

CIN: U45200GJ2015PTC082484

ESSEM INFRA PRIVATE LIMITED
(Subsidiary of Ganesh Housing Corporation Limited)

5TH ANNUAL REPORT
2018-2019

ESSEM INFRA PRIVATE LIMITED

BOARD OF DIRECTORS	:	Mr. Dipakkumar G. Patel Mr. Shekhar G. Patel Mr. Ashish H. Modi	- - -	Chairman (DIN: 00004766) Director (DIN: 00005091) Director (DIN: 02506019)
AUDIT COMMITTEE	:	Mr. Shekhar G. Patel Mr. Dipakkumar G. Patel Mr. Ashish H. Modi	- - -	Chairman (DIN: 00005091) Director (DIN: 00004766) Director (DIN: 02506019)
NOMINATION AND REMUNERATION COMMITTEE	:	Mr. Shekhar G. Patel Mr. Dipakkumar G. Patel Mr. Ashish H. Modi	- - -	Chairman (DIN: 00005091) Director (DIN: 00004766) Director (DIN: 02506019)
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	:	Mr. Dipakkumar G. Patel Mr. Shekhar G. Patel Mr. Ashish H. Modi	- - -	Chairman (DIN: 00004766) Director (DIN: 00005091) Director (DIN: 02506019)
AUDITORS	:	M/s. Purnesh R Mehta & Co Chartered Accountants Ahmedabad		
REGISTERED OFFICE	:	Ganesh Corporate House 100 ft. Hebatpura – Thaltej Road, Nr. Sola Bridge, Off S. G. Highway, Thaltej, Ahmedabad – 380 054		
BANKER	:	Tamilnad Mercantile Bank Ltd Axis Bank Ltd.		

ESSEM INFRA PRIVATE LIMITED
CIN: U45200GJ2015PTC082484

DIRECTORS' REPORT

To,
The Members of
Essem Infra Private Limited

Dear Members,

Your Directors are pleased to present the Fifth Annual Report together with the Statement of Accounts for the year ended at 31st March, 2019.

FINANCIAL HIGHLIGHTS:

PARTICULARS	(In Rs.)	
	Year Ended 31/03/2019 Amount	Year Ended 31/03/2018 Amount
Total Income	1853032828	2435957803
Total Expenditure	(2200735197)	(2389310590)
Profit /(Loss) before tax	(347702369)	46647213
Provision for tax	0	(20000000)
Provision for Deferred Tax	501699474	426
Profit /(Loss) after Tax	153997105	26647639
Add: Opening Balance of Profit & Loss A/c	227529742	533882103
Profit /(Loss) transferred to Balance Sheet	390973623	560529742

STATE OF COMPANYS' AFFAIRS:

The Company has launched two (2) projects namely, Maple Tree and Maple Trade Centre for construction of Residential Apartments, Shops and Commercial Offices near Surdhara Circle, SAL Road, Ahmedabad for which Building Use Permission has been issued by the Concerned Authority. The Company has started the process of handing over the possession of units to the allottees.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure A** to this Report.

DETAILS OF BOARD MEETINGS

During the year under review, Eight (8) Board Meetings were held.

Sr. No	Date of Meeting	No of Directors attended
1	10/04/2018	3
2	23/05/2018	3
3	18/06/2018	3
4	14/08/2018	3

5	03/12/2018	3
6	02/03/2019	3
7	06/03/2019	3
8	16/03/2019	3

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provision contained in Section 134(5) of the Companies Act, 2013, the Directors of your Company state that:

- a) in the preparation of the annual accounts for the financial year 31st March, 2019 the applicable accounting standards had been followed. There are no material departures in the adoption of the applicable Accounting Standards;
- b) the Directors have selected such appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a “going concern” basis;
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

HOLDING COMPANY

Ganesh Housing Corporation Limited is the holding company and holds 100% of the total paid up Equity share capital of the Company

REDEMPTION OF UNLISTED SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES

During the year under review the Company has redeemed 77,33,000 Unlisted Secured Redeemable Non-Convertible Debentures of the face value of Rs. 100/- each.

PARTICULAR OF LOANS, INVESTMENTS AND GUARANTEES UNDER SECTION 186 OF COMPANIES ACT, 2013

The Company has not made any Investments in the Securities of any body corporate and has also not provided any guarantee or security in connection with the loan to any body corporate or person. Further, particulars of loans given for business purpose are stated in financial statement. Please refer to note no. 7 of the Notes forming part of accounts for the same.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review there were contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013. All related party transactions entered were in the ordinary course of business and on arm's length basis provided in detailed under Section 134(3) (h) of the

Companies Act, 2013 except disclosed under Form AOC-2 as **Annexure B** and forms part of this Annual Report.

Further, there were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered into by the Company in the normal course of business are periodically placed before the Audit Committee for review.

Members may refer to the note no. 39 to the accounts for details of related party transactions entered as per Indian Accounting Standard – 24. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder.

DIVIDEND AND TRANSFER TO RESERVES

To Strengthen the Company's long term resources, your directors do not recommend any dividend for the financial year 2018 – 2019. Further as the Company has not recommended any dividend for the year under review, no amount has been transferred to General Reserves.

In view of the provisions of Sub Section 4 of Section 71 of the Companies Act, 2013 read with Sub Rule 7 of Rule 18 of The Companies (Share Capital and Debenture) Rules, 2014, your Company has not transferred any amount to Debenture Redemption Reserve Account due to adequacy of reserve in terms of requirement to maintain reserve in accordance to outstanding debentures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134 (3) (m) of the Companies Act-2013 read with Rule 8(3) of Companies (Accounts) Rules 2014 do not apply to our Company as the Company has not carried out any activities relating to conservation of energy and technology absorption. The Particulars regarding foreign exchange earnings and outgo as required to be disclosed in this regard is NIL.

RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

INTERNAL FINANCIAL CONTROL

The Company has in place Internal Financial Control system, with respect to financial statement commensurate with size and complexity of its operations to ensure proper recording of financial and operational information and compliance of various internal controls and other regulatory and statutory compliances,.

During the year under review, no material or serious observation has been observed by the directors for inefficiency or inadequacy of such controls.

DETAILS OF DIRECTOR

Mr. Shekhar G Patel, Director of the company will retire by rotation at the ensuing fifth coming Annual General Meeting and being eligible has offered himself for re-appointment.

The Company has received a declaration from the Independent Director of the Company which was placed at the first meeting of Board of Directors of the Company held for the financial year 2019-2020.

The Company is not required to appoint any Key Managerial Personnel as per Companies Act, 2013.

APPLICABILITY OF REAL ESTATE (REGULATION AND DEVELOPMENT) ACT, 2016 (RERA)

The Central Government has promulgated major provisions of The Real estate (Regulation and Development) Act, 2016 w.e.f 1st May, 2017. Under this Act, Government of Gujarat established Gujarat Real Estate Regulatory Authority (GUJRERA), for regulation and promotion of real estate sector in the State of Gujarat. Your Company has registered its two Projects namely, Maple Tree and Maple Trade Centre with the said Authority. Your Company has submitted quarter end return within the prescribed time limit stipulated by the said Authority for both the projects.

AUDIT COMMITTEE

The Board of Directors of the Company had constituted Audit Committee at its meeting held on 20th December, 2017. The composition of Audit Committee (“the Committee”) is as follows:

1. Mr. Shekhar G. Patel - Chairman (DIN: 00005091)
2. Mr. Dipakkumar G. Patel - Director (DIN: 00004766)
3. Mr. Ashish H. Modi - Director (DIN: 02506019)

All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY

The Board of Directors of the Company had constituted Nomination and Remuneration Committee at its meeting held on 20th December, 2017. The composition of Nomination and Remuneration Committee (“the Committee”) is as follows:

1. Mr. Shekhar G. Patel - Chairman (DIN: 00005091)
2. Mr. Dipakkumar G. Patel - Director (DIN: 00004766)
3. Mr. Ashish H. Modi - Director (DIN: 02506019)

The policy of the company on directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board, is appended as **Annexure C** to the Board’s report. We affirm that during the year under review, no remuneration has been paid to the directors of the company.

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of the Company had constituted Corporate Social Responsibility Committee at its meeting held on 20th December, 2017. The constitution of CSR Committee is as under:

1. Mr. Dipakkumar G. Patel - Chairman (DIN : 00004766)
2. Mr. Shekhar G. Patel - Director (DIN : 00005091)
3. Mr. Ashish H. Modi - Director (DIN : 02506019)

The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company as specified under Schedule VII of Companies Act, 2013, which has been approved by the Board.

The annual report on our CSR activities is annexed herewith as **Annexure D**.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditor, have not reported any instances of frauds committed in the Company to the Board under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

AUDITORS

Statutory Auditor:

M/S J. M. Parikh & Associates, Chartered Accountants (FRN: 118007W) were appointed as Statutory Auditors of the Company for the period of five (5) consecutive years from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting of the Company to be held in the year 2020. During the year under review, M/s J.M Parikh & Associates, Chartered Accountants has given their resignation w.e.f 20th February, 2019.

On the recommendation of Audit Committee and the Board of Directors, your Company has appointed M/s Purnesh R Mehta & Co, Chartered Accountants (FRN: 142830W), Ahmedabad to fill the casual vacancy at the Extra Ordinary General Meeting of the members of the Company held on 11th March, 2019 till the conclusion of the ensuing Annual General Meeting.

Accordingly, the Board and members recommended the appointment of M/s. Purnesh R Mehta & Co, Chartered Accountants, Ahmedabad (Firm Registration No. 142830W) as Auditors of the Company from the conclusion of the ensuing Annual General Meeting i.e. 5th Annual General Meeting till the conclusion of 10th Annual General Meeting to be held in the calendar year 2024. Further the auditors have confirmed their willingness and eligibility for appointment and have also confirmed that their appointment, if made, will be within the limits under section 141 (3) (g) of the Companies Act, 2013.

