



PEARL APARTMENTS LIMITED

(CIN NO: L70101DL1979PLC009901)

Regd. Office: 903, Rohit House, 3, Tolstoy Marg, New Delhi-110001

Tel No.: +91-11-23725826/27/28

Website: www.pearlapartments.co.in

Email Id: pearl.secretarial@pearlmail.com

Date: 01st October, 2018

To

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd. (MSEI)
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Sub: Submission of Annual Report as per Reg. 34(1) under SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the 39th Annual Report of M/s. Pearl Apartments Limited for Financial Year 2017-18.

You are requested to kindly take the same on record.

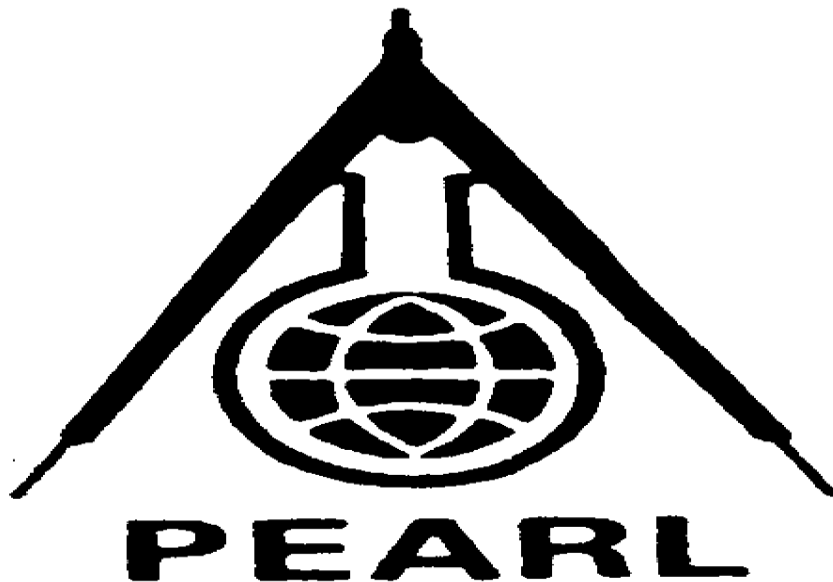
Thanking you,
Yours faithfully,

For Pearl Apartments Limited

Manan Khadria
(Company Secretary and Compliance Officer)



PEARL APARTMENTS LIMITED



39TH ANNUAL REPORT ***2017-18***

PEARL APARTMENTS LIMITED
CIN: L70101DL1979PLC009901

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Krishen Kumar Seth	Managing Director and CFO
Mr. Ramesh Mehra	Non Executive & Independent Director
Ms. Rita Seth	Non Executive & Non –Independent Director
Mr. Arjun Seth	Non Executive & Non –Independent Director
Mr. Rakesh Dua	Non Executive & Independent Director

COMPANY SECRETARY

Mr. Manan Khadria

REGISTERED OFFICE

903, Rohit House,3
Tolstoy Marg, New Delhi-110001
Phone No.: 011-23725826
Email Id: pearl.secretarial@pearlmail.com
Website: www.pearlapartments.co.in

REGISTRAR & SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt Ltd.
Beetal House, 3rd Floor, 99, Madangir, behind LSC
New Delhi-110062
Phone No. 011-29961281-283
Email Id: beetalrta@gmail.com

AUDITORS

Sehgal Mehta & Co., Chartered Accountants
10173/2, Block No. 15, Abdul Aziz Road 13
W.E.A Karol Bagh, New Delhi-110005

39TH AGM

Date: 29.09.2018
Day: Saturday
Venue: 903, Rohit House 3, Tolstoy Marg, New
Delhi-110001

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NOTICE

Notice is hereby given that the 39th (Thirty Ninth) Annual General Meeting of **Pearl Apartments Limited** will be held on **Saturday, the 29th day of September, 2018 at 1.00 P.M** at the registered office of the Company at 903, Rohit House, 3, Tolstoy Marg, New Delhi -110001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rita Seth (DIN: 00005797), who retires by rotation and being eligible offers herself for re-appointment.

**By order of the Board of Directors
For PEARL APARTMENTS LIMITED**

**Place: New Delhi
Date: 13th August, 2018**

**Sd/-
MANAN KHADRIA
(COMPANY SECRETARY)
MEMBERSHIP NO: ACS- 51520**

Registered Office:

903, Rohit House,
3, Tolstoy Marg,
New Delhi-110001

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a Person can act as a Proxy on behalf of Members not exceeding fifty (50) members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Rita Seth, Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment. Brief profile, information and relevant details, pursuant to the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this AGM is annexed hereto.
5. Members/proxies are requested to bring their duly filled attendance slip annexed hereto, to attend the AGM mentioning therein details of their DP and Client ID/ Folio No.
6. In case of joint holders attending the AGM, only such joint holder whose name stands first or higher on the Register of Members shall be entitled to vote.
7. As an austerity measure, copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their copy of Annual Report to the meeting.

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8. All documents referred to in the notice will be available for inspection at the Company's registered office during normal business hours on all working days (except Saturdays and Sundays) upto the date of AGM.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP's with whom they are maintaining their accounts. Members holding shares in physical form can also submit their PAN to the Company/RTA.
10. The Securities and Exchange Board of India (SEBI) has also instructed to update PAN and Bank Details of Members. Accordingly Members are requested to intimate under the signature of the sole/ first holder about the Bank Account Number, type of Account, saving (SB) or current (CA), name and address of the Bank and change, if any for claiming statutory benefits in future when provided. Shareholders holding shares in physical form may kindly arrange to forward the appended form duly completed and signed to the Company/ RTA, for necessary action. Shareholders holding shares in demat/electronic form may kindly arrange to update their Bank particulars with their respective DP's.
11. **THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") HAS DECIDED THAT SECURITIES OF LISTED COMPANIES CAN BE TRANSFERRED ONLY IN DEMATERIALIZED FORM. IN VIEW OF THE ABOVE AND TO AVAIL VARIOUS BENEFITS OF DEMATERIALIZATION, MEMBERS ARE ADVISED TO DEMATERIALIZED SHARES HELD BY THEM IN PHYSICAL FORM.**
12. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 24th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).**
13. All correspondence relating to change of address, change in the e-mail ID already registered with the Company, transfer/ transmission of shares, issue of duplicate share certificates, consolidation of folios, bank mandates and all other matters relating to the shareholding in the Company may be made to Beetal Financial & Computer Services Pvt Ltd., the registrar and share transfer agent ("RTA"). The Members holding shares in dematerialised form may send such communication to their respective Depository Participants ("DP's").
14. Members can inspect the Register of director and Key Managerial Personnel and their shareholding, required to be maintained under Section 170 of the Act during the course of the meeting at the venue.
15. The Members whose names appear on the Company's Register of Members as on **Saturday, September 22, 2018** ("cut-off date") will be eligible to attend and vote at the AGM.
16. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH-13 duly filled, to the Company / RTA / DP's.
17. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual Reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in dematerialised form may send such communication to their respective DP's and those holding shares in physical form may send such communication to the Company/ RTA. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity.
18. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules framed thereunder, the Annual Report for financial year 2017-18 and the Notice of the AGM, inter-alia indicating the process and manner of remote e-voting along with the Route Map, attendance slip and proxy form are being sent by e-mail to those Members who have registered their e-mail ID either with the Company/RTA or with the DP's unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail ID, physical copies of the Annual Report for financial year 2017-18 and the Notice of the AGM, inter-alia, indicating the process and manner of remote e-voting along with the attendance slip, proxy form and Route Map, is being sent in the permitted mode.
19. The shareholders are requested to send their queries on annual report to the Company, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.
20. Members may also note that the Notice of 39th Annual General Meeting will also be available on the Company's website www.pearlapartments.co.in for their download.
21. **VOTING THROUGH ELECTRONIC MEANS**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 39th AGM by electronic means which includes "remote e-voting" i.e., from a place other than venue of the AGM, provided by National Securities Depository Limited ("NSDL"). Members

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of the Company holding shares in physical form or in dematerialised form may exercise their right to vote by electronic means in respect of the resolutions contained in the Notice of the AGM. The remote e-voting facility is available at the link <https://www.evoting.nsdl.com>.

- II. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	Wednesday, September 26, 2018 at 10.00 A.M.
End of remote e-voting	Friday, September 28, 2018 at 05.00 P.M.

The cut-off date (i.e. the record date) for the purpose of remote e-voting is **Saturday, September 22, 2018** (end of day). The Members, whose name appear in the Register of Members, holding shares in physical or in dematerialised form, as on the cut-off date are entitled to cast their votes on the resolutions set forth in this Notice.

In addition, the facility for voting by use of 'Ballot Paper' shall also be made available at the AGM, for all those members who are present at the AGM but have not cast their votes by remote e-voting.

III. **Procedure for Remote E-voting:**

The details and instructions for remote e-voting form an integral part of the Notice convening the 39th AGM to be held on September 29, 2018. The members desirous to vote through remote e-voting are requested to refer to the detailed procedure given below:

- i) Launch internet browser and open <https://www.evoting.nsdl.com/>
- ii) Click on Shareholder – Login.
- iii) If you are already registered with NSDL for remote e-voting then you can use your existing User Id and Password/PIN for casting your vote.
- iv) If you are logging in for the first time, please enter the 'User Id' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- v) Password change menu will appear. Change the 'Initial Password' with a new Password of your choice with minimum 8 digits/characters or combination thereof. Note the new Password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
- vii) Select 'EVEN' of '**PEARL APARTMENTS LIMITED**'.
- viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- xii) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pcsabhishekgupta@gmail.com with a copy marked to evoting@nsdl.co.in.

IV. **General Instructions:**

- (a) During the remote e-voting period, members of the Company, holding shares either in physical or dematerialized form as on the cut-off date i.e. **Saturday, September 22, 2018**, (end of day) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (b) Login to e-voting website www.evoting.nsdl.com will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- (c) Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder.

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- (d) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for members available at the downloads sections of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre on toll free no.: **1800-222-990**.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (f) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Saturday, September 22, 2018** (end of day).
- (g) Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e. **Saturday, September 22, 2018** (end of day), may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in or to the Company's Registrar - Beetal Financial & Computer Services Pvt Ltd. at beetalrta@gmail.com.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote.

Note: If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (h) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (i) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (j) The Company has appointed Mr. Abhishek Gupta, Practicing Company Secretary (Membership No. 33302 & C.P. No. 12262) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (k) The Chairman shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Ballot Paper' for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- (l) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (m) The result declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pearlapartments.co.in and on the website of NSDL website immediately after the declaration of result by the Chairman or a person authorized by him in writing.

PEARL APARTMENTS LIMITED**ANNUAL REPORT 2017-18****Brief Profile of the Directors retiring by rotation/ seeking appointment**

<u>S.No.</u>	<u>Particulars</u>	<u>Details</u>
1.	Name of the Director	Mrs. Rita Seth
2.	DIN	00005797
3.	Date of Birth	February 03, 1955
4.	Brief profile	Mrs. Rita Seth is a Non Executive & Non- Independent Director. She is graduated from recognized University.
5.	Directorship held in other Listed Company	NIL
6.	Shareholding in Pearl Apartments Limited	6250 Shares

**By order of the Board of Directors
For PEARL APARTMENTS LIMITED**

**Place: New Delhi
Date: 13th August, 2018**

Registered Office:
903, Rohit House,
3, Tolstoy Marg,
New Delhi-110001

**Sd/-
MANAN KHADRIA
(COMPANY SECRETARY)
MEMBERSHIP NO: ACS- 51520**

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 39TH (Thirty Ninth) Board's Report of the Company together with the Audited Financial Statements for the year ended March 31, 2018.

