

DATED: 23<sup>RD</sup> AUGUST 2018

To,  
LISTING COMPLIANCE DEPARTMENT  
METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED  
REGD OFF: 4<sup>TH</sup> FLOOR, VIBGYOR TOWERS,  
PLOT No.C-62, OPP.TRIDENT HOTEL,  
BANDRA KURLA COMPLEX, BANDRA EAST,  
MUMBAI-400098

SCRIP SYMBOL: RAJPARIS

Dear Sir,

**Sub: Soft copy of the Annual report for the year ended 31<sup>st</sup> March 2017**

We are sending herewith soft copy (in pdf format) of the 30<sup>TH</sup> Annual Report containing the Financial Statements for the year ended 31<sup>st</sup> March 2018 which is proposed to be adopted at the ensuing 30<sup>TH</sup> AGM scheduled to be held on 20<sup>th</sup> September 2018.

We request you to kindly take on record the above and acknowledge the receipt of this letter.

This letter along with the annexure is being uploaded ONLY at MYLISTING PORTAL <https://mylisting.msei.in> and an Email is also being sent to your [ListingCompliance@msei.in](mailto:ListingCompliance@msei.in), as mandated by your Exchange.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully,  
FOR RAJPARIS CIVIL CONSTRUCTIONS LIMITED

R JEYAKUMAR  
MANAGING DIRECTOR

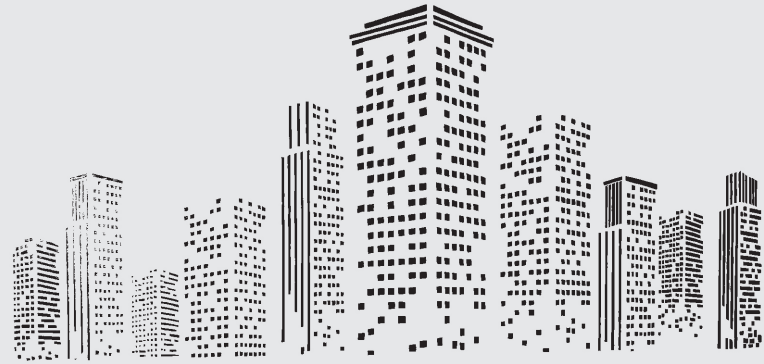
BOOK - POST



**RAJPARIS**  
QUALITY SINCE 1980

TO

A large, empty white rectangular box intended for the recipient's name and address.



# 30<sup>th</sup> Annual report 2018

If undelivered please return to:  
**RAJPARIS CIVIL CONSTRUCTIONS LIMITED,**  
H.O. 30, Greams Lane, Thousand Lights, Chennai-600 006.  
Phone: +91-44- 2829 0038, 2829 0566  
Branch Office: No.560-562, 7th Floor - E, Century Plaza,  
Anna Salai, Chennai - 600 018.  
Phone : 044 - 2433 0035, 2433 0038  
Email:rajparis@gmail.com Web:www.rajparis.in

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## **BOARD OF DIRECTORS**

### **R.SATCHIDANANDAM**

Chairman & Whole time Director

### **R.JEYAKUMAR**

Managing Director

### **K.VELUCHAMY**

Executive Director

### **N.YOGASARAVANAN**

Independent Director

### **RAJAKUMAR EDWARD PAUL**

Independent Director

### **R.G.SENTHIL KANNAN**

Independent Director

### **JAYANTHI KONDAPANENI**

Independent Director

**Bankers**

State Bank of India  
ICICI  
Axis

**Company Secretary**

**MRS. NAMRATA JAIN**  
(w.e.f 11.08.2017)

**Statutory Auditors**

**B.R.CHANDRASEKARAN B.Com., F.C.A**  
Chartered Accountants  
9, NMN Lane,  
South Masi Street  
Madurai 6025001

**Registered Office**

30, Greams lane,  
Thousand Lights,  
Chennai 600 006

**Corporate Office**

7E, Century Plaza  
560-562, Anna Salai,  
Teynampet,  
Chennai 600 018

**Registrar and Transfer Agent**

**CAMEO CORPORATE SERVICES LIMITED**  
Subramanian Building  
1, Club House Road, Chennai 600 002

**RAJPARIS CIVIL CONSTRUCTION LTD**  
**REGD. OFFICE: 30, GREAMS LANE, CHENNAI - 600 006.**  
**CRN : U45201TN1988PLCO15289**

#### **NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on THURSDAY, the 20<sup>TH</sup> SEPTEMBER 2018 at 11.30 A.M. at Hotel Ashoka, Pantheon Road, Chennai-600008, to transact the following business:

#### **ORDINARY BUSINESS**

##### **01. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT THE Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2018 and the Directors’ and Auditor’s Report thereon together with all the reports, statements and notes annexed thereto, be and are hereby approved and adopted.”

##### **02. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT Mr R JEYAKUMAR (holding DIN: 01740757), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation.”

#### **SPECIAL BUSINESS**

##### **03.To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631) who holds office as an as an Independent Director on the Board of the Company up to the period ended 31<sup>st</sup> March 2019 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

##### **04.To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) who holds office as an as an Independent Director on the Board of the Company up to the period ended 31<sup>st</sup> March 2019 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

##### **05.To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) who holds office as an as an Independent Director on the Board of the Company up to the period ended 31<sup>st</sup>

March 2019 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.”

**06.To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs JAYANTHI KONDAPANENI (DIN: 08136903) who was appointed as Additional Director under the category of Independent Director by the Board of Directors effective from 29<sup>th</sup> June 2018 in terms of the provisions of section 161 of the Companies Act, 2013, and who holds office upto the date of this Annual General Meeting be and is hereby appointed as an Independent Director of the Company not liable to retirement by rotation and to hold office up to a term of 5 (five years) effective from 29<sup>th</sup> June 2018 to 28<sup>th</sup> June 2023.”

**07.To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 188(1)(f) and all other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the appointment of Mr. ASHWIN RAJU JEYAKUMAR as VICE PRESIDENT – Strategy & Systems, on payment of a remuneration of Rs.400,000 (rupees four lakhs only) per month comprising of salary, allowances, perquisites payable to him in accordance with the compensation policies applicable to his cadre in the Company.”

“RESOLVED FURTHER THAT Mr ASHWIN RAJU JEYAKUMAR, VICE PRESIDENT – Strategy & Systems, shall be entitled, at the discretion of the Board & management, for contribution towards, provident fund, gratuity, payment of bonus, perquisites, incentive or other performance linked compensation payable monthly, annually or at such intervals as may be determined by the company normally applicable to employees of the company.”

**08.To consider and, if thought fit, to pass, with or without modification, the following resolution as a ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 73 of the Companies Act, 2013, read along with Companies (Acceptance of Deposits) Rules, 2014, approval be and is hereby accorded for acceptance of unsecured loans and / or deposits from relatives of Directors and / or shareholders of the Company up to a maximum amount as permitted and subject to compliance with other specified requirements as mentioned under the Companies Act, 2013, as amended up to date and rules made there under.”

**By Order of the Board  
FOR RAJPARIS CIVIL CONSTRUCTIONS LIMITED**

**NAMRATA JAIN  
COMPANY SECRETARY  
Membership No.: ACS-52360**

**PLACE : CHENNAI  
DATED: 29.06.2018**

**NOTES :**

01. A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and such proxy need not be a member of the Company.

02. The instrument appointing a proxy duly stamped and executed for use at the meeting must be lodged at the registered office of the Company not less than 48 hours before the time fixed for the meeting.

03. The explanatory statement required to be annexed to the notice as per the requirements of section 102 of the Companies Act, 2013, setting out all the material facts relating to special business proposed in the notice is attached.

04. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days in advance of the meeting so as to enable the management to keep the information ready.

05. Members are requested to bring their copies of the Annual Report with them to the meeting. Members are also requested to bring the Attendance Slip with them to the meeting and duly sign and surrender the same at the venue of the meeting thereby marking their presence at the meeting.

06. The Register of members and Share Transfer books shall remain closed from FRIDAY, the 14<sup>TH</sup> September 2018, to THURSDAY, the 20<sup>th</sup> September 2018 (both days inclusive) for the purpose of the 30<sup>TH</sup> AGM scheduled to be held on 20<sup>th</sup> September 2018.

08. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Transfer Agents M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai-600002. Shareholders holding shares in electronic form must send the advice about change in address to their respective Depository Participants and not to the Company.

09. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is no longer required pursuant to amendment made to section 139(1) of the Companies Act, 2013. In view of this no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25<sup>th</sup> September 2017.

10. The Company is required to transfer the unclaimed or unpaid dividend declared by the company on 15<sup>th</sup> March 2012 to Investor Education and Protection Fund (IEPF) on or before 19<sup>th</sup> April 2019 (due date). The Company will also be transferring the equity shares in respect of which the said dividend is due to the Investor Education and Protection Fund Authority (IEPF Authority) as required u/s 124(6) of the Companies Act, 2013. Hence, the members to whom the said dividend remains unpaid or unclaimed are requested to write to the Company and claim the same by mentioning the Folio/ Dp & Client ID, name and number of shares held so that the Company could send the demand draft and also refrain from transferring the equity shares to IEPF Authority. The details of the said unpaid and unclaimed dividend as on 25<sup>th</sup> September 2017 (i.e., the last AGM held date) has been uploaded on the website of the Company and the same can be accessed through the link:

<http://www.rajparis.in//rajparisfile/images/file/CC%20UNPAID%20DIVIDEND%20AS%20ON%20%2025092017.pdf>

**11. SEBI has proposed that the equity shares of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**

**12. SERVING OF NOTICE**

Electronic copy of the Notice of the 30<sup>TH</sup> Annual General Meeting (AGM) of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members



whose e-mail IDs are registered with the Company / RTA / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of 30<sup>TH</sup> AGM of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. The notice of this meeting is also made available in the website of the company [www.rajparis.in](http://www.rajparis.in).

### 13.VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering e-voting facility to its members in respect of the businesses to be transacted at the 30<sup>TH</sup> AGM scheduled to be held on THURSDAY, the September 20, 2017 at 11.30 a.m. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.

The Board of Directors has appointed Mr A M GOPIKRISHNAN., a Practicing Company Secretary, as a Scrutinizer for the e-voting process. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the web site of the company ([www.rajparis.in](http://www.rajparis.in)) within two working days of the passing of the resolutions and communication of the same to the Metropolitan Stock Exchange of India Limited (MSEI).

Please read the instructions given below before exercising the vote. This communication forms an integral part of the notice dated June 29, 2018 convening the 30<sup>th</sup> AGM.

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

- (i) The voting period begins on Monday, September 17, 2018, at 10.00.A.M. and ends on Wednesday, September 19, 2018 at 5.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 13, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e., RAJPARIS CIVIL CONSTRUCTIONS LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 30<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**The statement of material facts relating to the items of special business proposed in the Notice is furnished below:**

**Item 2: DETAILS DIRECTORS RETIRING BY ROTATION SEEKING RE-APPOINTMENT**

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to the Director Mr R Jeyakumar who is retiring by rotation and seeking re-appointment is furnished below:

<b>Name of the Director</b>	<b>Mr R Jeyakumar</b>
<b>DIN</b>	01740757
<b>Date of Birth</b>	29.11.1954
<b>Qualification</b>	M.E.
<b>Expertise in specific functional areas</b>	He is an experienced structural engineer. He is one of the main promoters of the Company and he is a Director on the Board of the Company right from the date of incorporation. Besides execution of several construction projects undertaken by the Company, he has expertise in marketing of flats to discerning buyers.
<b>List of other public Companies in which directorship held as on 31<sup>st</sup> March 2018</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31<sup>st</sup> March 2018</b>	Nil
<b>Shareholding as on 31<sup>st</sup> March 2018 (including holding as HUF)</b>	524300
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP

#### ITEM 3, 4 & 5: RE-APPOINTMENT OF INDEPENDENT DIRECTORS

The members of the Company have, at their 26<sup>th</sup> AGM held on 25<sup>TH</sup> September 2014 appointed Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as Independent Director(s) of the Company for the period up to 31<sup>st</sup> March 2019. The Nomination and Remuneration Committee of the Board have reviewed the performance of Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as Independent Director(s) and recommended that they be re-appointed as an Independent Director(s) on the Board of the Company for a further period of five years for second term. The Board, based on the recommendation of the Nomination and Remuneration Committee and its own evaluation, considers the re-appointment of Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as Independent Director(s) would be in the interest of the Company. The Board commends their re-appointment as Independent Director(s) of the Company for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.

Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as Independent Director(s) have, individually, represented that they are not disqualified from being appointed as a Director(s) in terms of Section 164 of the Act and has given their consent to act as Director.

