

BDR BUILDCON LIMITED

(Formerly Known as BDR Buildcon Private Limited)

CIN: L70100DL2010PLC200749

Regd. Office: 31, Jangpura Road, Bhogal, New Delhi-110014

Corporate Office Address: 21, Ring Road, Third Floor, Front Portion, Lajpat
Nagar- IV, New Delhi-110024

E-mail – info@bdrbuildcon.com

Website: www.bdrbuildcon.com

Tel: 011-26477771

ANNUAL REPORT 2017-18

COMPANY INFORMATION

REGISTERED OFFICE:

31, Jangpura Road, Bhogal,
New Delhi-110 014

CORPORATE OFFICE:

21, Ring Road, Third Floor, Front Portion,
Lajpat Nagar – IV, New Delhi – 110024

CIN: L70100DL2010PLC200749

BOARD OF DIRECTORS

Mr. Rajesh Gupta:

Mr. Dinesh Gupta:

Mrs. Renu Gupta:

Mr. Udit Barathi:

Mr. Ishwar Anand:

Managing Director

Chief Financial Officer

Non-Executive Director

Independent Director

Independent Director

STATUTORY AUDITOR

SANJAY CHOPRA & CO.

Chartered Accountant

Firm Reg. No: 011074N

Address: G-80, Lajpat Nagar-I,
New Delhi-110024

SECRETARIAL AUDITOR

KANISHK ARORA & CO.

Company Secretaries

Address 202, 2nd Floor, Ganga
Chamber, 6A/1, W.E.A., Above Union Bank
ATM, Karol Bagh, New Delhi-110005

COMPANY SECRETARY & COMPLIANCE OFFICER

Nidhi Adhikari

BANKERS OF THE COMPANY

HDFC Bank Limited

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.

Head Office: E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka.

Andheri (E), Mumbai - 400 072

Delhi Office: 4E/8 1st Floor Jhandewalan Extention New Delhi -110 055

8TH ANNUAL GENERAL MEETING

Date : 25th September, 2018

Day : Tuesday

Time : 01:00 P.M.

Place : 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110025

NOTICE OF AGM

Notice is hereby given that the 8th Annual General Meeting of the members of **BDR BUILDCON LIMITED** will be held at the Corporate Office of the Company at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110025, on Tuesday, the 25th day of September, 2018 at 01:00 P.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and Statement of Profit & Loss for the period ended on that date together with the Report of the Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Renu Gupta (DIN: 00163749) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BDR BUILDCON LIMITED**

Date: 08.08.2018

Place: New Delhi

Sd/-

Rajesh Gupta

Managing Director

DIN- 00163932

R/o-B-393, Block-B,
New Friends Colony,
New Delhi-110 025

Sd/-

Renu Gupta

Director

DIN- 00163749

R/o- B-393, Block-B,
New Friends Colony
New Delhi-110 025

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The instrument appointing a proxy duly completed and signed should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLCABLE. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Pursuant to section 91 of the Companies Act, 2013, the register of members of the Company will remain closed from Friday, September 21, 2018 to Tuesday, September 25, 2018 (both days inclusive) for the purpose of Annual General Meeting.
5. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits listed companies to send notice of Annual General Meeting along with Annual Report, comprising of Financial Statements, Board's Report, etc. via electronic mode to its members. The Company is therefore sending an email to its members, providing a link to the website of the Company facilitating Notice of Annual General Meeting and Annual Report 2017-18, unless a member has requested for a physical copy of documents. Email is send to those members whose email id is registered with Company/Depositories. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
6. The following statutory registers are open for inspection of members and others on all working days during business hours at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013:
 - A. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013.

B. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013.

C. Register of Members under section 88(1)(a) of the Companies Act, 2013.

The aforesaid registers shall be kept open for inspection at the annual general meeting also by members attending the meeting.

7. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and Rules thereunder.
8. Members/proxies are requested to bring their copies of annual reports to the meeting.
9. For security reasons, no article/baggage will be allowed at the venue of the meeting.
10. Members holding shares in Demat form are requested to furnish their Permanent Account Number (PAN) details to their respective Depository Participant in order to comply with the Securities and Exchange Board of India (SEBI) guidelines.
11. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers in the Attendance Slip for attending the Meeting.
14. All documents referred to in the Notice shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
15. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

BDR BUILDCON LIMITED

Regd. Office: 31 Jangpura Road, Bhogal, New Delhi-110014

Corporate Office: 21, Third Floor, Ring Road, Lajpat Nagar – IV, New Delhi – 110024

CIN: L70100DL2010PTC200749 E-mail -info@bdrbuildcon.com/ rajesh393@gmail.com

Tel: 011-26477771

Website: www.bdrbuildcon.com

Members are requested to bring their copy of the Annual Report. Requested further to complete this attendance slip and hand it over at the entrance of the office. Only Member or their Proxies are entitled to be present at the Meeting.

ATTENDANCE SLIP

(To be presented at the entrance)

Name:

Folio No/DP & Client ID:

Address:

No of Shares Held:

I certify that I am a registered shareholders/proxy/authorized representative for registered shareholders of the Company.

I hereby record my presence at the 8th Annual General Meeting of BDR Buildcon Limited held on Tuesday, the 25th day of September, 2018 at 01:00 P.M at Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110025.

SIGNATURE OF THE SHAREHOLDER/PROXY*

Strike out whichever is not applicable

**Form No. 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: L70100DL2010PLC200749

Name of the Company: BDR BUILDCON LIMITED

Regd. Office: 31 Jangpura Road, Bhogal, New Delhi-110014

Corporate Office: 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar- IV, New Delhi-110025

Name of member(s):.....

Registered Address:

E-Mail Id:

Folio No/Client Id:

DP ID:

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

1. Name:Address:

E-mail Id:..... Signature:

or failing him/her;

2 .Name:.....Address:.....

E-mail Id:..... Signature:

Annual General Meeting of M/s BDR Buildcon Limited, to be held on the Tuesday, the 25th day of September, at 01:00 P.M at 21, Ring Road, Third Floor, Front Portion, Lajpat Nagar-IV, New Delhi-110025 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf and at any adjournment thereof in respect of such resolutions as are indicated below: 2018

Resolution No.		Optional*	
		For	Against
Ordinary Business			
1.	Consideration of financial statements and the reports of the Board of Directors and auditors;		
2.	Appointment of Mrs. Renu Gupta as a Director liable to retire by rotation		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

*it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be

entitled to vote in the manner as he/she thinks appropriate.

