

## **ACKNOWLEDGEMENTS**

Your Directors express and place on record their gratitude for the faith reposed in, and co-operation extended to, and interest shown in the operations of the Company by the Financial Institutions, Banks, Government Authorities, Customers, Business Associates and Shareholders. Your Directors also wish to place on record their sincere appreciation of the employees at all levels for their hard work, dedication and commitment throughout the year.

By order of the Board,  
For **Rodium Realty Limited**

Sd/-  
**Deepak Chheda**  
Managing Director  
(DIN: 00419447)

Sd/-  
**Rohit Dedhia**  
Whole-Time Director  
(DIN: 02716686)

Date: May 29, 2019  
Place: Mumbai

## ANNEXURE A

Form No. MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,

The Members,

**RODIUM REALTY LIMITED,**

Plot No. 636, 501, X'cube, Off New Link Road,  
Andheri (West) Mumbai 400053, Maharashtra, India

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rodium Realty 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in 'Annexure I' for the financial year ended on **March 31, 2019** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder **(Not applicable to the Company during the period under Audit)**

(v) 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, 1992/ SEBI (Prohibition of Insider Trading) Regulations, 2015;

(c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Review Period).**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. Now known as SEBI (Share based Employees Benefits)

- Regulation, 2014; **(The Company has not introduced any such scheme);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(The Company has not issued any Debt Securities during the financial year under review);**
- (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; **(The Company has not delisted/propose to delist its Equity Shares from any Stock Exchange during the financial year under review);**
- (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; **(The Company has not bought back / propose to buy-back any of its securities during the financial year under review);**
- (i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Review Period);**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the Company during the Review Period);**
- (k) The Securities and Exchange Board of India (Listing Obligation and Disclosure requirement) Regulations, 2015;
- (vi) Other Laws specifically applicable to the Company during the relevant period ended March 31, 2019:
1. The Indian Contract Act, 1872;
  2. The Transfer of Property Act, 1882;
  3. The Indian Registration Act, 1908;
  4. The Specific Relief Act, 1963;
  5. The Indian Stamps Act, 1899;
  6. The Rent Control Act;
  7. The State Laws Governing the Real Estate;
  8. Income Tax Act, 1961;
  9. The Co-operative Societies Act, 1912;
  10. The Contract Labour (Regulation and Abolition) Act, 1970
  11. The Payment of Wages Act, 1936;
  12. The Minimum Wages Act, 1948;
  13. Employees' State Insurance Act, 1948 and;
  14. Maharashtra Ownership Flats (Regulation of the promotion of construction, sale, management and transfer) Act, 1963;
  15. Real Estate (Regulation and Development) Act, 2016;
  16. Housing Board Act, 1965;
  17. Building and Other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996.
- I have also examined compliance with the applicable clauses of the following:
- (a) Secretarial Standards issued by The Institute of Company Secretaries of India (revised w.e.f. 1st October, 2017).
  - (b) The Listing Agreement entered into by the Company with Bombay Stock Exchange Limited (BSE) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:
1. **The Company has filed with delay following forms/returns required to be submitted with the Registrar of Companies;**
    - a. Form CHG-1 (delay of 2 days)
    - b. Form MGT-14 (delay of 9 days)
    - c. Form MR-1 (delay of 210 days)

**I further report that—**

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

Adequate notice is given to all 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**I further report that** during the audit period, the company has converted its Subsidiary Rodium Housing Private Limited to Limited Liability Partnership Rodium Housing LLP w.e.f. 16<sup>th</sup> April, 2019.

I have relied on the representation made by the Company, its officers and previous Reports of the Statutory Auditors for systems and mechanism framed by the Company for Compliances under other Acts, Laws and Regulations applicable to the Company as Listed above in point (vi).

In case of Direct and Indirect Tax Laws like Income Tax Act, 1961, Goods and Service Tax Act and Custom Act, I have relied on the previous Reports given by the Statutory Auditors of the Company.

Thanking you.

Yours faithfully,

**For Hiya Rathi and Associates**  
Practicing Company Secretary

**Sd/-**

**Hiya Rathi**

Membership No:-A50191

C P No: 18864

**Date: 29/05/2019**

**Place: Mumbai**

## **ANNEXURE – I**

### **List of documents verified**

1. Memorandum & Articles of Association of the Company.
2. Annual Report for the financial year ended 31<sup>st</sup> March, 2018.
3. Minutes of the Meetings of the Board of Directors, Independent Directors, Audit Committee and Nomination & Remuneration Committee, Stakeholder Relationship Committee Committee along with Attendance Register held during the Financial Year under Report.
4. Minutes of General Body Meetings held during the Financial Year under Report.
5. All Statutory Registers.
6. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the financial year under report.
8. E- forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.

**ANNEXURE – II**

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

**To,**  
**The Members,**  
**RODIUM REALTY LIMITED,**  
Plot No. 636, 501, X'cube, Off New Link Road,  
Andheri (West) Mumbai 400053, Maharashtra, India

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

1. Maintenance of Secretarial records 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we follow 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 provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Hiya Rathi and Associates**  
Practicing Company Secretary

**Sd/-**  
**Hiya Rathi**  
Membership No:-A50191  
C P No: 18864

**Date: 29/05/2019**  
**Place: Mumbai**

## ANNEXURE B

### FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2019

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

#### I. REGISTRATION AND OTHER DETAILS:

1.	Name of the company:	RODIUM REALTY LIMITED
2.	CIN:	L85110MH1993PLC206012
3.	Date of Incorporation:	17/05/1993
4.	Category / Sub-Category of the Company:	Company limited by Shares/Non-government company
5.	Registered office Address and Contact details:	Plot No. 636, 501, X'Cube, Off New Link Road, Andheri (West), Mumbai-400053, Maharashtra, India Tel: +91-22-42310800 Email Id: info@rodium.net
6.	Whether Listed or not:	Listed
7.	Name, Address and Contact details of Registrar and Transfer Agent:	Cameo Corporate Services Ltd "Subramanian Building", # 1 Club House Road, Chennai 600 002, India Ms. J. Kanthimathi; Phone: 044-28460129 Email Id: kandhimathi@cameoindia.com.

#### 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: -

Sr. No.	Name and description of Main Products / services	NIC Code of product and services	% of total turnover of the Company
1.	Construction of Buildings	4100	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable section
1.	Rodium Housing Private Limited	U45400MH2013PTC241820	Subsidiary	100	2(87)
2.	Readystage LLP	AAI-7135	Subsidiary	75	2(87)
3.	81 Estate LLP	AAJ-6447	Subsidiary	99	2(87)
4.	Contour Developers LLP	AAJ-6449	Subsidiary	99	2(87)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

**A. Category-wise Share Holding**

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Shareholding of promoter and promoter group</b>									
1.	Indian									
a.	Individuals/Hindu Undivided Family	11675	0	11675	0.3594	0	0	0	0.000	-0.359
b.	Central Government/State Government(S)	0	0	0	0	0	0	0	0	0
c.	Bodies Corporate	1050	0	1050	0.0323	1050	0	1050	0.0323	0
d.	Financial Institutions/Banks	0	0	0	0	0	0	0	0.0	0
e.	Any Other									
	Directors and their relatives	2180376	0	2180376	67.1318	2180376	0	2188477	67.3812	0.2494
		<b>2180376</b>	<b>0</b>	<b>2180376</b>	<b>67.1318</b>	<b>2180376</b>	<b>0</b>	<b>2188477</b>	<b>67.3812</b>	<b>0.2494</b>
	<b>SUB - TOTAL (A)(1)</b>	<b>2193101</b>	<b>0</b>	<b>2193101</b>	<b>67.5236</b>	<b>2189527</b>	<b>0</b>	<b>2189527</b>	<b>67.4136</b>	<b>0.1100</b>
2.	Foreign									
a.	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
b.	Bodies Corporate	0	0	0	0	0	0	0	0	0
c.	Institutions	0	0	0	0	0	0	0	0	0
d.	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
e.	Any Other									
	<b>SUB - TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total shareholding of promoter and promoter group (A) = (A)(1)+(A)(2)</b>	<b>2193101</b>	<b>0</b>	<b>2193101</b>	<b>67.5236</b>	<b>2189527</b>	<b>0</b>	<b>2189527</b>	<b>67.4136</b>	<b>0.1100</b>



<b>B.</b>	<b>Public shareholding</b>									
1.	Institutions									
a.	Mutual funds/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Financial institutions/ banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Central government/ state government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Venture capital funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Insurance companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	Foreign institutional investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Foreign venture capital investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	Any other									
	<b>SUB - TOTAL (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
2.	Non-institutions									
a.	Bodies corporate	22449	650	23099	0.7111	24153	650	24803	0.7636	0.0524
b.	Individuals -									
	li individual shareholders holding nominal share capital upto Rs. 1 lakh	328589	45105	373694	11.5057	299168	41705	340873	10.4951	1.0105
	li individual shareholders holding nominal share capital in excess of Rs. 1 lakh	424390	0	424390	13.0665	457706	0	457706	14.0923	1.0257
c.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any other									
	Clearing members	2086	0	2086	0.0642	1186	0	1186	0.0365	0.0277
	Hindu Undivided Families	8207	0	8207	0.2526	0	0	0	0	0.2526
	Non-Resident Indians	223323	0	223323	6.8759	222034	0	222034	6.8362	0.0396
	Resident HUF	0	0	0	0.0000	11771	0	11771	0.3624	0.3624
	<b>Others</b>	<b>233616</b>	<b>0</b>	<b>233616</b>	<b>7.1928</b>	<b>234991</b>	<b>0</b>	<b>234991</b>	<b>7.2351</b>	<b>0.0423</b>
	<b>SUB - TOTAL (B)(2)</b>	<b>1009044</b>	<b>45755</b>	<b>1054799</b>	<b>32.4763</b>	<b>1016018</b>	<b>42355</b>	<b>1058373</b>	<b>32.5863</b>	<b>0.1100</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>1009044</b>	<b>45755</b>	<b>1054799</b>	<b>32.4763</b>	<b>1016018</b>	<b>42355</b>	<b>1058373</b>	<b>32.5863</b>	<b>0.1100</b>

	<b>TOTAL (A)+(B)</b>	<b>3202145</b>	<b>45755</b>	<b>3247900</b>	<b>100.00</b>	<b>3205545</b>	<b>42355</b>	<b>3247900</b>	<b>100.00</b>	<b>0.000</b>
<b>C.</b>	<b>Shares held by custodians and against which depository receipts have been issued</b>									
	Promoter and Promoter Group	0	0	0	0.0000	0	0	0	0.000	0.000
	Public	0	0	0	0.0000	0	0	0	0.000	0.000
	<b>TOTAL CUSTODIAN (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3202145</b>	<b>45755</b>	<b>3247900</b>	<b>100.00</b>	<b>3205545</b>	<b>42355</b>	<b>3247900</b>	<b>100.00</b>	<b>0.000</b>

#### B. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Deepak Chheda	952,059	29.31	0	952,459	29.32	0	0.01
2	Harish Nisar	320,330	9.86	0	320,330	9.86	0	--
3	Rohit Dedhia	319,466	9.84	0	319,466	9.84	0	--
4	Shailesh Shah	588,521	18.12	0	588,521	18.12	0	--
	Total	21,80,376	67.13	0	21,80,776	67.14	0	0.01

#### C. Change in Promoters' Shareholding (please specify, if there is no change)

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	<b>DEEPAK DUNGARSHI CHHEDA</b>				
	At the beginning of the year 01-Apr-2018	952,059	29.31	952,059	29.31
	Purchase 26-Oct-2018	400	0.0123	400	0.0123
	At the end of the Year 31-Mar-2019	952,459	29.32	952,459	29.32

2	<b>SHAILESH DAMJI SHAH</b>				
	At the beginning of the year 01-Apr-2018	588,521	18.1200	588,521	18.1200
	At the end of the Year 31-Mar-2019	588,521	18.1200	588,521	18.1200
3	<b>ROHIT KESHAVJI DEDHIA</b>				
	At the beginning of the year 01-Apr-2018	319,466	9.8360	319,466	9.8360
	At the end of the Year 31-Mar-2019	319,466	9.8360	319,466	9.8360
4	<b>HARISH DAMJI NISAR</b>				
	At the beginning of the year 01-Apr-2018	320,330	9.862	320,330	9.862
	At the end of the Year 31-Mar-2019	320,330	9.862	320,330	9.862

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

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	MUMTA MANIK SHAHANI				
	At the beginning of the year 01-Apr-2018	157253	4.8416	157253	4.8416
	At the end of the Year 31-Mar-2019	157253	4.8416	157253	4.8416
2	HIRAL MANISH SHAH				
	At the beginning of the year 01-Apr-2018	87464	2.6929	87464	2.6929
	At the end of the Year 31-Mar-2019	87464	2.6929	87464	2.6929
	HAVING SAME PAN				
2	HIRAL MANISH SHAH				
	At the beginning of the year 01-Apr-2018	1678	0.0516	1678	0.0516
	At the end of the Year 31-Mar-2019	1678	0.0516	1678	0.0516
	HAVING SAME PAN				
2	HIRAL MANISH SHAH				
	At the beginning of the year 01-Apr-2018	200	0.0061	200	0.0061
	At the end of the Year 31-Mar-2019	200	0.0061	200	0.0061
3	GAUTAMBHAI VASANTLAL SHAH				
	At the beginning of the year 01-Apr-2018	38931	1.1986	38931	1.1986
	At the end of the Year 31-Mar-2019	38931	1.1986	38931	1.1986
4	DIVYESH GAUTAMBHAI SHAH				
	At the beginning of the year 01-Apr-2018	37195	1.1452	37195	1.1452
	At the end of the Year 31-Mar-2019	37195	1.1452	37195	1.1452

5	INDIRABEN GAUTAMBHAI SHAH				
	At the beginning of the year 01-Apr-2018	36050	1.1099	36050	1.1099
	At the end of the Year 31-Mar-2019	36050	1.1099	36050	1.1099
6	ALPA DIVYESH SHAH				
	At the beginning of the year 01-Apr-2018	34850	1.0730	34850	1.0730
	At the end of the Year 31-Mar-2019	34850	1.0730	34850	1.0730
7	VARSHA SUDHIR GALA JT1 : SUDHIR BHANJI GALA				
	At the beginning of the year 01-Apr-2018	32950	1.0145	32950	1.0145
	At the end of the Year 31-Mar-2019	32950	1.0145	32950	1.0145
8	TARA ASHIA SHAH				
	At the beginning of the year 01-Apr-2018	28300	0.8713	28300	0.8713
	At the end of the Year 31-Mar-2019	28300	0.8713	28300	0.8713
9	RUPAL D GANGAR				
	At the beginning of the year 01-Apr-2018	25200	0.7758	25200	0.7758
	At the end of the Year 31-Mar-2019	25200	0.7758	25200	0.7758
10	SHAILESH CHAMPAKLAL MEHTA JT1 : NINA SHAILESH MEHTA				
	At the beginning of the year 01-Apr-2018	18710	0.5760	18710	0.5760
	Sale 23-Nov-2018	-150	0.0046	18560	0.5714
	Sale 30-Nov-2018	-120	0.0036	18440	0.5677
	At the end of the Year 31-Mar-2019	18440	0.5677	18440	0.5677

**E. Shareholding of Directors and Key Managerial Personnel:**

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	<b>DEEPAK DUNGARSHI CHHEDA</b>				
	At the beginning of the year 01-Apr-2018	952,059	29.31	952,059	29.31
	Purchase 26-Oct-2018	400	0.0123	400	0.0123
	At the end of the Year 31-Mar-2019	952,459	29.32	952,459	29.32
2	<b>SHAILESH DAMJI SHAH</b>				
	At the beginning of the year 01-Apr-2018	588,521	18.1200	588,521	18.1200
	At the end of the Year 31-Mar-2019	588,521	18.1200	588,521	18.1200

3	<b>ROHIT KESHAVJI DEDHIA</b>				
	At the beginning of the year 01-Apr-2018	319,466	9.8360	319,466	9.8360
	At the end of the Year 31-Mar-2019	319,466	9.8360	319,466	9.8360
4	<b>HARISH DAMJI NISAR</b>				
	At the beginning of the year 01-Apr-2019	320,330	9.862	320,330	9.862
	At the end of the Year 31-Mar-2019	320,330	9.862	320,330	9.862

#### F. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/acrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Amount in Rs.			
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	269,791,659	341,869,627	Nil	611,661,286
ii) Interest due but not paid	-	166,706,979	Nil	166,706,979
iii) Interest accrued but not due	-	-	-	
<b>Total (i+ii+iii)</b>	269,791,659	508,576,606	Nil	778,368,265
<b>Change in Indebtedness during the financial year</b>				
-Addition	191,464,271	10,741,680.97	Nil	202,205,951.97
- Reduction	745,11,233	-	Nil	74,511,233
<b>Net Change</b>	116,953,038	10,741,680.97	Nil	1,276,94,718.9
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	386,744,697	342,569,627.92	Nil	729,314,324.92
ii) Interest due but not paid	-	176,748,659.05	Nil	176,748,659.05
iii) Interest accrued but not due	-	-	Nil	
<b>Total (i+ii+iii)</b>	<b>386,744,697</b>	<b>519,318,286.97</b>	Nil	<b>906,062,983.97</b>

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager:				Total Amount (in Rs.)
		Deepak Chheda MD	Harish Nisar WTD	Rohit Dedhia WTD	Shailesh Shah WTD	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	40,80,000	26,40,000	25,20,000	6,00,000	98,40,000
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission  - as % of profit - others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	<b>40,80,000</b>	<b>26,40,000</b>	<b>25,20,000</b>	<b>6,00,000</b>	<b>98,40,000</b>
	Ceiling as per the Act	72,00,000	48,96,000	48,96,000	20,16,000	19,008,000

*B. Remuneration to other directors:*

Sl. no.	Particulars of Remuneration	Name of Other Directors:				
		Vatsal Shah Independent Director	Sudhir Mehta Independent Director	Yogesh Shah Independent Director	Tejal Mehta Independent Director	Total Amount (in Rs.)
	1. Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	60,000	1,00,000	1,00,000	60,000	3,20,000
	Total (1)	60,000	1,00,000	1,00,000	60,000	3,20,000
	2. Other Non-Executive Directors • Fee for attending board /committee meetings • Commission • Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	60,000	1,00,000	1,00,000	60,000	3,20,000
	<b>Total Managerial Remuneration</b>	<b>60,000</b>	<b>1,00,000</b>	<b>1,00,000</b>	<b>60,000</b>	<b>3,20,000</b>
	Overall Ceiling as per the Act	60,000	1,00,000	1,00,000	60,000	3,20,000

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Mehul Nisar CFO (01-Apr-2018 to 14-Nov-2018)	Rohan Chheda CFO (14-Nov-2018 to 31-Mar-2019)	Tulsi Rajput CS (07-Apr-2018 to 31-Mar-2019)	Total (in Rs.)
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	5,62,500	7,87,500	5,26,458	1,876,458
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>5,62,500</b>	<b>7,87,500</b>	<b>5,26,458</b>	<b>1,876,458</b>

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** The Company was not charged with any penalty or punishment and there were no compounding of offences for the year financial year 1<sup>st</sup> April 2018 to 31<sup>st</sup> March 2019.

## ANNEXURE C

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase of remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-2019, ratio of the remuneration of each Director to the median employees of the Company for the Financial Year ended 2018-2019 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration/ Sitting fees of Director/KMP for the F.Y. 2018-19 (Rs. in Lakh)	% increase in Remuneration in the F.Y. 2018-19	Ratio of Remuneration of each Director/to the median remuneration of employees
1.	Mr. Deepak Chhedha-Chairman & Managing Director	40.8	Nil	1360
2.	Mr. Harish Nisar-Executive Director	26.4	Nil	880
3.	Mr. Rohit Dedhia-Executive Director	25.2	Nil	840
4.	Mr. Shailesh Shah-Executive Director	6.00	Nil	200
6.	Mr. Vatsal Shah-Non-Executive Independent Director	0.60	Nil	20
7.	Mr. Yogesh Shah-Non-Executive Independent Director	1.00	Nil	33.33
8.	Mr. Sudhir Mehta-Non-Executive Independent Director	1.00	Nil	33.33
9.	Ms. Tejal Mehta-Non-Executive Independent Director	0.60	Nil	20
10.	*Mr. Mehul Nisar-Ex. Chief Financial Officer	5.62	Nil	187.33
10.	**Mr. Rohan Chhedha Chief Financial Officer	7.87		262.5
11.	Ms. Tulsi Rajput Company Secretary & Compliance Officer	5.26	Nil	175.33

\* Mr. Mehul Nisar, has resigned from the post of Chief Financial Officer(CFO) of the Company w.e.f. 14th November, 2018.

\*\* Mr. Rohan Chheda was appointed as the Chief Financial Officer w.e.f. 14<sup>th</sup> November, 2018.

- ii. In the financial year, there was no increase in the median remuneration of employee.
- iii. There were total 22 permanent employees on the payrolls of the Company as on March 31, 2019.
- iv. Relationship between average increase in remuneration and Company performance: -

The total Revenue of the Company has increased by 30.29% compared to the previous year, the Profit Before Tax for the financial year ended March 31, 2019 increased by 383.74% on account of completion of the project. There was no increase in median remuneration of employee.

- v. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-

	Mr. Deepak Chheda- Chairman & Managing Director	Mr. Rohit Dedhia- Executive Director	Mr. Harish Nisar- Executive Director	Mr. Shailesh Shah- Executive Director	Mr. Rohan Chheda Chief Financial Officer	Ms. Tulsı Rajput Company Secretary
Remuneration in FY 2018-2019 (Rs. in Lakh)	40.8	25.2	26.4	6.00	7.87	5.26
Revenue (Rs. in Lakh)	4100					
Remuneration of each KMP as of % of Total revenue	0.99%	0.61%	0.64%	0.14%	0.19%	0.13%
Profit Before Tax (Rs. in Lakh)	344.71					
Remuneration of each KMP as a % of PBT	11.84%	7.31%	7.66%	1.74%	2.28%	1.53%

- vi. a) Variations in the market capitalization of the Company: The market capitalization of the Company as on March 31, 2019 was 37.06 Crore (Rs. 45.48 Crore as on March 31, 2018)

b) Price Earnings Ratio of the Company was Rs. 16.30/- as compared to Rs. 38.99/- for the previous financial year.



c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the Company came out with the last public offer in the year- The Closing Price of the Company's Equity Shares on BSE as at March 31, 2019 was Rs. 126/-. The Company had come out with last public offer in the year 1996 at Par i.e., Rs. 10 per share representing an increase of 1400%\* over the period.

\*The above calculation doesn't include Capital Reduction carried out by the Company in the year 2006-07.

- vii. Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year i.e., 2018-2019 was 1%.
- viii. The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- ix. The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- x. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

By order of the Board,  
For **Rodium Realty Limited**

Sd/-  
**Deepak Chheda**  
Managing Director  
(DIN: 00419447)

Sd/-  
**Rohit Dedhia**  
Whole-Time Director  
(DIN: 02716686)

Date: May 29, 2019  
Place: Mumbai

## 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 arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis	Applicability
(a) Name(s) of the related party and nature of relationship (b) Nature of contracts/arrangements/transactions (c) Duration of the contracts / arrangements/transactions (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) Date(s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not applicable

2. Details of contracts or arrangements or transactions at arm's length basis					
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value(in rupees), if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Mr. Prerak Dedhia Relative of KMP	Service/ Material Purchased	25/05/2015- Ongoing	Consultancy fees regarding financial matters.  Rs. 7,80,000/-	25/05/2015	NIL
Mrs. Krupa Chheda Relative of KMP	Service/ Material Purchased	01/04/2010- Ongoing	As an Architectural/Design Consultant of the Company  Rs. 5,40,000/-	07/07/2010	NIL
M/s. C N A Architects Entities in which Directors are Interested	Service/ Material Purchased	26/03/2010 Ongoing	Architects consultancy Fees  Rs.82,37,711/-		NIL

M/s. RDH Infraspaces <b>Entities in which Directors are Interested</b>	Service/ Material Purchased	30/03/2010- Ongoing	Labour Contract Fees  Rs. 2,31,00,644/-	29/03/2010	NIL
Mr. Mehul Nisar <b>Relative of KMP</b>	Related party appointed to office or place of profit in the company	09/02/2017 - Ongoing	As remuneration to Chief financial Officer  Rs.9,00,000/-	09/02/2017	NIL
Mr. Rohan Chheda <b>Relative of KMP</b>	Related party appointed to office or place of profit in the company	14/11/2018 - Ongoing	As remuneration to head of business development  Rs.21,00,000/-	14/11/2018	NIL
Mr. Deepak Chheda <b>KMP of the Company</b>	Leasing of property	1. 20/08/2010- Ongoing 2. 21/07/2015 – Ongoing	Leave and License  Rs. 16,99,200/-	10/04/2010  10/05/2011	NIL
Mr. Harish Nisar <b>KMP of the Company</b>	Leasing of property	21/07/2015 – Ongoing	Leave and License  Rs. 5,66,400/-	10/05/2011	NIL
Mr. Rohit Dedhia <b>KMP of the Company</b>	Leasing of property	21/07/2015 – Ongoing	Leave and License  Rs.4,80,000/-	10/05/2011	NIL
Mr. Mehul Nisar:- <b>KMP of the Company</b>	Leasing of property	21/07/2015 – Ongoing	Leave and License  Rs. 5,66,400/-	10/05/2011	NIL
M/s. Sigma Fiscals Private Limited.:- <b>Entity in which director is Interested</b>	Leasing of property	1. 20/08/2010- Ongoing 2. 21/07/2015 – Ongoing	Leave and License  Rs. 14,40,000/-	10/04/2010  10/05/2011	NIL
Mr. Keshavji Dedhia :- <b>Relative of KMP</b>	Leasing of property	21/07/2015 – Ongoing	Leave and License  Rs, 4,80,000/-	10/05/2011	NIL
Uniwood Systems LLP <b>Entity in which director is Interested</b>	Sale of property	31/12/2017- One Time	Agreement for Sale of property  Rs. 4,80,37,884/-	14/12/2017	Nil

Mrs. Krupa Chheda & Mr. Rohan Chheda <b>Relative of KMP</b>	Sale of property	14/12/2017- One Time	Agreement for Sale of property  Rs. 5,00,00,000/-	14/12/2017	Nil
Mrs. Jaywanti Dedhia <b>Relative of KMP</b>	Advance against Sale of property	31/12/2017- Ongoing	Agreement for Sale of property  Rs. 1,66,50,000/-	14/12/2017	Nil

## ANNEXURE E

### Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details	Details	Details	Details
1.	Name of the subsidiary	Rodium Housing Pvt. Ltd.	81 Estates LLP	Contour Developers LLP	Readystage LLP
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as Holding Company	Same as Holding Company	Same as Holding Company	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA	NA	NA
4.	Share capital	1,00,000	1,00,000	1,00,000	1,00,000
5.	Reserves & surplus	Nil	Nil	Nil	Nil
6.	Total assets	33,11,810	13,658,579	19,26,143	11,37,948
7.	Total Liabilities	33,11,810	13,658,579	19,26,143	11,37,948
8.	Investments	Nil	Nil	Nil	Nil
9.	Turnover	Nil	Nil	Nil	Nil
10.	Profit before taxation	(398,399)	Nil	(54,140)	(59,401)
11.	Provision for taxation	-	-	-	-
12.	Profit after taxation	(398,399)	Nil	(54,140)	(59,401)
13.	Proposed Dividend	Nil	Nil	Nil	Nil
14.	% of shareholding	100%	99%	99%	75%

**Notes:**

Readystage LLP (LLPIN: AAI-7135; incorporated on 02/03/2017), 81 Estates LLP (LLPIN: AAJ-6447; incorporated on 07/06/2017), Contour Developers LLP (LLPIN: AAJ-6449; incorporated on 08/06/2017) are the newly incorporated LLPs by Rodium Realty Limited which are yet to commence their operations.