FINANCIAL RESULTS

The financial performance of the Company for the year ended March 31, 2018 is summarized below:

Particulars	(Amount in Rupees)	
	For Financial Year 2017-18	For Financial Year 2016-17
Revenue from Operation	2,300,000	1,500,000
Other Income	8,122,713	12,523,134
Total Revenue	10,422,713	14,023,134
Total Expenditure	8,098,494	7,368,613
Profit/(Loss) before Exceptional Items and Tax	2,324,219	6,654,520
Exceptional Items (Income)/(Exps)	-	-
Profit/(Loss) before Tax	2,324,219	6,654,520
Tax expense	5,91,315	16,12,906
Net Profit/ (Loss) for the period	1,732,904	5,041,614

DIVIDEND

The Directors consider it prudent to retain the profits of the Company for the current year for funding future expansions in the Company and accordingly regret their inability to recommend dividend on Equity Shares of the Company for the financial year ended March 31, 2018.

STATE OF THE COMPANY AFFAIRS/CHANGES IN THE NATURE OF BUSINESS, IF ANY

During the year under consideration on Standalone basis your Company has achieved total revenue from operations of Rs 23,00,000/- as against Rs. 15,00,000/- in the relevant previous financial year. The net profit for the year declined to Rs. 1,732,904/- from Rs. 5,041,614/- in the previous year due to increase in Expenses like salary or other expenses. Your Company is expecting growth in coming years.

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

MATERIAL CHANGES AND COMMITMENT

The Shares of your Company have been given admission for trading on Exchange by the Metropolitan Stock Exchange of India Limited (MSEIL) w.e.f. 03rd April, 2018, which would be beneficial for the company and its Shareholders.

SUBSIDIARY/JOINT VENTURE/ASSOCIATE COMPANY

As on March 31, 2018, the Company does not have any Associate or Subsidiary or Joint Venture Company as per the Companies Act, 2013.

PUBLIC DEPOSITS

During the period under review, the Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR 2017-18

The Company's Capital Structure remains unchanged during the financial year 2017-18.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**a) Appointment/Re-appointment of Director**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Rita Seth (DIN: 00005797) Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

b) Number of meetings of the Board of Directors

During the year 2017-18, the Board met 5 (Five) times viz. 23rd June, 2017, 28th July, 2017, 11th August, 2017, 14th November, 2017 and 14th February, 2018.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Date of Board Meeting	Krishen Kumar Seth	Ramesh Mehra	Rita Seth	Arjun Seth	Rakesh Dua
23.06.2017	Present	Absent	Present	Present	Absent
28.07.2017	Present	Absent	Present	Present	Absent
11.08.2017	Present	Present	Present	Present	Present
14.11.2017	Present	Present	Present	Present	Present
14.02.2018	Present	Present	Present	Present	Present

c) Changes in Key Managerial Personnel

During the year Ms. Pallavi Aggarwal had resigned from the post of Company Secretary & Compliance Officer w.e.f. closing hours of 31st August, 2017.

d) Change in Composition of Directors

There was no change in composition of the Board of Directors of the Company during the Financial Year 2017-18.

Name of the Director	DIN	Designation	Whether attended AGM held on 28.09.2017
Mr. Krishen Kumar Seth	00005765	Managing Director & CFO	Yes
Mr. Ramesh Mehra	00003334	Independent Director	No
Mr. Rita Seth	00005797	Non Executive Director	Yes
Mr. Arjun Seth	00005826	Non Executive Director	No
Mr. Rakesh Dua	00542650	Independent Director	Yes

e) Declaration by Independent Director

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

f) Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to provisions of Companies Act, 2013 and Regulation 17 (10) of the SEBI (LODR) Regulations, 2015.

The evaluation framework for assessing the performance of Directors was on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The Nomination and Remuneration Committee had evaluated the performance of individual Director on the basis of criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs provided by them in meetings, etc. A member of the Board does not participate in the discussion of his/her evaluation. Performance evaluation of Independent Directors was carried out by the entire board, excluding the Independent Director being evaluated.

A meeting of the Independent Directors was also held to review the performance of the Non-Independent Directors, the Board as a whole and the Chairman on the parameters of effectiveness and to assess the quality, quantity and timeliness of the flow of information between the Management and the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the Annual Accounts for the year ended March 31, 2018, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;

- II. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profits of the Company for the year ended on that date;
- III. the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- IV. the Directors have prepared the annual accounts of the Company on a “going concern basis”.
- V. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- VI. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

In terms of the provisions of Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return for the Financial Year 2017-18 in Form MGT-9 is given in **Annexure-I** to this Report.

AUDITORS

Statutory Auditors and Auditor's Report

The shareholders of the Company at last AGM held on September 28, 2017 had appointed M/s. Sehgal Mehta & Co. Chartered Accountants, (ICAI Registration No- 003330N), as the Statutory Auditors of the Company for a term of 5 years, subject to ratification by Members at every AGM, if required under the provisions of the Companies Act, 2013. However, the Companies Amendment Act, 2017 has removed the requirement of ratification of Statutory Auditors and accordingly they hold their office till the conclusion of AGM to be held in the year 2022.

The Auditors' Report read with the Notes to accounts referred to therein are self explanatory and therefore, do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Auditors.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed **Mr. Abhishek Pandey (C.P No. 13737)**, Company Secretaries to conduct Secretarial Audit for the financial year 2017-18.

The Secretarial Audit Report (in Form MR-3) is attached as **Annexure-II** to this Report

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Audit:

The Company became Listed on Metropolitan Stock Exchange of India Limited (MSEIL) w.e.f. 03rd April, 2018. In view of this, your Company was not required to conduct internal audit as per Section 138 of the Companies Act, 2013 for the financial year 2017-18.

Cost Auditor

The provisions of Cost audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

Compliance with the Institute of Company Secretaries of India ("ICSI") Secretarial Standards:

The relevant Secretarial Standards issued by the ICSI related to the Board Meetings and General Meeting have been complied with the Company.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

During the financial year ended 31st March, 2018, the Company has not granted any Loan, provided any Guarantee and security as required under section 186 of the Companies Act, 2013.

The particulars of Investment made by the Company, as required under Section 186 of the Companies Act, 2013 are furnished under Notes to Financial Statement.

LOAN FROM DIRECTORS

During the period under review, the Company has taken a loan of Rs. 18,000,000 (Rupees One Crore Eighty Lacs Only) from Mr. Krishen Kumar Seth, Managing Director of the Company. However, the Company has received a declaration in writing to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTY REFERRED TO IN SUB SECTION (1) OF SECTION 188

All related party transactions that were entered into during the financial Year 2017-18 were at arm's length basis and were in the ordinary course of business. There is no materially significant related party transaction with the Company's promoters, directors, the management or relatives which may have potential conflict with the interest of the Company at large as per Companies Act, 2013 and rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the disclosures required under Section 134(3)(h) of the Company Act, 2013 is given in form AOC-2 as **Annexure-III**. Further, details of Related Party Transactions as required to be disclosed by Accounting Standard AS-18 on "Related Party Transactions" are given in Note no. 27 of Notes to the Financial Statements.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since your Company does not own any manufacturing facility, the requirements pertaining to disclosure of particulars relating to conservation of energy, research & development and technology absorption, as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts), Rules, 2014 is not applicable to the Company. There were no foreign exchange earnings or outgo during the year.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

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

CORPORATE SOCIAL RESPONSIBILITY

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

GENERAL MEETING

During the year, only one General Meeting i.e. Annual General Meeting was conducted on September 28, 2017 and total 08 members were present in the meeting.

DISCLOSURES OF COMMITTEES AND ATTENDANCE OF THE MEMBERS**Audit Committee**

The Audit Committee is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Audit Committee assists the Board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company.

The Composition of Audit Committee is given below:

S.No.	Name	Nature of Directorship	Designation	Date of Meeting	Whether attended Meeting
1	Mr. Krishen Kumar Seth	Executive Director	Chairman & Member	14.08.2017	Yes
2	Mr. Ramesh Mehra	Non Executive & Independent Director	Member	14.11.2017	Yes
3.	Mr. Rakesh Dua	Non Executive & Independent Director	Member	14.02.2018	Yes

The previous Annual General Meeting of the Company was held on September 28, 2017 and attended by Mr. Krishen Kumar Seth, Chairman of Audit Committee.

Note: As your Company was listed on Delhi Stock Exchange (DSE), which had been derecognized by the SEBI vide its order no. **WTM/PS/45/MRD/DSA/NOV/2014**, the listed status of your Company was under dispute. The Company had applied for Secondary Listing of Equity Shares to Metropolitan Stock Exchange of India Limited (MSEIL) and listing approval given by MSEI w.e.f. 03rd April, 2018. In view of this, your Company was not required to conduct 4(Four) Audit Committee meeting during the financial year 2017-18 as per Regulations 18(2)(a) of SEBI (LODR) Regulations, 2015.

Nomination and Remuneration Committee

Nomination and Remuneration Committee is constituted in line with the provisions of Section 178(1) of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Terms of Reference

Terms of Reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

The Composition of Nomination and Remuneration is given below:

S.No.	Name	Nature of Directorship	Designation	No. of Meetings	Attendance
1	Mr. Rakesh Dua	Non Executive & Independent Director	Chairman & Member	-	-
2	Mr. Ramesh Mehra	Non Executive & Independent Director	Member	-	-
3	Mr. Arjun Seth	Non Executive & Non – Independent Director	Member	-	-

The previous Annual General Meeting of the Company was held on September 28, 2017 and was attended by Mr. Rakesh Dua, Chairman of Nomination & Remuneration Committee.

Note: During the financial year 2017-18, there was no such matter required consideration of Nomination and Remuneration Committee. Therefore, there was no requirement of conducting the meeting of Nomination and Remuneration Committee.

REMUNERATION POLICY

The Board has, on recommendation of the Nomination & Remuneration Committee, framed a policy for appointment and remuneration of Directors, Key Managerial Personnel (KMP) and other Employees. As part of the policy, the Company strives to ensure that:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Stakeholders Relationship Committee

The Company is not required to constitute Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

During the financial year ended March 31, 2018, none of the employee was in receipt of remuneration exceeding the limit specified under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request.

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered Office of the company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Secretarial Department of the Company in advance.

LISTING WITH STOCK EXCHANGES

Your Company had applied for Secondary Listing of Equity Shares to Metropolitan Stock Exchange of India Limited (MSEIL) and MSEIL vide its Letter No. **MSEI/LIST/SL/2018/822** dated 27th March, 2018 has admitted dealing on the Exchange w.e.f. 03rd April, 2018.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/ COURTS/TRIBUNAL

There was no instance of any material order passed by any regulator/ court/tribunal impacting the going concern status of the Company and its operations in future.

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

The Company has put in place a policy on prevention of Sexual Harassment in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (Permanent, Contractual, Temporary, Trainees) are covered under this policy. The Company has not received any complaint of sexual harassment during the financial year 2017-18.

ACKNOWLEDGEMENT

The Directors would like to place on record their appreciation of the contribution made and support provided to the Company by the shareholders, employees, bankers, suppliers and customers.

