

We Create Future

POPULAR ESTATE

MANAGEMENT LIMITED

24th

ANNUAL REPORT

2017-2018

SAFE HARBOUR STATEMENT

In this Annual Report we have disclosed forward-looking information [within the meaning of various laws] to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements—written and oral—that we periodically make, contain forward-looking statements that set out anticipated results based on the Management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ 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 materialize or should underlying assumptions prove inaccurate, 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 Corporate Information.

BOARD OF DIRECTORS

Ramanlal Bholidas Patel
Chairman & Managing director

Suresh Natwarlal Patel
Independent Director

Dashrathbhai Bholidas Patel
Whole-Time Director

Purshottam Maganlal Pandya
Independent Director

Saritaben Natwarlal Patel
Woman Director

Rameshbhai Revabhai Patel
Independent Director

COMMITTEES**Shareholders / Investor's Grievance Committee**

Rameshbhai Revabhai Patel
Chairman

Suresh Natwarlal Patel
Member

Dashrathbhai B Patel
Member

Audit Committee

Purshottam Maganlal Pandya
Chairman

Suresh Natwarlal Patel
Member

Ramanlal Bholidas Patel
Member

Nomination & Remuneration Committee

Rameshbhai Revabhai Patel
Chairman

Suresh Natwarlal Patel
Member

Purshottam Maganlal Pandya
Member

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COMPANY INFORMATION**CIN:** L65910GJ1994PLC023287**Registered Office:**

81, 8TH Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, S. G. Highway
Ahmedabad-380054, Gujarat

Contact Details:

Tel.: 091-9033015149

Fax: 079-26854831

Website: www.popularestatemanagment.comEmail: popularestatemanagement@yahoo.co.in**Registrars and Transfer Agents:****Link Intime India Private Limited**

5th Floor, 506 to 508,
Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Nr. St. Xavier's College Centre,
Off C.G. Road, Navrangpura,
Ahmedabad-380009, Gujarat.
Phone: 079-26465179
Fax: 079-26465179
E-mail: ahmedabad@linkintime.co.in

Bankers:

Bank of Maharashtra
Kotak Mahindra Bank Thaltej,

Statutory Auditor

Patel &Jesalpura
803/804, Samudra Annexe,
Near Classic Gold Hotel,
C.G. Road, Navrangpura,
Ahmedabad- 380 006

Secretarial Auditor:

Ronak Doshi and Associates
802, Mahakant Complex,
Opp. V.S. Hospital,
Ellis bridge,
Ahmedabad-380007, Gujarat

IMPORTANT COMMUNICATION TO SHAREHOLDERS**“Green Initiative in the Corporate Governance”**

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Private Limited. The said form is also available on the Company’s **website: www.popularestatemanagement.com**

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

Email Address Registration Form

(For members who holds shares in Physical Form)

POPULAR ESTATE MANAGEMENT LIMITED

Registered Office: 81, 8th Floor, "A" Wing, New York Tower, Opp: Muktidham Derasar, Thaltej,
S. G. Highway, Ahmedabad-380054, Gujarat
CIN: L65910GJ1994PLC023287

Ledger Folio No. _____ No. of Share(s) held: _____

NAME OF THE SHAREHOLDER / JOINT HOLDER:

Email Address :) _____

Contact No. (R) _____ (M) _____

I hereby give my / our consent to receive the Notices, calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this _____ day of _____, 2018.

Note:

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd., 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), besides Business Gala Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat Tele: 07926465179 Tele fax : 079-26465179
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.
- 3) This form is also available on the Company's website:
www.popularestatementmanagement.com

NOTICE

NOTICE is hereby given that the **Twenty fourth** Annual General Meeting of the Members of M/s. Popular Estate Management Limited will be held at registered office of the Company at 81, 8th Floor, "A" Wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054 on Tuesday, 25th day of September, 2018 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited financial statements of the company for the financial year ended on 31st March, 2018 and the Reports of Board of Directors and the Auditors' thereon and in this regard to pass with or without modification the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** audited financial statements of the company for the financial year ended March 31, 2018 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted"

- 2. To appoint a director in place of Mrs. Saritaben Natwarbhai Patel (holding DIN 07074237), Director who retires by rotation and being eligible, offers herself for reappointment and to pass with or without modification the following resolution as Ordinary Resolution:**

"**RESOLVED** that Mrs. Saritaben N Patel, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

- 3. To authorize the Company to invest the funds in excess of the limits prescribed under section 186 of the Companies Act, 2013 and to consider and if thought fit to pass with or without modification the following resolution as Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of section 186 and other applicable rules, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals, contents, sanctions and permissions of the authorities, departments or bodies as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give loan to any person or body corporate; give any guarantee or provide any security in connection with loan to other corporate or person; and provide Inter-corporate loans and accept Inter Corporate deposits, acquire shares by way of subscription, purchase or otherwise of any other body corporate as per the provisions prescribed under section 186 of the Companies Act, 2013, as they may in their absolute discretion deem beneficial and in the interest of Company subject to maximum aggregate amount not exceeding Rs. 100 Crores (Rupees Hundred Crores) at any time together with existing loans and investments."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such deeds, acts, matters and things as it may in its

absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in respect of the investment(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to negotiate the terms, conditions, quantum of investments, and all other related matters and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

Regd. Office:
81, 8th Floor, A-Wing,
“New York Tower”,
Opp. Muktidham Derasar,
Thaltej, S. G. Highway,
Ahmedabad-380054

By Order of the Board
For, Popular Estate Management Limited

Sd/-
Ramanbhai B Patel
Chairman & Managing Director
DIN: 00118530

Sd/-
Dashrathbhai Patel
Whole-time Director
DIN: 00235328

Date: 30th May, 2018

NOTES:

- PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 24TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 11.30 a.m. on Saturday, 22nd September, 2018. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

- In terms of Section 152 of the Companies Act, 2013, Mrs. Saritaben N Patel (DIN: 07074237), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
- Relevant disclosure pursuant to Regulation 36(3) Of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, relating to directors seeking appointment/re-appointment at the Annual General Meeting of the Company:

NAME OF THE DIRECTOR	SARITABEN N PATEL
DIRECTOR IDENTIFICATION NO. (DIN)	07074237
DATE OF BIRTH	22/01/1958
DATE OF APPOINTMENT	21/01/2015
EDUCATION QUALIFICATION	<u>Graduate</u>
BRIEF RESUME INCLUDING EXPERTISE	Good Experience In the field of Administration
DIRECTORSHIP HELD IN OTHER LISTED ENTITES	NIL
CHAIRMAN/MEMBER OF BOARD OF DIRECTORS COMMITTEE IN THE COMPANY	NIL

CHAIRMAN/MEMBER OF DIRECTORS OF OTHER PUBLIC COMPANY IN WHICH SHE IS DIRECTOR:	
a) Audit Committee	NIL
b) Shareholders Committee	NIL
c) Other Committees	NIL
NO. OF SHARES HELD IN COMPANY	29100

4. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item No. 3 is annexed hereto.
5. 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 Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Eight (8) days from Tuesday, 18th day of September, 2018 to Tuesday, 25th day of September, 2018 (both days inclusive).
7. Every shareholder entitled to vote at a meeting of the company or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours prior the time fixed for the commencement of meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that the notice regarding the same should be submitted in writing three days before the meeting date, mentioning the intention to inspect the proxies of the Company.
8. Members are requested to contact Registrar and Transfer Agent (RTA) namely, **Link Intime India Pvt. Ltd., 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), besides Business Gala Centre, Nr. St. Xavier's College Corner, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat** for recording any change of address, bank mandate, ECS or nominations, for updating of email address and for Redressal of complaints members can contact the Compliance Officer at the Registered Office of the Company.
9. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
10. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
11. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. 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. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

13. Shareholders are informed that voting shall be done by the means of polling paper and e-voting. The Company will make the arrangements of polling papers in this regard at the Meeting's Venue whereas details of E-voting are hereby given in this report.
14. Shareholders may note that the notice of the meeting has been placed on the Company's website: www.popularestatemanagement.com.
15. In case of joint holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
16. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participants (DP).
18. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with **National Securities Depository Limited (NSDL)** and the **Central Depository Services Limited (CDSL)**. Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
19. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings; the shareholders should approach to their respective depository participants for making nominations.
20. The route map showing the direction to reach the venue of Annual General Meeting is annexed.
21. Members are requested to note that pursuant to the provisions of Section 125(c) of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for the period of seven years from the date it becomes due for payment should be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. The Company has already transferred the unclaimed/unpaid dividend declared for the year 2007-08 and 2008-09 to the said fund. Members who have so far not claimed the dividends declared for those years(s) are requested to make claim with the Investor Education and Protection Fund (IEPF) of Ministry of Corporate Affairs.
22. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate M/s. **Link Intime India Private Limited**, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
23. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representatives to attend and vote at the Annual General Meeting.

24. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22nd September, 2018 at 9.00 a.m. and ends on 24th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Popular Estate Management Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- I) Mr. Ronak D Doshi (C.P. No. 12725), Proprietor of Ronak Doshi & Associates has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - II) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, 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 and declare the result of the voting forthwith.
 - III) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.popularestatementmanagement.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102[1] OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice.

ITEM NO. 3:-APPROVAL FOR INVESTMENT IN EXCESS OF NETWORTH:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans or giving guarantee or providing security to other persons or other body corporate or as when required.

Pursuant to provision of section 186(3) of the Companies Act, 2013 and rules made thereunder, the Company needs to obtain prior approval of shareholders by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid-up share capital, free reserves and security premium account or one hundred of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to prescribe the limits of making investments, giving guarantee or security or loan up to Rs.100 Crores as set out in the Item No.3 of the notice attached for the approval of shareholders of the Company as a special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is interested in the resolution except to their shareholding of the Company, if any.

Regd. Office:
81, 8th Floor, A-Wing,
“New York Tower”
Opp. Muktidham Derasar,
Thaltej, S. G. Highway,
Ahmedabad-380054

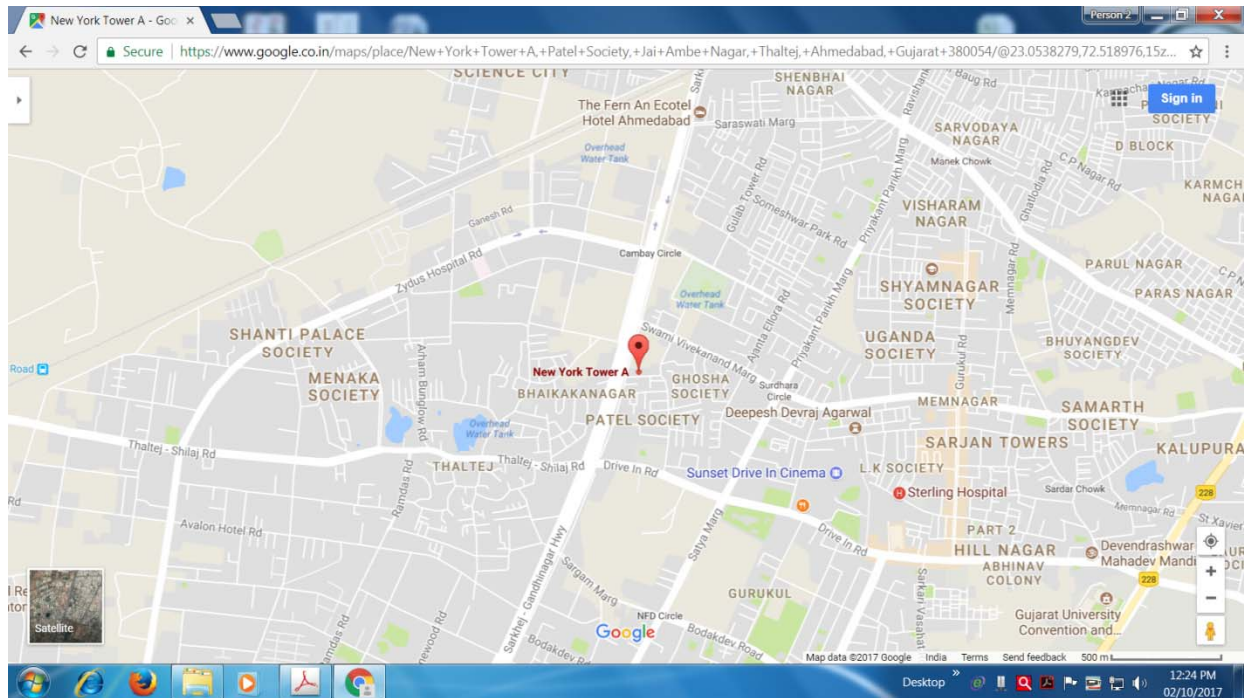
By Order of the Board
For, Popular Estate Management Limited

Sd/-
Ramanbhai B Patel
Chairman and Managing Director
DIN: 00118530
Date: 30th May, 2018

Sd/-
Dashrathbhai B Patel
Whole-time Director
DIN: 00235328

ROUTE MAP

Route Map of the venue of Annual General Meeting to be held on 25th September, 2018 at 11.30 a.m. at 81, 8th Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad-380054, Gujarat.



FORM NO. MGT-11

PROXY FORM

TWENTY FOURTH ANNUAL GENERAL MEETING

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

<p>Name of Shareholder(s):</p> <hr/>
<p>Registered Address:</p> <hr/> <hr/>
<p>E-mail ID (IF ANY):</p> <hr/>
<p>Folio No. /DP ID Client No.</p> <hr/>

I/We, being the shareholder(s) of POPULAR ESTATE MANAGEMENT LIMITED holding _____ (No. of shares), hereby appoint:

1. Name: _____
 Address: _____
 E-mail ID: _____, or failing him: _____

Signature

2. Name: _____
 Address: _____
 E-mail ID: _____, or failing him _____

Signature

As my/our proxy to attend and vote (on a Poll) for me/us and my/our behalf at the Twenty-fourth Annual General Meeting of the Company, to be held on 25th September, 2018 at 11.30 A.M. at 81, 8th Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad-380054, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	OPTIONAL	
		For	Against
	Ordinary Resolutions		
1.	To Consider and adopt the Audited Financial Statements of the company for the Financial Year ended on 31 st March, 2018 and the Reports of Board of Directors and the Auditors' thereon		
2.	To appoint a Director Mrs. Saritaben Natwarbhai Patel (holding DIN 07074237), who retires by rotation and being eligible, offers herself for reappointment		
	Special Business		
3.	To authorize the Company to invest the funds in excess of the limits prescribed under section 186 of the Companies Act, 2013		

Affix Revenue
Stamp of One
Rupee

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of First Proxy Holder

Signature of Second Proxy Holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please 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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The proxy need not to be the member of the Company.
4. All alterations made in the form of proxy should be initialed.

