



26th
ANNUAL REPORT
2016-2017

Forward Looking Statement

Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'plan', 'believe' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

ACROSS THE PAGES	
Company Information	1
Notice of Annual General Meeting	2
Directors Report	4
Management Discussion & Analysis Report	8
Corporate Governance Report	9
Secretarial Audit Report	20
Finance Statements	39
Notes	42
Proxy Form	53
E-Voting Instructions	54
User id & Password of E-Voting	54

Corporate Information

BOARD OF DIRECTORS

Mr. Vishnu Gopal Rajgarhia

Director (Independent)
(DIN:00480125)

Mrs. Kirti Gupta

Director (Independent)
(DIN:02887259)

Mr. Sapan Mohan Garg

Director (Non Executive) resigned w.e.f 30th December,2016
(DIN:00061098)

Mr. Deepak Jalan

Director (Independent)
(DIN:01610473)

Mr. Gyanendra Prakash

Managing Director
(DIN:01444823)

Mr. Piyush Prakash

Director (Independent)
(DIN:01352769)

Mr. Manoj Gupta

Director (Non Executive)
(DIN:00061630)

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Vishnu Gopal Rajgarhia

Chairman

Mr. Deepak Jalan

Member

Mrs. Kirti Gupta

Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Deepak Jalan

Member

Mr. Piyush Prakash

Member

Mr. Sapan Mohan Garg

Member (till 30th December,2016)

Mrs. Kirti Gupta

Member (w.e.f 27th January,2017)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Vishnu Gopal Rajgarhia

Member

Mr. Deepak Jalan

Member

Mrs. Kirti Gupta

Member

COMMITTEE OF DIRECTORS

Mr. Vishnu Gopal Rajgarhia

Member

Mr. Deepak Jalan

Member

Mrs. Kirti Gupta

Member

RISK MANAGEMENT COMMITTEE

Mr. Vishnu Gopal Rajgarhia

Member

Mr. Deepak Jalan

Member

Mrs. Kirti Gupta

Member

COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Mr. Sumeer Narain Mathur

STATUORY AUDITORS

M/s Srivastava Kumar & Co, Chartered Accountants

BANKERS

ICICI Bank, New Delhi

REGISTRAR & TRANSFER AGENT

M/s Sky Line Financial Services Pvt Ltd

D-153-A, 1st Floor, Okhla Industrial area Phase-I, New Delhi-110020

Tel:91-11-2681-2682 Fax: 91-11-30857562

Email:admin@skylinerta.com

OFFICE'S

REGISTERED

Shop# 1, Country Inn, Mehraagaon,
Bhimtal, Uttarakhand 248179

CORPORATE

B-210, Ansal Chamber-I, Bhikaji Cama Place, New Delhi-110066

INVESTOR EMAIL ID:

investor@wellesleycorp.com

WEBSITE

www.wellesleycorp.com

LISTING OF EQUITY SHARES

Bombay Stock Exchange

(Code/Symbol : 532016/ Wellesley)

(ISIN:INE176O01011)

CORPORATE IDENTIFICATION NUMBER: L45202UR1991PLC000604

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Company will be held on Friday the 08th September, 2017 at 10:00 AM at "Country Inn Hotel & Resorts", Mehraoan, Bhimtal, Uttarakhand-248179, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements together with the reports of the Board of Directors and auditor thereon for the financial year ended on 31 March, 2017.
2. To appoint a Director in place of Mr. Manoj Gupta (DIN 00061630) who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment of M/s M.K Jain & Co, Chartered Accountants (ICAI Firm Regn No:009694N) as Statutory Auditors of the Company, for a period of 5 years commencing from financial year 2017-18.

By order of the Board of Directors

**Company Secretary &
Chief Financial Officer:**

Sumeer Narain Mathur

Membership no: FCS9042

Address: Houseno:04, Seemant Vihar, Behind Radisson Hotel, Kaushambi, Ghaziabad-201014

Date: 15th July, 2017

Place: New Delhi

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case

Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The "E-Voting" procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the annual report.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 2.00 P.M. up to the date of the Meeting.
8. The Company's Register of Members and Transfer Books will remain closed from 05th September, 2017 to 11th September, 2017 (both days inclusive) for the purpose of the Meeting, and the "E-Voting" facility shall be open for the period from 09:00 hours of 05th September, 2017 to 17:00 hours of 07th September, 2017, after this period the event will be no longer available for casting votes by "E-Voting" mechanism.
9. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
10. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt Limited.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form

