



HDIL Creating Value

Microstructures | Megastructures | Infrastructure
Housing Development and Infrastructure Ltd.

Regd. office :

9 - 01, HDIL Towers,
Anant Kanekar Marg,
Bandra (E)

Mumbai - 400 051.

T +91 22 2658 3500

F +91 22 2658 3535

www.hdil.in

CIN No. L70100MH1996PLC101379

Ref No: HDIL/CSD//2015-16/000222

September 5, 2015

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: 532873

Security Symbol: HDIL

Sub: Annual Reports for the year 2014-15

Dear Sir / Madam,

Pursuant to clause 31(a) of the Stock Exchange Listing Agreement, Please find enclosed herewith 6 (Six) copies of Annual Reports of the Company for the year 2014-15 alongwith Form'A' for your reference.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours truly,

for Housing Development and Infrastructure Limited

Darshan D. Majmudar
Chief Financial Officer & Company Secretary

Place: Mumbai

Encl: As above



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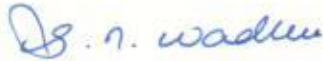
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Form A

Covering letter of the Annual Audit Report for the Financial Year 2014-15

1	Name of the Company	Housing Development and Infrastructure Limited	
2	Annual financial statements for the year ended	March 31, 2015	
3	Type of Audit observation	Un-qualified	
4	Frequency of observation	Not Applicable	
5	To be signed by-		
	CEO / Managing Director	Sarang Wadhawan Vice Chairman & Managing Director	 Signature
	CFO	Darshan D. Majmudar Chief Financial Officer & Company Secretary	 Signature
	Auditor of the Company	Jayesh Thar (Partner) Thar & Co. Chartered Accountants	 Signature
	Audit Committee Chairman	Shyam Sunder Dawra Independent Director and Chairman of the Audit Committee	 Signature



dream | design | deliver





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*D*ream home
We live in a virtual world, in which things are best viewed in 3D. How about having the same experience in real life too! Seems like a dream, isn't it? At HDIL, no dream is a distant reality. No accomplishment is a past hope. No lifestyle is an ordinary affair.

Right since inception, this has been our *modus operandi*. Making us a company to reckon with. The name not just resonates a vision to shape the future, but also displays a passion to lead in its arena of operations. Over the years, we have been instrumental in redefining the lifestyles of several families we have come across, making us the *Midas* of everything that we touch. The enhanced smiles on our customers' faces stand proof of our achievements. They are also a symbol of their love and trust in us to better their lifestyles.

The formula is quite simple – *Strive towards fulfilling dreams*. Design an aspirational lifestyle. Deliver on time! We live by our ethos that keep motivating us to push the bar higher every single time. With incredible achievements, the tone is set for greater things to come.



Chairman's Message



“
Company plans to handover
1,000 apartments across all the projects
in Mumbai Metropolitan Region which
includes Metropolis, Galaxy, Residency
Park and Premier Exotica.
”

Dear Shareholders,

Heartiest welcome to all my shareholders and Board of Directors to this 19th Annual General Meeting of your Company for the financial year 2014-15.

To me three words which differentiated India from rest of world are democracy, demographics and demand. Last year India has seen power of democracy by providing a strong political and stable regime which I feel will lead India to global power in next one decade. Our diverse demographics and strong internally led demand economy have made global powers to recognize India's might and presence. I also feel above 3Ds will immensely benefit the real estate sector which is the 2nd largest sector after agriculture and largest provider of organized and unorganized employment in India.

Apart from various initiatives by Central and State Government on development work, lots of socio-economic changes have also occurred. Our GDP growth has overtaken China and macro data on lower Inflation, improvement in fiscal deficit and aggressive Government spending will spur the economy.

Real Estate Sector has seen Green shoots of revival. Central Government ambitious policy on "Housing for all" and make India slum free is huge catalyst for a Real Estate Sector and development of urban infrastructure. Development of 100 Smart city, clarity on REIT, relaxation of interest rate for affordable housing were key highlights of policy decision for real estate sector. Policy like Land Acquisition Bill, Real Estate Regulations will provide much needed transparency and growth environment for the Industry.

Your Company is one of the largest developer and land bank owner in Mumbai Metropolitan Region. Mumbai has witnessed many changes in urban infrastructure landscape. Presence of Mono Rail, Metro Rail connecting Western - Eastern corridor has improved commu-time and bought the suburbs closer.

Development like proposed Development Control Regulation 2033, Coastal Road Policy, elevated suburban rail corridor, commencement of Metro III rail project will help and develop the connectivity between business districts and suburbs of MMR.