The Company has also received individual declaration from Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as Independent Director(s) fulfils the conditions for appointment as an Independent Director(s) as specified in the Act and the Listing Regulations as they are independent of the management. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

None of the Directors / Key Managerial Personnel or their relatives other than Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631), Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) and Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) are deemed to be concerned or interested in the resolution seeking their respective re-appointment as Independent Directors.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution for approval by the members.

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to the Independent Director(s) seeking re-appointment is furnished below:

<b>Name of the Director</b>	Mr Neethimani Yogasaravanan	Mr Rajakumar Edward Paul	Mr R G Senthil Kannan
<b>DIN</b>	01000631	02424821	1893487
<b>Date of Birth</b>	26.04.1970	29.03.1953	19.09.1972
<b>Qualification</b>	B.Com.	M.E., M.I.E.	B.E.
<b>Expertise in specific functional areas</b>	He is a businessman dealing in imports, exports and trading. He also has extensive experience in finance & accounts functions	He is an experienced civil engineer. He has around 36 years of experience in construction industry and civil engineering. He has handled several construction projects.	He is an experienced businessman having around 17 years of experience.
<b>List of other public Companies in which directorship held as on 31<sup>st</sup> March 2018</b>	Nil	Nil	Nil
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31<sup>st</sup> March 2018</b>	Nil	Nil	Nil
<b>Shareholding as on 31<sup>st</sup> March 2018 (including holding as HUF)</b>	Nil	1000	36500
<b>Relationship with other Directors</b>	Not related to any other director	Not related to any other director	Not related to any other director

#### **ITEM 6: APPOINTMENT OF INDEPENDENT DIRECTOR**

The Board of Directors of the Company have, based on the recommendation of the Nomination & Remuneration Committee, appointed Mrs JAYANTHI KONDAPANENI (DIN: 08136903) as an Additional Director u/s 161 of the Companies Act, 2013, to function under the category of Independent Director and also to fulfil the obligation for appointment of at least one woman director as required under the second proviso to section 149(1) of the Companies Act, 2013. As an Additional Director Mrs Jayanthi Kondapaneni shall be holding office only up to the ensuing 30<sup>th</sup> AGM. The Company has received a Notice in writing, along with requisite deposit, from a Member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company not liable for retirement by rotation and to function under the category of Independent Director.

The Nomination and Remuneration Committee have recommended that Mrs Jayanthi Kondapaneni be appointed as Independent Director for a period effective from 29<sup>th</sup> June 2018 to 28<sup>th</sup> June 2023. The Board, based on the recommendation of the Nomination and Remuneration Committee and its own evaluation, considers the

appointment of Mrs Jayanthi Kondapaneni as Independent Director would be in the interest of the Company. The Board commends her appointment as Independent Director of the Company for a period of five years from 29<sup>th</sup> June 2018 to 28<sup>th</sup> June 2023 (including the period she served as Additional Director).

Mrs Jayanthi Kondapaneni has represented that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declaration from Mrs Jayanthi Kondapaneni that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mrs Jayanthi Kondapaneni fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013, and the Listing Regulations as she is independent of the management. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

None of the Directors / Key Managerial Personnel or their relatives other than Mrs Jayanthi Kondapaneni is deemed to be concerned or interested in the resolution seeking her appointment as Independent Director.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution for approval by the members.

The particulars required to be furnished under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, relating to Independent Director seeking appointment is furnished below:

<b>Name of the Director</b>	<b>Mrs JAYANTHI KONDAPANENI</b>
<b>DIN</b>	08136903
<b>Date of Birth</b>	09.06.1956
<b>Qualification</b>	Bachelor of Science (Institution Management) – Madras University Master of Business Administration – USIU, Nairobi, Kenya Master of Information Systems – USIU, SanDiego, USA
<b>Expertise in specific functional areas</b> and Data	She is a Management Post Graduate with 40 years of wide-ranging professional experience in areas encompassing student counseling and budgeting for new training programs with United States International University, she has had wide-ranging responsibilities in Information Management, Project Systems, Customer Relations and liaising with Government, Legal, Tax and Bank authorities, Investor Information Base preparation and up gradation, Portfolio Management and Customer Relations, Office Administration, Recruiting, purchasing and Career Counselling, Operations, Financial Accounting, Human Resources Development.
<b>List of other public Companies in which directorship held as on 31<sup>st</sup> March 2018</b>	Nil
<b>Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31<sup>st</sup> March 2018</b>	Nil
<b>Shareholding as on 31<sup>st</sup> March 2018 (including holding as HUF)</b>	NIL
<b>Relationship with other Directors and KMPs</b>	Not related to any other director or KMP

**ITEM 7: APPOINTMENT OF RELATED PARTY AS VICE PRESIDENT – STRATEGY & SYSTEMS AND REMUNERATION PAYABLE TO HIM**

The Board of Directors of the Company have, upon recommendation made by the Nomination & Remuneration Committee, appointed Mr ASHWIN RAJU JEYAKUMAR as Vice President – Strategy & Systems.

Mr Ashwin Raju Jeyakumar is related to Mr R Jeyakumar, Managing Director, as his son. He was appointed as part of the succession planning initiative made by the Board of Directors in order to ensure long term continuity in the management of the Company. He is aged around 37 years. He completed his Bachelors in Computer Science from the College of Engineering, Guindy, Chennai, followed by his Masters in Computer Science from Virginia Tech, USA. He worked at Microsoft for over 10 years, on the Exchange email server and Windows Phone teams. Among his many accomplishments there, he was inducted into the Microsoft Leadership Development Program and received a Gold Star award for being a top performer. He was part of the founding team for the Cortana speech assistant, and organized Microsoft's first Machine Learning hackathon based on Cortana data. Leveraging his experiences in big data and machine learning, Ashwin joined heavily funded Seattle Machine Learning start-up Versive. There, he rose to the position of Principal Technical Product Manager architecting Versive's strategy and product roadmap in finance and IT security. Key wins included deploying Versive's Machine Learning Platform in Fortune 500 companies such as Bank of America and Goldman Sachs. He was appointed as Vice President – Strategy & Systems to oversee the digital transformation of the company. He will also help identify and develop new growth verticals for Company based on the company's core competencies.

The appointment and remuneration payable to Mr Ashwin Raju Jeyakumar as Vice President – Strategy & Systems, requires the approval of shareholders u/s 188(1)(f) of the Companies Act, 2013 and the rules made thereunder. The Board commends the Ordinary resolution for approval. None of the Directors other than Mr R Jeyakumar are deemed to be concerned or interested in the resolution.

**ITEM 8 : ACCEPTANCE OF UNSECURED LOANS / DEPOSITS FROM RELATIVES OF DIRECTOR(S) AND SHAREHOLDERS**

The Company is in the business of land development & building construction. The capital requirements for initial procurement of land is ever increasing and it is very difficult to obtain bank / institutional funding for initial procurement of land and working capital requirements. The Company very often is dependent on borrowings from Directors and their relatives. As per section 73 of the Companies Act, 2013 and rules made there under, the company could borrow money only from Directors to any extent. In order to borrow money from Directors' relatives and shareholders, prior approval of the members u/s 73 of the Companies Act, 2013, is required besides complying with other applicable requirements such as prior issue of circular to members and its advertisement and filing with Ministry of Corporate Affairs, obtaining credit rating of investment grade and depositing and maintain cash reserves and creation and maintenance of Deposit reserves, etc.

The Board commends the Ordinary Resolution for approval. None of the Directors are concerned or interested in the resolution.

**By Order of the Board  
FOR RAJPARIS CIVIL CONSTRUCTIONS LIMITED**

**NAMRATA JAIN  
COMPANY SECRETARY  
Membership No.: ACS-52360**

**PLACE : CHENNAI  
DATED: 29.06.2018**

**RAJPARIS CIVIL CONSTRUCTIONS LIMITED**  
**CIN: U45201TN1988PLC015289**

**DIRECTORS' REPORT TO MEMBERS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

**Dear Members,**

Your Directors are pleased to present the 30<sup>th</sup> Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2018.

**FINANCIAL PERFORMANCE**

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

Description	Year ended 31.03.2018 (Rs in lakhs)	Year ended 31.03.2017 (Rs in lakhs)
Revenue from operations	1364.49	3550.91
Other Income	79.55	71.65
<b>Total Revenue</b>	<b>1444.04</b>	<b>3621.69</b>
<b>Profit before tax</b>	<b>100.15</b>	<b>81.01</b>
Provision for Income tax – Current year	42.30	15.00
Deferred tax liability / (Asset):	(4.81)	(07.10)
<b>Net profit after tax</b>	<b>62.66</b>	<b>73.11</b>
<b>Balance in Profit &amp; Loss Account b/f</b>	<b>2346.63</b>	<b>2273.52</b>
<b>Total Profit Available for appropriation</b>	<b>2409.29</b>	<b>2346.63</b>
<b>Appropriations towards:</b>		
Transfer to General Reserve	Nil	Nil
Dividend (including Dividend tax)	Nil	Nil
<b>Total Appropriations made during the year</b>	<b>Nil</b>	<b>Nil</b>
<b>Balance in Profit &amp; Loss Account carried over to Balance Sheet</b>	<b>2409.29</b>	<b>2346.63</b>

**DIVIDEND AND TRANSFER TO RESERVES**

Your Company has ongoing construction projects for which funds are required. In view of the ever increasing liquidity requirements, your Directors have not recommended any dividend for the financial year ended 31<sup>st</sup> March 2018 (previous year Nil dividend).

Your Directors have not transferred any amount to any reserves during the year.

**UN-LISTED PUBLIC COMPANY STATUS AND DISSEMINATION BOARD**

Your Company was an Exclusively Listed Company with Madras Stock Exchange (MSE). The MSE has, subsequent to its decision to discontinue the activities as recognized stock exchange, placed your Company on the Dissemination Board of National Stock Exchange (NSE) which has allowed buying and selling of Shares of your Company on the Dissemination Board with effect from 9<sup>th</sup> January 2015. Accordingly, MSE has advised that your Company has ceased to be a listed Company with MSE with effect from 9<sup>th</sup> January 2015. Accordingly, your Company has, during the financial year ended 31<sup>st</sup> March 2018, complied with the requirements of Companies Act, 2013, as are applicable to an un-listed public limited company. The Company Identification Number (CIN) of your Company has also changed from L45201TN1988PLC015289 to U45201TN1988PLC015289 in the records at the web-site of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in) in line with change in the status of the Company from listed public limited company to unlisted public limited company.

Your Company's shares were available for buying and selling through the Dissemination Board of National Stock Exchange as a non-listed public Company throughout the year ended 31<sup>st</sup> March 2018.



## **LISTING AT METROPOLITAN STOCK EXCHANGE OF INDIA (MSEI).**

As mandated by Securities & Exchange Board of India (SEBI) vide its Circular No.SEBI/HO/MRD/DSA/CIR/P/2016/110 dated 10.10.2016 as amended on 27.03.2017, promoters of the companies placed on dissemination board are to either provide an exit offer to non-promoter shareholder or to list the company's equity shares at an Exchange having nationwide trading operations. Your Board of Directors have had several deliberations on this matter with the promoters and having regard to the practicable implementation of the SEBI Circular decided to have equity shares of the Company listed for dealings with the Metropolitan Stock Exchange of India (MSEI) which is a Stock Exchange recognized by SEBI having nationwide trading operations.

An application was made to MSEI for listing of the equity shares of the Company during the year ended 31<sup>st</sup> March 2018. MSEI, after detailed scrutiny of the application, has granted permission to list the Equity shares of the Company at their Exchange with effect from 3<sup>rd</sup> April 2018. In view of Listing at MSEI, your Company has complied with the requirements of SEBI Circular No.SEBI/HO/MRD/DSA/CIR/P/2016/110 dated 10.10.2016 (as amended up to date).

Your Company's shares are available for buying and selling through the Metropolitan Stock Exchange of India (MSEI) through their participating brokers registered with MSEI. Investors, including existing shareholders, intending to trade in the shares of the Company may do so by opening trading account with any of the Broker members of MSEI as per procedures prescribed by MSEI.

Your Company will be complying with the requirements prescribed for a listed Company under the Companies Act, 2013, and under the Securities (Listing Obligations & Disclosure Requirements) Regulations, 2015, and other applicable SEBI Regulations with effect from the date of listing on 3<sup>rd</sup> April 2018.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **A. Industry Structure and Developments**

Your Company is a building construction company specializing in the construction of multi storied apartments and complexes for residential and commercial use. Your Company undertakes construction project in and around Chennai and their upcoming and fast growing suburbs.

### **B. Performance**

Your company reported a total turnover of Rs 1364.49 lakhs during the year ended 31<sup>st</sup> March 2018 as against a turnover of Rs 3550.91 lakhs during the previous year which has decreased by 61.57%. The profit before tax was Rs 100.15 lakhs during the year ended 31<sup>st</sup> March 2018 as against Rs 81.01 lakhs achieved during the previous year which has increased by 23.63% The net profit after tax was Rs.62.66 lakhs during the year ended 31<sup>st</sup> March 2017 as against Rs 73.11 lakhs during the previous year which has decreased by 14.29%.