are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

12. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
16. Mr. Vijay Kaul , Practicing Company Secretary (Membership No.2719), Proprietor - M/s. Vijay Kaul and Co., Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days on conclusion of the annual general meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
18. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.wellesleycorp.com and on the website of NSDL.
19. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 08th September, 2017 .
20. Mr. Manoj Gupta (director who retires by rotation) does not hold any shares in the company.
21. In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Directors being appointed, Members are requested to kindly refer to the chapter on Corporate Governance in the Annual Report.
22. The route map of the venue of the Meeting is attached at the end of the Annual Report.
23. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
24. The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
25. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting
26. Members may please note that no gifts will be distributed at the Meeting.
27. The Registers maintained pursuant to the provisions of Sections 170 & 189 of the Companies Act, 2013 and rules thereunder will be made available for inspection by Members of the Company at the Meeting.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 26th Annual Report together with the audited statement of accounts of the Company for the financial year ended March 31, 2017.

I- FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company for the financial year ended March 31, 2017 are as under:-

(Figures in Rupees)

Particulars	Year ended 31 st March, 2017	Year ended 31 st March, 2016
Total Revenue	11,16,922	35,55,275
Total Expenses	21,39,110	45,98,895
Profit before tax	(10,22,188)	(10,43,620)
Tax Expenses (including deferred tax)	(2,88,302)	(3,49,772)
Profit/(Loss) after tax	(7,33,887)	(6,93,848)
Shareholder Fund's	1,43,54,339	1,50,88,225

II- REVIEW OF OPERATIONS & BUSINESS UPDATE

KEY FINANCIAL HIGHLIGHTS

Your company has recorded revenue of Rs 11.16 lacs in financial year 2016-17 as compared to Rs 35.55 lacs in financial year 2015-16. The Company has suffered a loss of Rs 7.33 lacs compared to loss of Rs 6.93 lacs recorded in the last financial year.

No amount is carried to reserves as there is no profit. The nature of business remains the same throughout the reported financial year.

III- FUTURE OUTLOOK

Your Management is exploring the means towards improving the financials of the company as well as overall development of the company.

IV- DIVIDEND

In view of accumulated losses, the Directors do not recommend any dividend during the year.

V- PUBLIC DEPOSITS

Your Company had not accepted any Public Deposits under Chapter V of the Act

VI- CHANGES IN DIRECTORS & KMP

Mr. Manoj Gupta

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article 96 of the Articles of Association of the Company, Mr. Manoj

Gupta (DIN: 00061630) Director of the company, retires by rotation at the ensuing Annual General Meeting of the Company, being eligible, offer himself for reappointment.

Mr. Sapan Mohan Garg

During the year Mr. Sapan Mohan Garg (DIN:00061098) relinquished his office as the Director of the company with effect from 30th December, 2016.

Mr. Gyanendra Prakash

During the year Mr. Gyanendra Prakash (DIN:01444823) who was appointed w.e.f 06th June, 2016 as additional director and Managing Director of the company by the board of directors in their meeting held on 30th May, 2016 was ratified and appointed as the Managing Director of the company by the shareholders in their meeting held on 09th September, 2016.

VII- MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, as stipulated under Regulation 34(2)(e), of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with Schedule-V is presented in a separate section forming part of the Annual Report.

VIII- CORPORATE GOVERNANCE REPORT

In terms of Regulation 34 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance along with Compliance Certificate issued by Statutory Auditor's of the Company is attached as **Annexure-1** and forms integral part of this Report (hereinafter "Corporate Governance Report").

IX- AUDITORS

A- STATUTORY AUDITORS

The appointment of M/s Srivastava Kumar & Co, Chartered Accountants, (Firm Registration no:011204N), Statutory Auditors of the Company was ratified in the last AGM held on 09th September, 2016 for a term of 1 year. Their term is going to be expired in the ensuing Annual General Meeting. The Board of directors in their meeting held on 15th July, 2017 on the recommendation of the Audit Committee has recommend to the members M/s M.K Jain & Co, Chartered Accountants, (ICAI Firm Regn No:009694N) as the statutory auditors of the company for a period of five years commencing from financial year 2017-18 and the members may to approve their appointment in the forthcoming Annual General Meeting.