The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

BDR BUILDCON LIMITED

Regd. Office: 31 Jangpura Road, Bhogal, New Delhi-110014

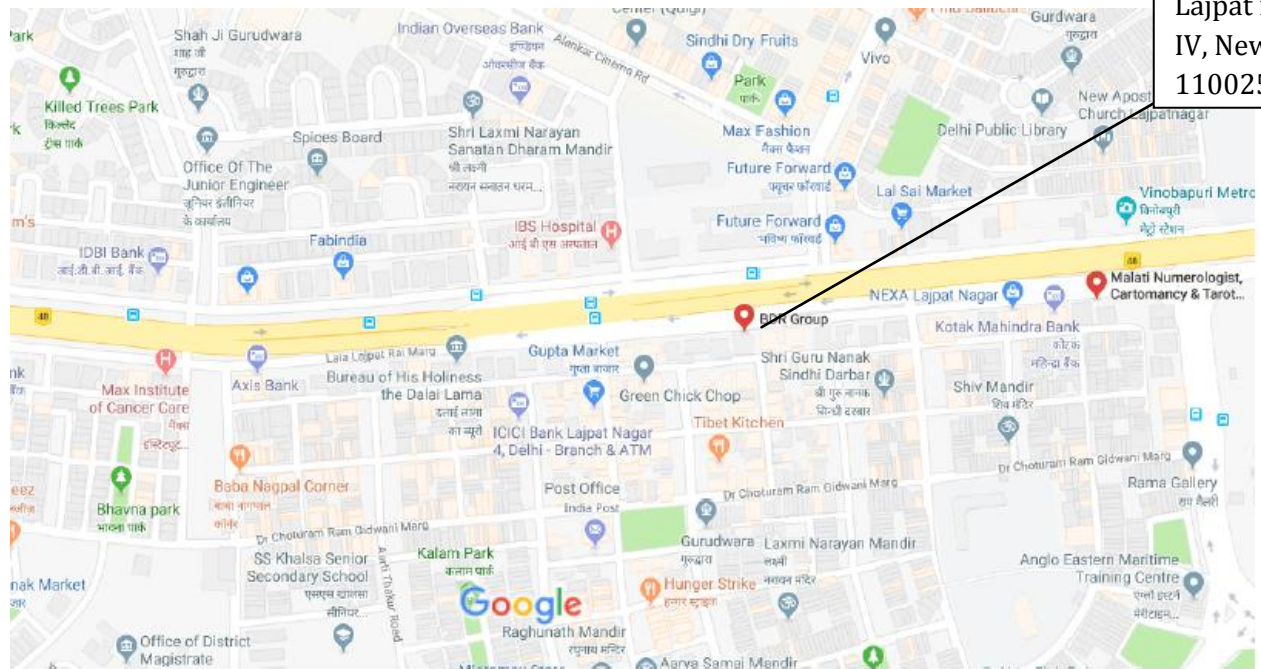
Corporate Office: 21, Third Floor, Ring Road, Lajpat Nagar – IV, New Delhi – 110024

CIN: L70100DL2010PTC200749 E-mail [_info@bdrbuildcon.com/](mailto:info@bdrbuildcon.com) rajesh393@gmail.com

Tel: 011-26477771 Fax No. 011-24377204

Website: www.bdrbuildcon.com

ROUTE MAP OF AGM



21 Ring Road,
Lajpat Nagar-
IV, New Delhi-
110025

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDS APPOINTMENT/ RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Mrs. Renu Gupta

(DIN: 00163749)

1. Brief resume

Renu Gupta is a B.SC. Maths (H) from Sri Venkateswara College, New Delhi with extensive experience of working at senior level management positions. She has got rich experience in handling administrative, business planning and business exploration matters. She has been Director in a number of Real Estate Companies that are engaged in the development of properties in Delhi & NCR. Her core specialization lies in administration and personnel management.

2. Disclosure of relationships between director inters- se - Mr. Rajesh Gupta Managing Director is the Spouse of Mrs. Renu Gupta.

3. Names of Listed Entities in which the person also holds the Directorship and the membership of committees of the Board

a) Directorship- Nil

b) Chairman of Board Committees - Nil

c) Member of Board Committees – Nil

4. Shareholding of Non- Executive Directors in the Company- 23.02%

DIRECTOR'S REPORT

Dear Members,

The Directors of your Company have pleasure in presenting the 8th Annual Report together with the Audited Statements of Accounts and Auditors Report of your Company for the financial year ended 31st March, 2018.

FINANCIAL RESULTS

The Company's financial performances for the financial year under review along with previous year's figures are given hereunder:

(in Rs.)		
PARTICULAR	2017-18	2016-17
Income from:		
-Business Operations	Nil	69,00,000
-others	57,31,571	2,95,865
Total Income	57,31,571	71,95,865
Less Interest	Nil	NIL
Expenses (including other expenses)	5,72,268	11,50,895
Profit before Depreciation	51,59,303	60,44,970
Less Depreciation	NIL	NIL
Profit after depreciation and Interest	51,59,303	60,44,970
Less Current Income Tax	2,30,000	16,80,000
Less Previous year adjustment of Income Tax	10,120	9,850
Net Profit after Tax	49,18,983	43,55,120
Balance carried to Balance Sheet	49,18,983	43,55,120
Earning per share (Basic)	0.74	0.66
Earning per Share (Diluted)	0.74	0.66

DIVIDEND

No Dividend was declared for the current financial year by the Company due to moderate profit and seeing future growth of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared in previous years, the provisions of Section 125 of the Companies Act, 2013 do not apply.

AMOUNT TRANSFER TO GENERAL RESERVE IN TERMS OF SECTION 134(3)I OF THE COMPANIES ACT, 2013

The Company has not proposed any amount for transferring to general reserve for this financial year ended 31st March, 2018.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The net profit for the financial year after tax under review is Rs. 49,18,983/- as compared to previous financial year profit of Rs. 43,55,120 /-. Further, Directors are looking for more growth of the Company in future.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial occurred between the ends of the financial year to which these financial statements relate and the date of this report.

STOCK EXCHANGE & LISTING FEES

Company's Equity Shares at present are listed at NSE ITP Emerge. It may be noted that there are no payment outstanding to the Stock Exchange by way of listing fees etc.

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

The provision of Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 do not apply to our Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earning: Nil
Outgo: Nil

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

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

ORDERS PASSED BY REGULATORS/COURTS

No orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as Company is not covered under the criteria mentioned in Section 135(1) of Companies Act, 2013.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED DURING THE FINANCIAL YEAR

Mr. Dinesh Gupta has resigned from the post of Whole- time Director of the Company w.e.f 03.01.2018.