**On behalf of the Board of Directors
For Pearl Apartments Limited**

**Place: New Delhi
Date: 13th August, 2018**

**Sd/-
Krishen Kumar Seth
Managing Director
(DIN: 00005765)**

**Sd/-
Arjun Seth
Director
(DIN: 00005826)**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L70101DL1979PLC009901
Registration Date	24/09/1979
Name of the Company	Pearl Apartments Limited
Category	Company Limited by Shares
Sub-Category of the Company	Non-Govt. Company
Address of the Registered office	903, Rohit House, 3, Tolstoy Marg, New Delhi-110001 Phone: 011-23725826/27/28
Contact Details	pearl.secretarial@pearlmail.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	BEETAL Financial & Computer Services Pvt Ltd. Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Ph. 011-29961281-283 Fax 011-29961284 Email: beetalrta@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / services	*NIC Code of the Product/ service	% to total turnover of the company
1	Real estate activities	681 682	100

* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: Not Applicable

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	173090	173090	34.62	173090	0	173090	34.62	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp	0	24950	24950	4.99	24950	0	24950	4.99	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(1):-	0	198040	198040	39.61	198040	0	198040	39.61	0.00
2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter A=(A)(1)+(A)(2)	0	198040	198040	39.61	198040	0	198040	39.61	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	0	145210	145210	29.04	0	145210	145210	29.04	0.00
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00

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b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	32050	32050	6.41	0	32050	32050	6.41	0.00
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	124700	124700	24.94	0	124700	124700	24.94	0.00
c) Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2)	0	301960	301960	60.39	0	301960	301960	60.39	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	301960	301960	60.39	0	301960	301960	60.39	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	500000	500000	100.00	198040	301960	500000	100.00	0.00

ii) Shareholding of Promoters (Including Promoter Group)

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Mr. Chand Seth	21170	4.23	0.00	37170	7.43	0.00	3.2
2.	Mr. Krishen Kumar Seth	29310	5.86	0.00	49310	9.86	0.00	4.00
3.	Mr. Harish Seth	23310	4.66	0.00	38310	7.66	0.00	3.00
4.	Mrs. Suneeta Seth	6250	1.25	0.00	6250	1.25	0.00	0.00
5.	Mr. M.L. Seth	10000	2.00	0.00	-	-	-	(2.00)
6.	Mrs. Madhu Seth	14550	2.91	0.00	14550	2.91	0.00	0.00
7.	Mrs. Rita Seth	6250	1.25	0.00	6250	1.25	0.00	0.00
8.	Mrs. Taruna Seth	4200	0.84	0.00	4200	0.84	0.00	0.00
9.	Mr. Varun Seth	4150	0.83	0.00	4150	0.83	0.00	0.00
10.	Mr. Udit Seth	4150	0.83	0.00	4150	0.83	0.00	0.00
11.	Mr. Nakul Seth	4200	0.84	0.00	4200	0.84	0.00	0.00
12.	Mrs. Nidhi Choudhary	4550	0.91	0.00	4550	0.91	0.00	0.00
13.	Gama Investments Pvt. Ltd	24950	4.99	0.00	24950	4.99	0.00	0.00

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14.	Sh. Chand Seth K/o Chand Seth & Sons (HUF)	16000	3.20	0.00	-	-	-	(3.20)
15.	Sh. Harish Seth K/o Harish Seth & Sons (HUF)	15000	3.00	0.00	-	-	-	(3.00)
16.	Sh. Krishen K. Seth K/o Krishen Seth & Sons (HUF)	10000	2.00	0.00	-	-	-	(2.00)

iii) Change in Promoters' Shareholding

S.No	Name of the shareholder	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (from 01.04.2017 to 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Chand Seth				
	At the beginning of the year	21170	4.23	21170	4.23
	Being Shares transferred to Mr. Chand Seth on 28 th July 2017 due to dissolution of Chand Seth & Sons (HUF)	16000	3.2	37170	7.43
	At the End of the year			37170	7.43
2.	Mrs. Suneeta Seth				
	At the beginning of the year	6250	1.25	6250	1.25
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	6250	1.25
	At the End of the year			6250	1.25
3.	Mr. Nakul Seth				
	At the beginning of the year	4200	0.84	4200	0.84
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	4200	0.84
	At the End of the year			4200	0.84
4.	Mr. Udit Seth				
	At the beginning of the year	4150	0.83	4150	0.83
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	4150	0.83
	At the End of the year			4150	0.83
5.	Mr. Harish Seth				
	At the beginning of the year	23310	4.66	23310	4.66
	Being Shares transferred to Mr. Harish Seth on 28 th July 2017 due to dissolution of Harish Seth & Sons (HUF)	15000	3.00	38310	7.66
	At the End of the year			38310	7.66
6.	Mr. Krishen Kumar Seth				
	At the beginning of the year	29310	5.86	29310	5.86

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	Being 10,000 Shares transferred to Mr. Krishen Kumar Seth on 28 th July 2017 due to dissolution of Krishen K. Seth & Sons (HUF) and 10,000 Shares transferred to Krishen Kumar Seth due to death of M.L. Seth	20000	4.00	49310	9.86
	At the End of the year			49310	9.86
7.	Mrs. Nidhi Choudhary				
	At the beginning of the year	4550	0.91	4550	0.91
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	4550	0.91
	At the End of the year			4550	0.91
8.	Mr. Varun Seth				
	At the beginning of the year	4150	0.83	4150	0.83
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	4150	0.83
	At the End of the year			4150	0.83
9.	Mrs. Madhu Seth				
	At the beginning of the year	14550	2.91	14550	2.91
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	14550	2.91
	At the End of the year			14550	2.91
10.	Mrs. Rita Seth				
	At the beginning of the year	6250	1.25	6250	1.25
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	6250	1.25
	At the End of the year			6250	1.25
11.	Mrs. Taruna Seth				
	At the beginning of the year	4200	0.84	4200	0.84
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	4200	0.84
	At the End of the year			4200	0.84
12.	Mr. M.L. Seth				
	At the beginning of the year	10000	2.00	10000	2.00
	Decrease Shareholding due to transfer of shares on 28 th July, 2017 to Krishen Kumar Seth	(10000)	(2.00)	0.00	0.00
	At the End of the year			0.00	0.00
13.	Gama Investments Private Limited				
	At the beginning of the year	24950	4.99	24950	4.99
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	24950	4.99
	At the End of the year			24950	4.99

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14.	Sh. Chand Seth K/o Chand Seth & Sons (HUF)				
	At the beginning of the year	16000	3.20	16000	3.20
	Decrease Shareholding due to transfer of shares on 28 th July, 2017.	(16000)	(3.20)	0.00	0.00
	At the End of the year			0.00	0.00
15.	Sh. Harish Seth K/o Harish Seth & Sons (HUF)				
	At the beginning of the year	15000	3.00	15000	3.00
	Decrease Shareholding due to transfer of shares on 28 th July, 2017.	(15000)	(3.00)	0.00	0.00
	At the End of the year			0.00	0.00
16.	Sh. Krishen K. Seth K/o Krishen Seth & Sons (HUF)				
	At the beginning of the year	10000	2.00	10000	2.00
	Decrease Shareholding due to transfer of shares on 28 th July, 2017.	(10000)	(2.00)	0.00	0.00
	At the End of the year			0.00	0.00

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

S. no	Name of Shareholders	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the Company
1	M/s. M R K Overseas (P) Ltd.				
	At the beginning of the year	66960	13.39	66960	13.39
	Date wise Increase / Decrease in Share holding during the year	-	-	66960	13.39
	At the End of the year			66960	13.39
2	Mr. Sambhav Kapur				
	At the beginning of the year	29000	5.80	29000	5.80
	Date wise Increase / Decrease in Share holding during the year	-	-	29000	5.80
	At the End of the year			29000	5.80
3	M/s. Pearl Polymers Limited				
	At the beginning of the year	27750	5.55	27750	5.55
	Date wise Increase / Decrease in Share holding during the year	-	-	27750	5.55
	At the End of the year			27750	5.55
4	M/s. Ravison Drugs Private Limited				
	At the beginning of the year	25450	5.09	25450	5.09
	Date wise Increase / Decrease in	-	-	25450	5.09

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	Share holding during the year				
	At the End of the year			25450	5.09
5	Mrs. Vibha Kapur				
	At the beginning of the year	24500	4.90	24500	4.90
	Date wise Increase / Decrease in Share holding during the year	-	-	24500	4.90
	At the End of the year			24500	4.90
6	Mr. Vipin Kapur				
	At the beginning of the year	24500	4.90	24500	4.90
	Date wise Increase / Decrease in Share holding during the year	-	-	24500	4.90
	At the End of the year			24500	4.90
7	Mr. Sushil Kapur				
	At the beginning of the year	24500	4.90	24500	4.90
	Date wise Increase / Decrease in Share holding during the year	-	-	24500	4.90
	At the End of the year			24500	4.90
8	Mr. Rajiv Mehra				
	At the beginning of the year	11100	2.22	11100	2.22
	Date wise Increase / Decrease in Share holding during the year	-	-	11100	2.22
	At the End of the year			11100	2.22
9	Mr. Rakesh Mehra				
	At the beginning of the year	11100	2.22	11100	2.22
	Date wise Increase / Decrease in Share holding during the year	-	-	11100	2.22
	At the End of the year			11100	2.22
10	M/s. Gikasha Investment And Financial Consultancy Private Limited				
	At the beginning of the year	10000	2.00	10000	2.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	10000	2.00
	At the End of the year			10000	2.00

v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Directors/Key Managerial Personnel (KMP)	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Krishen Kumar Seth (Managing Director and CEO)				
	At the beginning of the year	29310	5.86	29310	5.86
	Being 10,000 Shares transferred to Mr. Krishen Kumar Seth on 28 th	20000	4.00	49310	9.86

	July 2017 due to dissolution of Krishen K. Seth & Sons (HUF) and 10,000 Shares transferred to Krishen Kumar Seth due to death of M.L. Seth				
	At the End of the year			49310	9.86
2.	Mr. Arjun Seth (Director)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year	-	-	0	0.00
	At the End of the year			0	0.00
3.	Mr. Ramesh Mehra (Director)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	0	0.00
	At the End of the year			0	0.00
4.	Mr. Rakesh Dua (Director)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year	-	-	0	0.00
	At the End of the year			0	0.00
5.	Mrs. Rita Seth (Director)				
	At the beginning of the year	6250	1.25	6250	1.25
	Date wise Increase / Decrease in Share holding during the year	-	-	6250	1.25
	At the End of the year			6250	1.25
6.	Mrs. Pallavi Aggarwal Company Secretary (KMP)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year	-	-	0	0.00
	At the End of the year			0	0.00

Note: Mrs. Pallavi Aggarwal had resigned from the post of Company Secretary & Compliance Officer w.e.f. closing hours of 31st August, 2017.

V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	9,160,000	-	9,160,000
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	-	9,160,000	-	9,160,000

Change in Indebtedness during the financial year				
Addition	-	31,200,000	-	31,200,000
-Reduction	-	24,110,000	-	24,110,000
Net Change	-	70,90,000	-	70,90,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	16,250,000	-	16,250,000
ii) Interest due but not paid	-		-	
iii) Interest accrued but not due	-		-	
Total (i+ii+iii)	-	16, 250,000	-	16, 250,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Particulars of Remuneration	*Krishen Kumar Seth (Managing Director & CFO)	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000	24,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	24,00,000	24,00,000
	Ceiling as per the Act	Rs. 60 Lakhs (Being Effective Capital is upto 5 Crores calculated as per Schedule V)	

B. Remuneration to other directors:

Independent Directors			
Particulars of Remuneration	Mr. Ramesh Mehra	Mr. Rakesh Dua	Total Amount
Fee for attending board committee meeting	-	-	-
Commission	-	-	-
Others, please specify	-	-	
Total (B)(1)	-	-	-
Non Executive Directors			
Particulars of Remuneration	Mr. Arjun Seth	Mrs. Rita Seth	Total Amount
Fee for attending board committee meeting	-	-	-
Commission	-	-	-
Others, please specify	-	-	
Total (B)(2)	-	-	-
Total (B) =(B)(1)+(B)(2)	-	-	-
Total Managerial Remuneration	-	-	-
Overall ceiling as per the Act			

C. Remuneration to Key Managerial Personnel Other Than MD/Manager /WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel
		Mrs. Pallavi Aggarwal (Company Secretary)
1.	Gross Salary	2,03,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others,	-
5.	Others, please specify	-
	Total	2,03,000/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year 2017-18, there were no penalties/punishment/compounding of offences under Companies Act, 2013.