The Report given by the statutory auditors for the financial year 2016-17 on the financial statement of the Company is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

B-SECRETARIAL AUDITORS

The Secretarial Audit was carried out by M/s. Vijay Kaul & Co., Company Secretaries (PCS Registration No. 4722) for the financial year 2016-2017. The Report given by the Secretarial Auditors is annexed as **Annexure-2** and forms integral part of this Report. Explanations to their qualifications are as under:

- 1) CS/CFO-The Company's financial conditions do not allow keeping two separate persons for the post of CS & CFO. Mr. Sumeer Narain Mathur is a qualified Company Secretary and MBA-Finance with solid experience in handling accounts, finance & taxation at senior level apart from handling the company law matters ,therefore Board found him suitable to hold the position of CFO in addition to the post of CS, in compliance of the requirements u/s 203 of the Companies Act,2013.
- 2) DSE- The Company was also listed on Delhi Stock Exchange (DSE). However the DSE has not been accepting listing fees as well as compliances with effect from the financial year 2015-16. Further SEBI vide its circular dated 23rd January, 2017 has allowed the DSE to exit as Stock Exchange. However the Company has not received any written communication in this regard from Delhi Stock Exchange.
- 3) The company has come to know vide Bombay Stock Exchange Limited (BSE) public notice no: 20170223-44 dated 23rd February, 2017 that BSE has placed the securities of the Company under the Graded Surveillance Measure (GSM (Stage-0).
- 4) The Management of the company is of the view that Articles need not required any amendments as per section 5(6) of the Companies Act, 2013 read together with Section 5(9) of the Companies Act,2013. The Management has also considered the FAQ's on Companies Act, 2013 issued by The ICSI, wherein it has clarified that changes in Articles of the Company is not necessary rather it is advisable to adopt the format specified in the Companies Act, 2013 whenever the company amends its Articles

C- FRAUD REPORTED BY AUDITORS UNDER SECTION 143 (12)

During the year under review, the Auditors has not reported any fraud under Section 143 (12) of the Act,

therefore no detail is required to be disclosed under Section 134 sub section 3(ca) of the Act.

X- PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS UNDER SECTION 186.

The company has neither granted nor provided any guarantee or made investment attracting the provisions of section 186 of the Companies Act, 2013.

XI- MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no such material changes and commitments occurred between March 31, 2017 and the date of board report.

XII- INFORMATION PURSUANT TO RULE 8 OF CHAPTER IX OF THE COMPANIES ACT, 2013

A) CONSERVATION OF ENERGY

In absence of any manufacturing activities, no details have been given as required under Section 134 of the Companies Act, 2013 and the rules framed there under.

B) TECHNOLOGY AND FOREIGN EXCHANGE EARNING ETC

In absence of any manufacturing activities, no details have been given as required under Section 134 of the Companies Act, 2013 and the rules framed there under.

C) FOREIGN EXCHANGE EARNING AND OUTGO

There was no foreign exchange earnings and outgo during the year.

XIII- DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a. That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. That 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 loss of the company for that period.

- c. That 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. That the Directors have prepared the annual accounts for the financial year ended March 31, 2017 on a going concern basis.
- e. That 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. That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

XIV- INDEPENDENCE OF INDEPENDENT DIRECTORS

In pursuance of section 149 (7) of the Companies Act 2013, all the Independent Directors have given the declaration of their independence complying with the criteria as prescribed in section 149(6) and has been taken on record.

XV- POLICY ON DIRECTORS, KMP & OTHER EMPLOYEES APPOINTMENT

The company has already having a nomination and remuneration committee to take care of the appointment of Directors, KMP & other employees and determining their qualifications, attributes ,independence etc.

XVI- DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The board has laid down a committee of risk management comprising three independent directors to lead the same and to manage the risk involved in the business of the company.

XVII- DEVELOPMENT AND IMPLEMENTATION OF A POLICY ON CORPORATE SOCIAL RESPONSIBILITY.

The directors are of the view that at present the company doesn't fall in the category of the specified companies abide by the CSR regulations.

XVIII-DETAILS OF TRAINING IMPARTED TO INDEPENDENT DIRECTORS

There has been no specific training programs conducted by the board of directors for the Independent

Directors, however sufficient information about the company's business were provided to them in the board meetings itself

XIX- DETAILS OF VIGIL MECHANISM

The company has laid down its vigil mechanism called "Whistle Blower Policy" for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy. This mechanism also has provision for direct access to the chairperson of the Audit Committee Mr. Vishnu Gopal Rajgarhia in appropriate or exceptional cases.

XX- EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/ Committees was carried out for the financial year 2016-17. The details of the evaluation process are set out in the Corporate Governance Report which forms a part of this report.

XXI- INFORMATION PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 4 & 5 OF THE COMPANIES APPOINTMENT & REMUNARATION OF MANAGERIAL PERSONNEL RULES 2014

A detailed disclosure of the information as required is attached herewith in the board report as **Annexure: 3.**

XXII- EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return in form MGT-9, as stipulated under section 134 of the Companies Act, 2013, is annexed at the end of the Board Report as **Annexure: 4.**

XXIII-DETAILS OF SUBSIDIARIES, JV OR ASSOCIATES ENTERED/CEASED DURING THE YEAR

During the year no Joint Venture Agreement, Subsidiary or associate joined /ceased with the company.