**Part "B": Associates and Joint Ventures- Not Applicable: There are no associates or joint ventures of the Company in respect of which details are required to be disclosed**

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

Name of associates/Joint Ventures	NA	NA	NA
1. Latest audited Balance Sheet Date			
2. Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
3. Description of how there is significant influence			
4. Reason why the associate/joint venture is not consolidated			
5. Net worth attributable to shareholding as per latest audited Balance Sheet			
6. Profit/Loss for the year			
i. Considered in Consolidation			
ii. Not Considered in Consolidation			

**By order of the Board of Directors,  
For Rodium Realty Limited**

**Sd/-  
Deepak Chheda  
Chairman and Managing Director  
(DIN: 00419447)**

**Sd/-  
Rohit Dedhia  
Whole-Time Director  
(DIN: 02716686)**

**Date: May 29 2019  
Place: Mumbai**

## Management Discussion And Analysis

### GLOBAL ECONOMY OVERVIEW

According to The World Bank, Global economic growth accelerated in more than half the world's economies in both 2017 and 2018. The world economy is projected to expand at a steady pace of 3 per cent in 2019 and 2020. Growth rates in many developed economies have risen near to what is widely considered their potential, while unemployment rates have fallen towards historical lows. Among the developing economies, the East and South Asia regions remain on a strong growth trajectory, while many commodity-exporting countries are continuing a gradual recovery.

Global growth in 2019 is expected to slow to 2.6 percent, reflecting weaker-than-expected trade and investment at the start of the year. Growth is projected to gradually rise to 2.8 percent by 2021, predicated on continued benign global financing conditions and a modest recovery in emerging market and developing economies (EMDEs). However, EMDE growth remains constrained by subdued investment. Risks are firmly on the downside, in part reflecting the possibility of a further escalation of trade tensions. It is urgent for EMDEs to reinforce policy buffers and to implement reforms that boost growth prospects.

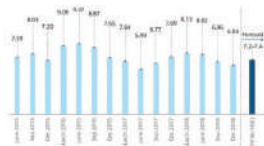
### INDIAN ECONOMY OVERVIEW

The Indian Economy started the fiscal year 2018-19 with a healthy 8.2 percent growth in the first quarter on the back of domestic resilience. Growth eased to 7.3 percent in the subsequent quarter due to rising global volatility, largely from financial volatility, normalized monetary policy in advanced economies, externalities from trade disputes,

and investment rerouting. Further, the Indian rupee suffered because of the crude price shock, and conditions exacerbated as recovery in some advanced economies caused faster investment outflows.

The Indian economy is likely to sustain the rebound in FY2018-19—growth is projected to be in the 7.2 percent to 7.5 percent range and is estimated to remain upward of 7 percent for the year ahead. These projections could be attributed to the sustained rise in consumption and a gradual revival in investments, especially with a greater focus on infrastructure development. The improving macroeconomic fundamentals have further been supported by the implementation of reform measures, which has helped foster an environment to boost investments and ease banking sector concerns. Together, these augur well for a healthy growth path for the economy. By 2019, it may become the fifth-largest economy and possibly the third-largest in 25 years.

The Indian economy could sustain its rebound in FY2018-19  
Real GDP growth rates (quarterly percentage change over year)



There is no doubt that India's recent budget has tried to strike a balance between fiscal prudence and growth. However, with risks blooming large, India needs to solidify its investment position while maintaining fiscal deficit within the target range. The need to

remain steadfast on fiscal numbers has risen largely from the need to stimulate growth amid pressure to cut taxes, increased budgetary allocations to social sectors, and enhanced infrastructure spending that could pressure public finance. Therefore, meeting the revenue collection and disinvestment targets would be crucial to ensure the budgeted reduction in the fiscal-deficit-to-GDP ratio. Overall, the government could do well to carefully manage its public finances and shift focus to projects that can foster private investment. The real challenge is likely to arise from making the right policy decisions about the fiscal expenditure mix and incentivizing private players so as to avoid any long-term costs.

## **REAL ESTATE SECTOR**

Indian real estate market is supported with fundamental macro-economic demand drivers of increasing urbanization; rising household income and young population with overall growing economy pose a robust demand for residential as well as commercial space. This is coupled with monumental reforms in FY 18 real estate market is improving industry status. The Indian real estate market is expected to touch US\$180 billion by 2020. The housing sector alone contributes 5-6 percent to the country's Gross Domestic Product (GDP). According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.66 billion in the period April 2000-September 2018.

There were some green shoots at the beginning of 2018 for the real estate sector, but they wilted away later in the year as the NBFC crisis led to drying up of an important source of

funding for the sector. According to a report by JM Financial, bank funding to developers posted a CAGR of 4.7% over FY14-18, while NBFCs reported a CAGR of 45.3%. NBFC market share in developer financing increased from 24% at end of FY14 to 53% as on March 18. A recurring operating deficit and material increase in leverage implies that a portion of funding was utilized to meet construction costs as well interest outgo for existing debt/current debt. In such a scenario, availability of funding is an essential part of business continuity. Non availability of funds could lead to a substantial business slowdown for developers who were primarily reliant on NBFC financing. Post the liquidity crisis, NBFCs are reluctant to continue to aggressively fund real estate developers as has been happening over the past several years. While established developers with consistent delivery track records still have ample access to Capital through both debt and equity, many developers are facing significant liquidity pressure. If this liquidity environment persists, the pace of consolidation in the sector will further accelerate. This presents ideal conditions for well capitalized developers to expand their business development portfolio.

The Modi Government has been supportive to the real estate sector. Under Union Budget 2018-19, Pradhan Mantri Awas Yojana (PMAY) (Gramin) was allocated Rs 33,000 crore while the urban programme of the scheme was allocated Rs 31,500 crore. In May 2018, construction of additional 150,000 affordable houses was sanctioned. The scheme is expected to push affordable housing and construction in the country and give a boost to the real estate sector.

## COMMERCIAL REAL ESTATE SECTOR

In 2018, the Commercial Real Estate (CRE) industry saw its ninth straight year of growth as rents and valuations continued their upswing across all asset classes. In 2019, this growth will likely continue at a slower pace as interest rates rise and job creation begins to decline.

According to a report by Knight Frank, office space supply has lagged demand since CY2013 as developers chose to concentrate mostly on the residential real estate segment. Even private equity investors were more inclined to acquire stabilized assets and a majority of their investments were routed towards acquisition of already matured assets. The ensuing supply crunch caused vacancy levels to plummet to 11.6% by CY2017 and rental levels to rise across cities. This slide in office space development was arrested in early 2018 and gained momentum during the remainder of the year as supply increased by 13% YoY to (36.9 million sq. ft.), the highest YoY increase in this decade.

Financial institutions are also looking to play a larger role in the operation of their office property investments. Large private equity and pension funds such as Blackstone and the Canada Pension Plan Investment Board(CPPIB) are now actively applying their global expertise in the operational aspects of their Indian office property investments.

*Across the top eight cities, co-working space providers have taken up around approximately 0.37mn sq m (4.0 mn sq. ft) of office space during H1 2019 which represents a 42% growth over H1 2018 and accounts for approximately 15% of the total space transacted during this period.*

## RESIDENTIAL REAL ESTATE SECTOR

The residential market was going through a bearish phase in 2017 due to impact of policy disruptions such as demonetization, Real Estate (Regulation and Development) Act (RERA) and implementation of the Goods and Service Tax (GST). These initiatives resulted in a decline in residential sales and launches across cities. With the impact of these policy initiatives subsiding in 2018, new launches and sales inched upwards with a y-o-y increase of about 15% in new supply and 13% in sales. While the recovery was at site, towards the end of 2018, a liquidity crisis in NBFCs – a leading source of funding for residential developers resulted in fund crunch for the developer community. However, the government/RBI have been proactive in ring-fencing the NBFC liquidity crisis and at the same time, the GST council has slashed GST rates on housing units to spur demand.

Over the last five years, retail inflation has been softening owing to strict measures adopted by both the RBI and the government, which has led to household disposable income increasing over the same period with a CAGR of about 5%. On the other hand, residential prices have remained almost stable/declined in certain cities over these years. This is resulting in a period where the affordability of the household is strong, and when this is seen in conjunction with the regulatory reforms for the residential sector, it presents a clear case of recovery in the coming year.

*The consistent rate cuts by the RBI and reduction of GST rates to 1% for affordable housing and 5% to others have helped keep end-user sentiments stable in a landscape clouded by the ongoing Non-Banking Financial Company(NBFC) issues and resulting funding crises for developers.*

## **BUDGET 2019 – TAKEAWAYS**

The Union Budget for 2019-20 was announced by Ms. Nirmala Sitharaman, Minister for Finance and Corporate Affairs, Government of India, in Parliament on July 05, 2019. India is all set to become US \$ 3 trillion economy by the end of FY20. The budget focuses on reducing red tape, making best use of technology, building social infrastructure, digital India, pollution free India, make in India, job creation in Micro, Small and Medium Enterprises (MSMEs) and investing heavily in infrastructure.

Total expenditure for 2019-20 is budgeted at Rs. 2,786,349 crore (US\$ 417.95 billion), an increase of 14.09 per cent from 2018-19 (budget estimates).

### **SIGNIFICANT ANNOUNCEMENT FOR REAL ESTATE SECTOR**

#### **• Additional tax benefit of Rs 1.5 lakhs for affordable home buyers:**

In terms of the taxes, the government has increased the tax deduction benefit against interest on home loans for affordable housing, with a value of up to Rs. 45 lakhs. Interest deduction up to Rs. 3.5 lakhs for affordable housing, as against Rs. 2 lakhs earlier, is available for loans taken till March 31, 2020. This is expected to drive sales and bring fence-sitters back into the market, within this financial year.

#### **• Resolving NBFCs' woes will help solve funding crisis in real estate:**

Several measures were announced for the revival of non-banking financial companies (NBFCs) from the ongoing debt crisis and liquidity crunch. The government announced a one-time, six-month credit guarantee for the

purchase of pooled assets, of highly rated NBFCs up to Rs 1 lakh crore.. The government has also allowed the FIs and FPIs to invest in debt papers of NBFCs. This will give a boost to the much-needed liquidity of NBFCs.

#### **• More focus on affordable housing to achieve "Housing for All by 2022":**

The government aims to achieve its target of 'Housing for All by 2022', through the Pradhan Mantri Awas Yojana (PMAY). It has sanctioned over 81 lakh houses under the PMAY-Urban scheme and an additional 1.95 crore houses have been proposed to be provided under the PMAY-Rural and also providing an exemption of Rs 1.5 lakhs in income tax, on home loans under affordable housing in this budget.

#### **• Reducing corporate tax:**

There was an expectation from all sectors that the government should reduce the corporate tax. Heeding to this demand, the government has allowed companies having a turnover up to Rs 400 crores, to pay a lower tax of 25%.

#### **• Boost to infrastructure development**

The government has said that it is committed to boosting infrastructure across the country. In the Union Budget 2019-20, the Finance Minister spoke about improving road; suburban railways and Metro connectivity; creating an expansive water management system; investing Rs 100 lakh crores in infrastructure over the next 5 years.

#### **• Notional tax on unsold inventory to be charged after two years**

At present developers are liable to pay tax on notional rental for unsold inventory one year after completion of the project. Finance Bill

proposes to exempt developers from notional rent based tax for a period of two years.

*In March 2019, GST council approved lower GST rates for real estate developers subject to certain terms and conditions. Developers will be allowed an option to opt for 12% GST (with input tax credit) or 5% effective GST rate (without ITC)/1% (affordable housing projects). Builders opting for 5% GST rate will have to reverse input credits as per prescribed formulas. Commercial projects will continue to attract 12% GST with input tax credit. TDR/FSI and long term lease (30 years or more) will attract GST if residential units are sold post receipt of completion certificate. This taxation (in line with GST rates for ongoing) will reduce the arbitrage between ongoing and completed inventory.*

## OVERVIEW OF THE COMPANY'S BUSINESS

Your Company had started its operation in the year 2006 and is one of the fastest growing real estate Company in the city with a well-diversified presence in both commercial and residential real estate development with focus on city-centric developments well spread-out across Mumbai Metropolitan Region (MMR) and has projects across the price spectrum, from mid-income, premium to the super luxury spaces. Geographically, the Company's strategic focus is in the key markets of Mumbai Metropolitan Region (MMR). In addition, all our projects benefit from neighboring infrastructure developments like the Mumbai Metros, Indian Railways, Expressways, etc.

Your Company believes in the philosophy of innovation, sustainability and excellence to the real estate industry. Your Company's business model is to undertake real estate development projects on property development basis and project management basis. Property development includes activities starting from conceptualization stage to completion stage.

Project Management includes understanding the needs of the customer, project planning and feasibility, project assessment studies, geological and soil investigation, architectural/engineering/ interior designs, construction management, build to suit solutions, etc. Your Company has a well trained and experienced in-house design and architectural team.

Your Company's ultra-luxurious residential project X'Zar in Juhu is well-located to gain the first mover advantage post the shift in the central business district from the south of the city primarily Nariman Point to the secondary business district like Andheri. Another major location project of your Company is Xpoint – Kandivali (West) where your Company has re-developed 4412 sq. mtrs. mixed-use commercial-cum-residential building. Alongside the Company remains focused on other micro-markets like Bhiwandi and Ghatkopar.

Your Company's strategy is to turnaround its projects in near to medium term which enables it to get higher ROEs. With the growing demands and expectations from customers in each micro market, the Company ensures that all needs are appropriately addressed to satisfy them. This has helped your Company to generate higher revenue on lower volumes. Key features of our business model are as follows:

**1. Land Acquisition for future Growth:** Your Company is focused on growing its current project portfolio with conducive market conditions and the implementation of Real Estate (Regulation and Development) Act (RERA), it sees opportunities for acquisition of stressed assets, redevelopment projects and asset light models through joint-development, JV's and development management routes with land owners,

acquisitions through Government Tenders, outright purchase from private corporates.

- 2. Reduction in time of New Product Development Cycle-** The New Product Development (NPD) process impacts the entire value chain of the residential business – starting from Land acquisition to Launch. A large part of value creation for the customer starts during the NPD process while the subsequent processes build on that value.

*Your Company has set a benchmark in completing the project "Xpoint" within 28 (Twenty-Eight) months from the date of obtaining of first Commencement Certificate which is 8(Eight) months before the actual targeted completion date.*

- 3. Corporate Sales** - The Company does sales through reputed channel partners, wealth managers, institutions and participation in property exhibitions to attract corporate, HNI and retail customers.
- 4. Customer Centricity-** The Customer Relations(CR) function in your Company endeavors to service its customers from the date of booking to post-handover facilitation. The Company also have upgraded its website to make it more user friendly and effective for generating leads. Significant steps were taken to improve customer experience in their interaction as well as responsiveness in enabling site visits.
- 5. Digital Marketing** - In today's internet savvy world, the need to adopt digital marketing practices has become imperative. Increased usage of internet and social media platforms by customers in their decision making process across products, with real estate being no different. Well prepared and promoted online campaigns are more likely to lead to the viewer visiting the property site in person. Keeping up with these trends, Rodium has

also increased its digital presence in a big way and digitization of property listings has helped in increasing footfalls and conversion rates at our projects.

- 6. Prudent Cash Flow Management** - During the initial years of real estate development, the Company avoided getting into highly speculative commercial developments and focused on developing residential projects. Additionally, the company maintained discipline in acquisitions and growth by utilizing the surplus cash flows from current projects prudently.

#### Company's Competitive Strengths:

Your Company continues to capitalize on the market opportunities by leveraging its key strengths

- ❖ Experienced Promoters and Management.
- ❖ Strong in-house Design and Architectural capabilities.
- ❖ Good relationships with contractors and financiers.
- ❖ Strong and stable management team with proven ability.
- ❖ Adequate liquidity.

#### Completed Projects:

Your Company has successfully completed its residential project "**X'Zar**" situated at Juhu Scheme, Vile Parle (West), Mumbai. X'Zar offers premium residential apartments based on the concept of green building. X'Zar is a ten storied structure with stilt and podium, car lifts, passenger lifts, elegant entrance lobby and waiting area and provides the latest state of the art facilities, amenities and accessories.

Your Company has completed commercial projects "**X'trium**" at Chakala, Andheri (East), Mumbai and "**X'Cube**" at Off. Link Road, Andheri (West), Mumbai. Both the projects are completely sold out.

Your Company's residential cum commercial, redevelopment project "**X'Point**" situated at Kandivali, Mumbai has also received Occupancy Certificate on 31<sup>st</sup> May, 2019. The development work at the site is completed. The project was running ahead of its schedule with super structure getting completed. The Company has completed the construction of the project well before its scheduled date of 31<sup>st</sup> December, 2020.

#### **Ongoing Projects:**

Your Company has also commenced activities in the residential project "**Xenus**" situated at Matunga Central, Mumbai, with two minutes' walk from Matunga Station. The project has already received IOD and is RERA Registered. The vacating of old structure and demolition is completed. The Company has made application for Completion Certificate and your Company is confident to complete the construction and handover the possession before 31<sup>st</sup> December, 2021.

The Company is in the process of acquiring the plot of land situated in Village- Temghar, Taluka – Bhivandi, District – Thane which is part of the Mumbai Metropolitan Region and is continuously making efforts for expansion and exploring new areas in and out of Mumbai in Metropolitan Region.

Your Company has presence predominantly in the city of Mumbai and is considering real estate development of affordable housing project in and around Mumbai.

In the present economic scenario, the Company has been able to hold its head high due to its pre-eminent strengths in quality construction, project execution capabilities, transparent and honest dealings, aggressive marketing strategy and above all a strong customer-centric approach.

## **OPPORTUNITIES**

Your Company believes that there are lots of opportunities in the Real Estate Sector in the face of the increased demand for Grade A commercial/office spaces & high quality residential developments. The superior locations & speed-to-market, serve as a great advantage in the current environment.

Following are the key drivers:

**The Real Estate (Regulation and Development Act) - RERA.** Overall the provisions of the Act introduce enough safeguards for the consumers and at the same time protect the interests of players with strong corporate governance and cash flow management practices.

**Real Estate Investment Trust (REIT),** relaxation in cap of investment of REITs' assets in under-construction projects from **10 per cent to 20 per cent.**

**Housing for All by 2022,** which will enhance the demand of real estate and its allied sectors and generate employment on large scale. Under this mission 30 Million houses will be built in India by 2022.

**The revised FDI regulations** for real estate with relaxation in terms of minimum FDI capital and area of investment would ensure that the industry will get sufficient capital flow to help developers in execution.

**Interest rate** reduction on home loans and developers funding by financial institutions to improve affordability for home buyers.

**Smart City Project** aiming to develop the infrastructure facilities will help in increasing demand for real estate and allied sectors.

**Credit linked Subsidy Scheme (CLSS)** has been a demand-side intervention to expand institutional credit flow to the housing needs of the people residing in urban regions.

The Securities and Exchange Board of India (SEBI) has given its approval for the Real Estate Investment Trust (REIT) platform which will help in allowing all kinds of investors to invest in the Indian real estate market. The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

### **THREATS, RISKS AND CONCERNS**

In the course of its business the Company is exposed to stiff competition from other established developers in the market. In addition, it is exposed to certain market related risks, such as increase in interest rates and foreign currency rates, customer risks, changes in the government policies and unanticipated delays in project approvals. However, with the competitive advantages, as aforementioned, the Company is well posed to mitigate all such risks.

#### **Regulatory Hurdles:**

Unfavorable changes in government policies and the regulatory environment continue to remain a considerable risk and concern and can adversely impact the performance of the sector.

There are substantial procedural delays with regards to land acquisitions, land use, project launches and construction approvals.

#### **Funding**

NBFC funding to developers posted a 35% CAGR over FY16-18 as companies faced operating cash deficits. In the current liquidity environment NBFCs are reluctant to continue to aggressively fund real estate developers as has been happening over the past several years. While established developers with consistent delivery track records still have ample access to capital through both debt and equity, many developers are facing significant liquidity pressure.

#### **Economic Risks**

India's GDP growth decelerated marginally during the year. Though the construction sector showed some improvement, there are still downside risks. Lending rates for business and home loans continue to be high. These can have a direct impact on the performance of the real estate sector and, hence, of the Company.

#### **Political Risks:**

Changes in government policies, social and civil unrest and political developments in or affecting India could affect the Company's business interests. Specific laws and policies affecting real estate, foreign investments and other matters affecting investments in the Company's securities could also change.

#### **Liquidity Risks:**

The real estate industry has its own challenges and dynamics. The time required to liquidate a real estate property can vary depending on the quality and location of the property.

#### **Policy and Regulatory Risks**

The real estate industry is often affected by changes in government policies and regulations. There are considerable procedural delays with respect to approvals related to acquisition and use of land. Unfavourable changes in the government policies and the regulatory environment may adversely impact the performance of the Company. Restriction by the High Court on new construction in MMR is one such instance. The Company attempts to mitigate these risks through its approach towards acquisition of land based on thorough due diligence and its transparent processes in developing the projects. Besides, its focus on environment friendly and sustainable practices also help in mitigating risks associated with environmental regulations.

#### **OUTLOOK**

After a year of disruptions, the Indian economy



is consolidating the gains from recent reforms. Never in the history of Indian real estate have so many significant events taken place within such a short period of time.

Implementation of Real Estate (Regulation and Development) Act (RERA) and the Goods and Services Tax Act (GST) have not only ensured greater transparency and protection for home buyers, but have also rewarded more efficient and organized players in the industry by reducing the cost arbitrage benefits of the unorganized sector.

Our sales performance has strengthened significantly in FY19. We expect to further scale our sales momentum in FY20, given our exciting launch pipeline which has been significantly enhanced by new project additions.

Given the liquidity situation in the sector, which has become even more apparent in light of the NBFC crisis, the visibility on business development is the strongest we have ever witnessed and we hope to have numerous positive portfolio enhancement announcements in FY20.

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

The Company has a proper and adequate system of internal controls commensurate with the size of the Company and the nature of its business to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly and adequately.

The system has been designed to ensure that financial and other records are reliable for preparing financial information and for maintaining accountability of assets. All financial and audit control systems are also reviewed by the Audit Committee of the Board of Directors of the Company.

#### **DISCLOSURE OF ACCOUNTING TREATMENT**

Your Company has followed all relevant Accounting Standards while preparing the financial statements.

The Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013 except the certain material items that have been measured at fair value as required by relevant Ind AS. Nevertheless, historical cost is generally based at the fair value of the consideration given in exchange for goods and services.

#### **DEVELOPMENTS IN HUMAN RESOURCES /INDUSTRIAL RELATIONS FRONT**

Profitable growth can be achieved, sustained and accelerated only in an organisation which focuses on empowering and engaging its employees in the best possible way.

*The Company's focus is on unlocking the people potential and further developing their functional, operational and behavioral competencies. The belief "great people create great organization" has been at the core of the Company's approach to its people.*

The Company's businesses are managed by a team of competent and passionate leaders, capable of enhancing your Company's standing in the competitive market.

The Company has a structured recruitment process. The focus is on recruiting people who have the right mindset for working at Rodium, supported by structured training programs and internal growth opportunities. The Company's employee strength at group level, as on March 31, 2019 was 20 employees.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

Effective 1<sup>st</sup> April, 2018, the Company has

applied IND AS 115 “Revenue from contracts with customers” which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. IND AS 115 replaces IND AS 18 Revenue and IND AS 11 Construction Contracts. The Company has adopted IND AS 115 using the cumulative effect method and the comparative information in the statement of profit and loss is not restated – i.e., the comparative information continues to be reported under IND AS 18. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

**Table 1: Standalone Profit & Loss Statement**  
(Rs. in Lakhs)

Particulars	Standalone	
	2018-2019	2017-2018
Operative Income	3962.72	2957.94
Other Income	137.82	189.30
<b>Total Revenue (Including Other Income)</b>	<b>4100.54</b>	<b>3147.23</b>
Project & Operating Expenses	3091.36	2396.52
Employee Benefit Expenses	101.83	103.58
Finance Cost	171.62	179.88
Depreciation and amortization expenses	12.08	11.94
Other Expenses	378.93	384.04
<b>Total Expenditure</b>	<b>3755.83</b>	<b>3075.97</b>
PBIDIT	528.42	263.08
PBDT	356.79	83.20
PBIT	516.33	251.14
PBT	344.71	71.26
Tax	123.68	40.31
<b>Profit After Tax (PAT)</b>	<b>221.03</b>	<b>30.95</b>
Non-Controlling	Nil	Nil
<b>PAT (after NCI)</b>	<b>221.03</b>	<b>30.95</b>
Other Comprehensive Income (OCI) (Net of Tax)	1.44	0.66
Diluted EPS	6.81	0.95
Operating Margin (in%)	12.89	8.36
Return on Capital Employed (EBIT/Capital Employed) %	12.17	5.98
No. of Months Receivables (Receivables/Sales*12)	8.44	7.21
Current Ratio (Current Assets/Current Liabilities)	1.30	1.44
Borrowings: Equity Ratio (Total Liabilities/Equity)	9.48	9.36
Production	N.A.	N.A.

### Consolidated Financial Highlights

- Consolidated total revenue increased from Rs. 3143.39 lakhs in FY 2017-18 to Rs. 4096.70 lakhs in FY 2018-19.
- Operating profits (PBIT) were Rs. 512.19 lakhs in FY 2018-19, compared to Rs. 246.68 lakhs in FY 2017-18.
- Consolidated profit before taxes(PBT) was Rs.340.57 Lakhs in FY 2018-19 as compared to Rs. 66.79 lakhs in FY 2017-18.
- Consolidated profit after tax (PAT) was Rs.216.88 Lakhs in FY 2018-19 as compared to Rs. 26.48 Lakhs in FY 2017-18.

### CAUTIONARY STATEMENT

*Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations or predictions may be “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results might differ substantially or materially from those expressed or implied due to various factors affecting Company's operations, which include a down trend in industry, significant changes in political and economic environment in India and abroad, tax laws, import duties, litigation and labour relations.*

### DISCLAIMER

*The Company shall be registering its forthcoming projects at an appropriate time in the applicable jurisdictions / States under the Real Estate (Regulation and Development) Act, 2016 (RERA) and Rules thereunder. Till such time, the forthcoming projects, none of the images, material, projections, details, descriptions and other information that are mentioned in the Annual Report for the FY 2018-19, should be deemed to be or constitute advertisements, solicitations, marketing, offer for sale, invitation to offer, or invitation to acquire within the purview of the RERA. The Company uses carpet areas as per RERA in its customer communication. However, the data in saleable area terms has been presented in the Annual Report for the FY 2018-19 to enable continuity of information to investors and shall not be construed to be of any relevance to home buyers / customers.*

## Report On Corporate Governance

In accordance with Regulation 34 (3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), the report containing the details of the Governance systems and process at Rodium Realty Limited for the Financial Year 2018-19 is as under:

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Your Company is committed to good corporate governance in its true spirit. The philosophy of the Company on corporate governance is to ensure transparency in all its operations, provide disclosures, and enhance stakeholder value without compromising in any way on compliance with the laws and regulations. The Company believes that good governance brings sustained corporate growth and long-term benefits for all its stakeholders.

Our governance policies, structures and processes contribute to the growth of our business and the Board ensures that we have appropriate governance arrangement in place on an ongoing basis and takes necessary steps towards growth and enhancing value for its shareholders.

Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's business practices to ensure ethical and responsible leadership both at the Board and at the Management level. Good Corporate Governance being a continuing exercise, your Company stands by its commitment to maintain the best governance and disclosure practices.

In India, corporate governance standards for listed companies are regulated by Securities and Exchange Board of India (SEBI) through

Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and also by the Ministry of Corporate affairs through the Companies Act, 2013 ("the Act") as amended from time to time.

Your Company is in compliance with the Corporate Governance guidelines as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) to the extent applicable to the Company for the year ended March 31, 2019. A report on these is detailed below.

### **BOARD OF DIRECTORS**

The Board of Directors of the Company consists of eminent personalities from diversified field with professional expertise and experience.

The Board of Directors strives in optimizing long term value by utilizing their utmost knowledge, experience and skills for strategic decision making and towards the implementation of the goals.

