



COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Bharat Kumar Bhandari	Chairman, Managing Director
Mr. Gaurav Kumar Bhandari	Executive Director
Mr. Kirthy Kumar A. Shah	Independent Director
Mr. Y. Ravinder Reddy	Non-Executive Director
Mrs. Rubina Bhandari	Women Director

AUDITORS

T Srinivasa & Co,
B-1, Manish Tower,
#84, JC Road,
Bangalore-560002

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,
Cunningham Road,
Bangalore – 560 052

COMPANY SECRETARY & COMPLIANCE OFFICER

PRASANNA.S. RAO
No.02, II Floor, WOC Road
Rajajinagar,
Bangalore- 560 044

Contents

S. No.	Particulars	Page No.
1	Notice	3
2	Directors Report	5
3	Code of Conduct for Senior Management	8
4	Corporate Governance Report	9
5	CEO / CFO Certificate	15
6	Auditors' Certificate on Corporate Governance	16
7	Secretarial Audit Report	17
8	Auditors' Report to the Shareholders	21
9	Balance Sheet	27
10	Profit & Loss Account	28
11	Notes to Accounts	29
12	Cash Flow Statement	40
13	Go Green Registration Form	41
14	Proxy Form	42
15	MGT-9	44

NOTICE

TO ALL THE MEMBERS OF B&B REALTY LIMITED,

NOTICE IS HEREBY given that 33rd Annual General Meeting of Shareholders of B&B Realty Ltd is going to be held on 26th September, 2016 at 03.30 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 31 st March 2016 along with the reports of Directors and Auditors thereon.
2.	To appoint a director in place of Mr. Kirthy Kumar Amratlal Shah who retires by rotation and being eligible reappointment offers himself for reappointment.
3.	To appoint a director in place of Mr. Y. Ravinder Reddy who retires by rotation and being eligible reappointment offers herself 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, 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@bbrl.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 20, 2016 to September 23, 2016 (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: 03.09.2016

Bharat Kumar Bhandari
Managing Director

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

Name of the Director	Mr. Y. Ravinder Reddy	Mr. Kirthy Kumar Amratlal Shah
Qualification	DIPLOMA IN CIVIL, B.A.	NO
Directorship held in other public companies (excluding Private companies and foreign companies)	Prudential Sugar Corporation Limited, Gennex Laboratories Limited, B&B Infratech Limited, Rose Garden Developers Limited	B&B Infratech Limited
Memberships / Chairmanships of the committees in public companies	NIL	NIL
Shareholding of Non-Executive Director	1000000	100
Relationships between Directors inter-se	NIL	NIL

DIRECTORS REPORT

The Shareholders,

Your Directors have pleasure in presenting the Annual Report together with Audited Statement of Accounts for the financial year ended on March 31, 2016.

FINANCIAL RESULTS:

Particulars	Current Year March 31, 2016	Previous Year March 31, 2015
Total Revenue	00	28,80,000
Total Expenditure	2191000	19,73,000
Earnings before exceptional and extraordinary items and tax	(2191000)	9,07,000
Earnings before extraordinary items and tax	(2191000)	9,07,000
Earnings before tax	(2191000)	9,07,000
Tax expenses	00	54,000
Earnings/(loss) from Discontinuing operations (after tax)	(2191000)	276,000

OPERATIONAL REVIEW

The Net Loss of your company for the Current Financial Year 2015-16 is Rs. (2191000)

RESERVES

The company has not transferred any amounts of profits to the reserves.

DIVIDEND

In view of the Nominal Profit/Loss incurred during the financial year 2015-16, the Directors have not recommended any dividend for the year under review.

FIXED DEPOSIT

The company has not accepted any fixed deposit within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

DIRECTORS

The Board of Directors in its meeting held on 3rd September, 2016 subject to approval of shareholders in ensuing Annual General Meeting has approved the proposal for re-appointment of Mr. Y. Ravinder Reddy, the Non-Executive Director and Mr. Kirthy Kumar A. Shah, the Non Executive Independent Director of the company, with effect from 26th September 2016 A brief resume of such Directors is given further in the Annual Report.

AUDIT COMMITTEE

The audit committee presently has 4 directors as member's viz. Mr. Gaurav Kumar Bhandari, Mr. Kirthy Kumar A. Shah, Mrs. Rubina Bhandari and Mr. Bharat Kumar Bhandari. Except Mr. Bharat Kumar Bhandari, all other members of the audit committee are executive directors & non-executive independent directors. Mrs. Rubina Bhandari 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, 2013 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

The auditors M/S. T. Srinivasa & Co, Chartered Accountants, Bangalore be appointed as the Statutory Auditors of the Company and are eligible for reappointment, subject to ratification of members at ensuing Annual General Meeting of the company.