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

Cost Auditor:

In terms of Section 148 of the Companies Act, 2013 read with Companies (Cost records and audits) Rules, 2014, as amended, Construction Industry is required to include Cost Records in their books of accounts covered from the financial years commencing on or after 1st April, 2014. Further, as per the said rules, the Company is required to get its cost records audited by the Practicing Cost Accountant. Accordingly, the Board of Directors at their meeting held on 23rd May, 2018 appointed M/s J. B. Mistri & Co., Cost Accountants, Ahmedabad, as Cost Auditors for auditing the cost records of your Company for the year ended 31st March, 2019.

Secretarial Audit Report:

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018, your Company is a material subsidiary of Ganesh Housing Corporation Limited. For your Company it is compulsory to carry out Secretarial Audit by a qualified Practicing Company Secretary. Hence,

your Company had appointed Mr. Anand Lavingia, Practicing Company Secretary to carry out Secretarial Audit of the financial year 2018 – 2019 at a duly conveyed meeting of the Board held on 6th March, 2019. The detailed report on the same is appended as an **Annexure E** to the Report. There has been no qualification, reservation or adverse remark given by Secretarial Auditor of the Company.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDERESSAL) ACT, 2013

As the Company is not having any employees, the disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under or any other guidelines made there under is not Applicable.

COMPLIANCE OF SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items or the same were not applicable to the Company during the year under review:


1. The Company does not have any Subsidiary, Joint venture or Associate Company.
2. The Company has neither accepted nor renewed any deposits during the year under review.
3. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. No material changes and commitments affecting Financial Position of the Company have taken place after completion of the financial period up to the date of this report which may have substantial effect on business and finances of the company and which are required to be disclosed in this Report.
5. During the year under review, there was no employee in receipt of salary for whom information as per Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is required to be given in the Directors' Report.

APPRECIATION

Your Directors wish to place on record their appreciation for the co-operation and continued support extended to the Company by all Government Authorities, Bankers and Shareholders.

On behalf of the Board of Directors

Place: Ahmedabad
Date: 23/05/2019


Dipakkumar G. Patel
Chairman
[DIN: 00004766]

ANNEXURE - A

FORM NO. MGT 9**EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**I REGISTRATION & OTHER DETAILS:**

i	CIN	U45200GJ2015PTC082484
ii	Registration Date	04-03-2015
iii	Name of the Company	ESSEM INFRA PRIVATE LIMITED
iv	Category/Sub-category of the Company	Company Limited by Shares India Non-Government Company
v	Address of the Registered office & contact details	Ganesh Corporate House, 100 Feet Hebatpura – Thaltej Road, Near Sola Bridge, off S.G. Highway, Thaltej, Ahmedabad - 380054 Gujarat (O): 079 61608888
vi	Whether listed company	NO
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	MCS SHARE TRANSFER AGENT LTD 12/1/5, MANOHARPURKAR ROAD, KOLKATTA 700026. Email:mcsstaahmd@gmail.com mcssta@rediffmail.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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Construction of Buildings	4100	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	GANESH HOUSING CORPORATION LIMITED	L45200GJ1991PLC015817	HOLDING	100%	Section 2 (87) of the Companies Act, 2013

(2) Non Institutions									
a) Bodies corporates	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	15000	0	15000	100	15000	0	15000	100	0

(ii) SHARE HOLDING OF PROMOTERS

Name of Shareholders	Shareholding at the beginning of the year i.e 01/04/2018			Shareholding at the end of the year i.e 31/03/2019			% change in share holding during the year
	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
Ganesh Housing Corporation Limited	14990	99.93	100	14990	99.93	100	0
Shekhar G Patel as a Nominee of Ganesh Housing Corporation Limited	10	0.07	100	10	0.07	100	0
Total	15000	100	100	15000	100	100	0

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Particulars	Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Ganesh Housing Corporation Limited				
	At the beginning of the year	14990	99.93	14990	99.93
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc)	There was no change shareholding during the year under review.			
	At the end of the year	14990	99.93	14990	99.93
2	Shekhar G Patel as a Nominee of Ganesh Housing Corporation Limited				
	At the beginning of the year	10	0.07	10	0.07
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/ sweat equity etc)	There was no change shareholding during the year under review.			
	At the end of the year	10	0.07	10	0.07

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

Sl. No	For Each of the Top 10 Shareholders	Shareholding 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
	At the beginning of the year	Not Applicable			
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)				
	At the end of the year				

(v) Shareholding of Directors & KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the end 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	DIPAKKUMAR G PATEL				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	There was no change shareholding during the year under review.			
	At the end of the year	0	0	0	0
2	SHEKHAR G PATEL				
	At the beginning of the year	0			
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	There was no change shareholding during the year under review.			
	At the end of the year	10	0.07	10	0.07
3	ASHISH H MODI				
	At the beginning of the year	0	0	0	0
	Date wise increase/decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	There was no change shareholding during the year under review.			
	At the end of the year	0	0	0	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	2580000185	3570483209	0	6150483394
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	2580000185	3570483209	0	6150483394
Change in Indebtedness during the financial year				
Additions	3804354022	543234649	0	4347588671
Reduction	3577708613	1199326698	0	4777035311
Net Change	226645409	-656092049	0	-429446640
Indebtedness at the end of the financial year				
i) Principal Amount	2806645594	2914391160	0	5721036754
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	2806645594	2914391160	0	5721036754

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:			
Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
	Gross salary	Not Applicable	
	(a) Salary as per		
	(b) Value of perquisites		
	(c) Profits in lieu of		
2	Stock option		
3	Sweat Equity		
4	Commission as % of profit		
	others (specify)		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

SI.No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors	NIL	
	(a) Fee for attending board committee		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Cieling as per the Act.		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN


SI. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary	Not Applicable			
	(a) Salary as per provisions contained in				
	(b) Value of perquisites u/s 17(2) of the				
	(c) Profits in lieu of salary under section				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	as % of profit				
	others, specify				
5	Others, please specify				
	Total				

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Not Applicable		
Punishment					
Compounding					

Place : Ahmedabad
Date : 23/05/2019

On behalf of Board of Directors


Dipakkumar G. Patel
Chairman
DIN : 00004766

Form 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 arrangement or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship:	Ganesh Housing Corporation Limited (Holding Company)
(b) Nature of contracts/arrangements/transactions	Marketing Management Agreement
(c) Duration of the contracts / arrangements/transactions	Three Years
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	As disclosed in the Agreement
(e) Justification for entering into such contracts or arrangements or transactions:	The Holding Company is also engaged in developing and building housing projects and it has the infrastructure, manpower, means, ability, competency, capacity and capability to market the units constructed by the Company.
(f) Date(s) of approval by the Board, if any:	NA*
(g) Amount paid as advances, if any:	Nil
(h) Date on which the resolution was passed in general meeting as required under first proviso to Section 188:	11/03/2019

* Since the transaction requires approval of members of the Company due to interested quorum of the Board of the Company.

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

Particulars	Details
(a) Name(s) of the related party and nature of relationship:	Name of related party: A Mody Construction Co. Nature of Relation: Firm in which Director viz. Mr. Ashish H. Modi is interested
(b) Nature of contracts/arrangements/transactions	Arrangement or transactions entered into in Ordinary Course of business for purpose of Labour and Work Contract (i.e relating to Road Construction) near the project location of the Company
(c) Duration of the contracts / arrangements/transactions	As per the exigencies of business
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	For different items rate per unit is fixed for F.Y 2018 – 2019. Total Value approved by the Audit Committee by way of omnibus approval is Rs. 50 Crore
(e) Justification for entering into such contracts or arrangements or transactions:	To Carry out Labour and Work Contract (i.e relating to Road Construction) near the project location of the Company as and when required.
(e) Date(s) of approval by the Board, if any:	Not Applicable
(f) Amount paid as advances, if any:	Not Applicable

For & on behalf of Board of Directors

Date : 23/05/2019
Place : Ahmedabad


Dipakkumar G. Patel
Chairman
[DIN: 00004766]

ESSEM INFRA PRIVATE LIMITED

**NOMINATION
AND
REMUNERATION
POLICY**

Corporate Identification Number [CIN]: U45200GJ2015PTC082484
Registered Office: Ganesh Corporate House, 100 Feet Hebatpura Thatltej Road,
Near Sola Bridge, Off S. G. Highway, Thaltej, Ahmedabad 380 054

1. INTRODUCTION:

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and senior management personnel of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated and recommended by the Committee and approved by the Board of Directors.

2. OBJECTIVE AND PURPOSE OF THE POLICY:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size, financial position and trends and practices on remuneration prevailing in peer companies and also in the real estate industry.
- To carry out periodic evaluation of the performance of Directors, Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors at its meeting held on 8th January, 2016.

3. EFFECTIVE DATE:

This policy shall be effective from 8th January, 2016.

ESSEM INFRA PRIVATE LIMITED

CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:

The Board had constituted Nomination and Remuneration Committee at its meeting held on 8th January, 2016. The Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Name	Position	Category
1.	Mr. Shekhar G. Patel	Chairman	Director
2.	Mr. Dipakkumar G. Patel	Member	Director
3.	Mr. Ashish H. Modi	Member	Independent Director

The Board has the power to reconstitute the Committee consistent with the Company's policy and applicable statutory requirement.

4. DEFINITIONS:

- **"Act"** means Companies Act, 2013
- **"Board"** means Board of Directors of the Company.
- **"Director"** means Directors of the Company.
- **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.
- **"Company"** means ESSEM INFRA PRIVATE LIMITED
- **"Independent Director"** means a director referred to in Section 149(6) of the Companies Act, 2013.
- **"Key Managerial Personnel" (KMP)** means-
 - (i) Managing Director;
 - (ii) Chief Executive Officer;
 - (iii) Manager;
 - (iv) Whole-time Director;
 - (v) Company Secretary;
 - (vi) Chief Financial Officer

ESSEM INFRA PRIVATE LIMITED

(vii) Such other officer as may be prescribed under the applicable statutory provisions / regulations.