#### **a) Composition, Size, Category, Attendance of Board Meeting and at the last Annual General Meeting.**

Your Company has an optimum combination of Executive and Non-Executive Directors with one woman Director who are all entrusted with the ultimate responsibility of the management and business affairs of the Company to ensure effective governance. The present board

structure is in Compliance with the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on March 31, 2019 the Board consisted of Eight (8) Directors,; amongst them four (4) are Non-Executive Independent Directors including one Woman Director, remaining four (4) are the Executive Promoter Directors. The Board is headed by Mr. Deepak Chheda who is Chairman & Managing Director of the Company.

The number of Independent Non-Executive Directors on the Board is 50% of the Board strength at any point of time, which is in conformity with the requirement of Section 149(4) and other applicable provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. No directors are related to each other that could materially influence the Company's business and operations.

The names of Board of Directors of the Company, their attendance at the Company's Board Meetings and last Annual General Meeting, number of Directorships / Committee Memberships in other Companies during the year under review is given **Table 1** below.

Mr. Harish Nisar	Promoter Executive Whole Time Director	4	4	Yes
Mr. Rohit Dedhia	Promoter Executive Whole Time Director	4	4	Yes
Mr. Shailesh Shah	Promoter Executive Whole Time Director	4	3	Yes
Mr. Sudhir Mehta	Non-Executive Independent Director	4	4	Yes
Mr. Vatsal Shah	Non-Executive Independent Director	4	3	Yes
Mr. Yogesh Shah	Non-Executive Independent Director	4	4	Yes
Mrs. Tejal Mehta	Non-Executive Independent Woman Director	4	3	Yes

Name of Director	Category	No. of Board Meetings held during the respective tenure if FY 2018-19		Attendance at last AGM held on 28th Sept, 2018
		Held	Attended	
Mr. Deepak Chheda	Promoter Executive Chairman and Managing Director	4	4	Yes

#### **b) Details of Directorships / Committee Memberships as of 31st March, 2019**

As mandated by the Act, none of the Directors is a director in more than ten Public Limited Companies. None of the Independent Directors of the Company is serving as an Independent Director in more than seven listed entities or serving as a whole-time director in any listed entities. All Directors are also in compliance with the limits on directorship of listed entities as prescribed under Regulation 17A of SEBI

LODR. Further, in terms of Regulation 26 of SEBI LODR, none of the Directors is a member of more than ten committees or acting as a Chairperson of more than five committees across all Indian Public Limited companies, in which they are Directors. The number of directorships and committee positions held by them in Indian Public Limited Companies are given below **Table 2**.

Name of Director	No. of Directorship in other public limited companies as on March 31, 2019*	No. of Committee position held in other public limited companies as on March 31, 2019		No. of Shares and convertible instruments held by non-executive Directors
		Chairman-Ship**	Member**	
Mr. Deepak Chheda	1	Nil	1	Yes
Mr. Harish Nisar	1	Nil	1	Yes
Mr. Rohit Dedhia	1	Nil	1	Yes
Mr. Shailesh Shah	1	Nil	1	Yes
Mr. Sudhir Mehta	1	1	1	Yes
Mr. Vatsal Shah	1	Nil	3	Yes
Mr. Yogesh Shah	1	2	1	Yes
Mrs. Tejal Mehta	1	Nil	1	No

\*Includes Directorship in Rodium Realty Limited and private company which is subsidiary/

holding company of a public company but excludes private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\*\*Committees considered are Audit Committee and Stakeholders Relationship Committee including that of Rodium Realty Limited. Committee Membership(s) and Chairmanship are counted separately.

### c) Number of Meetings of Board

During the F.Y. April 1, 2018 to March 31, 2019, the Board of Directors met 4 (Four) times and the gap between two meetings did not exceed one hundred and twenty days i.e. May 26, 2018; August 13, 2018; November 14, 2018 and; February 14, 2019 respectively. The requisite quorum was present for all the meetings of the Board held during the Financial Year 2018-2019.

The Chief Financial Officer of the Company including the representatives of Internal Auditor and Statutory Auditor are invited to attend the board meetings so as to provide additional inputs on the items being discussed by the Board.

As per the declarations received by the Company none of the Directors are disqualified under Section 164(2) and Section 184(1) of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Directors have provided timely disclosures and declaration as per the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and

Takeovers) Regulations, 2011 and other relevant laws.

**d) Separate Meeting of Independent Directors:**

The Independent Directors of the Company are in compliance with the provisions of Regulation 16(1)(b) of the Listing Regulations. The Directors have made necessary disclosures stating that they do not hold directorships in more than seven listed companies pursuant to Regulation 25 of the Listing Regulations. Also, the membership of the committees (Audit Committee and the Stakeholders' Relationship Committee) does not exceed more than 10 committees and / or are acting as Chairman in more than 5 committees in terms of Regulation 26 of Listing Regulations.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors is being held every financial year, for the financial year 2018-19, the meeting of Independent Director was held on February 14, 2019 to review the performance of the Non-Independent directors (including the Chairman & Managing Director) and the Board as a whole. None of the non-independent directors, Members of the management or Key Managerial Personnel were present for this meeting.

**e) Skills/Expertise/Competence of the Board of Directors:**

The following is the list of core skills /expertise/ competencies identified by the Board of Directors required in the context of the Company's business for it to function effectively and those available with the Board as a whole:

Industry knowledge / Experience:	<ul style="list-style-type: none"> <li>• Experience of the real estate business and the Market dynamics;</li> <li>• Awareness of the applicable laws;</li> <li>• International experience in managing businesses;</li> <li>• Experience in managing risks associated with the business</li> </ul>
Governance Skills:	<ul style="list-style-type: none"> <li>• Practical experience in best practices pertaining to transparency, accountability and corporate governance.</li> </ul>
Technical skills/ expertise:	<ul style="list-style-type: none"> <li>• Specialized knowledge in an area or subject such as accounts, finance, auditing, marketing, construction, legal, etc.</li> <li>• Knowledge of the relevant Technology and Innovations;</li> </ul>
Behavioral Competencies:	<ul style="list-style-type: none"> <li>• Values, mentoring abilities, ability to positively influence people and situations, leadership skills, communication and interpersonal skills, decision making abilities, conflict resolution, adaptability, etc.</li> </ul>

**Subsidiary Monitoring Mechanism:**

The minutes of board meetings of the unlisted subsidiary companies are placed before the meeting of Board of Directors of the Company for review and noting.

The performance and management of the subsidiary companies is monitored inter alia by the following means:

- a) Financial Statements in particular the investments made by the unlisted subsidiary company are reviewed on a quarterly basis by the Audit Committee of the Company.

- b) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary company is placed before the board for its review.
- c) The minutes of the Board of Directors of the Subsidiary Companies are placed and circulated as a part of the agenda papers periodically to the Directors.

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a vigil mechanism and whistle blower policy under which the employees are free to report violation of applicable laws and regulations and the Code of Conduct. The reportable matters shall be investigated under the supervision of the Audit Committee. Employees may also report to the Chairman of the Audit Committee. The Chairman of the audit committee shall recommend to the Board of Directors to take corrective / disciplinary action. During the year under review, no employee was denied access to the Audit Committee.

#### **COMMITTEES OF THE BOARD**

The Board has constituted various Committees to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. As on March 31, 2019 your Company has three Board Committees; the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

The terms of reference of the Committees are determined by the Board from time to time. The Committee meetings facilitate the decision making process at the meetings of the Board in an informed and efficient manner. Meeting of

each Committees are convened by the respective Committee Chairman or Company Secretary. Minutes of the Committee meetings are approved by the respective Committee and thereafter noted and confirmed by the Board.

The role and the composition of these Committees including number of meetings held during the financial year and participation of the members at the meetings of the Committees, during the year are as under: Details of the Committees of the Board and other related information are provided hereunder:

#### **A. AUDIT COMMITTEE:**

The primary purpose of the Audit Committee is to provide oversight of the financial reporting process, the audit process, the company's system of internal controls and compliance with laws and regulations. The audit committee reviews the significant accounting and reporting issues and recent professional and regulatory pronouncements to understand the potential impact on financial statements. An understanding of how management develops internal interim financial information is necessary to assess whether reports are complete and accurate. The Committee reviews the results of an audit with management and external auditors, including matters required to be communicated to the Committee under generally accepted auditing standards. Controls over financial reporting, information technology security and operational matters fall under the purview of the Committee.

The Audit Committee is constituted and complied in terms of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of Audit Committee as on March 31, 2019 is as under:

#### Meetings of Audit Committee:

During the Financial year under review, the Audit Committee met Five (5) times i.e. on May 26, 2018; August 13, 2018; November 14, 2018; February 14, 2018; March 29, 2019.

Sr. No	Name of the Director	Designation	Status
1.	Mr. Yogesh Shah	Chairman	Non-Executive, Independent Director
2.	Mr. Sudhir Mehta	Member	Non-Executive, Independent Director
3.	Mrs. Tejal Mehta	Member	Non-Executive, Independent Director
4.	Mr. Vatsal Shah	Member	Non-Executive, Independent Director

The attendance of the members of the Audit Committee meetings is as follows; the interval time between the any two Audit Committee meetings was not more than 120 days:

The invitees to the meeting are the Chief Financial officer, Internal Auditor & Statutory Auditor in respect of business transaction related to them. The Company Secretary of the Company act as the Secretary to the Audit Committee.

The minutes of the Audit Committee are noted at the Board Meetings.

The Audit Committee meetings were held at the Registered Office of the Company for the Financial year 2018-19.

Sr. No	Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
1.	Mr. Yogesh Shah	Chairman	5	5
2.	Mr. Sudhir Mehta	Member	5	5
3.	Mrs. Tejal Mehta	Member	5	4
4.	Mr. Vatsal Shah	Member	5	3

The Audit Committee comprises of four (4) Non Executive, Independent Directors, according to the definition laid down in the Audit Committee charter, Section 149 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Requirements) Regulations, 2015. Members of the Audit Committee are eminent professional with expertise in the fields of Taxation, Accounting and Corporate Laws. The Chairman of the Audit Committee is an Independent Director and was present at the last Annual General Meeting of the Company held on September 28, 2018 in order to address the queries of the shareholders.

#### Terms of reference of the Audit Committee

The terms of reference of the Audit Committee, inter-alia, includes:

- To oversee the financial reporting process and disclosure of financial information;
- To review with management, quarterly, half-yearly and annual financial statements and ensure their accuracy and correctness before submission to the Board;
- To review with management and internal auditors, the adequacy of internal control systems, approving the internal audit plans and reviewing the efficacy of their function, discussion and review of periodic

audit reports including findings of the internal investigations;

- To hold discussions with the Statutory and Internal Auditors to decide the scope of audit;
- Review and monitoring the auditor's independence and performance, and effectiveness of the audit process;
- Examination of the auditor's report on financial statements of the Company (in addition to the financial statements) before submission to the Board;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of Inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters as and when such funds are raised and also the reviewing with the management the utilization of the funds so raised, for purposes other than those stated in the relevant offer document, if any and making appropriate recommendations to the Board in this regard;
- Evaluation of the risk management systems (in addition to the internal control systems);
- Review and monitoring of the performance of the statutory auditors and effectiveness of the audit process;
- To hold post audit discussions with the auditors to ascertain any area of concern;
- To review the functioning of the whistle blower mechanism;
- Approval to the appointment of the Chief Financial Officer after assessing the qualifications, experience and background

etc. of the candidate.

The Audit Committee while exercising its functions has powers including, but not limited to the following:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee;
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary;

The management is responsible for the Company's internal control and financial reporting process. The Statutory Auditors are responsible for performing the quarterly (limited review) and yearly statutory audit of the Company's financial statements in accordance with the prevailing accounting and auditing standards and for issuing a report thereon. Pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 and the Rules made thereunder and as amended from time to time.

Company has appointed M/s. Ashar & Co., Chartered Accountants as Internal Auditor (Firm Registration No. 129159W) to review the internal control systems of the Company and to report thereon.

#### **B. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee (N&R Committee) of the Company is constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. During the Financial Year under review, the N & R Committee met 2 (two) times i.e. on August 13, 2018 and; November 14, 2018 respectively.

The composition of N & R Committee and attendance at its meeting is given hereunder:

Sr No	Name of the Director	Designation	No. of Meetings held	No. of Meetings attended
2.	Mr. Sudhir Mehta	Member	2	1
3.	Mr. Vatsal Shah	Member	2	0
4.	Mr. Yogesh Shah	Member	2	1

The Nomination and Remuneration Committee comprises of 3 (three) Directors, all of whom are Non-Executive, Independent Directors.

The minutes of the N & R Committee are noted at the board meetings.

#### Terms of Reference

The terms of reference of Nomination & Remuneration Committee, *inter-alia*, includes:

- To recommend to the Board Compensation terms of the Executive Directors;
- To assist the Board in determining and implementing the Company's Policy on the remuneration of Executive Directors;
- Identifying the persons who are qualified to become directors and those who may be appointed in senior management in accordance with the criteria laid down by it and recommending to the Board their appointment and removal and carrying out the evaluation of the performance of every director;
- Formulating the criteria for determining the qualifications, positive attributes and independence of a director.

#### Remuneration Policy

Company's Remuneration Policy is market led, based on the fundamental principles of payment for performance, for potential and for growth. It also takes into account the competitive circumstances of the business, so as to attract and retain quality talent and leverage performance significantly. The N & R Committee recommends the remuneration payable to the Executive Directors and Key Managerial Personnel, for approval by Board of Directors of the Company, subject to the approval of its shareholders, wherever necessary.

#### Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI LODR, the N&R Committee has laid down the criteria for performance evaluation of Independent Directors and Executive Directors, which inter-alia covers level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Director being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out in their separate meeting held on February 14, 2019. The Directors expressed their satisfaction with the evaluation process.

The N & R Committee Policy is available on our website at <http://rodium.net> which contains the performance evaluation criteria for Board, its committees and Independent Directors.

#### REMUNERATION OF DIRECTORS

The Nomination and Remuneration Committee oversees the remuneration to be provided to

the Directors and Senior Managerial Personnel and the major points relating to Remuneration policy are as follows:

**(i) Remuneration structure of Executive Directors and Independent Directors:**

- Independent Directors receive remuneration by way of sitting fees for attending meetings of Board and Board Committees (where they are members) as recommended by the Nomination and Remuneration Committee and approved by the Board and shareholders (wherever required) subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.
- The total commission payable to the Independent Directors shall not exceed 1% of the net profit of the Company except payment of sitting fees, Non-Executive Independent Directors have not been paid any remuneration/ bonus/ severance fees/ performance linked incentive or provided any other benefits. As of March 31, 2019, none of the Non-Executive Director held any stock options. There was no other pecuniary relationship or transaction of the Non-Executive Independent Directors vis-a-vis the Company.
- The remuneration/ compensation/ commission etc. to be paid to Managing Director/Whole-time Director/Executive Director etc. shall be as per their employment contract/ terms of appointment, subject to the limits and conditions under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force and the approval of the shareholders.

**(ii) Remuneration structure of Key Managerial Personnel (KMP) and Senior Management is as detailed hereunder:**

- The Compensation of KMP and Senior Management Personnel shall be approved by the Nomination and Remuneration Committee.
- The Compensation of a KMP and Senior Management Personnel is done keeping in consideration the prevailing market value of the resource, criticality of role and internal parity of the team.
- The remuneration structure to KMPs and Senior Management personnel may include a variable performance linked component.

Details of remuneration/commission and fees paid to Executive and Non-Executive Directors for the Financial Year 2018-19:

**a. Directors' Compensation:**

Name of the Directors	Salary and Allowance (Rs.)	Perquisites (Rs.)	Stock Option (Rs.)
Mr. Deepak Chheda Chairman and Managing Director	40,80,000/-	Nil	Nil
Mr. Harish Nisar Executive Director	26,40,000/-	Nil	Nil
Mr. Rohit Dedhia Executive Director	25,20,000/-	Nil	Nil
Mr. Shailesh Shah Executive Director	6,00,000/-	Nil	Nil

**b. Non-Executive Independent Directors:**

Non-Executive & Independent Directors were only entitled for sitting fees for attending

Board/ Committee meetings only and the same was paid to them. No other fees/ commission or and kind of Monetary and Non-monetary benefit were paid/provided to them during the Financial Year under review. No transactions have been entered into by the Company with the Non-Executive and Independent Directors.

Name of the Directors	Sitting Fees (Rs.)
Mr. Vatsal Shah Non-Executive, Independent Director	60,000/-
Mr. Yogesh Shah Non-Executive, Independent Director	1,00,000/-
Mr. Sudhir Mehta Non-Executive and Independent Director	1,00,000/-
Mrs. Tejal Mehta Non-Executive and Independent Director	60,000/-

The Company has not granted any Perquisite or stock option to Non-Executive, Independent Directors.

#### **Policy for selection and appointment of Directors**

The Nomination and Remuneration Committee (N&R Committee) has adopted a charter which inter alia, deals with the manner of selection of the Board of Directors, senior management and their compensation. This Policy is accordingly derived from the said Charter.

a. The incumbent for the positions of Executive Directors and/or at senior management, shall be the persons of high integrity, possesses relevant expertise, experience and leadership qualities, required for the position.

b. The Non-Executive Directors shall be of high integrity, with relevant expertise and experience so as to have the diverse Board with Directors having expertise in the fields of finance, banking, regulatory, taxation, law, governance and general management.

c. In case of appointment of Independent Directors, the independent nature of the proposed appointee vis-a-vis the Company, shall be ensured.

d. The N&R Committee shall consider qualification, experience, expertise of the incumbent, and shall also ensure that such other criteria with regard to age and other qualification etc., as laid down under the Companies Act, 2013 or other applicable laws are fulfilled, before recommending to the Board, for their appointment as Directors.

e. In case of re-appointment, the Board shall take into consideration, the performance evaluation of the Director and his engagement level.

#### **C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Company has a Stakeholders' Relationship Committee duly constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

The Stakeholders' Relationship Committee looks into shareholders' and investors' grievances.

As on March 31, 2019, the Stakeholders' Relationship Committee of the Company during the Financial Year under review has met 6 (six) times i.e. on July 13, 2018; July 30, 2018;

September 21, 2018; November 13, 2018; December 14, 2018 and; February 01, 2019 respectively.

The composition of Stakeholders' Relationship Committee and attendance at its meeting is given hereunder:

Sr No	Name of the Director	Designation	Category	No. of Meetings held	No. of Meetings attended
1.	Mr. Yogesh Shah	Chairman	Non-Ex Independent	6	6
2.	Mr. Vatsal Shah	Member	Non-Ex Independent	6	4
3.	Mr. Harish Nisar	Member	Executive Director	6	6

Pursuant to the Regulation 19 of the Listing Regulations, the Chairman of the Committee Mr. Yogesh Shah an Independent Director and the Company Secretary and Compliance Officer of the Company are responsible for the compliance of the committee.

#### Terms of Reference:

The Stakeholders' Relationship Committee has been constituted by the Board for speedy disposal of grievances/complaints relating to shareholders'/investors'.

The Committee deals with the following matters:

- To approve requests for share transfers and transmissions;
- To approve the requests pertaining to dematerialization of shares / sub-division / consolidation / issue of renewed and duplicate share certificates etc.;

- Monitors expeditious redressal of investor grievance matters received from Stock Exchanges, SEBI, ROC etc.;

- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.;

- All other matters related to shares/debentures and to oversee all matters encompassing the shareholders' / investors' related issues.

The Committee oversees performance of the Registrar and Transfer Agent of the Company. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the year under review the Company has replied/ resolved all complaints, suggestions and grievances expeditiously. The Company endeavors to implement suggestion as and when received from investors. The Company is in compliance with SCORES (Sebi Compliants Redress System), which is initiated by SEBI for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders' complaints. There were no pending complaints and/or requests for share transfer, dematerialization, etc. as on March 31, 2019.

#### Name, Designation and Address of the Compliance Officer:

##### Ms. Tulsi Rajput

Company Secretary and Compliance Officer  
Rodium Realty Limited  
501, X'Cube, Plot No. 636,  
Opp. Fun Republic Theatre,

Off Link Road, Andheri (West),  
Mumbai- 400053

### DIRECTORS' SHAREHOLDING

The details of Shareholding of Directors in the Company as on March 31, 2019 was as under:

Name of Directors	No. of Equity Shares
Mr. Deepak Chheda	9,52,459
Mr. Harish Nisar	3,20,330
Mr. Rohit Dedhia	3,19,466
Mr. Shailesh Shah	5,88,521
Mr. Yogesh Shah	Nil
Mr. Sudhir Mehta	Nil
Mr. Vatsal Shah	Nil
Mrs. Tejal Mehta	Nil

### CHIEF EXECUTIVE OFFICER (CEO)/ CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the CEO and CFO Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2019, was placed before the Board of Directors at its meeting held on May 29, 2019.

### GENERAL BODY MEETING:

#### Annual General Meeting:

The details of the last three Annual General Meetings of the Company are as given below.

Financial Year Ended	Day & Date	Time	Venue
2018	September 28, 2018	09.00 a.m.	Royalista Banquet Hall, G-3/103 Morya

		(IST)	Landmark No. 1, Off. Link Road, Andheri (West), Mumbai – 400 053, Maharashtra.
2017	September 22, 2017	09.00 a.m.	Basement 1(MIRO Banquets) Svenska Design Hotel, SAB TV Road, off. Link Road, Andheri (West), Mumbai-400053, Maharashtra.
2016	September 27, 2016	09.00 a.m.	291, X'Trium, Ground Floor, Andheri – Kurla Road, Near Chakala Junction, Andheri (East), Mumbai – 400 069, Maharashtra.

Special Resolutions were passed in the last three Annual General Meetings are as follows:

Date	Special Resolution Passed
September 28, 2018	Re-appointment of Mr. Deepak Chheda (DIN: 00419447) as the Chairman and Managing Director of the Company for the period of Three Years
	Re-appointment of Mr. Harish Nisar (DIN: 02716666) as the Whole-Time Director of the Company for the Period of Three Years
	Re-appointment of Mr. Rohit Dedhia (DIN: 02716686) as the Whole-Time Director of the Company for the Period of Three Years
	Re-appointment of Mr. Shailesh Shah (DIN: 01230174) as the Whole-Time Director of the Company for the Period of Three Years
	Re-appointment of Mrs. Tejal Mehta

	<p>(DIN: 01896772) as a Woman Independent Director of the Company for a Second Term of Five Consecutive Years</p> <p>Re-appointment of Mr. Sudhir Mehta (DIN: 03187758) as an Independent Director of the Company for a Second Term of Five Consecutive Years</p> <p>Re-appointment of Mr. Yogesh Shah (DIN: 02774568) as an Independent Director of the Company for a Second Term of Five Consecutive Years</p> <p>Re-appointment of Mr. Vatsal Jayantilal Shah (DIN: 01839985) as an Independent Director of the Company for a Second Term of Five Consecutive Years</p>
September 22, 2017	Increase in limit of Loan, Investment and Guarantee to be provided under Section 186 of the Companies Act, 2013.
September 26, 2016	Dispatch of physical documents to members on payment of prescribed fees for delivery of documents pursuant to Section 20 of the Companies Act, 2013.

#### Extra-Ordinary General Meeting:

During last three (3) financial years, the Company has not held any Extra-Ordinary General meeting(s) of the Company.

#### Postal Ballot

During the financial year 2018-19, no resolution was passed by the Company through Postal Ballot process. Hence, the procedure of Postal Ballot is not given. None of the business proposed to be transacted at the ensuing Annual General Meeting requires special

resolution through postal ballot.

## MEANS OF COMMUNICATION

#### Financial Results: Quarterly/Half yearly/Annual Results:

The Financial Results of the Company i.e. Quarterly, Half-yearly and Annually are ordinarily published in the 'Free Press Journal' and 'Business Standard' and are also uploaded on BSE Listing center and hosted on the Company's website [www.rodium.net](http://www.rodium.net).

#### Website:

Your Company maintains the website [www.rodium.net](http://www.rodium.net) where in there is a separate dedicated section 'Investor' which provides up-to-date information to the shareholders on matters relating to details of the Company, its performance including quarterly financial results, annual reports, press release, shareholding Pattern, outcome of Board etc. The Annual Report of the Company is also available on the website and can be downloaded.

Further any query /complaint/ information can be addressed to the Compliance Officer on the email id [cs@rodium.net](mailto:cs@rodium.net).

#### News Releases, Presentations, etc.:

Official news releases and media releases, etc. are displayed on the Company's website [www.rodium.net](http://www.rodium.net) and are also sent to the Stock Exchange.

#### Annual Report:

Annual Report containing, *inter-alia*, Audited Annual Accounts, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto.

#### Designated Exclusive Email ID:

The Company has following designated email

IDs exclusively for investor servicing:

For queries on Annual Report

– [info@rodium.net](mailto:info@rodium.net)

For queries in respect of shares in physical mode – [kandhimathi@cameoindia.com](mailto:kandhimathi@cameoindia.com).

## **GENERAL SHAREHOLDER INFORMATION**

### **a. Company Registration Details:**

The Corporate Identification Number allotted to Company is L85110MH1993PLC206012.

### **b. Registered office address:**

Plot No. 636, 501, X'cube, Off New Link Road, Andheri (West), Mumbai 400053, Maharashtra, IN

### **c. Date, Time and Venue of Annual General Meeting:**

Friday, 27<sup>th</sup> September, 2019, at 9.00 am, at Royalista Baquet Hall, G-3/103 Morya Landmark No 01. Off., Link Rd, Andheri (West), Mumbai, Maharashtra 400053.

### **d. Financial Year:**

The financial year covers the period from 1st April, 2018 to 31st March, 2019.

### **e. Date of Book Closure:**

From Saturday, September 21, 2019 till Friday, September 27, 2019.

### **f. Listing on Stock Exchanges:**

Equity Shares of our company are listed on BSE Limited, (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001, Maharashtra.

Details of which are as follows:

-Scrip Code : 531822

-Scrip ID : RODIUM

-ISIN : INE513E01024

Company also has Unlisted, 9% Cumulative Redeemable Preference Shares.

### **g. Payment of Listing Fees:**

Annual listing fee for the year 2019-20 (as applicable) has been paid by the Company to BSE.

### **h. Payment of Custodial Fees:**

Annual custodial fee of CDSL and NSDL for the year 2019-20 has been paid by the Company.

### **i. Recommendation of Dividend and Dividend Payment:**

The Board has recommended a dividend of Re. 1/- per Equity share of Rs. 10/- each for the financial year ended March 31, 2019. The said dividend shall be subject to approval by the members at the ensuing Annual General Meeting.

In terms of Section 123 of the Companies Act, 2013, the dividend amount will be deposited in a separate bank account within 5 days from the date of the Annual General Meeting and will be paid to the shareholders within the prescribed time.

### **j. Suspension of trading in securities:**

There was no suspension of trading in securities of the Company during the year under review.

### **k. Outstanding GDRs/ ADRs/ Warrants/ Convertible Instruments and their impact on Equity:**

Your Company does not have any outstanding GDRs / ADRs /Warrants / Convertible Instruments, including stock options.

### **l. Registrar and Share Transfer Agents:**

Cameo Corporate Services Limited, Subramanian Building, No. 1, Club House Road, Chennai 600002, Phone: 044-28460390;

Email id: [investor@cameoindia.com](mailto:investor@cameoindia.com)

Website: [www.cameoindia.com](http://www.cameoindia.com).

### **m. Plant Location:**

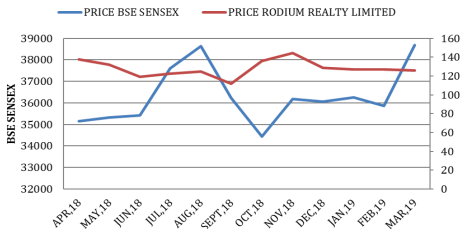
The Company does not have any plant location.