CHANGE IN THE NATURE OF BUSINESS

There were no changes in the nature of business of the Company during the financial year 2017-18.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan and guarantee made by the Company under Section 186 of the Companies Act, 2013 during the Financial Year under review. However, Company has not made any investment for the period under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the financial year under review.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualifications, reservations or adverse remarks made by the either by the Auditors or by the Practicing Company Secretary in their respective reports.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

All Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company. The Code of Conduct is available on the Company's website. All Directors have confirmed compliance with provisions of section 164 of the Companies Act, 2013.

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

EVALUATION OF THE BOARD'S PERFORMANCE

The Companies Act, 2013 mandates formal annual evaluation by the Board of its own performance and that of its committees and Individual Directors. Schedule IV to the Companies Act, 2013 provides that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Directors being evaluated.

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out annual evaluation of performance of Directors individually, Board as a whole and following Committees of the Board of Directors.

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Stakeholder Relationship Committee

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit and Nomination and Remuneration Committee.

An exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

REMUNERATION POLICY

The company follows a policy on remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee and the Board.

HUMAN RESOURCE MANAGEMENT & SAFETY

During the financial year, the Company had cordial relations with workers, staff and officers. Company believes in empowering its employees through greater knowledge, team spirit and developing greater sense of responsibility.

REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in *Annexure 'II'*.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 as prescribed in Form No. MGT-9 is furnished in *Annexure 'IV'* and is attached to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 7 (Seven) Board Meetings conducted during the financial year under review.

DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the financial year. There is no unclaimed or unpaid deposit lying with the Company.

STATUTORY AUDITORS

M/s Sanjay Chopra & Co., Chartered Accountants, New Delhi, were appointed as Statutory Auditors for a period of Five financial years for the Financial year 2014-15 to 2018-19, in the Annual General Meeting held on 01st August, 2014.

INTERNAL CONTROL SYSTEM & INTERNAL AUDITORS

The Company has adequate internal control systems and procedures designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements. The Company has well designed Standard Operating Procedures.

Mr. Raman Kumar, Chartered Accountant has been appointed in Company for the purpose of Internal Audit.

Independent Internal Auditor conducts General Accounting & Statutory Compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The

findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors.

The Audit Committee also met the company's Statutory Auditors to ascertain their views on the financial statements, including the Financial Reporting Systems, Compliance to Accounting Policies and Procedures, the adequacy and effectiveness of the Internal Controls and Systems followed by the Company.

SECRETARIAL AUDIT

The Chairman informed the Board that pursuant to provisions of Section 204 of the Companies Act, 2013, Secretarial Audit is compulsory for every Listed Company. So for the same the Board considered and approved the appointment of Kanishk Arora & Co., Company Secretaries, Delhi as Secretarial Auditors of the Company for auditing the secretarial and related records of the Company.

A Secretarial Audit was conducted during the financial year by the Secretarial Auditor M/s. Kanishk Arora & Co. The Secretarial Auditors Report is attached as ***Annexure 'III'***.

There are no qualifications or observations or remarks made by the Secretarial Auditor in their Report.

COST AUDITORS

Company does not appoint cost auditor as the provisions related to Cost Audit is not applicable to the Company.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Company does not have any subsidiary, joint ventures and associate Companies within the meaning of the Companies Act, 2013. Therefore the disclosure of particulars with respect to information related to performance and financial position of the Subsidiaries, joint ventures or associate Companies subject to rule 8(1) of Companies (Accounts) Rules, 2014 is not applicable.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

1. Names of companies which have become to be its Subsidiaries, joint ventures or associate companies during the year: **N.A.**
2. Names of companies which have ceased to be its Subsidiaries, joint ventures or associate companies during the year: **N.A.**

ANNEXURES FORMING A PART OF DIRECTOR'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

Annexure	Particulars
I	Declaration by Independent Directors
II	Particulars of Employees under Section 197(12) of the Companies Act, 2013
III	Secretarial Audit Report
IV	Extract of the Annual Return in Form MGT-9

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:-

- a. Mr. Udit Barathi, Non-Executive and Independent Director
- b. Mr. Ishwar Anand, Non-Executive and Independent Director
- c. Mr. Rajesh Gupta, Managing Director

The above composition of the Audit Committee consists of independent Directors viz., Mr. Udit Barathi and Mr. Ishwar Anand who form the majority.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

The Whistle Blower Policy is available on the Company's website.

SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The Company's Internal Auditors have conducted periodic audits to provide reasonable assurance that the Company's approved policies and procedures have been followed.

ACKNOWLEDGEMENTS

Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS BDR BUILDCON LIMITED

Date: 08.08.2018	Sd/-	Sd/-
Place: New Delhi	Rajesh Gupta	Renu Gupta
	Managing Director	Director
	DIN- 00163932	DIN-
	R/o-B-393, Block-B, New Friends Colony, New Delhi-110 025	R/o- B-393, Block-B, New Friends Colony New Delhi-110 025

ANNEXURE "I"

DECLARATION OF INDEPENDENCE BY MR. ISHWAR ANAND

6th April, 2017

To
The Board of Directors
BDR BUILDCON LIMITED

Sub : Declaration of independence under sub - section (6) of section 149 of the Companies Act, 2013.

I, Ishwar Anand, hereby certify that I am a Non-executive Independent Director of BDR Buildcon Limited, New Delhi and comply with all the criteria of independent director as envisaged in the Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- None of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;

- a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) holds together with my relatives 2% or more of the total voting power of the company; or
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
 - I am not a material supplier, service provider or customer or a lessor or lessee of the company;
 - I am not less than 21 years of age.

Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

Sd/-

Ishwar Anand

DIN: 06437099

Address: Flat No. 7, Type-III, Jal Vihar Colony

Lajpat Nagar-I, New Delhi-110024

Mobile No. 9871742345

Email- ishwar.anand1404@gmail.com

ANNEXURE "II"

Details as per Section 197(12) of the Companies Act, 2013

**DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND
REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Director	Ratio to median remuneration
Rajesh Gupta	Nil
Dinesh Gupta	Nil
Renu Gupta*	Nil
Udit Barathi*	Nil
Ishwar Anand*	Nil

*Directors do not receive any remuneration, sitting fees, or commission from the Company.

- (ii) There is no increase in the remuneration of Directors, Chief Financial Officer and Company Secretary during the financial year.
- (iii) There is no increase in the median remuneration of employees during the financial year.
- (iv) The number of employees on the rolls of Company as on 31st March, 2018 is One (1).
- (v) There is no employee other than Company Secretary in the Company, so rule 5(1)(viii) is not applicable on the Company.
- (vi) As per rule 5(1)(xii) The Company affirms that remuneration given is as per the remuneration policy of the Company.