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

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

To,

The Members,

PEARL APARTMENTS LIMITED

903, ROHIT HOUSE,

3 TOLSTOY MARG,

NEW DELHI -110001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PEARL APARTMENTS LIMITED** (hereinafter called 'the **Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by PEARL APARTMENTS LIMITED for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;- **Not applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **not applicable as the Company did not issue any security during the financial year under review;**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not applicable as the Company has not granted any options to its employees during the financial year under review;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **not applicable as the Company has not issued any debt securities during the financial year under the review;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **not applicable. The Equity Shares of the Company were Listed on Delhi Stock Exchange Limited and the SEBI vide its order no. WTM/PS/45/MRD/DSA/NOV/2014 dated 19.11.2014 had derecognised Delhi Stock Exchange Limited. However, the Company had applied for Secondary Listing of Equity Shares to Metropolitan Stock Exchange of India Limited (MSEIL) and MSEIL vide its Letter No. MSEI/LIST/SL/2018/822 dated 27th March, 2018 has admitted the Equity Shares on the Exchange w.e.f. 03rd April, 2018.**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **not applicable as the Company has not bought back any of its securities during the financial year under review.**

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

- (i) Secretarial Standards SS-1 and SS-2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange.;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. Charge of Rs 1500000/- having charge Id 90045322 created in the financial year 1987 is showing open at the official website of Ministry of Corporate Affairs. However company has claimed to have satisfied the same and shown the records of Form no-17 filed with Registrar of Companies towards the satisfaction of the same and also the application claimed to have filed with the Registrar of companies to correct the record of satisfaction of charge on its website.

We further report that

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

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

Majority decision is carried through at the meeting of Board of Directors. However no dissenting views of any member were found during the financial year under review

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

For **Abhishek Pandey & Associates**
Company Secretaries

Sd/-
CS Abhishek Pandey
CP No. 13737
ACS No . A31218
Date : 25.07.2018
Place : Delhi

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

To,
The Members,
PEARL APARTMENTS LIMITED
903, ROHIT HOUSE ,
3 TOLSTOY MARG ,
NEW DELHI -110001

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

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

For **Abhishek Pandey & Associates**
Company Secretaries

Sd/-
CS Abhishek Pandey
CP No. 13737
ACS No . A31218
Date : 25.07.2018
Place : Delhi

FORM NO. AOC-2

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

This form pertains to the disclosures of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

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

The Company has not entered into any contact/arrangement/transaction with its related parties which are not in the ordinary course of business or at arm's length during financial year 2017-18.

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

The details of material contracts or arrangement or transaction at arm's length basis for the year ended March 31, 2018 is given below:

(a)	Name(s) of the related party	Pearl International Tours and Travels Limited
(b)	Nature of relationship	Significant Influence of KMP & Relatives
(c)	Nature of contracts/arrangements/transactions	Lease Agreement
(d)	Duration of the contracts/arrangements/transactions	01-04-2017 to 31-03-2018
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any:	As specified in the Agreement Board Resolution
(f)	Date(s) of approval by the Board, if any	30.03.2017
(g)	Amount paid as advances, if any	NIL

Note:

However, the related party transactions as per AS-18 for Financial Year 2017-18 are disclosed in Note No.27 of Notes to the financial statements.

**On behalf of the Board of Directors
For Pearl Apartments Limited**

**Place: New Delhi
Date: 13th August, 2018**

**Sd/-
Krishen Kumar Seth
Managing Director
(DIN: 00005765)**

**Sd/-
Arjun Seth
Director
(DIN: 00005826)**

INDEPENDENT AUDITOR'S REPORT

To
THE MEMBERS OF
M/s PEARL APARTMENTS LTD.
904, ROHIT HOUSE, 3 TOLSTOY MARG
NEW DELHI-110001

Dear Sir,

We have audited the accompanying financial statements of **M/S PEARL APARTMENTS LTD. ("the Company")**, which comprise the Balance Sheet as at **March 31, 2018**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information.

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 Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

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

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

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

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting. and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company doesn't have any pending litigations which impacts 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 has been no delay in transferring amount required to be transferred to the Investor Education and Protection Fund by the company.

Place: New Delhi

Date: 30.05.2018

For Sehgal Mehta & Co.
Chartered Accountants
FRN-003330N

Sd/-
(CA Naresh Khanna)
Partner
M.No. 081482

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As explained to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
- ii) There are no inventories in the company.
- iii) As explained to us, the company had not granted any loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- iv) The company has not granted any loan, made any investments, provided any guarantee and security within the meaning of section 185 and 186 of the Companies Act, 2013.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, where applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi) As explained to us, The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the activities such as engaged in the production of goods or providing services by the Company.
- vii) (a) According to the records of the company the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, Service Tax, sales tax, custom duty, excise duty and Cess were in arrears, as at 31st March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, all the dues of sales tax, income tax, excise duty and Cess that have been deposited with appropriate authorities on account of any dispute.

PEARL APARTMENTS LIMITED

ANNUAL REPORT 2017-18

- viii) According to the information and explanations given to us, and the records of the companies examined by us, the Company has not defaulted in repayment of loans or borrowings to a financial institution and banks.
- ix) The Company has not raised any money by way of initial public offer or further public offer Order is not applicable.
- x) Based upon our audit procedures performed and 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 course of our audit.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act 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 give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

Place: New Delhi
Date: 30.05.2018

For Sehgal Mehta & Co.
Chartered Accountants
FRN-003330N

Sd/-
(CA Naresh Khanna)
Partner
M.No. 081482

Annexure - B to the Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Pearl Apartments Limited of even date)

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

We have audited the internal financial controls over financial reporting of **M/s Pearl Apartments Limited ("the Company")** as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of 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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi

Date: 30.05.2018

For Sehgal Mehta & Co.
Chartered Accountants
FRN-003330N

Sd/-
(CA Naresh Khanna)
Partner
M.No. 081482

BALANCE SHEET AS AT 31ST MARCH 2018

	<u>PARTICULARS</u>	Note	As at	As at	As at
		No.	31st March 2018	31st March 2017	1st April 2016 (Restated)
			(Rs.)	(Rs.)	(Rs.)
	1	2	3	4	4
I	ASSETS				
1	Non-current assets				
(a)	Property, Plant & Equipment	2	3,248,881	3,808,733	4,174,330
(c)	Investment Property	3	185,404,261	185,404,261	185,404,261
(e)	Financial Assets				
(i)	Investments	4	26,940,000	26,940,000	36,940,000
(f)	Deffered Tax Assets (Net)	15			
(e)	Other Non-Current Assets	5	8,181,982	8,058,881	8,449,666
	Sub total Non Current Assets		223,775,124	224,211,874	234,968,257
2	Current assets				
(b)	Financial Assets				
(i)	Investments	6	942,066	303,134	-
(ii)	Trade Receivables	7	-	-	1,614,997
(iii)	Cash and Cash Equivalents	8	132,111	225,772	116,165
(v)	Loans	9	-	-	350,000
(c)	Current Tax Assets (Net)	10	1,515,175	1,250,888	1,407,635
(d)	Other Current Assets	11	386,886	799,874	800,000
	Sub total Current Assets		2,976,238	2,579,667	4,288,797
	TOTAL ASSETS		226,751,361	226,791,541	239,257,054
II	EQUITY AND LIABILITIES				
1	Equity				
(a)	Equity Share Capital	12	5,000,000	5,000,000	4,995,000
(b)	Other Equity	13	202,676,374	200,943,470	195,901,856
	Sub Total Equity		207,676,374	205,943,470	200,896,856
2	Non-current liabilities				
(a)	Financial Liability				
(i)	Borrowings	14	-	4,000,000	4,310,000
(b)	Deffered Tax Liability (Net)	15	20,292	18,696	23,382
(c)	Other Non Current Liabilities	16	2,100,000	1,875,000	16,875,000
	Sub total Non Current Liability		2,120,292	5,893,696	21,208,382
3	Current liabilities				
(a)	Financial Liability				
(i)	Borrowings	17	16,250,000	850,000	16,300,000
(ii)	Other Financial Liabilities	18	323,061	298,949	140,800
(b)	Other Current Liabilities	19	381,634	13,805,426	711,016
	Sub total Current Liability		16,954,695	14,954,375	17,151,816
	TOTAL EQUITY AND LIABILITY		226,751,361	226,791,541	239,257,054

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Sehgal Mehta & Co.
Chartered Accountants
F.R.N: 003330N

For and on behalf of the board of directors

Sd/-
Naresh Khanna
Partner
M.No 081482

Sd/-
Krishen Kumar Seth
Managing Director & CFO
DIN No.- 00005765

Sd/-
Arjun Seth
Director
DIN No.-00005826

Place: New Delhi
Date : 30th May, 2018

Sd/-
Manan Khadria
Company Secretary
M.No. 51520

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2018

	PARTICULARS	Note No.	For the year ended 31st March 2018	For the year ended 31st March 2017
			(Rs.)	(Rs.)
	1	2	3	4
1	Revenue from Operations	20	2,300,000	1,500,000
2	Other Income	21	8,122,713	12,523,134
3	Total Income (1+2)		10,422,713	14,023,134
4	Expenses			
	(i) Cost of Materials Sold/Consumed			
	(ii) Purchase of stock in trade			
	(iii) Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	(iv) Employees Benefits Expnese	22	4,761,284	2,898,749
	(v) Finance Costs	23	119,719	536
	(vi) Depreciation and Amortization Expense	24	559,852	537,897
	(vii) Other Expenses	25	2,657,639	3,931,431
	Total Expenses (4)		8,098,494	7,368,613
5	Profit/(loss) before exceptional items and tax (3-4)		2,324,219	6,654,520
6	Exceptional Items			
7	Profit/(loss) before tax (5-6)		2,324,219	6,654,520
8	Tax Expenses:			
	(i) Current Tax		446,637	1,617,592
	(ii) Tax for earlier years		143,082	
	(iii) Deferred Tax		1,596	(4,686)
9	Profit (Loss) for the period from continuing operations (7-8)		1,732,904	5,041,614
10	Profit/(loss) from discontinued operations		-	-
11	Tax expense of discontinued operations		-	-
12	Profit/(loss) from Discontinued operations (after tax) (10-11)		-	-
13	Profit/(loss) for the period (9+12)		1,732,904	5,041,614
14	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
15	Total Comprehensive Income for the period (13+14) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		1,732,904	5,041,614
16	Earnings per equity share (for continuing operation):			
	(i) Basic		3.47	10.08
	(ii) Diluted		3.47	10.08
17	Earnings per equity share (for discontinued operation):			
	(i) Basic		0.00	0.00
	(ii) Diluted		0.00	0.00
18	Earnings per equity share (for discontinued & continuing operation):	26		
	(i) Basic		3.47	10.08
	(ii) Diluted		3.47	10.08

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Sehgal Mehta & Co.
Chartered Accountants
F.R.N: 003330N