POPULAR ESTATE MANAGEMENT LIMITED

Reg. Off.: 81, 8TH Floor, New York Tower-A,
Opp. Muktidham Derasar, S.G. highway, Ahmedabad-380054
CIN: L65910GJ1994PLC023287
Tel: +91 9033015149 Fax: 079-26854831

Website: www.popularestatemanagment.com E-mail: popularestatemanagement@yahoo.co.in

Attendance Slip

TWENTY-FOURTH ANNUAL GENERAL MEETING TO BE HELD ON 25th SEPTEMBER, 2018 AT 11.30 A.M.

Sr. No.: _____

Reg. Folio/ DP ID & Client ID	
Name & Address of the Member	
Name(s) of Joint holder(s)	
No. of Share(s) held	
Name of Proxy holder	

I/ We hereby record my/ our presence at the **TWENTY FOURTH ANNUAL GENERAL MEETING** ("AGM") of the Members of the Company being held on Tuesday, September 25, 2018, at 11.30 a.m. at 81, 8th Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway Ahmedabad GJ 380054.

Signature of the Shareholder/ Proxy Present

--

Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number (EVSN)	USER ID	Sequence No./Default PAN*
190908040	{Folio}	{Password}

** Only Members who have not updated their PAN with the Bank / Depository Participant shall use default PAN in the PAN Field.*

Note: Please read the instructions under the Notes of Notice of AGM dated September 25, 2018. The e-voting commences on Saturday 22, 2018 (10:00 A.M.) and ends on Monday, September 24, 2018 (5:00 P.M.). The voting module shall be disabled by CDSL for voting thereafter.

DIRECTORS' REPORT

To,
The Members,
Popular Estate Management Limited,
Ahmedabad

Your directors are presenting herewith their Twenty Fourth Annual Report together with the Audited Statements of Accounts for the period ended 31st March, 2018.

FINANCIAL RESULTS:

Particulars	Current Year Ended on 31/03/2018	Previous Year Ended on 31/03/2017
Income from operations	0.00	0.00
Other Income	17,82,657.00	1,01,39,930.00
Depreciation & amortization	19,57,822.00	23,94,113.00
Expenses other than Depreciation	1,55,57,219.00	1,51,51,548.00
Preliminary Exp. Written off	0.00	0.00
Net Profit/(Loss) Before Tax	(1,57,32,384.00)	(74,05,731).00
Compensation received for relinquishment of right to sue	0.00	0.00
Current Tax	0.00	0.00
Deferred Tax	62,279.00	(7,18,576).00
Adjustment of tax relating to earlier periods (Wealth Tax)	20,86,787.00	0.00
Profit/(Loss) After Tax	(1,78,81,450.00)	(66,87,155).00
Proposed Dividend	0.00	0.00
Provision for dividend distribution Tax	0.00	0.00
Profit/(Loss) after Tax & Dividend	(1,78,81,450.00)	(66,87,155).00
Bal. Brought Forward	33,70,17,367.00	34,37,04,522.00
Less : Income Tax paid for previous year	0.00	0.00
Less : Short Provision of Taxes of earlier years	0.00	0.00
Balance Carried to Balance Sheet	31,91,35,917.00	33,70,17,367.00

DIVIDEND:

Due to loss for the F.Y. 2017-18, the Board of Directors has not recommended any dividend for the year 2017-18.

PRESENT OPERATIONS AND FUTURE PROSPECTS:

During the year under review, the Company has not generated any revenue from operation. The net loss after tax for the year under review has been Rs. 1,78,81,450/- as against Rs. 66,87,155/- during the previous financial year. Your Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in future period.

A detailed analysis of the financial results is given in the Management Discussion and Analysis Report, which forms part of this report.

RESERVES AND SURPLUS:

The Company had reserves and surplus of Rs.31,91,35,917/- in the present financial year as against the reserve and surplus of Rs. 337,017,367/- during the previous financial year.

BOARD OF DIRECTORS:

During the Year under review, there is no change in the board of directors of the company. The existing and present structure of Board of Directors is as follows:

Sr. No.	CATEGORY	NAME OF DIRECTORS
<u>Promoter and Executive Director</u>		
1.	Chairman & Managing Director	Ramanbhai Bholdidas Patel
2.	Whole Time Director	Dashrathbhai Bholdidas Patel
<u>Woman Director</u>		
3.	Woman Director	Saritaben Natwarbhai Patel
<u>Independent Directors</u>		
4.	Independent Director	Suresh Natwarlal Patel
5.	Independent Director	Shri. Purshottam Maganlal Pandya
6.	Independent Director	Shri. Rameshbhai Revabhai Patel

SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY:

The company has no subsidiary company, Joint Venture Company or Associate Company.

PUBLIC DEPOSIT:

During the year under review your Company has not accepted deposit from public as envisaged by Chapter V of the Companies Act, 2013.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, contracts or arrangements entered into with the related party, as defined under section 2(76) of the Companies Act, 2013 were in the ordinary course of business and on arm's length basis. Details of transactions pursuant to compliance of section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 are annexed herewith as per **Annexure-A** in the **FORM AOC-2**.

During the year the company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company and stakeholders at large. Suitable disclosures as required are provided in AS-18 which is forming part of the notes to the financial statement.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The requisite details as required by Section 134(3)(e), Section 178(3) & (4) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are annexed as **Annexure B** to this Report.

CHANGE IN THE NATURE OF BUSINESS:

There is no Change in the nature of the business of the Company during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/OUTGO:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant data pertaining to conservation of energy, technology absorption are not applicable and hence, not given. Moreover, the Company has no Foreign Exchange earnings and outgo.

PARTICULARS OF EMPLOYEES:

There are no employees drawing the remuneration in excess of limits prescribed under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further the following details form part of **Annexure C and Annexure D** to the Board's Report:

- i) Pursuant to Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 statement containing the names and other particulars of top ten employees in terms of remuneration drawn by them- **Annexure C**
- ii) Disclosure under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- **Annexure D**

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No such material changes and commitments, affecting the financial position of the company have occurred and hence no comments required.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

CHANGES IN SHARES CAPITAL:

The Company has not made any changes in the share capital of the company during the year under review.

INSURANCE:

All the assets of the company are adequately insured and the Company has developed proper system for taking insurance on all its insurable assets in order to mitigate the risk.

COMPLIANCE OFFICER:

Mr. Dashrathbhai B Patel has been Compliance Officer of the Company till the vacancy is fulfilled. The Company is in search of a member of ICSI for the post of Company Secretary and Compliance Officer.

AUDITORS:**I. STATUTORY AUDITORS & AUDITORS' REPORT:**

In accordance with 139 of the Companies Act, 2013 from M/s Patel & Jesalpura., Chartered Accountants, (FRN:120802W) were appointed by the shareholders of the company at the 21st Annual General meeting as Statutory Auditors for a period of 5 years to hold office until the conclusion of the 25th Annual General Meeting.

The Ministry of Corporate Affairs vide its Notification dated May 7, 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, approval of the Members for the ratification of Auditor's appointment is not being sought at the ensuing Annual General Meeting.

AUDITORS' REPORT:

The Auditors' Report does not contain any qualification, reservation or adverse remark(s) on the financial statements for the year ended March 31, 2018. The notes of accounts referred to in the auditors' report are self explanatory and therefore do not require any further comments.

II. INTERNAL CONTROL AUDITOR AND SYSTEM:

Pursuant to the provisions of section 138 of the Companies Act and rules made there under, the company has proper system of Internal Control and it has also appointed internal auditor to look after the matters of internal control.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with rules 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of annual return is annexed herewith as **MGT-9** and forming part of the report as **Annexure "E"**.

III. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Company has appointed M/s. Ronak Doshi & Associates, Practicing Company Secretary to undertake Secretarial Audit for the financial year ended on 31st March, 2018. Secretarial Audit Report is attached to this report as Form **MR-3 as Annexure F**. The Board has duly reviewed the Secretarial Auditor's Report and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors as provided under section 134 of the Act.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Due to continuously loss for the last three financial years, Section 135 of Companies Act, 2013 related to Corporate Social Responsibility is not applicable to the Company.

ENVIRONMENT, HEALTH AND SAFETY:

The Company accords the highest priority to Environment, Health and Safety. The management is constantly reviewing the safety standards of the employees and the management believes in the concept of sustainable development.

MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:**i. Vigil Mechanism / Whistle Blower Policy:**

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

ii. Business Conduct Policy:

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the Policy. The objective of the Policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

AUDIT COMMITTEE:

Audit Committee is constituted by the company comprising two independent Non-Executive Directors viz. Shri. Purshottam M. Pandya, Chairman (having financial and accounting knowledge) and Shri. Suresh N Patel, as well as Mr. Ramanbhai B Patel, Promoter and Executive Director as members. The constitution of Audit Committee meets with the requirements under Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

The Committee periodically discussed the Financial Reporting process, reviewed the Financial Statements, and discussed the quality of the applied accounting principles and significant judgment that affected the Company's Financial Statements. Before presenting the audited accounts to the members of the Board, the Audit Committee recommended the appointment of the statutory auditors, subject to the Board's approval. The audit Committee reviewed with adequacy of internal control systems with the management, statutory and internal auditors.

INDUSTRIAL RELATIONS:

Industrial Relations during the year under review continued to be cordial.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no money lying with the Company which is to be required transferred to Investor Education and Protection Fund and the company has already transferred to IEPF the unclaimed dividend amount for the F.Y. 2007-08 and 2008-09.

ACCOUNTING STANDARDS AND FINANCIAL REPORTING:

The Company incorporates the accounting standards as and when issued by the Institute of Chartered Accountants of India. The Company Complied with the Stock Exchange and legal requirement concerning the Financial Statements at the time of preparing them for the Annual Report. Moreover, the Balance sheet of the Company has been converted and presented as per Indian Accounting Standards –IND AS.

CORPORATE GOVERNANCE AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

In terms of Regulation 34(3) and 53(f) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Corporate Governance Report, the Management Discussion & Analysis Statement, and the Auditors' Certificate regarding Compliance of Conditions of Corporate Governance are part of this Annual Report.

DEMATERIALISATION OF EQUITY SHARES:

As per direction of the SEBI and Bombay Stock Exchange Limited, the shares of the Company are under compulsory demat form. The Company has established connectivity with both the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited and the demat activation number allotted to the Company is ISIN: INE370C01015. Presently shares are held in electronic and physical mode (87.25% of shares in Demat, 12.75% in physical mode).

LISTING:

The equity shares of the company are listed in the Bombay Stock Exchange Limited which has the connectivity in most of the cities across the country.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of board of directors and the attendance of the directors in the same is mentioned in Corporate Governance Report.

NUMBER OF MEETINGS OF THE AUDIT COMMITTEE:

The Audit Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of Audit Committee and the attendance of the directors in the same is mentioned in Corporate Governance Report.

NUMBER OF MEETINGS OF THE NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee duly met at regular intervals during the mentioned financial year and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The details regarding the meetings of Nomination and Remuneration Committee and the attendance of the directors in the same is mentioned in Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL ACT, 2013):

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provision of section 134(5) the Board confirms and submits the Director's Responsibility Statement:-

- a) in 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 or loss of the company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records 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; and
- e) the directors, in the case of a listed company, 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 system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS:-

The following directors are independent in terms of Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure requirements) Regulations 2015;

1. Mr. Rameshbhai Revabhai Patel
2. Mr. Purshottam M Pandya
3. Mr. Suresh N Patel

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

During the period under report, the Company has not provided any loans, guarantee or security to any person or Body Corporate under Section 186 of the Companies Act, 2013. Moreover, the advances which were already given before the year has been repaid and it is within the limit covered under Section 186 of the Companies, Act, 2013.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually, as well as, the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship Committees. The performance of the Board was evaluated by the Board after seeking feedback from all the Directors on the basis of the parameters/criteria, such as, degree of fulfillment of key responsibility by the Board, Board Structures and Composition, establishment and delineation of responsibilities to the Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics and, Quality of relationship between the Board and the Management. The performance of the committees viz. Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee was evaluated by the Board after seeking feedback from Committee members on the basis of parameters/criteria such as degree of fulfillment of key responsibilities, adequacy of committee composition, effectiveness of meetings, committee dynamics and, quality of relationship of the committee with the Board and the Management.

RISK MANAGEMENT:

The Company has developed and implemented a risk management system which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out.

ACKNOWLEDGMENT:

Your Directors wish to place on record their sincere appreciation to the financial institutions, Company's bankers and customers, vendors and investors for their continued support during the year.

Your Directors are also pleased to record their appreciation for the dedication and contribution made by employees at all levels who through their competence and hard work have enabled your Company achieve good performance year after year and look forward to their support in future as well.

**Regd. Office:
81, 8th Floor, A-Wing,
"New York Tower"
Opp. Muktidham Derasar,
Thaltej, S. G. Highway,
Ahmedabad-380054**

Date: 30th May,2018

**By Order of the Board
For, Popular Estate Management Limited**

**Sd/-
Ramanbhai B Patel
Chairman & Managing Director
DIN: 00118530**

**Sd/-
Dashrathbhai B Patel
Whole-time Director
DIN: 00235328**

ANNEXURE-A

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Sr. No.	Particulars	Details
1.	DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS	THERE WERE NO TRANSACTIONS OF ARRANGEMENTS WHICH WERE NOT AT ARM'S LENGTH BASIS
(a)	Name(s) of the related party and nature of relationship	
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	
2.	DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS	
(a)	Name(s) of the related party and nature of relationship	A) Directors 1. Ramanbhai B Patel 2. Dashrathbhai B Patel
(b)	Nature of contracts/arrangements/transactions	1. Remuneration of Rs. 15,00,000 paid and deposit of Rs. 5,92,52,346 is accepted 2. Remuneration of Rs. 12,00,000 paid and deposit of Rs. 5,59,38,713 is accepted
(c)	Duration of the contracts/arrangements/transactions	NA
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	NA
(e)	Date(s) of approval by the Board, if any:	30/05/2017
(f)	Amount paid as advances, if any:	NA

ANNEXURE-B

POLICY OF THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY**Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel:****THE COMMITTEE SHALL:**

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person are adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Directors as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provision of the Companies Act, 2013 and the Rules made thereunder or for any other reasons as may be justified by the Committee.