ANNEXURE "III"

SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

To,

The Members,
BDR Buildcon Limited

Dear Sirs,

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

Based on our verification of the Company's books, papers, minute Books, Papers, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by BDR Buildcon Limited ("the Company"), for the financial year ended on 31st March, 2018 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under ;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**Not applicable as the company has not issued any further share capital during the period under review**]
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [**Not Applicable as the company has not offered any shares or granted any options pursuant to any employee benefit scheme during the period under review**]
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not applicable as the company has not issued and listed any debt securities during the financial year under review**]
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not applicable as the Company has not delisted/proposed to delist its equity shares from any Stock Exchange during the financial year under review**];
 - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 [**Not applicable as the company has not bought back/proposed to buy-back any of its securities during the financial year under review**]
3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not attracted to the Company under the financial year under report.
4. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

We have also examined compliances with the applicable clauses of Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India and it was noted that the Company has complied with the same to the extent possible.

It was also observed that the Company has complied with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the compliances by the company of applicable financial laws, like direct and indirect tax laws have not been reviewed in this audit since the same have been subject to review by the Statutory Financial Auditors and other designated professionals.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes. All the decisions of the Board were unanimously passed and no dissenting views have been recorded in the Minutes of the Board.

As per the records, the Company generally filed all the forms, returns, documents and resolutions as were required to be filed with the Registrar of Companies and other authorities and all the formalities relating to the same is in compliance with the Act.

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

For Kanishk Arora & Co.

Company Secretaries

Sd/-

Kanishk Arora

Proprietor

CP No. - 13253

FCS No. - 9575

Date: 10.08.2018

Place: New Delhi

Note: This report is to be read with Annexure-I, attached herewith and forms an integral part of this report.

ANNEXURE - I

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

For Kanishk Arora & Co.

Company Secretaries

Sd/-

Kanishk Arora
Proprietor

CP No. - 13253

FCS No. - 9575

Date: 10.08.2018

Place: New Delhi

Form No. MGT-9**EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31st March, 2018*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]***I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L70100DL2010PLC200749
ii)	Registration Date	25/03/2010
iii)	Name of the Company	BDR BUILDCON LIMITED
iv)	Category / Sub-Category of the Company	Company limited by Shares and Non-Government Company
v)	Address of the Registered office and contact details	31, Jangpura Road, Bhogal, New Delhi-110014
	-Email-Id	info@bdrbuildcon.com
	-Contact No.	9810031551
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent	Bigshare Services Pvt. Ltd. 4E/8 1st Floor Jhandewalan Ext. New Delhi -110055
	-Email-Id	bssdelhi@bigshareonline.com
	-Contact No.	011-23522373

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
	NA	NA	NA

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NA				

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	43,35,164	Nil	43,35,164	65.23	43,35,164	Nil	43,35,164	65.23	Nil
(1) Indian									
g) Individual/HUF									
h) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
j) Bodies Corp.	9800	Nil	9800	0.15	9800	Nil	9800	0.15	Nil
k) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
l) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total	43,44,964	Nil	43,44,964	65.39	43,44,964	Nil	43,44,964	65.39	Nil
(A) (1):-									
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	43,44,964	Nil	43,44,964	65.39	43,44,964	Nil	43,44,964	65.39	Nil
B. Public Shareholding									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	5,00,000	Nil	5,00,000	7.52	7.52
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	5,00,000	Nil	5,00,000	7.52	Nil	Nil	Nil	Nil	(7.52)
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	5,00,000	Nil	5,00,000	7.52	5,00,000	Nil	5,00,000	7.52	Nil
2. Non Institutions									

a) Bodies Corp.									
i) Indian	18,00,036	Nil	Nil	27.08	Nil	Nil	18,00,036	27.08	Nil
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Individual shareholders holding nominal share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total	18,00,036	Nil	18,00,036	27.09	18,00,036	Nil	18,00,036	27.09	
(B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)	23,00,036	Nil	19,83,363	34.61	23,00,036	Nil	23,00,036	34.61	
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	66,45,000	Nil	66,45,000	100	66,45,000	Nil	66,45,000	100	Nil

(ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajesh Gupta	113,433	1.71	Nil	113,433	1.71	Nil	Nil
2.	Dinesh Gupta	5,00,100	7.53	Nil	0	0	Nil	(7.53)
3	Shivani Gupta	25,000	0.38	Nil	0	0	Nil	(0.38)
4	Renu Gupta	30,000	0.45	Nil	15,30,000	23.02	Nil	Nil
5	Nirmala Gupta	15,49,972	23.33	Nil	0	0	Nil	(16.3)
6	Rajesh Gupta(HUF)	6,16,659	9.280	Nil	6,16,659	9.28	Nil	Nil
7	Anand Gupta	15,00,000	22.57	Nil	0	0	Nil	(22.57)
8	BDR Builders & Developers Pvt	9,800	0.15	Nil	9,800	0.15	Nil	Nil
9	Shashank Gupta	0	0	Nil	2075072	31.23	Nil	31.23

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	43,44,964	65.39%	43,44,964	65.39%
1	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.	As per Given Below#			
2	At the End of the year	43,44,964	65.39%	43,44,964	65.39%

Sl. No	Name	No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
						Shares	% of total shares of the company
1.	Nirmala Gupta	15,49,972	08.12.2017	Decrease	Transfer of shares	Nil	Nil
2.	Anand Gupta	15,00,000	08.12.2017	Decrease	Transfer of shares	Nil	Nil
3.	Shivani Gupta	25,000	08.12.2017	Decrease	Transfer of shares	Nil	Nil
4.	Renu Gupta	30,000	08.12.2017	Increase	Transfer of shares	15,30,000	23.02
5.	Dinesh Gupta	5,00,100	08.12.2017	Decrease	Transfer of shares	Nil	Nil
6.	Shashank Gupta	Nil	08.12.2017	Increase	Transfer of shares	20,75,072	31.23
7.	Rajesh Gupta	1,13,433	1.71			1,13,433	1.71
		No Change during the year					
		1,13,433	1.71			1,13,433	1.71
8.	Rajesh Gupta HUF	6,16,659	9.28			6,16,659	9.28
		No Change during the year					
		6,16,659	9.28			6,16,659	9.28
9.	BDR Builders & Developers Private Limited	9800	0.15			9800	0.15
		No Change during the year					
		9800	0.15			9800	0.15