For and on behalf of the board of directors

Sd/-
Naresh Khanna
Partner
M.No 081482

Sd/-
Krishen Kumar Seth
Managing Director & CFO
DIN No.- 00005765

Sd/-
Arjun Seth
Director
DIN No.-00005826

Place: New Delhi
Date : 30th May, 2018

Sd/-
Manan Khadria
Company Secretary
M.No. 51520

PEARL APARTMENT LIMITED

ANNUAL REPORT 2017-18

CASH FLOW STATEMENT FOR THE YEAR ENDED March 31, 2018

	For the year Ended March 31, 2018 (Rs.)	For the year Ended March 31, 2017 (Rs.)
A. Cash flow from operating activities:		
Net (loss)/profit before tax	2,324,219	6,654,521
Adjustments for :		
Depreciation/Amortisation	559,852	537,897
Interest Expense	119,719	536
Interest Income	(39,040)	-
Income from revaluation of investments	(29,977)	(23,134)
(Profit)/loss on sale of assets	-	-
(Profit)/loss on sale of Shares/Investment	(8,955)	-
Operating profit before working capital changes	2,925,818	7,169,821
Adjustments for changes in working capital :		
- (Increase)/Decrease in Sundry Debtors	-	1,614,997
- (Increase)/Decrease in Other Receivables	25,599	897,659
- Increase/(Decrease) in Trade and Other Payables	(13,174,680)	(1,747,441)
Cash generated from operations	(10,223,263)	7,935,036
- Taxes (Paid) / Received	(589,719)	(1,617,592)
Net cash from operating activities (a)	(10,812,982)	6,317,443
B. Cash flow from investing activities:		
Additions during the period	-	(172,300)
Proceeds from Sale of fixed assets	-	-
Purchase of Investment	(638,932)	(303,134)
Sale of Investment	-	10,000,000
Income from revaluation of investments	29,977	23,134
Profit on sale of Investments	8,955	-
Interest Received (Revenue)	39,040	-
Net cash used in investing activities (b)	(560,960)	9,547,700
C. Cash flow from financing activities:		
Proceeds from calls in arrears	-	5,000
Proceeds from Long Term Borrowings	(4,000,000)	(310,000)
Proceeds/payment from/to Other Long Term Liability	15,400,000	(15,450,000)
Proceeds from Short Term Borrowing	-	-
Interest Paid	(119,719)	(536)
Dividend Paid (including dividend Tax)	-	-
Net cash used in financing activities (c)	11,280,281	(15,755,536)
Net Increase/(Decrease) in Cash & Cash Equivalents (a+b+c)	(93,661)	109,607
Cash and cash equivalents in the opening	225,772	116,165
Cash and cash equivalents in the end	132,111	225,772
Cash and cash equivalents comprise		
Cash in hand	24,011	225,772
Balance with Scheduled Banks	108,100	-
	132,111	225,772
	0	0

Notes :

The above Cash flow statement has been prepared under the indirect method set out in Ind-AS-7 notified under section 133 of the Companies Act, 2013 read with

1 Rule 7 of the Companies (Accounts) Rules, 2014.

2 Figures in brackets indicate cash outgo.

3 Previous year figures have been regrouped wherever necessary to correspond with the current year's classification/disclosure.

For Sehgal Mehta & Co.
Chartered Accountants
F.R.N: 003330N

For and on behalf of the board of directors

Sd/-
Naresh Khanna
Partner
M.No 081482

Sd/-
Krishen Kumar Seth
Managing Director & CFO
DIN No.- 00005765

Sd/-
Arjun Seth
Director
DIN No.-00005826

Place: New Delhi
Date : 30th May, 2018

Sd/-
Manan Khadria
Company Secretary
M.No. 51520

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018**1. COMPANY OVERVIEW**

Pearl Apartments Limited is a listed company incorporated on 24th September 1979 and domiciled in India and has its principal place of business at 903, Rohit House, 3 Tolstoy Marg, New Delhi-110001. The Company is listed on Metropolitan Stock Exchange (MSE). The Company is engaged in the business of purchase, sale, lease, exchange, mortgage, hire or otherwise acquire and/or dispose of lands and properties of any tenure or interest therein and to erect and construct houses, buildings or works of every description and improve the property of the Company and to own, let and manage such properties. The financial statements are approved for issue by the company's board of directors on **May 30, 2018**.

2. SIGNIFICANT ACCOUNTING POLICIES**I. Basis of preparation and presentation of financial statements****A. Basis of preparation of financial statements**

These financial statements have been prepared and presented on a going concern basis under the historical cost convention (except those revalued), on the accrual basis of accounting and comply with the Indian Accounting Standards prescribed by Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, other pronouncements of the Institute of Chartered Accountants of India, guidelines issued by Securities and exchange board of India (SEBI) and the relevant provisions of the Companies Act, 2013/Companies Act, 1956, as adopted consistently by the Company.

B. Statement of compliance with Ind-As

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules notified till date of financial statements, to the extent applicable for year ended 31st March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 i.e. Indian GAAP. These financial statements for the year ended 31st March 2018 are the first that Company has prepared in accordance with Ind-AS along with the comparative figures for the year ended 31st March 2017. Some of the Company's Ind-AS accounting policies used in the opening balance sheet are different from its previous GAAP policies applied as at 31st March, 2016, and accordingly the adjustments were made to restate the opening balances as per Ind-AS. The resulting adjustments arose from the events and transactions before the date of transition to Ind-AS. Therefore, as required by Ind-AS 101, those adjustments were recognized directly through retained earnings as at 1st April, 2016. This is the effect of the general rule of Ind-AS 101 which is to apply Ind-AS retrospectively.

C. Basis of Measurement

The financial statements have been prepared on a historical cost basis, except the following:-

- i. Certain financial assets and liabilities (including derivatives instruments) and contingent consideration that is measured at fair value;
- ii. assets held for sale - measured at fair value less cost to sells;
- iii. defined benefit plans – plan assets measured at fair value; and
- iv. share-based payments.
- v.

D. Use of Estimates and Judgments.

The preparation of financial statements in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

- i. Income Taxes:** The Company's tax jurisdiction is India. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- ii. Provisions and Contingencies:** The assessments undertaken in recognizing the provisions and contingencies have been made in accordance with Ind-AS 37, 'Provisions, Contingent Liabilities and Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. Should circumstances change following unforeseeable developments, this likelihood could alter.
- iii. Post-Employment benefit plan:** Employee benefits obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increase and the inflation rate. The company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.
- iv. Other estimates:** The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analysing historical payment patterns etc.

E. Functional and Presentation Currency

Items included in the financial statements of the company are measured using Indian Rupee (Rs.) which is the functional currency of the company and the currency of the primary economic environment in which the entity operates. The presentation currency of the company is also Indian Rupee (Rs.) (rounded off to Rs. lakhs up to two decimals)

II. Summary of significant accounting policies**A. Financial Instruments****i. Financial Assets**

Financial assets comprise investments in equity and debt instruments, mutual funds, security deposits, inter-corporate deposits, trade receivables, Cash and cash equivalents and other eligible assets.

Initial recognition and measurement

All financial assets are recognized initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

- **Financial Assets 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 payment of principal and interest (SPPI) on principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. These financial assets are subsequently carried at amortized cost using the effective interest method, less any impairment loss. The EIR amortization is recognized as finance income in the Statement of Profit and Loss. Assets at amortized cost are represented by inter corporate deposits, trade receivables, security deposits, cash and cash equivalents and other eligible current and noncurrent financial assets.
- **Financial assets at fair value through other comprehensive income (FVTOCI):** Financial assets held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payment towards principal and interest (SPPI) on principal outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognized in other comprehensive income. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain loss in statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss. Interest earned is recognized under the expected interest rate (EIR) model.
- **Equity instruments other than investment in associates:** The management determines at the initial recognition of investments in Equity instruments whether to measure it at FVTPL or FVTOCI. However, the equity instruments held for trading are always classified at fair value through Profit or Loss (FVTPL). The classification of investments at FVTOCI is irrevocable. Fair value changes on equity instruments at FVTOCI, excluding dividends, are recognized in other comprehensive income (OCI).
- **Financial assets at fair value through Profit or Loss (FVTPL):** Financial assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. Fair value changes are recognized in Statement of Profit and Loss.

De-recognition of financial assets

Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or the financial asset is transferred and the transfer qualified for de-recognition. On de-recognition of financial asset in its entirety the difference between the carrying amount

(measured at the date of de-recognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in Statement of Profit and Loss.

Impairment of financial assets

Trade receivables, contract assets, receivables under Ind-AS 109, investments in debt instruments that are carried at amortized cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses (ECL) for the respective financial asset. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the Statement of Profit and Loss. The approach followed by the company for recognizing the impairment loss is given below:

➤ **Trade receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. The company estimates the following provision matrix at the reporting date:

Period past due	Default rate
0 to 1 year	0%
1 to 2 year	0%
More than 2 years	10%
More than 3 years	100%
Doubtful receivables	100%

➤ **Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

ii. Financial liabilities

Financial liabilities comprise trade payables and other eligible liabilities.

Initial recognition and measurement

Financial liabilities are initially recognized at fair value. Any transaction costs that are attributable to the acquisition of the financial liabilities (except financial liabilities at fair value through profit or loss) are deducted from the fair value of financial liabilities.

Subsequent measurement

- **Financial liabilities at amortized cost:** The Company has classified the following under amortized cost:

- a) Trade payables
- b) Other eligible financial liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the cumulative amortization using the effective interest rate (EIR) method of any difference between that initial amount and the maturity amount.

- **Financial liabilities at fair value through profit or loss (FVTPL):** Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profits or losses are designated as such at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

De-recognition of financial liabilities

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

iii. Off-setting of financial assets and financial liabilities:

Financial assets and liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legal enforceable right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

iv. Reclassification of financial assets

The Company determines the classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or financial liabilities that are specifically designated at FVTPL. For financial assets, which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

B. Inventories

Inventories are valued as under:-

- I. Land and plots:** Land and plots other than area transferred to construction work-in-progress of constructed properties are valued at lower of cost or net realizable value. Cost includes land acquisition cost and land development cost. Cost of land and plots is determined on specific identification basis.
- II. Construction work-in-progress:** Construction work-in-progress of constructed properties include the cost of land, internal development costs, external development

charges, construction costs, overheads, borrowing cost, development/construction materials and is valued at lower of cost/estimate cost and net realizable value.

- III. Trading of real estate:** The cost includes purchase and other costs in bringing the inventory in their present location and condition. Cost is determined specific identification basis.

C. Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind-AS

On transition to Ind-AS, the group has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant & equipment is provided on pro-rata to the period of use, on the Straight Line Method rates worked out based on the useful life and in the manner prescribed in the Schedule II to the Companies Act, 2013.

The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment are as follows:

Category	Useful life (Years)
Buildings	60
Furniture & Fixture	10
Plant & Machinery	15
Office Equipments	5
Computer	3
Vehicles	8

Assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and lease term.

The company follows component approach as envisaged in Schedule II to the Companies Act, 2013. The approach involves identification of components of the asset whose cost is significant to the total cost of the asset and has useful life different from the useful life of the remaining assets and in respect of such identified components, useful life is determined separately from the useful life of the main asset. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Depreciation on additions is provided on a pro-rata basis from the month of acquisition/installation. Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

D. Intangible assets

i. Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

ii. Patents, copyrights and other rights

Separately acquired patents and copyrights are shown at historical cost. Patents, copyrights and non-compete acquired in a business combination are recognized at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses.

iii. Computer software

Costs associated with maintaining software programmes are recognized as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognized as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

iv. Research and development

Research expenditure and development expenditure that do not meet the criteria in (iii) above are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

v. Amortization methods and periods

The group amortizes intangible assets with a finite useful life using the straight-line method over the following periods:

➤Patent, copyright and other rights	5 years
➤Computer software	5 years
➤Non-compete fees	5 years

vi. Transition to Ind-AS

On transition to Ind-AS, the group has elected to continue with the carrying value of all of intangible assets recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

E. Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met.