- “**Senior Management**” means personnel’s of the Company occupying the position of one level below the Board. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

5. APPLICABILITY:

The Policy is applicable to all:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management

6. GENERAL:

- This Policy is divided in three parts:
Part – A covers the matters to be dealt with and recommended by the Committee to the Board;
Part – B covers the appointment and nomination and
Part – C covers remuneration and perquisites etc.
- The key features of this Company’s policy shall be included in the Board’s Report.

PART – A:- Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.

ESSEM INFRA PRIVATE LIMITED

- Recommend to the Board, appointment and removal of Director, KMP and Senior Management.

PART – B: - Policy for appointment and removal of Director, KMP and Senior Management

(a) Appointment criteria and Qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who has attained the age of seventy years.

Provided that where any person has attained the age of seventy years and where his appointment or reappointment is approved by passing a special resolution in the General Meeting based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years. In any other case the same shall be approved by Central Government.

(b) Term / Tenure:

1. Managing Director/Whole-time Director:
The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. Independent Director:
 - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from cessation of Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

(c) Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

(d) Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(e) Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company, if any. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART – C: - Policy relating to the remuneration for the Managing Director, Whole-Time Director, KMP and Senior Management

(a) General:

1. The committee will determine and recommend to Board the remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel for approval. The remuneration/compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the limits or conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made thereunder as amended from time to time.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director or Whole-time Director. Increments will be effective from the date mentioned in the respective resolutions in case of a Managing Director and Whole-time Director and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to Whole-time Director, Managing Director/ Manager, KMP and Senior Management:

1. Fixed pay:

The Managing Director/Manager, Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be

ESSEM INFRA PRIVATE LIMITED

approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, superannuation or annuity fund, gratuity, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director or manager in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Managing Director or Whole-time Director or manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

4. Stock Options:

In case, Managing Director/Manager, Whole-time Director, Company Secretary and Chief Financial Officer, are not being Promoter Director or Director holding either himself or along with his relatives more than 10% of equity shares of the company or Independent Director, they shall be entitled to any stock options of the Company as qualified by the normal employees of the Company. Provided the same shall be subject to the Companies Act, 2013 and rule 12 of Companies (Share Capital and Debentures Rules, 2014)

Senior Management Personnel shall be eligible for stock options as normal employees of the Company.

(c) Remuneration to Non- Executive / Independent Director:

1. Remuneration / Commission:

The remuneration / commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made thereunder.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The sitting fees shall be decided by the Board of Directors of the Company at its meeting where quorum consists of disinterested directors. In case all the directors are interested, the same shall be decided by the Resolution passed by the Members of the Company.

Provided that the amount of such fees shall not exceed Rupees One lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

**ANNUAL REPORT ON
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. A Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken :

The main objective of CSR policy involve the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013 as amended from time to time. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

2. Composition of CSR Committee: Mr. Dipakkumar G. Patel, Chairman; Mr. Shekhar G. Patel, Mr. Ashish H. Modi, Member
3. Average net profit of the Company for last three financial years: Rs. 29,65,09,250/-
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs.59,30,185/-
5. Details of CSR spend for the financial year:
- a) Total amount to be spent for the financial year: Rs. 60,00,000/-
- b) Amount unspent, if any: Nil
- c) Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programs was undertaken	Amount Outlay (budget) Project or Programs wise (Rs.)	Amount Spent on the Projects or Programs Sub-heads: (1) Direct Expenditure (2) Overheads (Rs.)	Cumulative expenditure up to the reporting period (Rs.)	Amount Spent: Direct or through implementation agency*
1.	Promotion of Education	Promoting Education	Gujarat, Ahmedabad	59,30,185/-	60,00,000/-	60,00,000/-	Agency

* All India Social Education Charitable Trust

6. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report: Not Applicable

7. The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For Essem Infra Private Limited

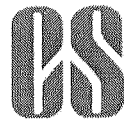


Shekhar G Patel
Director
[DIN:00005091]

**For and on behalf of
the Corporate Social Responsibility Committee of
Essem Infra Private Limited**



Dipakkumr G Patel
Chairman of the Committee
[DIN:00004766]



SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,

ESSEM INFRA PRIVATE LIMITED

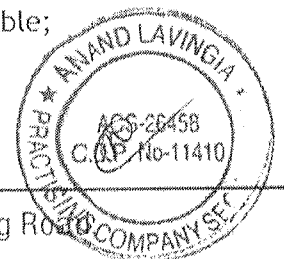
Ganesh Corporate House, 100 Feet Hebatpur - Thaltej Road,
Near Sola Bridge, Off. S.G. Highway,
Ahmedabad - 380 054

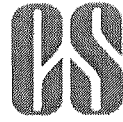
I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ESSEM INFRA PRIVATE LIMITED (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the 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 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 there under as applicable;





Anand Lavingia

(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

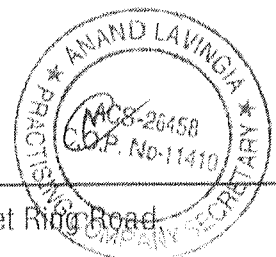
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iii. Secretarial Standards issued by the Institute of Company Secretaries of India.
- iv. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under to the extent of Regulation 24 and 24A.

During the period under review, the Company has complied with the provisions of the Act, Rules made there under, Regulations, Guidelines etc. mentioned above.

Further company being engaged in the business of Construction, there are few specific applicable acts/rules to the Company, which requires approvals or compliances under the respective acts/rules, as list out in the Annexure A. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said specific acts/rules.

During the Period under review, provisions of the following Acts, Rules, Regulations, Standards were not applicable to the Company,

- i. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- ii. 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 and circulars/ guidelines/Amendments issued there under;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines/Amendments issued there under;
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and circulars/ guidelines/Amendments issued there under;
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars/ guidelines/Amendments issued there under except Regulation 24 and 24A; and



Office No. 415-416, 4th Floor, Pushpam Complex, Opp. Seema Hall, 100 Feet Ring Road
Satellite, Ahmedabad - 380 051. Gujarat, India

O/Fax : 079-40051702 M. : +91 94270 49481 E-mail : krishivadvisory@gmail.com



Anand Lavingia

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Practicing Company Secretary

- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and circulars/ guidelines/Amendments issued there under.
- iii. 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; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed MCS Share Transfer Agent Limited as Registrar & Share Transfer Agent for Equity Shares and Secured Redeemable Non-Convertible Debentures.
- iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vi. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vii. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign director investment, Overseas Direct Investment and External Commercial Borrowings; and

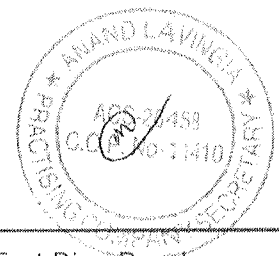
I further report that -

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. Further the company is not required to appoint women director. There were no changes in the composition of the Board of Directors.

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

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

I further report that -



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(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

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 -

Company has obtained a necessary registration of the projects - Maple Tree and Maple Trade Centre under Real Estate (Regulations and Development) Act, 2016.

Place: Ahmedabad

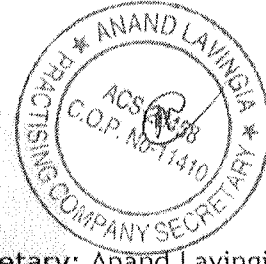
Date: May 23, 2019

Signature:

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410



Note: This Report is to be read with Annexure A and my letter of even date which is annexed as Annexure B and both Annexure form integral part of this report.



Anand Lavingia

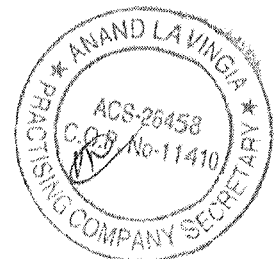
(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

Annexure A

List of major Specific Acts/Rules applicable to the Company

1. The Gujarat Town Planning and Urban Development Act, 1976
2. The Environment (Protection) Act, 1986
3. The Gujarat Land Revenue Code, 1879
4. The Gujarat Tenancy & Agricultural Lands Act, 1948
5. The Registration Act, 1908
6. The Indian Stamp Act, 1899
7. The Transfer of Property Act, 1882
8. The Gujarat Stamp Act, 1958
9. The Gujarat Ownership Flats Act, 1973
10. The Indian Contract Act, 1872
11. The Contract Labour (Regulation and Abolition) Act, 1970
12. The Gujarat Shops and Establishments Act, 1948
13. The Building and other construction worker (Regulation of Employment and Conditions of Services) Act, 1996
14. The Real Estate (Regulation and Development) Act, 2016
15. Gujarat Real Estate (Regulation and Development) (Matters Relating to the Real Estate Regulatory Authority) Rules, 2016
16. The Gujarat Real Estate (Regulation and Development) (General) Rules, 2017 and Notifications, Circulars, Orders issued there under





Anand Lavingia

(B.Com., LL.B (Spl.) ACS)

Practicing Company Secretary

Annexure B

To,
The Members,

ESSEM INFRA PRIVATE LIMITED

Ganesh Corporate House, 100 Feet Hebatpur - Thaltej Road,
Near Sola Bridge, Off. S.G. Highway,
Ahmedabad - 380 054

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
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.