The value of contract work-in-progress of projects which are at various stages of progress as on 31<sup>st</sup> March 2018 is Rs 5208.94 lakhs as against Rs 4048.90 lakhs during the previous year.

Your Company is currently executing residential construction project 'Rajparis – Crystal Spring' at Medavakkam, Chennai. The project comprises of 379 residential units in 8 blocks to be built in a phased manner.

### **C. Segment wise Performance**

The activities of your Company falls under single segment namely Construction of Buildings Residential & Commercial).

**D. Concerns**

Elevated land prices, raw material prices and interest rates remain a concern. Subdued demand for residential units is still prevalent. Delay in obtaining Government clearance for launching development projects are also slowing down the scale of operations.

**E. Outlook**

Your Company has structured its business model to adroitly navigate the concerns faced by the construction industry in Chennai. The Management of the Company are pro-actively analyzing and responding appropriately to the challenges faced by the company with a view to maintaining its progress and profitability.

**F. Internal Control Systems**

Your company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from un-authorised use or disposition.

**G. Human resources and industrial relations**

Your company has well qualified and experienced technical, financial and administrative staff to cater to its business requirements. The relations with the employees of the company remained cordial throughout the year.

**CREDIT RATING**

Your Company has not issued any financial instruments requiring to be rated by credit rating agencies during the year.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company does not have any subsidiary, joint venture or associate companies.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

- i. In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 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 profit 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 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.

## **CORPORATE GOVERNANCE**

Your Company is not a Listed Company as on 31<sup>st</sup> March 2018 and accordingly the requirements relating to Corporate Governance and furnishing of a report thereon as prescribed under Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, (SEBI (LODR) Regulations, 2015) is considered not applicable to the Company during the financial year ended 31<sup>st</sup> March 2018.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Your Directors draw attention of the members to Note 25 to the financial statement which sets out related party disclosures. The Audit Committee, Board and the shareholders have, where ever applicable, approved the contracts with related parties u/s 188 of the Companies Act,2013. The necessary disclosure required to be made in the prescribed Form AOC2 in respect of material contracts with related parties not on arms length basis as approved by shareholders is annexed to this report.

## **RISK MANAGEMENT**

Your Board has not constituted a separate Risk Management Committee. The Board has mandated Audit committee to periodically review risks affecting the business of the Company, implement and take appropriate pre-emptive corrective actions as may be deemed necessary by the Audit Committee. The Board is of the opinion that, considering the scale of operation and its geographical spread, the Company has adequate risk management infrastructure in place capable of addressing risks faced by the company, both internal and external.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, no reportable material weakness has surfaced with regard to those internal controls in place.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review there were no changes in the position of Directors on the Board of the Company.

The Board is headed by Mr R Satchidanandam as Chairman & Wholetime Director. Mr R Jeyakumar is the Managing Director and Chief Executive Officer and Mr K Veluchamy is the Executive Director and they hold office up to 31<sup>st</sup> March 2020 as per approval accorded by the members of the Company.

The Independent Directors on the Board of the Company are Mr N Yogasaravanam, Mr Rajakumar Edward Paul and Mr R G Senthil Kannan and they shall be holding office up to 31<sup>st</sup> March 2019 without being liable for retirement by rotation. The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and upon its own review, recommends to the members the re-appointment of Mr N Yogasaravanam, Mr Rajakumar Edward Paul and Mr R G Senthilkannan as Independent Directors for a second term of five years from 1<sup>st</sup> April 2019 to 31<sup>st</sup> March 2024.

Your Directors have, based on the recommendation of the Nomination & Remuneration Committee, appointed Mrs Jayanthi Kondapaneni (DIN: 08136903) as an Additional Director u/s 161 of the Companies Act, 2013, to function under the category of Independent Director and also to fulfil the obligation for appointment of at least one woman director as required under the second proviso to section 149(1) of the Companies Act, 2013. As an Additional Director Mrs Jayanthi Kondapaneni shall be holding office only up to the ensuing 30<sup>th</sup> AGM. The Company has received a Notice in writing, along with requisite deposit, from a Member under the provisions of section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director of the Company to function under the category of Independent Director.

In the opinion of the Board of Directors of your company, all the Independent Director(s) fulfils the conditions for appointment as an Independent Director(s) as specified in the Companies Act, 2013, and the Listing Regulations as they are independent of the management.

In order to comply with the requirements of section 152 of the Companies Act, 2013, your Director Mr R Jeyakumar retire by rotation at the ensuing 30<sup>th</sup> Annual General meeting and being eligible is offering himself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013.

The Company has appointed Mr V Balasubramanian as Chief Financial Officer (with effect from 29<sup>th</sup> June 2018) and Mrs Namrata Jain as Company Secretary with effect from 11<sup>th</sup> August 2017 as required u/s 203 of the Companies Act, 2013.

## **AUDITORS & AUDITORS REPORT**

### **Statutory Auditor**

The report of the Statutory Auditor CA.B.R.Chandrasekaran, Chartered Accountant, is annexed to this report. The Statutory Auditors have given an Un-Modified Opinion on the Financial Statements audited by him for the year ended 31st March 2018.

### **Secretarial Auditor**

The Company being an un-listed public company, appointment of secretarial auditor and annexing of secretarial audit report u/s 204 of the Companies Act, 2013, for the year ended 31<sup>st</sup> March 2018 is considered not applicable.

### **Cost Auditor**

The Company, being a medium enterprise, duly registered under Micro, Small and Medium Enterprises Development Act, 2006, the requirements for furnishing cost audit report for the year ended 31<sup>st</sup> March 2018 is considered not applicable.

### **Internal Auditor**

The Company has not appointed an Internal Auditor during the year ended 31<sup>st</sup> March 2018 and it is not required to appoint an Internal Auditor since it does not fall within the financial criteria as laid down under section 138 of the Companies Act, 2013, for mandatory appointment of Internal Auditor.

## **MEETINGS OF THE BOARD AND ITS COMMITTEES**

### **Meetings of Board**

During the year, 11 (Eleven) Board meetings were held on 12<sup>th</sup> April 2017, 15<sup>th</sup> July 2017, 11<sup>th</sup> August 2017, 29<sup>th</sup> August 2017, 30<sup>th</sup> August 2017, 31<sup>st</sup> August 2017, 14<sup>th</sup> September 2017, 28<sup>th</sup> December 2017, 10<sup>th</sup> February 2018, 19<sup>th</sup> March 2018 and 31<sup>st</sup> March 2018.

### **Audit committee**

The Company has in place an Audit Committee and its composition complies with the requirements of section 177(2) of the Companies Act, 2013.

The Audit Committee of Directors met 4 (Four) times during the year on 15<sup>th</sup> July 2017, 14<sup>th</sup> September 2017, 28<sup>th</sup> December 2017 and 10<sup>th</sup> February 2018.

The composition of the Audit Committee and particulars of meetings attended by the members of the Audit Committee are given below:

Name	Category	No.of meetings held	No.of meetings attended
Mr N Yogasaravanan	Chairman, Independent, Non-Executive	4	4
Mr Rajakumar Edward Paul	Independent, Non-Executive	4	4
Mr R G Senthil Kannan	Independent, Non-Executive	4	4

The terms of reference of the Audit Committee are in line with the one prescribed under section 177 of the Companies Act, 2013.

In its meetings, the Audit Committee considered and reviewed matters relating to operational, financial and other business areas and also reviewed the financial results of the Company.

The previous Annual General Meeting was held on 25<sup>th</sup> September 2017 and it was attended by the Chairman of the Audit Committee.

#### **Nomination & Remuneration Committee**

The Company has in place a Nomination & Remuneration Committee. The terms of reference of the Nomination & Remuneration Committee are to review and recommend the remuneration payable to Executive and Non-Executive Directors. The Remuneration policy of the Company comprises of payment of suitable remuneration to its Executive Directors as evaluated and recommended by the Remuneration Committee and approved by the Board and shareholders. The non-executive Directors are not being paid any remuneration or commission. The Company does not have any Employee Stock Option Scheme or Employees Stock Purchase Scheme. The Managing Director has been authorized to determine the remuneration policy and pay suitable remuneration to the employees of the Company who are not Directors on the Board of the Company. The remuneration paid to the KMP's and the Employees during the year ended 31.03.2018 is as per the remuneration policy of the Company.

The Nomination & Remuneration Committee met once during the year on 15<sup>th</sup> July 2017. The composition of the Nomination & Remuneration Committee and particulars of meetings attended by the members during the year is furnished below:

SNO	NAME OF THE DIRECTOR	CATEGORY	No. of Meetings held	No. of Meetings attended
1	Mr Rajakumar Edward Paul	Chairman, Independent, Non-Executive	1	1
2	Mr R G Senthil Kannan	Independent, Non-Executive	1	1
3	Mr N Yogasaravanan	Independent, Non-Executive	1	1

#### **Stakeholders Relationship Committee**

The Company has in place a Stakeholders Relationship Committee. The terms of reference of the Committee are to consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends besides approving the Share Transfers / Transmission, to take on record dematerialization of shares, to approve splits, consolidation of share certificates, etc. The Company Secretary or in the absence of Company Secretary, the Managing Director is designated as the Compliance Officer.

The Stakeholders Relationship Committee met 3 (Three) times during the year on 15<sup>th</sup> July 2017, 15<sup>th</sup> December 2017 and 31<sup>st</sup> March 2018.

The composition of the committee and particulars of meetings attended by the members during the year is furnished below:

Name	Category	No.of meetings held	No.of meetings attended
Mr Rajakumar Edward Paul	Chairman, Independent, Non-Executive	3	3
Mr R Satchidanandam	Independent, Non-Executive	3	3
Mr K Veluchamy	Independent, Non-Executive	3	3

The Company has received and resolved nil investor complaints during the year ended 31<sup>st</sup> March 2018. There were no investor complaints pending at the beginning and at the end of the year which remains unresolved for a period of more than one month from the date of its receipt.

## DISCLOSURES

### Corporate Social Responsibility

Your Company is not falling within the financial criteria laid down under section 135(1) of the Companies Act, 2013, and as such is not under obligation to constitute Corporate Social Responsibility committee and undertake CSR activities.

### Vigil Mechanism

The Company has put in place a vigil mechanism including whistle blower policy in order to facilitate Directors and Employees to report on genuine concerns.

### Particulars of Loans given, Investments made, Guarantees given and securities provided.

The loans, guarantees or investments made by the Company are in compliance with the requirements of Section 186 of the Companies Act, 2013. The company has not given any loans or advances to related parties during the year.

### Unsecured borrowings and deposits:

The Company has not accepted any deposits during the year attracting the provisions of section 73 to 76 of the Companies Act, 2013.

The details of unsecured borrowing made from related parties are furnished below:

Details	Amount outstanding as on 31.3.2018 Rs.Lakhs	Rate of interest p.a.	Tenure
From Directors	734.33	14% p.a.	No specific repayment schedule

### Related Party Transactions

The Company has complied with the requirements of section 188 of the Companies Act, 2013, with respect to the contracts or arrangements made with related parties. The Audit Committee, Board and the shareholders, wherever required, have duly approved all the material transactions with related parties made during the year. The necessary disclosures of related party transactions as required to be made u/s 188 of the Companies Act, 2013, in the prescribed Form AOC 2 is annexed to this report.

### Conservation of energy, technology absorption, foreign exchange earnings and outgo.

As the Company is basically a construction company, the Provisions of Sec. 134 (3) (m) of the Companies Act, 2013, so far as the information relating to conservation of energy and technology absorption is not applicable to the Company. The Company has not earned any revenue in foreign exchange and it has also not incurred any expenditure in foreign currency during the year.

**Extract of Annual Return**

The extract of Annual Return as on 31<sup>st</sup> March 2018 in the prescribed Form MGT9 is annexed to this report.

**Particulars of Employees and related disclosures**

In terms of the requirements of Section 197 read with Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Directors wish to state that none of the directors or employees is drawing remuneration in excess of the limits set out in the said rules.

**Employees Stock Option Scheme**

The Company has not formulated any Employees Stock Option scheme.

**Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The Company has in place Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaints under the said Act during the year.

**General**

Your Directors do not have anything to report or disclose on the following items since there were no transaction relating to them during the year:

- i. No deposits were accepted attracting the provisions of section 73 – 76 of the Companies Act, 2013.
- ii. The Company has not issued any equity shares during the year with differential rights as to dividend, voting or otherwise.
- iii. The Company has not issued any shares (including sweat equity shares) to any of its employees during the year.
- iv. The Company does not have any subsidiary, Joint venture or associate companies and as such the Managing Director / Whole time Directors receiving any remuneration from such companies does not arise.
- v. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- vi. There were no material changes and commitments affecting the financial position of the company which have occurred between 31<sup>st</sup> March 2018 and the date of this report.
- vii. The Board has reviewed the system in place to monitor compliance with all the applicable laws relating to Companies domain of operation and it has not come across any material non-compliance with such laws during the year.