The depreciation is not being charged on the investment property as the property is not being put to use for any purpose of business of the company. The leasehold investment properties used in the business of the company are amortized over the term of the lease.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are de-recognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of de-recognition.

Transition to Ind-AS

On transition to Ind-AS, the group has elected to continue with the carrying value of all of its investment properties recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of investment properties.

F. Investments in subsidiaries and associates

Investment in subsidiaries and associates is recognized at cost less impairment. Dividend income from subsidiaries and associates is recognized when its right to receive the dividend is established.

G. Foreign currency transactions and balances

Transactions in foreign currencies are initially recognized in the standalone financial statements using exchange rates prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the relevant functional currency at the exchange rates prevailing at the reporting date. Non- monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate prevailing on the date that the fair value was determined. Non- monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange

rate prevalent at the date of transaction. Foreign currency differences arising on translation are recognized in the Statement of Profit and Loss for determination of net profit or loss during the period.

H. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. Other borrowing costs are recognized as expenses in the period in which they are incurred. To the extent the Company borrows funds generally and uses them for the purpose of obtaining a qualifying asset, the Company determines the amount of borrowings costs eligible for capitalization by applying a capitalization rate to the expenditure incurred on such asset. The capitalization rate is determined based on the weighted average of borrowing costs applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing costs that the Company capitalizes during a period does not exceed the amount of borrowing costs incurred during that period.

I. Leases

As a lessee

Leases of property, plant and equipment where the group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liability as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating lease. Payments made under operating leases (net of any incentives received from lessor) are charged to the profit or loss on a straight-line basis over the period of the lease unless the payment are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Deposits provided to lessor

The company is generally required to pay refundable security deposits in order to obtain property leases from various lessors. Such security deposits are financial assets and are recorded at fair value on initial recognition. The difference between the initial fair value and the refundable amount of the deposit is recognized as a lease prepayment. The initial fair value is estimated as the present value of the refundable amount of security deposit, discounted using the market interest rates for similar instruments. "Subsequent to initial recognition, the security deposit is measured at amortized cost using the effective interest method with the carrying amount increased over the lease period up to the refundable amount. The amount of increase in the carrying amount of deposit is recognized as

interest income. The lease prepayment is amortized on a straight line basis over the lease term as lease rental expense.

J. Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of GST and net of returns, trade allowances, rebates, value added taxes and amount collected on behalf of third parties.

The company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activity as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue from sale of flat/plots

Revenue from the sale of Flat/Plots is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from services-Consulting

Revenue from consulting services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based on actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method).

Estimates of revenue, costs or extent of progress towards completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision became known by management.

Other revenue

Interest income is recognized as it accrues in Statement of Profit and Loss using the effective interest method. Profit on trading of mutual fund units is recognized only on redemption of units.

K. Impairment of non-financial assets

The carrying amount of the Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from the continuing use that are largely independent of cash inflows of other assets or group of assets (the cash generating unit).

An impairment loss is recognized if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in the Statement of Profit and Loss. Impairment losses are recognized in respect of cash generating units are allocated

first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit or group of units on a pro rata basis.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

L. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, cash at banks, demand deposits, short-term deposits with balance maturity of three months or less as at the balance sheet date, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, cash and cash equivalents comprise cash on hand, cash at banks, demand deposits, short-term deposits with balance maturity of three months or less from the balance sheet date and other short term investments, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

M. Employee Benefits**i. Short Term Benefits**

Employee benefits (other than post-employment benefits) which fall due wholly within twelve months after the end of the year in which the employees render the related service are recognized at the amount expected to be paid for it.

ii. Post Employment Benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial risks fall on the employee. The expenditure for defined contribution plans is recognized as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following post employment benefit plans:

Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method. Actuarial gains or losses are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods.

iii. Other long term employee benefits**Leave Encashment**

The employees of the Company are entitled to leave encashment. The employees can carry forward a portion of the unutilized accumulating leaves and utilize it in future periods or receive

cash at retirement or termination of employment. The Company records an obligation for leave encashment in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of leave encashment as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated leave encashment based on actuarial valuation. Non-accumulating leave encashment are recognized in the period in which the absences occur. The Company recognizes actuarial gains and losses immediately in the statement of profit and loss.

N. Provisions & Contingencies

A provision arising from claims, litigation, assessment, fines, penalties, etc. is recognized when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These are reviewed at each balance sheet date and adjusted to reflect current management estimates. Contingent liabilities are disclosed in respect of possible obligations that have arisen from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the enterprise. When there is a possible obligation or present obligation where the likelihood of an outflow is remote, no disclosure or provision is made.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. A contingent asset is disclosed, where an inflow of economic benefits is probable.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

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

O. Income Taxes

Income tax comprises current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income.

Current Tax

Current tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Deferred Tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction

that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

P. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of directors of the company has appointed a strategic steering committee which assesses the financial performance and position of the company and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the chief executive officer and the manager for corporate planning. Refer note.... for segment information presented.

Q. Government grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all the attached conditions.

Government grants relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

R. Non-current assets held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognized for any initial or subsequent write-down of the assets (or disposal group) to fair value less costs to sell. A gain is recognized for any subsequent increase in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognized. A gain or loss not previously recognized by the date of the sale of the non-current assets (or disposal groups) is recognized at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortized while they are classified as held for sale. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is a part of single co-ordinated plan to dispose of such a line of business or area of operation, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the profit and loss.

S. Contributed Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

T. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

U. Earnings per share**i. Basic earnings per share**

Basic earnings per share is calculated by dividing:-

- The profit attributable to owners of the group
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:-

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

V. Rounding of amounts

All amount disclosed in the financial statement and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. PROPERTY, PLANT AND EQUIPMENT

The following table shows changes in Property, Plant and Equipment during the year ended 31st March 2018

	Office Equipments	Vehicles	Computers	Total
Cost or Valuation				
As at 1.4.2017	155,800	4,174,330	16,500	4,346,630
Additions				-
Disposals				-
As at 31.3.2018	155,800	4,174,330	16,500	4,346,630
Depreciation				
As at 1.4.2017	11,679	525,345	873	537,897
Charges for the year	29,573	525,345	4,934	559,852
Disposals				-
As at 31.3.2018	41,252	1,050,691	5,807	1,097,749
Net Block				
As at 31.3.2018	114,548	3,123,639	10,693	3,248,881
As at 31.3.2017	144,121	3,648,985	15,627	3,808,733

The following table shows changes in Property, Plant and Equipment during the year ended 31st March 2017

	Office Equipments	Vehicles	Computers	Total
Cost or Valuation				
As at 1.4.2016	-	4,174,330	-	4,174,330
Additions	155,800	-	16,500	172,300
Disposals/ Depreciation written back	-	-	-	-
As at 31.3.2017	155,800	4,174,330	16,500	4,346,630
Depreciation				
As at 1.4.2016	-	-	-	-
Charges for the year	11,679	525,345	873	537,897
Disposals	-	-	-	-
As at 31.3.2017	11,679	525,345	873	537,897
Net Block				
As at 31.3.2017	144,121	3,648,985	15,627	3,808,733
As at 31.3.2016	-	4,174,330	-	4,174,330

Note: The company has exercised the exemption available for Property, Plant and Equipment to measure the same at the carrying value as per previous GAAP on the date of transition i.e. Deemed Cost. The deemed cost has been calculated as under:

Deemed Cost at April 1, 2016

Particulars	Vehicles	Total
Gross Block as per IGAAP As at 1.4.2016	5,000,000	5,000,000
Accumulated Depreciation As at 1.4.2016	825,670	825,670
Net Block as per IGAAP As at 1.4.2016	4,174,330	4,174,330
Adjustment as per IND-AS As at 1.4.2016	0	0
Deemed Cost as per IND-AS As at 1.4.2016	4,174,330	4,174,330

3. INVESTMENT PROPERTY

The following table shows changes in investment Property during the year ended 31st March 2018

	Building	Total (Rs. in lakhs)
Cost or Valuation		
As at 1.4.2017	185,404,261	185,404,261
Additions	0	0
Disposals	0	0
As at 31.3.2018	185,404,261	185,404,261
Depreciation		
As at 1.4.2017	0	0
Charges for the year	0	0
Disposals	0	0
As at 31.3.2018	0	0
Net Block		
As at 31.3.2018	185,404,261	185,404,261
As at 31.3.2017	185,404,261	185,404,261

The following table shows changes in investment Property during the year ended 31st March 2017

	Building	Total
Cost or Valuation		
As at 1.4.2016	185,404,261	185,404,261
Additions	0	0
Disposals	0	0
As at 31.3.2017	185,404,261	185,404,261
Depreciation		
As at 1.4.2016	0	0
Charges for the year	0	0
Disposals	0	0
As at 31.3.2017	0	0
Net Block		
As at 31.3.2017	185,404,261	185,404,261
As at 31.3.2016	185,404,261	185,404,261

Note: The company has exercised the exemption available for investment property to measure the same at the carrying value as per previous GAAP on the date of transition i.e. Deemed Cost. The deemed cost has been calculated as under:

Deemed Cost at April 1, 2016

Particulars	Building	Total
Gross Block as per IGAAP As at 1.4.2016	185,404,261	185,404,261
Accumulated Depreciation As at 1.4.2016	0	0
Net Block as per IGAAP As at 1.4.2016	185,404,261	185,404,261
Adjustment as per IND-AS As at 1.4.2016	0	0
Deemed Cost as per IND-AS As at 1.4.2016	185,404,261	185,404,261

Other disclosures as per Ind-AS 40 "Investment Property"

	Year Ended 31.03.2018	Year Ended 31.03.2017
(i) Amount recognised in Statement of profit and loss for investment properties		
Rental income	8,043,750	7,500,000
Direct operating expenses from property that generated rental income		
Direct operating expenses from property that did not generate rental income		

(ii) Contractual Obligations and restrictions

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

	Year Ended 31.03.2018	Year Ended 31.03.2017
(iv) Fair Value of investment property		
Investment properties		

Estimation of fair value

The company obtains independent valuations for its investment properties at least annually. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the company considers information from a variety of source including:

- Current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- Discounted cash flow projections based on reliable estimates of future cash flows
- Capitalised income projections based upon a property's estimated net market income and a capitalisation rate derived from an analysis of market evidence

The fair values of investment properties have been determined as per circle rate of stamp valuation authority of the state in which property situated.

The main inputs used are the local enquiries and prevailing market trends adjusted for location, size, utility, condition and other factors having influence over the fair value.

All resulting fair value estimates for investment properties are included in level 3.