Place: Ahmedabad

Signature:

Date: May 23, 2019

Name of Practicing Company Secretary: Anand Lavingia

ACS No. : 26458

C P No. : 11410



 **PURNESH R. MEHTA & CO.**
CHARTERED ACCOUNTANTS

B – 705, 7TH FLOOR, NIRMAN COMPLEX, OPP: HAVMOR RESTAURANT,
NAVRANGPURA, AHMEDABAD – 380 009. PHONE: 26563949, 26569093
E-mail: mehtapurnesh@yahoo.com

INDEPENDENT AUDITORS' REPORT

**TO THE MEMBERS OF:
ESSEM INFRA PRIVATE LIMITED,**

Opinion

We have audited the accompanying financial statements of ESSEM INFRA PRIVATE LIMITED (“the company”), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “financial statement”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for opinion

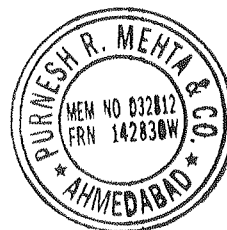
We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the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

Other information

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Management's responsibility for the financial statements

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

In preparing the financial statements, management and Board of Directors are 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.

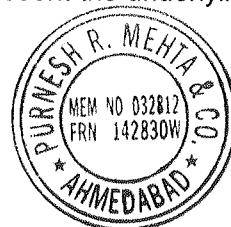
Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 control 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 with reference to 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 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 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 auditors' 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

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

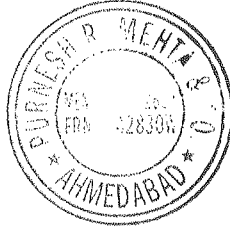
Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, We give in the Annexure – A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purposes of our audit;
 - b. In our opinion proper books of accounts as required by Law have been kept by the Company so far as it appears from our examinations of those books;
 - c. The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules issued there under;
 - e. On the basis of 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.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure – B.
 - 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, the clause is not applicable, as the section 197(16) of the Act, is dealing with remuneration to its directors as no remuneration has been paid to any director during the year under review.



- 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. There are no litigations by or against the company as at 31st March, 2019 and hence, shall have no effect on its financial position in its financial statements.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the company.

PLACE:- AHMEDABAD
DATE :- 23/05/2019



FOR, PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

PR Mehta

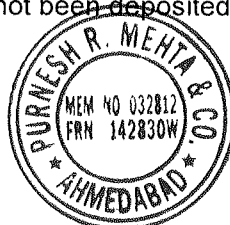
PURNESH MEHTA
PROPRIETOR
MEMBERSHIP NO.:- 032812

**ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
ESSEM INFRA PRIVATE LIMITED,**

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory requirements" of our Report of even date to the financial statements of the company for the year ended 31st March, 2019:

- (i)
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
 - (c) The company does not have any immovable property. Hence, the question of the title deeds of immovable properties are held in the name of the Company does not arise. Accordingly, the provisions of clause 3(i)(c) of the Order are not applicable to the Company.
- (ii) The company is accounting a construction project being built by it, as inventory. There is a continuous monitoring of the construction project. Hence, the question of physical verification of the project does not arise. In case of Inventory of Raw materials, it has been physically verified during the year by the management. The inventory shown in the accounts is in the nature of various construction projects. Hence, normal inventory records associated with manufacturing companies are not being kept. However, the company is maintaining the necessary records to our satisfaction. No discrepancies were noticed on verification between the physical stocks and book records.
- (iii) The company has not granted any loan to company, limited liability partnership, firm and other party covered in the Register maintained under section 189 of the Companies Act, 2013. Accordingly clauses 3(iii)(a), 3(iii)(b) & 3(iii)(c) of the Order are not applicable to the Company.
- (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 Companies Act, 2013 with respect to the loans, guaranties, securities and investments made.
- (v) The company has not accepted any deposit from public as per the provisions of sections 73 to 76 of the Companies Act, 2013. Accordingly, Clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the rules made by the Central Government of India under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii)
- (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other statutory dues with the appropriate authorities have been generally regularly deposited.

According to the information and explanations given to us no other undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2019 for a period of more than six months from the date of becoming payable.
 - (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Valued Added Tax and Cess, which have not been deposited on account of any dispute.



- (viii) According to the information and explanations given to us, the outstanding repayment to a debenture holders and Financial Institution at the end of the financial year have been paid by the date of our audit report. The company has not borrowed any money from a bank and Government.
- (ix) According to the information and explanations given to us and based on our examination of the records of the company, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. The company has utilized the monies raised by way of term Loans for the purposes for which they were raised.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the company by its officers or employees has been noticed or reported during the year in course of our audit.
- (xi) According to the information and explanations given to us, The Company has not paid / provided for any managerial remuneration. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us during the year there were transactions with related parties in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence the question of complying with provisions of section 192 of Companies Act, 2013 does not arise. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

PLACE:- AHMEDABAD
DATE :- 23/05/2019



FOR, PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

Purnesh Mehta

PURNESH MEHTA
PROPRIETOR
MEMBERSHIP NO.:- 032812

**ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
ESSEM INFRA PRIVATE LIMITED,**

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

We have audited the internal financial controls over financial reporting of ESSEM INFRA PRIVATE LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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



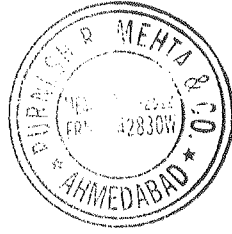
Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

PLACE:- AHMEDABAD
DATE :- 23/05/2019



FOR, PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

PR

PURNESH MEHTA
PROPRIETOR
MEMBERSHIP NO.:- 032812

ESSEM INFRA PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH 2019


PARTICULARS	NOTE	[AMT. RS.]	
		AS AT THE END OF CURRENT REPORTING PERIOD 31-03-2019	AS AT THE END OF PREVIOUS REPORTING PERIOD 31-03-2018
ASSETS			
Non-current assets			
Property Plant and Equipment	1	23811	33865
Deferred tax assets (net)	2	501706515	7041
		501730326	40906
Current assets			
Inventories	3	6486641685	3480850478
Financial Assets			
Trade receivables	4	28054527	3251614021
Cash and cash equivalents	5	65069967	75360126
Bank balances other than above	6	109420555	96278264
Loans	7	5059481	5000000
Other current assets	8	206871704	307458056
Current Tax Assets (Net)	9	18271147	0
		6919389066	7216560945
TOTAL ASSETS		7421119392	7216601851
Equity			
Equity Share capital	10	150000	150000
Other Equity	11	(390973623)	560529742
		(390823623)	560679742
Non-current liabilities			
Financial Liabilities			
Borrowings	12	2189938738	1930000185
		2189938738	1930000185
Current liabilities			
Financial Liabilities			
Borrowings	13	2914391160	3570483209
Trade payables	14		
-Total outstanding dues of micro enterprises and small enterprises		0	0
-Total outstanding dues of creditors other than micro enterprises and small enterprises		399940188	179799975
Other current financial liabilities	15	659146787	695094204
Other current liabilities	16	1648526142	269130881
Current Tax Liabilities (Net)	17	0	11413655
		5622004277	4725921924
TOTAL EQUITY AND LIABILITIES		7421119392	7216601851

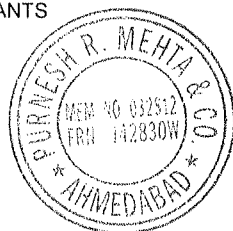
Significant Accounting Policies &
Notes Forming Part of Accounts


1 to 39


AS PER OUR REPORT OF EVEN DATE
FOR PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

ON BEHALF OF THE BOARD OF DIRECTORS

PR 
PURNESH MEHTA
PROPRIETOR
MEM. NO. 032812




DIPAKKUMAR G. PATEL
CHAIRMAN
[DIN: 00004766]


SHEKHAR G. PATEL
DIRECTOR
[DIN: 00005091]

PLACE : AHMEDABAD
DATE : 23/05/2019

PLACE : AHMEDABAD
DATE : 23/05/2019

ESSEM INFRA PRIVATE LIMITED


STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019.

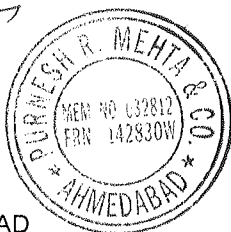
[AMT. RS.]


PARTICULARS	NOTE	FOR THE CURRENT	FOR THE CURRENT
		REPORTING PERIOD 2018-2019	REPORTING PERIOD 2017-2018
I INCOME:-			
Revenue from Operations	18	1844678734	2427221413
Other Income	19	8354094	8736390
TOTAL		1853032828	2435957803
II EXPENSES :-			
Cost of Material Consumed	20	643389536	616579122
Changes in Inventories	21	916211907	1288773748
Finance Cost	22	390771199	431208281
Depreciation		10054	15085
Other Expenses	23	250352501	52734354
TOTAL		2200735197	2389310590
III Profit / (Loss) Before Tax		(347702369)	46647213
IV Tax Expenses:			
Current Tax		0	(20000000)
Deferred Tax		501699474	426
V Profit / (Loss) After Tax		501699474	(19999574)
VI Other Comprehensive Income		0	0
Total of Other Comprehensive Income		0	0
VII Total Comprehensive Income for the period		153997105	26647639
VIII Basic & Diluted Earning Per share [In Rs.]	28		
-Before extra ordinary items		10266.47	1776.51
-After extra ordinary items		10266.47	1776.51
IX Significant Accounting Policies & Notes Forming Part of Accounts	1 to 39		


AS PER OUR REPORT OF EVEN DATE
FOR PURNESH R. MEHTA & CO.
CHARTERED ACCOUNTANTS
FRN:- 142830W

ON BEHALF OF THE BOARD OF DIRECTORS


PURNESH MEHTA
PROPRIETOR
MEM. NO. 032812




DIPAKKUMAR G. PATEL
CHAIRMAN
[DIN: 00004766]

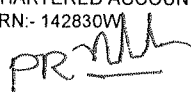




SHEKHAR G. PATEL
DIRECTOR
[DIN: 00005091]

PLACE : AHMEDABAD
DATE : 23/05/2019

PLACE : AHMEDABAD
DATE : 23/05/2019

ESSEM INFRA PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR 2018-2019

[AMT. RS.]