TERM OF APPOINTMENT:

The term of Appointment of Managing Director/Whole-time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

RETIREMENT:

The Managing Director/Whole-time Directors and Independent Directors of the Company shall be subject to retirement as per applicable to the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfillment of the requirements as mentioned in Companies Act, 2013.

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

1. Evaluation of performance of Board and Individual Directors:
 - a. Achievement of financial/business targets as fixed by the Board;
 - b. Proper development, management and execution of business plans;
 - c. Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
 - d. Establishment of an effective organization structure;
 - e. Participation in the Board/Committee Meetings;
 - f. Integrity and maintenance of confidentiality;
 - g. Any other criteria that may be considered necessary for the evaluation of the performance of the Board may be considered by the Committee.
2. Evaluation of performance of Committees:
 - a. Discharge of its functions and duties as per its terms of reference;
 - b. Effectiveness of suggestions and recommendations received;
 - c. Conduct of its meeting and procedures followed in this regard.
3. Review of the Implementation of this policy:

The Committee shall review the implementation and compliance of this policy at least once in a year.

POLICY FOR REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration of Directors and Key Managerial Personnel must be in accordance to the Companies Act, 2013 and the Rules made there under. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

The relationship of remuneration to the performance is clear and meets appropriate performance benchmarks.

ANNEXURE-C
PARTICULARS OF EMPLOYEES AS PER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF THE PERSONNEL) RULES, 2014

SR. NO	NAME & DESIGNATION	REMUNE-RATION (PER ANNUM)	NATURE OF EMPLOYMENT	QUALIFIC ATION & EXPERIEN CE	YEAR/DATE OF COMMENCE MENT OF EMPLOYMEN T & HIS/HER AGE	LAST EMPLOYM ENT HELD	% OF EQUITY SHARES HELD	RELATIVE OF ANY DIRECTOR/ MANAGER OF THE COMPANY
1.	RAMANBHAI BHOLIDAS PATEL- Managing Director	15,00,000	NON- CONTRACTUAL	B.Com Graduate +Diploma Exp. Of 40 years	14/10/1994 AGE – 63	N.A.	8.58%	SELF
2.	DASHRATHBHAI BHOLIDAS PATEL- Whole time Director	12,00,000	NON- CONTRACTUAL	B.Com Graduate Exp. of 35 years	14/10/1994 AGE - 58	N.A.	6.20%	Brother of Ramanbhai B Patel
3.	Rambhai Prajapati-General Manager	2,40,000	NON- CONTRACTUAL	B.Com Exp. of 44 years	01/12/2010 Age—67	Dharmdev Builders Ltd.	Nil	Not related
4.	Alpesh J Patel-Senior Accountant	1,80,000	NON- CONTRACTUAL	B.Com, LLB Graduate Exp. of 30 years	15/12/2014 Age-55	RKC Infrabuild Pvt. Ltd.	Nil	Not related
5.	Manish L Rajput-Driver	1,80,000	NON- CONTRACTUAL	10 th Pass Exp. of 23 years	01/11/1994 Age: 50	N.A.	0.01%	Not related
6.	Vishwanath A Raval-Driver	1,75,200	NON- CONTRACTUAL	7 th Pass 23 years	01/11/1994 Age: 50	N.A.	0.01%	Not related
7.	Beenaben D Dave-receptionist	1,62,000	NON- CONTRACTUAL	12 TH Pass Exp. of 27 years	14/10/1994 Age-47	N.A.	0.01%	Not related
8.	Harshaben S Shah	1,46,400	NON- CONTRACTUAL	B.Com Exp. of 23 years	01/12/1994 Age: 49	N.A.	0.01%	Not related
9.	Rajesh D Patel-Peon	1,29,600	NON- CONTRACTUAL	9 th Pass 23 years	01/11/1994 Age-48	New Sorath Mill	0.01%	Not related
10	Ramesh N Parekh-Peon	1,14,000	NON- CONTRACTUAL	9 th Pass 23 years	01/11/1994 Age-52	N.A.	0.01%	Not related

ANNEXURE-D

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

- A. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-18.

Sr. No.	Name of the Director	Remuneration	Median Remuneration	Ratio
1.	Ramanbhai B Patel	15,00,000/-	1,77,500/-	8.45:1
2.	Dashrathbhai B Patel	12,00,000/-	1,77,500/-	6.76:1

- B. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, in the financial year 2017-18.

Sr. No.	Name of the Director	Designation	% Increase
1.	RAMANBHAI BHOLIDAS PATEL	MANAGING DIRECTOR	0%
2.	DASHRATHBHAI BHOLIDAS PATEL	WHOLE TIME DIRECTOR	0%

- C. The percentage increase in the median remuneration of employees in the financial year 2017-18: 0%
- D. The number of permanent employees on the rolls of the Company in the Financial Year 2017-18: 10
- E. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average remuneration increase for non-managerial personnel of the Company during the financial year was 0% and the average remuneration increase for the managerial personnel was 0%. Remuneration increase or decrease depends on the Company's performance as a whole, individual performance level and also market benchmarks.

- F. Affirmation that the remuneration is as per the remuneration policy of the Company; It is affirmed that the remuneration paid is as per the remuneration policy of the Company.

ANNEXURE-E

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

*[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]*

I. REGISTRATION & OTHER DETAILS:

SR. NO.	PARTICULARS	DETAILS
1.	CIN	L65910GJ1994PLC023287
2.	REGISTRATION DATE	14/10/1994
3.	Name of the Company	POPULAR ESTATE MANAGEMENT LIMITED
4.	Category/Sub-category of the Company	Non-Government Public Company Limited by shares
5.	Address of the Registered office	81, 8th Floor, "A" wing, New York Tower, Opp. Muktidham Derasar, Thaltej, S. G. Highway, Ahmedabad-380054.
6.	E-mail ID	popularestatemanagement@yahoo.co.in
7.	Whether listed company	YES (LISTED ON BOMBAY STOCK EXCHANGE)
8.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited. 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's College Centre, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat Email id: ahmedabad@linkintime.co.in Phone: +91 79 26465179 /86 / 87 Fax: +91 79 26465179 Website: www.linkintime.co.in

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:

SR. NO.	NAME & DESCRIPTION OF MAIN PRODUCTS/SERVICES	NIC CODE OF PRODUCT/SERVICE	% OF TOTAL TURNOVER OF THE COMPANY
1.	Real Estate	70	0

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES: N.A.

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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 year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
Individual/HUF	8854955	500000	9354955	66.82	8854955	500000	9354955	66.82	0	0
Central or State Govern.	0	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0	0
Bank/FI	0	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	8854955	500000	9354955	66.82	8854955	500000	9354955	66.82	0	0
(2) Foreign	0	0	0	0	0	0	0	0	0	0
NRI- Individuals	0	0	0	0	0	0	0	0	0	0
Other Individuals	0	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0	0
Any other	0	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (2)	8854955	500000	9354955	66.82	8854955	500000	9354955	66.82	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	8854955	500000	9354955	66.82	8854955	500000	9354955	66.82	0	0
B. PUBLIC SHAREHOLDING										
(1) Institutions										
Mutual Funds	0	0	0	0	0	0	0	0	0	0
Banks/FI	0	0	0	0	0	0	0	0	0	0
Central govt.	0	0	0	0	0	0	0	0	0	0
State Govt.	0	0	0	0	0	0	0	0	0	0
Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0	0
FIIS	0	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
Others (NRI)	0	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0	0	0
(2) Non Institutions	0	0	0	0	0	0	0	0	0	0
a) Bodies corporate										
i) Indian	2256157	36900	2293057	16.38	2255628	36900	2292528	16.37	(529)	(0.01)

ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	168196	308000	476196	3.40	168725	308000	476725	3.41	529	0.01
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	933177	940700	1873877	13.38	933177	940700	1873877	13.38	0	0
c) Others (Clearing Member)	162	0	162	0.00	162	0	162	0.00	0	0
Hindu Undivided Family	1953	0	1953	0.01	1953	0	1953	0.01	0	0
SUB TOTAL (B)(2):	3359645	1285600	4645245	33.18	3359645	1285600	4645245	33.18	0	0
Total Public Shareholding(B)=(B)(1)+(B)(2)	3359645	1285600	4645245	33.18	3359645	1285600	4645245	33.18	0	0
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	0	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A=B+C)	12214600	1785600	14000200	100.00	12214600	1785600	14000200	100.00	0	0.00

(ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Promoters 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 the total shares of the Company	% of shares pledged encumbered to total shares	No. of Shares	% of the total shares of the Company	% of shares pledged encumbered to total shares	
1.	KOKILABEN CHHGANBHAI PATEL	1205700	8.61	0	1205700	8.61	0	
2.	RAMANBHAI BHOLIDAS PATEL	1200700	8.58	0	1200700	8.58	0	
3.	MAYURIKABEN RAMANLAL PATEL	1006500	7.19	0	1006500	7.19	0	
4.	CHHAGANLAL BHOLIDAS PATEL	970900	6.93	0	970900	6.93	0	
5.	LATABEN DASHARTHBHAI PATEL	897900	6.41	0	897900	6.41	0	
6.	MAUNANG RAMANBHAI PATEL	878800	6.28	0	878800	6.28	0	
7.	DASHRATHBHAI BHOLIDAS PATEL	868000	6.20	0	868000	6.20	0	
8.	PRATHMESH CHHAGANLAL PATEL	746900	5.33	0	746900	5.33	0	
9.	VIKRAM CHHAGANLAL PATEL	684000	4.89	0	684000	4.89	0	
10.	KRUPESH JAYANTILAL PATEL	500000	3.57	0	500000	3.57	0	
11.	PRIYESH RAMANLAL PATEL	132500	0.95	0	132500	0.95	0	
12.	KRINESH NATWARLAL PATEL	81310	0.58	0	81310	0.58	0	
13.	RUNALI VIKRAM PATEL	56700	0.40	0	56700	0.40	0	
14.	BHUMI PRATHMESH PATEL	36996	0.26	0	36996	0.26	0	
15.	SARITABEN NATWARBHAI PATEL	81310	0.58	0	81310	0.58	0	
16.	FIZU M PATEL	56700	0.40	0	56700	0.40	0	
17.	KOMAL PRIYESH PATEL	36996	0.26	0	36996	0.26	0	
18.	EKTA KRINESH PATEL	81310	0.58	0	81310	0.58	0	
	TOTAL	9354955	66.82	0	9354955	66.82	0	

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sr. No.		Share holding at the beginning of the Year		Cumulative Share holding 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	9354955	66.82	9354955	66.82
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NO CHANGE			
	At the end of the year	9354955	66.82	9354955	66.82

(iv)) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sr. No.	For Each Of The Top 10 Shareholders	Share holding at the beginning of the Year		Cumulative Share holding 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	3055356	21.82	3055356	21.82
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year (or on the date of separation, if separated during the year)	3055356	21.82	3055356	21.82

DETAILS OF TOP TEN SHAREHOLDERS:

SR. NO.	NAME OF THE SHAREHOLDERS	Share holding at the beginning of the Year		Transaction During the year	Share holding at the end of the Year	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company
1	Pioneer Infrastructure Ltd.	687000	4.91	-	687000	4.91
2	Rakesh Jayantilal Patel	500000	3.57	-	500000	3.57
3	Falguni Rakesh Patel	400000	2.86	-	400000	2.86
4	Kalabhai Hirabhai Patel	331408	2.36	-	331408	2.36
5	Ranjanben B Patel	300000	2.14	-	300000	2.14
6	Krinesh Farms Pvt. Ltd.	206527	1.48	-	206527	1.48
7	Vikram Farms Pvt. Ltd.	202421	1.45	-	202421	1.45
8	Ramyuri Farms Pvt. Ltd.	143000	1.02	-	143000	1.02
9	Maunang Farms Pvt. Ltd.	143000	1.02	-	143000	1.02
10	Prathmesh Farms Pvt. Ltd.	142000	1.01	-	142000	1.01
	TOTAL	3055356	21.82	-	3055356	21.82

(v) SHAREHOLDING OF DIRECTORS & KMP

Sr. No.	For Each Of The Directors and KMP	Share holding at the beginning of the Year		Share holding at the end of 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	2102600	15.02	2102600	15.02
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)			NO CHANGE	
	At the end of the year (or on the date of separation, if separated during the year)	2102600	15.02	2102600	15.02

SHAREHOLDING OF DIRECTORS:

SR. NO.	NAME OF THE SHAREHOLDERS	Share holding at the beginning of the Year		Transaction During the year	Share holding at the end of the Year	
		No. of Shares	% of Total Shares of the Company		No. of Shares	% of Total Shares of the Company
1	Ramanbhai B Pat(Chairman and Managing Director)	1200700	8.58	-	1200700	8.58
2	Suresh N Patel (Director)	300	0.002	-	300	0.002
3	Purshottam M Pandya (Director)	2000	0.01	-	2000	0.01
4	Rameshbhai R Patel (Director)	2500	0.02	-	2500	0.02
5	Saritaben Natwarbhai Patel	29100	0.21	-	29100	0.21
6	Dashrathbhai Bholidas Patel	868000	6.20		868000	6.20

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Additions	60,37,534	115,191,059	0	12,12,28,593
Reductions	0	0	0	0
Net Change	60,37,534	115,191,059	0	12,12,28,593
Indebtedness at the end of the financial year				
i) Principal Amount	60,37,534	115,191,059	0	12,12,28,593
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	60,37,534	115,191,059		12,12,28,593

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/MANAGER				Total Amount
		Ramanbhai B Patel (MD)	Dashrathbhai B Patel (WTD)			
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	Rs. 1,25,000 p.m. aggregating to Rs. 15,00,000 p.a.	Rs. 1,00,000 p.m. aggregating to Rs. 12,00,000 p.a.			27,00,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	NIL	NIL	NIL	NIL	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL	NIL	
2.	Stock option	NIL	NIL	NIL	NIL	
3.	Sweat Equity	NIL	NIL	NIL	NIL	
4.	Commission as % of profit others (specify)	NIL	NIL	NIL	NIL	
5.	Others, please specify	NIL	NIL	NIL	NIL	
	Total (A)	15,00,000	12,00,000	NIL	NIL	27,00,000
	Ceiling as per the Act					

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1.	Independent Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify		Not Applicable	
	Total (1)			
2.	Other Non Executive Directors			
	(a) Fee for attending board committee meetings			
	(b) Commission			
	(c) Others, please specify			
	Total (2)			
	Total =(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act.			