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NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH 2018

NON CURRENT ASSETS

2	Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Property Plant & Equipment			
	Property, Plant & Equipment (Ref Note 2)	3,248,881	3,808,733	4,174,330
	Total Property Plant & Equipment	3,248,881	3,808,733	4,174,330

3	Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Investment Property			
	Investment Property (Ref Note 3)	185,404,261	185,404,261	185,404,261
	Total Capital work in progress	185,404,261	185,404,261	185,404,261

FINANCIAL ASSETS

4	Investments	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Investments in Associates (Fully paid)			
	Investment in Equity Shares-Unquoted			
	i) 12,27,000 (Previous Year -12,27,000) Equity shares of Rs.20 each (including premium of Rs.10 each) of Pearl International Tours And Travels Ltd.	24,540,000.00	24,540,000.00	34,540,000.00
	Investment in Preference Shares-Unquoted			
	i) 24,000 (Previous Year -24,000) Redeemable Cumulative Preference shares of Rs.100 each of Pearl International Tours And Travels Ltd.	2,400,000.00	2,400,000.00	2,400,000.00
	Total Investments	26,940,000.00	26,940,000.00	36,940,000.00

5	Other Non Current Assets	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	MAT Recoverable	8,181,982	8,058,881	8,449,666
	Total Other Non Current Assets	8,181,982	8,058,881	8,449,666

CURRENT ASSETS**FINANCIAL ASSETS**

6	Investments	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Investments at fair value through OCI (Fully paid)			
	Investment in Mutual Funds			
	Aditya Birla Sun Life Advantage Fund Growth (461.087 units (177.105 units in previous year))	189,231.00	65,430.00	-
	SBI Blue Chip Fund-Regular Plan Growth (4820.942 units (1582.729 units in previous years))	181,043.00	53,136.00	-
	HDFC Prudence Fund-Regular Plan-Growth (366.366 units (116.512 units in previous years))	177,718.00	53,327.54	-
	Franklin India Smaller Companies-G (3384.424 units (1288.152 units in previous years))	199,244.00	66,558.00	-
	ICICI Pru Focused Bluechip Equity-G (4993.551 units (1883.585 units in previous years))	194,830.00	64,682.00	-
	Total Investments	942,066.00	303,133.54	-

7	Trade Receivables	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Debts outstanding for a period exceeding six months from the date they are due for payment			
	Unsecured Considered Good			
	From Others	-	-	1,614,997
	Less: Provision for Doubtful Debts	-	-	-
		-	-	1,614,997
	Unsecured Considered Doubtful (Other than related parties)			
	Less: Provision for Doubtful Debts	-	-	-
	Total Trade Receivables	-	-	1,614,997

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8	Cash and Cash Equivalents	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Balances with Banks			
	- Current account	108,100	-	58,841
	Cash in hand	24,011	225,772	57,324
	Total Cash and Cash Equivalents	132,111	225,772	116,165
9	Loans	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Others			
	Pearl Telephonics Limited			350,000
	Total Loans	-	-	350,000
10	Current Tax Assets (Net)	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Income tax advances (net of tax liability)	1,515,175	1,250,888	1,407,635
	Total Current Tax Assets (Net)	1,515,175	1,250,888	1,407,635
11	Other Current Assets	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Staff Advance	219,000	27,000	50,000
	Prepaid Expenses	20,084	23,242	-
	GST Cenvat Credit	147,802		
	Other receivables	-	749,632	750,000
	Total Other Current Assets	386,886	799,874	800,000

EQUITY AND LIABILITIES**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018****12 EQUITY SHARE CAPITAL**

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
AUTHORISED			
9,50,00(Previous Year-9,50,00) Equity shares of Rs.10/- each	9500000	9500000	9500000
50,000(Previous Year-50,000) 7% Preference Shares of Rs.100/- each	5000000	5000000	5000000
Total Authorised Capital	14500000	14500000	14500000
ISSUED, SUBSCRIBED & FULLY PAID UP			
5,00,000(Previous Year 5,00,000) Equity shares of `10/-each.	5000000	5000000	5000000
Less : Calls in Arrears	0	0	5000
	5,000,000	5,000,000	4,995,000
	-	-	-
Total issued, subscribed and paid-up capital	5,000,000	5,000,000	4,995,000

(a) The reconciliation of the number of equity shares outstanding is set out below:-

Particulars	No. of Shares	Amount
As at 1st April 2016	500000	5000000
Add/(less): Issued/(redeemed) during the year	0	0
As at 31st March 2017	500000	5000000
Add/(less): Issued/(redeemed) during the year	0	0
As at 31st March 2018	500000	5000000

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(b) Number of shares held by each equity shareholder holding more than 5 percent of the issued share capital:

Particulars	No. of Shares	% of holding
As at 1st April 2016		
SH.KRISHEN SETH	29310.00	5.86%
M/S. MRK OVERSEAS (P) LTD.	66960.00	13.39%
M/S. PEARL POLYMERS PVT. LTD.	27750.00	5.55%
M/S. RAVISON DURGS PVT. LTD.	25450.00	5.09%
MR. SAMBHAV KAPUR	29000.00	5.80%
As at 31st March 2017		
SH.KRISHEN KUMAR SETH	29310.00	5.86%
M/S. MRK OVERSEAS (P) LTD.	66960.00	13.39%
M/S. PEARL POLYMERS PVT. LTD.	27750.00	5.55%
M/S. RAVISON DURGS PVT. LTD.	25450.00	5.09%
MR. SAMBHAV KAPUR	29000.00	5.80%
As at 31st March 2018		
SH.CHAND SETH	37170.00	7.43%
SH.KRISHEN KUMAR SETH	49310.00	9.86%
SH. HARISH SETH	38310.00	7.66%
M/S. MRK OVERSEAS (P) LTD.	66960.00	13.39%
M/S. PEARL POLYMERS PVT. LTD.	27750.00	5.55%
M/S. RAVISON DURGS PVT. LTD.	25450.00	5.09%
MR. SAMBHAV KAPUR	29000.00	5.80%

13 OTHER EQUITY	As at 31st March 2018	As at 31st March 2017
(a) Reserve and Surplus		
Capital Reserve		
Balance at the commencement of the year	0.00	0.00
Add: Addition/(deletion) during the year	0.00	0.00
Balance at the end	0.00	0.00
Capital Redemption Reserve		
Balance at the commencement of the year	0.00	0.00
Add: Addition/(deletion) during the year	0.00	0.00
Balance at the end	0.00	0.00
Securities Premium Reserve		
Balance at the commencement of the year	0.00	0.00
Add: Addition/(deletion) during the year	0.00	0.00
Balance at the end	0.00	0.00
General Reserve		
Balance at the commencement of the year	1753200.00	1753200.00
Add: Addition/(deletion) during the year	0.00	0.00
Balance at the end	1753200.00	1753200.00
Retained Earnings		
Balance at the commencement of the year	199190270.03	194148656
Add: Profit/(loss) during the year	1732903.80	5041614
Balance at the end	200923173.83	199190270
Total (a)	202676373.83	200943470.03
(a) Other Components of Equity		
Remeasurement of net defined benefit plan		
Balance at the commencement of the year	0.00	
Add: Profit/(loss) during the year		
Balance at the end	0.00	0.00
Total (a)		
Total (a+b)	202676373.83	200943470.03

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NON CURRENT LIABILITIES

FINANCIAL LIABILITIES

14	Borrowings	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Other loans and advances			
	ICD'S		4,000,000	4,310,000
	Total Borrowings	-	4,000,000	4,310,000

NON FINANCIAL LIABILITIES

Deferred Tax Liability (Net)

15	Deferred Tax (assets)/liabilities relate to the following	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Deferred Tax Assets			
	Income from revaluation of Investments			-
	Property, Plant and Equipment and Investment Property	-		-
		-	-	-
	Deferred Tax Liabilities			
	Property, Plant and Equipment and Investment Property	12,573	11,907	23,382
	Income from revaluation of Investments	7,719	6,790	
		20,292	18,696	23,382
	Total Deferred Tax Liability (Net)	20,292	18,696	23,382

16	Other Non Current Liabilities	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Others			
	Security Deposits Received	2,100,000	1,875,000	1,875,000
	Advance against sale of property			15,000,000
	Total Other Non Current Liabilities	2,100,000	1,875,000	16,875,000

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CURRENT LIABILITIES
FINANCIAL LIABILITIES

17	Borrowings	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Other loans and advances			
	Loan from Directors (unsecured)	16,250,000	850,000	16,300,000
	Total Borrowings	16,250,000	850,000	16,300,000

18	Other Financial Liabilities	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	-Salay Payable	323,061	298,949	140,800
		-	-	-
	Total Other Financial Liabilities	323,061	298,949	140,800

NON FINANCIAL LIABILITIES

19	Other Current Liabilities	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
	Expense Payable		5,400	50,535
	GST Payable	126,000		
	Service Tax Payable			9,856
	Audit fees payable	184,800	205,000	489,000
	TDS Payable	70,834	47,019	57,125
	MRK Overseas Pvt. Ltd.		863,235	104,500
	Pearl International Tours & Travels Ltd.			
	Other payables	-	12,684,772	
	Total Other Current Liabilities	381,634	13,805,426	711,016

20	Revenue from Operations	As at 31st March 2018	As at 31st March 2017
	Operating Income		
	Management Consultancy Fees	2,300,000	1,500,000
		-	-
		2,300,000	1,500,000

21	Other Income	As at 31st March 2018	As at 31st March 2017
	Rent received	8,043,750	7,500,000
	Balance written off (advance against property)	991	5,000,000
	Interest on Income tax refund	39,040	-
	Income from revaluation of mutual fund	29,977	23,134
	Profit on sale of Mutual fund	8,955	
	Total Other Income	8,122,713	12,523,134

22	Employee benefit Expenses	As at 31st March 2018	As at 31st March 2017
	Salary, Wages, Bonus & Other Allowance	4,761,284.00	2,898,749.00
	Total Employee benefit Expenses	4,761,284.00	2,898,749.00

23	Finance Costs	As at 31st March 2018	As at 31st March 2017
	Others		
	Interest on ICD	100,000.00	
	Other Borrowing Cost		
	Others	19,719.00	536.00
	Total Finance Cost	119,719.00	536.00

24	Depreciation and Amortization	As at 31st March 2018	As at 31st March 2017
	Depreciation	559,852.28	537,897.20
	Amortization	-	-
	Total Depreciation and Amortization	559,852.28	537,897.20

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25 Other Expenses		As at 31st March 2018	As at 31st March 2017
Advertisement Expenses		3,764.00	3,665.00
Depository Fees			67,850.00
Filing Fees		35,200.00	18,800.00
Legal & Professional Charges		36,240.00	143,175.00
Audit Fees		260,000.00	30,000.00
Bank charges		4,137.16	3,730.51
Business Promotion		26,860.00	67,134.40
Travelling & Conveyance		84,325.00	128,460.00
Listing fees		55,000.00	500,000.00
Security Expenses		451,967.00	436,255.00
Miscellaneous Expenses		1,190.00	5,920.00
Telephone Expenses		6,000.00	4,800.00
Water & Electricity Expenses		582,920.00	745,506.00
Medical Expenses			53,291.00
Insurance Expense		49,849.00	30,449.00
Property Tax		29,590.00	324,631.00
Office Repair & Maintenance		1,700.00	
Printing & Stationary and postage		212.00	132,000.00
Rent Paid		457,200.00	800,100.00
Stipend Paid			148,900.00
Short & Excess			(1.00)
Swatch Bharat Cess		1,401.00	10,775.00
Vehicle Maintenance		169,052.00	41,990.00
Subscription Expenses		4,320.00	
Prior Period Expenses		396,712.00	
Consultancy Expense			234,000.00
Total Other Expenses		2,657,639.16	3,931,430.91

Payment to Auditors	Statutory Auditors	Statutory Auditors
Audit Fees		
Statutory Audit Fees	230,000.00	30,000.00
Limited Review Fee	30,000.00	-
Total Payment to Auditors	260,000.00	30,000.00

Prior period adjustments

Expenditure/(Income)		
Interest on ICD's	396,712.00	
Total	396,712.00	-

26 EARNINGS PER SHARES

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per share:-

Particulars	As at 31st March 2018	As at 31st March 2017
Opening equity shares (Nos.)	500,000.00	500,000.00
Equity shares issued during the year (nos.)	-	-
Closing equity shares (Nos.)	500,000.00	500,000.00
Weighted average number of equity shares used as denominator for basic/diluted EPS (Nos.)	500,000.00	500,000.00
Net profit/(loss) after tax used as numerator for basic/diluted EPS	1,732,903.80	5,041,614.03
Basic Earning per share (Rs.)	3.47	10.08
Diluted Earning per share (Rs.)	3.47	10.08
Face value per equity shares (Rs.)	10.00	10.00

27 RELATED PARTY DISCLOSURE

(A) Related parties as identified by the management are given below:-

Key Management Personnel

Mr. Krishen Kumar Seth - Chairman & Managing Director

Mrs. Rita Seth - Director

Mr. Arjun Seth - Director

Mr. Ramesh Mehra - Independent Director

Mr. Rakesh Dua - Independent Director

Relatives of Key Management personnel and their enterprises where transactions have taken place

Mr. Nakul Seth

Mrs. Meha Seth

Mrs. Taruna Seth

Mrs. Nidhi Coudhary

Related parties where control exists

Gama Investments Private Limited

Pearl International Tours & Travels Limited

(B) Transaction with Related parties in the ordinary course of business and outstanding balances as at end of the year.