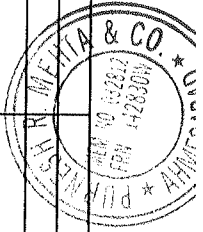
PARTICULARS	NOTE	2018-2019	2017-2018
A CASH FLOW FROM OPERATING ACTIVITIES:			
NET PROFIT BEFORE TAX AND PERVIOUS YEAR 'S FIGURES		(347702369)	46647213
TOTAL		(347702369)	46647213
ADD:- PROVISION FOR INCOME TAX		0	(20000000)
		0	(20000000)
NET PROFIT AFTER TAX		(347702369)	26647213
ADD/LESS ADJUSTMENTS FOR			
DEPRECIATION		10054	15085
INTEREST EXPENSES		390771199	431208281
INTEREST INCOME		(8354094)	(8736390)
IND AS ADJUSTMENTS '-[Refer note no. 38]		(1105500470)	0
		(723073311)	422486976
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(1070775680)	449134189
ADD/LESS ADJUSTMENTS FOR			
INVENTORIES		(3005791207)	1258230907
TRADE RECEIVABLES		3223559494	(1454836920)
OTHER CURRENT ASSETS		112871959	80452953
TRADE PAYABLES		220140213	15046007
OTHER CURRENT LIABILITIES		1332034189	76960469
		1882814648	(24146584)
TAXES PAID (NET)		(30556754)	(136076788)
CASH GENERATED FROM OPERATIONS		1852257894	(160223372)
B CASH FLOW FROM INVESTING ACTIVITIES :			
MOVEMENT IN LOANS & ADVANCES		(59481)	0
INTEREST RECEIVED		8354094	8736390
NET CASH USED IN INVESTING ACTIVITIES		8294613	8736390
C CASH FLOW FROM FINANCING ACTIVITIES :			
MOVEMENT IN BORROWINGS		(396153496)	124359343
INTEREST PAID		(390771199)	(431208281)
NET CASH USED IN FINANCING ACTIVITIES		(786924695)	(306848938)
NET INCREASE IN CASH AND CASH EQUIVALENTS		2852132	(9201731)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS		171638390	180840121
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS		174490522	171638390
Components of Cash and Cash Equivalents			
Cash on hand		201116	524075
Balances with a Banks		64868851	74836051
Balances in FD Accounts with Bank		109420555	96278264
Total		174490522	171638390
Significant Accounting Policies	24		
<p>Note : Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.</p>			
AS PER OUR REPORT OF EVEN DATE FOR PURNESH R. MEHTA & CO. CHARTERED ACCOUNTANTS FRN:- 142830W		ON BEHALF OF THE BOARD OF DIRECTORS	
 PURNESH MEHTA PROPRIETOR MEM. NO. 032812		 DIPAKKUMAR G. PATEL CHAIRMAN [DIN: 00004766]	 SHEKHAR G. PATEL DIRECTOR [DIN: 00005091]
PLACE : AHMEDABAD DATE : 23/05/2019		PLACE : AHMEDABAD DATE : 23/05/2019	

ESSEM INFRA PRIVATE LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31/03/2019

A. EQUITY SHARE CAPITAL PARTICULARS	[AMT. RS.]	
	AS AT 31/03/2019	AS AT 31/03/2018
Balance at the beginning of the year	150000	150000
Changes in Equity Share capital During the year	0	0
Balance at the end of the reporting period	150000	150000

B. OTHER EQUITY

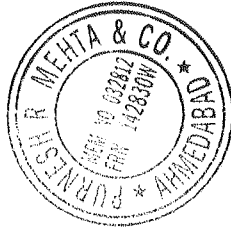
PARTICULARS	Share applica tion money pending allotment	Equity component of compound financial instruments	Reserves and Surplus		General Reserve	Debenture Redemption Reserve	Total
			Securities Premium Reserve	Retained Earnings/ profit			
Balance as at 1.04.2017				483882103	0	50000000	533882103
Total Comprehensive Income for the year				26647639		283000000	309647639
Dividends							
Tax on Dividends							
Transfer from profit & loss A/c.				(283000000)			
Employee Stock Options (Net)							
Transfer from Debenture Redemption Reserve to General Reserve							
Bonus Issue							
Balance as at 31.03.2018				227529742	0	333000000	560529742
Ind As Adjustments ' (Refer note no. 38)				(1105500470)			
Total Comprehensive Income for the year				153997105			153997105
Dividends							
Tax on Dividends							
Transfer from Debenture Redemption Reserve A/c.							0
Transfer from profit & loss A/c.				0	193000000	(193000000)	0
Employee Stock Options (Net)							
Transfer from Debenture Redemption Reserve to General Reserve							
Bonus Issue							
Balance as at 31.03.2019				(723973623)	193000000	140000000	(390973623)



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

NOTE - 1

PROPERTY, PLANT & EQUIPMENT		GROSS BLOCK				DEPRECIATION / DEDUCTIONS				[AMT. RS.] NET BLOCK	
DESCRIPTION OF TANGIBLE ASSETS	AS AT 01-04-2018	ADDITION DURING YEAR	DEDUCTIONS DURING YEAR	AS AT 31-03-2019	AS AT 01-04-2018	DEPRECIATION / AMORTISATION DURING THE YEAR	DEDUCTIONS DURING YEAR	AS AT 31-03-2019	AS AT 31-03-2019	AS AT 31-03-2019	AS AT 31-03-2018
	CUBE TESTING MACHINE	63630	0	0	63630	36679	6956	0	43635	19995	26951
STABILISER	31050	0	0	31050	24136	3098	0	27234	3816	6914	
TOTAL	94680	0	0	94680	60815	10054	0	70869	23811	33865	
PREVIOUS YEAR	94680	0	0	94680	45730	15085	0	60815	33865		



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

[AMT. RS.]

PARTICULARS AS AT 31/03/2019 AS AT 31/03/2018

NOTE - 2

DEFERRED TAX ASSETS (NET)

Deferred Tax Assets:-

Disallowances under the Income Tax Act, 1961

Related to Income Tax

501699087 0

Related to Fixed Assets

7428 7041

Total - A

501706515 7041

Deferred Tax Liabilities:-

0 0

Total - B

0 0

Total A - B = Net Deferred Tax Assets

501706515 7041

NOTE - 3

INVENTORIES

INVENTORIES (As taken, valued & certified by Management)

Stock of WIP

6463724733 3447703454

Stock of Raw-material

22916952 33147024

TOTAL

6486641685 3480850478

NOTE - 4

TRADE RECEIVABLES

[UNSECURED, CONSIDERED GOOD]

-Considered Good - Secured

0 0

-Considered Good - Unsecured

28054527 3251614021

TOTAL

28054527 3251614021

NOTE - 5

CASH & CASH EQUIVALENTS

Cash on hand

201116 524075

Balances with Banks in :-

-Current Account

64868851 74836051

64868851 74836051

TOTAL

65069967 75360126

NOTE - 6

OTHER BANK BALANCES

Balances with Banks :

Balances in FD Accounts with Bank < 12 months

109420555 96278264

TOTAL

109420555 96278264

NOTE - 7

LOANS [CURRENT]

[UNSECURED, CONSIDERED GOOD]

SHORT TERM LOANS & ADVANCES:-

Loan to Others:-

J.P. Fincorp Services Private Limited

5000000 5000000

Gavendu Land Developers Private Limited

53219 0

The Maple Trade Centre co.op.Hou. Ser.Soc. Ltd.

3712 0

The Maple Tree Shop co.op.Hou. Ser.Soc. Ltd.

2550 0

5059481 5000000

TOTAL

5059481 5000000

NOTE - 8

OTHER CURRENT ASSETS

GST & Service Tax Credit Receivable

87278327 39823779

AMC, Auda & Legal Charges

21906467 162803523

Advance to Suppliers

1462828 14378291

Interest Receivable

127088 0

Prepaid Expenses

5070236 541657

Gas Deposit

244000 0

Vat Deposit

10000 10000

Income Tax & TDS

380772758 359900806

Less:-

Provision for Income Tax

(290000000) (270000000)

90772758 89900806

TOTAL

206871704 307458056



PARTICULARS	AS AT 31/03/2019	AS AT 31/03/2018
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NOTE - 9

CURRENT TAX ASSETS [NET]

Advance payment of Income Tax & TDS	18271147	0
Less:-		
Provision for Income Tax	0	0
	<u>18271147</u>	<u>0</u>
TOTAL	<u>18271147</u>	<u>0</u>

NOTE - 10

EQUITY SHARE CAPITAL

AUTHORISED:-

15000 (Pre. Yr. 15000) Equity Shares of Rs. 10/- Each	150000	150000
	<u>150000</u>	<u>150000</u>

ISSUED, SUBSCRIBED AND PAID UP CAPITAL:-

15000 (Pre. Yr. 15000) Equity Shares of Rs. 10/- Each	150000	150000
	<u>150000</u>	<u>150000</u>

NOTE :

10.1. The reconciliation of number of shares at the beginning of the year and at the close of the year is not given as there is no change in the paid up capital.

10.2. The Statement of Shareholders Holding More Than 5% Equity Shares of The Company:-

PARTICULARS	AS AT 31/03/2019		AS AT 31/03/2018	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Ganesh Housing Corporation Limited. - Holding Company	14990	99.93	14990	99.93

10.3. The entire shareholding of the company is held by Ganesh Housing Corporation Limited which is its holding company.

10 equity shares are held by Ganesh Housing Corporation Limited as per provisions of section 89 of the Companies Act, 2013.