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

Sr. No.	Particulars of Remuneration	Key Managerial personnel				Total
		CEO	CFO	Company Secretary	Total	
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) of the Income Tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					
2.	Stock option					
3.	Sweat Equity					
4.	Commission as % of profit others (specify)					
5.	Others, please specify					
	Total					

Not Applicable

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

There are no penalties or punishments or compounding offences occurred in the name of Company or Directors or Both and neither any officers are in default.



Practicing Company Secretary

PHONE: 079-26636789 M: +91-9033009739 EMAIL: rajronak333@yahoo.com

ANNEXURE -F

MR-3

Secretarial Audit Report

For the Financial year ended on **31st March 2018**

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

To,

The members,

POPULAR ESTATE MANAGEMENT LIMITED

81, 8TH FLOOR, New York TOWER-A,

OPP. MUKTIDHAM DERASAR,

S.G. HIGHWAY, THALTEJ, AHMEDABAD-54

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Popular Estate Management Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's Books, Papers, Minute Books, 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, I hereby report that in my opinion, the Company has, during 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. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Popular Estate Management Limited**("The Company") as given in **Annexure I** 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 thereunder to the extent applicable;
 - II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (However, no foreign transaction was done by the Company);

- V. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
 - d) The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014,
3. I have been informed by the Company that there are no specific laws applicable to the Company considering the nature of its business.
4. I have also examined compliance with the applicable clauses of the following:
- i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
 - ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above except *appointment of Company Secretary in whole-time employment and Chief Financial Officer (CFO)*

as Key Managerial Personnel (KMP). The management has explained that they are under process of appointment of both KMPs.

I 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is 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.

During the period under review all the decisions in the Board Meetings were carried out unanimously in compliance with the provisions of the Act.

I have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for system and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in Annexure II.

I further report that based on the information received from management and records maintained 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.

I further report that during the audit period the Company has no specific events/actions having a major bearing on the Company's Affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

Place: Ahmedabad

Date: 30/05/2018

For, Ronak Doshi & Associates

Sd/-

Ronak D Doshi

Proprietor

Practicing Company Secretary

Membership No. 23712

C.P. No. 12725

Annexure I

1. Memorandum and Articles of Association of Company
2. Annual Report for the financial year ended on 31st March, 2017
3. Maintenance of various statutory registers and documents and making necessary entries therein;
4. e-Forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report.;
5. Notice of Board meetings and Committee meetings of Directors;
6. Agenda and Minutes of proceedings of General Meetings and of the Board and its Committee meetings along with attendance register;
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184, 164(2) and 149(7) of the Companies Act, 2013.
8. Intimations received from all the Directors and Designated Employees under the Internal Code for Prohibition of Insider Trading Code.
9. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year under report.
10. Various Policies made under the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure II

- i) Indian Contract Act, 1872
- ii) Income Tax Act, 1961 and Indirect Tax Laws
- iii) Indian Stamp Act, 1999
- iv) Minimum wages Act, 1948
- v) Payment of Bonus Act, 1965
- vi) Other laws related to real estate industry

**RONAK DOSHI & ASSOCIATES**

Practicing Company Secretary

PHONE: 079-26636789 M: +91-9033009739 EMAIL: rajronak333@yahoo.com

To,
The Members,
POPULAR ESTATE MANAGEMENT LIMITED
81, 8TH FLOOR, New York TOWER-A,
OPP. MUKTIDHAM DERASAR,
S.G. HIGHWAY, THALTEJ, AHMEDABAD-54

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility:

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. My responsibility is to express opinion on these secretarial records, systems, standards and procedures based on my audit.
3. Whenever, required, we have obtained the management's representation about the compliance of law, rules and regulations and happening of events etc.

Disclaimer:

4. The Secretarial Audit Report is neither an assurance as to the future visibility of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 30/05/2018

For, Ronak Doshi & Associates

Sd/-
Ronak D Doshi
Practicing Company Secretary
Membership No. 23712
C.P. No. 12725

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A. BUSINESS HIGHLIGHTS :****Turnover:**

Popular Estate Management Limited has no turnover in financial year 2017-2018.

Employee Benefit Expenses:

Employee's emoluments (other than managerial remuneration) are Rs.15.73 during the year as against Rs.13.77 Lac during the previous year.

Administrative and Other Expenses:

Major components of administrative and other expenses includes printing and stationary, audit fees, advertisement expenses, postage and stamps, listing fees, insurance premium etc. Administrative and other expenses for the year amounted to Rs.90.61 Lac as against Rs.108.54 Lac during the previous year.

Interest and Finance Charges:

Interest and finance charges / bank charges during the year come to Rs.22.23 as against Rs.2.20 Lac during the previous year.

Depreciation:

Depreciation charge for the current year came to Rs.19.58Lac as against Rs. 23.94 Lac of the previous year.

Provision for Tax:

The Company has not earned any income during this year and hence does not make any provision towards current tax. In the previous year the Company has made loss so there is no provision for current tax. As there is no dividend payable this year, the company has not provided any amount for dividend distribution tax. Only adjustment of Rs. 20.87 Lac against wealth tax of prior period is made.

Profit/Loss after Tax:

During the bearish trend in the real estate sector, the Company has made loss in the current year Rs. 178.81 Lac as against loss of Rs.66.87 Lac during the previous year. The Directors are hopeful for the better performance in the future.

Earnings per Share:

Basic and diluted earnings per share for the current year worked out to Rs. (1.28) as against Rs. (0.48) during the previous year.

Financial Condition:**Non Current Liabilities:**

The Company's Non Current Liabilities includes Long Term borrowings Rs.1212.29lacsbut in the as against No Long Term Borrowings of the previous year.

Current Liabilities:

Company's Current Liabilities includes Trade payables and Other Current Liabilities which are amounting to Rs. 40.18lacs as at 31st March 2018 against Rs.9.81lacsof the previous year.

Fixed Assets:

Net block of the fixed assets at the end of the year is Rs.145.17Lac as against Rs. 88.93 Lac in the previous year.

Long Term Loans and Advances:

Noncurrent investments of the company are Rs. 52.48Lacsas at 31st March 2018 against Rs. 279.63Lacswhich was at 31st March 2017.

Current Assets:

During the year, the Company has current assets of Rs. 5568.04Lacs against Rs. 4335.90Lacs of the previous year.

B. SEGMENT WISE PERFORMANCE :

The company is operating in only one segment i.e. Infrastructure / Construction. However, the infrastructure/ construction/real estate sector is very down since last many years and hence it affects the performance of the company.

C. AN INDUSTRY OVERVIEW :

The management is confident of improvement in the company's working in the near future with fast growth.

The scenario of the infrastructure industry and economy in general is bearish due to demonetization even after the industry is exposed to competition with policy of the government. The process of development, increasing thrust of the government on the infrastructure industry, the future of industry appears quite bright.

D. SWOT ANALYSIS OF THE COMPANY :**Strength:**

- Management depth and ability to manage client / customer relationships
- Enhanced presence in the market through clientele basis

Opportunities and Threats:

The infrastructure industry is subject to tough competition amongst various segments within and outside the country. The threat of competition is comparatively less in the area

in which your company is operating. The increase in demand from business sector will provide opportunity to your company to increase more market share. Moreover, Indian infrastructure industry witnessing changes in business dynamics.

E. RISKS AND CONCERNS :

Your company is mainly focusing on manpower and the intelligence. Apart from the risk on account of interest rate and regulatory changes, business of the company are exposed to certain operating business risks, which is mitigated by regular monitoring and corrective actions. The company has taken necessary measures to safe guard its assets and interest etc. The risk of changes in the governmental policies is also there.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and to monitor internal business process, financial reporting and compliance with applicable laws.

The internal control system has been designed so as to ensure that the financial and other records are reliable and reflects a true and fair view of the state of the Company's business. A qualified and independent committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

G. HUMAN RESOURCE MANAGEMENT :

The Company believes that human resource is the most important assets of the organization. It is not shown in the corporate balance sheet, but influences appreciably the growth, progress, profits and the shareholders' values. During the year your company continued its efforts aimed at improving the HR policies and processes to enhance its performance. The vision and mission of the company is to create culture and value system and behavioral skills to insure achievement of its short and long term objectives.

Cautionary Statement:

Statement made in the Management Discussion and Analysis Report describing the company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the markets in which the company operates changes in the government regulations, tax laws & other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT

Corporate Governance and practices in accordance with the provisions of Regulation 34 of SEBI (LODR) Regulations, 2015:

1. Company's philosophy on Code of Governance :

The Company's Philosophy on investor service and protection envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders including shareholders, employees, the government and lenders. The Company is committed to achieve the highest standards of corporate governance. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time. The Company continues to take necessary steps towards achieving this goal.

2. Board of Directors :

Composition:

The present Board of Directors consists of half of Non-executive/ Independent directors. As of date, the Board Comprises of 3 (three) whole time/ executive directors and 3 (Three) non executive and independent directors.

The company has an executive chairman and the number of non-executive/independent directors is 50% of the total number of directors. The Company, therefore, meets with the requirements relating to the composition of the Board of Directors.

The composition and category of Directors are as follows:

CATEGORY	NAME OF DIRECTORS
Promoter & Executive Director	Shri. Ramanbhai B. Patel (Chairman & Managing Director) Shri. Dashrathbhai B. Patel (Whole Time Director) Smt. Saritaben N Patel (Promoter woman Director)
Independent Directors	Shri. Purshottambhai M. Pandya (Independent Director) Shri. Sureshbhai N. Patel (Independent Director) Shri. Rameshbhai R Patel (Independent Director)

Disclosure of relationships between Directors inter-se:

Name of directors	Relationship with other Director
Shri. Ramanbhai B. Patel	Brother of Shri. Dashrathbhai B. Patel Whole-time Director of the Company.
Shri. Dashrathbhai B. Patel	Brother of Shri. Ramanbhai B. Patel, Chairman & Managing Director.
Shri. Purshottambhai M. Pandya	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Sureshbhai N. Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Shri. Rameshbhai R Patel	Not, in any way, concern / interested / related with any of the other directors of the company
Smt. Saritaben N Patel	Wife of Late Shri Natwarlal B Patel and Sister in Law of Shri Ramanbhai B Patel and Dashrathbhai B Patel

Attendance of each Director at the Board meetings, Last Annual General Meeting and Number of Other Directorships and Chairmanships / Memberships of Committees of each Director in various companies, during the year 2017-2018:

Name Of Directors	Attendance particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship
Ramanbhai B. Patel	4	Present	1*	1	None
Dashrathbhai B. Patel	4	Present	1*	1	None
Rameshbhai R Patel	4	Present	None	2	2
Purshottam M. Pandya	4	Present	None	2	1
Suresh N. Patel	4	Present	None	3	None
Saritaben N Patel	4	Present	None	None	None

*No. of Directorship excludes directorship of Private Limited Companies, Foreign Companies, Companies license under Section 8 of the Companies Act, 2013 and Alternate Directorship.

Note:

- I) Details of the Committee membership / chairmanship are in accordance with the Regulation 17 of SEBI (LODR) Regulations, 2015.
- II) None of the Directors of the Company is a member of more than ten committees nor is the Chairman of more than five Committees across all the Companies in which he is a Director.

Number of Board Meetings held and dates on which held:

4 (Four) Board Meetings were held during the year 2017-2018, as against the minimum requirement of 4 meetings. The dates on which the meetings were held are 30/05/2017, 09/08/2017, 30/11/2017 and 30/01/2018. The Company has held one meeting every quarter and the maximum time gap between two meetings was not more than one hundred and twenty days.

The Information as required under Regulation 17(2) of SEBI (LODR) Regulations, 2015 is made available to the Board. The agenda and the papers for consideration at the Board meeting are circulated to the Directors in advance before the meeting. Adequate information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take informed decisions. Where it is not practicable to attach supporting / relevant document(s) to the Agenda, the same are tabled at the meeting and specific reference to this is made in the agenda.

MD Certification:

Mr. Ramanbhai B Patel, Managing Director of the Company is giving annual certification on financial reporting and internal controls to the Board in compliance with Regulation 17[8] of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations].

Code of Conduct:

The Company has formulated and implemented a Code of Conduct for all Board members and senior management personnel of the Company in compliance with Regulation 17 of SEBI (LODR) Regulations, 2015.

AUDIT COMMITTEE:

Presently, the Audit Committee comprising of 2 (Two) Independent Non-Executive Directors namely Shri. Purshottambhai M. Pandya, Chairman (having financial and accounting knowledge), Shri. Suresh N. Patel and 1 (One) Executive Promoter Director, Shri Ramanbhai B Patel as members of the committee.

The Constitution, composition and functioning of the Audit Committee also meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015.

Terms of Reference:

The terms of reference of the Audit Committee include approving and implementing the audit procedures, reviewing financial reporting systems, internal control systems and control procedures and ensuring compliance with the regulatory guidelines and also include those specified under the Regulation 18 of SEBI (LODR) Regulations, 2015 as well as under Section 177 of the Companies Act, 2013.

Powers of the Audit Committee:

The Audit Committee has powers that include the following:

- a) To investigate any activity of the Company within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal and other professional advice
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Names of Members and Chairperson of the Audit Committee and the meetings attended by them during the Financial Year 2017-18 ending on 31st March, 2018, are as under:

Name of Committee Members	Category	Status/Designation	No. of Meeting attended
Mr. Purshottam M. Pandya	Non-executive/ Independent Director	Chairman	4
Mr. Suresh N. Patel	Non-executive/ Independent Director	Member	4
Mr. Ramanbhai B Patel	Executive Promoter Director	Member	4

The Committee met 4 (Four) times during the year 2017-2018. The dates on which the Audit Committee meetings were held are 30/05/2017, 09/08/2017, 30/11/2017 and 30/01/2018. The maximum time gap between any two meetings was not more than four months.