**REGISTRAR & TRANSFER AGENT AND DEMATERIALISATION OF SHARES**

M/s Cameo Corporate Services Limited continues to function as the Registrar and Transfer Agent of the Company for handling physical transfer / transmission of shares, and dematerialization. Their address is furnished below:

Cameo Corporate Services Limited  
Subramanian Building  
1, Club House Road,  
Chennai-600002  
Tel: 044-28460390-91-92.

The Company has an arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate holding of its equity shares in dematerialized form. The company has been allotted an ISIN No.: INE477F01011 for this purpose. The members may approach their Depository Participant for holding the equity shares of the company in dematerialized form.

As on 31<sup>st</sup> March 2018, a total of 40,48,400 equity shares constituting 76.43% of the shares of the Company are in electronic form. Transfer of these shares is done through the depositories with no involvement of the Company. A total of 12,48,100 equity shares constituting 23.57% of the shares of the Company are held by the members in physical form. The shares in the physical form are normally transferred within a period of 15 days from the date of receipt if the documents are complete in all respects.

#### **ACKNOWLEDGEMENTS**

The Directors take this opportunity to thank the Company's Bankers State Bank of India, ICICI Bank, Axis Bank, the Government Authorities, Contractors and Suppliers of the company for valuable assistance and co-operation in conducting the business of the company. The Directors also wish to place on record the valuable services rendered by the employees of the company at all levels.

**By Order of the Board,  
For & on behalf of the Board of Directors**

**R SATCHIDANANDAM  
CHAIRMAN & WHOLETIME DIRECTOR  
DIN: 01877142  
PLACE : CHENNAI  
DATED: 29.06.2018**

#### **ANNEXURES FORMING PART OF BOARDS' REPORT:**

Annexure I: Disclosure of Material Related Party Transactions and other transaction as required u/s 134(3)(h) and 188(1) of the Companies Act, 2013, and the rules made thereunder.

Annexure II: Extract of Annual return – Form MGT9.

Annexure III: Independent Auditors' Report on Financial Statements.

Annexure IV : Financial Statements as on and for the year ended 31st March 2018 together with notes thereto..



**Directors' Report – Annexure I:**
**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]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto, during the year ended 31<sup>st</sup> March 2018.

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

S.No.	Required Particulars	Details	Details
a.	Name(s) of the related party and nature of relationship	Mr R Satchidanandam, Chairman & Wholetime Director (Owner and Lessor) The Lessor (Owner) of the residential property Mr R Satchidanandam is the Chairman & Wholetime Director of the Company	R Satchidanandam (HUF) (Owner of the property and Lessor) Karta of the Lessor (Owner) of the Office premises is Mr R Satchidanandam and he is the Chairman & Wholetime Director of the Company
b.	Nature of contracts / arrangements / transactions	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at No.13/1, III Cross Street, Sterling Road, Nungambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at New No.30, Old No.162-B, Greams Lane, Thousand Lights, Chennai-600006, for being used as office of the of the Company.
c.	Duration of the contracts /	From 01.04.2017 to 31.03.2020	From 01.04.2017 to 31.03.2020
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	a.Payment of Lease rent not exceeding Rs 4 lakhs per month to the lessor. b.Payment of refundable interest free security deposit of Rs.12 lakhs (rupees twelve lakhs only) to the lessor	a.Payment of Lease rent not exceeding Rs 80,000 (rupees eighty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.2,40,000 (rupees two lakhs and forty thousand only) to the lessor
e.	Justification for entering into such contracts or arrangements or transactions	Property taken for providing rental accommodation as part of remuneration package to KMPs.	Property at which registered office of the Company is located
f.	Date(s) of approval by the Board	31.03.2017	31.03.2017
g.	Amount paid during the year ended 31.03.2018 (including advances), if any	Rent paid Rs.48.00 lakhs.Security Deposit paid Rs.12.00 lakhs	Rent paid Rs.9.60 lakhs Security Deposit paid Rs.2.40 lakhs
h.	Date on which the ordinary resolution was passed in general meeting as required under first proviso Section 188	25.09.2017	25.09.2017

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

S.No.	Required Particulars	Details
a.	Name(s) of the related party and nature of relationship	Mr R Jeyakumar, Managing Director (Owner and Lessor)The Lessor (Owner) of the residential property Mr R Jeyakumar is the Managing Director of the Company
b.	Nature of contracts / arrangements / transactions	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at No.12, Crescent Avenue, Kesavaperumalpuram, Chennai-600028, for the purpose of providing residential accommodation to KMPs and other officials of the Company
c.	Duration of the contracts / arrangements / transactions	From 01.04.2017 to 31.03.2020
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	a.Payment of Lease rent not exceeding Rs 4.50 lakhs (rupees four lakhs and fifty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.13.50 lakhs (rupees thirteen lakhs and fifty thousand only) to the lessor
e.	Justification for entering into such contracts or arrangements or transactions	Property taken for providing rental accommodation as part of remuneration package to KMPs.
f.	Date(s) of approval by the Board	31.03.2017
g.	Amount paid during the year ended 31.03.2018 (including advances), if any	Rent paid Rs.54.00 lakhsSecurity Deposit paid Rs.13.50 lakhs
h.	Date on which the ordinary resolution was passed in general meeting as required under first proviso to section 188	25.09.2017

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

S.No.	Required Particulars	Details	Details	Details
a.	Name(s) of the related party and nature of relationship	Mr K Veluchamy, Executive Director (Owner and Lessor)  The Lessor (Owner) of the residential property Mr K Veluchamy is the Executive Director of the Company	Mr K Veluchamy, Executive Director the Lessor (Owner) of the residential property Mr V Balasubramanian is the deputy General Manager (Operations & Finance) and he is related to Mr K Veluchamy, Executive Director of the Company, as his Son	Veluchamy (HUF) (Owner of the property and Lessor)The Karta of the Lessor (Owner) of the Office premises is Mr K Veluchamy and he is the Executive Director of the Company

<b>b.</b>	<b>Nature of contracts / arrangements / transactions under first proviso to Section 188</b>	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at No.13/2, Ground Floor, 3 <sup>rd</sup> Cross Street, Sterling Road, Nungambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at No.13/2, First Floor, 3 <sup>rd</sup> Cross Street, Sterling Road, Nungambakkam, Chennai-600034, for the purpose of providing residential accommodation to KMPs and other officials of the Company	The contract or arrangement is for taking on lease for a maximum period of three years the property situated at No.5/97, Anna street, Madipakkam, Chennai-600091, for being used as office of the Company.
<b>c.</b>	<b>Duration of the contracts / arrangements / transactions</b>	From 01.04.2017 to 31.03.2020	From 01.04.2017 to 31.03.2020	From 01.04.2017 to 31.03.2020
<b>d.</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	a.Payment of Lease rent not exceeding Rs 3.00 lakhs (rupees three lakhs only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.9.00 lakhs (rupees nine lakhs only) to the lessor	a.Payment of Lease rent not exceeding Rs 1.50 lakhs (rupees one lakh and fifty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.4.50 lakhs (rupees four lakhs and fifty thousand only) to the lessor	a.Payment of Lease rent not exceeding Rs 30,000 (rupees thirty thousand only) per month to the lessor. b.Payment of refundable interest free security deposit of Rs.90,000 (rupees ninety thousand only) to the lessor
<b>e.</b>	<b>Justification for entering into such contracts or arrangements or transactions</b>	Property taken for providing rental accommodation as part of remuneration package to KMPs.	Property taken for providing rental accommodation as part of remuneration package to KMPs.	Property at which the project office of the Company is located
<b>f.</b>	<b>Date(s) of approval by the Board</b>	31.03.2017	31.03.2017	31.03.2017
<b>g.</b>	<b>Amount paid during the year ended 31.03.2018 (including advances), if any</b>	Rent paid Rs.36.00 lakhs Security Deposit paid Rs.9.50 lakhs	Rent paid Rs.18.00 lakhs Security Deposit paid Rs.4.50 lakhs	Rent paid Rs. 3.60 lakhs Security Deposit paid Rs.0.90 lakhs
<b>h.</b>	<b>Date on which the ordinary resolution was passed in general meeting as required under first proviso to Section 188</b>	25.09.2017	25.09.2017	25.09.2017

**IV. Details of material contracts or arrangement or transactions at arm's length basis:**

<b>S.No.</b>	<b>Required Particulars</b>	<b>Details</b>
<b>a.</b>	<b>Name(s) of the related party and nature of relationship</b>	Not applicable
<b>b.</b>	<b>Nature of contracts / arrangements / transactions</b>	Not applicable
<b>c.</b>	<b>Duration of the contracts / arrangements / transactions</b>	Not applicable
<b>d.</b>	<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	Not applicable
<b>e.</b>	<b>Date(s) of approval by the Board</b>	Not applicable
<b>f.</b>	<b>Amount paid as advances, if any</b>	Not applicable

By Order of the Board,  
For & on behalf of the Board of Directors

R SATCHIDANANDAM  
CHAIRMAN & WHOLETIME DIRECTOR  
DIN: 01877142

Place : CHENNAI  
DATED: 29.06.2018

**Directors' Report – Annexure II:**

**Form No. MGT- 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the Financial Year ended on 31st March, 2018**  
**of**  
**RAJPARIS CIVIL CONSTRUCTIONS LIMITED**  
 [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:**

<b>i.</b>	<b>CIN</b>	U45201TN1988PLC015289 [The CIN has changed from L45201TN1988PLC015289 during the year consequent to change in status of the company from listed company to unlisted company]
<b>ii.</b>	Registration Date	19 <sup>TH</sup> JANUARY 1988
<b>iii.</b>	Name of the Company	RAJPARIS CIVIL CONSTRUCTIONS LIMITED
<b>iv.</b>	Category / sub-category of the Company Company	Company Limited by Shares / Indian Non-Government
<b>v.</b>	Address of the registered office and contact details	No. 30, Greams Lane, Chennai - 600 006. Tel No.2829 0566, 2829 0038 e-mail : <a href="mailto:rajparis@gmail.com">rajparis@gmail.com</a> website: <a href="http://www.rajparis.in">www.rajparis.in</a>
<b>vi.</b>	Whether Listed Company (Yes / No)	No [The Company was a Listed Company up to 9 <sup>th</sup> January 2015; thereafter it was placed on the Dissemination Board of National stock Exchange of India. The Company applied for listing with Metropolitan Stock Exchange of India (MSEI) which admitted the equity shares of the Company for listing with effect from 3 <sup>rd</sup> April 2018. Hence, the status of the Company as on 31 <sup>st</sup> March 2018 is that of a Un-Listed Public Company]
<b>vii.</b>	Name, address and contact details of Registrar & Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, 1, Club House Road, Chennai – 600 002. Tel. no. : 044 - 2846 0390

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

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

Name & Description of the main products / services	NIC Code of the Product / Service	% of Total turnover of the company
Construction of Buildings	9953	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**

**III. SHAREHOLDING PATTERN (Equity Share capital break-up as percentage of total Equity)**
**i. Categorywise Shareholding**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Shares	
(A)	Shareholding of Promoter and Promoter Group									
-1	Indian									
(a)	Individuals/ Hindu Undivided Family	1610700	2094000	3704700	69.94	3704700	0	3704700	69.94	0
(b)	Bodies Corporate	0	265200	265200	5.01	265200	0	265200	5.01	0
	Sub-Total (A)(1)	1610700	2359200	3969900	74.95	3969900	0	3969900	74.95	0
-2	Foreign (A)(2)									
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1610700	2359200	3969900	74.95	3969900	0	3969900	74.95	0
(B)	Public Shareholding									
-1	Institutions (B)(1)	0	0	0	0	0	0	0	0	0
-2	Non-institutions (B)(2)									

(a)	Bodies Corporate	1400	48500	49900	0.94	1400	48500	49900	0.94	0
(b)	Individuals:									
(i)	Individual Shareholders holding nominal Share capital up to Rs. 2 lakhs	38600	380900	419500	7.92	39401	379900	419301	7.92	0
(ii)	Individual Shareholders holding nominal Share capital in excess of Rs. 2 lakhs	0	856200	856200	16.17	36500	819700	856200	16.17	0
(d)	Any Other (specify):									
(d-i)	Hindu Undivided Families	1000	0	1000	0.02	1199	0	1199	0.02	0
	Sub-Total(B)(2)	41000	1285600	1326600	25.05	78500	1248100	1326600	25.05	0
	Total Public Shareholding	41000	1286100	1326600	25.05	78500	1248100	1326600	25.05	0
	(B)= (B)(1)+(B)(2)									
	TOTAL(A)+(B)	1651200	3645300	5296500	100.000	4048400	1248100	5296500	100.000	0
(C)	Shares held by Custodians (C) and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1651200</b>	<b>3645300</b>	<b>5296500</b>	<b>100.000</b>	<b>4048400</b>	<b>3645300</b>	<b>5296500</b>	<b>100.000</b>	<b>0</b>