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company

					company		
	At the beginning of the year		As per Given Below				
1	Date wise Increase /Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer /bonus/sweat equity etc.						
2	At the End of the year						
Sl. No.	Name	No. of Shares at the beginning (01-04-17) / end of the year (31-03-18)	Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year (01-04-17 to 31-03-18)	
						Shares	% of total shares of the company
1	Ajay Fincap Consultants Private Limited	7,33,348	01.04.2017			Nil	Nil
		Transaction during the Financial Year		-7,33,348	Transaction (sale / Purchase)	Nil	Nil
		Nil	31.03.2018			Nil	Nil
2	MRJ Consultants Pvt Ltd	Nil	01.04.2017				
		Transaction during the Financial Year		+7,33,348	Transaction (sale/ Purchase)	7,33,348	11.04
		7,33,348	31.03.2018			7,33,348	11.04
3	Verma Finvest Private Limited	5,66,678	01.04.2017			5,66,678	8.53
		No change during the year					
		5,66,678	31.03.2018			5,66,678	8.53
4	Next Orbit Ventures Fund	5,00,000	01.04.2017			5,00,000	7.524
		No change during the year					
		5,00,000	31.03.2018			5,00,000	7.524
5	Able Management	4,00,008	01.04.2017			4,00,008	6.02
		No change during the year					
		4,00,008	31.03.2018			4,00,008	6.02

	Consultants Private Limited						
6	Viable Management Consultants Private Limited	1,00,002	01.04.2017			1,00,002	1.50
		No change during the year					
	1,00,002	31.03.2018			1,00,002	1.50	

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding (01.04.2017-31.03.2018)		Date	Increase/decrease in share holding	Reason	Cumulative Shareholding during the year (01.04.2017-31.03.2018)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1-	Rajesh Gupta (Managing Director)	1,13,433	1.71	01.04.2016	NA	NA	1,13,433	1.71
		No change during the Financial Year						
		1,13,433	1.71	31.03.2017	NA	NA	1,13,433	1.71
2-	Dinesh Gupta* (Whole Time Director)	500,100	7.53	01.04.2016			500,100	7.53
		-500,100	-7.53	08.12.2017	Decrease	Transfer of shares	NIL	NIL
				31.03.2017			Nil	Nil
3-	Renu Gupta (Director)	30,000	0.45	01.04.2016	NA	NA	30,000	0.45
		15,00,000	22.57	08.12.2017	Increase	Transfer of shares	15,30,000	23.02
		15,30,000	23.02	31.03.2017	NA	NA	15,30,000	23.02

***Dinesh Gupta has resigned from the post of whole -time director of the company with effect from 03.01.2018**

V. INDEBTEDNESS (balance sheet)

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

	Secured Loans excluding deposits (Rs.)	Unsecured Loans (Rs.)	Deposits (Rs.)	Total Indebtedness (Rs.)
Indebtedness at the beginning of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
· Addition	Nil	Nil	Nil	Nil
· Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount				
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S.no.	Particulars	Name of KMP	Total
		Rajesh Gupta* Managing Director	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil

2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total (A)		
	Ceiling as per the Act	11% of the Net Profit as per Section 197	

B Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
	Independent Director - Sitting Fees for attending board/ Committee meetings - Commission - Others, please specify	NIL				
	Total (1)					
	Other non- executive Directors - Sitting Fees for attending board/ Committee meetings - Commission - Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial					
	Overall Ceiling as per the Act					

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	3,00,000	Nil	3,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify	Nil	Nil	NIL	Nil
	Total	Nil	3,00,000	NIL	3,00,000

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of Companies Act	Brief Description Penalty /	Detail of Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. Company					
Penalty					
Punishment			N.A.		
Compounding					
B. Director					
Penalty					
Punishment			N.A.		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			N.A.		
Compounding					

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
BDR BUILDCON LIMITED**

Date: 08.08.2018
Place: New Delhi

Sd/-
Rajesh Gupta
Managing Director
DIN- 00163932
R/o-B-393, Block-B,
New Friends Colony,
New Delhi-110 025

Sd/-
Renu Gupta
Director
DIN- 00163749
R/o- B-393, Block-B,
New Friends Colony
New Delhi-110 025

SANJAY CHOPRA & CO.

CHARTERED ACCOUNTANTS

G-80, LAJPAT NAGAR-I, NEW DELHI-110024

Ph.:29818446, 9560998500/01, E-mail: sanjaychopraca@hotmail.com



INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
BDR BUILDCON LIMITED**

Report on the Financial Statements

1. We have audited the accompanying financial statements of BDR BUILDCON LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes of Equity and Statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. 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 financial statements are free from material misstatement.

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

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind-As and other accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
 - (b) in the case of the Statement of Profit and Loss (including total comprehensive income), of the Profit of the Company for the year ended on that date;
 - (c) in the case of the Statement of changes in equity, of the changes in equity for the year ended on that date;
 - (d) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- c. the Balance Sheet and Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash flow dealt with by this Report are in agreement with the books of account;
- d. in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- e. on the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - 1. The Company does not have any pending litigations which would impact its financial position.
 - 2. The Company did not have any long-term contracts including derivative contracts.
 - 3. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For SANJAY CHOPRA & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 011074N

Sd/-
SANJAY CHOPRA
PARTNER
FCA, M. No.: 084810

Place: New Delhi
Date: 25.05.2018

SANJAY CHOPRA & CO.
CHARTERED ACCOUNTANTS
G-80, LAJPAT NAGAR-I, NEW DELHI-110024
Ph.:29818446, 9560998500/01, E-mail: sanjaychopraca@hotmail.com



ANNEXURE A TO THE AUDITOR'S REPORT REFERRED TO
IN PARAGRAPH 7 OF OUR REPORT OF EVEN DATE
Re: BDR BUILDCON LIMITED

- (i) Since the Company had no fixed assets during the year, this clause is not applicable.
- (ii) Since the Company had no inventory during the year, this clause is not applicable.
- (iii) According to the information and explanation given to us the company has not granted any loan to companies, firms or other parties covered in register maintained under Section 189 of the Companies Act, 2013.
- (iv) According to the information and explanation given to us the company has not granted any loan to its directors and the company in which directors are interested covered in register maintained under Section 185 and 186 of the Companies Act, 2013
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits under the provisions of section 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- (vi) According to the information and explanation given to us, government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the products of the company.
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India;
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
- (viii) According to the information and explanation given to us, there were no dues to any financial institution or bank or debenture holders.

- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans during the year.
- (x) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the audit procedures performed and information and explanations given by the management, we have neither come across any instance of fraud by the Company nor any fraud on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion, and according to the information and explanations given to us, the company has paid managerial remuneration with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
- (xii) Since the company is not a Nidhi Company, this clause is not applicable.
- (xiii) In our opinion, and according to the information and explanations given to us, the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable Indian Accounting Standards.
- (xiv) In our opinion, and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) In our opinion, and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) In our opinion, and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SANJAY CHOPRA & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 011074N

Sd/-
SANJAY CHOPRA
PARTNER
FCA, M. No.: 084810

Place: New Delhi
Date: 25.05.2018

“Annexure B” to the Auditor’s Report
Referred to in Para 8(f) of our report of even date
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 **BDR BUILDCON LIMITED** (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India” (the ‘Guidance Note’). 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion considering nature of business, size of operation and organisational structure of the entity, 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 31st 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.

For SANJAY CHOPRA & CO.
CHARTERED ACCOUNTANTS
FIRM REG. NO.: 011074N

Sd/-
SANJAY CHOPRA
PARTNER
FCA, M. No.: 084810

Place: New Delhi
Date: 25.05.2018

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Balance sheet as at 31 March 2018

(All amounts in Rs unless otherwise stated)

Notes	As at 31 March 2018 Amount in INR	As at 31 March 2017 Amount in INR	As at 1 April 2016 Amount in INR
Assets			
Non-current assets			
Property, plant and equipment			-
Capital work-in-progress	-	-	-
Intangible assets	-	-	-
Financial assets			
a) Investments	-	-	-
b) Trade receivables	-	-	-
c) Other financial assets	-	-	-
Non-current tax assets (Net)	-	-	-
Long Term Loans & Advances	-	-	-
Deferred tax assets (Net)	-	-	-
Other non-current assets	-	-	-
Total Non-Current Assets	-	-	-
Current assets			
Inventories			
Financial assets	2		
a) Investments	32,233,036.00	67,500,000.00	1,000.00
b) Trade receivables	-	-	-
c) Cash and cash equivalents	171,287.44	10,250,768.00	172,573.00
d) Bank balance other than included in Cash and cash equivalents above	50,400,000.00	-	-
e) Other financial assets	125,228.43	-	-
Current Tax Assets (Net)	3	15,725.87	-
Other current assets	4	-	1,690,000.00
	82,945,277.74	79,440,768.00	77,780,573.00
Assets classified as held for sale	-	-	-
Total Current Assets	82,945,277.74	79,440,768.00	77,780,573.00
Total Assets	82,945,277.88	79,440,768.00	77,780,573.00
Equity and liabilities			
Equity			
Equity Share Capital	5	66,450,000.00	66,450,000.00
Other Equity	6	16,062,501.88	11,143,518.00
Total Equity		82,512,501.88	77,593,518.00
Non-current liabilities:			
Financial liabilities			
Borrowings		-	3,050,000.00
Long Term Provisions		-	-
Deferred tax liabilities (net)		-	-
Other non-current liabilities		-	-
		-	3,050,000.00
Current liabilities:			
Financial liabilities			
a) Borrowings		-	-
b) Trade payables		-	-
c) Other financial liabilities		-	-
Other current liabilities	7	202,776.00	167,250.00
Short term Provisions		-	-
Current tax liabilities (net)	8	230,000.00	1,680,000.00
Total Current liabilities		432,776.00	1,847,250.00
Total liabilities		432,776.00	1,847,250.00
Total equity and liabilities		82,945,277.88	77,780,573.00

Summary of significant accounting policies

1

For Sanjay Chopra & Co.
Chartered Accountants
Firm Registration No.: 011074N

For and on behalf of Board of Directors of
M/s BDR BUILDCON LIMITED

Sd/-
SANJAY CHOPRA
Partner, FCA
Membership No.: 084810

Sd/-
Managing Director
Rajesh Gupta
DIN: 00163932
Address: B-393, New Friends
Colony, New Delhi-110025

Sd/-
Director
Renu Gupta
DIN: 00163749
Address: B-393, New
Friends Colony, New Delhi-
110025

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Statement of Profit & Loss Account for the period ended 31st March, 2018

(All amounts in Rs unless otherwise stated)

	Notes	Year ended 31st March, 2018	Year ended 31st March, 2017
Revenue from operations	9	-	6,900,000.00
Other income	10	5,731,571.88	295,865.00
TOTAL INCOME (I)		5,731,571.88	7,195,865.00
EXPENSES			
Employee benefits expenses	11	300,000.00	840,000.00
Other expenses	12	272,268.00	310,895.00
TOTAL EXPENSES (II)		572,268.00	1,150,895.00
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I-II)		5,159,303.88	6,044,970.00
Finance costs	13	200.00	-
Depreciation and amortisation expenses		-	-
Profit before tax		5,159,103.88	6,044,970.00
Tax expenses			
Current tax		230,000.00	1,680,000.00
Income Tax of Earlier Year		10,120.00	9,850.00
Deferred tax credit/(charge)		-	-
Total tax expense		240,120.00	1,689,850.00
Profit for the Year		4,918,983.88	4,355,120.00
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit plans		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Net other comprehensive income/ (losses) not to be reclassified to profit or loss in subsequent period		-	-
Other comprehensive income for the year, net of tax		-	-
Total Comprehensive Income for the year		4,918,983.88	4,355,120.00
Earnings per share	14		
Basic Earnings per share		0.74	0.66
Diluted Earnings per share		0.74	0.66

The accompanying notes are an integral part of these financial statements

For Sanjay Chopra & Co.
Chartered Accountants
Firm Registration No.: 011074N

For and on behalf of Board of Directors of
M/s BDR BUILDCON LIMITED

SANJAY CHOPRA
Partner, FCA
Membership No.: 084810

Sd/-
Managing Director
Rajesh Gupta
DIN: 00163932
B-393, New Friends Colony,
New Delhi-110025

Sd/-
Director
Renu Gupta
DIN: 00163749
B-393, New Friends
Colony, New Delhi-
110025

Place: New Delhi
Date: 25.05.2018

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Statement of Changes in Equity for the period ended 31st March 2018

a. Equity Share Capital:

	<u>Nos.</u>	<u>Amount in INR</u>
Equity shares of ₹ 10 each issued, subscribed and fully paid		
At 1 April 2016	6,645,000	66,450,000
Changes in equity share capital during 2016-17 (Note 4)	-	-
At 31 March 2017	6,645,000	66,450,000
Changes in equity share capital during 2017-18 (Note 4)	-	-
At 31 March 2018	6,645,000	66,450,000

b. Other Equity:

Particulars	Reserves & Surplus			Retained earnings (Note 6)	Total other equity
	Capital reserves (Note 6)	Securities premium reserve (Note 6)	General reserve (Note 6)		
As at 1st April 2016	-	-	-	6,788,398.00	6,788,398.00
Net Profit for the period	-	-	-	4,355,120.00	4,355,120.00
Other comprehensive income	-	-	-	-	-
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
Total comprehensive income	-	-	-	4,355,120.00	4,355,120.00
Dividends					
Equity dividend				-	-
Tax on equity dividend				-	-
Adjustment on account of Change in Inventory Valuation					
As at 31 March 2017	-	-	-	11,143,518.00	11,143,518.00