Members of the Audit Committee have requisite accounting, financial and management expertise.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration committee is entrusted with the responsibility of finalizing the remuneration of Executive / Whole Time Directors.

Mr. Rameshbhai R Patel, Independent Director is Chairman of Nomination and Remuneration Committee and Mr. Suresh N Patel and Mr. Purshottam M Pandya are members of the Committee.

Names of Members and Chairperson of the Nomination and Remuneration Committee and the meetings attended by them during the Financial Year 2017-18 ending on 31st March, 2018, are as under:

Name of Committee Members	Category	Status / Designation	No. of Meeting attended
Mr. Rameshbhai R Patel	Non-executive/ Independent Director	Chairman	4
Mr. Suresh N. Patel	Non-executive/ Independent Director	Member	4
Mr. Purshottam M. Pandya	Non-executive/ Independent Director	Member	4

The Committee met 4 (Four) times during the year 2017-2018. The dates on which the Nomination and Remuneration Committee meetings were held are 25/05/2017, 08/08/2017, 29/11/2017 and 02/02/2018. The maximum time gap between any two meetings was not more than four months. It has complied with the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee as per Regulation 20 of SEBI (LODR) Regulations, 2015. Presently, the Stakeholders Relationship Committee comprising of Mr. Rameshbhai R. Patel, Chairman of the Committee, Mr. Suresh N. Patel and Mr. Dashrathbhai B Patel, Members of the Committee, inter alia, approve issue of duplicate certificates and oversee and reviews all matters connected with the securities transfers. The Committee also looks into Redressal of shareholders' complaints like transfer of shares, non-receipts of balance sheet, non-receipt of declared dividends etc. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services.

Names of Members and Chairperson of the Stakeholder Relationship Committee and the meetings attended by them during the Financial Year 2017-18 ending on 31st March, 2018, are as under:

Name of Committee Members	Category	Status / Designation	No. of Meeting attended
Mr. Rameshbhai R Patel	Non-executive/ Independent Director	Chairman	4
Mr. Suresh N. Patel	Non-executive/ Independent Director	Member	4
Mr. Dashrathbhai B Patel	Non-executive/ Independent Director	Member	4

As required by the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015, the Company has designated the below cited e-mail ID of the Grievance Redressal Division / Compliance Officer exclusively for the purpose of registering complaints by investors.

E-mail ID – popularestatementmanagement@yahoo.co.in

None of the request for transfers, dematerialization and re-materialization was pending for approval as on 31st March, 2018. The dates on which Stakeholders Relationship Committee Meetings held are 26/05/2017, 07/08/2017, 28/11/2017 and 03/02/2018.

Quarter-wise Summary of Investors' Complaints received and resolved to the satisfaction of the shareholders during the financial year 2017-2018.

Quarter Period		Complaints Position at the beginning of the quarter	Complaints received during the quarter	Complaints resolved during the quarter	Complaints pending at the end of the quarter
From	To				
01/04/2017	30/06/2017	0	0	0	0
01/07/2017	30/09/2017	0	0	0	0
01/10/2017	31/12/2017	0	0	0	0
01/01/2018	31/03/2018	0	0	0	0
Total		0	0	0	0
Complaint pending at beginning of the year			=0		
Complaint received during the year			=0		
Complaint resolved during the year			=0		
Complaint pending at the end of the year			= 0		

Corporate Social Responsibility Committee

The Corporate Social Responsibility committee is entrusted with the responsibility of finalization of CSR Policy and to find out the areas to spend the CSR amount. However, at present the company is not covered within the purview of Section 135 of the Companies Act, 2013 and hence it is not required to spend anything under CSR activities.

The company has incurred losses from last three years and therefore, Board has dissolved and discontinued the CSR Committee as the Company is outside the purview of Section 135 of the Companies Act, 2013.

Independent Directors' Meeting:

During the year under review, a separate meeting of Independent Directors was held on April 25, 2018, inter alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole,
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors and
3. Evaluation of the quality, content and timeliness of flow of information between the Management and the Board and that is necessary to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

Annual General Meetings:

Location, Date and Time for last three Annual General Meetings were as follows:

Year	Location	Date	Time
2014-15	81, 8 th Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	30/09/2015	11.30 a.m.
2015-16	81, 8 th Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	30/09/2016	11.30 a.m.
2016-17	81, 8 th Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054	29/09/2017	11.30 a.m.

Disclosures:

The company has entered into transaction with related party as mentioned in **Annexure-A**. However, they are in the ordinary course of business and on arm's length basis.

Means of Communication:

The Company regularly intimates quarterly un-audited as well as yearly audited financial results to the Stock Exchanges, immediately after the same are taken on record by the Board. These results are normally published in "The Free Press Gujarat" English daily and in "Lokmitra" Gujarati Daily News Paper. These are not sent individually to the Shareholders.

General Shareholder Information:**Twenty Fourth Annual General Meeting**

Date : 25th day of September, 2018

Time : 11:30 a.m.

Venue :81, 8th Floor, A-Wing, "New York Tower",
Opp. Muktidham Derasar, Thaltej,
S. G. Highway, Ahmedabad-380054

Financial Year / Calendar

The Company follows April to March as its Financial Year. The results for every quarter beginning from April are being declared in the month following the quarter as per the Listing Agreement.

Date of Book Closure:

From Tuesday, 18th day of September, 2018 to Tuesday, 25th day of September, 2018 (both days inclusive).

Listing of Equity Shares on Stock Exchanges at:

Bombay Stock Exchange Limited, Mumbai (BSE),
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai -400001

Annual listing fees for the year 2017-2018, as applicable, have been paid to the Bombay Stock Exchange Limited. The Company has also paid Annual Custodial Fees for the year 2017-2018, as applicable, to National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL].

Stock Code:

Bombay Stock Exchange Limited : 531870
Demat ISIN Number in NSDL & CDSL for Equity Shares: INE370C01015

Registrars and Transfer Agents**Link Intime India Private Limited**

5th Floor, 506 to 508,
Amarnath Business Centre-1 (ABC-1),
Besides Gala Business Centre,
Nr. St. Xavier's College Centre,
Off C.G. Road, Navrangpura,
Ahmedabad-380009, Gujarat.
Phone: 079-26465179 Fax: 079-26465179
E-mail: ahmedabad@linkintime.co.in

Share Transfer / Demat System:

All the shares related work is being undertaken by our R & T Agent, Link Intime India Private Limited. To expedite the process of share transfer, transmission, split, consolidation, re-materialization and de-materialization etc. of securities of the Company, the Board of Directors has delegated the power of approving the same to the Company's R & T Agent under the supervision and control of the Compliance Officer Shri. Dashrathbhai B Patel, who is placing a summary statement of transfer / transmission etc. of securities of the Company at the meeting of the Shareholders' and Investors' Grievance Committee.

Share lodged for transfer at the R & T Agents address in physical form are normally processed and approved within 15 days from the date of its received, subject to the documents been valid and complete in all respect. Normally, the entire request for de- materialization of shares is processed and the confirmation is give to the Depository within 15 days. The investors / shareholders grievances are also taken-up by our R & T Agent.

The Company has obtained and filed with the Stock Exchange(s), the half yearly certificates from a Company Secretary in Practice as required under Regulations 17 to 27 & part E of Schedule II of the Listing Regulations.

De-materialization of Shares and Liquidity

The Company's Shares are in compulsory Demat segment and as on 31st March, 2018. 1,22,15,100 Equity Shares of the Company forming 87.25% of the company's paid - up Equity share capital is in dematerialized form.

Outstanding GDR/DR/Warrants or any Convertible Instruments - Not applicable.

Distribution Schedule and Shareholding Pattern as on 31st March, 2018

Distribution Schedule:

No. of equity shares held			No. of holders	% of Total	No. of shares	% of Total
1	-	500	1075	80.3438	141963	1.0140
501	-	1000	121	9.0433	106305	0.7593
1001	-	2000	50	3.7369	82883	0.5920
2001	-	3000	18	1.3463	44973	0.3212
3001	-	4000	13	0.9716	46905	0.3350
4001	-	5000	9	0.6726	42132	0.3009
5001	-	10000	6	0.4484	34004	0.2429
10001	And	Above	46	3.4380	13501035	96.4346
Total			1338	100.00	14000200	100.00

Shareholding Pattern:

Sr. No.	Category	As on March 31, 2018		As on March 31, 2017	
		Nos. of Shares held	Voting Strength %	Nos. of Shares held	Voting Strength %
1	Promoters	9354955	66.82	9354955	66.82
2	Mutual Fund & UTI	0	0	0	0.00
3	Bank, Financial Institutions (FI's), Insurance Companies	0	0	0	0.00
4	Foreign Institutional Investors (FII's)	0	0	0	0.00
5	Private Bodies Corporate	2292528	16.38	2293057	16.38
6	Indian Public and HUF	2352555	16.80	2352026	16.80
7	Clearing Member	162	0.001	162	0.001
Total		14000200	100.00	14000200	100.00

Address for correspondence

a)	Investor Correspondence for transfer / de-materialization of shares and any other query relating to the shares of the Company.	Link Intime India Private Limited 5 th Floor, 506-508, Amarnath Business Centre-1 (ABC-1) Besides Gala Business Centre, Nr. St. Xavier's College Centre, Off C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat. Tel : 079-26465179 Fax : 079-26465179 E-Mail: ahmedabad@linkintime.co.in
b)	Any other query and Annual Report	Secretarial Department 81, 8 th Floor, A-Wing, "New York Tower", Thaltej Cross Road, Sarkhej Gandhinagar Highway, Ahmedabad-380054 Tel : 091-9033015149 Fax : 079-26854831 E-mail: popularestatementmanagement@yahoo.co.in

Reconciliation of Share Capital Audit Report:

The Reconciliation of Share Capital Audit Report of the Company prepared in terms of SEBI Circular No. D&CC/FITTC/CIR-16/2002 dated December 31, 2002 reconciling the total shares held in both the depositories, viz NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company were placed before the Board of Directors every quarter and also submitted to the Stock Exchange(s) every quarter.

Compliance by the Company:

The Company has mostly complied with all the mandatory requirements of the Listing regulations and guidelines of SEBI. Further, during last three years, no penalties are imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets.

Regd. Office:

81, 8th Floor, A-Wing,
"New York Tower"
Opp. Muktidham Derasar,
Thaltej, S. G. Highway,
Ahmedabad-380054

By Order of the Board

For, Popular Estate Management Limited

Sd/-

Ramanbhai B Patel
Chairman and Managing Director
DIN: 00118530

Sd/-

Dashrathbhai B Patel
Whole-time Director
DIN: 00235328

Date: 30th May, 2018

Managing Director (MD) Certification

To
The Board of Directors
Popular Estate Management Limited
81, 8th Floor, A-Wing, "New York Tower",
Opp. Muktidham Derasar, Thaltej,
S. G. Highway,
Ahmedabad-380054

Re: Certificate in compliance with Regulation 17[8] of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [Listing Regulations]

Dear Sirs,

In compliance with Regulation 17[8] of the Listing Regulations read with schedule II of part B of the Listing Regulations, I, Ramanbhai B Patel, Managing Director of the Company **M/s. Popular Estate Management Limited**, hereby certify that for the financial year ending **31st March, 2018** on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps taken or proposed to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee;
- (i) significant changes in internal control over financial reporting during the year,

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and

(ii) that there are no instances of significant fraud of which we have become aware and

(iii)

(iv) the involvement therein of the management or an employee having a significant role in the Company's internal control system.

Place: Ahmedabad

Date: 30th May, 2018

Sd/-

Ramanbhai B Patel

Chairman and Managing Director

DIN: 00118530

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Popular Estate Management Limited

We have examined the compliance of condition of corporate governance by **Popular Estate Management Limited ('the Company')** for the year ended **31st March, 2018** as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and Clause (b) to (i) of sub-regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as 'SEBI Listing Regulations, 2015'). We have conducted our review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2018 and furnished to us for the purpose of the review and the information and explanation given us by the Company during the review.

The compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied with the conditions of corporate governance as stipulated in the above – mentioned Listing Regulations.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with which management has conducted the affairs of the Company.

Place: - Ahmedabad
Date:- 30TH May, 2018

PATEL & JESALPURA
CHARTERED ACCOUNTANTS

Sd/-
HIREN U PATEL
PARTNER
Membership No-132726

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members
Popular Estate Management Limited

We have examined the compliance of condition of corporate governance by **Popular Estate Management Limited ('the Company')** for the year ended **31st March, 2018** as stipulated in Listings Regulations, 2015 of the company with the concerned Stock Exchanges in India / SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has mostly complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 & Part E of Schedule II of the Listing Regulations.

We state that in respect of the investor grievances received during the year ended March 31, 2018, no such investor grievances remained unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Date: 30TH May, 2018

**For, Ronak Doshi & Associates
Company Secretaries**

**SD/-
Ronak D Doshi
Practicing Company Secretary
C.P. No-12725
Membership No.-23712**

**PATEL & JESALPURA
CHARTERED ACCOUNTANTS**

**803/804, SAMUDRA ANNEXE
NEAR CLASSIK GOLD HOTEL
C.G. ROAD, NAVRANGPURA
AHMEDABAD – 380 006**

To the Members,

POPULAR ESTATE MANAGEMENT LIMITED

INDEPENDENT AUDITORS' REPORT

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Popular Estate Management Limited ('the Company'), which comprise of the Balance Sheet as at 31st March 2018, the statement of profit and loss (including Other Comprehensive Income), the cash flow statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the standalone Ind AS financial statements based on our audit.

In conducting our Audit, We have taken into account the provisions of the Act, the Indian Accounting Standards 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.

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

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

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

Opinion

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

Other Matter

1. The Comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening Balance Sheet as at April 1, 2016 included in these Standalone Ind AS Financial Statements, are based on the previously issued financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India, as adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have been audited by us.