Nature of transaction	Key Managerial Personnel		Relatives of Key Managerial Person		Other Related Parties	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
	-	-	-	-	-	-
Loans taken						
Krishen Kumar Seth	18,000,000	6,500,000				
Nakul Seth			200,000			
Pearl International Tours & Travels Ltd.	-	-			13,000,000	16,000,000
Gama Investment Pvt. Ltd.						1,000,000
Loans repaid						
Krishen Kumar Seth	2,600,000	16,950,000				
Nakul Seth			200,000			
Pearl International Tours & Travels Ltd.					13,000,000	16,000,000
Gama Investment Pvt. Ltd.						1,000,000
Rent Paid						
Pearl International Tours & Travels Ltd.					457,200	800,100
Remuneration Paid						
Krishen Kumar Seth	2,400,000	1,800,000				
Balance outstanding (receivable/(payable))						
Krishen Kumar Seth	(16,250,000)	(850,000)				
Rita Seth		-				

28 SEGMENT REPORTING

The Company has only one reportable segment and there is no separate reportable segment as per the Ind-AS 108 on 'Segment Reporting' comply with the Indian Accounting Standards prescribed by Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014

29 FIRST TIME ADOPTION OF IND AS

These financial statements, for the year ended 31 March 2018 have been prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31st March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheets at 1st April, 2016 and 31st March, 2017.

(a) EXCEPTIONS TO RETROSPECTIVE APPLICATION OF OTHER IND AS (IND AS 101)

i) **Estimates:** An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is an objective evidence that those estimates were in error. The Company has not made any changes to estimates made in accordance with previous GAAP.

ii) **Ind AS 109- Financial Instruments (Derecognition of previously recognised financial assets/financial liabilities):** As per Ind AS 101, an entity shall apply the derecognition requirements in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. The Company has applied the derecognition requirement prospectively.

iii) **Ind AS 109- Financial Instruments (Classification and measurement of financial assets):** As per Ind AS 101, classification are measurement of financial assets shall be made on the basis of the facts and circumstances that exist at the date of transition to Ind AS. The Company has evaluated the facts and circumstances existing on the date of transition to Ind AS for the purpose of classification and measurement of financial assets and accordingly has classified and measured financial assets on the date of transition.

iv) **Ind AS 109- Financial Instruments (Impairment of financial assets):** As per Ind AS 101, impairment requirements under Ind AS 109 should be applied retrospectively based on the reasonable and supportable information that is available on transition date without undue cost or effort. The Company has applied impairment requirements retrospectively.

(b) EXEMPTIONS FROM OTHER IND ASs (IND AS 101)

i) **Deemed Cost for property, plant and equipment and investment property:** Ind AS 101 permits a first time adopter to elect to continue with the carrying value of all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition. This exemption can also be used for investment property covered by Ind AS 40, Investment Properties. Accordingly, the company has elected to measure all of its property, plant and equipment and investment properties at their previous GAAP carrying amount.

ii) **Deemed cost for investment in subsidiaries and associates:** As per Ind AS 101, an entity is required to account for its investments in subsidiaries, associates and joint ventures either

a) at cost; or

b) in accordance with Ind AS 109. "Such cost in (a) above shall be cost as per Ind AS 27 or deemed cost. The deemed cost of such an investment shall be its fair value on the date of transition to Ind AS or previous GAAP carrying amount at the date. The company has elected to measure its investment in subsidiaries and associates (except those measured at FVTPL) at deemed cost as determined in accordance with Ind AS 27 i.e. previous GAAP carrying amount of investment in subsidiaries/Associates as at 1st April, 2016.

iii) **IND AS 109 Financial Instruments:**

An entity may designate an investment in an equity instrument as at fair value through other comprehensive income (FVTOCI) in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Company has designated unquoted equity instruments in companies other than subsidiaries at FVTOCI, based on the assessment made on the date of transition to Ind AS.

(c) EQUITY RECONCILIATION AS PER THE REQUIREMENTS OF IND AS 101

The following reconciliations provide the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101:

I. Equity as at 1st April, 2016 and as at 31st March, 2017

II. Total comprehensive income for the year ended 31st March, 2017

III. Reconciliation of other equity as at 1st April, 2016 and 31st March, 2017

I(A). Reconciliation of equity as at 1st April, 2016 (date of transition to Ind AS):

Particulars	Footnotes	IGAAP	Adjustments	Ind-AS
I ASSETS				
1 Non-current assets				
(a) Property, Plant & Equipment	1	4,174,330	-	4,174,330
(b) Investment Property	2	185,404,261	-	185,404,261
(c) Financial Assets				
(i) Investments	3	36,940,000	-	36,940,000
Sub total Non Current Assets		226,518,591	-	226,518,591
2 Current assets				
(a) Financial Assets				
(ii) Trade Receivables	4	1,614,997	-	1,614,997
(iii) Cash and Cash Equivalents	5	116,165	-	116,165
(iv) Loans	6	350,000	-	350,000
(b) Current Tax Assets (Net)	7	1,407,635	-	1,407,635
(c) Other Current Assets	8	9,249,665	-	9,249,665
Sub total Current Assets		12,738,462	-	12,738,462
TOTAL ASSETS		239,257,053	-	239,257,053
II EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital	9	4,995,000	-	4,995,000
(b) Other Equity	10	195,901,855	-	195,901,855
Sub Total Equity		200,896,855	-	200,896,855
2 Non-current liabilities				
(a) Financial Liability				
(i) Borrowings	11	4,310,000	-	4,310,000
(b) Deferred Tax Liability (Net)	12	23,382	-	23,382
(c) Other Non Current Liabilities	13	16,875,000	-	16,875,000
Sub total Non Current Liability		21,208,382	-	21,208,382
3 Current liabilities				
(a) Financial Liability				
(i) Borrowings	14	16,300,000	-	16,300,000
(ii) Other Financial Liabilities	15	140,800	-	140,800
(b) Other Current Liabilities	16	711,016	-	711,016
Sub total Current Liability		17,151,816	-	17,151,816
TOTAL EQUITY AND LIABILITY		239,257,053	-	239,257,053

I(B). Reconciliation of equity as at 31st March 2017:

Particulars	Footnotes	IGAAP	Adjustments	Ind-AS
I ASSETS				
1 Non-current assets				
(a) Property, Plant & Equipment	1	3,808,733	-	3,808,733
(b) Investment Property	2	185,404,261	-	185,404,261
(c) Financial Assets				
(i) Investments	3	26,940,000	-	26,940,000
(d) Deferred Tax Assets (Net)	4	35,917	(35,917)	-
Sub total Non Current Assets		216,188,911	(35,917)	216,152,994
2 Current assets				
(a) Financial Assets				
(i) Investments	5	280,000	23,134	303,134
(ii) Cash and Cash Equivalents	6	225,772	-	225,772
(b) Current Tax Assets (Net)	7	1,250,888	-	1,250,888
(c) Other Current Assets	8	8,858,754	-	8,858,754
Sub total Current Assets		10,615,414	23,134	10,638,548
TOTAL ASSETS		226,804,325	(12,783)	226,791,542
II EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital	9	5,000,000	-	5,000,000
(b) Other Equity	10	200,974,950	(31,480)	200,943,470
Sub Total Equity		205,974,950	(31,480)	205,943,470
2 Non-current liabilities				
(a) Financial Liability				
(i) Borrowings	11	4,000,000	-	4,000,000
(b) Deferred Tax Liability (Net)			18,696	18,696
(c) Other Non Current Liabilities	12	1,875,000	-	1,875,000
Sub total Non Current Liability		5,875,000	18,696	5,893,696
3 Current liabilities				
(a) Financial Liability				
(i) Borrowings	13	850,000	-	850,000
(ii) Other Financial Liabilities	14	298,949	-	298,949
(b) Other Current Liabilities	15	13,805,426	-	13,805,426
Sub total Current Liability		14,954,375	-	14,954,375
TOTAL EQUITY AND LIABILITY		226,804,325	(12,783)	226,791,542

II. Reconciliation of total comprehensive income as previously reported under IGAAP to Ind AS for the year ended 31st March 2017:

Particulars	Amount
Net profit/(loss) after tax under IGAAP	5073094
Adjustments:	
Fair value adjustment relating to investment in mutual funds at FVTPL	23134
Restatement in deferred tax	-54613
Net profit/(loss) after tax under Ind AS	5041614
	0

III. Reconciliation of equity as from Previous GAAP and to IND AS is stated as under:

Particulars	Footnote No.	As at 01.04.2016	As at 31.03.2017
Equity as per IGAAP		195901856	200974950
Adjustments:			
Fair value adjustment relating to investment in mutual funds at FVTPL		0	23134
Restatement in deferred tax			-54613
Equity as per IND AS		195901856	200943470

(d) RECONCILIATION OF STATEMENT OF CASH FLOW

There are no material adjustments to the statement of cash flows as reported under previous GAAP.

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

For Sehgal Mehta & Co
CHARTERED ACCOUNTANTS
 (FRN No.003330N)

Sd/-
NARESH KHANNA
 Partner
 Membership No. 081482
Place: New Delhi
Date : 30th May, 2018

For and On Behalf of the Board of Directors

Sd/-
Krishen Kumar Seth
Managing Director & CFO
DIN No.- 00005765

Sd/-
Arjun Seth
Director
DIN No.-00005826

Sd/-
Manan Khadria
Company Secretary
M.No. 51520

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Proxy form

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

Folio No/ DP & Client Id:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

Signature: _____, or failing him

Signature: _____, or failing him

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the company, to be held on Saturday the 29th day of September, 2018 at 1:00 P.M. at the registered office of the Company at 903, Rohit House, 3, Tolstoy Marg, New Delhi-110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2018 and Reports of Board of Directors of the Company and Auditors thereon.		
2.	To appoint a Director in place of Ms. Rita Seth (DIN: 00005797), who retires by rotation and being eligible offers herself for re-appointment.		

Signed this ____ day of _____ 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of Re.
1/- value

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 903, Rohit House, 3, Tolstoy Marg, New Delhi-110001, not less than 48 hours before the commencement of the Meeting.
2. Please put a v in the appropriate column against the resolutions indicated in the Box.
3. In case of joint holders, the signature of any one holder will be sufficient, provided name of all the joint holders should be stated.

ATTENDANCE SLIP

39th Annual General Meeting – 29th September, 2018

Registered Folio No.

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Number of Shares held

--	--	--	--	--	--

I hereby record my presence at the 39th Annual General Meeting of the Company at the registered office of the Company at 903, Rohit House, 3, Tolstoy Marg, New Delhi-110001, on Saturday the 29th day of September, 2018, at 1:00 P.M.

Name of the member/ proxy
(In BLOCK letters)

Signature of the members/ proxy

Note:

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

PEARL APARTMENTS LIMITED

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LOCATION TO THE ANNUAL GENERAL MEETING (PEARL APARTMENTS LIMITED)