### Stock Market Price Data

Month	Bombay Stock Exchange (BSE) (In Rs. Per share)	
	Month's High Price	Month's Low Price
April, 2018	155.00	127.00
May, 2018	146.00	120.20
June, 2018	133.35	115.00
July, 2018	140.50	109.00
August, 2018	125.00	113.00
September, 2018	124.85	98.00
October, 2018	136.00	109.00
November, 2018	163.00	125.00
December, 2018	144.80	124.00
January, 2019	143.00	109.00
February, 2019	128.80	110.00
March, 2019	132.50	120.00

Share price performance in comparison to Index – BSE Sensex for the year ended March 31, 2019

### Share Price Comparison with Index



### Shareholding Pattern as on March 31, 2019

Category Code	Category of Share holder	No. of Share holders	Total number of Shares	As a Percentage of Total (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(a)	Indian	7	21,89,527	67.41 %
(b)	Foreign	-	-	-
	Total Shareholding of Promoter and Promoter Group	7	21,89,527	67.41 %
(B)	Public Shareholding			
(a)	Institutions	-	-	-
(b)	Non-Institutions	1041	10,58,373	32.59%
	Total Public Shareholding	1041	10,58,373	32.59%
(c)	Shares held by Custodians and against which Depositories Receipts have been issued	-	-	-
	Total(A +B+ C)	1048	32,47,900	100%

### Distribution of Shareholding as on March 31, 2019

Sr. No.	Category	Holders	% of Share Holders	No. of Shares Held	% of Total Share Holding
1.	1-100	650	61.4947	9487	0.2920
2.	101-500	251	23.7464	67956	2.0923
3.	501-1000	40	3.7842	30497	0.9389
4.	1001-2000	37	3.5004	48941	1.5068
5.	2001-3000	17	1.6083	44308	1.3642
6.	3001-4000	9	0.8514	33697	1.0375
7.	4001-5000	10	0.9460	46217	1.4229
8.	5001-10000	17	1.6083	137828	4.2436
9.	10001 & above	26	2.4597	2828969	87.1014
	Total	1057	100%	3,247,900	100.00%

### Share Transfer System

Shares lodged for transfer at the Registrar's address are processed and approved on a fortnightly basis. All requests for dematerialization of shares are processed and the confirmation is given to the Depositories within 15 days. Grievances received from members and other miscellaneous correspondences on change of address, bank / ECS mandates, etc. are processed by the Registrars within 15 days. No request for share transfer was pending as on March 31, 2019. Company obtains half yearly certificate of compliance with the share transfer formalities as required under 40(9) of the SEBI (LODR) Regulations, 2015 from a Company Secretary in practice and files a copy of the certificate with the Stock Exchanges within the prescribed time limit. Pursuant to Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. All applications related to transfers, transmission, consolidation, sub-division, duplicate share certificate, demat, remat, change of address and other matter are requested to address to our Share Transfer Agent, Cameo Corporate Services Limited.

### Unclaimed Shares

The Company has credited the shares to the demat suspense account, with NSDL, which are unclaimed and lying in Unclaimed Shares Demat Suspense Account in accordance with the requirements of (erstwhile) Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The details thereof as required to be disclosed in the Annual Report are given below:

Particulars	No. of shareholders	No. of Shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2018	22	7755
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	0
Number of shareholders to whom shares were transferred from suspense account during the year	-	0
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2019	22	7755

The voting rights on the shares outstanding in the suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares.

### **Dematerialization of Shares as on March 31, 2019**

As of 31st March, 2019 32,05,545 shares (98.69% of total paid-up equity capital) were held in electronic form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The trading in the equity shares of the Company is permitted only in dematerialized form.

### **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**

There are no outstanding GDRs/ADRs/Warrants or any Convertible Instruments, as at the year end.

### **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**

There are no outstanding GDRs/ADRs/Warrants or any Convertible Instruments, as at the year end.

### **Commodity Price Risk/Foreign Exchange Risk and Hedging**

The Company did not engage in hedging activities.

### **Transfer of unpaid/ unclaimed amounts to Investor Education and Protection Fund**

During the year under review, the Company has no unpaid/ unclaimed amounts to be transferred to Investor Education and Protection Fund.

## **DISCLOSURES:**

### **Materially Significant Related Party**

All the transactions with Related Parties as defined under Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 during the financial year were under ordinary

course of business and at arm's length basis and do not attract the provisions of Section 188 of Companies Act, 2013. These have been approved by the Audit Committee. Suitable disclosures as required under Accounting Standard 18 (AS-18), has been made in the notes to the Financial Statements as well as in Form AOC-2, which forms a part of the BoardReport. None of the transactions with the related parties is in conflict with the interest of the Company.

### **Accounting Treatment**

The standalone and consolidated financial statements for financial year 2018-19 have been prepared in accordance with the applicable Indian Accounting Standards (INDAS) and the provisions of the Companies Act, 2013 and the Rules framed thereunder.

### **Compliance with Mandatory Requirements**

As of 31st March, 2019, the Company was fully compliant with all applicable mandatory requirements of the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### **Non-Mandatory Requirements**

The Company has reviewed the non-mandatory requirements as specified in the Listing Regulations and it shall be adopted /complied by the Company on need basis and voluntary.

### **Code of Conduct**

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations), the Company has on February 14, 2019 approved the "Code for Prohibition of Insider Trading and to regulate, monitor and report trading by Insiders and designated persons" and "Revised Code for

Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" ("these Codes") which are effective from April 01, 2019. These Codes lay down guidelines and procedures to be followed and disclosures to be made while dealing with securities of the Company and caution about the consequences of violations. These Codes have been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional roles in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

The said code is also displayed on the website of the Company at [www.rodium.net](http://www.rodium.net)

#### Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms part of this Board Report. All matters pertaining to industrial structure, developments, risks and concerns, internal control and adequacy, discussion on financial and operational performance etc., are discussed in the said Report.

#### Risk Management Framework/Whistle Blower Policy/Vigil Mechanism

The Company has in place mechanisms to inform Board members about the risk assessment and mitigation procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of robust risk management framework. Company has also formulated Vigil Mechanism system whereby the employees can have direct access to the Chairman of the Audit

Committee which also acts as a whistle blower policy. The Company affirms that no employee has been denied access to the Audit Committee.

The said Policy is placed on the website of the Company viz: <http://www.rodium.net/codes-policies.html>

#### Recommendation of the committees

During the year under review, the Board has accepted all recommendations made by various Committees of Board of Directors of the Company.

#### Disclosures in relation to the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. There was no case of sexual harassment reported during the year under review.

a.	Number of complaints filed during the financial year	Nil
b.	Number of complaints disposed of during the financial year	Nil
c.	Number of complaints pending as on end of the financial year	Nil

#### Reconciliation of share capital audit:

A qualified Practicing Company Secretary carries out quarterly audit to reconcile the total admitted Equity Share capital with National

Securities Depository Services (India) Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital.

The Audits confirm that the total issued/paid-up equity share capital is in agreement with the total number of equity shares in physical form and the total number of dematerialized shares held in NSDL and CDSL.

**Details of non-compliance relating to capital markets during the past 3 years:**

The Company has complied with all requirements of the Regulatory Authorities. No penalties / strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market since the listing of the Company's equity shares.

**Compliance with the requirements of corporate governance report:**

The Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) mentioned in Para C of Schedule V of SEBI (LODR), 2015. Further the compliance relating to Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI LODR is not applicable to your Company, since your Company does not have paid up equity share capital exceeding rupees ten crore and net worth exceeding rupees twenty-five crore, as on the last day of the previous financial year.

However, your Company is committed to good corporate governance in its true spirit has voluntarily complied with the certain regulations to the extent possible on need basis.

**By order of the Board of Directors,  
For Rodium Realty Limited**

Sd/-  
Deepak Chhedra  
Chairman & Managing Director  
(DIN: 00419447)

Sd/-  
Rohit Dedhia  
(DIN: 02716686)  
Whole-Time Director

**Mumbai, August 13, 2019**



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**CONFIRMATION OF THE CODE OF CONDUCT BY CHAIRMAN & MANAGING DIRECTOR**

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I hereby affirm that the Company has adopted a Code of Conduct for its Board members and senior management personnel and the same is available on the Company's website.

To the best of my knowledge and belief, I confirm that the Company has, in respect of the financial year ended March 31, 2019, received from the senior management personnel of the Company and the members of the Board, a declaration of compliance with the Code of Conduct as applicable to them.

**For and on behalf of the Board,  
For Rodium Realty Limited**

**Sd/-  
Deepak Chheda  
Chairman & Managing Director  
(DIN 00419447)**

**Mumbai, August 13, 2019**

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**CEO AND CFO CERTIFICATION**

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**CERTIFICATE UNDER REGULATION 17(8) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

We to the best of our knowledge and belief, certify that

- i. We have reviewed the Financial Statements and Cash Flow Statement of Rodium Realty Limited for the Financial Year ended March 31, 2019 and to the best of our knowledge and belief;
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- iii. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. We have indicated to the auditors and the Audit Committee:
  - a. Significant changes in internal control over financial reporting during the year;
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. There are no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Rodium Realty Ltd.**

**Sd/-**  
**Mr. Deepak Chheda**  
**Chairman and Managing Director**  
**DIN: 00419447**

**Sd/-**  
**Mr. Rohan Chheda**  
**Chief Financial Officer**

**Date: May 29, 2019**

**Place: Mumbai**

## **M. M. NISSIM & CO. (Regd.)** **CHARTERED ACCOUNTANTS**

Barodawala Mansion,  
B-Wing, 3<sup>rd</sup> Floor,  
81, Dr. Annie Besant Road,  
Worli, Mumbai 400 018.  
Tel.: 2496 9900 Fax : 2496 9995  
E-mail : mail@mmissim.com  
Website : www.mmissim.com

### **TO THE MEMBERS OF RODIUM REALTY LIMITED**

#### **Opinion**

We have audited the Separate financial statements (also known as Standalone Financial Statements) of **RODIUM REALTY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, and amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2019, and its profit (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

#### **2. Basis for Opinion**

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

### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matters	Our Response
1	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, effect of variable considerations and the appropriateness of the basis used to recognise revenue at a point in time or over a period of time</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li> <li>Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</li> </ol> <p>Our procedures did not identify any material exceptions.</p>
	<p><b>Evaluation of uncertain indirect tax positions</b></p> <p>The Company has material uncertain indirect tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><b>Principal Audit Procedures</b></p> <p>We performed the following substantive procedures:</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to examine the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.</p> <p><b>Conclusion</b></p> <p>We agree with management's evaluation.</p>

#### **4. Information Other than the Standalone financial statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, but does not include the Standalone financial statements and our auditor's report thereon.

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were 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.

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

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

#### **6. Auditor's Responsibility for the audit of the Standalone financial statements**

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

A further description of our responsibilities for the audit of the financial statements is included in appendix A of this auditor's report

## 7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 7.1 As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government in terms of Section 143 (11) of the Act we give in "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 7.2 As required by Section 143 (3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - 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".
  - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended.  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act
  - 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements – Refer Note 27 (h) to the Standalone financial statements;
    - The Company has no long-term contracts including derivative contracts for which there were no material foreseeable losses; and
    - There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company

**For M. M. NISSIM & CO**

Chartered Accountants  
(Firm Regn. No. 107122W)

Sd/  
(N. Kashinath)  
Partner

**Mem. No.: 036490**  
Mumbai, 29<sup>th</sup> May, 2019

## Appendix A- Auditor's Responsibilities for the Audit of the Financial Statements

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

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

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RODIUM REALTY LIMITED**

- i) In respect of its Fixed Assets:
- The company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;
  - As explained to us, the Assets have been physically verified by the management in accordance with a regular programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification;
  - 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. No material discrepancies were noticed on such physical verification.
- iii) The company has not granted any loans, secured or unsecured during the year to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the clauses 3(iii) (a), (b) and (c) of the Order are not applicable to the Company. However, the company had in the earlier year granted an unsecured loan to its wholly owned subsidiary company. The terms and conditions of grant of such loan are not prejudicial to the interest of the company. The repayment of principal and payment of interest are regular and as per the stipulated terms.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loans and investments made during the year.
- v) The Company has not accepted any deposits within the meaning of Provisions of Section 73 to 76 of the Act, and the rules framed thereunder from the public.
- vi) According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under section 148 (1) of the Act.
- vii)
  - The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, Goods & Services Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
  - According to the records of the company, the dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise, goods and services tax and value added tax on account of any dispute, are as follows:

Statute / nature of dues	Financial year to which the matter pertains	Forum where the dispute is pending	Amount Rs.
Maharashtra Value Added Act, 2002	2008-09	Dy. Commissioner (Appeals)	64,23,339/-

- viii) The company has not defaulted in repayment of its loans or borrowings to banks. The Company does not have any borrowings by way of debentures.
- ix) The Company has not raised any moneys by way of Initial public offer or further Public offer (Including debt instruments). Moneys raised by way of Term Loan were applied for the purpose for which those are raised.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) The managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Financial statements in Refer Note 27(f) as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment or private placement of share or fully or partly paid convertible debentures during the year and accordingly provisions of clause (xiv) of Para 3 of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, provisions of clause (xv) of Para 3 of the Order are not applicable to the company.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions clause (xvi) of Para 3 of the Order are not applicable to the Company.

**For M. M. NISSIM & CO**

Chartered Accountants  
(Firm Regn. No. 107122W)

Sd/

(N. Kashinath)

Partner

**Mem. No.: 036490**

Mumbai, 29<sup>th</sup> May, 2019

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF RODIUM REALTY LIMITED.**

**1. REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING 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 **RODIUM REALTY LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**2. 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**3. 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”) issued by Institute of Chartered accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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.

#### **4. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **5. INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

#### **6. OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

**For M. M. NISSIM & CO**

Chartered Accountants  
(Firm Regn. No. 107122W)

Sd/

(N. Kashinath)  
Partner

**Mem. No.: 036490**

Mumbai, 29<sup>th</sup> May, 2019

**RODIUM REALTY LIMITED**  
BALANCE SHEET AS AT 31st MARCH 2019



Particulars	Note	(In Rupees)	
		As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2 (a)	1,570,853	2,545,727
Other Intangible Assets	2 (b)	58,040	241,430
Financial Assets;			
- Investments	3	25,688,017	22,466,361
- Others financial assets	4	122,364,573	80,500,000
Deferred Tax Assets (Net)	5	1,177,887	1,075,617
Other non-current assets	6	1,000,000	300,000
<b>Current Assets</b>			
Inventories	7	814,424,128	685,766,647
Financial Assets;			
- Investments	3	15,821,265	14,299,694
- Trade Receivables	8	25,442,051	22,998,115
- Cash and cash Equivalents	9	9,262,384	19,027,455
- Bank balances other than cash and cash equivalents	10	7,156,095	47,087,568
- Loans	11	20,082,300	18,884,000
- Others financial assets	4	8,240,206	6,375,063
Current Tax Assets (Net)		4,265,185	6,448,521
Other current assets	6	287,259,916	202,472,719
<b>TOTAL ASSETS</b>		<b>1,343,812,900</b>	<b>1,130,488,917</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	SOCE	34,449,750	34,449,750
Other Equity	SOCE	93,811,071	74,691,568
<b>Total Equity</b>		<b>128,260,821</b>	<b>109,141,318</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
- Borrowings	12	296,193,224	307,899,070
Provisions	13	3,724,991	3,218,502
<b>Current Liabilities</b>			
Financial Liabilities			
- Borrowings	12	626,823,208	606,363,009
- Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises; and	14	2,584,840	1,198,000
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	14	67,579,112	51,659,118
- Other Financial Liabilities	15	168,176,998	41,175,062
Other Current Liabilities	16	50,169,319	9,552,284
Provisions	13	300,387	282,554
<b>Total Liabilities</b>		<b>1,215,552,079</b>	<b>1,021,347,599</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,343,812,900</b>	<b>1,130,488,917</b>
Significant Accounting Policies	1		
The Notes are an integral part of these financial statements			
This is the Balance Sheet referred to in our report of even date			
<b>For M.M.Nisim &amp; Co</b> <b>Chartered Accountants</b> <b>Firm Reg.No.107122W</b>  <b>—sd—</b> <b>N.Kashinath</b> <b>Partner</b> <b>Mem.No.036490</b> <b>Mumbai, Dated 29th May, 2019</b>	<b>—sd—</b> <b>Deepak Chheda</b> <b>Managing Director</b> <b>DIN:00419447</b>  <b>—sd—</b> <b>Tulsi Rajput</b> <b>Company Secretary</b> <b>M. No. A42122</b>	<b>—sd—</b> <b>Rohit Dedhia Whole-</b> <b>Time Director</b> <b>DIN:02716686</b>  <b>—sd—</b> <b>Rohan Chheda</b> <b>Chief Financial Officer</b>	



Rodium Realty Ltd.  
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**RODIUM REALTY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2019**

		(In Rupees)	
Particulars	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>INCOME</b>			
Revenue from Contracts with Customers	17	396,271,872	295,793,648
Other Income	18	13,782,220	18,930,120
<b>TOTAL INCOME</b>		<b>410,054,092</b>	<b>314,723,768</b>
<b>EXPENSES</b>			
Cost of Construction & Development	19	437,793,470	352,731,980
Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	20	(128,657,481)	(113,079,856)
Employee Benefits expense	21	10,183,129	10,358,447
Finance Costs	22	17,162,297	17,988,180
Depreciation and Amortisation expense	2 (a) & (b)	1,208,244	1,193,887
Other Expenses	23	37,893,399	38,404,475
<b>TOTAL EXPENSES</b>		<b>375,583,058</b>	<b>307,597,112</b>
<b>PROFIT BEFORE TAX</b>		<b>34,471,034</b>	<b>7,126,656</b>
<b>TAX EXPENSE</b>			
Current Tax		12,855,000	3,900,000
Deferred Tax		(594,326)	29,794
Earlier year Adjustments		107,593	101,686
<b>TOTAL TAX EXPENSE</b>		<b>12,368,267</b>	<b>4,031,480</b>
<b>PROFIT FOR THE YEAR</b>		<b>22,102,767</b>	<b>3,095,176</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to Profit or Loss			
Remeasurements of Defined benefit plans		199,604	90,532
Income Tax relating to items that will not be reclassified to Profit or Loss		(55,530)	(24,944)
<b>TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		<b>144,074</b>	<b>65,588</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>22,246,841</b>	<b>3,160,764</b>
<b>EARNINGS PER EQUITY SHARE</b>	27 (a)		
Basic		6.81	0.95
Diluted		6.81	0.95
<b>Significant Accounting Policies</b>		1	
The Notes are an integral part of these financial statements			
This is the Balance Sheet referred to in our report of even date			
<b>For M.M.Nisam &amp; Co</b> <b>Chartered Accountants</b> <b>Firm Reg.No.107122W</b>  <b>—sd—</b> <b>N.Kashinath</b> <b>Partner</b> <b>Mem.No.036490</b> <b>Mumbai, Dated 29th May, 2019</b>	<b>—sd—</b> <b>Deepak Chheda</b> <b>Managing Director</b> <b>DIN:00419447</b>  <b>—sd—</b> <b>Tulsi Rajput</b> <b>Company Secretary</b> <b>M. No. A42122</b>	<b>—sd—</b> <b>Rohit Dedhia Whole-</b> <b>Time Director</b> <b>DIN:02716686</b>  <b>—sd—</b> <b>Rohan Chheda</b> <b>Chief Financial Officer</b>	

## RODIUM REALTY LIMITED

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2019

(In Rupees)				
EQUITY SHARE CAPITAL	As at 31 March 2019		As at 31 March 2018	
	Number	Amount	Number	Amount
Authorised Share Capital	6,000,000	60,000,000	6,000,000	60,000,000
Issued Share Capital	3,733,300	37,333,000	3,733,300	37,333,000
Subscribed Share Capital	3,247,900	32,479,000	3,247,900	32,479,000
Fully Paid-up Share Capital	3,247,900	32,479,000	3,247,900	32,479,000
<b>Balance at the beginning of the year</b>	<b>3,247,900</b>	<b>32,479,000</b>	<b>3,247,900</b>	<b>32,479,000</b>
Changes in equity share capital during the year:	-	-	-	-
Forefeited Shares - Amount originally paid up on 485400 shares		1,970,750		1,970,750
<b>Balance at the end of the reporting year</b>	<b>3,247,900</b>	<b>34,449,750</b>	<b>3,247,900</b>	<b>34,449,750</b>
<b>Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital</b>				
The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders.				
<b>Shares in the Company held by each shareholder holding more than five per cent shares</b>				
	As at 31 March 2019		As at 31 March 2018	
	No.	%	No.	%
Mr. Deepak Dungarshi Chheda	952,059	29.31%	952,059	29.31%
Mr. Shailesh Damji Shah	588,521	18.12%	588,521	18.12%
Mr. Harish Damji Nisar	320,330	9.86%	320,330	9.86%
Mr. Rohit Keshavji Dedhia	319,466	9.84%	319,466	9.84%
<b>OTHER EQUITY</b>				
	Capital Reserve	Retained Earnings	Other Comprehensive Income(OCI) Remeasurements of Defined Benefit Plans	TOTAL
<b>Balance at the beginning of the comparative reporting period - 1st April, 2017</b>	<b>42,141,436</b>	<b>33,755,763</b>	<b>(457,299)</b>	<b>75,439,899</b>
Profit for the Comparative Period ending 31st March 2018		3,095,176	-	3,095,176
Other Comprehensive Income for the Comparative Period ending 31st March 2018			65,588	65,588
<b>Total Comprehensive Income for the Comparative Period</b>		<b>3,095,176</b>	<b>65,588</b>	<b>3,160,764</b>
<b>Transactions with owners in their capacity as owners:</b>				
Dividends and Dividend Distribution Tax:				-
- Final Dividend (Rs. 1 per share)		(3,247,900)		(3,247,900)
- Dividend Distribution Tax		(661,196)		(661,196)



Rodium Realty Ltd.  
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## RODIUM REALTY LIMITED

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2019

Transfer to General Reserve				-
<b>Balance at the end of the comparative reporting period ending 31st March 2018</b>	<b>42,141,436</b>	<b>32,941,843</b>	<b>(391,711)</b>	<b>74,691,568</b>
		22,102,767		22,102,767
Profit for the Current Reporting year ending 31st March 2019			144,074	144,074
Other Comprehensive Income for the Current Reporting year ending 31st March 2019				-
<b>Total Comprehensive Income for the year</b>		<b>22,102,767</b>	<b>144,074</b>	<b>22,246,842</b>
<b>Transactions with owners in their capacity as owners:</b>				
Dividends and Dividend Distribution Tax;				-
- Final Dividend (Rs. 0.80 per share)		(2,598,320)		(2,598,320)
- Dividend Distribution Tax		(529,018)		(529,018)
	<b>42,141,436.00</b>	<b>51,917,272.24</b>	<b>-247,636.93</b>	<b>93,811,071.31</b>
Remeasurements of Defined Benefit Plans	Gains / Losses arising on Remeasurements of Defined Benefit Plans are recognised in the Other Comprehensive Income as per IND AS-19 and shall not be reclassified to the Statement of Profit or Loss in the subsequent years.			
Capital Reserve	It represents reserves acquired on acquisition of the Company			

This is the Statement of Changes in Equity referred to in our report of even date

For M.M.Hastin & Co  
Chartered Accountants  
Firm Reg.No.307122W

—s—  
Deepak Chhabra  
Managing Director  
DIN:02435447

—s—  
Rohan Chhabra  
Chief financial officer

Sd/-  
H.Kashinath  
Partner  
Mem.No.036490  
Mumbai, Dated 29th May, 2019

—s—  
Rohit Doshi  
Whole-Time Director  
DIN:02716686

—s—  
Tulsi Rajput  
Company Secretary  
M. No. AA2122

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# RODIUM REALTY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019



Particulars	(In Rupees)	
	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>NET PROFIT BEFORE TAX</b>	<b>34,471,034</b>	<b>7,126,656</b>
<b>Adjustment for :</b>		
Depreciation	1,208,244	1,193,887
Finance Cost	17,162,287	17,988,180
Interest Income	(11,475,545)	(13,401,193)
Dividend Income	(315,398)	(1,251,933)
Remeasurements of Defined benefit plans	199,604	90,532
Investment written off	289,000	
Fair Value changes in Investments	2,433,010	171,977
Loss / (Gain) on Sale of Investments	-	(2,339,162)
	<b>9,501,212</b>	<b>2,452,289</b>
<b>OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>43,972,247</b>	<b>9,578,945</b>
Trade receivables	(2,443,936)	(74,866,124)
Other Financial assets	-	900,000
Other Current Assets	(84,787,197)	(10,969,276)
Inventories	(128,657,481)	(113,079,856)
Trade Payable	17,306,834	20,665,900
Provisions	524,322	971,277
Other Current Financial Liabilities	-	(2,855,049)
Other liabilities	40,617,035	(157,440,423)
	(157,440,423)	255,590
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(113,468,177)</b>	<b>(169,398,593)</b>
Direct Taxes paid	(10,342,731)	(3,414,706)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(123,810,908)</b>	<b>(172,813,299)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(49,980)	(1,051,334)
Capital Work in Progress & Capital Advance	(700,000)	-
Purchase of Investments	(5,943,666)	(7,842,011)
Proceeds from sale of Investments	-	2,388,085
Loans (Financial assets)	(1,198,300)	(10,614,500)
Fixed Deposits with Banks	(1,926,896)	16,581,028
Interest Income	9,610,402	11,871,130
Dividend income	315,398	1,251,933
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>106,958</b>	<b>12,584,330</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Repayments) / Proceeds from Working Capital Facilities (Net)	1,160,087	556,105
Proceeds from Borrowings	194,000,000	128,520,848
Repayments of Borrowings	(77,046,962)	-
Interest paid	474,662	7,373,805
Dividend and Corporate Dividend Tax	(3,127,338)	(3,909,097)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>115,460,450</b>	<b>132,541,662</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(8,243,500)</b>	<b>(27,687,307)</b>
<b>CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2018</b>	<b>33,327,149</b>	<b>61,014,456</b>
Cash & Cash Equivalents (Note 9)	19,027,455	5,338,520
Current Investments (Note 3)	14,299,694	55,675,936
<b>CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2019</b>	<b>25,083,648</b>	<b>33,327,149</b>
Cash & Cash Equivalents (Note 9)	9,262,384	19,027,455
Current Investments (Note 3)	15,821,265	14,299,694
Note to Cash Flow Statement:		
1. The above Cash Flow Statement has been prepared under the Indirect Method.		
2.Reconciliation of Financing Liabilities		
	<b>31.03.2019</b>	<b>31.03.2018</b>
Opening Balance	955,437,141	800,990,448
Cash inflow/ (outflow) of non-current borrowings	116,953,038	128,520,848
Cash inflow/(outflow) of current borrowings	1,160,087	556,105
Unclaimed Dividends	6,204	7,755
Others	17,636,959	25,361,985
<b>Closing Balance</b>	<b>1,091,193,430</b>	<b>955,437,141</b>
This is the Cash Flow statement referred to in our report of even date		
For M.M.Nissim & Co Chartered Accountants Firm Reg.No.107122W	---sd--- Deepak Chheda Managing Director DIN:00419447	---sd--- Rohit Dedhia Whole- Time Director DIN:02716686
---sd--- N.Kashinath	---sd--- Tulsi Rajput Company Secretary M. No. A42122	---sd--- Rohan Chheda Chief Financial Officer

**NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES**

**A General Information**

Rodium Realty Limited (the "Company" or "RRL", is primarily engaged in business of real estate construction, development and other related activities. The Company is a public limited company incorporated in India having its registered office at 501, XCube, Plot No. 636, Opp. to Fun Republic Theater, Off Link Road, Andheri West, Mumbai - 400 053, Maharashtra, India. The Company is listed on BSE Limited (BSE).

Rodium Realty Limited is the Group's Holding Company.

**B Basis of preparation of Financial Statements**

The Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013 except the following material items that have been measured at fair value as required by relevant Ind AS. Nevertheless, historical cost is generally based at the fair value of the consideration given in exchange for goods and services.

- a) Certain financial assets/liabilities measured at fair value and
- b) Any other item as specifically stated in accounting policy.

The Financial Statement are presented in Indian Rupee ('INR'), which is the functional currency of the Company

The company reclassifies comparative amounts, unless impracticable and whenever the company changes the presentation or classification of items in its financial statements materially. No such material reclassification has been made during the year.

The financial statements of the Company for the year ended 31st March, 2019 were authorised for issue in accordance with a resolution of the directors on 29th May, 2019.