10.4. Right, Preferences and Restrictions attached to shares:

The company has one class of equity shares having a par value of Rs. 10/- each. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

NOTE - 11

OTHER EQUITY

RESERVES & SURPLUS:

(a) DEBENTURES REDEMPTION RESERVE

Balance As Per Last Balance Sheet	333000000	50000000
Add : Transfer from Profit & Loss A/c	0	283000000
Add : Transfer to General Reserve A/c	(193000000)	0

TOTAL - 1

	<u>140000000</u>	<u>333000000</u>
--	------------------	------------------

(b) GENERAL RESERVE

Balance As Per Last Balance Sheet	0	0
Add : Transfer from Debenture Redemption Reserve	193000000	0
	<u>193000000</u>	<u>0</u>

(c) PROFIT & LOSS ACCOUNT

Balance As Per Last Balance Sheet	227529742	483882103
Less : Adjustments related to Ind As-115	(1105500470)	0
Add : Transfer from Profit & Loss Statement	153997105	26647639
	<u>(723973623)</u>	<u>510529742</u>
Less: Transferred to Debentures Redemption Reserve	0	(283000000)
TOTAL - 2	<u>(723973623)</u>	<u>227529742</u>

TOTAL 1+2=

	<u>(390973623)</u>	<u>560529742</u>
--	--------------------	------------------



PARTICULARS AS AT 31/03/2019 AS AT 31/03/2018

**NOTE - 12
BORROWINGS**

NON CURRENT BORROWINGS:-

SECURED:-

Debentures:

5567000(Pre. Yr. 13300000) 12.50% Non Convertible

Debentures of Rs. 100/- each

0 680000185

0 680000185

Term Loans:

From Others

2189938738 1250000000

2189938738 1250000000

TOTAL

[Refer note no. 36 for security details]

2189938738 1930000185

Maturity Profile & Rate of Interest of Non Convertible Debentures are as set out below:

Rate of Interest	2019-20	2020-21	2021-22	2022-23 & Beyond
12.50%(Pre. Yr. 12.50%)[Rate of interest is variable]	556706856	0	0	0
Term Loans from Others	600000000	320000000	595000000	1274938738

**NOTE - 13
BORROWINGS**

SHORT TERM BORROWINGS:-

From Related Parties:-

Inter Corporate Deposit

2872587160 3374991142

2872587160 3374991142

From others:-

Inter Corporate Deposit

41804000 195492067

41804000 195492067

TOTAL

NOTE:- All unsecured loans are repayable on demand. As they are repayable on demand, they are shown as short term borrowing.

2914391160 3570483209

**NOTE - 14
TRADE PAYABLES**

Micro, Small & Medium Enterprise

0 0

Others

399940188 179799975

[Refer Note No. 29]

TOTAL

399940188 179799975

**NOTE - 15
OTHER CURRENT FINANCIAL LIABILITIES**

Current Maturity of Long Term Debt

616706856 650000000

Customer Booking Refundable

42439931 45094204

TOTAL

659146787 695094204

**NOTE - 16
OTHER CURRENT LIABILITIES**

Statutory Liabilities

30458812 7115856

Booking advance received from customers

1507266976 206731422

Bank Balnces (Due to Reconciliation)

63708163 54590666

Security Deposit - Suppliers

8712667 195889

Members Maintenance Charges

38379524 497048

TOTAL

1648526142 269130881

**NOTE - 17
CURRENT TAX LIABILITIES [NET]**

Provision for Income Tax

0 20000000

Less:-

Advance payment of Income Tax & TDS

0 8586345

0 11413655

TOTAL

0 11413655



PARTICULARS

YEAR ENDED 31/03/2018 YEAR ENDED 31/03/2017

NOTE - 18

REVENUE FROM OPERATIONS

Sales		1843257666	2427 220477
Booking Cancellation Charges		124896	0
Commission Income		234687	0
Rent Income		575232	0
Sundry Credit Balances W/off.		486253	936
[Refer Note No. 36]	TOTAL	1844678734	2427221413

NOTE:- 19

OTHER INCOME

Interest Income from:

-Bank on F.D.	8001020		8736390
-Others	353074		0
		8354094	8736390
TOTAL		8354094	8736390

NOTE - 20

COST OF MATERIAL CONSUMED

Carting Exp.	963171	671779
Electric Exp.	5054400	4478120
F.S.I. Expenses	0	149132325
Labour Exp.	98279458	29413455
Machinery Rent	325741	1178360
Professional Fees	4462196	3371187
Raw-material consumed	169763012	123378251
Repairs & Maintenance Exp.	0	34936
Security Expenses	1630982	509336
Site Exp.	3631504	1315490
Site Office Exp.	129401	226205
Stamp duty & Registration Expenses	1337290	0
Survey Exp.	20990	36840
Work contract Exp.	357791391	302832838
TOTAL	643389536	616579122

NOTE:- 21

CHANGES IN INVENTORIES

CLOSING STOCK:-

WIP	6463724733	3447703454
TOTAL	6463724733	3447703454

LESS: OPENING STOCK:-

WIP	3447703454	4736477202
Add: Adjustments related to Ind As-115	3932233186	0
TOTAL	7379936640	4736477202
(Increase) / Decrease in stock	916211907	1288773748

TOTAL

916211907 **1288773748**

NOTE - 22

FINANCE COST

Interest to:-

-Debenture holders	126335044	225263985
-Others	253135718	201715749
-On Late Payment of Taxes	2785602	4207294
		382256364
		431192028

Loan Processing Charges
Bank Charges

8500000 0
14835 16253

TOTAL

390771199 **431208281**



OTHER EXPENSES

ADMINISTRATIVE & OTHER EXPENSES:-

Audit Fee	100000	1300000
CSR Expenses	6000000	5400000
GST Expenses	17545980	137287
Insurance Expenses	186571	0
Internet Charges	49402	28160
Legal & Professional Fees	3815400	9373094
Miscellaneous Expenses	153088	0
Office Expenses	1000	5965
Penalty	44000	88500
Postage & Courier Expenses	80605	0
Roc Filing Fees	20032	13305
Site Maintenance Expenses	1034121	0
Stationery & Printing Expenses	226487	129254
Sundry Debit Balances W/off.	14329	70
Swachchh Bharat Cess on Service Tax	405071	4466712
Travelling & Conveyance Expenses	9331	21877
Vat Expenses	0	2516282

MARKETING EXPENSES:-

Advertisement Expenses	24811032	10994762
Brokerage Expenses	13006441	17937786
Brouchure Expenses	595000	0
Marketing Management Fees	180000000	0
Sales promotion Expenses	2254611	321300

TOTAL

29685417	23480506
220667084	29253848
250352501	52734354



24. SIGNIFICANT ACCOUNTING POLICIES:

1.1 NATURE OF OPERATIONS:

The Company was incorporated in 2015. The company is a private limited company incorporated and domiciled in India. And has its registered office at Ahmedabad, Gujarat, India. The company's main business is real estate promotion and development in residential and commercial segment.

1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as specified under section 133 of the Companies Act 2013 read together with the Rules notified there under to the extent applicable and the other relevant provisions of the Act, pronouncements of the regulatory bodies applicable to the company.

The financial statements have been prepared on going concern and accrual basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

The financial statements of the Company for the year ended March 31, 2019 were approved by the Board of Directors on 23/05/2019.

1.3. BASIS OF MEASUREMENT:

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities as specified and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS.

1.4 BASIS FOR CLASSIFICATION OF ASSETS & LIABILITIES:

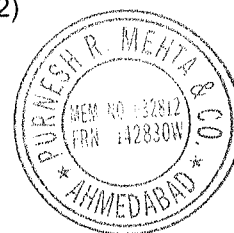
All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets or processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current – non current classification of assets and liabilities.

1.5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Revisions to accounting estimates are recognised prospectively.

The areas involving critical estimates or judgments are:

- Estimation of Useful life of Property, plant and equipment and intangibles (Note 1.7)
- Estimation of taxes (Note 1.11)
- Estimation of cost of project for revenue recognition (Note 1.12)
- Estimation of impairment (Note 1.10, 1.14)
- Estimation of provision and contingent liabilities (Note 1.17)



1.6. RECENT ACCOUNTING DEVELOPMENTS

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards, if applicable, when they become effective. The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

I) Ind AS 116 Leases

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

The Company intends to adopt these standards from 1 April 2019. Ind AS 116 also requires lessees and lessors to make more extensive disclosures than under Ind AS 17.

1.7. PROPERTY, PLANT & EQUIPMENT:

A. Property, Plant & Equipment are stated at cost of acquisition or construction net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and other directly attributable costs. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

B. Depreciation on fixed assets:

Depreciation is provided based on a pro-rata basis on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 on the "Written down value" method in respect of all assets.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

1.8 INTANGIBLE ASSET

Intangible Assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the company and the cost of asset can be measured reliably.

Intangible Assets are stated at cost, net of accumulated amortization and accumulated impairment loss, if any. Cost includes any expenditure directly attributable on making the asset ready for its intended use.

Intangible assets with finite lives are amortized over their useful economic life. The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

1.9. BORROWING COST:

Borrowing costs attributable to the acquisition, construction or production of qualifying assets (i.e. assets that necessarily take substantial period of time to get ready for their intended use or sale) are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred. Further, interest earned out of borrowed funds from temporary investments is reduced from the borrowing cost. The proportionate borrowing cost is added in the valuation of inventories.

1.10 FINANCIAL INSTRUMENT:

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

I) Financial Asset:-

Initial recognition and measurement:

All financial instruments are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through P&L, transaction costs that are attributable to the acquisition of the financial asset, purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on the trade date i.e. the date that the company commits to purchase or sell the asset.

Subsequent Measurement:

For the purpose of subsequent measurement financial assets are classified as measured at:

- Amortised cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI).