Our opinion above on the Standalone Ind AS Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

2. We draw attention to Notes to the financial statements, which describes the non compliance of subsection 7 of Section 186 of the Companies Act, 2013 to the extent of not charging the interest on Loan granted to M/s Radhe Infrastructure and Project (India) Limited amounting to INR 40,00,000/- as on balance sheet date. Looking towards the materiality of issue our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "**Annexure A**", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss (including Other Comprehensive Income), the cash flow statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with

relevant rules issued thereunder;

- (e) On the basis of the written representation received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the Directors are disqualified as on March 31, 2018 from being appointed as a Director in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements – Refer Point No. 7 of Notes to Financial Statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended March 31, 2018.

Date: 30-05-2018

Place: Ahmedabad

For Patel & Jesalpura

Chartered Accountants

FRNo: 120802W

Sd/-

CA. Hiren U. Patel

Partner

M No. 132726

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 of our report on Other Legal and Regularity Requirements of even date on the accounts of Popular Estate Management Limited for the year ended on March 31, 2018.

- 1) In respect of its Property, Plant & Equipments:
 - (a) The company has generally maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipments (PPE).
 - (b) As explained to us, the PPE have been physically verified by the management at reasonable intervals during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its PPE. No material discrepancies were noticed on such physical verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.
- 2) In respect of its inventories:
 - (a) As explained to us, the physical verification of the inventory has been conducted by the management at reasonable intervals during the year.
 - (b) In our opinion and according to the information and explanations given to us the procedures of the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company has maintained proper records of inventory. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
- 3) The Company has not granted any loans, secured or unsecured, to companies, firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, reporting requirements as per the provisions of clause 3(iii) [(a) to (c)] of the order are not applicable to the company.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the act, with respect to the loans and investments made. The Company has not given any guarantee or provided any security in connection with a loan to any person or other body corporate and accordingly, the question of

commenting on compliance with the provisions in respect thereof does not arise.

5) In our opinion and according to the information and explanations given to us, The Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under.

#

6) As informed to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013.

#

7) In respect of statutory dues:

(a) According to the information and explanations given to us and on the basis of our examinations of the books of account, the Company has been regular in depositing undisputed amounts with the appropriate authorities in respect of Statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, GST, Cess and any other statutory dues, wherever applicable to it.

(b) Further as informed to us, there are no undisputed dues payable for a period of more than six months as at 31st March 2018, from the date they became payable.

(c) *According to the information and explanation given to us and on the basis of the books of accounts examined by us, given below are the details of dues of income tax which have not been deposited on account of disputes and the forum where the dispute is pending:*

Nature of Statutes	Nature of dues	Disputed Amount (Rs. In lacs)	Amt. deposited under dispute (Rs. In lacs)	Period to which the amount relates (Financial year)	Forum where dispute is pending
Income Tax Act	Income Tax	227.84	NIL	2007-08	ITAT BY INCOME TAX DEPARTMENT

<i>Income Tax Act</i>	<i>Income Tax</i>	<i>115.94</i>	<i>36.15</i>	<i>2008-09</i>	<i>HIGH COURT BY T DEPARTMENT</i>
<i>Income Tax Act</i>	<i>Income Tax Penalty U/s 271(1)c</i>	<i>132.00</i>	<i>NIL</i>	<i>2008-09</i>	<i>CIT (APPEALS) ALLOWED</i>
<i>Income Tax Act</i>	<i>Income Tax</i>	<i>782.14</i>	<i>NIL</i>	<i>2011-12</i>	<i>ITAT BY ASSESSEE</i>
<i>Wealth Tax Act</i>	<i>Wealth Tax ORDER U/S 18(1)(C)</i>	<i>13.04</i>	<i>NIL</i>	<i>2011-12</i>	<i>COMMISSIONER OF WEALTH TAX APPEAL</i>

- 8) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable
- 9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit
- 11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act
- 12) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

- 14) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) According to the information and explanations given to us and based on our examinations of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
#
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the order is not applicable.
#

Date: 30-05-2018

Place: Ahmedabad

For Patel & Jesalpura

Chartered Accountants

FRNo: 120802W

Sd/-

CA. Hiren U. Patel

Partner

M. No. 132726

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Popular Estate Management Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over

financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone Ind AS 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, to the best of our information and according to the explanations given to us, 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 March 31, 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.

Date: 30-05-2018

Place: Ahmedabad

For Patel & Jesalpura

Chartered Accountants

FRNo: 120802W

Sd/-

CA. Hiren U. Patel

Partner

M. No. 132726

Popular Estate Management Limited
Balance Sheet as at 31st March, 2018

Particulars	Notes	As at 31-03-2018 Rs.	As at 31-03-2017 Rs.	As at 01-04-2016 Rs.
Assets				
Non-Current Assets				
Property, plant and equipment	2	14,516,066	8,893,291	13,228,308
Financial assets				
- Other non-current financial assets	3	5,248,080	27,962,838	34,359,056
Deferred Tax Assets (Net)		127,394	189,673	-
Other non-current assets	4	7,688,745	7,364,766	6,059,692
Total Non-current assets (A)		27,580,285	44,410,568	53,647,056
Current Assets				
Inventories	5	119,828,566	119,828,566	119,828,566
Financial assets				
- Current Investments	6	8,287,100	8,287,100	8,287,100
- Cash and Cash Equivalents	7	17,587	88,234	271,985
- Other current financial assets	8	793,691	60,370,413	222,514,878
Other current assets	9	427,877,000	245,015,282	83,760,693
Total current assets (B)		556,803,944	433,589,595	434,663,222
Total assets (A+B)		584,384,229	478,000,163	488,310,278
Equity And Liabilities				
Equity				
Equity share capital	10	140,002,000	140,002,000	140,002,000
Other Equity	11	319,135,917	337,017,367	343,704,522
Total Equity (A)		459,137,917	477,019,367	483,706,522
Liabilities				
Non Current Liabilities				
Financial liabilities				
- Long Term Borrowings	12	121,228,593	-	822,393
Deferred Tax Liabilities (Net)		-	-	528,903
Total Non current liabilities (B)		121,228,593	-	1,351,296
Current Liabilities				
Financial Liabilities				
- Trade Payables	13	388,766	101,475	437,543
- Other current financial liabilities	14	1,986,939	822,393	2,373,929
Other Current Liabilities	15	1,642,014	56,928	440,988
Total current liabilities (C)		4,017,719	980,796	3,252,460
Total Equity And Liabilities (A+B+C)		584,384,229	478,000,163	488,310,278

See accompanying notes to the
financial statements

1

As per our report of even date annexed

For, Popular Estate Management Limited

For, Patel & Jesalpura
Chartered Accountants
Firm Reg. No. 120802W

Sd/-
CA. Hiren U. Patel
Partner
M. No. 132726

Place : Ahmedabad
Date : 30-05-2018

sd/-
Managing Director
(R.B.Patel)
DIN - 00118530

sd/-
Whole-time Director
(D.B.Patel)
DIN - 00235328

Popular Estate Management Limited
Statement of profit and loss for the year ended 31st March, 2018

Particulars	Note	For the year ended 31-Mar-2018 Rs.	For the year ended 31-Mar-2017 Rs.
Income			
Revenue from operations		-	-
Other Income	16	1,782,657	10,139,930
Total income		1,782,657	10,139,930
Expenses			
Changes in inventories of finished goods, work-in progress and traded goods	17	-	-
Employee Benefit Expenses	18	4,273,455	4,077,202
Finance Costs	19	2,223,073	220,317
Depreciation and Amortization Expense	2	1,957,822	2,394,113
Other Expenses	20	9,060,691	10,854,029
Total Expenses		17,515,041	17,545,661
Profit/(Loss) before Exceptional items and Tax		(15,732,384)	(7,405,731)
Exceptional Items		-	-
Profit/(Loss) before Tax (VII + VIII)		(15,732,384)	(7,405,731)
Tax Expense			
Current tax		-	-
Deferred Tax		62,279	(718,576)
Adjustment of tax relating to earlier periods (Wealth Tax)		2,086,787	-
Profit/ (Loss) for the year		(17,881,450)	(6,687,155)
Other comprehensive income / (loss):			
Items not to be reclassified to profit and loss to subsequent periods		-	-
Income tax effect		-	-
Other comprehensive Profit / (loss) for the year, net of tax		-	-
Total comprehensive Profit / (loss) for the year		(17,881,450)	(6,687,155)
Earnings Per Equity Share of Rs. 10 each			
- Basic (Rs.)		(1.28)	(0.48)
- Diluted (Rs.)		(1.28)	(0.48)

As per our report of even date annexed

For, Patel & Jesalpura
Chartered Accountants
Firm Reg. No. 120802W

Sd/-
CA. Hiren U. Patel
Partner
M. No. 132726

Place : Ahmedabad
Date : 30-05-2018

For, Popular Estate Management Limited

Sd/-

Managing Director
(R.B.Patel)
DIN - 00118530

Sd/-

Whole-time Director
(D.B.Patel)
DIN - 00235328

Popular Estate Management Limited

Statement of cash flows for the year ended 31st March, 2018

Particulars	For the year ended 31-Mar-2018		For the year ended 31-Mar-2017	
	Rs.	Rs.	Rs.	Rs.
Cashflow From Operating Activities				
Net Profit as per Profit and Loss Account		(17,881,450)		(6,687,155)
Adjusted For:				
Depreciation	1957822		2,394,113	
Finance Cost	2223073		220,317	
Interest Earned	(1,620,513)		(10,139,930)	
Differed Tax Liability	62,279		(718,576)	
Loss on sale of Property,Plant & Equipment	-		540,904	
Profit on sale of Property,Plant & Equipment	(100,597)		-	
Provision for Income Tax / Wealth Tax	2,086,787		-	
Short Provision of Income Tax of Earlier Years	-		-	
Operating Cash Flow Before Working Capital changes		4,608,851 (13,272,599)		(7,703,172) (14,390,327)
Adjustments made for changes in working capital:				
(Increase) / Decrease in Trade and Other Receivables	-		-	
Increase / (Decrease) in Trade and Other Payables	3,036,923		(2,271,664)	
Reduction in Advance and Others	(125,187,294)		493,086	
		(122,150,371)		(1,778,578)
Cash generated from operations		(135,422,970)		(16,168,905)
Income Tax paid / Wealth Tax Paid		(184,489)		(908,284)
Net Cash flow generated from / (used in) Operating activities (A)		(135,607,459)		(17,077,189)
Cashflow From Investing Activities				
Purchase of Property, Plant & Equipment	(7,600,000)		-	
Sale of Property, Plant & Equipment	120,000		1,400,000	
Interest Earned	1,620,513		10,139,930	
Increase in Advances & others	22,390,779		6,396,218	
Net Cash generated from / (used in) Investing activities (B)		16,531,292		17,936,148
Cashflows From Financing Activities				
Repayment of Long Term Borrowings	121,228,593		(822,393)	
Finance Cost	(2,223,073)		(220,317)	
Net Cash generated from / (used in) financing activities (C)		119,005,520		(1,042,710)
Net Increase / decrease in cash and cash equivalents during the year (A+B+C)		(70,647)		(183,751)
Cash and cash equivalents at the beginning of the year		88,234		271,985
Cash and cash equivalents at the end of the year (Refer Note)		17,587		88,234

Notes to statement of cash flows for the year ended March 31, 2018:

Particulars	March 31, 2018	March 31, 2017
Cash on hand	17,587	45,564
Cheques on hand	-	-
Balances with banks in current accounts	-	42,670
Balances with banks in depositis having maturity less than 3 months	-	-
Total	17,587	88,234

For, Patel & Jesalpura
Chartered Accountants
Firm Reg. No. 120802W

CA. Hiren U. Patel
Partner
M. No. 132726

Place : Ahmedabad
Date : 30-05-2018

Director
(R.B.Patel)
DIN - 00118530

Director
(D.B.Patel)
DIN - 00235328

Notes to statement of cash flows for the year ended March 31, 2018:

Particulars	March 31, 2018	March 31, 2017
Cash on hand	17,587	45,564
Cheques on hand	-	-
Balances with banks in current accounts	-	42,670
Balances with banks in depositis having maturity less than 3 months	-	-
Total	17,587	88,234

For, Patel & Jesalpura
Chartered Accountants
Firm Reg. No. 120802W

Sd/-
CA. Hiren U. Patel
Partner
M. No. 132726

Place : Ahmedabad
Date : 30-05-2018

Sd/-

Managing Director
(R.B.Patel)
DIN - 00118530

Sd/-

Whole-time Director
(D.B.Patel)
DIN - 00235328

Popular Estate Management Limited

Statement of changes in equity for the year ended 31st March, 2018

a. Equity share capital:

Equity shares of Rs. 10 each issued subscribed and fully paid:

Particulars	Numbers	Rs
As at 1st April 2016	14,000,200	140,002,000
Issue of shares	-	-
As at 31st March, 2017	14,000,200	140,002,000
Issue of shares	-	-
As at 31st March, 2018	14,000,200	140,002,000

b. Other equity

Particulars	Reserves and surplus		Total
	General Reserve	Retained earnings	
As at 1st April , 2016	715,000	342,989,522	343,704,522
Profit / (loss) for the year	-	(6,687,155)	(6,687,155)
Other comprehensive profit / (loss) for the year	-	-	-
As at 31st March 2017	715,000	336,302,367	337,017,367
Profit / (loss) for the year	-	(17,881,450)	(17,881,450)
Other comprehensive profit / (loss) for the year	-	-	-
As at 31st March 2018	715,000	318,420,917	319,135,917

For, Patel & Jesalpura
Chartered Accountants
Firm Reg. No. 120802W

Sd/-
CA. Hiren U. Patel
Partner
M. No. 132726

Place : Ahmedabad
Date : 30-05-2018

Sd/-

Managing Director
(R.B.Patel)
DIN - 00118530

Sd/-

Whole-time Director
(D.B.Patel)
DIN - 00235328

Popular Estate Management Limited
Notes forming part of financial statements as at 31st March, 2018