**Statement of Compliance**

These Separate financial statements (also known as Standalone Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

**Major Sources of Estimation Uncertainty**

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

**Evaluation of performance obligation for the purpose of revenue recognition over time:**

Determination of performance obligation and cost under the input cost method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenues from the project or activity and foreseeable losses to completion. Estimates of Project Income, as well as project costs are reviewed periodically. The effect of changes, if any, to estimate is recognised in the standalone financial statements for the period in which such changes are determined.

**Impairment of Non-financial Assets:**

For calculating the recoverable amount of non-financial assets, the company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the company is required to estimate the cash flows to be generated from using the asset. The fair value of an assets is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**Impairment of Financial Assets:**

The company impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates include an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 month PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date.

**Defined Benefit Plans:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Fair Value Measurement of Financial Instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The principal accounting policies applied in the preparation of these financial statements are set out in Para C below. These policies have been consistently applied to all the years presented

**C Summary of Significant Accounting Policies**

**1 Property, Plant And Equipment**

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price (after deducting trade discount / rebate), non-refundable duties and taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use. Any profit or loss arising on the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

Description of the Asset	Estimated Useful Life
<b>Tangible:</b>	
Furniture and Fixtures	10 Years
Computers	3 Years
Office Equipment	5 Years
<b>Intangible:</b>	
Software	3 Years

Depreciation on the property, plant and equipment, is provided over the useful life of assets which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets is provided on straight line basis. Depreciation on property plant and equipment added/discharged off during the year is provided on pro rata basis with reference to the date of addition/disposal. The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **2 Intangible Assets**

The Company has elected to continue with the carrying value of intangible assets recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost.

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets and is amortised over a period of 3 years on straight-line method over the estimated useful economic life.

An item of Intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

## **3 Impairment of tangible (PPE) and intangible assets**

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit ('CGU') to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

## **4 Foreign Currency Transactions**

In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction.

Effective 1st April, 2018, the Company has adopted Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

## **5 Inventories**

Work-in-progress - Real estate projects (including land inventory): Represents cost incurred in respect of unsold area of the real estate development projects under construction or cost incurred on projects where the revenue is yet to be recognised. Real estate work-in-progress is valued at lower of cost and net realisable value.

Direct expenditure relating to construction activity is inventorised. Indirect expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the Statement of Profit and Loss.

Finished goods - Units : Valued at lower of cost and net realisable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

The amount of any write-down of inventories to NRV and all abnormal losses of inventories are recognized as expense in the Statement of Profit And Loss in the period in which such write-down or loss occurs. The amount of any reversal of the write-down of inventories arising from increase in the NRV is recognized as a reduction from the amount of inventories recognized as an expense in the period in which reversal occurs.

#### **6 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

#### **7 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

##### **a) Financial Assets**

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Company.

#### **Investment in Subsidiaries**

Investment in equity shares of subsidiaries are recorded at cost less impairment. Impairment is provided for on the basis explained in Paragraph (3) of Note C above.

#### **Financial assets other than investment in subsidiaries**

Financial assets of the Company comprise trade receivable, cash and cash equivalents, Bank balances, Investment other than equity shares, loans to employee / related parties / others and security deposits.

#### **Initial recognition and measurement**

All financial assets except trade receivable are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are charged in the Statement of Profit And Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in the Statement of Profit And Loss and in other cases spread over life of the financial instrument using effective interest.

The Company measures the trade receivables at their transaction price, if the trade receivables do not contain a significant financing component.

#### **Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

#### **Financial assets measured at amortized cost**

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate ('EIR') method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit And Loss. The losses arising from impairment are recognized in the Statement of Profit And Loss.

#### **Financial assets at fair value through OCI ('FVTOCI')**

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income ('OCI'). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit And Loss. On derecognition of the financial asset other than equity instruments designated as FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit And Loss.

#### **Financial assets at fair value through profit or loss ('FVTPL')**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit And Loss.

**Derecognition**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the financial asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

**Impairment of financial assets**

The Company assesses impairment based on expected credit loss ('ECL') model on the following:

- Financial assets that are measured at amortised cost; and
- Financial assets measured at FVTOCI.

ECL is measured through a loss allowance on a following basis:-

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls) discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in the Statement of Profit And Loss.

**b) Financial Liabilities**

The Company's financial liabilities include loans And borrowings including bank overdraft, trade payable, accrued expenses and other payables etc.

**Initial recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit And Loss or in the CWIP, if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the Effective interest rate ('EIR') method.

**Subsequent measurement**

The subsequent measurement of financial liabilities depends upon the classification as described below:-

**Financial Liabilities classified as Amortised Cost**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest expense that is not capitalized as part of costs of assets is included as Finance costs in the Statement of Profit And Loss.

**Financial Liabilities classified as Fair value through profit and loss (FVTPL)**

Financial liabilities classified as FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities designated upon initial recognition at FVTPL only if the criteria in Ind AS 109 is satisfied.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit And Loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **8 Share capital and share premium**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

#### **9 Dividend Distribution to equity shareholders**

The Company recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

#### **10 Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease, if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item (i.e. PPE), are generally capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Statement of Profit And Loss.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit And Loss over the period of lease on straight line basis other than those cases where the escalations are linked to expected general inflation in which case they are charged on contractual terms.

#### **11 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

## 12 Revenue Recognition

The company derives revenues primarily from sale of completed property and proportionate revenue of property under development.

Effective 1st April, 2018, the Company has applied Ind AS 115 " Revenue from contracts with customers" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method and the comparative information in the statement of profit and loss is not restated – i.e., the comparative information continues to be reported under Ind AS 18. Refer Note 1(c) – Significant accounting policies – Revenue recognition in the Annual Report of the Company for the year ended 31st March, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

The following is a summary of significant accounting policies related to revenue recognition;

### Completed inventory property

The sale of completed property constitutes a single performance obligation and that is satisfied at the point in time when control transfers.

### Inventory property under development

Contracts relating to the sale of property under development is considered as a single performance obligation because it provides a significant service of integrating the goods and services (the inputs) into the completed property (the combined output) which the customer has contracted to buy

Revenue from Contracts with customers relating to property under development is recognised over time as it has concluded that, at all times, it has an enforceable right to payment for performance completed to date and it has no alternative use for the said asset . Therefore, control transfers over time for these contracts

For contracts that meet the over time revenue recognition criteria, performance is measured using an input method, by reference to the costs incurred to the satisfaction of a performance obligation (e.g., resources consumed, labour hours expended, costs incurred, time elapsed) relative to the total expected inputs to the completion of the property

Revenue from contract with customers is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those services. Revenue from the sale of services is recognised at the point in time when control is transferred to the customer.

Use of significant judgements in revenue recognition

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Company collects and spends money towards maintenance of the completed projects where society is yet to be formed or where the affairs of the maintenance of building constructed by them has not been handed over to the society. Revenue is recognized at a point in time when the bill is raised to the customer for collection of maintenance charges.

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

Interest income on financial assets as subsequently measured at amortized cost is recognised on a time-proportion basis using the EIR method.

When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

**13 Borrowing costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings with reference to the effective interest rate applicable to the respective borrowings.

Borrowing cost pertaining to development of long term projects are transferred to Construction work in progress, as part of the cost of the projects upto the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognised as expense in the period in which they are incurred

**14 Employee Benefits**

**Short-term Employees Benefits**

All short term employees benefits such as salaries, wages, allowances, performance incentive, employee welfare costs, exgratia are recognised during the period in which the employee render services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

**Post-employment benefits**

The Company provides the following post-employment benefits:

- i) Defined benefit plans such as gratuity and
- ii) Defined Contribution plans such as provident fund.

**Defined benefits plans**

The cost of providing defined benefit plans such as gratuity is determined on the basis of present value of defined benefits obligation which is computed using the projected unit credit method with independent actuarial valuation made at the end of each annual reporting period, which recognizes each period of service as given rise to additional unit of employees benefit entitlement and measuring each unit separately to build up the final obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss except those included in cost of assets as permitted.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

**Defined Contribution Plans**

Contributions to the Provident Fund are made at a pre-determined rate and charged to the statement of Profit and Loss.

**15 Income Taxes**

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

**Current tax**

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current year is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

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**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

**16 Statement of Cash Flows and Cash and Cash Equivalents**

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

**17 Current versus non-current classification**

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

b) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

c) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

d) The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement, size of the project, phasing of the project, type of development, project complexities, approvals needed And realisation of project into cash And cash equivalents and range from 3 to 5 years. Accordingly project related assets And liabilities have been classified into current And non-current based on operating cycle of respective projects.

**18 Earnings per Share:**

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

**D Recent accounting pronouncements**

The Ministry of Corporate Affairs (MCA) on 30th March, 2019 through companies (Indian Accounting Standards) Amendment Rules, 2019 has notified the following new IND AS and amendments to IND AS which are applicable on 1st April 2019.

**i) Issue of IND AS 116 – Leases**

IND AS 116 Leases will replace the existing lease standard, IND AS 17 and related interpretations

The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the parties to a contract i.e., the lessee and the lessor. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months unless the underlying asset is of low value.

Currently operating lease expenses are charged to statement of profit and loss account. As regards accounting requirements of lessor are concerned IND AS 116, Substantially carries forward the requirements in IND AS 17. In accordance with the standard the company will elect not to apply the requirements of IND AS 116 to short term leases for which the underlying asset is of low value

The company is currently evaluating the effect of adoption as on the transition date.

**ii) Amendments to existing issued Ind AS**

The MCA as also carried out amendments to the following accounting standards :-

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments :**

The amendment needs to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The company is proposing to use retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting equity on initial application without adjusting comparatives.

The Company will adopt the standard on 1st April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application, i.e., 1st April, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements

**Amendment to Ind AS 12 – Income Taxes**

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Company is currently evaluating the effect of this amendment on the standalone financial statements

**Amendment to Ind AS 19 – plan amendment, curtailment or settlement :**

The amendments require an entity to use updated assumptions to determine current service and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The Company does not have any impact on account of this amendment.

**Amendment to Ind AS 23 – Consideration of outstanding specific borrowing in capitalisation rate**

The amendments clarify that an entity shall exclude from the calculation of capitalisation rate borrowing costs applicable to borrowings made specifically for the purpose of obtaining a qualifying asset until substantially all the activities necessary to prepare that asset for its intended use or sale are complete. The Company is in the process of evaluating the impact of this amendments on the separate and consolidated financial statements

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NOTE 2 (a). PROPERTY, PLANT AND EQUIPMENT					NOTE 2 (b) INTANGIBLES	
Particulars	Furniture and fixtures	Office equipment	Computers	Total	Computer Software	Total
<b>Gross Block</b>						
At cost as at 31 March 2017	2,048,755	913,205	185,543	3,147,503	643,577	643,577
Additions		217,472	833,862	1,051,334	-	-
Disposals				-	-	-
At cost as at 31 March 2018	2,048,755	1,130,677	1,019,405	4,198,837	643,577	643,577
Additions			49,980	49,980		
Disposals						
At cost as at 31 March 2019	2,048,755	1,130,677	1,069,385	4,248,817	643,577	643,577
<b>Depreciation Block</b>						
<b>Accumulated depreciation / amortisation as at 31 March 2017</b>						
	296,055	250,177	104,847	651,079	210,291	210,291
Depreciation / Amortisation for the year	296,055	278,676	427,300	1,002,031	191,856	191,856
Disposals				-	-	-
(Reversal of Impairment)				-	-	-
<b>Accumulated depreciation / Amortisation as at the 31 March 2018</b>						
	592,110	528,853	532,147	1,653,110	402,147	402,147
Depreciation / Amortisation for the year	296,055	258,830	469,969	1,024,854	183,390	183,390
Disposals						
<b>Accumulated depreciation / Amortisation as at the 31 March 2019</b>						
	888,165	787,683	1,002,116	2,677,964	585,537	585,537
<b>Net Block</b>						
As at 31 March 2017	1,752,700	663,028	80,696	2,496,424	433,286	433,286
As at 31 March 2018	1,456,645	601,824	487,258	2,545,727	241,430	241,430
As at 31 March 2019	1,160,590	342,994	67,269	1,570,853	58,040	58,040
<p>The Company used carrying amount of PPE as on transition date (i.e. 01.04.2016) as deemed cost for an item of Property, Plant and Equipment &amp; Intangible Assets. The disclosure with respect to value of gross block, accumulated depreciation and net block of PPE accounted as deemed cost existing at the end of current financial year are as under:</p>						
Particulars	Gross Block	Accumulated Depreciation	Net Block			
Furniture and fixtures	2,922,057	2,314,366	607,691			
Office equipment	870,115	870,115	-			
Computers	1,797,288	1,607,975	189,313			
	5,589,460	4,792,456	797,004			
Software	1,063,046	1,063,046	-			



**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

<b>NOTE 3</b>				
<b>FINANCIAL INVESTMENTS</b>				
Particulars	Amount			
	As at 31 March 2019		As at 31 March 2018	
<b>Non-Current Investments</b>				
Trade - Unquoted Equity Instruments				
In Subsidiary Companies: (At Cost)		100,000		100,000
b) In Limited Liability Partnerships				
i) Investment in Subsidiaries				
Subsidiaries (At Cost)		13,785,677		7,842,011
Non Trade Unquoted - In Venture Capital Fund: (at fair value through Profit or Loss )		11,802,340		14,524,350
	<b>Grand Total</b>	<b>25,688,017</b>		<b>22,466,361</b>
	<b>Aggregate Amount of Unquoted Investments</b>	<b>25,688,017</b>		<b>22,466,361</b>
<b>Current Investments</b>				
Fully paid up - Unquoted - Non Trade				
Unquoted - In Mutual Fund Units: (at fair value through Profit or Loss )		15,821,265		14,299,694
	<b>Grand Total</b>	<b>15,821,265</b>		<b>14,299,694</b>
	<b>Aggregate Amount of Unquoted Investments</b>	<b>15,821,265</b>		<b>14,299,694</b>
<b>NOTE 4</b>				
<b>OTHER FINANCIAL ASSETS (In Rupees)</b>				
Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Bank deposits with more than 12 months maturity	122,364,573	80,500,000	-	-
Others;				
Security Deposits	-	-	2,725,000	2,725,000
Interest Accrued on Loans and Deposits	-	-	5,515,206	3,650,063
	<b>Total</b>	<b>122,364,573</b>	<b>8,240,206</b>	<b>6,375,063</b>
<b>NOTE 5</b>				
<b>DEFERRED TAX ASSETS/( LIABILITIES) - (NET) (In Rupees)</b>				
Particulars	As at 31 March 2019		As at 31 March 2018	
Deferred Tax Liabilities (Net);				
- Arising on account of difference in carrying amount and tax base of PPE and Intangibles			(397,403)	(441,895)
- Net gain on remeasurements of defined benefit plans			(55,530)	(24,944)
	A		<u>(452,933)</u>	<u>(466,839)</u>
Deferred Tax Asset:				
- Accrued Expenses allowable on Actual Payments			1,175,390	989,572
- Unrealised (gain)/loss on FVTPL debt Mutual Funds			455,430	116,358
	B		<u>1,630,820</u>	<u>1,105,930</u>
Deferred Tax Assets/( Liabilities) - (Net)	A+B		<u>1,177,887</u>	<u>639,091</u>
MAT Credit			-	436,526
	<b>Total</b>		<b>1,177,887</b>	<b>1,075,617</b>

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

<b>NOTE 6</b>				
<b>OTHER ASSETS</b>				
<b>(In Rupees)</b>				
Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Capital Advances	700,000	-	-	
Advances other than capital advances:				
Security Deposits	300,000	300,000	1,220,345	1,235,426
<b>Sub Total</b>	<b>1,000,000</b>	<b>300,000</b>	<b>1,220,345</b>	<b>1,235,426</b>
Contract Assets (Unbilled Revenue)			253,358,309	154,684,452
Others				
Balance with statutory authorities	-	-	667,432	12,102,261
Advances recoverable in cash or kind	-	-	29,904,592	29,927,289
Prepaid Expenses	-	-	2,109,238	4,523,291
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>286,039,571</b>	<b>201,237,293</b>
<b>Total</b>	<b>1,000,000</b>	<b>300,000</b>	<b>287,259,916</b>	<b>202,472,719</b>
<b>NOTE 7</b>				
<b>INVENTORIES</b>				
<b>(In Rupees)</b>				
Particulars	As at 31 March 2019	As at 31 March 2018		
Work-in-progress	532,424,387	675,752,887		
Finished Units	271,985,981	-		
Stock in Trade	10,013,760	10,013,760		
<b>Total</b>	<b>814,424,128</b>	<b>685,766,647</b>		
<b>NOTE 8</b>				
<b>TRADE RECEIVABLES</b>				
<b>(In Rupees)</b>				
Particulars	Current			
	As at 31 March 2019	As at 31 March 2018		
Trade receivables				
Unsecured, considered good	25,442,051	22,998,115		
<b>Total</b>	<b>25,442,051</b>	<b>22,998,115</b>		
NOTE: The Company has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.				
<b>NOTE 9</b>				
<b>CASH AND CASH EQUIVALENTS( AS PER CASH FLOW STATEMENT)</b>				
<b>(In Rupees)</b>				
Particulars	As at 31 March 2019	As at 31 March 2018		
Balances with Banks (of the nature of cash and cash equivalents)	8,686,215	18,018,684		
Cash on hand	576,169	1,008,771		
<b>Total</b>	<b>9,262,384</b>	<b>19,027,455</b>		
<b>NOTE 10</b>				
<b>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>				
<b>(In Rupees)</b>				
Particulars	As at 31 March 2019	As at 31 March 2018		
Deposits with original maturity of more than 3 months but less than 12 months	7,125,850	47,063,527		
Others:				
Unclaimed Dividend Account	30,245	24,041		
<b>Total</b>	<b>7,156,095</b>	<b>47,087,568</b>		

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**NOTE 11**

**LOANS (UNSECURED, CONSIDERED GOOD)**

(In Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>Loans to</b>		
Subsidiary Company (Refer Note - 27(f))	3,200,000	3,200,000
Employees	182,300	84,000
Others	16,700,000	15,600,000
<b>Total</b>	<b>20,082,300</b>	<b>18,884,000</b>

**NOTE 12**

**BORROWINGS**

(In Rupees)

Particulars	As at 31 March 2019	As at 31 March 2018
<b>NON CURRENT</b>		
<u>Secured</u>		
Term loans;		
- from Others	226,193,224	237,899,070
<u>Unsecured</u>		
70,00,000 9% Cumulative Redeemable Preference Shares of Rs.10/- each	70,000,000	70,000,000
<b>Sub - Total</b>	<b>296,193,224</b>	<b>307,899,070</b>
<b>CURRENT</b>		
<u>Secured</u>		
Loans repayable on demand		
- from a Bank	107,504,921	107,044,834
<u>Unsecured</u>		
-from related parties	230,914,468	230,214,468
-from others	111,655,160	111,655,160
Interest accrued on above	176,748,659	157,448,547
<b>Sub - Total</b>	<b>626,823,208</b>	<b>606,363,009</b>
<b>Total</b>	<b>923,016,432</b>	<b>914,262,079</b>

Nature of Borrowings	Interest Rate & Terms Of Repayment
<b>Term Loan from Capri Global Capital Limited is secured by ;</b>	
a. First and exclusive charge by way of Registered Mortgage over the Development rights, title, interests of the Developer/ Borrower and all the present and future structures there upon to the extent of the Developer/Borrower's share.	Repayable in 24 Monthly Instalments starting after moratorium of 24 months, from the date of first disbursement. The Term Loan tenor is 48 months from the date of first disbursement including principal Moratorium of 24 months. Interest is 16.25% (P.Y. - 16.25%) compounded on a monthly basis.
b. First & Exclusive charge by the way of registered hypothecation over all the present and future cash flows of the project including receivables from sold area, recoverable from the bank guarantee in respect of the project.	
c. The said loan is further secured by assignment of insurance policies of the adequate value for the project in favour of the Lender.	
<b>Term Loan from India Infoline Housing Finance Limited is secured by ;</b>	
First and exclusive charge by way of Registered Mortgage over Property situated at Office No. 401,402 and 501, X Cube Premised CHSL Plot No. C-16, New Link Road, Andheri West, Andheri, Mumbai - 400053 owned by the Directors of the Company	Repayable in 180 Equated Monthly Instalments. Interest is 11.00% (P.Y. - Nil)

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**



**9% Cumulative Redeemable Preference Shares**

The voting rights of the persons holding the said shares shall be in accordance with section 47 of the Companies Act, 2013. The shares shall, in case of winding up are entitled to rank, as regards repayment of Capital and arrears of dividend, whether declared or not up to the commencement on the winding up, in priority to equity shares but shall not be entitled to any further participation in profits or assets. The shares are for a term of 20 Years from 31st March, 2008 being the date of allotment.

**Loans repayable on demand**

Working capital loan from Indian Overseas Bank is secured against the lien over term deposit and further Personal Guarantee of Managing / Wholetime Directors. It carries interest rate of 9.74% p.a. (Previous Year 9.74%) with monthly interest.

Unsecured loans from related parties and others carries interest rate of 12% (Previous year 12%)

**NOTE 13  
PROVISIONS**

Particulars	(In Rupees)			
	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits	3,724,991	3,218,502	300,387	282,554
<b>Total</b>	<b>3,724,991</b>	<b>3,218,502</b>	<b>300,387</b>	<b>282,554</b>

**NOTE 14  
TRADE PAYABLES**

Particulars	(In Rupees)	
	Current	
	As at 31 March 2019	As at 31 March 2018
Outstanding due of Micro and Small Enterprises (Refer Note 27(c))	2,584,840	1,198,000
Outstanding due of Creditors other than Micro and Small Enterprises	67,579,112	51,659,118
<b>Total</b>	<b>70,163,952</b>	<b>52,857,118</b>

**NOTE 15  
OTHER FINANCIAL LIABILITIES**

Particulars	(In Rupees)	
	Current	
	As at 31 March 2019	As at 31 March 2018
Current maturities of long-term debt	168,146,753	41,151,022
Unclaimed dividends	30,245	24,041
<b>Total</b>	<b>168,176,998</b>	<b>41,175,062</b>

**NOTE 16  
OTHER LIABILITIES**

Particulars	(In Rupees)	
	Current	
	As at 31 March 2019	As at 31 March 2018
Contract Liabilities (Revenue received in advance)	12,160,093	-
Others;		
Security Deposit	7,787,600	25,000
Retention Money	719,470	476,830
Statutory Dues	3,212,539	4,356,720
Liabilities for expenses	211,337	841,727
Employee benefits Payable	1,902,822	1,188,809
Others	24,175,458	2,663,198
<b>Total</b>	<b>50,169,319</b>	<b>9,552,284</b>



**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**NOTE 17**

**REVENUE FROM CONTRACTS WITH CUSTOMERS**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Income from Property Development	387,896,793	281,047,304
Sale Of Services; and	-	3,800,000
Other Operating Revenues:		
Miscellaneous	8,375,079	10,946,344
<b>Total</b>	<b>396,271,872</b>	<b>295,793,648</b>

Reconciliation of revenue recognised with the contracted price is as follows:

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Gross Sales (Contracted Price)	403,849,298	281,047,304
Reductions towards variable consideration	(15,952,505)	-
<b>Revenue recognised</b>	<b>387,896,793</b>	<b>281,047,304</b>

**NOTE 18**

**OTHER INCOME**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Interest Income	11,475,545	13,401,193
Dividend Income	315,398	1,251,933
Net gain on sale of Investments classified as FVTPL	1,849,764	3,839,879
Other Non-Operating Income;		
Miscellaneous Income	141,513	437,116
<b>Total</b>	<b>13,782,220</b>	<b>18,930,120</b>

**NOTE 19**

**COST OF DEVELOPMENT AND CONSTRUCTION**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Cost of Development Rights / Land acquisition	58,902,912	31,031,613
Construction and Direct Cost	256,705,216	216,211,293
Administration and General Expenses	20,774,236	22,078,171
Borrowing Costs	101,411,106	83,410,904
<b>Total</b>	<b>437,793,470</b>	<b>352,731,980</b>

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**NOTE 20**

**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Closing Stock:		
Finished Goods	271,985,981	-
Work-in-Progress	532,424,387	675,752,887
Stock-in-Trade	10,013,760	10,013,760
	814,424,128	685,766,647
Less: Opening Stock:		
Finished Goods	-	10,013,760
Work-in-Progress	675,752,887	562,673,031
Stock-in-Trade	10,013,760	-
	685,766,647	572,686,791
<b>Total</b>	<b>(128,657,481)</b>	<b>(113,079,856)</b>

**NOTE 21**

**EMPLOYEE BENEFIT EXPENSES**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Salaries and Wages	8,988,668	8,702,783
Contribution to provident, gratuity and other funds	820,791	1,343,741
Staff welfare expenses	373,670	311,923
<b>Total</b>	<b>10,183,129</b>	<b>10,358,447</b>

**NOTE 22**

**FINANCE COSTS**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Interest on Loans and Deposits	40,039,017	78,751,841
Interest on Working Capital Facilities	20,077,393	10,200,048
Dividend to Preference Shareholders*	7,595,280	7,582,532
Other Borrowing Costs;		
Others	-	205,600
	67,711,690	96,740,021
Less: Amounts capitalised to the cost of qualifying assets	(50,549,393)	(78,751,841)
<b>Total</b>	<b>17,162,297</b>	<b>17,988,180</b>

\* The Company has accounted for dividend on cumulative preference shares recognised as a financial liability as per Ind AS 109.



**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**NOTE 23**

**OTHER EXPENSES**

(Rupees)

Particulars	Year Ended	Year Ended
	31 March 2019	31 March 2018
Power and Fuel	1,070,700	910,748
Legal & Professional Charges	3,027,710	5,374,066
Rent	4,800,000	9,800,208
Rates and Taxes	121,000	479,195
Insurance	3,457,529	3,967,799
Printing and Stationery	529,502	509,528
Repairs and Renewals:		
Buildings	8,329,276	5,599,353
Other Assets	145,856	832,537
Travelling and Conveyance	515,653	668,941
Communication Expenses	167,986	178,879
Auditors' Remuneration:		
As Auditors:		
Audit fee	200,000	200,000
Tax Audit fee	75,000	75,000
Other Services	125,000	125,000
	<b>400,000</b>	<b>400,000</b>
Sales Promtion Expenses	-	427,593
Net loss on fair value changes on financial assets classified as FVTPL	1,637,061	422,314
Director's Fees	320,000	300,000
Donation	1,193,500	222,500
Commission	8,604,449	6,396,908
Bank Charges	63,089	36,883
Interest paid on Statutory Dues	1,092,448	521,911
Investment written off	289,000	-
Share of Loss in Limited Liability Partnerships	98,150	61,160
Miscellaneous Expenses	2,030,490	1,293,953
	<b>Total</b>	<b>37,893,399</b>
		<b>38,404,475</b>

**NOTE 24**

**A. CAPITAL MANAGEMENT**

(Contd.)

**Exposure to Liquidity Risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(In Rupees)

March 31, 2019	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
<b>Financial Liabilities</b>						
<u>Non Current</u>						
Borrowings	456,744,698	456,744,698	160,551,473	104,603,147	48,464,440	143,125,637
<u>Current</u>						
Borrowings	626,823,208	626,823,208	626,823,208			
Trade Payables	70,163,952	70,163,952	70,163,952			
Other Current Financial Liabilities	168,176,998	168,176,998	168,176,998			

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

March 31, 2018	Carrying Amount	Contractual cash flows				More than 5 years
		Total	Within 12 months	1-2 years	2-5 years	
<b>(In Rupees)</b>						
<b>Financial Liabilities</b>						
<u>Non Current</u>						
Borrowings	339,791,659	339,791,659	31,892,589	157,500,000	80,399,070	70,000,000
<u>Current</u>						
Borrowings	606,363,009	606,363,009	606,363,009	-	-	-
Trade Payables	52,857,118	52,857,118	52,857,118	-	-	-
Other Current Financial Liabilities	41,175,062	41,175,062	41,175,062	-	-	-

**NOTE 24**

**A. CAPITAL MANAGEMENT**

For the purpose of Company's Capital Management, capital includes Issued Equity Capital, and retained earnings attributable to the Equity Holders of the Company. The primary objective of the Company's Capital Management is to maximise the Share Holder Value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a ratio of 'Net Debt' to 'Equity'. For this purpose, net debt is defined as total borrowings less Cash & Bank Balances and Other Current Investments.