(a) Financial Asset measured at amortized cost:

Financial Assets 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 are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the statement of Profit & Loss. The company while applying above criteria has classified the following at amortized cost:

- (a) Trade receivables
- (b) Loans
- (c) Other financial assets



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

- (b) Financial Assets Measured at fair value through other comprehensive income:
Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- (c) Financial Assets at fair value through profit or loss (FVTPL):
Financial Asset are measured at Fair value through Profit & Loss if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the statement of Profit & Loss.

Equity Instruments:-

All investments in equity instruments classified under financial assets are initially measured at fair value , the group may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL.

De-recognition of Financial Assets:-

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred and the transfer qualifies for Derecognition. On Derecognition of a financial asset in its entirety, the difference between the carrying amount (measured on the date of recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the statement of Profit & Loss.

Impairment of Financial Assets:-

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model by adopting the simplified approach using a provision matrix reflecting current condition and forecasts of future economic conditions for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial Assets that are debt instruments, and are measured at amortized cost e.g. loans, debt securities, deposits, trade receivables and bank balance
- (b) Financial Assets that are debt instruments and are measured at FVTOCI.
- (c) Lease receivables under Ind AS 17.
- (d) Trade receivables or any contractual right to receive cash or another financial asset
- (e) Loan commitments which are not measured at FVTPL
- (f) Financial guarantee contracts which are not measured at FVTPL

(II) Financial Liability

Initial recognition and measurement:

Financial liabilities are recognized initially at fair value plus any transaction cost that are attributable to the acquisition of the financial liability except financial liabilities at FVTPL that are measured at fair value.

Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Financial Liabilities at amortized cost:

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between the initial amount and the maturity amount.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

The company is classifying the following under amortized cost

- Borrowings from banks
- Borrowings from others
- Trade payables
- Other Financial Liabilities

Derecognition:

A financial liability shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

1.11. INCOME TAXES:

Income tax expense for the year comprises of current tax and deferred tax.

Provision for Current Tax is computed as per Total Income Returnable under the Income Tax Act, 1961 taking into account available deductions and exemptions.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

1.12. REVENUE RECOGNITION:

- A. On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

Issue of Ind AS 115 - Revenue from Contracts with Customers:

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue arising from contracts with customers based on the identification and satisfaction of performance obligations.

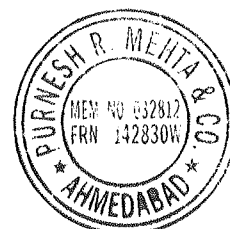
Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation.

- B. The full revenue is recognized on sale of property when the firm has transferred to the buyer all significant risks & rewards of ownership and when the seller has not to perform any substantial acts to complete the contract.

The Company has applied Ind AS 115 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 Recognition and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the modified retrospective method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application 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 and Ind AS 11.

- C. Interest income is recognized using the effective interest rate (EIR) method.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

1.13. RETIREMENT & OTHER EMPLOYEE BENEFITS:-

A. Defined Contribution Plans:-

The company's contribution paid / payable for the year to Provident Fund are recognized in the Profit & Loss Statement. The company has no obligation other than the contribution payable to the Government.

1.14. IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable value being higher of value in use and net selling price. Value in use is computed at net present value of cash flow expected over the balance useful life of the assets. An impairment loss is recognized in the year in which an asset is identified as impaired as an expense in the Profit and Loss Account.

1.15. INVENTORY:

Inventories are valued at the lower of cost and net realisable value.

- A. In case of the inventory of Raw-materials, they are valued at cost using FIFO method.
- B. The Closing stock of WIP has been valued at cost.

1.16. TRANSACTIONS IN FOREIGN CURRENCY:

- A. Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.
- B. Monetary items denominated in foreign currencies at the period end are restated at year end rates.
- C. Non monetary foreign currency items are carried at cost.
- D. Any income or expense on account of exchange difference either on settlement or on transaction is recognised in the statement of profit and loss.

1.17. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be 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. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past event, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arise from past event where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount can not be made.

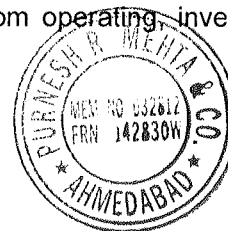
1.18. EARNINGS PER SHARE:

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all potential dilutive equity shares.

1.19. CASH FLOW STATEMENT:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payment and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

25. Corresponding figures of the previous year have been regrouped to confirm with this year's classification wherever necessary.
26. In the opinion of the Board of Directors, the Current Assets and Loans & Advances are approximately of the value stated, if realised in the ordinary course of business.
27. Details of Auditors' Remuneration are as follows: [AMT. RS.]

PARTICULARS	2018-2019	2017-2018
Audit fees	100000	1534000
For Certification & other matter	0	60871
Total	100000	1594871

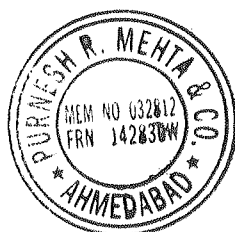
28. Earning per share:

SR. NO.	PARTICULARS	2018-2019	2017-2018
A	Basic & Diluted EPS (IN Rs.) From Continuing Operations attributable to equity share holders		
	-Basic	10266.47	1776.51
	-Diluted	10266.47	1776.51
B	Reconciliation of earnings used in calculation of Basic & Diluted EPS		
	Profit attributable to equity shareholders used in calculation of Basic EPS from continuing operations	153997105	26647639
C	Weighted Average number of shares as denominator		
	Weighted average number of shares used in calculation of Basic EPS	15000	15000
	Weighted average number of equity shares and potential equity shares used as denominator in calculation of Diluted EPS	15000	15000

29. Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006* [AMT.RS.]

SR.NO.	PARTICULARS	2018-2019	2017-2018
A	The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
	Principal amount due to micro and small enterprises (Not overdue)	NIL	NIL
	Interest due on above	NIL	NIL
B	The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
C	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL
D	The amount of interest accrued and remaining unpaid at the end of each accounting year.	NIL	NIL
E	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	NIL	NIL

* This information has been determined to the extent such parties have been identified on the basis intimation received from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development by the management.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

30. Financial Instrument by Category: [AMT. RS.]

PARTICULARS	2018-2019			2017-2018		
	FVTPL	FVTOCI	AMORTISED COST	FVTPL	FVTOCI	AMORTISED COST
Financial Assets						
-Loans	0	0	5059481	0	0	5000000
-Trade Receivables	0	0	28054527	0	0	3251614021
-Cash & cash equivalents	0	0	65069967	0	0	75360126
-Bank balances other than above	0	0	109420555	0	0	96278264
Financial Liabilities						
-Borrowings	0	0	2914391160	0	0	3570483209
-Trade Payables	0	0	399940188	0	0	179799975
-Other financial liabilities	0	0	659146787	0	0	695094204

*Since all the financial Assets and Financial liabilities are measured at amortised cost, disclosure of fair value hierarchy is not being made

31. Fair Value of Financial Assets & Liabilities measured at amortized cost: [AMT. RS.]

Particulars	2018-2019		2017-2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
-Loans	5059481	5059481	5000000	5000000
-Trade Receivables	28054527	28054527	3251614021	3251614021
-Cash & cash equivalents	65069967	65069967	75360126	75360126
-Bank balances other than above	109420555	109420555	96278264	96278264
Financial Liabilities				
-Borrowings	2914391160	2914391160	3570483209	3570483209
-Trade Payables	399940188	399940188	179799975	179799975
-Other financial liabilities	659146787	659146787	695094204	695094204

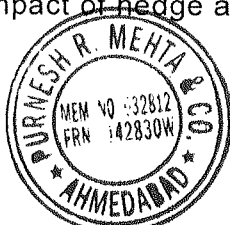
A. The carrying amounts of trade receivables, trade payables, current loans, capital creditors and cash and cash equivalents, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

B. The fair values of non-current borrowings and non current Loans are same as their amortised cost since the borrowings are interest bearing at the prevalent market rate.

32. Financial Risk Management:-

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures and interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

Risk	Exposure	Measurement	Management
Credit Risk	Financial Assets measured at amortised cost	-Ageing Analysis -Credit Ratings	Diversification, Credit Limits
Liquidity Risk	Borrowing and other liabilities	Rolling Cash flow forecasts	Availability of committed borrowing facilities
Market Risk - Interest Rates	Variable Rate Borrowings	Sensitivity Analysis	Conversion of loan from higher interest rate to lower interest rate

Credit Risk Management

Credit risk is managed on a company basis. For banks and financial institutions, only high rated banks/institutions are accepted.

For other financial assets, the company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team who assess and maintain an internal credit rating system. Internal credit rating is performed on a company basis for each class of financial instruments with different characteristics.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

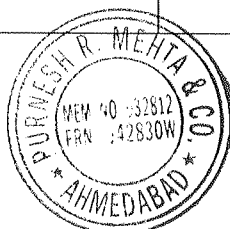
Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the company in accordance with practice and limits set by the company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Financing Arrangements: [AMT. RS.]

Particulars	2018-2019	2017-2018
Floating Rate:		
Expiring within 1 year	616706856	650000000
Expiring beyond 1 year	2189938738	1930000185

Maturities of financial liabilities (except current maturity of long term debts) as on 31.03.2019 & 31.03.2018 [AMT. RS.]

Financial Liabilities	2018-2019			2017-2018		
	<3 month	3 to 12 month	Total	<3 month	3 to 12 month	Total
Non Derivative						
Trade Payables	399940188	0	399940188	179799975	0	179799975
Customer Booking Refundable	0	42439931	42439931	0	45094204	45094204



Market Risk Management

Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company manages its cash flow interest rate risk by converting higher rate interest loan to lower rate interest rate.

Interest rate risk exposure

Particulars	2018-2019	2017-2018
Variable Rate borrowings	2806645594	2580000185
Fixed Rate Borrowings	2914391160	3570483209

At the end of reporting period the Company had the following variable rate borrowings.

