



Annual Report
2012-2013

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Bharat Kumar Bhandari	Chairman, Managing Director
Mr. Gaurav Kumar Bhandari	Executive Director
Mr. Sandeep Daga	Independent Director
Mr. Naveen Kumar Banthia	Independent Director
Mr. Kirthy Kumar A. Shah	Independent Director
Mr. Y. Ravinder Reddy	Non-Executive Director

AUDITORS

Mishra & Co.,
Chartered Accountants,
No. 699, 13th Cross,
MES Road, Bangalore - 560 054

BANKERS

City Union Bank

REGISTRAR AND SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd,
6, Mangoe Lane, 2nd Floor, Kolkata - 700 001

REGISTERED OFFICE

No. 17, 4th Floor, Shah Sultan Complex,
Ali Asker Road, Bangalore - 560 052

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NOTICE

TO ALL THE MEMBERS OF B&B REALTY LIMITED,

NOTICE IS HEREBY given that 30TH Annual General Meeting of Shareholders of B&B Realty Ltd (Formerly Sterlite Projects Limited) is going to be held on Monday 30th September 2013 at 03.00 p.m., at the Registered office of the company at #17, 4th Floor, Shah Sultan Complex, Cunningham Road, Bangalore - 560 052 to **transact the following businesses:**

ORDINARY BUSINESS

1. **To receive, consider and adopt the duly audited Balance Sheet and Profit and Loss Accounts for the year ended 31st March 2013 along with the reports of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Sandeep Kumar Daga who retires by rotation and being eligible offers himself for reappointment.**
3. **To appoint a director in place of Mr. Naveen Kumar Banthia who retires by rotation and being eligible offers himself for reappointment.**
4. **To appoint the Auditors of the company to hold office from the conclusion of the meeting until the conclusion of next Annual General Meeting and to fix their remuneration.**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
3. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
4. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
5. The Ministry of Corporate Affairs, vide its Circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 has taken a "Green Initiative" by allowing paperless compliances by the companies to serve the requisite documents to its members vide e-mode, in pursuance to Section 53 of the Companies Act, 1956. Accordingly, the Company shall be required to update its database by incorporating your designated e-mail ID in its records. You are thus requested to kindly submit your e-mail ID with the company at investorid@bbri.in by providing their name, address, registered folio No./DP ID No / Client ID No. and their e-mail IDs.
6. Members holding shares in physical form are requested to advise any change in their registered address, to the Company's Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited, Kolkata quoting their folio number. Members holding shares in electronic form must send the advice about change in their registered address or bank particulars to their respective Depository Participant and not to the Company.
7. Members desiring any information on the Accounts of the Company are requested to write to the Company at least 10 days in advance so as to enable the Company to keep the information ready.
8. In all correspondence with the Company or with its Share Transfer Agent, members are requested to quote their folio number and in case the shares are held in the dematerialized form, they must quote their Client ID Number and their DP ID Number.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from September 25, 2013 to September 28, 2013 (both days inclusive) for the purpose of Annual General Meeting.
10. Information under Clause 49 of the Listing Agreement of the Stock Exchanges with respect to the directors seeking for their appointment/re-appointments are given in the Annual Report/Corporate Governance Report.
11. The Copies of resolutions of the Board is available for inspections by members at the registered office of the company during working hours on any working day till the date of the Annual General Meeting.

By Order of the Board

Place : Bangalore

Date : 03/09/2013

Bharat Kumar Bhandari
Managing Director

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Sandeep Kumar Daga	Mr. Naveen Kumar Banthia
Qualification	C.A, C.S	B. Com.,
Directorship held in other public companies (excluding Private companies and foreign companies)	Discovery Knowledge Systems Limited	Discovery Infoways Limited
Memberships / Chairmanships of the committees in public companies	Chairman of Audit committee of B&B Realty Limited	Nil
Shareholding of Non-Executive Director	100	100
Relationships between Directors inter-se	None	None

DIRECTORS REPORT

Shareholders,

Directors have pleasure in presenting the Annual Report together with Audited Statement of Accounts for the financial year ended on March 31, 2013.

FINANCIAL RESULTS:

Particulars	Current Year March 31, 2013	Previous Year March 31, 2012
Total Revenue	--	1,920,000
Total Expenditure	(22,42,152)	1,807,036
Earnings before exceptional and extraordinary items and tax	(22,42,152)	112,964
Earnings before extraordinary items and tax	(22,42,152)	112,964
Earnings before tax	(22,42,152)	112,964
Tax expenses	Nil	21,525
Earnings/(loss) from Discontinuing operations after tax)	(22,42,152)	91,439

OPERATIONAL REVIEW

The net loss of your company for the Current Financial Year 2012 - 13 is Rs. 22,42,152/-. The Company had earned profit of Rs. 91439 in the Previous Financial Year 2011 - 2012.

With the main object of expanding operation in Real Estate and Infrastructure development, during the year under review the company focused on the Real Estate business only. In the course of growth of the company and its business, the company has continued its projects in the form of partnership firms namely M/s Isborough County and M/s Somerset County for development of Residential villas and Apartments at Nandi Hills near Bangalore. The said projects have been done in separate Special Purpose Vehicles (SPV) respectively, wherein the company has partnered with other developers. Your directors are confident of achieving better result in the coming years.

RESERVES

The company has not transferred any amounts of profit to the Reserves.