The Company's net debt to equity ratios are as follows:

Particulars	(In Rupees)	
	31st March 2019	31st March 2018
Interest bearing Loans and Borrowings	456,744,698	339,791,659
Less: Cash and Short Term Deposits	16,418,478	66,115,022
<b>Net Debt</b>	<b>473,163,176</b>	<b>405,906,682</b>
Equity	34,449,750	34,449,750
Other Equity	93,811,071	74,691,568
<b>Total Capital</b>	<b>128,260,821</b>	<b>109,141,318</b>
<b>Capital and Net Debt</b>	<b>601,423,997</b>	<b>515,047,999</b>
<b>Net Debt to Equity Ratio</b>	<b>78.67%</b>	<b>78.81%</b>

**B. FINANCIAL RISK MANAGEMENT**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables, investments in mutual funds and cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

**i) Market Risk**

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans & borrowings, investments and other receivables, payables and borrowings.

**Interest Rate Risks**

Interest rate risk can be either fair value interest rate or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rate. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

## RODIUM REALTY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS AS AT 31st MARCH 2019

(In Rupees)

Particulars	31st March 2019	31st March 2018
<b>Fixed-rate Instruments</b>		
Borrowings	906,819,246	788,706,121

**Fair value sensitivity analysis for fixed-rate instruments**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Commodity Price Risk**

The Company's activities are exposed to steel and cement price risks and therefore its overall risk management program focuses on the volatile nature of the steel and cement market, thus seeking to minimize potential adverse effects on the group's financial performance on account of such volatility.

The Board reviews risk management policies.

**Foreign Currency Risks**

Currency risk is not material, as the company's primary business activities are within India and does not have significant exposure in foreign currency.

**ii) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure.

**Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However credit risk with regards to trade receivable is almost negligible in case of its residential sale business as the same is done to the fact that in case of its residential sell business it does not handover possession till entire outstanding is received.

The ageing of trade receivables is as follows:

Particulars	31st March 2019	31st March 2018
More than 6 months	21,453,796	21,582,682
Others	3,988,255	1,415,433
	25,442,051	22,998,115

The amounts reflected in the table above are not impaired as on the reporting date.

**Investments in Debt Securities, Limited Liability Partnerships, Loans to Related Parties and Project Deposits**

The Company has investments in mutual funds, limited liability partnership firms, loans to related parties and project deposits. The settlement of such instruments is linked to the completion of the respective underlying projects. Such Financial Assets are not impaired as on the reporting date.

**Cash and Bank balances**

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

**iii) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Company has access to funds from debt markets through bank loan, commercial papers, fixed deposits from public and other debt instruments. The Company invests its surplus funds in bank fixed deposit and debt based mutual funds.

**NOTE 25**

**FAIR VALUES AND HIERARCHY**

(In Rupees)

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

March 31, 2019

Particulars	Carrying Value				Fair Value Hierarchy			Total
	At Cost	Fair Value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial Assets								
- Investments	100,000	43,046,343	-	43,146,343	27,623,605	-	13,885,677	41,509,282
Financial Liabilities								
- Borrowings	-	-	1,091,163,185	1,091,163,185	-	1,091,163,185	-	1,091,163,185

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

March 31, 2018								
Particulars	Carrying Value				Fair Value Hierarchy			Total
	At Cost	Fair Value through profit or loss	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial Assets								
- Investments	100,000	37,088,369	-	37,188,369	28,824,044	-	7,942,011	36,766,055
Financial Liabilities								
- Borrowings	-	-	914,262,079	914,262,079	-	914,262,079	-	914,262,079
The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.								
The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair value.								
1. The Fair values of Investment are based on NAV at the reporting date.								
2. The Company uses the discounted cash flow valuation technique (in relation to fair value of asset measured at amortised cost) which involves determination of present value of expected receipt/payment discounted using appropriate discounting rates. The fair value so determined are classified as Level 2.								
<b>NOTE 26</b>								
<b>RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S DOMESTIC TAX RATE</b>								(In Rupees)
Particulars					Year Ended 31 March 2019		Year Ended 31 March 2018	
<b>Accounting Profit before Income Tax</b>								
At India's statutory income tax rate of 27.82% (31 March 2018: 27.55%)						34,471,034	7,126,656	
Effect of exempt / Lower Tax non-operating income						(89,938)	(444,683)	
Effect of non-deductible expenses						3,355,096	2,381,111	
<b>Total</b>						<b>12,855,000</b>	<b>3,900,000</b>	
<b>NOTE 27</b>								
<b>ADDITION INFORMATION/EXPLANATIONS</b>								
a) <b>Earnings Per Share</b>								
Particulars					For the year ended 31-March-2019		For the year ended 31-March-2018	
Profit after taxation								
					Rs. Lakhs	22,102,767	3,095,176	
Number of equity shares (Face Value Rs.10/-)								
					Nos.	3,247,900	3,247,900	
Earnings per share								
					Rs.	6.81	0.95	
b) <b>Disclosures under Ind AS 108 - "Operating Segment"</b>								
(i) Entity wide disclosure required by Ind AS 108 are as detailed below:								
							(In Rupees)	
					Year ended 31.03.2019		Year ended 31.03.2018	
Real Estate Development & Services					387,896,793		281,047,304	
Others					8,375,079		14,746,344	
					<u>396,271,872</u>		<u>295,793,648</u>	
(ii) Revenue from External Customers:								
India					396,271,872		295,793,648	
Outside India					-		-	
					<u>396,271,872</u>		<u>295,793,648</u>	
(iii) Non-current assets (other than deferred tax assets and financial instruments)								
India					124,993,466		83,587,157	
Outside India					-		-	
					<u>124,993,466</u>		<u>83,587,157</u>	
(iv) There are no transactions with single external customer which amounts to 10% or more of the Company's revenue.								
Note:-								
(i) The Company is engaged interalia in the "Real Estate Development and Services". These in the context of Ind AS 108 "Operating Segment" are considered to constitute one single primary segment. The Company does not have any operations outside India. Hence disclosure as envisaged in the Accounting Standard is not required. Non-reportable segments have not been disclosed as unallocated reconciling item in view of their materiality. In view of the above, primary and secondary reporting disclosures for business/geographical segment are not applicable.								
(ii) The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under IND AS 115 "Revenue from contracts with customers". Hence no separate disclosure of disaggregate revenues are reported.								
c) <b>Disclosures under The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED"):</b>								
The details of liabilities to Micro and Small Enterprises, to the extent information available with the Company are given under. This has been relied upon by the auditors								

## RODIUM REALTY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

	31-Mar-19	31-Mar-18
(i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year	2,584,840	1,198,000

Note: Other information/ disclosures relating to payments made beyond appointed date, interest accrued & paid and cumulative interest are not applicable, being NIL.

- d) The Company's leasing arrangements are in respect of operating leases for office premises. The leasing arrangements, which are not non-cancellable, are for one year generally, and are usually renewable by mutual consent on agreed terms. The aggregate lease rentals payable are charged as rent.

#### e) Disclosures as per IND AS - 19 - Employee Benefits

During the year, the company has recognised the following amounts in the Statement of Profit and Loss:

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
i) Employer's contribution to Provident Fund*	90,865	81,932
*Included in "Contribution to Provident and other Funds" (Note 21).		

- iii) Defined benefit obligation:

The valuation results for the defined benefit gratuity plan as at 31-3-2019 are produced in the tables below:

##### i) Changes in the Present Value of Obligation

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>Present Value of Obligation as at the beginning</b>	<b>3,501,056</b>	<b>2,529,779</b>
Current Service Cost	464,148	218,857
Past Service Cost - (Vested Benefits)	-	880,400
Interest Expense or Cost	259,778	162,552
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in financial assumptions	(55,769)	(211,182)
- experience variance (i.e. Actual experience vs assumptions)	(143,835)	120,650
Benefits Paid	-	(200,000)
<b>Present Value of Obligation as at the end</b>	<b>4,025,378</b>	<b>3,501,056</b>

##### ii) Changes in the Fair Value of Plan Assets

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>Fair Value of Plan Assets as at the beginning</b>	-	-
Investment Income	-	-
Adjustment to opening Fair Value of Plan Asset	-	-
Return on Plan Assets excluding interest income	-	-
Employer's Contribution	-	(200,000)
Benefits Paid	-	200,000
<b>Fair Value of Plan Assets as at the end</b>	-	-

##### iii) Expenses Recognised in the Income Statement

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Current Service Cost	464,148	218,857
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	259,778	162,552
Past Service Cost - (Vested Benefits)	-	880,400
<b>Expenses Recognised in the Income Statement</b>	<b>723,926</b>	<b>1,261,809</b>

##### iv) Other Comprehensive Income

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Actuarial (gains) / losses		
- change in financial assumptions	(55,769)	(211,182)
- experience variance (i.e. Actual experience vs assumptions)	(143,835)	120,650
Return on Plan Assets excluding interest income	-	-
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>(199,604)</b>	<b>(90,532)</b>

#### v) Actuarial Assumptions

##### a. Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31 March, 2019	31 March, 2018
Discount rate (per annum)	7.60%	7.42%
Salary growth rate (per annum)	5.00%	5.00%

**RODIUM REALTY LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**b. Demographic Assumptions**

Particulars	As on	
	31 March, 2019	31 March, 2018
Mortality Rate [% of IALM 06-08]	100%	100%
Withdrawal rates, based on age: (per annum)		
Up to 42 years	5.00%	5.00%

i) Employer's contribution to Provident Fund\* 90,865 81,932  
 \*Included in "Contribution to Provident and other Funds" (Note 21).

iii) Defined benefit obligation:

The valuation results for the defined benefit gratuity plan as at 31-3-2019 are produced in the tables below:

**vi) Amount, Timing and Uncertainty of Future Cash Flows**

**a. Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	As on 31 March 2019
Defined Benefit Obligation (Base)	4,025,378

Particulars	31 March, 2019		31 March, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	4,352,942	3,738,259	3,795,767	3,242,770
[% change compared to base due to sensitivity]	8.1%	-7.1%	-5.7%	-19.4%
Salary Growth Rate (- / + 1%)	3,841,706	4,223,638	3,324,654	3,675,176
[% change compared to base due to sensitivity]	-4.6%	4.9%	-17.4%	-8.7%

**c. Effect of Plan on Entity's Future Cash Flows**

**- Funding arrangements and Funding Policy**

The scheme is unfunded.

**- Expected Contribution during the next annual reporting period**

The Company's best estimate of Contribution during the next year

(In Rupees)

516,623

**- Maturity Profile of Defined Benefit Obligation**

Weighted average duration (based on discounted cash flows)

12.09 Years

**- Expected cash flows over the next (valued on undiscounted basis):**

(In Rupees)

1 year	300,387
2 to 5 years	1,273,227
6 to 10 years	2,165,918

**f) Related party disclosures [As per Ind AS 24: Related Party Disclosures]:**

(a) Names of related parties and nature of relationship where control exists are as under:

(b) Names of other related parties and nature of relationship:

Subsidiary Company	Rodium Housing Private Limited 81 Estates LLP Contour Developers LLP ReadyStage LLP Rodium Housing LLP
Key Management Personnel:	Mr. Deepak Chheda - Chairman and Managing Director Mr. Harish Nisar - Whole-Time Director Mr. Rohit Dedhia - Whole-Time Director Mr. Shailesh Shah - Whole-Time Director Mr. Mehul Nisar - Chief Financial Officer upto 13.11.2018 Mr. Rohan Chheda - Chief Financial Officer w.e.f 14.11.2018 Ms. Tulsi Rajput - Company Secretary (Appointed w.e.f. 7th April, 2018 )
Relatives of Key Management Personnel:	Ms. Grima Dedhia (Daughter of Mr. Rohit Dedhia) Mr. Prerak Dedhia (Son of Mr. Rohit Dedhia) Mrs. Krupa Chheda (Wife of Mr. Deepak Chheda) Mr. Keshavi Dedhia (Father of Mr. Rohit Dedhia) Mrs. Jayanti Dedhia (Mother of Mr. Rohit Dedhia) Mr. Dinesh Shah (Brother of Mr. Shailesh Shah) Mr. Dinesh D Shah HUF (HUF of Brother of Mr. Shailesh Shah) Mr. Shailesh Damji Shah HUF (HUF of Mr. Shailesh Shah) Mr. Mehul Nisar - (Son of Harish Nisar)

Companies/Firms in which Directors and relatives of Directors are interested:	M/s. RDH InfraSpaces (Formerly known as Rodium Realty & Construction) M/s. C N A Architects M/s. Sigma Fiscals Pvt Ltd Uniwood Systems Uniwood Systems LLP
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## RODIUM REALTY LIMITED

### NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

(c) Transactions with related parties (excluding reimbursements)		(In Rupees)			
Particulars	Transactions		Outstanding (Payable)/Receivable		
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-17	
<b>i) Subsidiary Company</b>					
Investment made during the year	5,943,666	7,842,011		7,942,011	
Share of Loss in LLP	98,150	61,160			
Interest received	386,104	384,000	934,944	587,451	
Other receivable			339,409	259,670	
Loan			3,200,000	3,200,000	
<b>ii) Key Management Personnel:</b>					
Remuneration					
Directors	9,840,000	9,840,000			
Chief Financial Officer	2,662,500	900,000			
Company Secretary	526,458	514,234			
<b>Interest paid</b>					
Directors	17,862,240	17,845,415	74,104,560	67,456,720	
Chief Financial Officer	800,000	-	5,110,569	5,281,765	
<b>Expenses on Rent, Fees and Charges.</b>					
Directors	2,400,000	5,100,108	799,200	148,579,767	
Chief Financial Officer	480,000	1,020,579	-	-	
<b>Loan Taken /(Returned) (Net)</b>					
Directors	-700,000	281,574			
<b>iii) Relatives of Key Management Personnel:</b>					
Remuneration					
Service Purchased	337,500	1,716,430	-	-	
Advance received towards sale of shop	1,320,000	1,320,000	-	-	
Deposit received	-	22,020,000	-	5,932,220	
Sale of Shop	1,222,627	-	-	-	
Expenses on Rent, Fees and Charges.	66,650,000	-	30,556,904	-	
Interest paid	480,000	1,020,579	108,000	48,258,376	
Loan Taken /(Returned) (Net)	5,791,005	5,791,781	35,221,075	30,009,170	
	-	86,442			
<b>iv) Companies in which Directors are interested:</b>					
Service Purchased					
	31,338,355	15,297,869	-	-	
Advance received towards sale of shop		15,196,380	-	-9,999,374	
Deposit received	862,316	-	-	-	
Sale of Shop	48,037,884	-	20,875,764	-	
Expenses on Rent, Fees and Charges.	1,440,000	3,058,050	33,865,925	33,648,971	
Interest paid	4,005,159	4,005,159	22,987,957	21,883,314	
<b>d) Terms and conditions of transactions with related parties:</b>					
The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.					
<b>NOTE 27</b>					
<b>ADDITION INFORMATION/EXPLANATIONS</b>					
<b>a) Commitment</b>					
(i) Estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for - Rs. 7,00,000/- (Previous Year Rs. Nil)					
(ii) Uncalled amount of Rs. 4,500 /- each (Previous Year: Rs. 4,500) on 250 units of Katak India Growth Fund - Rs.11,25,000 (Previous year Rs.11,25,000)					
<b>b) Contingent Liabilities not provided for:</b>					
Disputed VAT demands Rs. 64,23,339/- (Previous Year Rs. 64,23,339/-)					
<b>i) During the year 2014-15, the Company had entered into a Memorandum of Understanding (MOU) with one of the vendors for Purchase of Transfer of Development Rights (TDR) to be used in the Company's upcoming projects. The Company had paid Rs. 2.28 Crores to the said vendor as advance as per the MOU. The party was unable to fulfill its commitment as envisaged in the MOU even after repeated reminders by the Company. The Company has initiated the legal process for recovering the advance paid due to the breach of contract and fraud conducted on the Company. Pending outcome of the legal process, the amount paid has been reflected under Short Term Loans and Advances.</b>					
<b>ii) Events Occurring after the Balance Sheet date</b>					
The proposed final dividend for FY 2018-19 amounting to Rs. 32,47,900/- will be recognised as distribution to owners during the financial year 2019-20 on its approval by Shareholders. The proposed final dividend per share amounts to Rs. 1/-					
For M.M. Nisum & Co Chartered Accountants Firm Reg.No.107122W					
---s---	---s---	---s---	---s---	---s---	
N.Kashinath Partner Mem.No.036490 Mumbai, Dated 29th May, 2019	Deepak Chheda Managing Director DIN:00419447	Rohit Dodiya Whole-Time Director DIN:02716686	Rohan Chheda Chief financial officer	Tuli Rajput Company Secretary M. No. AA2122	

## INDEPENDENT AUDITORS' REPORT

**M. M. NISSIM & CO.(Regd.)**  
CHARTERED ACCOUNTANTS

Barodawala Mansion,  
B-Wing, 3<sup>rd</sup> Floor,  
81, Dr. Annie Besant Road,  
Worli, Mumbai 400 018.  
Tel.: 2496 9900 Fax : 2496 9995  
E-mail : mail@mnmnissim.com  
Website : www.mnmnissim.com

### TO THE MEMBERS OF RODIUM REALTY LIMITED

#### Report on the Consolidated Financial Statements

##### Opinion

1. We have audited the accompanying consolidated Ind AS financial statements of **RODIUM REALTY LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss, the consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on other financial information of the subsidiaries, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated state of affairs (financial position) of the Group as at 31st March, 2019, and their consolidated profit (financial performance including other comprehensive income), the consolidated changes in equity and their consolidated cash flows for the year ended on that date

##### Basis of Opinion

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

##### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

	Key Audit Matters	Our Response
1	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p><b>Principal Audit Procedures</b></p> <p>We assessed the Holding Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li> <li>Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</li> </ol> <p>Our procedures did not identify any material exceptions.</p>
	<p><b>Evaluation of uncertain indirect tax positions</b></p> <p>The Holding Company has material uncertain indirect tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p>	<p><b>Principal Audit Procedures</b></p> <p>We performed the following substantive procedures:</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2019 from management. We involved our internal experts to examine the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2019 to evaluate whether any change was required to management's position on these uncertainties.</p> <p><b>Conclusion</b></p> <p>We agree with management's evaluation.</p>

### **Information Other than the Consolidated financial statements and Auditor's Report thereon**

6. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, but does not include the Consolidated financial statements and our auditor's report thereon.
7. Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility and Those Charged with Governance for the Consolidated Financial Statements**

9. The Holding Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards, specified under Section 133 of the Act, read together with Rules thereon. The respective Board of Directors/management of the companies/Limited Liability Partnerships (LLP's) included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, 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.
10. In preparing the consolidated financial statements, the respective Board of Directors/management of the companies/Limited Liability Partnerships (LLP's) are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
11. The respective Board of Directors/management of the companies/Limited Liability Partnerships (LLP's) are responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the audit of the Consolidated Financial Statements**

12. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to

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

13. A further description of our responsibilities for the audit of the consolidated financial statements is included in appendix A of this auditor's report.

#### **Other Matters**

14. We did not audit financial statements of a subsidiary whose financial statements reflect total assets of Rs. 33,11,810/- as at March 31, 2019, total revenue of Rs. Nil and net Cash inflow of Rs. Nil for the year ended on that date. These financial statements have been audited by the other auditor whose report has been furnished to us and our report in terms of sub section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.
15. We did not audit the financial statements of subsidiaries (Limited Liability Partnership Firms) whose financial statements reflect total assets of Rs. 1,64,42,906/- as at 31st March, 2019, total revenues of Rs. Nil and net cash inflow of Rs. 17,74,754/- for the year ended on that date. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group
16. Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

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

17. As required by Section 143 (3) of the Act, based on the Comments in the Auditor's Report of the Holding Company and on consideration of the Auditors Report of the subsidiary company, read together with Other Matters Para referred to above, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - b) In our opinion, proper books of account, as required by the law relating to preparation of the aforesaid Consolidated Financial Statements, have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated statement of changes in equity and the consolidated cash flow statement dealt with by this

report are in agreement with the relevant books of account, maintained for the purpose of preparation of the Consolidated Financial Statements.

- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read together with Rules thereon.
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the report of other auditor, in respect of entity audited by them, for the entity incorporated in India, none of the directors of the Holding Company and subsidiary company incorporated in India, is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in “Annexure A”; and
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended.

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 25(h) to the consolidated financial statements.
  - ii) The Group did not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses during the year ended 31<sup>st</sup> March, 2019.
  - iii) There has been no delay in transferring amount required to be transferred, to the Investor Education Protection Fund by the Holding Company and its subsidiary company incorporated in India during the year ended 31<sup>st</sup> March, 2019.

For **M. M. NISSIM & CO.**  
Chartered Accountants  
(Firm Regn.No.107122W)

Sd/-  
(N. Kashinath)  
Partner  
Mem. No.  
Place: Mumbai  
Date: May 29, 2019

## Appendix A- Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group has adequate Internal Financial Controls with reference to these financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. For the entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF RODIUM REALTY LIMITED**

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of **RODIUM REALTY LIMITED** ("the Holding Company") and its subsidiary company incorporated in India, as of that date.

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

2. The Respective Board of Directors of the Holding Company and its subsidiary, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on the Holding Company and its subsidiary, which is a company incorporated in India, 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") issued by ICAI 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 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls with reference to these financial statements 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the subsidiary company, which is company incorporated in India, in terms of their reports

referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's and its subsidiary's Internal Financial Controls with reference to these financial statements over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

6. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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**

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

#### **Opinion**

8. In our opinion, the Holding Company and its subsidiary, incorporated in India, have, in all material respects, an adequate Internal Financial Controls with reference to these financial statements over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

#### **Other Matters**

9. Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **M. M. NISSIM & CO.**  
Chartered Accountants  
(Firm Regn.No.107122W)

Sd/-  
(N. Kashinath)  
Partner  
Mem. No.  
Place: Mumbai  
Date: May 29, 2019



Rodium Realty Ltd.  
Perspective To Perfection®

**RODIUM REALTY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2019**

Particulars	Note	(In Rupees)	
		As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	2 (a)	1,570,853	2,545,727
Other Intangible Assets	2 (b)	58,040	241,430
<b>Financial Assets;</b>			
- Investments	3	11,802,340	14,524,350
- Others financial assets	4	122,364,573	80,500,000
Deferred Tax Assets (Net)	5	1,177,887	1,075,617
Other non-current assets	6	1,000,000	300,000
<b>Current Assets</b>			
Inventories	7	826,186,039	695,208,946
<b>Financial Assets:</b>			
- Investments	3	15,919,414	14,299,694
- Trade Receivables	8	25,442,051	22,998,115
- Cash and cash Equivalents	9	12,155,189	20,243,655
- Bank balances other than cash and cash equivalents	10	7,156,095	47,087,568
- Loans	11	16,882,300	15,684,000
- Others financial assets	4	7,307,250	5,787,612
Current Tax Assets (Net)		4,265,185	6,448,521
Other current assets	6	292,639,930	206,038,270
<b>TOTAL ASSETS</b>		<b>1,345,927,146</b>	<b>1,132,983,505</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	SOCE	34,449,750	34,449,750
Other Equity	SOCE	92,480,358	73,759,247
<b>Total Equity</b>		<b>126,930,108</b>	<b>108,208,997</b>
<b>Non-controlling interest</b>		<b>2,850,321</b>	<b>2,865,712</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
<b>Financial Liabilities</b>			
- Borrowings	12	296,193,224	307,899,070
Provisions	13	3,724,991	3,218,502
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
- Borrowings	12	626,823,208	606,363,009
- Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises; and	14	2,590,740	1,198,000
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	14	67,705,908	51,944,744
- Other Financial Liabilities	15	168,176,998	41,175,063
Other Current Liabilities	16	50,631,262	9,827,853
Provisions	13	300,387	282,554
<b>Total Liabilities</b>		<b>1,216,146,718</b>	<b>1,021,908,796</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,345,927,146</b>	<b>1,132,983,504</b>
Significant Accounting Policies	1		
The Notes are an integral part of these financial statements			
This is the Balance Sheet referred to in our report of even date			
<b>For M.M.Nissim &amp; Co</b>	<b>—sd—</b>	<b>—sd—</b>	
<b>Chartered Accountants</b>	<b>Deepak Chheda</b>	<b>Rohit Dedhia</b>	
<b>Firm Reg.No.107122W</b>	<b>Managing Director</b>	<b>Whole-Time Director</b>	
	<b>DIN:00419447</b>	<b>DIN:02716686</b>	
<b>—sd—</b>	<b>—sd—</b>	<b>—sd—</b>	
<b>N.Kashinath</b>	<b>Tulsi Rajput</b>	<b>Rohan Chheda</b>	
<b>Partner</b>	<b>Company Secretary</b>	<b>Chief Financial Officer</b>	
<b>Mem.No.036490</b>	<b>M. No. A42122</b>		
<b>Mumbai, Dated 29th May, 2019</b>			



Rodium Realty Ltd.  
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**RODIUM REALTY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2019**

		(In Rupees)	
Particulars	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
<b>INCOME</b>			
Revenue from Operations	17	396,271,872	295,793,648
Other Income	18	13,398,220	18,546,120
<b>TOTAL INCOME</b>		<b>409,670,092</b>	<b>314,339,768</b>
<b>EXPENSES</b>			
Cost of Construction & Development	19	440,113,082	361,991,367
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	20	(130,977,093)	(122,339,243)
Employee Benefits expense	21	10,183,129	10,358,447
Finance Costs	22	17,162,297	17,988,180
Depreciation and Amortisation expense	2 (a) & (b)	1,208,244	1,193,887
Other Expenses	23	37,923,182	38,467,232
<b>TOTAL EXPENSES</b>		<b>375,612,841</b>	<b>307,659,869</b>
<b>PROFIT BEFORE TAX</b>		<b>34,057,251</b>	<b>6,679,899</b>
<b>TAX EXPENSE</b>			
Current Tax		12,855,000	3,900,000
Deferred Tax		(594,326)	29,794
Earlier year Adjustments		107,593	101,686
<b>TOTAL TAX EXPENSE</b>		<b>12,368,267</b>	<b>4,031,480</b>
<b>PROFIT FOR THE YEAR</b>		<b>21,688,984</b>	<b>2,648,419</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to Profit or Loss			
Remeasurements of Defined benefit plans		199,604	90,532
Income Tax relating to items that will not be reclassified to Profit or Loss		(55,530)	(24,944)
<b>TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		<b>144,074</b>	<b>65,588</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>21,833,058</b>	<b>2,714,007</b>
<b>Profit is attributable to:</b>			
Owners of the Company		21,704,375	2,659,707
Non-controlling interest		(15,391)	(11,288)
<b>Other comprehensive income is attributable to:</b>			
Owners of the Company		144,074	65,588
Non-controlling interest		-	-
<b>Total Comprehensive Income for the year is attributable to:</b>			
Owners of the Company		21,848,449	2,725,295
Non-controlling interest		(15,391)	(11,288)
<b>EARNINGS PER EQUITY SHARE</b>			
Basic	25 (c)	6.68	0.82
Diluted		6.68	0.82

Significant Accounting Policies

1

The Notes are an integral part of these financial statements

This is the Statement of Profit and Loss referred to in our report of even date

**For M.M.Nislim & Co**

**Chartered Accountants**

**Firm Reg.No.107122W**

—sd—

**N.Kashnath**

**Partner**

**Mem.No.036490**

**Mumbai, Dated 29th May, 2019**

—sd—

**Deepak Chheda**

**Managing Director**

**DIN:00419447**

—sd—

**Tulsi Rajput**

**Company Secretary**

**M. No. A42122**

—sd—

**Rohit Dedhia**

**Whole-Time Director**

**DIN:02716686**

—sd—

**Rohan Chheda**

**Chief Financial Officer**



Rodium Realty Ltd.  
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## RODIUM REALTY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2019