XXIV-DETAILS OF BOARD MEETINGS

During the year, four meetings of Board, four meetings of the Audit Committee, four meetings of the Stakeholders Relationship Committee, and one meeting of Nomination & Remuneration Committee

were convened and held. One meeting of Independent directors was also held. The details are covered in the Corporate Governance report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

XXV PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED IN SUB SECTION 188(1) OF THE COMPANIES ACT, 2013.

The details are mentioned in form AOC-2 and annexed with this board report as Annexure: 5

XXVI-APPRECIATION

Directors wish to place on record their deep thanks and gratitude to;

1. The Central and State Governments as well as their respective Departments and Development Authorities connected with the business of the Company, Bankers of the Company, for their co-operation and continued support.
2. The Shareholders for the trust and confidence reposed and to the Customers for their valued patronage.

3. The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year. Your Directors also wish to place on record their deep sense of appreciation for the contributions made and committed services rendered by the employees of the Company at various levels, to the growth & success of the Company.

For and on behalf of the Board of Director

Director:

Vishnu Gopal Rajgarhia

Din:00480125

Address: C-740, New Friends Colony, New Delhi-110065

Managing Director:

Gyanendra Prakash

Din: 01444823

Address: House no:749, Sector-15, Vasundhara Ghaziabad -201012.

New Delhi

Date:15th July, 2017

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The management of Wellesley Corporation Limited is pleased to present its analysis report on its performance and future outlook.

Industry structure & developments

The Real Estate Sector is one of the most globally recognized sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The real estate sector comprises four sub sectors- housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third amount the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Government of India along with the governments of the respective state has taken several initiatives to encourage the development in the sector. The Smart City Project, where there is a plan to build 100 smart cities, is a prime opportunity for the real estate companies.

Real estate developers, in meeting the growing need for managing multiple projects across cities, are also investing in centralized processes to source material and organize manpower and hiring qualified professionals in areas like project management, architects and engineering.

The growing flow of FDI into Indian real estate is encouraging increased transparency. Developers, in order to attract funding, have revamped their accounting and management systems to meet due diligence standards.

The Indian real estate market is expected to touch \$ 180 billion by 2020. The housing sector alone contributes 5-6 per cent to the country's Gross Domestic Product (GDP).

The Government has passed the Real Estate Regulation Bill, which largely seeks to protect the interest of the allottees/purchasers by ensuring transparency, accountability and efficiency in the construction and execution of real estate projects.

Opportunities & Threats

Opportunities

Real Estate Regulation Act, 2017 (RERA) & biggest tax reform since Independence "Goods & Service Tax" (GST) will help in creating demand in real estate sector.

Threats

Overall slowdown in the Real Estate Sector is a threat for generating sales & liquidity.

Segment –wise or product wise performance

There is no reportable segment as per IAS-108 as, "Trading in Real Estate & related Products & Services" is the main activity of the company during the year, therefore no segment wise disclosures are required.

Outlook

Your Management is exploring the means towards improving the financials of the company as well as the overall development of the company.

Risk & Concerns

Raising capital/loan is a matter of concern.

Internal Control Systems & their adequacy

The company has placed adequate and effective system of internal controls, which are wisely commensurate with the nature of business and its scale of operations. Reviews of the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards including any changes in that is a regular course of action of the company's Audit committee. The Statutory Auditors of the Company have also, in their report to members for the financial year ended on 31st March 2017, confirmed the adequacy of internal control system of the Company.

Discussion on financial performance with respect to operational performance

The Financial Statement for the financial year ended on 31st March, 2017 have been prepared in compliance of the provisions of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountants of India. The Board of Directors accepts the integrity and objectives of these financial statements.

Your company has recorded revenue of Rs 11.16 lacs in financial year 2016-17 as compared to Rs 35.55 lacs in financial year 2015-16. The Company has suffered a loss of Rs 7.33 lacs compared to loss of Rs 6.93 lacs recorded in the last financial year.

Material Development in Human Resources

The company recognizes the fact that manpower is the most vital resource for the real estate sector. The company ensures that its employees are provided the best working environment and compensated with attractive remunerations. Beyond rewarding employees with attractive remunerations, the company constantly endeavourer to create more conducive work environment. Employees are encouraged to be innovative and involved to pursue their goals which are allied with the larger interest of the company. Since the operations of the company are not going on large scale presently, therefore, only two employees are employed by the company.

For and on behalf of the Board of Director

Director: Vishnu Gopal Rajgarhia

Din: 00480125

Address: C-740, New Friends Colony, New Delhi-110065

Managing Director: Gyanendra Prakash

Din: 01444823

Address: House no:749, Sector-15, Vasundhara Ghaziabad -201012.

New Delhi

Date: 15th July, 2017