DIVIDEND

In view of the loss incurred during the financial year 2012-13, the Directors did not recommend any dividend for the year under review.

FIXED DEPOSIT

The company has not accepted any fixed deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

DIRECTORS

The Board of Directors in its meeting held on 3rd September, 2013 subject to approval of shareholders in ensuing Annual General Meeting has approved the proposal for re-appointment of Mr. Sandeep Kumar Daga, the Non Executive Independent Director and Mr. Naveen Kumar Banthia, The Non Executive Independent Director of the company, with effect from 1st October 2013. A brief resume of such Directors is given further in the Annual Report.

AUDIT COMMITTEE

The audit committee presently has 4 directors as members viz. Mr. Sandeep Daga, Mr. Naveen Kumar Banthia, Mr. Kirthy Kumar A. Shah and Mr. Bharat Kumar Bhandari. Except Mr. Bharat Kumar Bhandari, all other members of the audit committee are non-executive independent directors. Mr. Sandeep Daga is the Chairman of the Audit Committee. The role, terms of reference, the authority and power of the Audit Committee are in conformity with the requirements of the Companies Act, 1956 and Clause 49 of the listing agreement. More details of the audit committee are provided in the report on Corporate Governance attached to this annual report.

AUDITORS

M/s. Mishra & Co., Chartered Accountants, the Statutory Auditors of the Company, retire at the ensuing Annual General Meeting and have confirmed their eligibility as per Sec 224 of the Companies Act, 1956 and their willingness to accept office, if re-appointed.

AUDITORS' REPORT

There are no qualifications observed in the auditor's report for the Financial Year 2012-13.

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

Particulars required to be finished under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as under:-

A. CONSERVATION OF ENERGY

The operations of your company are not energy-intensive. However, significant measures are taken to reduce energy consumption by using energy-efficient computers and by the purchase of energy-efficient equipment. Your company constantly evaluates new technologies and invests to make its infrastructure more energy-efficient.

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION.

This is not applicable to your company as the company is into real estate business.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange earning and outgo for the financial year is as follow:

- a) Total foreign exchange earning : NIL
- b) Total foreign exchange outgo : NIL

CORPORATE GOVERNANCE

Your company has incorporated appropriate standards for good corporate governance and shall aim at exhibiting maximum transparency and adequacy of reports /information provided under mandatory provisions or

wise. Pursuant to Clause 49 of the listing agreement a detailed report on Corporate Governance is placed as a part of the Annual Report which is further certified by the Statutory auditor of the company.

ICULARS OF EMPLOYEES

of the employees of the Company were drawing emoluments more than what has been specified under Section 217(2A) of the Companies Act, 1956 a part of our report attached herewith.

CTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company hereby states that:

in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;

the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company and of the profit or loss of the Company for that period;

the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

The directors have prepared the accounts for the financial year on a 'Going Concern' basis.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has recently taken a green initiative in Corporate Governance by allowing paperless compliances by the Companies and permitted the service of Annual Reports and documents to the shareholders through electronic mode subject to certain conditions. Your Company appreciates the initiative taken by MCA as it strongly believes in a green environment. This initiative also helps in prompt receipt of communication, apart from avoiding losses / delays in postal transit. The Notice of Annual General Meeting, Annual Report and all communications hitherto will be sent to the members in electronic form at the e-mail address provided by them to the depositories or Registrars & Transfer Agents of the Company. The documents will be sent by post physically to the Members, whose e-mail addresses are not available. Members can also have access to the documents through the Company's website. The documents will also be available to the members for inspection at the Registered Office of the Company during the office hours. Members are also entitled to be furnished with copies of the abovementioned documents, free of cost, upon receipt of requisition, at any point of time.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their gratitude for the valuable guidance and support given by the Government of India, State Government departments, Financial Institutions, Banks, and various stake holders, such as, shareholders, customers, suppliers etc. Your Directors also commend the continuing commitment and dedication of the employees at all levels which has been critical for the Company's growth. The Directors look forward to their continued support in future.

For and on behalf of the Board

Bharat Kumar Bhandari

Managing Director

Place: Bangalore
Date: 03.09.2013



CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Need and objective of the Code

Clause 49 of the Listing agreement entered into with the Stock Exchanges, requires, as part of Corporate Governance the listed entities to lay down a Code of Conduct for Directors on the Board of an entity and its Senior Management. The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company. The term "Senior Management" shall mean personnel of the company who are members of its core management team excluding the Board of Directors.

Philosophy of the Code

The Board of Directors (the "Board") and the senior management of B&B Realty Limited (herein after referred as "Company") subscribe to the following Code of Conduct adopted by the Board.

The code expects from the Board and senior management of the company and envisages:

1. Use **due care and diligence in performing their duties** of office and in exercising their powers attached to that office;
2. **Act honestly and use their powers of office, in good faith and in the best interests** of Company as a whole;
3. Not to make improper use of information nor take improper advantage of their position as a Director / Senior Manager;
4. Not to allow **personal interests** to conflict with the interests of the Company;
5. Recognize that their **primary responsibility** is to the Company shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of the Company;
6. Not to engage in conduct likely to bring discredit upon the Company; and
7. Be **independent in judgment** and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. Ensure the **confidentiality of information** they receive whilst being in office of Director / Senior Manager and is only disclosed if authorized by the company, or the person from whom the information is provided, or as required by law.