Note 2 - Property, plant and equipment

Particulars	Computers	Office Equipments	Furniture and Fixtures	Vehicles	Total
Cost					
As on 1-4-2016*	429,091	234,749	160,085	12,404,383	13,228,308
Additions	-	-	-	-	-
Sale/Disposal / adjustments	-	-	-	(2,718,803)	(2,718,803)
As on 31-3-2017	429,091	234,749	160,085	9,685,580	10,509,505
Additions				7,600,000	7,600,000
Sale/Disposal / adjustments				(100,000)	(100,000)
As on 31-3-2018	429,091	234,749	160,085	17,185,580	18,009,505
Depreciation					
As at 1-4-2016*	-	-	-	-	-
Depreciation for the year	9,532	2,076	21,096	2,361,409	2,394,113
Sale/Disposal / adjustments	-	-	-	(777,899)	(777,899)
As at 31-3-2017	9,532	2,076	21,096	1,583,510	1,616,214
Depreciation for the year	9,532	2,072	21,096	1,925,122	1,957,822
Sale/Disposal / adjustments				(80,597)	(80,597)
As at 31-3-2018	19,064	4,148	42,192	3,428,035	3,493,439
Net Book Value					
As on 31-3-2018	410,027	230,601	117,893	13,757,545	14,516,066
As on 31-3-2017	419,559	232,673	138,989	8,102,070	8,893,291
As on 1-4-2016*	429,091	234,749	160,085	12,404,383	13,228,308

* Details of Gross and net block under previous GAAP are as under:

Particulars	Computers	Office Equipments	Furniture and Fixtures	Vehicles	Total
Gross block as on 1-4-16	8,070,400	4,593,147	1,068,174	30,897,129	44,628,850
Accumulated depreciation	(7,641,309)	(4,358,398)	(908,089)	(18,492,746)	(31,400,542)
Net book value as on 1-4-16	429,091	234,749	160,085	12,404,383	13,228,308

Popular Estate Management Limited
Notes forming part of financial statements as at 31st March, 2018

Particulars	As at 31-03-2018 Rs.	As at 31-03-2017 Rs.	As at 01-04-2016 Rs.
Note # 3			
Other non-current financial assets			
Deposits with body corporates and others	5,248,080	27,962,838	34,359,056
Total	5,248,080	27,962,838	34,359,056
Note # 4			
Other non-current assets			
Advance Tax (Net of Provision of Rs. 82,75,000) (Previous year Rs. 82,75,000)	7,688,745	7,364,766	6,059,692
Total	7,688,745	7,364,766	6,059,692
Note # 5			
Inventories			
Land	50,129,806	50,129,806	50,129,806
Land Banakhat	69,698,760	69,698,760	69,698,760
Total	119,828,566	119,828,566	119,828,566
Note # 6			
Current Investments			
Investment in Partnership Firms	8,287,100	8,287,100	8,287,100
Total	8,287,100	8,287,100	8,287,100
Note # 7			
Cash and Cash Equivalents			
Cash on Hand	17,587	45,564	43,280
Balance with banks In current accounts	-	42,670	228,705
Total	17,587	88,234	271,985
Note # 8			
Other current financial assets			
Deposits with body corporates and others	732,797	60,309,519	222,514,878
Other Advances	60,894	60,894	-
Deposits with government authorities	-	-	-
Total	793,691	60,370,413	222,514,878
Note # 9			
Other current assets			
Capital advances	427,673,172	244,875,000	83,600,000
Prepaid Expenses	203,828	140,282	160,693
Total	427,877,000	245,015,282	83,760,693

Particulars	As at 31-03-2018 Rs.	As at 31-03-2017 Rs.	As at 01-04-2016 Rs.
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Note # 10

Equity Share Capital

Authorised Share Capital

4,50,00,000 Equity shares of Rs. 10/- each

	450,000,000	450,000,000	450,000,000
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Issued, Subscribed And Paid Up share capital

1,40,00,200 shares of Rs. 10 each

Fully paid up

	140,002,000	140,002,000	140,002,000
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Total	140,002,000	140,002,000	140,002,000
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a) Terms/Rights attached to Equity Shares

The Company is having only one class of Equity shares having par value of Rs.10/ each. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in ensuing Annual General meeting.

b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	<u>31-03-2018</u>		<u>31-03-2017</u>	
	No.	Amount Rs.	No.	Amount Rs.
At the beginning of the period	14,000,200	140,002,000	14,000,200	140,002,000
Add: New issue during the period	-	-	-	-
Outstanding at the end of period	14,000,200	140,002,000	14,000,200	140,002,000

c) Details of shareholders holding more than 5% shares in the Company

<u>Name of the Shareholders</u>	<u>Percentage Holding</u>		<u>No. of shares</u>	
	<u>31-03-2018</u>	<u>31-03-2017</u>	<u>31-03-2018</u>	<u>31-03-2017</u>
Ramanbhai Bholidas Patel	8.58	8.58	1,200,700	1,200,700
Kokilaben Chagganbhai Patel	8.61	8.61	1,205,700	1,205,700
Mayurikaben Ramanbhai Patel	7.19	7.19	1,006,500	1,006,500
Lataben Dashrathbhai Patel	6.41	6.41	897,900	897,900
Dashrathbhai Bholidas Patel	6.20	6.20	868,000	868,000
Chhaganlal Bholidas Patel	6.93	6.93	970,900	970,900
Prathmesh Chhaganlal Patel	5.33	5.33	746,900	746,900
Maunang Ramanbhai Patel	6.28	6.28	878,800	878,800

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

Note # 11

Other Equity

(A) General Reserve

Opening Balance	715,000	715,000	715,000
Addition during the year	-	-	-
	715,000	715,000	715,000

Particulars	As at 31-03-2018 Rs.	As at 31-03-2017 Rs.	As at 01-04-2016 Rs.
(B) Retained earnings			
Opening Balance	336,302,367	342,989,522	331,846,207
Profit / (Loss) during the year	(17,881,450)	(6,687,155)	11,143,315
Other comprehensive income for the year	-	-	-
	<u>318,420,917</u>	<u>336,302,367</u>	<u>342,989,522</u>
Total	<u>319,135,917</u>	<u>337,017,367</u>	<u>343,704,522</u>

The description of the nature and purpose of each reserve within equity is as follows

(A) General Reserve

It represents general purpose reserve created from accumulated profits of earlier years

(B) Retained earnings

Retained Earnings are the profits that the Company has earned, net of amount distributed as dividends and including adjustments on account of transition to Ind AS.

Note # 12

Long Term Borrowings

Secured

Vehicle loans from bank	6,037,534	#REF!	#REF!
-------------------------	-----------	-------	-------

Above loans carry interest rate of 10.26% - 10.95% p.a. and are secured against the hypothecation of the vehicles taken.

Unsecured

Loans from Directors	115,191,059	-	-
Total	<u>121,228,593</u>	<u>#REF!</u>	<u>#REF!</u>

Note # 13

Trade Payables

Trade Payables	388,766	101,475	437,543
Total	<u>388,766</u>	<u>101,475</u>	<u>437,543</u>

Note # 14

Other Current Financial Liabilities

Current maturity of long term debts	1,246,647	822,393	2,234,332
Temporary overdrawn with Bank	119	-	-
Other Current Liabilities	740,173	-	-
Unclaimed Dividend	-	-	139,597
Total	<u>1,986,939</u>	<u>822,393</u>	<u>2,373,929</u>

Note # 15

Other Current Liabilities

Taxes and other liabilities	288,873	36,122	21,397
Other payable	1,353,141	20,806	419,591
Total	<u>1,642,014</u>	<u>56,928</u>	<u>440,988</u>

Popular Estate Management Limited
Notes forming part of financial statements for the year ended 31st March, 2018

Particulars	Year ended 31-3-2018 Rs.	Year ended 31-3-2017 Rs.	Year ended 31-3-2016 Rs.
Note # 16			
<u>Other Income</u>			
Interest Earned	1,620,513	10,139,930	25,758,047
Compensation on Compulsory Acquisition of Land	60,545	-	3,761
Profit on Sale of Property, Plant & Equipments	100,597	-	-
Kasar Vatav	1,002	-	-
Total	1,782,657	10,139,930	25,761,808
Note # 17			
<u>Changes In Inventories Of Land</u>			
<u>Inventories at the end of the year</u>			
Land	50,129,806	50,129,806	50,129,806
Land Banakhat	69,698,760	69,698,760	69,698,760
	119,828,566	119,828,566	119,828,566
<u>Inventories at the beginning of the year</u>			
Land	50,129,806	50,129,806	50,129,806
Land Banakhat	69,698,760	69,698,760	69,698,760
	119,828,566	119,828,566	119,828,566
Net (Increase)/Decrease	-	-	-
Note # 18			
<u>Employee Benefit Expenses</u>			
Salaries	1,235,445	1,114,182	1,052,772
Bonus	338,010	263,020	-
Director Remuneration	2,700,000	2,700,000	2,700,000
Total	4,273,455	4,077,202	3,752,772
Note # 19			
<u>Finance Costs</u>			
Interest			
- On Term loans	-	-	-
- Others	2,223,073	148,334	393,976
Other Finance charges	-	71,983	-
Total	2,223,073	220,317	393,976

Note # 20**Other Expenses**

Travelling and Conveyance	13,265	24,088	22,389
Advertisement expenses	16,200	14,400	14,400
Communication expenses	43,320	55,843	59,717
Insurance	260,462	257,723	344,285
Electricity expenses	178,970	202,644	253,566
Rent, Rates and Taxes	1,314,736	1,321,135	1,378,658
Legal and professional Expenses	5,931,000	37,800	10,000
Repairs and Maintenance			103,573
Building	65366	72,198	-
Plant and machinery	-	-	# -
Others	41905	53,720	
Custodian Charges	54,827	189,090	54,816
Listing Fees	287,500	229,000	224,720
Payment to Auditors:			91,600
- As Auditors	59,000	57,500	
- For Taxation Matters	35,400	34,500	
Vehicle Running charges	455,057	791,977	1,027,677
Miscellaneous expenses	303,683	258,137	245,232
Loss on Sale of Property plant and equipment	-	540,904	-
Bad debts / advances written off	-	6,713,370	-
Total	9,060,691	10,854,029	3,830,633

POPULAR ESTATE MANAGEMENT LIMITED

NOTE # 1

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

1. Corporate Information:

The Company is engaged in the business of construction and engineering activities etc.

Company is a Public Limited company domiciled in India and incorporated on 14th October, 1994 having CIN L65910GJ1994PLC023287. It is listed on Bombay Stock Exchange (script code 531870).

The financial statements for the year ended March 31, 2018 were approved by the board of directors and authorized for issue on May 30, 2018.

2. Basis of Preparation:

The financial statements of the company comprising of the balance sheet, statement of profit and loss, statement of changes in equity and statement of cash flows together with the notes have been prepared in accordance with Indian Accounting standard (IndAS) notified under Companies (Indian Accounting Standard) Rules, 2015.

For all periods upto and including for the financial year ended March 31, 2017, Company prepared its financial statements in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 (previous GAAP).

The financial statements for the financial year ended March 31, 2018 are the Company's first Ind AS compliant annual financial statements with comparative figures for the year ended March 31, 2017 also under Ind AS. The date of transition to Ind AS being April 1, 2016. **Please refer to note 3 for detailed disclosure on the first time adoption of Ind AS.**

These financial statements have been prepared on an accrual basis under the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services on the transaction date.

All assets and liabilities have been classified as current or non-current in accordance with the operating cycle criteria set out in Ind AS 1 and Schedule III to the Companies Act, 2013.

Deferred tax assets (including MAT credit entitlement) and liabilities are classified as non-current assets and liabilities.

2.1 Summary of significant accounting policies:

a. Use of Estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require an adjustment to the carrying amount of assets or liabilities in future periods. Difference between actual results and estimates are recognized in the periods in which the results are known / materialize.

The Company has based its assumptions and estimates on parameters available when the 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.

b. Property plant and equipments

Property, Plant and Equipment (PPE) and Capital work in progress held for use in the rendering of services and supply of goods, or for administrative purposes, are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes all direct costs relating to acquisition and installation of Property, Plant and Equipment and borrowing cost relating to qualifying assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

c. Depreciation of tangible fixed assets

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM) on all Assets. Depreciation is provided based on Useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Asset class	Useful life (years)
Office Equipments	30 Years
Furniture & Fixtures	10 Years
Vehicles	10 Years
Computers	3 Years

An item of property, plant and equipment and any significant part which meets the criteria for Asset held for sale will be reclassified from property, plant and equipment to Asset held for sale. When any significant part of property, plant and equipment is discarded or replaced, the carrying value of discarded / replaced part is derecognized. Any gains or losses arising from retirement or disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss on the date of retirement or disposal.

d. Borrowing costs

Borrowing Costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs.

e. Inventories

Inventories include land as well as advance payment against Banakhat Rights and the same are stated at lower of Cost or Net Realizable Value.

f. 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. 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. Revenue is disclosed including excise duty and excluding sales tax/ value added tax (VAT) / Goods and Services Tax (GST).

Interest Income

Interest Income from a Financial Assets is recognised using effective interest rate method.

Dividend Income

Dividend Income is recognised when the Company's right to receive the amount has been established.

g. Retirement and other employee benefits:

Liabilities in respect of employee benefits to employees are provided for as follows:

(i) Short term employee benefits:

Liabilities for wages, salaries, bonus and medical benefits including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be incurred when the liabilities are settled.

The company has not made any provision towards defined benefit plan or defined contribution plan as per requirements of Ind AS – 19.

h. Income Tax:

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 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or that entire deferred tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

i. Earning per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

j. Provisions:

A provision is recognized when the company has a present obligation as a result of past event. It is possible that an outflow of resources embodying benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

k. Contingent liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but disclosed its existence in the financial statements.

l. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise of cash at bank and on 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 purpose of the statement of cash flows, cash and cash equivalents 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.

m. Current / non-current classification:

An asset is classified as current when

1. It is expected to be realized or consumed in the Company's normal operating cycle;
2. It is held primarily for the purpose of trading;
3. It is expected to be realized within twelve months after the reporting period; or
- b) If it is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Any asset not conforming to the above is classified as noncurrent.