Particulars	Reserves & Surplus			Retained earnings (Note 6)	Total other equity
	Capital reserves (Note 6)	Securities premium reserve (Note 6)	General reserve (Note 6)		
As at 31st March 2017	-	-	-	11,143,518.00	11,143,518.00
Net Profit for the period	-	-	-	4,918,983.88	4,918,983.88
Other comprehensive income	-	-	-	-	-
Re-measurement gains / (losses) on defined benefit plans	-	-	-	-	-
Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
Total comprehensive income	-	-	-	4,918,983.88	4,918,983.88
Dividends					
Equity dividend				-	-
Tax on equity dividend				-	-
As at 31 March 2018	-	-	-	16,062,501.88	16,062,501.88

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

1. Significant Accounting Policies

1.1 Basis of preparation

Ministry of Corporate affairs notified roadmap to implement Indian accounting Standards ('Ind AS') as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the said roadmap, the Company has adopted Ind AS starting from financial year beginning on or after April 1, 2017.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements to comply in all material respects with the accounting standards specified under section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on an accrual basis and under the historical cost convention.

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

The financial statements are presented in Indian Rupees ("INR") except otherwise indicated.

1.2 Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

b. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and where collectability is reasonably certain. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

i. Sale of goods

Recognition of revenue arising from the real estate sales is made when (a) the seller has transferred to the buyer all significant risks and rewards of ownership and the seller retains no effective control of the real estate to a degree usually associated with ownership; and (b) no significant uncertainty exists regarding the amount of consideration that will be derived from the real estate sales; and (c) it is not unreasonable to expect ultimate.

ii. Interest

Revenue from interest has been recognized on the accrual basis.

iii. Dividends

Dividend income is recognized when the Company's right to receive dividend is established by the rep

iv. Revaluation of Investment

The revaluation of investment has been shown under the head other income as per Ind-As 109.

c. Inventory

Basis Of Valuation

Inventories are valued at lower of cost and net realizable value, including necessary provision for obsolescence. Cost is determined using the weighted average method.

d. Income taxes

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income (OCI) or directly in equity. Deferred tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income taxes reflect the impact of temporary differences between taxable income and accounting income originating during the current year and reversal of temporary differences for the earlier years. Deferred income tax is measured using the tax rates and the tax laws enacted or substantially enacted at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for deductible temporary differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognises unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

e. Earnings Per share

Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

f. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand, cheques in hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of cash flow statement consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

g. Significant accounting judgements, estimates and assumptions

In the course of applying the policies outlined in all notes, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

(a) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

(b) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

i. Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgment to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

ii. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iii. Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Note 2: Financial assets

Note 2 (a) : Investments

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Total Investments	32,233,036.00	67,500,000.00	1,000.00
	<u>32,233,036.00</u>	<u>67,500,000.00</u>	<u>1,000.00</u>

Note 2 (b) : Cash and cash equivalents

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Balances with banks			
In current account	67,741.44	10,109,962.00	72,414.00
In Cash credit account (<i>Secured</i>)	-	-	-
Cash on hand	103,546.00	140,806.00	100,159.00
	<u>171,287.44</u>	<u>10,250,768.00</u>	<u>172,573.00</u>

Note 2 (c) : Bank balance other than cash and cash equivalents

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Deposits with original maturity for more than 12 months			-
Deposits with original maturity for more than 3 months but less than 12 months	50,400,000.00	-	-
	<u>50,400,000.00</u>	<u>-</u>	<u>-</u>

Note 2 (d) : Other Financial assets

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Interest accrued on fixed deposits	125,228.43	-	-
Total other financial assets	<u>125,228.43</u>	<u>-</u>	<u>-</u>

Note 3: Current Tax Assets (Net)

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Advance income-tax (net of provision for taxation)	-	-	-
TDS Receivables	15,725.87	-	-
Total Current Tax Assets	<u>15,725.87</u>	<u>-</u>	<u>-</u>

Note 4: Other current assets

	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Advances recoverable in cash or kind	-	-	76,307,000.00
Prepaid expenses	-	-	-
Balances with Statutory/Government authorities	-	1,690,000.00	1,300,000.00
Preliminary Expenses	-	-	-
Total Other current assets	<u>-</u>	<u>1,690,000.00</u>	<u>77,607,000.00</u>

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Note 5: Share Capital

Authorised Share Capital

	Equity shares	
	Numbers	Amount in INR
At 1 April 2016	1,000,000	10,000,000
Increase / (decrease) during the year		-
At 31 March 2017	1,000,000	10,000,000
Increase / (decrease) during the year		-
At 31 March 2018	1,000,000	10,000,000

Issued, subscribed and fully paid-up shares

	Equity shares of INR 10 each issued, subscribed and fully paid	
	Numbers	Amount in INR
At 1 April 2016	6,645,000.00	66,450,000.00
Changes during the year		-
At 31 March 2017	6,645,000.00	66,450,000.00
Changes during the year		-
At 31 March 2018	6,645,000.00	66,450,000.00

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

Name of the shareholder	As at 31 March 2018		As at 31 March 2017	
	Numbers	% holding in the class	Numbers	% holding in the class
Equity shares of ` 10/- each fully paid				
Dinesh Gupta	-	0.00%	500,100	7.53%
Nirmala Gupta	-	0.00%	1,549,972	23.33%
Rajesh Gupta(Huf)	616,659	9.28%	616,659	9.28%
Anand Gupta	-	0.00%	1,500,000	22.57%
Next Orbit Ventures Fund	500,000	7.52%	500,000	7.52%
Verma Finvest Private Limited	566,678	8.53%	566,678	8.53%
Ajay Fincap Consultants Private Limited	-	0.00%	733,348	11.04%
Able Management Consultants Pvt Ltd	400,008	6.02%	400,008	6.02%
Renu Gupta	1,530,000	23.02%	30,000	0.45%
Shashank Gupta	2,075,072	31.23%	-	0.00%
MRI Consultants Pvt Ltd	733,348	11.04%	-	0.00%

Terms/ rights attached to equity shares:

The company has only one class of equity shares having par value of ` 10 per share. Each holder of equity shares is entitled to one vote per share.

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

The Company has issued Nil shares of Rs 10/- as fully paid up pursuant to contract(s) without payment being received in cash, or by way of bonus shares out of free reserves during the period of five years immediately preceding the date as at which Balance Sheet is prepared.