**ii. Shareholding of promoters:**

Sl. No	Name of Shareholders	No of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change 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.	SATCHIDANANDAM R	856300	16.167	0	856300	16.167	0	0	0	
2.	RAJAMANICKAM SATCHIDANANDAM (HUF)	100000	1.888	0	100000	1.888	0	0	0	
3.	RAMASWAMY JEYAKUMAR	524300	9.899	0	524300	9.899	0	0	0	
4.	KARUPPANA GOUNDER VELUCHAMY	731300	13.807	0	731300	13.807	0	0	0	
5.	VIJAYALAKSHMI S	593100	11.198	0	593100	11.198	0	0	0	
6.	BALAGOPAL RAJU RAJESWARI RAJU	349100	6.591	0	349100	6.591	0	0	0	
7.	PUNITHAVATHY V	10000	0.189	0	10000	0.189	0	0	0	
8.	RAJKUMAR S	13800	0.261	0	13800	0.261	0	0	0	
9.	BK PRIYADARSHINI	21800	0.412	0	21800	0.412	0	0	0	
10.	ASHWIN RAJU JEYAKUMAR	101800	1.922	0	101800	1.922	0	0	0	
11.	R GEETHA LAKSHMI	5000	0.094	0	5000	0.094	0	0	0	
12.	V BALASUBRAMANIAN	398200	7.518	0	398200	7.518	0	0	0	
13.	OMS CONSTRUCTIONS P LTD	265200	5.007	0	265200	5.007	0	0	0	
<b>TOTAL</b>		<b>3969900</b>	<b>74.953</b>	<b>0</b>	<b>3969900</b>	<b>74.953</b>	<b>0</b>	<b>0</b>	<b>0</b>	



iii. Change in promoter Shareholding: No change.

iv. Shareholding pattern of top ten Shareholders (other than Directors and Promoters):

Sl. No.	Name of Shareholders	No of Shares held at the beginning of the year		Date	Change in Shareholding	Reason	Cummulative Shareholding during the year	
		No.of Shares	% of total Shares				No.of Shares	% of total Shares
1	PALANIVEL	184000	3.474	No Change	No Change	No Change	184000	3.474
3	RAJAMANICKAM MAHALINGAM	126300	2.385	No Change	No Change	No Change	126300	2.385
4	E KALEESWARAN	108500	2.049	No Change	No Change	No Change	108500	2.049
5	DIVYA RENGARAJAN	107300	2.026	No Change	No Change	No Change	107300	2.026
6	S T G GANGADHARAN	106900	2.018	No Change	No Change	No Change	106900	2.018
8	O S R SIVAJOTHI	65500	1.237	No Change	No Change	No Change	65500	1.237
9	MALARKODI PONNAPPAN	53700	1.014	No Change	No Change	No Change	53700	1.014
10	S G RISHI KUMAR	45100	0.852	No Change	No Change	No Change	45100	0.852
11	UNO FINANCE	48500	0.916	No Change	No Change	No Change	48500	0.916
12	S G LOKESHKUMAR	22400	0.423	No Change	No Change	No Change	22400	0.423
	<b>TOTAL 868200</b>	<b>16.392</b>	<b>No Change</b>	<b>No Change</b>	<b>No Change</b>	<b>868200</b>	<b>16.392</b>	

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

Sl. No.	Name of Shareholders	No of Shares held at the beginning of the year		Date	Change in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares				No. of Shares	% of total Shares
1.	R SATCHIDANANDAM, Chairman & Wholetime Director	856300	16.167	No Change	No Change	No Change	856300	16.167
2.	R JEYAKUMAR Managing Director	524300	9.899	No Change	No Change	No Change	524300	9.899
3.	K VELUCHAMY Executive Director	731300	13.807	No Change	No Change	No Change	731300	13.807
4.	N YOGASARAVANAN Independent Director	Nil	Nil	No Change	No Change	No Change	Nil	Nil
5.	RAJAKUMAR EDWARD PAUL Independent Director	1000	0.019	No Change	No Change	No Change	1000	0.019
6.	R G SENTHIL KANNAN Independent Director	36500	0.689	No Change	No Change	No Change	36500	0.689
	<b>TOTAL</b>	<b>2149400</b>	<b>40.581</b>	<b>No Change</b>	<b>No Change</b>	<b>No Change</b>	<b>2149400</b>	<b>40.581</b>

**V. INDEBTEDNESS (of the Company including interest outstanding/accrued but not due for payment):**

	Secured	Unsecured	Deposits Rs.	Total Rs.
<b>Indebtedness at the beginning of the Financial Year:</b>				
i.Principal Amount	5,70,22,688	8,44,48,734	0	14,14,71,422
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	<b>5,70,22,688</b>	<b>8,44,48,734</b>	<b>0</b>	<b>14,14,71,422</b>
<b>Change in Indebtedness during the financial year:</b>				
Addition	0	0	0	0
Reduction	2,12,89,609	1,10,15,207	0	3,23,04,816
Net change	-2,12,89,609	-1,10,15,207	0	-3,23,04,816
<b>Indebtedness at the end of the Financial Year:</b>				
i.Principal Amount	3,57,33,079	7,34,33,527	0	10,91,66,606
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
<b>Total (i + ii + iii)</b>	<b>3,57,33,079</b>	<b>7,34,33,527</b>	<b>0</b>	<b>10,91,66,606</b>

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

**A. Remuneration to Managing Director & Wholetime Directors:**

Sl. No.	Particulars of remuneration	Name of the Managing Director / WTD			Total Amount
		R Satchidanandam Chairman & Wholetime Director	R Jeyakumar Managing Director	K Veluchamy Executive Director	
1.	<b>Gross Salary:</b>				
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Rs. 30,00,000	Rs. 30,00,000	Rs. 30,00,000	Rs. 90,00,000
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 [Cost to Company in respect of rent free accommodation provided]	48,00,000	54,00,000	54,00,000	1,56,00,000
c)	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil	Nil	Nil
2.	Commission as a % of Profit	Nil	Nil	Nil	Nil
	Total (A)	78,00,000	84,00,000	84,00,000	2,46,00,000
	Ceiling as per Companies Act, 2013	Paid as minimum remuneration in the absence or inadequacy of profits as approved by Shareholders			NA

**B. Remuneration to other Directors:**

The Company has not paid any remuneration, including sitting fees, to any Directors other than the Managing Director and Whole time Directors during the year ended 31<sup>st</sup> March 2018.

**C. Remuneration to key managerial personnel other than MD and WTD:**

Sl. No.	Particulars of remuneration	Mrs NAMRATA JAIN, Company Secretary Rs. (for part of the year from 11.08.2017 to 31.03.2018)
<b>1</b>	<b>Gross Salary:</b>	<b>Rs. 2,12,639</b>
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Nil
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil
	c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil
<b>2</b>	Commission as a % of Profit	<b>Rs. 2,12,639</b>
	Total (A)	NA
	Ceiling as per Companies Act, 2013	NA

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES UNDER THE COMPANIES ACT, 2013:**

Type	Section of the Companies Act	BriefDescription	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
		<b>A. COMPANY</b>			
Penalty	NIL		NIL	NIL	NIL
Punishment	NIL		NIL	NIL	NIL
Compounding	NIL		NIL	NIL	NIL
		<b>B. DIRECTORS</b>			
Penalty	NIL		NIL	NIL	NIL
Punishment	NIL		NIL	NIL	NIL
Compounding	NIL		NIL	NIL	NIL
		<b>C. OTHER OFFICERS IN DEFAULT</b>			
Penalty	NIL		NIL	NIL	NIL
Punishment	NIL		NIL	NIL	NIL
Compounding	NIL		NIL	NIL	NIL

For &amp; on behalf of the Board of Directors

**R SATCHIDANANDAM**
**CHAIRMAN & WHOLETIME DIRECTOR (DIN: 01877142)**

PLACE : CHENNAI

DATED: 29.06.2018

## Independent Auditor's Report

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### To the Members of Rajparis Civil Constructions Limited Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone IndAS financial statements of Rajparis Civil Construction Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the Significant Accounting Policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have considered 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.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS 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 standalone Ind AS financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31 March 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

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

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss, the statement of Cash Flows and the statement of changes in equity dealt with by this Report agree with the books of account;

(d) in our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;

(e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “**Annexure B**”; and

(g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and as per the explanations given to us:

i)the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 29(f) to other notes forming part of the standalone Ind AS financial statements;

ii)the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and

iii)there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.

Place: Chennai  
Date: 30.05.2018

**B R Chandrasekaran. B.Com., F.C.A.**  
Chartered Accountant,  
MRN: 020619



**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS 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) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and based on our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(ii) Physical verification of inventory has been conducted at reasonable intervals by the management and material discrepancies were not noticed;

(iii) The Company has not granted loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(iv) In our opinion and according to the information and explanations given to us, the Company has not entered in to any transaction attracting the provisions of section 185 and 186 of the Act.

(v) The Company has not accepted any deposits from the public.

(vi) Maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and such accounts and records have been so made and maintained.

(vii) According to the information and explanations given to us, in respect of statutory dues:

- a. The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Income-tax, Sales-tax, Service Tax, Goods and Service Tax, Value Added Tax, Custom Duty, Excise Duty, cess to the extent applicable.
- b. There were no undisputed amount payable in-respect of statutory dues in arrears as on 31<sup>st</sup> of March, 2018 for a period of more than six months from the date they became payable.
- c. According to the information and explanations given to us, there are no of dues of statutory liability which have not been deposited as on 31<sup>st</sup> March 2018 on account of disputes

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 x) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the 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 standalone Ind AS 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. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**Place: Chennai**  
**Date: 30.05.2018**

**B R Chandrasekaran. B.Com., F.C.A.**  
**Chartered Accountant,**  
**MRN: 020619**

## Annexure – B to the Auditors’ Report

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

We have audited the internal financial controls over financial reporting of Rajparis Civil Construction Limited (“the Company”) as of 31 March 2018, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

#### Auditors’ Responsibility

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

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

The management has reconciled physical verification to inventory records and necessary adjustments have been made in the books once in a year to reconcile the books with physical verification results after appropriate approvals.

Control accounts in respect of creditors for goods and services and debtors are maintained manually outside the system

However, we applied testing controls through inquiry combined with other procedures, such as observation of activities, inspection of less formal documentation, or performance of certain controls to provide sufficient evidence about whether the control is effective.

### **Opinion**

In our opinion, the fundamental requirement of effective internal control is a process effected by people that supports the organization in several ways, enabling it to provide reasonable assurance regarding risk and to assist in the achievement of objectives

Therefore, 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: Chennai**  
**Date: 30.05.2018**

**B R Chandrasekaran. B.Com., F.C.A.**  
**Chartered Accountant,**  
**MRN: 020619**

**Balance Sheet as at 31st March 2018**

Particulars	Note No.	As On	As On	As On
		31.03.2018	31.03.2017	01.04.2016
		Rs.P	Rs.	Rs.
<b>Assets</b>				
<b>Non-current assets</b>				
Property, Plant & Equipments	1	48,06,169.48	67,56,424	97,79,413
Investments in Properties	2	60,03,013.37	63,36,751	66,61,785
<b>Financial Assets</b>				
Investments	3	49,000.00	49,000	49,000
Other non-current Assets	4	3,61,26,648.37	3,88,08,164	3,94,90,734
Deferred Tax Assets		4,83,000.00	2,000	-
		<b>4,74,67,831.22</b>	<b>5,19,52,339</b>	<b>5,59,80,932</b>
<b>Current assets</b>				
Inventories	5	52,08,94,234.86	40,48,89,789	49,68,54,886
<b>Financial Assets</b>				
(a)Trade receivables	6	52,77,055.40	1,66,35,395	80,42,675
(b)Cash and cash equivalents	7	2,41,80,391.85	92,67,380	24,42,118
(c)Bank Balances other than (b)above	8	22,35,081.00	1,37,37,607	1,78,24,205
Other Financial assets	9	52,95,625.53	1,78,08,403	59,21,289
Other Current Assets	10	57,74,836.69	9,67,948	36,26,249
		<b>56,36,57,225.33</b>	<b>46,33,06,521</b>	<b>53,47,11,423</b>
		<b>61,11,25,056.56</b>	<b>51,52,58,861</b>	<b>59,06,92,355</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Share Capital	11	5,29,65,000.00	5,29,65,000	5,29,65,000
Other Equity	12	25,65,66,704.57	25,03,00,841	24,29,89,511
		<b>30,95,31,704.57</b>	<b>30,32,65,841</b>	<b>29,59,54,511</b>
<b>Liabilities</b>				
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	13	3,57,33,079.53	5,70,22,688	2,32,57,491
Provisions	14	73,81,675.00	39,46,750	39,46,750
Deferred tax liabilities (Net)		-	-	7,08,000
		<b>4,31,14,754.53</b>	<b>6,09,69,438</b>	<b>2,79,12,241</b>
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	15	7,34,33,527.10	8,44,48,734	7,40,77,645
Trade payables	16	1,22,44,260.26	1,54,16,480	1,10,35,742
Other Financial assets	17	16,58,23,488.00	4,28,70,268	17,63,16,433
Other current liabilities	18	69,77,322.20	82,88,100	53,95,784
		<b>25,84,78,597.56</b>	<b>15,10,23,582</b>	<b>26,68,25,604</b>
		<b>61,11,25,056.56</b>	<b>51,52,58,861</b>	<b>59,06,92,355</b>
Significant Accounting Policies	27			
First Time Adoption of Ind AS	28			
Other Notes forming part of the accounts	29			