AUDITORS' REPORT

There are no qualifications observed in the auditor's report for the Financial Year 2015-16.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished to this report.

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

PARTICULARS OF EMPLOYEES

None of the employees of the Company were drawing emoluments more than what has been specified under Section 134 of the Companies Act, 2013 a part of our report attached herewith.

DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit 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 devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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 same 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 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.

Place: Bangalore

Date: 03.09.2016

**For and on behalf of the Board
Bharat Kumar Bhandari
Managing Director**



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.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

We stand committed to the good corporate governance in terms of transparency, independent supervision and true and fair disclosure of all the material facts changes and of our company to increase the value of our stakeholders. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedication to increase long-term shareholder value, keeping in view the interests of the Company's stakeholders.

BOARD OF DIRECTORS

Composition

The Constitution of the Board is exactly as per the requirements of Clause 49 of the Listing Requirement. The Board of Directors has a combination of Executive and non-executive Directors. The Board comprises of one Managing Director, one whole time directors and one Non-executive Independent Directors. All the directors are liable to retire by rotation except the managing Director and whole-time Director.

None of the Director on the Board is a member of more than ten Committees and Chairman of more than five Committees (Committees being Audit Committee and Shareholders/Investors' Grievance and Share Transfer Committee) across all the public Companies of which he is the Director. The necessary disclosures regarding other directorships and committee memberships have been made by all the Directors.

Board Procedures

During the financial year 2015-16, five board meetings were held dated 11/05/2015, 10/08/2015, 03/09/2015, 10/11/2015 and 28/01/2016 The details of the composition of the Board, attendance at the Board meeting during the year and at the last Annual General Meeting, number of directorship, membership/chairmanship in other public companies are as follows:

Name & Designation	Attendance		No. of other Memberships/Directorships*	Membership in the committees of other companies	
	Board	Last AGM		As member	As Chairman
Mr. Bharat Kumar Bhandari Managing Director	5/5	Yes	4	0	1
Mr. Gaurav Kumar Bhandari Whole-time Director	5/5	Yes	2	0	0
Mr. Y. Ravinder Reddy Non Executive whole time Director	3/5	Yes	2	0	0
Mr. Kirthy Kumar A. Shah Non-executive Independent Director	5/5	No	4	0	0
Mrs. Rubina Bhandari Women Director	5/5	Yes	0	0	0

*Other Directorship excludes Directorship in Private Limited Companies.

Code of Conduct

The Company has laid down a Code of Conduct for all its Board Members and Senior Management Personnel to avoid any conflict of interest. The declarations with regard to the compliance to the Code of Conduct have been received for the financial year 2015-16. The Board of Directors has noted the adherence to the code of conduct. The Code of conduct is available on the web-site of the Company viz. www.bbtl.in.

AUDIT COMMITTEE

Constitution and composition

The Audit Committee is vested with role and powers as mentioned in Para C & D respectively of Clause 49 (II) of the Listing Agreement. The Audit Committee provides direction to the audit functions and monitors the quality of internal and statutory audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure fairness, sufficiency and credibility of financial statements, recommendation of appointment and removal of statutory auditors and fixation of their remuneration, review of the quarterly and annual financial statements before submission to Board, review of the adequacy of internal control systems and the internal audit function, review of compliance with laws, inspection of records and audit reports and reports of statutory auditors etc.

The audit committee of the company consists of One Independent Director and one Managing Director and all the members of the Audit Committee are financial literates as required by Clause 49 of the Listing Agreement. The functioning and terms of reference of the Audit Committee, the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013 and as are in force/ applicable from time to time. The Audit Committee invites, as and when considers appropriate, the Auditors to be present at the meeting of the Committee.

Meetings and Attendance of Audit Committee

In the Financial year 2015-16, four Audit committee meetings have been held dated 11/05/2015, 28/07/2015, 10/11/2015 and 11/02/2016 Mrs. Rubina Bhandari acts as the chairman of the Audit committee meetings. The Details of Members of Audit Committee meetings along with their status and Attendance are as follows:

Name of Members of Audit committee	Designation	Meetings Attended
Mrs. Rubina Bhandari	Chairman (Women Director)	4
Mr. Bharat Kumar Bhandari	Member (Managing Director)	4
Mr. Kirthy Kumar A. Shah	Member (Non-executive Independent Director)	3
Mr. Gaurav Kumar Bhandari	Member (Executive Director)	4