Policy of Central and State Government towards ease of doing business has started to show in Real Estate Development. State Government's efforts to streamline construction approvals and institutionalize the concept of deemed approval will boost the ease of doing business in the Real Estate Sector.

Operation Performance

Various Projects that presently are under execution are continuing at various stages and are progressing well. The first quarter ended June 30, 2015, have continued where the previous year have ended in terms and performance:

- ♦ The turnover of the Company for the Quarter ended June 30, 2015, increased by 77.63% and stood at ₹ 27,247.07 lacs as against ₹ 15,339.10 lacs in the previous Quarter ended March 31, 2015.
- ♦ The PAT for the Quarter ended June 30, 2015, increased by 76.15% to ₹ 5,890.88 lacs as against ₹ 3,344.18 lacs in the previous Quarter ended March 31, 2015.
- ♦ Earnings per share for the Quarter ended June 30, 2015, increased by 88% to ₹ 1.41 as against ₹ 0.75 in the previous Quarter ended March 31, 2015.
- ♦ As on June 30, 2015, net cash flow from operational activities was ₹ 9,799.79 lacs.

Financial Performance

- ♦ The turnover of the Company for the year ended March 31, 2015, increased by 16% and stood at ₹ 1,09,093.37 lacs as against ₹ 94,044.27 lacs in previous year.
- ♦ The Net Profit for the year ended March 31, 2015, decreased by 7.56% to ₹ 22,633.35 lacs as against ₹ 24,484.94 lacs in previous year.
- ♦ Earnings per share for the year ended decreased by 5.51% to ₹ 5.49 as against ₹ 5.81 in the previous year.
- ♦ As on March 31, 2015, net cash flow from operational activities is ₹ 49,928.53 lacs.
- ♦ During the year under review, Company's Debt (Including Non-Convertible Debentures) has been repaid aggregating to ₹ 50,775.48 lacs.

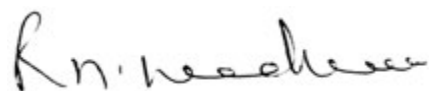
During the ongoing year, Transferable Development Rights ("T.D.R.") market has seen revival and T.D.R. prices have reached new heights. In last couple of months, your Company has handed over more than 1,500 apartments for relocating slum dwellers affected by Urban Infrastructure Projects.

Company plans to handover 1,000 apartments across all the projects in Mumbai Metropolitan Region which includes Metropolis, Galaxy, Residency Park and Premier Exotica.

I wish to express my sincere thanks to all shareholders, Board of Directors, bankers, business partners, government agencies, contractors and customers for their continued support and faith reposed in the Company. I also place on record my deep appreciation to all employees for their hard-work and dedication.

I would also take this opportunity to acknowledge that your Company is upholding responsibility for the environment and promoting well-being of all stakeholders including employees, customers and society.

Regards,



Rakesh Wadhwan
Executive Chairman



A LUXURIOUS LIFESTYLE BECKONS AT WHISPERING TOWERS, MULUND (W).



Welcome to a lifestyle of utmost admiration and grandeur, set amid blissful views of the Yeoor hills on one side and the Airoli creek on the other. One that encompasses all your desires in one. From well-appointed residences to mesmeric indoor and outdoor amenities, it offers one of the finest addresses in the vicinity. Be rest assured, it's an address everyone will look up to.

- ♦ 7 wings and ground, 6 podiums + 40 residential floors comprising 2, 2.5 & 3 BHK residences
- ♦ Clubhouse
- ♦ Swimming Pool
- ♦ Yoga Room
- ♦ Multipurpose Hall
- ♦ Gymnasium
- ♦ Jogging Track
- ♦ Tennis, Squash & Basketball Court
- ♦ Cricket Pitch
- ♦ Kids & Toddlers Play Zones
- ♦ Landscaped Gardens
- ♦ Indoor Games
- ♦ Elegant air-conditioned lobby
- ♦ Closed Circuit Security with intercom connection from Adler
- ♦ High-speed elevators
- ♦ Italian marble flooring in living room
- ♦ Anodized aluminum sliding, sound proof French windows
- ♦ Designer bathrooms with superior quality/sanitary fittings by American standards



MAJESTIC TOWERS, NAHUR (W). IF LIFE HAD A MAJESTIC ADDRESS, THIS WOULD BE IT!



Thoughtfully planned in proximity to nature and embellished with contemporary amenities, Majestic Towers are well poised to offer the lifestyle of tomorrow. It's a place where well-appointed residences share space with a host of enticing amenities. All offering the glorious lifestyle well deserved by the selected few.