**R.Satchidanandam**  
**Chairman**
**R.Jeyakumar**  
**Managing Director**
**K.Veluchamy**  
**Executive Director**
**Rajakumar Edward Paul**  
**Director**  
**Place: Chennai**  
**Date: 30.05.2018**
**Namrata jain**  
**Company Secretary**

Vide our Report of even dated  
**BR Chandrasekaran B.Com..F.C.A.,**  
**Chartered Accountant**  
**M No 020619**

**RAJPARIS CIVIL CONSTRUCTIONS LTD**
**Statement of Profit and Loss statement for the year ended 31st March, 2018**

Particulars	Note No	YE 31.03.2018	YE 31.03.2017
<b>CONTINUING OPERATIONS</b>		<b>Rs. P</b>	<b>Rs.</b>
<b>Revenue</b>			
Revenue from operations	19	13,64,49,379.00	35,50,91,296
Other Income	20	79,54,607.84	71,65,736
		<b>14,44,03,986.84</b>	<b>36,22,57,032</b>
<b>Expenses:</b>			
Cost of construction materials consumed		8,57,02,915.83	11,61,47,769
Cost of purchase of flats		1,82,90,491.00	-
Contract Expenditure	21	5,77,64,209.96	7,90,69,375
Changes in inventories - WIP	22	(11,60,04,445.91)	9,19,65,097
Employee Benefit Expense	23	2,84,28,095.73	1,62,59,422
Financial costs	24	1,79,53,768.68	1,99,12,907
Depreciation expense	25	30,11,970.88	43,41,852
Other expenses	26	3,92,42,117.23	2,64,59,280
		<b>13,43,89,123.40</b>	<b>35,41,55,702</b>
Profit before EET		1,00,14,863.44	81,01,330
Exceptional Items		-	-
Profit before extraordinary items and tax		1,00,14,863.44	81,01,330
Extraordinary Items		-	-
Profit before tax		1,00,14,863.44	81,01,330
Tax expense:			
Current tax expense for current year		42,30,000.00	15,00,000
Deferred tax		(4,81,000.00)	(7,10,000)
Profit for the year from continuing operations		<b>62,65,863.44</b>	<b>73,11,330</b>
Other Comprehensive income		-	-
		<b>62,65,863.44</b>	<b>73,11,330</b>
Significant Accounting Policies	27		
First Time Adoption of Ind AS	28		
Other Notes forming part of the accounts	29		

**R.Satchidanandam**  
**Chairman**
**R.Jeyakumar**  
**Managing Director**
**K.Veluchamy**  
**Executive Director**
**Rajakumar Edward Paul**  
**Director**
**Namrata jain**  
**Company Secretary**

Vide our Report of even dated

**Place: Chennai**  
**Date: 30.05.2018**
**BR Chandrasekaran B.Com..F.C.A,**  
**Chartered Accountant**  
**M No 020619**

**Cash Flow Statement for the year ended 31 March, 2018**

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
<b>A. Cash flow from operating activities</b>	<b>Rs.P</b>	<b>Rs.</b>
Net Profit / (Loss) before extraordinary items and tax	1,00,14,863	81,01,330
Adjustments for:		
Depreciation and amortisation	30,11,971	43,41,852
Profit on Sale of assets	-	(1,21,632)
Assets discarded	-	3,09,515
Finance costs	1,79,53,769	1,99,12,907
Interest income	(12,09,822)	(12,71,977)
Net (gain) / loss on sale of investments/assets	-	
Rental income from investment properties	(35,46,020)	(41,99,270)
<b>Operating profit / (loss) before working capital changes</b>	<b>2,62,24,761</b>	<b>2,70,72,725</b>
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	(11,60,04,446)	9,19,65,097
Trade receivables	1,13,58,340	(85,92,720)
Other Financial Assets	1,25,12,777	(1,18,87,114)
Other non-current assets	26,81,516	6,82,570
Other Current Assets	(48,06,889)	26,58,301
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	(31,72,220)	43,80,738
Borrowings-current liabilities	(1,10,15,207)	1,03,71,089
Other Financial current liabilities	12,29,53,220	(13,34,46,165)
Other current liabilities	(13,10,778)	28,92,316
Long-term provisions	34,34,925	-
Cash generated from operations	<b>4,28,56,001</b>	<b>(1,39,03,163)</b>
Net income tax (paid) / refunds	(42,30,000)	(15,00,000)
<b>Net cash flow from operating activities (A)</b>	<b>3,86,26,001</b>	<b>(1,54,03,163)</b>
<b>B. Cash flow from investing activities</b>		
Purchases of Fixed Assets	(7,27,979)	(14,06,713)
Sale of Fixed Assets	-	2,25,000
Proceeds from sale of long-term investments	-	
Interest received	12,09,822	12,71,977
Rental income from investment properties	35,46,020	41,99,270
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>40,27,863</b>	<b>42,89,534</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from long-term borrowings	(2,12,89,608)	3,37,65,197
Net increase / (decrease) in working capital borrowings	-	-
Finance cost	(1,79,53,769)	(1,99,12,907)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(3,92,43,377)</b>	<b>1,38,52,290</b>
<b>Net increase/(decrease) (A+B+C)</b>	<b>34,10,486</b>	<b>27,38,662</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>2,30,04,986</b>	<b>2,02,66,324</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>2,64,15,473</b>	<b>2,30,04,985</b>

## Reconciliation of Cash and cash equivalents with the Balance Sheet:

(a) Cash on hand	20,212	5,032
(c) Balances with banks		
(i) In current accounts	2,20,74,180	71,76,348
(ii) In deposit accounts	22,35,081	1,37,37,607
(iii) In earmarked accounts- Unpaid dividend account	20,86,000	20,86,000
<b>Cash &amp; Cash equivalents</b>	<b>2,64,15,473</b>	<b>2,30,04,986</b>

The accompanying notes forming part of the financial statements

**R.Satchidanandam**  
Chairman**R.Jeyakumar**  
Managing Director**K.Veluchamy**  
Executive Director**Rajakumar Edward Paul**  
Director**Namrata jain**  
Company Secretary

Vide our Report of even dated

Place: Chennai  
Date: 30.05.2018**BR Chandrasekaran B.Com..F.C.A,**  
Chartered Accountant  
M No 020619



**RAJPARIS CIVIL CONSTRUCTIONS LTD**  
**1 PROPERTY, PLANT & EQUIPMENTS**

Category of Asset	Cost			Depreciation			WDV			
	01.04.2017	Additions	Deletion	31.03.2018	01.04.2017	Addition	Deletion	31.03.2018	31.03.2017	01.04.2016
Machineries	15,72,034.00	-	-	15,72,034.00	15,02,349.75	19,163.17	-	15,21,512.92	69,684	5,43,677
Office Equipments	4,18,558.19	6,13,339.00	-	10,31,897.19	3,98,207.78	15,990.69	-	4,14,198.47	20,350	32,883
Computers	8,57,018.00	1,05,840.00	-	9,62,858.00	6,16,472.70	84,484.19	-	7,00,956.8	2,40,545	2,70,139
Furniture	4,80,260.00	8,800.00	-	4,89,060.00	4,12,713.86	5,008.98	-	4,17,722.84	67,546	52,008
Vehicles*	1,49,90,133.00	-	-	1,49,90,133.00	86,31,835.11	25,53,586.48	-	1,11,85,421.59	63,58,298	88,80,706
<b>Total</b>	<b>1,83,18,003.19</b>	<b>7,27,979.00</b>	<b>-</b>	<b>1,90,45,982.19</b>	<b>1,15,61,579.20</b>	<b>26,78,233.51</b>	<b>-</b>	<b>1,42,39,812.71</b>	<b>67,56,424</b>	<b>97,79,413</b>

Particulars	As On 31.03.2018		As On 31.03.2017	As On 01.04.2016
	Rs.	P	Rs.	Rs.
<b>2: Investments Properties</b>				
Investment in properties ( valued at cost less depreciation)	60,03,013.37		63,36,751	66,61,785
	<b>60,03,013.37</b>		<b>63,36,751</b>	<b>66,61,785</b>
<b>3 Investments in Shares</b>				
490 eq shares of face value Rs.10 per share in Single window Security-MV	49,000.00		49,000	49,000
	<b>49,000.00</b>		<b>49,000</b>	<b>49,000</b>
<b>4: Other non- current asserts</b>				
Capital Advances unsecured	3,07,73,500.00		3,07,73,500	3,07,73,500
VAT (ST) Deposit paid	33,328.00		33,328	33,328
Advance income tax ( net of provision )	53,19,820.37		80,01,336	86,83,906
	<b>3,61,26,648.37</b>		<b>3,88,08,164</b>	<b>3,94,90,734</b>
<b>5: Inventories</b>				
Work - in - Progress;	51,64,67,313.86		32,84,97,079	48,67,50,891
Cost of Finished flats	44,26,921.00		7,63,92,710	1,01,03,995
	<b>52,08,94,234.86</b>		<b>40,48,89,789</b>	<b>49,68,54,886</b>
<b>6 Trade Receivables</b>				
Unsecured, considered good; Outstanding for a period > 6 months	-		-	15,85,511
Other trade receivable	52,77,055.40		1,66,35,395	64,57,165
	<b>52,77,055.40</b>		<b>1,66,35,395</b>	<b>80,42,675</b>
<b>7: Cash and Cash equivalents</b>				
Cash on hand	20,212.00		5,032	13,454
in current account-scheduled bank	2,20,74,179.85		71,76,348	3,32,664
in Dividend account	20,86,000.00		20,86,000	20,96,000
	<b>2,41,80,391.85</b>		<b>92,67,379.69</b>	<b>24,42,118.21</b>
<b>8: Bank balances other than (7) above</b>				
Bank balances; in Term Deposit > 3 months	22,35,081.00		1,37,37,607	1,78,24,205
Accrued interest thereon	-		-	-
	<b>22,35,081.00</b>		<b>1,37,37,607</b>	<b>1,78,24,205</b>
<b>9: Short Term loans and advances</b>				
Loans and advances to related parties	-		50,29,937	-
Security deposits	6,07,000.00		6,07,000	30,58,100
Loans and advances to employees	48,625.53		82,451	13,189
Rent Advance paid	46,40,000.00		32,10,000	28,50,000
Others	-		88,79,015	-
	<b>52,95,625.53</b>		<b>1,78,08,403</b>	<b>59,21,289.00</b>

Particulars	As On 31.12.2018		As On 31.03.2017	As On 01.04.2016
	Rs.	P	Rs.	Rs.
<b>10: Other Current Assets</b>				
Prepaid Expenses		-	-	1,11,385
Service Tax Input Credit & GST	57,74,836.69		9,67,948	35,14,864
	<b>57,74,836.69</b>		<b>9,67,948</b>	<b>36,26,249</b>

**11: Share Capital**
**Authorised**

6000000 (6000000)Equity shares of Rs.10/- **6,00,00,000.00** **6,00,00,000** **6,00,00,000**

**Issued**

6000000 (6000000)Equity shares of Rs.10/- **6,00,00,000.00** **6,00,00,000** **6,00,00,000**

**Subscribed and fully paid up**

5296500 (5296500)Equity shares of Rs.10/- 5,29,65,000.00 5,29,65,000 5,29,65,000

**5,29,65,000.00** **5,29,65,000** **5,29,65,000**

a.Reconciliation of shares outstanding at the beginning and end of the year

Opening	<b>52,96,500</b>	<b>52,96,500</b>	<b>52,96,500</b>
Closing	<b>52,96,500</b>	<b>52,96,500</b>	<b>52,96,500</b>

b.The company has only one class of equity shares having par value of Rs.10 per share. Every member holding equity shares shall have proportionate voting rights. The distribution of dividend will be in proportion to the number of equity shares held by the share holders