The company has not bought any shares by way of buy back during the period of five years immediately preceding date as at which Balance Sheet is prepared.

There are no calls unpaid on issued shares.

No Shares have been forfeited by the company.

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Note 6: Other equity

Total other equity	31-Mar-18 Amount in INR	31 March 2017 Amount in INR	01-Apr-16 Amount in INR
Capital reserve	-	-	-
Securities premium account	-	-	-
General reserve	-	-	-
Surplus in the Statement of Profit and Loss / Retained earnings	<u>16,062,501.88</u>	<u>11,143,518.00</u>	<u>6,788,398.00</u>
	<u>16,062,501.88</u>	<u>11,143,518.00</u>	<u>6,788,398.00</u>

Surplus in the Statement of Profit and Loss/ Retained earnings

	Amount in INR
At 1 April 2016	6,788,398.00
Add: Profit during the year	4,355,120.00
Less: Interim equity dividend	0
Less: Tax on interim equity dividend	0
Less: Equity dividend	0
Less: Tax on interim equity dividend	0
Less: Adjustment on account of amalgamation	0
At 31 March 2017	11,143,518.00
Add: Profit during the year	4,918,983.88
Less: Interim equity dividend	0
Less: Tax on interim equity dividend	0
At 31 March 2018	16,062,501.88

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Note 7: Other current liabilities			
	31-Mar-18	31 March 2017	01-Apr-16
	Amount in INR	Amount in INR	Amount in INR
Advance from customers	150,000.00	150,000.00	-
Expenses Payable	-	-	17,175.00
Mark to market on commodity contracts	-	-	-
Total Other current liabilities	<u>202,776.00</u>	<u>167,250.00</u>	<u>17,175.00</u>

Note 8: Current Tax Liabilities (Net)			
	31-Mar-18	31 March 2017	01-Apr-16
	Amount in INR	Amount in INR	Amount in INR
Provision for Current Tax	230,000.00	1,680,000.00	1,475,000.00
Total Current Tax Liabilities	<u>230,000.00</u>	<u>1,680,000.00</u>	<u>1,475,000.00</u>

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Note 15: Related Party Disclosures

a) **The list of related parties and nature of their relationship:**

Name of related parties	Nature of relationship
Dinesh Gupta	Wholetime Director
Rajesh Gupta	Managing Director
Renu Gupta	Director
Udit Barathi	Independent Director
Ishwar Anand	Independent Director
BDR Builders & Developers Private Limited	Related Company

b) **Particulars of transaction with related parties during the period 01-04-2017 to 31-03-2018 and 01-04-2016 to 31-03-2017**

Name of related parties	Nature of transaction	01-04-2017	01-04-2016
		to 31-03-2018	to 31-03-2017
Dinesh Gupta	Acceptance of loan	200,000	-
	Repayment of loan	200,000	1,900,000
	Director Remuneration	-	300,000
Rajesh Gupta	Acceptance of loan	-	1,100,000
	Repayment of loan	-	2,250,000
	Director Remuneration	-	300,000

c) **Particulars of amount payable/(receivable) to/from related parties as at 31 March 2018 and 31 March 2017**

Name of related parties	31-03-2018	31-03-2017
	-	-

The accompanying notes are an integral part of these financial statements

For Sanjay Chopra & Co.
Chartered Accountants
Firm Registration No.: 011074N

For and on behalf of Board of Directors of
M/s BDR BUILDCON LIMITED

Sd/-
SANJAY CHOPRA
Partner, FCA
Membership No.: 084810

Sd/-
Managing Director
Rajesh Gupta
DIN: 00163932
B-393, New Friends Colony,
New Delhi-110025

Sd/-
Director
Renu Gupta
DIN: 00163749
B-393, New Friends Colony, New
Delhi-110025

Place: New Delhi
Date: 25.05.2018

BDR BUILDCON LIMITED
REGD. OFFICE: 31, JANGPURA ROAD, NEW DELHI-110014
CIN: L70100DL2010PLC200749

Statement of Cash Flows for the period ended 31 March 2018

Particulars	Notes	31-Mar-18 INR	31-Mar-17 INR
<u>Operating activities</u>			
Profit before tax		5,159,104	6,044,970
Re-measurement gains / (losses) on defined benefit plans		-	-
Profit before tax		5,159,104	6,044,970
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and impairment of property, plant and equipment		-	-
Profit on Sale of Investments		(106,793)	(21,553)
Interest on FDR		(157,259)	-
Dividend Income		(3,952,371)	(274,312)
Gain on Revaluation of Investment		(1,515,149)	-
Working capital adjustments:			
(Increase)/decrease in other financial and non-financial assets		1,549,046	75,917,000
Increase /(decrease) in trade payables , other financial and non-financial liabilities and provisions		(1,414,474)	355,075
Cash generaed from in operations		(437,896)	82,021,180
Income tax paid (including TDS) (net)		(240,120)	(1,689,850.00)
Net cash flows from operating activities		(678,016)	80,331,330
<u>Investing activities</u>			
Sale of shares held as investment		-	1,000
Sale of Units held as investment		67,500,000	67,500,000
Profit on sale of Investments		106,793	21,553
Purchase of units in Mutual Fund		(32,233,036)	(135,000,000)
Maturity/ (Investment) made in bank deposits (having original maturity of more than 3 months)		(50,400,000)	-
Gain on Revaluation of Investment		1,515,149	-
Dividend Income		3,952,371	274,312
Interest received (finance income)		157,259	-
Net cash flows from / (used in) investing activities		(9,401,464)	(67,203,135)
<u>Financing activities</u>			
Proceeds from long term borrowings		-	1,100,000
Repayment of long term borrowings		-	(4,150,000)
Net cash flows from / (used in) financing activities		-	(3,050,000)
Net increase / (decrease) in cash and cash equivalents		(10,079,481)	10,078,195
Cash and cash equivalents at the beginning of the year		10,250,768	172,573
Cash and cash equivalents at the end		171,287	10,250,768

Summary of significant accounting policies

1

For Sanjay Chopra & Co.
Chartered Accountants
Firm Registration No.: 011074N

For and on behalf of Board of Directors of
M/s BDR BUILDCON LIMITED

Sd/-
SANJAY CHOPRA
Partner, FCA
Membership No.: 084810

Sd/-
Managing Director
Rajesh Gupta
DIN: 00163932
B-393, New Friends Colony,
New Delhi-110025

Sd/-
Director
Renu Gupta
DIN: 00163749
B-393, New Friends Colony,
New Delhi-110025

Place: New Delhi
Date: 25.05.2018