- ♦ 4 wings and ground, 6 podiums + 36 residential floors comprising 2, 2.5 & 3 BHK residences
- ♦ 5 minutes from Nahur railway station, 1 km from LBS Marg
- ♦ Clubhouse
- ♦ Swimming Pool
- ♦ Gazebos
- ♦ Sundeck
- ♦ Indoor Gym
- ♦ Yoga Room
- ♦ Reflexology Walk
- ♦ Cricket Net
- ♦ Amphitheatre
- ♦ Herb Garden
- ♦ Meditation Garden
- ♦ Jogging Track
- ♦ Kids & Toddlers Play Area and Skating Rink
- ♦ Tennis, Squash & Basketball Court
- ♦ Artist's Zone



LIVE LIKE A CELEBRITY IN THE PLUSH SUBURB OF ANDHERI (W) AT METROPOLIS RESIDENCES.



Situated in the premium vicinity of Four Bungalows, this premium project is all that it would take to throb your heart. With chic 2, 3 & 4 BHK apartments and adorned with luxurious amenities, this is the place to be to lead a Page 3 lifestyle.

- ♦ 3 wings and ground, 1 podium + 31 residential floors luxurious towers in an upscale location of Four Bungalows
- ♦ Clubhouse with Swimming Pool, Gymnasium, Massage Room & Multipurpose Lounge
- ♦ Elegantly designed air-conditioned lobby
- ♦ Landscaped garden
- ♦ Multi-level parking
- ♦ Closed Circuit Security with intercom connection
- ♦ High speed elevators
- ♦ Easy connectivity by rail, road and metro



PREMIER EXOTICA, KURLA (W). OFFERING A LIFESTYLE AS EXOTICS AS THE NAME.



The belt of Kurla has experienced rapid transformation after the development of BKC in the neighbourhood. The construction of Premier Exotica is another feather in the cap of Kurla. On offer is a comfortable lifestyle that sprawls the best on offer at your feet. Feel at home as you bask in glory.

- ♦ 6 wings and ground + 13 residential floors
- ♦ Vitrified flooring
- ♦ Ionized French windows grills
- ♦ Kolher / Jaquar or equivalent bathroom fitting
- ♦ High quality electrical switches
- ♦ Cable TV connection
- ♦ Intercom connectivity throughout the complex
- ♦ Fire fighting facilities
- ♦ Branded automatic lifts
- ♦ Ample parking in basement
- ♦ Rain water harvesting
- ♦ Clubhouse with well-equipped Gymnasium
- ♦ Carom and Table Tennis
- ♦ Landscaped Gardens
- ♦ Children's Play area



MUMBAI'S WESTERN SUBURBS FINDS A BLOSSOMING LANDMARK IN RESIDENCY PARK II VIRAR (W).



Developed as 7 wings of 7 storeys each, Residency Park II is one of Virar's finest and promising project. This pocket has not only developed as a good investment option due to its good connectivity by rail and road but also is home to nature in plenty. Give your family a one-of-its-kind lifestyle at a competitive price.

- ♦ 7 wings and ground + 7 residential floors
- ♦ Modern amenities and conveniences
- ♦ Just 2 km from Virar railway station
- ♦ Schools, colleges, hospitals, malls and theaters nearby
- ♦ Landscaped garden with children's play area
- ♦ Power back-up for lifts and common areas
- ♦ Earthquake resistant structures
- ♦ Rain water harvesting



DISCOVER YOUR GALAXY OF SOUGHT-AFTER LIVING AT GALAXY APARTMENTS, KURLA (E).



Yet another gem on the crown of Kurla, this project combines the best for its connoisseurs. Making it a profitable investment option from all angles. Book a space and witness life in a new perspective.

- ♦ 6 wings and ground + 17 residential floors.
- ♦ Easily accessible from Eastern Express highway and Kurla railway station
- ♦ Well-designed apartments with French windows and premium amenities
- ♦ Vitrified flooring
- ♦ Anodized French windows in living room
- ♦ Jaquar or equivalent bathroom fittings
- ♦ Children's play area
- ♦ Rain water harvesting

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the Members of **HOUSING DEVELOPMENT AND INFRASTRUCTURE LIMITED** (CIN: L70100MH1996PLC101379) will be held on Wednesday, September 30, 2015 at 11:00 a.m. at National Stock Exchange of India, Exchange Plaza, Plot No. C/1, G – Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone financial statements and the consolidated financial statements of the Company for the year ended March 31, 2015, together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Gupta (DIN: 00145816), who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. Thar & Co., Chartered Accountants (Firm Registration No. 110958W), as approved by Members at the Eighteenth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of Twentieth Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2016.