		(In Rupees)			
		As at 31 March 2019		As at 31 March 2018	
EQUITY SHARE CAPITAL		Number	Amount		
Authorised Share Capital		6,000,000	60,000,000	60,000,000	
Issued Share Capital		3,733,300	37,333,000	37,333,000	
Subscribed Share Capital		3,247,900	32,479,000	32,479,000	
Fully Paid-up Share Capital		3,247,900	32,479,000	32,479,000	
<b>Balance at the beginning of the year</b>		<b>3,247,900</b>	<b>32,479,000</b>	<b>32,479,000</b>	
Changes in equity share capital during the year:		-	-	-	
Forfeited Shares - Amount originally paid up on 485400 shares			1,970,750	1,970,750	
<b>Balance at the end of the reporting year</b>		<b>3,247,900</b>	<b>34,449,750</b>	<b>34,449,750</b>	
<b>Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital</b>					
The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.					
<b>Shares in the Company held by each shareholder holding more than five per cent shares</b>					
		As at 31 March 2019		As at 31 March 2018	
		No.	%	No.	%
Mr. Deepak Durgarshi Chheda		950,359	29.26%	950,359	29.26%
Mr. Shalish Damji Shah		588,521	18.12%	588,521	18.12%
Mr. Harish Damji Nisar		318,980	9.82%	318,980	9.82%
Mr. Rohit Keshavi Dedhia		318,966	9.82%	318,966	9.82%
<b>OTHER EQUITY</b>					
	Capital Reserve	Retained Earnings	Other Comprehensive Income(OCI) Remeasurements of Defined Benefit Plans	Total	Non-controlling interest
<b>Balance at the beginning of the comparative reporting period - 1st April, 2017</b>	<b>42,141,436</b>	<b>33,258,911</b>	<b>(457,299)</b>	<b>74,943,047</b>	<b>2,877,000</b>
<b>Non Controlling Interest - acquired during the comparative reporting year</b>					<b>11,288</b>
Profit for the Comparative Period ending 31st March 2018		2,659,707	-	2,659,707	(11,288)
Other Comprehensive Income for the Comparative Period ending 31st March 2018			65,588	65,588	-
<b>Total Comprehensive Income for the Comparative Period</b>		<b>2,659,707</b>	<b>65,588</b>	<b>2,725,295</b>	<b>(11,288)</b>
<b>Transactions with owners in their capacity as owners:</b>					
Dividends and Dividend Distribution Tax:					
- Final Dividend (Rs. 1 per share)		(3,247,900)		(3,247,900)	
- Dividend Distribution Tax		(661,196)		(661,196)	
<b>Balance at the end of the comparative reporting period ending 31st March 2018</b>	<b>42,141,436</b>	<b>32,009,522</b>	<b>(391,711)</b>	<b>73,759,247</b>	<b>2,865,712</b>
Profit for the Current Reporting year ending 31st March 2019		21,704,375		21,704,375	(15,391)
Other Comprehensive Income for the Current Reporting year ending 31st March 2019			144,074	144,074	-
<b>Total Comprehensive Income for the year</b>		<b>21,704,375</b>	<b>144,074</b>	<b>21,848,449</b>	<b>(15,391)</b>
<b>Transactions with owners in their capacity as owners:</b>					
Dividends and Dividend Distribution Tax:					
- Final Dividend (Rs. 0.80 per share)		(2,598,320)		(2,598,320)	
- Dividend Distribution Tax		(529,018)		(529,018)	
<b>Balance at the end of the reporting year ending 31st March 2019</b>	<b>42,141,436</b>	<b>50,586,559</b>	<b>(247,637)</b>	<b>92,480,358</b>	<b>2,850,321</b>
<b>Nature and Purpose of each component of equity</b>					
Remeasurements of Defined Benefit Plans	Gains / Losses arising on Remeasurements of Defined Benefit Plans are recognised in the Other Comprehensive Income as per IND AS-19 and shall not be reclassified to the Statement of Profit or Loss in the subsequent years.				
Capital Reserve	It represents reserves acquired on acquisition of the Company				
This is the Statement of Changes in Equity referred to in our report of even date					
<b>For M.M.Nissim &amp; Co</b>		—sd—		—sd—	
<b>Chartered Accountants</b>		<b>Deepak Chheda</b>		<b>Rohit Dedhia</b>	
<b>Firm Reg.No.107122W</b>		<b>Managing Director</b>		<b>Whole-Time Director</b>	
—sd—		<b>DIN:00419447</b>		<b>DIN:02716686</b>	
<b>N.Kashinath</b>		—sd—		—sd—	
<b>Partner</b>		<b>Tulsi Rajput</b>		<b>Rohan Chheda</b>	
<b>Mem.No.036490</b>		<b>Company Secretary</b>		<b>Chief Financial Officer</b>	
<b>Mumbai, Dated 29th May, 2019</b>		<b>M. No. A42122</b>			

Annual Report

**RODIUM REALTY LIMITED**  
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

	(In Rupees)	
Particulars	Year ended 31 March 2019	Year ended 31 March 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>NET PROFIT BEFORE TAX</b>	<b>34,057,251</b>	<b>6,679,899</b>
<b>Adjustment for :</b>		
Depreciation	1,208,244	1,193,887
Finance Cost	17,162,297	17,988,180
Interest Income	(11,091,545)	(13,017,193)
Dividend Income	(315,398)	(1,251,933)
Remeasurements of Defined benefit plans	199,604	90,532
	289,000	
Fair Value changes in Investments	2,433,010	171,977
Loss / (Gain) on Sale of Investments	-	-
	<b>9,885,213</b>	<b>(2,339,162)</b>
<b>OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES</b>	<b>43,942,463</b>	<b>9,516,188</b>
Trade receivables	(2,443,936)	(74,866,124)
Other Financial assets	-	900,000
Other Current Assets	(86,601,660)	(11,630,857)
Inventories	(130,977,093)	(122,339,243)
Trade Payable	17,153,904	20,905,939
Provisions	524,322	971,277
Other Current Financial Liabilities	40,803,409	(2,819,196)
Other liabilities	-	-
	(161,541,054)	(188,408,188)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(117,598,591)</b>	<b>(178,892,000)</b>
Direct Taxes paid	(10,342,731)	(3,414,706)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(127,941,322)</b>	<b>(182,306,706)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(49,980)	-
Capital Work in Progress & Capital Advance	(700,000)	(1,051,334)
Proceeds from sale of Investments	-	2,388,085
Loans (Financial assets)	(1,198,300)	(10,614,500)
Fixed Deposits with Banks	(1,926,896)	16,581,028
Interest Income	9,571,906	11,832,730
Dividend Income	315,398	1,251,933
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>6,012,128</b>	<b>20,387,941</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Repayments) / Proceeds from Working Capital Facilities (Net)	1,160,087	556,105
Proceeds from Borrowings	194,000,000	128,520,848
Repayments of Borrowings	(77,046,962)	-
Non-controlling interest	-	2,877,000
Interest paid	474,662	7,373,806
Dividend and Corporate Dividend Tax	(3,127,338)	(3,909,095)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>115,460,449</b>	<b>135,418,664</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(6,468,746)</b>	<b>(26,500,100)</b>
<b>CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2016</b>	<b>34,543,349</b>	<b>61,043,450</b>
Cash & Cash Equivalents (Note 9)	20,243,655	5,367,514
Current Investments (Note 3)	14,299,694	55,675,936
<b>CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2017</b>	<b>28,074,603</b>	<b>34,543,349</b>
Cash & Cash Equivalents (Note 9)	12,155,189	20,243,655
Current Investments (Note 3)	15,919,414	14,299,694
Note to Cash Flow Statement:		
1. The above Cash Flow Statement has been prepared under the Indirect Method.		
2.Reconciliation of Financing Liabilities		
	<b>31.03.2019</b>	<b>31.03.2018</b>
Opening Balance	955,437,142	800,990,448
Cash inflow/ (outflow) of non-current borrowings	116,953,038	128,520,848
Cash inflow/(outflow) of current borrowings	1,160,087	556,105
Unclaimed Dividends	6,204	7,756
Others	17,636,959	25,361,985
<b>Closing Balance</b>	<b>1,091,193,430</b>	<b>955,437,142</b>
This is the Cash Flow statement referred to in our report of even date		
<b>For M.M.Wadani &amp; Co</b>	— <u>—</u>	— <u>—</u>
Chartered Accountants	Deposit Checks	Rohit Debitis
File Reg.No.107522W	Managing Director	Whole-Time Director
— <u>—</u>	DIN:00459447	DIN:02716686
<b>N.Kashinath</b>	— <u>—</u>	— <u>—</u>
Partner	Tulsi Rajput	Rohan Chheda
Mem.No.086450	Company Secretary	Chief Financial Officer
Mumbai, Dated 29th May, 2019	M. No. A42122	

**NOTE 1 : BASIS OF CONSOLIDATION AND CONSOLIDATED ACCOUNTING POLICIES UNDER IND AS**

**A General Information**

The consolidated financial statements comprise financial statements of Rodium Realty Limited (the Group) and its subsidiaries (collectively, the Group) for the year ended 31 March 2019.

Rodium Realty Limited (the "Group" or "RRL"), is primarily engaged in business of real estate construction, development and other related activities.

**B Principles of Consolidation:**

The consolidated financial statements comprise of the financial statements of the Group and the following subsidiaries as on March 31st, 2019

Name	Country of incorporation	Proportion of ownership interest	Financial Statement as on	Accounting Period covered for consolidation
Rodium Housing Private Ltd	India	100%	March 31, 2019	April 1st, 2018 – March 31st, 2019
B1 Estates LLP	India	99%	March 31, 2019	April 1st, 2018 – March 31st, 2019
Contour Developers LLP	India	99%	March 31, 2019	April 1st, 2018 – March 31st, 2019
Readystage LLP	India	75%	March 31, 2019	April 1st, 2018 – March 31st, 2019

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 March 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments, if material, are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on 31 March.

**Consolidation procedure:**

- a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### NOTE 1 : BASIS OF CONSOLIDATION AND CONSOLIDATED ACCOUNTING POLICIES UNDER IND AS

#### C Basis of preparation of Financial Statements

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented.

##### i Statement of Compliance

These Consolidated financial statements have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

##### ii Basis of preparation of Financial Statements

The Financial Statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013 except the following material items that have been measured at fair value as required by relevant Ind AS. Nevertheless, historical cost is generally based at the fair value of the consideration given in exchange for goods and services.

- Certain financial assets/liabilities measured at fair value and
- Any other item as specifically stated in accounting policy.

The Financial Statement are presented in Indian Rupee ('INR'), which is the functional currency of the Group

The Group reclassifies comparative amounts, unless impracticable and whenever the Group changes the presentation or classification of items in its financial statements materially. No such material reclassification has been made during the year.

The financial statements of the Group for the year ended 31st March, 2019 were authorised for issue in accordance with a resolution of the directors on 29th May, 2019.

##### (iii) Major Sources of Estimation Uncertainty

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

#### Evaluation of performance obligation for the purpose of revenue recognition over time:

Determination of performance obligation and cost under the input cost method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentage of completion, costs to completion, the expected revenues from the project or activity and foreseeable losses to completion. Estimates of Project Income, as well as project costs are reviewed periodically. The effect of changes, if any, to estimate is recognised in the standalone financial statements for the period in which such changes are determined.

#### Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the Group is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the Group is required to estimate the cash flows to be generated from using the asset. The fair value of an assets is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

#### Impairment of Financial Assets:

The Group impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend

analysis of past delinquency rates include an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 month PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date.

**Defined Benefit Plans:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Fair Value Measurement of Financial Instruments:**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The principal accounting policies applied in the preparation of these financial statements are set out in Para C below. These policies have been consistently applied to all the years presented

**D Summary of Significant Accounting Policies**

**1 Property, Plant And Equipment**

The Group has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price (after deducting trade discount / rebate), non-refundable duties and taxes, cost of replacing the component parts, borrowing costs and other directly attributable cost to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use. Any profit or loss arising on the derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with IND AS 105 and the date that the asset is derecognised.

Description of the Asset	Estimated Useful Life
<b>Tangible:</b>	
Furniture and Fixtures	10 Years
Computers	3 Years
Office Equipment	5 Years
<b>Intangible:</b>	
Software	3 Years

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Depreciation on the property, plant and equipment, is provided over the useful life of assets which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets is provided on straight line basis. Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal. The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

## 2 Intangible Assets

The Group has elected to continue with the carrying value of intangible assets recognised as of transition date measured as per the Previous GAAP and use that carrying value as its deemed cost.

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets and is amortised over a period of 3 years on straight-line method over the estimated useful economic life.

An item of Intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss.

## 3 Impairment of tangible (PPE) and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ('CGU') to which the asset belongs. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The resulting impairment loss is recognised in the Statement of Profit and Loss.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

## 4 Foreign Currency Transactions

In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction.

Effective 1st April, 2018, the Group has adopted Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant

## 5 Inventories

Work-in-progress - Real estate projects (including land inventory): Represents cost incurred in respect of unsold area of the real estate development projects under construction or cost incurred on projects where the revenue is yet to be recognised. Real estate work-in-progress is valued at lower of cost and net realisable value.

Direct expenditure relating to construction activity is inventorised. Indirect expenditure (including borrowing costs) during construction period is inventorised to the extent the expenditure is related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the Statement of Profit and Loss.

Finished goods - Units : Valued at lower of cost and net realisable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

The amount of any write-down of inventories to NRV and all abnormal losses of inventories are recognized as expense in the Statement of Profit And Loss in the period in which such write-down or loss occurs. The amount of any reversal of the write-down of inventories arising from increase in the NRV is recognized as a reduction from the amount of inventories recognized as an expense in the period in which reversal occurs.

## 6 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these Financial Statements is determined in such basis except for transactions in the scope of Ind AS 2, 17 and 36. Normally at initial recognition, the transaction price is the best evidence of fair value.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques those are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the Financial Statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and financial liabilities that are recognized at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

## 7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

### a) Financial Assets

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual obligation to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Group.

Financial assets of the Group comprise trade receivable, cash and cash equivalents, Bank balances, Investment other than equity shares, loans to employee / related parties / others and security deposits.

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### Initial recognition and measurement

All financial assets except trade receivable are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are charged in the Statement of Profit And Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in the Statement of Profit And Loss and in other cases spread over life of the financial instrument using effective interest.

The Group measures the trade receivables at their transaction price, if the trade receivables do not contain a significant financing component.

### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

#### Financial assets measured at amortized cost

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate ('EIR') method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit And Loss. The losses arising from impairment are recognized in the Statement of Profit And Loss.

#### Financial assets at fair value through OCI ('FVTOCI')

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income ('OCI'). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the Statement of Profit And Loss. On derecognition of the financial asset other than equity instruments designated as FVTOCI, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit And Loss.

#### Financial assets at fair value through profit or loss ('FVTPL')

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of Profit And Loss.

### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the financial asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

### Impairment of financial assets

The Group assesses impairment based on expected credit loss ('ECL') model on the following:

- Financial assets that are measured at amortised cost; and
- Financial assets measured at FVTOCI.

ECL is measured through a loss allowance on a following basis:-

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Group follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Group to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Group assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls) discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in the Statement of Profit And Loss.

#### **b) Financial Liabilities**

The Group's financial liabilities include loans And borrowings including bank overdraft, trade payable, accrued expenses and other payables etc.

#### **Initial recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit And Loss or in the CWIP, if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the Effective interest rate ('EIR') method.

#### **Subsequent measurement**

The subsequent measurement of financial liabilities depends upon the classification as described below:-

#### **Financial Liabilities classified as Amortised Cost**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest expense that is not capitalized as part of costs of assets is included as Finance costs in the Statement of Profit And Loss.

#### **Financial Liabilities classified as Fair value through profit and loss (FVTPL)**

Financial liabilities classified as FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities designated upon initial recognition at FVTPL only if the criteria in Ind AS 109 is satisfied.

#### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit And Loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

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### 8 Share capital and share premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as share premium.

### 9 Dividend Distribution to equity shareholders

The Group recognizes a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in other equity along with any tax thereon.

### 10 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease, if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item (i.e. PPE), are generally capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the Statement of Profit And Loss.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit And Loss over the period of lease on straight line basis other than those cases where the escalations are linked to expected general inflation in which case they are charged on contractual terms.

### 11 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are not recognized, however, disclosed in financial statement when inflow of economic benefits is probable.

### 12 Revenue Recognition

The Group derives revenues primarily from sale of completed property and proportionate revenue of property under development.

Effective 1st April, 2018, the Group has applied Ind AS 115 "Revenue from contracts with customers" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative effect method and the comparative information in the statement of profit and loss is not restated – i.e., the comparative information continues to be reported under Ind AS 18. Refer Note 1(c) – Significant accounting policies – Revenue recognition in the Annual Report of the Group for the year ended 31st March, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Group is insignificant.

The following is a summary of significant accounting policies related to revenue recognition;

### **Completed inventory property**

The sale of completed property constitutes a single performance obligation and that is satisfied at the point in time when control transfers.

### **Inventory property under development**

Contracts relating to the sale of property under development is considered as a single performance obligation because it provides a significant service of integrating the goods and services (the inputs) into the completed property (the combined output) which the customer has contracted to buy

Revenue from Contracts with customers relating to property under development is recognised over time as it has concluded that, at all times, it has an enforceable right to payment for performance completed to date and it has no alternative use for the said asset . Therefore, control transfers over time for these contracts

For contracts that meet the over time revenue recognition criteria, performance is measured using an input method, by reference to the costs incurred to the satisfaction of a performance obligation (e.g., resources consumed, labour hours expended, costs incurred, time elapsed) relative to the total expected inputs to the completion of the property

Revenue from contract with customers is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those services. Revenue from the sale of services is recognised at the point in time when control is transferred to the customer.

Group collects and spends money towards maintenance of the completed projects where society is yet to be formed or where the affairs of the maintenance of building constructed by them has not been handed over to the society. Revenue is recognized at a point in time when the bill is raised to the customer for collection of maintenance charges.

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

Interest income on financial assets as subsequently measured at amortized cost is recognised on a time-proportion basis using the EIR method.

Use of significant judgements in revenue recognition

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income.

### **13 Borrowing costs**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings with reference to the effective interest rate applicable to the respective borrowings.

Borrowing cost pertaining to development of long term projects are transferred to Construction work in progress , as part of the cost of the projects upto the time all the activities necessary to prepare these projects for its intended use or sale are complete.

All other borrowing costs are recognised as expense in the period in which they are incurred

### **14 Employee Benefits**

#### **Short-term Employees Benefits**

All short term employees benefits such as salaries, wages, allowances, performance incentive, employee welfare costs, exgratia are recognised during the period in which the employee render services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

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### Post-employment benefits

The Group provides the following post-employment benefits:

- i) Defined benefit plans such as gratuity and
- ii) Defined Contribution plans such as provident fund.

### Defined benefits plans

The cost of providing defined benefit plans such as gratuity is determined on the basis of present value of defined benefits obligation which is computed using the projected unit credit method with independent actuarial valuation made at the end of each annual reporting period, which recognizes each period of service as given rise to additional unit of employees benefit entitlement and measuring each unit separately to build up the final obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss except those included in cost of assets as permitted.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

### Defined Contribution Plans

Contributions to the Provident Fund are made at a pre-determined rate and charged to the statement of Profit and Loss.

## 15 Income Taxes

Income tax expense represents the sum of tax currently payable and deferred tax. Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

### Current tax

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current year is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternate Tax(MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

#### **16 Statement of Cash Flows and Cash and Cash Equivalents**

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

#### **17 Current versus non-current classification**

The Group presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

b) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

c) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

d) The normal operating cycle in respect of operation relating to under construction real estate project depends on signing of agreement , size of the project, phasing of the project , type of development, project complexities, approvals needed And realisation of project into cash And cash equivalents and range from 3 to 5 years. Accordingly project related assets And liabilities have been classified into current And non-current based on operating cycle of respective projects.

#### **18 Earnings per Share:**

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

#### **E Recent accounting pronouncements**

The Ministry of Corporate Affairs (MCA) on 30th March, 2019 through companies (Indian Accounting Standards) Amendment Rules , 2019 has notified the following new IND AS and amendments to IND AS which are applicable on 1st April 2019.

##### **i) Issue of IND AS 116 – Leases**

IND AS 116 Leases will replace the existing lease standard, IND AS 17 and related interpretations

The standard sets out the principles for the recognition, measurement ,presentation and disclosure of leases for both the parties to a contract i.e., the lessee and the lessor. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months unless the underlying asset is of low value.

Currently operating lease expenses are charged to statement of profit and loss account. As regards accounting requirements of lessor are concerned IND AS 116, Substantially carries forward the requirements in IND AS 17. In accordance with the standard the Group will elect not to apply the requirements of IND AS 116 to short term leases for which the underlying asset is of low value

The Group is currently evaluating the effect of adoption as on the transition date.

**ii) Amendments to existing issued Ind AS**

The MCA as also carried out amendments to the following accounting standards :-

**Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:**

The amendment needs to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The Group is proposing to use retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting equity on initial application without adjusting comparatives.

The Group will adopt the standard on 1st April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application, i.e., 1st April, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements

**Amendment to Ind AS 12 – Income Taxes**

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Group is currently evaluating the effect of this amendment on the standalone financial statements

**Amendment to Ind AS 19 – plan amendment, curtailment or settlement:**

The amendments require an entity to use updated assumptions to determine current service and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The Group does not have any impact on account of this amendment.

**Amendment to Ind AS 23 – Consideration of outstanding specific borrowing in capitalisation rate**

The amendments clarify that an entity shall exclude from the calculation of capitalisation rate borrowing costs applicable to borrowings made specifically for the purpose of obtaining a qualifying asset until substantially all the activities necessary to prepare that asset for its intended use or sale are complete. The Group is in the process of evaluating the impact of this amendments on the separate and consolidated financial statements

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## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

NOTE 2 (a). PROPERTY, PLANT AND EQUIPMENT					NOTE 2 (b) INTANGIBLES	
Particulars	Furniture and fixtures	Office equipment	Computers	Total	Computer Software	Total
<b>Gross Block</b>						
At cost as at 31 March 2017	2,048,755	913,205	185,543	3,147,503	643,577	643,577
Additions		217,472	833,862	1,051,334	-	-
Disposals				-	-	-
At cost as at 31 March 2018	2,048,755	1,130,677	1,019,405	4,198,837	643,577	643,577
Additions			49,980	49,980	-	-
Disposals				-	-	-
At cost as at 31 March 2019	2,048,755	1,130,677	1,069,385	4,248,817	643,577	643,577
<b>Depreciation Block</b>						
<b>Accumulated depreciation / amortisation as at 31 March 2017</b>						
	296,055	250,177	104,847	651,079	210,291	210,291
Depreciation / Amortisation for the year	296,055	278,676	427,300	1,002,031	191,856	191,856
Disposals				-	-	-
(Reversal of Impairment)				-	-	-
<b>Accumulated depreciation / Amortisation as at the 31 March 2018</b>						
	592,110	528,853	532,147	1,653,110	402,147	402,147
Depreciation / Amortisation for the year	296,055	258,830	469,969	1,024,854	183,390	183,390
Disposals				-	-	-
<b>Accumulated depreciation / Amortisation as at the 31 March 2019</b>						
	888,165	787,683	1,002,116	2,677,964	585,537	585,537
<b>Net Block</b>						
As at 31 March 2017	1,752,700	663,028	80,696	2,496,424	433,286	433,286
As at 31 March 2018	1,456,645	601,824	487,258	2,545,727	241,430	241,430
As at 31 March 2019	1,160,590	342,994	67,269	1,570,853	58,040	58,040

The Group used carrying amount of PPE as on transition date (i.e. 01.04.2016) as deemed cost for an item of Property, Plant and Equipment & Intangible Assets. The disclosure with respect to value of gross block, accumulated depreciation and net block of PPE accounted as deemed cost existing at the end of current financial year are as under:

Particulars	Gross Block	Accumulated Depreciation	Net Block
Furniture and fixtures	2,922,057	2,314,366	607,691
Office equipment	870,115	870,115	-
Computers	1,797,288	1,607,975	189,313
	5,589,460	4,792,456	797,004
Software	1,063,046	1,063,046	-

**NOTE 3**  
**FINANCIAL INVESTMENTS**

Particulars	Amount in Rupees	
	As at 31 March 2019	As at 31 March 2018
<b>Non-Current Investments</b>		
<b>Non Trade Unquoted - In Venture Capital Fund: (at fair value through Profit or Loss )</b>	11,802,340	14,524,350
(ii) Kotak -India Growth Fund		
<b>Aggregate Amount of Unquoted Investments</b>	<b>11,802,340</b>	<b>14,524,350</b>
<b>Grand Total</b>	<b>11,802,340</b>	<b>14,524,350</b>
<b>Current Investments</b>		
<b>Fully paid up - Unquoted - Non Trade</b>		
<b>Unquoted - In Mutual Fund Units: (at fair value through Profit or Loss )</b>	15,919,414	14,299,694
<b>Aggregate Amount of Unquoted Investments</b>	<b>15,919,414</b>	<b>14,299,694</b>
<b>Grand Total</b>	<b>15,919,414</b>	<b>14,299,694</b>

<b>NOTE 4</b>				
<b>OTHER FINANCIAL ASSETS</b>				
(In Rupees)				
Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Bank deposits with more than 12 months maturity	122,364,573	80,500,000	-	-
Others;				
Security Deposits	-	-	2,725,000	2,725,000
Interest Accrued on Loans and Deposits	-	-	4,582,250	3,062,612
<b>Total</b>	<b>122,364,573</b>	<b>80,500,000</b>	<b>7,307,250</b>	<b>5,787,612</b>
<b>NOTE 5</b>				
<b>DEFERRED TAX ASSETS/( LIABILITIES) - (NET)</b>				
(In Rupees)				
Particulars			As at	As at
			31 March 2019	31 March 2018
Deferred Tax Liabilities (Net);				
- Arising on account of difference in carrying amount and tax base of PPE and Intangibles			(397,403)	(441,895)
- Net gain on remeasurements of defined benefit plans			(55,530)	(24,944)
	A		<u>(452,933)</u>	<u>(466,839)</u>
Deferred Tax Asset:				
- Accrued Expenses allowable on Actual Payments			1,175,390	989,572
- Unrealised (gain)/loss on FVTPL debt Mutual Funds			455,430	116,358
	B		<u>1,630,820</u>	<u>1,105,930</u>
Deferred Tax Assets/( Liabilities) - (Net)	A+B		<u>1,177,887</u>	<u>639,091</u>
MAT Credit				436,526
<b>Total</b>			<b>1,177,887</b>	<b>1,075,617</b>
<b>NOTE 6</b>				
<b>OTHER ASSETS</b>				
(In Rupees)				
Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Capital Advances	700,000	-	-	-
Advances other than capital advances;				
Security Deposits	300,000	300,000	2,720,345	1,235,426
<b>Sub Total</b>	<b>1,000,000</b>	<b>300,000</b>	<b>2,720,345</b>	<b>1,235,426</b>
Contract Assets			253,358,309	154,684,452
Others				
Balance with statutory authorities	-	-	947,196	12,327,482
Advances recoverable in cash or kind	-	-	33,504,842	33,267,619
Prepaid Expenses	-	-	2,109,238	4,523,291
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>289,919,585</b>	<b>204,802,844</b>
<b>Total</b>	<b>1,000,000</b>	<b>300,000</b>	<b>292,639,930</b>	<b>206,038,270</b>
<b>NOTE 7</b>				
<b>INVENTORIES</b>				
(In Rupees)				
Particulars			As at	As at
			31 March 2019	31 March 2018
Work-in-progress			544,186,298	685,195,186
Finished Units			271,985,981	-
Stock in Trade			10,013,760	10,013,760
<b>Total</b>			<b>826,186,039</b>	<b>695,208,946</b>



## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

<b>NOTE 8</b>		
<b>TRADE RECEIVABLES</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Trade receivables		
Unsecured, considered good	25,442,051	22,998,115
<b>Total</b>	<b>25,442,051</b>	<b>22,998,115</b>
NOTE: The Group has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.		
<b>NOTE 9</b>		
<b>CASH AND CASH EQUIVALENTS( AS PER CASH FLOW STATEMENT)</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Balances with Banks (of the nature of cash and cash equivalents)	10,964,920	18,797,182
Cash on hand	1,190,269	1,446,473
<b>Total</b>	<b>12,155,189</b>	<b>20,243,655</b>
<b>NOTE 10</b>		
<b>BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Deposits with original maturity of more than 3 months but less than 12 months	7,125,850	47,063,527
Others:		
Unclaimed Dividend Account	30,245	24,041
<b>Total</b>	<b>7,156,095</b>	<b>47,087,568</b>
<b>NOTE 11</b>		
<b>LOANS (UNSECURED, CONSIDERED GOOD)</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Loans to		
Employees	182,300	84,000
Others	16,700,000	15,600,000
<b>Total</b>	<b>16,882,300</b>	<b>15,684,000</b>
<b>NOTE 12</b>		
<b>BORROWINGS</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
<b>NON CURRENT</b>		
<u>Secured</u>		
Term loans;		
- from Others	226,193,224	237,899,070
<u>Unsecured</u>		
70,00,000 9% Cumulative Redeemable Preference Shares of Rs.10/- each	70,000,000	70,000,000
<b>Sub - Total</b>	<b>296,193,224</b>	<b>307,899,070</b>
<b>CURRENT</b>		
<u>Secured</u>		
Loans repayable on demand		
- from a Bank	107,504,921	107,044,834

## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

<u>Unsecured</u>		
-from related parties	230,914,468	230,214,468
-from others	111,655,160	111,655,160
Interest accrued on above	176,748,659	157,448,547
<b>Sub - Total</b>	<b>626,823,208</b>	<b>606,363,009</b>
<b>Total</b>	<b>923,016,432</b>	<b>914,262,079</b>

Nature of Borrowings	Interest Rate & Terms Of Repayment
<b>Term Loan from Capri Global Capital Limited is secured by ;</b>	
a. First and exclusive charge by way of Registered Mortgage over the Development rights, title, interests of the Developer/ Borrower and all the present and future structures there upon to the extent of the Developer/Borrower's share.	Repayable in 24 Monthly Instalments starting after moratorium of 24 months, from the date of first disbursement. The Term Loan tenor is 48 months from the date of first disbursement including principal Moratorium of 24 months. Interest is 16.25% (P.Y. - 16.25%) compounded on a monthly basis.
b. First & Exclusive charge by the way of registered hypothecation over all the present and future cash flows of the project including receivables from sold area, recoverable from the bank guarantee in respect of the project.	
c. The said loan is further secured by assignment of insurance policies of the adequate value for the project in favour of the Lender.	
<b>Term Loan from India Infoline Housing Finance Limited is secured by ;</b>	
First and exclusive charge by way of Registered Mortgage over Property situated at Office No. 401,402 and 501, X Cube Premised CHSL. Plot No. C-16, New Link Road, Andheri West, Andheri, Mumbai - 400053 owned by the Directors of the Company	Repayable in 180 Equated Monthly Instalments. Interest is 11.00% (P.Y. - Nil)
<b>9% Cumulative Redeemable Preference Shares</b>	
The voting rights of the persons holding the said shares shall be in accordance with section 47 of the Companies Act, 2013.	
<b>Loans repayable on demand</b>	
Working capital loan from Indian Overseas Bank is secured against the lien over term deposit and further Personal Guarantee	
Unsecured loans from related parties and others carries interest rate of 12% (Previous year 12%)	

### NOTE 13

#### PROVISIONS

(In Rupees)

Particulars	Non-Current		Current	
	As at	As at	As at	As at
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Provision for employee benefits	3,724,991	3,218,502	300,387	282,554
<b>Total</b>	<b>3,724,991</b>	<b>3,218,502</b>	<b>300,387</b>	<b>282,554</b>

### NOTE 14

#### TRADE PAYABLES

(In Rupees)

Particulars	As at	As at
	31 March 2019	31 March 2018
Outstanding due of Micro and Small Enterprises (Refer Note 25(e))	2,590,740	1,198,000
Outstanding due of Creditors other than Micro and Small Enterprises	67,705,908	51,944,744
<b>Total</b>	<b>70,296,648</b>	<b>53,142,744</b>



## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

<b>NOTE 15</b>		
<b>OTHER CURRENT FINANCIAL LIABILITIES</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Current maturities of long-term debt	168,146,753	41,151,022
Unclaimed dividends	30,245	24,041
<b>Total</b>	<b>168,176,998</b>	<b>41,175,063</b>
<b>NOTE 16</b>		
<b>OTHER CURRENT LIABILITIES</b>		
(In Rupees)		
Particulars	As at 31 March 2019	As at 31 March 2018
Contract Liabilities (Revenue received in advance)	12,160,093	-
Others;		
Security Deposit	7,787,600	25,000
Retention Money	719,470	476,830
Statutory Dues	3,222,065	4,594,495
Liabilities for expenses	627,773	843,668
Employee benefits Payable	1,938,803	1,224,662
Others	24,175,458	2,663,198
<b>Total</b>	<b>50,631,262</b>	<b>9,827,853</b>
<b>NOTE 17</b>		
<b>REVENUE FROM CONTRACTS WITH CUSTOMERS</b>		
(In Rupees)		
Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Income from Property Development	387,896,793	281,047,304
Sale Of Services; and	-	3,800,000
Other Operating Revenues:		
Miscellaneous	8,375,079	10,946,344
<b>Total</b>	<b>396,271,872</b>	<b>295,793,648</b>
Reconciliation of revenue recognised with the contracted price is as follows:		
Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Gross Sales (Contracted Price)	403,849,298	281,047,304
Reductions towards variable consideration	(15,952,505)	-
<b>Revenue recognised</b>	<b>387,896,793</b>	<b>281,047,304</b>
<b>NOTE 18</b>		
<b>OTHER INCOME</b>		
(In Rupees)		
Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Interest Income	11,091,545	13,017,193
Dividend Income	315,398	1,251,933
Net gain on sale of Investments classified as FVTPL	1,849,764	3,839,879
Other Non-Operating Income;		
Miscellaneous Income	141,513	437,116
<b>Total</b>	<b>13,398,220</b>	<b>18,546,120</b>

**NOTE 19**

**COST OF DEVELOPMENT AND CONSTRUCTION**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Cost of Development Rights / Land acquisition	59,302,912	35,090,613
Construction and Direct Cost	258,624,353	221,411,680
Administration and General Expenses	20,774,711	22,078,171
Interior Cost	-	-
Borrowing Costs	101,411,106	83,410,904
<b>Total</b>	<b>440,113,082</b>	<b>361,991,367</b>

**NOTE 20**

**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Closing Stock:		
Finished Goods	271,985,981	-
Work-in-Progress	544,186,298	685,195,186
Stock-in-Trade	10,013,760	10,013,760
	<u>826,186,039</u>	<u>695,208,946</u>
Less: Opening Stock:		
Finished Goods	-	-
Work-in-Progress	685,195,186	562,855,943
Stock-in-Trade	10,013,760	10,013,760
	<u>695,208,946</u>	<u>572,869,703</u>
<b>Total</b>	<b>(130,977,093)</b>	<b>(122,339,243)</b>

**NOTE 21**

**EMPLOYEE BENEFIT EXPENSES**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Salaries and Wages	8,988,668	8,702,783
Contribution to provident, gratuity and other funds	820,791	1,343,741
Staff welfare expenses	373,670	311,923
<b>Total</b>	<b>10,183,129</b>	<b>10,358,447</b>

**NOTE 22**

**FINANCE COSTS**

(In Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Interest on Loans and Deposits	40,039,017	78,751,841
Interest on Working Capital Facilities	20,077,393	10,200,048
Dividend to Preference Shareholders*	7,595,280	7,582,532
Other Borrowing Costs:		
Others	-	205,600
	<u>67,711,690</u>	<u>96,740,021</u>
Less: Amounts capitalised to the cost of qualifying assets	(50,549,393)	(78,751,841)
<b>Total</b>	<b>17,162,297</b>	<b>17,988,180</b>

\* The Holding Company has accounted for dividend on cumulative preference shares recognised as a financial liability as per Ind AS 109.



## RODIUM REALTY LIMITED

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

### NOTE 23

#### OTHER EXPENSES

(Rupees)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Power and Fuel	1,070,700	910,748
Legal & Professional Charges	3,134,710	5,374,066
Rent	4,800,000	9,800,208
Rates and Taxes	126,000	479,195
Insurance	3,457,529	3,967,799
Printing and Stationery	529,502	509,528
Repairs and Renewals:		
Buildings	8,329,276	5,599,353
Other Assets	145,856	832,537
Travelling and Conveyance	515,653	668,941
Communication Expenses	167,986	178,879
Auditors' Remuneration:		
As Auditors:		
Audit fee	211,800	211,800
Tax Audit fee	75,000	75,000
Other Services	125,000	125,000
	<b>411,800</b>	<b>411,800</b>
Sales Promotion Expenses	-	427,593
Net loss on fair value changes on financial assets classified as FVTPL	1,637,061	422,314
Director's Fees	320,000	300,000
Bad Debts written-off		
Donation	1,193,500	222,500
Commission	8,604,449	6,396,908
Bank Charges	64,630	36,978
Interest paid on Statutory Dues	1,095,047	521,911
Investment written off	289,000	-
Miscellaneous Expenses	2,030,483	1,405,975
	<b>Total</b>	<b>37,923,182</b>
		<b>38,467,232</b>

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**RODIUM REALTY LIMITED**  
**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**

**NOTE 24**

**A. CAPITAL MANAGEMENT**

For the purpose of Group's Capital Management, capital includes Issued Equity Capital, and retained earnings attributable to the Equity Holders of the Company. The primary objective of the Group's Capital Management is to maximise the Share Holder Value.

The Group manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Group monitors capital using a ratio of 'Net Debt' to 'Equity'. For this purpose, net debt is defined as total borrowings less Cash & Bank Balances and Other Current Investments.

The Group's net debt to equity ratios are as follows:

Particulars	(In Rupees)	
	31st March 2019	31st March 2018
Interest bearing Loans and Borrowings	456,744,698	339,791,659
Less: Cash and Short Term Deposits	19,311,284	67,331,222
Net Debt	476,055,981	407,122,882
Equity	34,449,750	34,449,750
Other Equity	92,480,358	73,759,247
Total Capital	126,930,108	108,208,997
Capital and Net Debt	602,986,089	515,331,878
Net Debt to Equity Ratio	78.95%	79.00%

**B. FINANCIAL RISK MANAGEMENT**

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Group. The principal financial assets include trade and other receivables, investments in mutual funds and cash and short term deposits.

The Group has assessed market risk, credit risk and liquidity risk to its financial liabilities.

**i) Market Risk**

Market Risk is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans & borrowings, investments and other receivables, payables and borrowings.

**Interest Rate Risks**

Interest rate risk can be either fair value interest rate or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rate. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The Group's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Fixed-rate Instruments	(In Rupees)	
	31st March 2019	31st March 2018
Borrowings	906,819,246	788,706,121

**Fair value sensitivity analysis for fixed-rate instruments**

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Commodity Price Risk**

The Group's activities are exposed to steel and cement price risks and therefore its overall risk management program focuses on the volatile nature of the steel and cement market, thus seeking to minimize potential adverse effects on the group's financial performance on account of such volatility.

The Board reviews risk management policies.

**Foreign Currency Risks**

Currency risk is not material, as the Group's primary business activities are within India and does not have significant exposure in foreign currency.

**ii) Credit Risk**

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure.

**Trade and other receivables**

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However credit risk with regards to trade receivable is almost negligible in case of its residential sale business as the same is done to the fact that in case of its residential sell business it does not handover possession till entire outstanding is received.

The ageing of trade receivables is as follows:

**NOTE 24**

**A. CAPITAL MANAGEMENT**

(In Rupees)

Particulars	31st March 2019	31st March 2018
More than 6 months	21,453,796	21,582,682
Others	3,988,255	1,415,433
	<u>25,442,051</u>	<u>22,998,115</u>

The amounts reflected in the table above are not impaired as on the reporting date.

**Investments in Debt Securities, Limited Liability Partnerships, Loans to Related Parties and Project Deposits**

The Group has investments in mutual funds, limited liability partnership firms, loans to related parties and project deposits. The settlement of such instruments is linked to the completion of the respective underlying projects. Such Financial Assets are not impaired as on the reporting date.

**Cash and Bank balances**

The Group holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.

**iii) Liquidity Risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Management monitors rolling forecasts of the Group's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The Group has access to funds from debt markets through bank loan, commercial papers, fixed deposits from public and other debt instruments. The Group invests its surplus funds in bank fixed deposit and debt based mutual funds.

**NOTE 24**

**A. CAPITAL MANAGEMENT**

(Contd.)

**Exposure to Liquidity Risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(In Rupees)

March 31, 2019	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
<b>Financial Liabilities</b>						
<u>Non Current</u>						
Borrowings	456,744,698	456,744,698	160,551,473	104,603,147	48,464,440	143,125,637
<u>Current</u>						
Borrowings	626,823,208	626,823,208	626,823,208			
Trade Payables	70,296,648	70,296,648	70,296,648			
Other Current Financial Liabilities	168,176,998	168,176,998	168,176,998			

(In Rupees)

March 31, 2018	Carrying Amount	Contractual cash flows				
		Total	Within 12 months	1-2 years	2-5 years	More than 5 years
<b>Financial Liabilities</b>						
<u>Non Current</u>						
Borrowings	339,791,659	339,791,659	31,892,589	157,500,000	80,399,070	70,000,000
<u>Current</u>						
Borrowings	606,363,009	606,363,009	606,363,009	-	-	-
Trade Payables	53,142,744	53,142,744	53,142,744	-	-	-
Other Current Financial Liabilities	41,175,063	41,175,063	41,175,063	-	-	-

**RODIUM REALTY LIMITED**  
**CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019**



**NOTE 25**

**ADDITION INFORMATION/EXPLANATIONS**

- a) The Notes to these consolidated financial statements are disclosed to the extent necessary for presenting a true and fair view of the consolidated financial statements, as clarified vide Circular No.39/2014 dated 14th October,2014.
- b) Consolidated Employee benefit disclosures are not materially different from the employee benefit disclosures of the standalone financial statements of the Company.

**c) Earnings Per Share**

Particulars		For the year ended 31-	
		March-2019	March-2018
Profit after taxation	Rs. Lakhs	21,704,375	2,659,707
Number of equity shares (Face Value Rs.10/-)	Nos.	3,247,900	3,247,900
Earnings per share	Rs.	6.68	0.82

**d) Disclosures under Ind AS 108 - "Operating Segment"**

(i) Entity wide disclosure required by Ind AS 108 are as detailed below:

(In Rupees)

	Year ended	Year ended
	31.03.2019	31.03.2018

Real Estate Development & Services	387,896,793	281,047,304
Others	8,375,079	14,746,344
	396,271,872	295,793,648
(ii) Revenue from External Customers:		
India	396,271,872	295,793,648
Outside India	-	-
	396,271,872	295,793,648
(iii) Non-current assets (other than deferred tax assets and financial instruments)		
India	124,993,466	83,587,157
Outside India	-	-
	124,993,466	83,587,157

(iv) There are no transactions with single external customer which amounts to 10% or more of the Company's revenue.

Note:-

(i) The Group is engaged inter alia in the "Real Estate Development and Services". These in the context of Ind AS 108 "Operating Segment" are considered to constitute one single primary segment. The Group does not have any operations outside India. Hence disclosure as envisaged in the Accounting Standard is not required. Non-reportable segments have not been disclosed as unallocated reconciling item in view of their materiality. In view of the above, primary and secondary reporting disclosures for business/geographical segment are not applicable.

(ii) The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under IND AS 115 "Revenue from contracts with customers". Hence no separate disclosure of disaggregate revenues are reported.

**e) Disclosures under The Micro, Small and Medium Enterprises Development Act, 2006 ["MSMED"]:**

The details of liabilities to Micro and Small Enterprises, to the extent information available with the Company are given under. This has been relied upon by the auditors

	31-Mar-19	31-Mar-18
	(In Rupees)	
(i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year	2,590,740	1,198,000

Note: Other information/ disclosures relating to payments made beyond appointed date, interest accrued & paid and cumulative interest are not applicable, being NIL.

**NOTE 25**

**ADDITION INFORMATION/EXPLANATIONS**

**f) Related party disclosures (As per Ind AS 24: Related Party Disclosures) :**

(a) Names of related parties and nature of relationship where control exists are as under:

(b) Names of other related parties and nature of relationship:

Key Management Personnel:

Mr. Deepak Chheda - Chairman and Managing Director  
 Mr. Harish Nisar - Whole-Time Director  
 Mr. Rohit Dedhia - Whole-Time Director  
 Mr. Shailesh Shah - Whole-Time Director  
 Mr. Mehul Nisar - Chief Financial Officer upto 13.11.2018  
 Mr. Rohan Chheda - Chief Financial Office w.e.f 14.11.2018  
 Ms. Tulsi Rajput - Company Secretary

**RODIUM REALTY LIMITED**  
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

Relatives of Key Management Personnel:	Ms. Grima Dedhia (Daughter of Mr. Rohit Dedhia) Mr. Prerak Dedhia (Son of Mr. Rohit Dedhia) Mrs. Krupa Chheda (Wife of Mr. Deepak Chheda) Mr. Keshavji Dedhia (Father of Mr. Rohit Dedhia) Mrs. Jaywanti Dedhia (Mother of Mr. Rohit Dedhia) Mr. Dinesh Shah (Brother of Mr. Shailesh Shah) Mr. Dinesh D Shah HUF (Huf of Brother of Mr. Shailesh Shah) Mr. Shailesh Damji Shah HUF (Huf of Mr. Shailesh Shah) Mr. Mehul Nisar (Son of Harish Nisar)
Companies/Firms in which Directors and relatives of Directors are interested:	M/s. RDH Infraspaces (Formerly known as Rodium Realty & Construction) M/s. C N A Architects M/s. Sigma Fiscals Pvt Ltd Uniwood Systems Uniwood Systems LLP

(c) Transactions with related parties (excluding reimbursements)

Particulars	Transactions		Outstanding (Payable)/Receivable	
			(In Rupees)	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>i) Key Management Personnel:</b>				
Remuneration				
Directors	9,840,000	9,840,000		
Chief Financial Officer	2,662,500	900,000		
Company Secretary	526,458	514,234		
Interest paid				
Directors	17,862,940	17,845,415	74,104,560	67,456,720
Chief Financial Officer	800,000	-	5,110,569	5,281,765
Expenses on Rent, Fees and Charges.				
Directors	2,400,000	5,100,108	799,200	148,579,767
Chief Financial Officer	480,000	1,020,579	-	-
Loan Taken /(Returned) (Net)				
Directors	-700,000	281,574		
<b>ii) Relatives of Key Management Personnel:</b>				
Remuneration	337,500	1,716,430	-	-
Service Purchased	1,320,000	1,320,000	-	-
Advance received towards sale of shop	-	22,020,000		5,932,220
Deposit received	1,322,627			
Sale of Shop	66,650,000		30,556,904	
Expenses on Rent, Fees and Charges.	480,000	1,020,579	108,000	48,258,376
Interest paid	5,791,005	5,791,781	35,221,075	30,009,170
Loan Taken /(Returned) (Net)	-	86,442		
<b>iii) Companies in which Directors are interested:</b>				
Service Purchased	31,338,355	5,247,013		
Advance received towards sale of shop	-	15,196,380	(9,999,374)	-9,999,374
Deposit received	862,316			
Sale of Shop	48,037,884			
Expenses on Rent, Fees and Charges.	1,440,000	13,109,806	33,648,971	33,648,971
Interest paid	4,005,159	4,005,159	21,883,314	21,883,314
<b>d) Terms and conditions of transactions with related parties:</b>				
The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: Rs. Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.				

**RODIUM REALTY LIMITED**  
CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

**NOTE 25**

**g) Commitment**

- (i) Estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for - Rs. 7,00,000/- (Previous Year Rs. Nil)  
(ii) Uncalled amount of Rs. 4,500 /- each (Previous Year: Rs 4,500 ) on 250 units of Kotak India Growth Fund - Rs.11,25,000 (Previous year Rs.11,25,000)

**h) Contingent Liabilities not provided for:**

Disputed VAT demands Rs. 64,23,339/- (Previous Year Rs. 64,23,339/-)

**i) Additional information on Net Assets and Share of Profit as at 31st March, 2019**

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs.)	As % of net Profit	Amount (Rs.)
Parent - Rodium Realty Limited	91.21%	128,262,761	101.92%	22,104,707
Parent Subsidiaries				
Indian				
Rodium Housing Private Ltd	-0.95%	(1,331,432)	-1.84%	(398,399)
81 Estates LLP	7.57%	10,640,726	0.00%	-
Contour Developers LLP	1.37%	1,919,641	-0.25%	(53,599)
Readystage LLP	0.80%	1,127,161	-0.21%	(44,550)
Minority Interest				
Indian Subsidiaries		2,850,321		(15,391)

- j) During the year 2014-15, the Holding Company had entered into a Memorandum of Understanding (MOU) with one of the vendors for Purchase of Transfer of Development Rights (TDR) to be used in the Holding Company's upcoming projects. The Holding Company had paid Rs. 2.28 Crores to the said vendor as advance as per the MOU. The party was unable to fulfill its commitment as envisaged in the MOU even after repeated reminders by the Holding Company. The Holding Company has initiated the legal process for recovering the advance paid due to the breach of contract and fraud conducted on the Holding Company. Pending outcome of the legal process, the amount paid has been reflected under Loans**

**For M.M.Nissim & Co**  
Chartered Accountants  
Firm Reg.No.107122W

—sd—  
**N.Kashinath**  
Partner  
Mem.No.036490  
Mumbai, Dated 29th May, 2019

—sd—  
**Deepak Chheda**  
Managing Director  
DIN:00419447

—sd—  
**Tulsi Rajput**  
Company Secretary  
M. No. A42122

—sd—  
**Rohit Dedhia**  
Whole-Time Director  
DIN:02716686

—sd—  
**Rohan Chheda**  
Chief Financial Officer

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## RODIUM REALTY LIMITED

(CIN: L85110MH1993PLC206012)

Regd. Office: Plot No.636, 501, X'Cube, Off New Link Road, Andheri (West), Mumbai – 400053

• Tel: 022- 4231 0800 • Fax no: 022 4231 0855 •Email id: [info@rodium.net](mailto:info@rodium.net) • Website: [www.rodium.net](http://www.rodium.net)



Rodium Realty Ltd.  
Perspective To Perfection®

### ATTENDANCE SLIP

[YOU ARE REQUESTED TO FILL THE SLIP, SIGN AND HANDOVER AT THE ENTRANCE OF THE MEETING HALL  
JOINT MEMBERS MAY OBTAIN ADDITIONAL SLIP ON REQUEST AT THE VENUE OF THE MEETING]

Regd. Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Client Id\* \_\_\_\_\_

DP Id\* \_\_\_\_\_

I hereby record my attendance at the Friday, 27<sup>th</sup> September, 2019, at 9.00 a.m. at Royalista Baquet Hall, G-3/103 Morya Landmark No 01. Off., Link Rd, Andheri (West), Mumbai, Maharashtra 400053.

(\*Applicable for members holding shares in electronic form)

NAME OF THE MEMBER/PROXY (IN BLOCK LETTERS) \_\_\_\_\_

SIGNATURE OF THE MEMBER/PROXY \_\_\_\_\_

**Note: Please read the instructions given in the Notes of the Notice of the Annual General Meeting for e-voting. The e-voting period starts on Tuesday, September 24, 2019 at 9.00 a.m. and ends on Thursday, September 26, 2019 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.**



**RODIUM REALTY LIMITED**

(CIN: L85110MH1993PLC206012)


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**Regd. Office:** Plot No.636, 501, X'Cube, Off New Link Road, Andheri (West), Mumbai – 400053

**Tel:** 022- 4231 0800 • **Fax no:** 022 4231 0855 • **Email id:** [info@rodium.net](mailto:info@rodium.net) • **Website:** [www.rodium.net](http://www.rodium.net)
**PROXY FORM- MGT-11**

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

Name of the Member:			
Registered address:			
Email Id:		Regd. Folio No./Client ID*	
No. of Shares held		DP ID	

(\*Applicable for members holding shares in electronic form)

 I/We \_\_\_\_\_ being a Member  
 of RODIUM REALTY LIMITED, hereby appoint

a) Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

OR failing him/her

b) Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email id: \_\_\_\_\_ Signature: \_\_\_\_\_

 as my/our Proxy to vote (on a poll) for me/us and on my/our behalf, at the Twenty-Sixty (26<sup>th</sup>) Annual General Meeting of the Company to be held on Friday, 27<sup>th</sup> September, 2019, at 9.00 a.m. at Royalista Baquet Hall, G-3/103 Morya Landmark No 01. Off., Link Rd, Andheri (West), Mumbai, Maharashtra 400053 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resoluti on Nos.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.		
2.	To declare dividend on Preference shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e., Re. 0.90/- per preference share.		

3.	To declare dividend on equity shares for the Financial Year ended March 31, 2019 at the rate of 10% i.e., Re. 1/- per equity share.		
4.	To consider appointment of a Director in place of Mr. Harish Nisar (DIN 02716666), who retires by rotation and, being eligible, offers himself for reappointment.		

\*signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Re.1/  
Revenue  
Stamp

Name of the Member:	Signature of the Member:
Name of the proxy:	Signature of the Proxy:

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of 26<sup>th</sup> Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate

**RODIUM REALTY LIMITED**

(CIN: L85110MH1993PLC206012)

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• Tel: 022- 4231 0800 • Fax no: 022 4231 0855 •Email id: [info@rodium.net](mailto:info@rodium.net) • Website: [www.rodium.net](http://www.rodium.net)Rodium Realty Ltd.  
Perspective To Perfection®**BALLOT PAPER (in lieu of e-voting)**

Name of the Member:			
Registered address:			
Email Id:		Regd. Folio No./Client ID*	
No. of Shares held		DP ID	

(\*Applicable for members holding shares in electronic form)

Resolution Nos.	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Directors and Auditors thereon.		
2.	To declare dividend on Preference shares for the Financial Year ended March 31, 2019, at the rate of 9% i.e., Re. 0.90/- per preference share.		
3.	To declare dividend on equity shares for the Financial Year ended March 31, 2019 at the rate of 10% i.e., Re. 1/- per equity share.		
4.	To consider appointment of a Director in place of Mr. Harish Nisar (DIN 02716666), who retires by rotation and, being eligible, offers himself for reappointment.		

I/We hereby exercise my vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as stated in the Notice convening the Twenty Sixth (26<sup>th</sup>) Annual General Meeting by conveying my assent or dissent to the said resolution(s) by placing the tick mark (✓) at the appropriate box below.

\*signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix Re.1/  
Revenue  
Stamp

Name of the Member:	Signature of the Member:
Name of the proxy:	Signature of the Proxy:

**NOTE:**

1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company will not be responsible if the envelope containing the ballot form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the scrutinizer on the validity of the forms will be final.
4. A shareholder can opt for only one mode of voting i.e., either through e-voting or by Ballot. If a shareholder casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
5. To avoid fraudulent transactions, the identity/signature of the shareholders holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of shareholders holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e., Cameo Corporate Services Limited). Shareholders are requested to keep the same updated.
6. There will be only one ballot form for every Folio/DP ID Client ID irrespective of the number of joint holders. In case of joint holders, the ballot form should be signed by the first named shareholder and in his/her absence by the next named shareholder. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such ballot form from other joint holders.
7. Where the ballot form has been signed by an authorized representative of the body corporate/trust/ society, etc. a certified copy of the relevant board resolution/ authorization to vote should accompany the ballot form.

## MAP TO THE AGM VENUE

### Royalista Banquet & Lounge

 G-3/103 Morya Landmark No 01, off, New Link Rd, Yeers Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053





**Rodium Realty Ltd.**

**Perspective To Perfection®**

401/402/501, Xcube, Plot # 636, Opp. to Fun Republic Theater, Off Link Road, Andheri West, Mumbai - 400 053. Maharashtra, India.  
Te.: +9122 42310800 Fax.: +912242310855 Email: info@rodium.net Website: www.rodium.net CIN: L85110MH1993PLC206012