**c.The details of shareholding more than 5%of the shares**

	Number (%)	Number (%)	Number (%)
Satchidanandam.R	956300 (18.06)	956300 (18.06)	956300 (18.06)
Jeyakumar.R	524300 (09.90)	524300 (09.90)	524300 (09.90)
Veluchamy K	731300 (13.81)	731300 (13.81)	731300 (13.81)
Vijayalaksmi S	592100 (11.18)	592100 (11.18)	592100 (11.18)
Rajeswari Raju.B	349100 (06.59)	349100 (06.59)	349100 (06.59)
Balasubramanian KV	398200 (07.52)	398200 (07.52)	398200 (07.52)
OMS Constructions Private Ltd	265200 (05.01)	265200 (05.01)	265200 (05.01)
Total	<b>3816500 (72.07)</b>	<b>3816500 (72.07)</b>	<b>3816500 (72.07)</b>

**12: Other Equity**
**General Reserves**

Opening balance and Transfer From Profit 1,29,55,000.00 1,29,55,000 1,29,55,000

Closing Balance **1,29,55,000.00** **1,29,55,000** **1,29,55,000**

**Forfeited Shares**

Opening Balance 26,82,648.00 26,82,648 26,82,648

Closing Balance **26,82,648.00** **26,82,648** **26,82,648**

**Retained Earnings**

Opening balance 23,46,63,193.03 22,73,51,863 22,36,57,839

Add.:Profit / Loss For The Year 62,65,863.54 73,11,330 36,94,024

Closing Balance **24,09,29,056.57** **23,46,63,193** **22,73,51,863**

**25,65,66,704.57** **25,03,00,841** **24,29,89,511**

Particulars	As On 31.12.2018		As On 31.03.2017	As On 01.04.2016
	Rs.	P	Rs.	Rs.
<b>13: Borrowings</b>				
Term Loans from banks	3,57,33,079.53		5,70,22,688	2,26,72,837
Other loans and advances		-	-	5,84,654
	<b>3,57,33,079.53</b>		<b>5,70,22,688</b>	<b>2,32,57,491</b>
<b>14: Provisions</b>				
Provision for employee benefits-Gratuity	73,81,675.00		39,46,750	39,46,750
	<b>73,81,675.00</b>		<b>39,46,750</b>	<b>39,46,750</b>
<b>15: Borrowings</b>				
From related parties	<b>7,34,33,527.10</b>		8,44,48,734	7,40,77,645
	<b>7,34,33,527.10</b>		<b>8,44,48,734</b>	<b>7,40,77,645</b>
<b>16: Trade Payable</b>				
Acceptances				-
Other than Acceptances	<b>1,22,44,260.26</b>		1,54,16,480	1,10,35,742
	<b>1,22,44,260.26</b>		<b>1,54,16,480</b>	<b>1,10,35,742</b>
<b>17: Other Financial</b>				
Current maturities of Long Term debt		-	37,00,000	3,53,99,946
Current maturities of finance lease		-	5,84,654	12,50,176
Advances from customers	16,03,59,980.00		3,48,44,154	13,72,19,571
Others -Corpus/Maintenance		-	37,41,460	24,46,740
Interest Payable	54,63,508		-	-
	<b>16,58,23,488.00</b>		<b>4,28,70,268</b>	<b>17,63,16,433</b>
<b>18: Other Current Liabilities</b>				
Other payables				
(i) Statutory remittances ( PF and ESIC )	33,85,622.20		9,29,120	8,76,804
(ii) Trade / security deposits received	15,05,700.00		24,22,980	24,22,980
(v) Ramnivas-Land owner		-	28,50,000	
(vi) Unpaid Dividend	20,86,000.00		20,86,000	20,96,000
	<b>69,77,322.20</b>		<b>82,88,100</b>	<b>53,95,784</b>

Particulars	For the YE 31.03.2018		For the YE 31.03.2017
	Rs.	P	Rs.
<b>19: Revenue from operations</b>			
Sale of flats	12,69,99,379.00		35,14,24,326
Works Contract	94,50,000.00		36,66,970
	<b>13,64,49,379.00</b>		<b>35,50,91,296</b>
<b>20: Other income</b>			
Interest income	12,09,821.73		12,71,977
Rental Income	35,46,020.00		41,99,270
Profit on sale of vehicle	-		1,21,632
Maintenance-Ramnivas (Sarovar)	19,51,468.00		11,24,650
Other receipts	12,47,298.11		4,48,207
	<b>79,54,607.84</b>		<b>71,65,736</b>
<b>21: Contract Expenditure</b>			
Rent	-		-
Wages	4,25,85,664.00		4,39,40,489
Electricity charges	17,14,443.00		13,11,598
EB Connection charges	2,200.00		17,35,270
CMDA Fee	6,500.00		1,40,49,525
JCB Work	1,87,375.00		2,67,260
Service Tax	48,02,377.77		73,16,596
Sales Tax	2,37,711.00		12,08,000
Earth Work	8,400.00		-
Diesel	4,78,216.00		4,31,932
Water Proofing/ Water Purchase	5,67,114.00		14,81,736
Labour Charges	11,27,514.00		18,79,423
Pavor Laying Charges	79,460.00		8,16,154
Others	9,82,381.75		8,55,474
Environmental Expenses	1,80,000.00		4,50,000
Brokerage			5,80,031
Security Charges	7,10,744.00		2,06,660
Labour Fund	-		31,75,850
Stamp Paper	(3,65,610.00)		32,34,135
Professional Fee	-		36,30,706
Survey Charges	-		1,08,235
STP Maintenance	3,77,066.00		1,85,964
Cleaning, Fencing & gardening work	9,81,710.00		10,82,352
Interior Works	13,78,981.00		
Transport Charges	17,12,962.44		
Land advance-reversal	-		(88,78,015)
	<b>5,77,55,209.96</b>		<b>7,90,69,375</b>
<b>22: Changes in inventories</b>			
Closing WIP	51,64,67,313.86		32,40,70,158
Opening WIP	32,40,70,157.88		49,68,54,886
Closing Stock in Trade	44,26,921.00		8,08,19,631
Opening Stock in Trade	8,08,19,631.07		-
	<b>(11,60,04,445.91)</b>		<b>9,19,65,097</b>

Particulars	For the YE 31.03.2018		For the YE 31.03.2017
	Rs.	P	Rs.
<b>23: Employee Benefits expenses</b>			
Salaries	1,29,37,482.00		1,01,94,513
Directors Remmuneration	90,00,000.00		45,00,000
Contribution to PF & ESI	20,38,883.00		8,20,774
Provision for gratuity	34,34,925.00		39,000
Staff welfare exp	10,16,805.73		7,05,135
	<b>2,84,28,095.73</b>		<b>1,62,59,422</b>
<b>24. Financial costs</b>			
Interest Expenses on			
i) Borrowings	74,97,208.58		75,24,558
ii) Directors	99,13,636.00		1,06,22,319
Other Borrowings costs (BC+Processing charge)	5,42,924.10		17,66,030
	<b>1,79,53,768.68</b>		<b>1,99,12,907</b>
<b>25. Depreciation</b>			
Depreciation on Fixed Assets	26,78,233.51		40,16,819
Depreciation on investment-property	3,33,737.38		3,25,033
	<b>30,11,970.88</b>		<b>43,41,852</b>
<b>26. Other expenses - Administration</b>			
Advertisement & Marketing Expenses	1,05,80,793.11		69,75,755
Annual Subscription	74,549.49		65,308
Audit Fee For statutory	3,50,000.00		3,50,000
Audit Fee For Tax audit	1,50,000.00		1,50,000
Audit Fee For Limited review	1,00,000.00		-
Communication Expenses	4,52,430.64		4,76,973
Insurance	3,50,088.00		8,31,824
Medical Exp	36,751.00		-
Miscellaneous expenses	12,81,082.75		2,54,011
Office Maintenance	3,38,961.00		-
Penalty/Fine -charges	1,920.00		-
Petrol Expenses	1,31,100.00		-
Printing & Stationary	3,10,113.00		2,69,916
Professional charges	30,82,234.00		16,88,491
Rates & Taxes	4,55,057.00		9,95,369
Registration Exp	3,80,894.00		4,37,400
Rent including lease rentals	1,77,30,000.00		92,52,100
Repairs and maintenance - Building	18,92,239.56		18,88,987
Repairs and maintenance - Computers	2,70,577.00		1,66,990
Repairs and maintenance - Others	2,38,557.00		9,08,299
Repairs and maintenance - Vehicles	5,55,697.87		6,57,729
Travelling and conveyance	4,80,555.60		3,16,145
Switch Bharat Cess	7,516.21		57,464
Bad Debts	-		4,07,004
Donation	-		-
Discarded Assets	-		3,09,515
	<b>3,92,51,117.23</b>		<b>2,64,59,280</b>

## Rajparis Civil Constructions Limited

### 27. Significant Accounting Policies.

#### a. Corporate Information.

Rajparis Civil Construction Limited is carrying on the business of construction activities especially specializing in the construction of multi storied apartments and complexes for residential and commercial use.

#### b. Basis of accounting

**The Company accounts have been prepared under historical cost convention on an accrual basis except for certain financial assets and Defined Benefit Plans which are measured at Fair Value. The Financial Statements comply with the Indian Accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) and the relevant provisions of the Companies Act 2013. The company has adopted all the applicable Ind AS standards and transition from GAAP to Ind AS was carried out in accordance with the Ind AS 101-(First Time Adoption of Indian Accounting Standard.)**

#### c. Revenue Recognition: Contract Revenue shall be recognized by reference to the stage of completion at the end of the reporting period when the outcome of a transaction can be estimated reliably subject to the following.

- All critical approvals necessary for commencement of the project have been obtained.
- The expenditure incurred on construction and development costs is not less than 25 % of the construction and development costs.
- At least 25% of the saleable project area is secured by contracts or agreements with buyers. At least 10 % of the total revenue as per the agreements of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.

Rental income is recognized on accrual as per the terms of agreements entered. Interest income is accounted on time proportionate basis. Dividend income is accounted in the period when the right to receive is established.

#### d. Use of Estimates

The presentation of financial statements requires the management to make estimates and assumption that may affect the balances of assets and liabilities and the reported amounts of income and expenditures during the period under audit. However the actual results could differ from those estimated which will be recognized prospectively

#### e. Property, Plant and Equipment and Depreciation (PPE)

PPE are shown at carrying Cost. i.e., cost less depreciation. Depreciation is calculated on written down value method over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. On transition to Ind AS, the company has elected to continue with the carrying value of all its Property, Plant and Equipment recognized as on 01.04 2017, measured as per the previous GAAP and use that carrying amount as the deemed cost of PPE. Intangible Assets are stated at cost of acquisition less accumulated amortization.

Depreciation on tangible assets is provided over the useful life of the assets on written down value Method, at the rates and in the manner as specified in schedule II of the Companies Act 2013. Intangible assets are amortized over the estimated useful life of the assets on straight line basis.

#### f. Inventories: Stock of units in completed projects and work-in-progress are valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. Cost is aggregate of land cost, materials, contract works, direct expenses, provisions and apportioned indirect expenses attributable to the projects including borrowing costs and is net of material scrap receipts. Work-in-progress is valued at Cost.

**g. Investments:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment Property and are depreciated on WDV Method over their estimated useful lives.

**h. Cash and cash equivalents (for purposes of Cash Flow Statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**i. Financial Assets.**

The financial assets are classified at fair value or at amortized cost depending on the entity's business model and the contractual terms of the cash flows. For assets measured at fair value, in accordance with the applicable Ind-AS, changes in the fair value, gain or loss, are recorded either in 'Profit and Loss' or 'Other Comprehensive Income'

**j. Off-setting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right, in the normal course of business, to offset the recognized amounts and there is an intension to settle on a net basis or realize the asset and settle the liability simultaneously.

**k. Impairment of Assets.**

Tangible assets are tested for impairment by the management whenever the circumstances indicate that the carrying cost may not be recoverable. The impairment loss is recognized in the profit and Loss account.

Other Financial Assets are assessed based on the expected credit losses associated with its assets carried at amortized cost and its significance.

**l. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**m. Employees Benefits.**

Defined Contribution Plan: The Company's contribution to provident fund with Government is considered as defined contribution plan and is charged as an expense in the profit and loss account of the year in which service is rendered. The liability is confined to the contribution made and no further obligation to pay any additional sums.

Defined benefit obligations in respect of Gratuity liability is recognized on the basis of estimate done by the management. Entitlement to compensated absences is non-accumulating and lapse if the current period's entitlement is not used in full.

**n. Taxes on Income:**

Provision for Current tax taxable income for the year is as determined in accordance with the provisions of the Income Tax Act, 1961

Deferred tax is recognized on timing differences between the taxable income and the accounting income and is measured using the tax rates enacted as at the reporting date. Deferred tax assets in respect of



unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets.