A liability is classified as current when

1. It is expected to be settled in the normal operating cycle of the Company;
2. It is held primarily for the purposes of trading;
3. It is expected to be settled within twelve months after the reporting period; or
4. The Company has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Any liability not conforming to the above is classified as noncurrent.

n. Recognition of financial assets and liabilities

i. Financial assets

All regular way purchase or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchase or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets:

- a) Financial assets measured at amortised cost
- b) Financial assets measured at fair value through profit or loss (FVTPL)
- c) Financial assets measured at fair value through other comprehensive income (FVTOCI) – The Company does not have any assets classified as FVTPL and FVTOCI.

Financial assets measured at amortised cost

A financial asset is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the instruments give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the debt instrument or where appropriate, a shorter period, to the net carrying amount on initial recognition.

The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables, loans, etc.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - the Company has transferred substantially all the risks and rewards of the asset, or
 - the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii. Financial liabilities

Subsequent measurement

All financial liabilities are subsequently measured at amortised cost using the EIR method or at FVTPL.

Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires.

3. FIRST TIME ADOPTION OF INDAS

The Company had prepared its financial statements in accordance with the Accounting Standards (AS) notified under section 133 of the Companies Act, 2013 (Previous GAAP) for and including the year ended March 31, 2017. The Company has prepared its first Ind AS (Indian Accounting Standards) compliant Financial Statements for the year ended March 31, 2018 with restated comparative figures for the year ended March 31, 2017 in compliance with Ind AS. Accordingly, the Opening Balance Sheet, in line with Ind AS transitional provisions, has been prepared as at April 1, 2016, the date of Company's transition to Ind AS. The principal adjustments made by the Company in restating its Previous GAAP financial statements as at and for the Financial year ended March 31, 2017 and the balance sheet as at April 1, 2016 are as mentioned below:

3.1 Exemptions applied

Ind AS 101 on First Time Adoption of Ind AS allows first-time adopters certain voluntary exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Company has elected to continue with the carrying values for all of its property, plant and equipment and intangible assets as recognised in its Previous GAAP financial statements as the deemed cost at the transition date subject to the adjustments for decommissioning liabilities. As per the exemption under Ind AS 101, decommissioning liability was measured in accordance with Ind AS 37 at the date of transition to Ind AS. To the extent the liability was within the scope of Appendix-A of Ind AS 16, estimated liability that would have been included in the cost of related asset when the liability first arose by discounting the liability to that date using best estimate of the historical risk adjusted discount rate over the intervening period. Accumulated depreciation was calculated on that amount as at the date of transition to Ind AS on the basis of the current estimate of the useful life of the asset, using the depreciation policy adopted by the Company in accordance with Ind AS.

3.2 Effect of adoption of Ind AS

1) Impact on Balance sheet –

There were no significant reconciliation items between Balance sheet prepared under Indian GAAP and those prepared under Ind AS.

Particulars	March 31, 2017			April 1, 2016		
	As per IndAS	As per previous GAAP	Impact	As per Ind AS	As per previous GAAP	Impact
Property, Plant and equipment	88,93,291	88,93,291	Nil	1,32,28,308	1,32,28,308	Nil
Other non-current financial assets	2,79,62,838	2,79,62,838	Nil	3,43,59,056	3,43,59,056	Nil
Deferred Tax Assets(Net)	1,89,673	1,89,673	Nil	(5,28,903)	(5,28,903)	Nil
Other non-current assets	73,64,766	73,64,766	Nil	60,59,692	60,59,692	Nil
Inventories	11,98,28,566	11,98,28,566	Nil	11,98,28,566	11,98,28,566	Nil
Current Investment	82,87,100	82,87,100	Nil	82,87,100	82,87,100	Nil

Cash and Cash Equivalents	88,234	88,234	Nil	2,71,985	2,71,985	Nil
Other current Financial assets	6,03,70,413	6,03,70,413	Nil	22,25,14,787	22,25,14,787	Nil
Other current assets	24,50,15,282	24,50,15,282	Nil	8,37,60,693	8,37,60,693	Nil
Total Assets	47,80,00,163	47,80,00,163	Nil	48,83,10,278	48,83,10,278	Nil
Equity Share Capital	14,00,02,000	14,00,02,000	Nil	14,00,02,000	14,00,02,000	Nil
Other Equity	33,70,17,367	33,70,17,367	Nil	34,37,04,522	34,37,04,522	Nil
Long term Borrowings	-----	-----	Nil	8,22,393	8,22,393	Nil
Trade Payables	1,01,475	1,01,475	Nil	4,37,543	4,37,543	Nil
Other Current financial liabilities	8,22,393	8,22,393	Nil	23,73,929	23,73,929	Nil
Other Current liabilities	56,928	56,928	Nil	4,40,988	4,40,988	Nil
Total Equity and Liabilities	47,80,00,163	47,80,00,163	Nil	48,83,10,278	48,83,10,278	Nil

2) Reconciliation of total equity as on March 31, 2017 and April 1, 2016

Particulars	March 31, 2017	April 1, 2016
Total Equity as per Previous GAAP	14000200	14000200
Reco Items	-----	-----
Total Equity as per IndAS	14000200	14000200

3) Impact on Statement of profit and loss-

There were no significant reconciliation items between Statements of Profit and Loss prepared under Indian GAAP and those prepared under Ind AS.

Particulars	March 31, 2017		
	As per IndAS	As per previous GAAP	Impact
Revenue from operations	-----	-----	Nil
Other Incomes	1,01,39,930	1,01,39,930	Nil
Changes in inventories of finished goods, work-in progress and traded goods	-----	-----	Nil
Employee Benefit Expenses	40,77,202	40,77,202	Nil
Finance Costs	2,20,317	2,20,317	Nil

Depreciation and Amortization Expense	23,94,113	23,94,113	Nil
Other Expenses	1,08,54,029	1,08,54,029	Nil
Profit/(Loss) before Exceptional items and Tax	(74,05,731)	(74,05,731)	Nil
Exceptional Items	-----	-----	-----
Profit/(Loss) before Tax	(74,05,731)	(74,05,731)	Nil
Deferred Tax	(7,18,576)	(7,18,576)	Nil
Profit/ (Loss) for the year	(66,87,155)	(66,87,155)	Nil
Other comprehensive income / (loss)	-----	-----	-----
Other comprehensive Profit / (loss) for the year, net of tax	-----	-----	-----
Total comprehensive Profit / (loss) for the year	(66,87,155)	(66,87,155)	Nil

4) Impact on Total comprehensive income

Particulars	March 31, 2017
Total comprehensive income as per previous GAAP	(66,87,155)
Reco Items	-----
Total comprehensive income as per IndAS	(66,87,155)

5) Effect of cash flows:

There were no significant reconciliation items between Cash Flows prepared under Indian GAAP and those prepared under Ind AS.

Particulars	March 31, 2017		
	As per IndAS	As per previous GAAP	Impact
Cash flows from operating activities	(1,70,77,189)	(1,70,77,189)	Nil
Cash flows from Investing activities	1,79,36,148	1,79,36,148	Nil
Cash flows from financing activities	(10,42,710)	(10,42,710)	Nil
Net movement	(1,83,751)	(1,83,751)	Nil
Cash and cash equivalents at the beginning of the period	2,71,985	2,71,985	Nil
Cash and cash equivalents at the end of the period	88,234	88,234	Nil

6) **Reconciliation of cash and cash equivalents:**

Particulars	March 31, 2017	April 1, 2016
Cash and cash equivalents as per Previous GAAP	88,234	2,71,985
Reco Items	-----	-----
Cash and cash equivalents as per IndAS	88,234	2,71,985

4. **Long Term Borrowings :**

The company has taken Vehicle loan from ICICI Bank Limited. Rate of Interest on said loan is fixed at 10.95% payable on monthly EMI of Rs. 165053 for 60 months. The loan is secured against hypothecation of vehicles.

5. **Amounts payable to Micro, small and medium enterprises:**

The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006, and hence disclosure, if any, relating to amounts unpaid as at the yearend together with the interest paid / payable as required under the said Act has not been given.

6. **Auditors' remuneration**

Particulars	March 31, 2018	March 31, 2017
Towards audit fees	59,000	57,500
Towards tax related matters	35,400	34,500
Reimbursement of expenses	-----	-----
Total	94,400	92,000

7. **Expenditure for corporate social responsibility**

According to provisions of section 135 of the Companies Act 2013, the company is not required to provide for the expenditure for corporate social responsibility and accordingly, Company has not provided for or plan to provide for such expenditure.

8. **Deferred Tax**

The company has not recognized Deferred Tax on losses of Rs. 1,78,81,450 as at March 31, 2018 (previous year: Rs. 66,87,155) as there is no virtual certainty that such assets can be realized against future taxable profits.

9. **Tax reconciliations**

1) **Income tax rate reconciliations**

Particulars	March 31, 2018	March 31, 2017
Current tax	0	0
Tax on profits of current year		
Total Current tax (A)	0	0
Deferred tax		
Relating to reversible temporary taxable differences	62279	(718576)
Effect of previously unrecognized credits now recorded	0	0

Total deferred tax expense (B)	62279	(718576)
Total tax expense(A+B)	62279	(718576)
Tax expense recognized in OCI	0	0

2) Reconciliation of average effective tax rate and applicable tax rate

Particulars	March 31, 2018		March 31, 2017	
	Amount (Rs)	%	Amount (Rs)	%
Profit / (Loss) for the year	(15,732,384)		(7,405,731)	
Applicable tax rate		25.75%		29.87
Increase/ decrease on account of:				
Tax on losses on which no deferred tax has been recognized (refer note 8)	6,239,486	39.41%	1,206,924	20.17%
Tax charge as per statement of profit and loss	2,149,066	13.66%	(718,576)	9.7%

3) Movement in deferred tax

Particulars	March 31, 2016	Recognised in statement of Profit and Loss	Recognised in OCI	March 31, 2017	Recognised in statement of Profit and Loss	Recognised in OCI	March 31, 2018
Liabilities							
Temporary differences	(528903)	718576	-----	189673	(62279)	-----	127394
Effect of IndAS	-----	-----	-----	-----	-----	-----	-----
Others	-----	-----	-----	-----	-----	-----	-----
Total(A)	(528903)	718576	-----	189673	(62279)	-----	127394
Assets							
Tax losses	-----	-----	-----	-----	-----	-----	-----
Expenses allowable on payment basis	-----	-----	-----	-----	-----	-----	-----
Others	-----	-----	-----	-----	-----	-----	-----
Total (B)	-----	-----	-----	-----	-----	-----	-----
Net deferred tax Assets/ (liabilities) (A+B)	(528903)	718576	-----	189673	(62279)	-----	127394

10. Basic and diluted earnings per share

Particulars	March 31, 2018	March 31, 2017
Nominal value per share (Rs)	10	10
Profit after tax attributable to equity share holders (Rs)	(17,881,450)	(6,687,155)
Weighted average number of equity shares (nos)	14,000,200	14,000,200

Basic earnings per share (Rs)	(1.28)	(0.48)
Weighted average number of diluted equity shares (nos)	14,000,200	14,000,200
Diluted earning per share (Rs)	(1.28)	(0.48)

11. Related Party Disclosures:

As per Accounting Standard 18, the disclosures of transactions with the related parties, disclosing relationship, nature of transaction and quantum of transaction are as under:

Transactions with Related Parties

List of Related Party:

- | | |
|--------------------------|----------|
| 1. Ramanbhai B. Patel | Chairman |
| 2. Dashrathbhai B. Patel | Director |
| 3. Suresh N. Patel | Director |
| 4. Purshottam M. Pandya | Director |
| 5. Saritaben N. Patel | Director |
| 6. Rameshbhai R. Patel | Director |

(Amount Rs.)					
Relationship	Name of Related Party	Nature of Transaction	Amount Received / Credited During the year Rs.	Amount Paid / Debited during the year. Rs.	Balance As on 31/03/2018
Key Managerial Personnel	Dashrathlal Bholdas Patel	Director Remuneration	12,00,000		
	Ramanlal Bholdas Patel		15,00,000		
Key Managerial Personnel	Dashrathlal Bholdas Patel	Net Loans and Advances Accepted/(Given)	5,59,38,713	-----	5,59,38,713 (Cr.)
	Ramanlal Bholdas Patel		5,92,52,346	-----	5,92,52,346 (Cr.)
Firm in which the company is Partner	Jay Ambe Enterprise	Balance with Partnership Firm	-----	-----	37,01,902 (Dr)
	Shiv Enterprise		-----	-----	45,85,198 (Dr)

12. The company operates only in one segment i.e. Construction and Engineering and hence there is no other primary reportable segment as required by Ind AS 107 on Segment Reporting.

13. Contingent liabilities:

Particulars	(Rs. In lacs)	
	March 31, 2018	March 31, 2017
Claims against the group not acknowledged as debts	-----	-----
Income Tax matters	1270.96	1257.92

14. Financial instruments

Financial assets and liabilities of the Company are valued at amortised cost. Details of the carrying value of financial assets and liabilities are disclosed in below table:

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Financial Assets			
Security deposits to body corporates and others	5,980,877	88,272,357	256,873,934
Cash on hand	17,587	45,564	43,280
Balances with banks		42,670	228,705
Others	60,894	60,894	-
TOTAL	6,059,358	88,421,485	257,145,919
Financial liabilities			
Loan from banks	7,284,181	8,22,393	3,056,725
Loans from others	115,191,059	-	-
Trade payables	388,766	101,475	437,543
Others	740,292	-	139,597
TOTAL	123,604,298	101,475	3,633,865

15. Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2018 on 28th March, 2018 notifying Ind AS 115, 'Revenue from Contracts with Customers' and amending Ind AS 21 'The Effects of Changes in Foreign Exchange Rates'; Ind AS 12 'Income Taxes'. The same are applicable for financial statements pertaining to annual periods beginning on or after 1st April, 2018. The Company expects that there will be no material impact on the financial statements resulting from the implementation of these standards.

16. Previous Year's figures have been regrouped, rearranged and rescheduled wherever necessary to reflect its true nature.

As per our report of even date annexed

Signatures to Notes 1 to 16

For, Patel and Jesalpura
Chartered Accountants
FRN: 120802W

SD/-
R.B. Patel
Managing Director
DIN: 0118530

Sd/-
CA. Hiren U. Patel
Partner
M. No. 132726

Sd/-
D.B. PATEL
Whole-time Director
DIN:00235328

Date: 30-05-2018

Place: Ahmedabad