Particulars	2018-2019			2017-2018		
	Average Interest Rate %	Balance	% of Total Loan	Average Interest Rate %	Balance	% of Total Loan
Term Loan From NBFC	12.83	2189938738	100	13.14	1250000000	48.45
Debentures	12.50	0	0	13.14	1330000185	51.55
Net Exposure		2189938738			2580000185	

Sensitivity Analysis [AMT. RS.]

Particulars	Impact on PAT		Impact on other Components of Equity	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Interest Rate increase by 50 basis points	14970243	16402144	0	0

33. Capital Management:

The Company's objectives when managing capital are to

- A. safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- B. Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' [AMT. RS.]

Particulars	2018-2019	2017-2018
Net Debt	4929839376	5328845004
Total Equity	(390823623)	560679742
Debt Equity Ratio	(12.61)	9.50

34. Income Taxes: [AMT. RS.]

Particulars	2018-2019	2017-2018
Current Tax	0	20000000
Deferred Tax	(501699474)	(426)
Total Income Tax Expenses	(501699474)	19999574



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

Reconciliation of tax expenses and the accounting profit multiplied by Tax Rate [AMT. RS.]

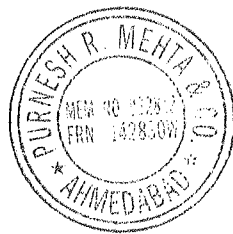
Particulars	2018-2019	2017-2018
Profit Before Tax	(347702369)	46647213
Statutory Tax Rate (%)	29%	33.06%
Tax at statutory tax rate	(100833687)	15421569
Tax effects of amounts which are not deductible in calculating taxable income due to adjustments as per income tax act	(400865787)	4576046
Tax effects of change in deferred tax rate	0	973
Tax effects of difference between current tax rate and deferred tax rate	0	986
Income Tax Expense	(501699474)	19999574

Current Tax Asset/ (Liability) [AMT. RS.]

Particulars	2018-2019	2017-2018
Income Tax asset at the beginning of the reporting period	0	0
Income Tax liability at the beginning of the reporting period	11413655	163636545
Increase in liability as per income tax adjustment	9464531	23815180
Income Tax paid	20878186	187451725
Income Tax Refund	0	0
Current income tax payable for the year	501699474	(19999574)
Income Tax Asset at the end of the period	18271147	0
Income Tax Liability at the end of the period	0	11413655

Deferred Tax Assets/ (Liabilities) [AMT. RS.]

Particulars	2018-2019	2017-2018
The balances comprises temporary differences attributable to :	7041	6615
Deferred Tax Assets		
Related Income Tax Act, 1961	501699087	0
Related to Fixed Assets	387	426
Deferred Tax Liabilities		
Difference	0	0
Net Deferred Tax Asset/(liability)	501706515	7041



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

Movement In Deferred Tax

For the year ended on March 31, 2018				
Particulars	As at April 1, 2017	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2018
Deferred tax assets/(liabilities)				
Related to Fixed Assets	6615	426		7041
Related Income Tax Act, 1961	0	0		0
TOTAL	6615	426	0	7041
For the year ended on March 31, 2019				
Particulars	As at March 31, 2018	Credit/(charge) in the Statement of Profit and Loss	Credit/(charge) in Other Comprehensive Income	As at March 31, 2019
Deferred tax assets/(liabilities)				
Related to Fixed Assets	7041	387		7428
Related Income Tax Act, 1961	0	501699087		501699087
TOTAL	7041	501699474	0	501706515

35. Segment information:

In line with Ind AS 108 operating segments and basis of the review of operations being done by the senior management, the operations of the group falls under real estate business which is considered to be the only reportable segment by the management.

1. Information about Products and Services:

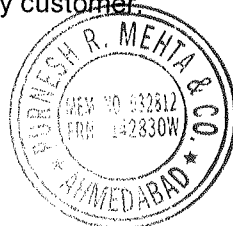
Product/Service	Revenue from the product [AMT. RS.]	
	2018-2019	2017-2018
Real Estate Promotion & Development	1844678734	2427221413

2. Information about Geographical Areas:

Geographical Information	Within India [AMT. RS.]	
	2018-2019	2017-2018
Revenues	1844678734	2427221413
Non Current Assets	501730326	40906

3. Information about Major Customers:

Revenue from transactions with a single customer does not amount to 10 percent or more of entity's revenues with any customer.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

36. Revenue from Contracts with Customers:

Disaggregated Revenue Information:

Particulars	Revenue from the product [AMT. RS.]	
	2018-2019	2017-2018
Types of Product/Service		
Real Estate Promotion & Development	1844678734	2427 221413
Geographical Disaggregation:		
Revenues within India	1844678734	2427 221413
Timing of revenue recognition wise		
-At a point in time	1844678734	2427 221413
-Over the period of time	0	0

Contract balances:

The following table provides information about receivables, contracts assets and contract liabilities from contracts with customers:

Particulars	AMT. RS.	
	2018-2019	2017-2018
Contract assets		
Trade Receivables	28054527	3251614021
Contract liabilities		
Booking advance received from customers	1507266976	206731422
Customer Booking Refundable	42439931	45094204

Revenue recognised in relation to contract liabilities

Particulars	Contract liabilities	
	2018-2019	2017-2018
Revenue recognised that was included in the contract liability balance at the beginning of the period	117095309	42632509

37. Information Concerning Classification of Securities:

Assets Pledged as security [AMT. RS.]

Particulars	2018-2019	2017-2018
Current		
Financial Asset:		
-First Charge	0	0
-Floating Charge	28054527	3251614021
Non-Financial Asset:		
-First Charge	0	0
-Floating Charge	6486641685	3480850478
Non-Current		
First Charge	0	0
Total assets pledged as security	6514696212	6732464499

The details of security offered for the secured loans taken are as follows:

Piramal Capital & Housing Finance Limited:

Charge secured by mortgage of immovable property and interest thereon, maintenance of F.D. with lien and hypothecation of receivables, book debts, outstanding moneys and claims, escrow accounts of projects, etc of the company and its holding company, pledge of shares of promoter of the company, personal guarantee of promoter directors of the company and corporate guarantee / security of holding company. The trustee for the said NCD & Loan is IDBI Trusteeship Services Limited in whose name the necessary charge is created.



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

38. **Changes in Accounting Policies:-**

This note explains the impact of adoption of Ind AS 115 Revenue from Contract with Customers on Financial Statements

The company applied Ind AS 115 for first time by using modified retrospective method of adoption with the date of initial application of 1st April 2018. Under this method company recognised cumulative impact in the opening balance of retained earnings as at 1st April 2018. Comparative prior period has not been adjusted.

Company has applied Ind AS 115 on the contracts which were not completed on the initial application date of Ind AS 115.

The impact on retained earnings on the initial application of Ind AS 115 is as follows:

Particulars	1st April 2018
Retained Earnings	227529742
Adjustment because of adoption of Ind AS 115	(1105500470)
Retained Earnings (After adjustment)	(877970728)

Following table presents the changes in each financial statement line item due to adoption of Ind AS 115 for first time on 1st April 2018

Particulars	Balance before adjustment of Ind AS 115	Increase/ (Decrease)	Balance After adjustment of Ind AS 115
Trade Receivables	3251614021	(3251614021)	0
Advance From Customers	206731422	1786119625	1992851047
Inventories	3447703454	3932233186	7379936640

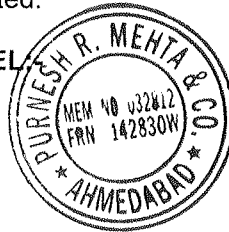
39. Related party disclosures:-

1. **HOLDING COMPANY:-**

Ganesh Housing Corporation Limited.

2. **KEY MANAGEMENT PERSONNEL**

Shri Dipakkumar G. Patel
Shri Shekhar G. Patel
Shri Ashish Modi



ESSEM INFRA PRIVATE LIMITED
NOTES FORMING PART OF ACCOUNTS

Nature of transactions with related parties and aggregate amount of such transactions for each class of related parties balances outstanding as on 31/03/2019.

(Related Party relationship is as identified by the Company and relied upon by the auditors.)

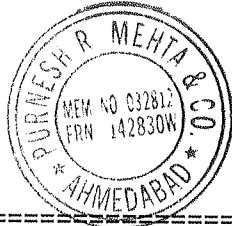
Transactions with Related Parties:- [AMT. RS.]

PARTICULARS	2018-2019			2017-2018		
	HOLDING COMPANY	OTHER RELATED PARTY	KEY MANAGERIAL PERSON	HOLDING COMPANY	OTHER RELATED PARTY	KEY MANAGERIAL PERSON
Loan Taken						
Ganesh Housing Corporation Limited	2872587160			3374991142		
Trade Payable						
Ganesh Housing Corporation Limited	208800000					
A. Modi Construction Co.- Labour & Work Contract Exp.			707190			34784
Advance From Customers						
Dr. Tarang desai		326200				
Expenses						
Labour & Work Contract Exp. To A. Modi Construction Co.			4298196			6491774
Ganesh Housing Corporation Limited-Marketing Management Fees	180000000					

AS PER OUR REPORT OF EVEN DATE
 FOR PURNESH R. MEHTA & CO.
 CHARTERED ACCOUNTANTS
 FRN:- 142830W

PRM

PURNESH MEHTA
 PROPRIETOR
 MEM. NO. 032812



PLACE : AHMEDABAD
 DATE : 23/05/2019

ON BEHALF OF THE BOARD OF DIRECTORS

Dabali

DIPAKKUMAR G. PATEL
 CHAIRMAN
 [DIN: 00004766]

Shekhar

SHEKHAR G. PATEL
 DIRECTOR
 [DIN: 00005091]

PLACE : AHMEDABAD
 DATE : 23/05/2019