**o. Borrowing Cost.**

Cost of borrowing is generally written off as revenue expenditure in the year of occurrence. Borrowing costs are capitalized in case of qualifying asset, which takes substantial period of time to get ready for its intended use. During the year there are no qualifying assets

**p. Provisions, Contingent Liabilities and contingent assets**

Provision is created when there is a present obligation as a result of a past event that probably require an outflow of resources and a reliable estimates can be made of the amount of the **obligation**. All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the Notes on Accounts. The company does not recognize assets which are of contingent nature until there is virtual certainty of realisability of such assets.

By Order of the Board

R Satchidanandam, Chairman

R Jeyakumar, Managing Director

K Veluchamy, Executive Director

Rajakumar Edward Paul, Director

Namrata Jain, Company Secretary

Vide our Report of even dated

**BR Chandrasekaran B.Com..F.C.A,**  
**Chartered Accountant**  
**M No 020619**

Place : Chennai

Date : 30.05.2018

## 28. Notes on First time Adoption of Ind AS

### 1. Transition to Ind AS

As the Company is in the process of listing on Stock Exchange, it has prepared its first Financial Statements in accordance with Ind AS and has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from April 1, 2017, with a transition date of April 1, 2016.

The Accounting policies set out in Note No.26 have been applied in preparing the Financial Statements for the year ended March 31, 2018, the comparative information presented in these Financial Statements for the year ended March 31, 2017 and in the preparation of an opening Ind -AS Balance Sheet at April 1,2016 (the date of transition) **in accordance with the Ind AS 101-Fitst Time Adoption of Indian Accounting Standard.** The Accounts are prepared in the format specified in Schedule III of the Companies Act 2013 for the Companies adopting Ind AS.

2. Till the previous year ended 31.03.2017, 'Financial Statements' are prepared under Indian GAAP in accordance with the Accounting Standards notified under Companies(Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.
3. Being the first time adopter, Ind AS 101 is applied in the transition from IGAAP to Ind AS to the extent permitted. The resulting difference in carrying values of the assets and liabilities of the company as on the transition date from IGAAP to Ind AS have been recognised directly in equity
4. The Company has revised its opening Balance Sheet as on 01.04.2016, the date of transition to Ind AS, under Ind -AS.
5. It uses the same Accounting Policies which it has used in the previous GAAP and availed all the 'Mandatory and optional exemptions' permitted in Ind-AS 101.
6. The Company chooses 'Cost Model' in measuring all its **Property, Plant and Equipment**, (PPE), previous known as 'Fixed Assets' and continue with the carrying existing value as recognised in the Financial Statements at the date of transition as its deemed cost. Consequently, there is no impact in the financial prepared under Ind AS from IGAAP.
7. Investment in properties are measured at cost and carried in the Balance Sheet at its cost less accumulated depreciation.
8. Under Ind-AS, all Financial Assets and Liabilities are required to be recognised at fair value and they are assessed on the basis of the facts and circumstances that exist at the time of transition to Ind-AS. As there is no material impact of the fair valuation, transaction value considered for presentation.
9. All other assets appearing in the Financials on the date of transition to Ind- AS do not undergo any changes and thus require no adjustments.
10. Under Ind-AS, items of Income & Expenses that are not recognised in Profit & Loss but are shown in the Statement of Profit & Loss as 'Other Comprehensive Income' whenever arises.
11. There is no impact in the Company's financial position, financial performance and cash flows in transition from IGAAP to Ind AS and therefore no separate reconciliation statement is required.

**29. Other Notes on Financial Statements.**

- a. Contingent Liabilities not provided for: Rs.in lakhs

Particulars	31.03.2018	31.03.2017
Performance Guarantee in favour of MMDA	98.66	98.66

- b. Outstanding tax demand  
 For the Assessment year 2010-11 there is a demand u/s 220(2) of the Income Tax Act of Rs.62,100/- which is pending rectification by CPC  
 For the Assessment Year 2011-12, there is a demand u/s 143(3) of the Income Tax Act of Rs.15,13,300/-which is pending before the Assessing Officer.  
 For the Assessment Year 2012-13, there is a demand u/s 154 of the Income Tax Act of Rs.343, 690/-which is pending before the Assessing Officer.  
 For the Assessment Year 2013-14, there is a demand u/s 143(3) of the Income Tax Act of Rs.147, 220/-which is pending before the Assessing Officer.  
 For the Assessment Year 2014-15, there is a demand u/s 143(3) of the Income Tax Act of Rs.153,290/-which is pending before the Assessing Officer.
- c. Bank fixed deposits includes sum of Rs.129.07 lakhs including interest accrued thereon (previous year Rs.119.44) given as security for the bank guarantees issued on behalf of the company.
- d. Long term loans from ICICI bank is secured by charge over the projects-Sarovar at Medavakkam and Crystal Springs-Phase-II at Mambakkam to the extent of saleable area and the receivables thereon. Term loan from SBI (drop line OD) is secured by properties situated at Ullagaram and T.Nagar belonging to the company. The loans are guaranteed by the promoter directors' in their personal capacity.
- e. Unpaid dividend of Rs.20.86 lakhs relating to the previous year ended 31.03.2012 is kept in a separate bank account.
- f. The company has paid an advance towards promotion of land at Adayalampettu shown under "Long Term Loans & Advances". The land was under acquisition process initiated by the National Highways Department. The suit filed in the Madras High Court for the recovery of the amount is decided in favour of the Company. In the opinion of the directors of the company the amount paid is fully recoverable as the course of recovery is in progress.
- g. **Employees Benefits:** Contribution to Provident Fund for the eligible employees is paid directly to the Government and the company will have no legal or constructive obligation to pay further contributions. In-respect of liability for gratuity payable for the eligible employees in future, provision is recognised based on the estimate by the management. In view of this, no disclosure as stated in Ind-As 19 is furnished.
- h. Loan from Directors are repayable on demand and thus classified under current liability.
- i. The balances reflected under Debtors, Creditors, Loans and advances are subject to confirmation.
- j. **Segment Results:** The Company is mainly confined to single activity of development of properties and therefore furnishing of segment reporting does not arise. In the opinion the Management rental income received by the Company is not significant requiring identification as a separate segment.
- k. Deferred tax assets represent timing difference on account of depreciation between Accounting Income and Taxable Income.

- I. As informed by the company that there are no dues to any person falling under Micro and Medium Enterprises Act 2006

**m. Disclosure of information required under Accounting Standard 18 on Related party transaction-  
Key Managerial Personnel**

Mr.R.Satchidanandam	Chairman
Mr.R.Jeyakumar	Managing Director
Mr.K.Veluchamy	Executive Director
Mr Balasubramanian V	Deputy general Manager (Operations & Finance)
Mr Rajkumar S	Deputy General Manager (Marketing & Projects)
Mrs Namrata Jain	Company Secretary
<b>List of related parties</b>	
Dr.Rajeshwari Raju	Relative
Punithavathy.V	Relative
R.Satchidanandam-HUF	Relative

**n. Transactions with related parties during the year- Rs.in lakhs**

Nature of Transaction	Relations	2017-18	2016-17
Rent to	Directors/relatives	170.10	91.80
Remuneration to	Directors	90.00	45.00
Remuneration	Directors-Relatives	24.00	16.80
Remuneration to	Company Secretary (KMP)	2.13	Nil
Loan & Advances due to	Associate*	25.72	-50.30
Loan & Advances due to	Directors	734.33	844.48
Interest to	Directors	38.18	105.92
Interest	Directors' Relatives	49.00	0.00
Interest	Associates	11.94	-0.32

\*The loan given to its associates is in compliance with requirement of the provisions of the Companies Act 2013

**MANAGERIAL REMUNERATION:**

Disclosure relating to Managerial Remuneration paid during the year is furnished below:

SNo.	Particulars of remuneration	2017-18 (Rs.inLakhs)	2016-17 (Rs.inLakhs)
<b>1</b>	<b>Gross Salary:</b>		
	(a) Salary as per provisions contained in section 17(1) of the I. Tax Act,1961	90.00	45.00
	(b) Value of perquisites u/s 17(2) of the I. Tax Act, 1961	156.00	78.60
	(c) Profits in lieu of salary under section 17(3) of the I. Tax Act, 1961	0	0
<b>2.</b>	Commission as a % of Profit	0	Nil
	Total (A)	246.00	123.60
	Ceiling as per Companies Act, 2013	Paid as Minimum remuneration in the absence or inadequacy of profits as per approval accorded by shareholders	Paid as Minimum remuneration in the absence or inadequacy of profits as per approval accorded by shareholders

o. Disclosure pursuant to Accounting Standard Ind AS 11 Construction Contract (Rs.in Lakhs)

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Contract revenue recognized for the financial year	1364.49	3550.91
Aggregate amount of construction costs incurred and recognized profit/loss as at the end of the financial year for all contracts in progress as at that date	5164.67	3284.97
Amount of customer advances outstanding for contract in progress as at the financial year	1603.60	376.94
Retention amounts due from customers for contracts in progress as at the end of the financial year.	Nil	Nil

Retention Amount due in respect of completed Project – Government Project is Rs.00.00 Lakhs in 2017-18 and Rs.00.86 Lakhs in 2016-17.

p.Previous year's figures have been regrouped wherever necessary and figures have been rounded off to the nearest rupee.

By Order of the Board

R Satchidanandam, Chairman

R Jeyakumar, Managing Director

K Veluchamy, Executive Director

Rajakumar Edward Paul, Director

Namrata Jain, Company Secretary

Vide our Report of even dated

**BR Chandrasekaran B.Com..F.C.A,**

Chartered Accountant

**M No 020619**

Place : Chennai

Date : 30.05.2018

**MGT-11 Proxy form**

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

**CIN: U45201TN1988PLC015289**

**Name of the Company: RAJPARIS CIVIL CONSTRUCTIONS LIMITED**

**Registered office: 30, GREAMS LANE, CHENNAI-600006**

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of the Company holding..... Equity shares hereby appoint

1. Name : ..... Address : .....  
Email id : .....Signature : ..... or failing him
2. Name : ..... Address : .....  
Email id : .....Signature : ..... or failing him
3. Name : ..... Address : .....  
Email id : ..... Signature : ..... or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 30<sup>TH</sup> Annual General Meeting of the Company to be held on Thursday, the September 20,2018, at 11.30 A.M. at Hotel Ashoka, Pantheon Road, Chennai-600008, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.(optional)*	Resolutions	Vote		
		For	Against	Abstain
1	<b>ORDINARY BUSINESS:</b> Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2018 (Ordinary resolution)			
2	RE-appointment of Mr R JEYAKUMAR (holding DIN: 01740757) as a Director liable for retirement by rotation (Ordinary resolution)			
3	<b>SPECIAL BUSINESS:</b> Re-Appointment of Mr NEETHIMANI YOGASARAVANAN (DIN: 01000631) as an Independent Director for a 2 <sup>nd</sup> term of five years (Special resolution).			
4	Re-Appointment of Mr RAJAMANICKAM GANESHAN SENTHILKANNAN (DIN: 01893487) as an Independent Director for a 2 <sup>nd</sup> term of five years (Special resolution).			
5	Re-Appointment of Mr RAJAKUMAR EDWARD PAUL (DIN: 02424821) as an Independent Director for a 2 <sup>nd</sup> term of five years (Special resolution).			
6	Appointment of Mrs JAYANTHI KONDAPANENI (DIN: 08136903) as an Independent Director for a term of five years (Ordinary resolution).			
7	Approval u/s 188(1)(f) of the Companies Act, 2013, for appointment of Mr ASHWIN RAJU JEYAKUMAR as VICE PRESIDENT – Systems & Strategy, and the remuneration payable to him (Ordinary resolution)			
8	Approval u/s 73 of the Companies Act, 2013, for acceptance of unsecured loans and / or deposits from relatives of Directors and / or shareholders of the Company (Ordinary resolution).			

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

Signature of shareholder \_\_\_\_\_

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

AFFIX Re 1/- Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**RAJPARIS CIVIL CONSTRUCTIONS LIMITED**  
**CIN: U45201TN1988PLC015289**  
**Registered Office : 30, Greams Lane, Chennai - 600 006.**

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**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the 30<sup>TH</sup> Annual General Meeting of the members of M/s RAJPARIS CIVIL CONSTRUCTIONS LIMITED to be held on THURSDAY, 20<sup>th</sup> SEPTEMBER 2018 at 11.30 A.M. at HOTEL ASHOKA, Pantheon road, Chennai-600008.

<b>DP ID :</b>		<b>CLIENT ID :</b>	
<b>NAME AND ADDRESS OF SHAREHOLDER OR PROXY (IN BLOCK CAPITALS)</b>			<b>FOLIO NO.</b>

SIGNATURE OF THE SHARE HOLDER :.....

OR

SIGNATURE OF PROXY:.....

**ROUTE MAP TO 30<sup>th</sup> AGM VENUE  
ON 20<sup>th</sup> SEPTEMBER 2018**