SPECIAL BUSINESS:

4. **Appointment of Mr. Hazari Lal (DIN: 06696100) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Hazari Lal (DIN: 06696100), who was appointed as an Additional Director of the Company with effect from November 14, 2014, in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five (5) years, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **Appointment of Mrs. Sandhya Baliga (DIN: 07015987) as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Sandhya Baliga (DIN: 07015987), who was appointed as an Additional Director

of the Company with effect from November 14, 2014, in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a term of five (5) years, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. **Re-appointment of Mr. Sarang Wadhawan (DIN: 00028608), as Vice Chairman and Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provision of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and such other consents, approvals and permissions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities while granting such approvals, permissions and sanctions and pursuant to the approval of the Nomination and Remuneration Committee of the Board and the Board of Directors at the Meeting held on May 15, 2015, approval of the Company be accorded to the re-appointment of Mr. Sarang Wadhawan (DIN: 00028608) as Vice Chairman and Managing Director of the Company for a term of five years with effect from April 1, 2016, on such salary and perquisites as are set out in the explanatory statement annexed hereto with a liberty to the Board of Directors to alter and vary the terms and conditions of the re-appointment and remuneration.

RESOLVED FURTHER THAT the aggregate of remuneration in any financial year shall not exceed the limits prescribed under Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act as amended from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company, the remuneration and perquisites set out in the aforesaid agreement be paid to Mr. Sarang Wadhawan, Vice Chairman and Managing Director as minimum remuneration provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling provided in Schedule V to the Act or such other amount and perquisites as may be provided from time to time or any equivalent statutory re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid Resolution.”

7. **Ratification of remuneration payable to Cost Auditors**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ketki D. Visariya & Co., Cost Accountants (Firm Registration Number: 00362), appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company, be paid a remuneration for the financial year ending March 31, 2015 and March 31, 2016, amounting to ₹ 1,00,000 per annum and re-imbursment of out-of-pocket expenses incurred by them in connection with the aforesaid audit plus service tax as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

8. To consider fund raising programme of the Company

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 41, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and Depository Receipts Scheme, 2014, as amended, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (**“SEBI”**) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the **“ICDR Regulations”**), the Reserve Bank of India (**“RBI”**) and the Government of India (**“GOI”**) and / or any other competent authorities as may be required and clarifications, if any, issued thereon from time to time, the equity listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of face value of ₹ 10/- each (the **“Equity Shares”**) are listed (the **“Listing Agreement”**) and subject to any approval, consent, permission and / or sanction of GOI, SEBI, RBI and the stock exchanges, as may be required, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and/or sanctions of the concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which term shall include any committee thereof constituted / to be constituted by the Board to exercise its powers including powers conferred by this Resolution to the extent permitted by law), consent, authority and approval of the Members is hereby accorded to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, private placement or a combination thereof of the Equity Shares or through an issuance of the Global Depository Receipts (**“GDRs”**), the American Depository Receipts (**“ADRs”**), the Foreign Currency Convertible Bonds (**“FCCBs”**), fully convertible debentures / partly convertible debentures, preference shares convertible into Equity Shares and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the

warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether denominated in rupee or in foreign currency (hereinafter collectively referred to as the **“Securities”**) or any combination of Securities to any person including but not limited to foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters, Indian and / or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), (collectively called the **“Investors”**) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities in one or more offerings / tranches, such that the total amount including premium raised through the aforesaid Securities should not exceed USD 350 million (350 Million United States Dollars) in one or more currencies.

RESOLVED FURTHER THAT pursuant to provisions of Sections 41, 42, 62 and other applicable provisions, if any, of the Act, Chapter VIII of the ICDR Regulations, the FEMA and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, consent, authority and approval of the Members be and is hereby accorded to issue, offer and allot Equity Shares, securities convertible into Equity Shares or non-convertible debentures along with warrants such that the total amount including premium raised should not exceed USD 350 million (350 Million United States Dollars), as specified in the preceding Resolution, to the qualified institutional buyers (as defined in the ICDR Regulations) pursuant to a qualified institutions placement in accordance with Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in case of issue of the Securities by way of the qualified institutions placement to the qualified institutional buyers in accordance with Chapter VIII of the ICDR Regulations, the **“relevant date”** shall mean the date of the meeting in which the Board or a Committee of the Board decides to open the proposed issue of Securities and at such price as applicable in accordance with the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT in case of a qualified institutions placement, in terms of the provisions of the ICDR Regulations, the Board may, at its absolute discretion, issue Equity Shares (including upon conversion of the Securities) at a discount of not more than such percentage as permitted under applicable regulations to the **“floor price”** as determined in terms of the ICDR Regulations.

RESOLVED FURTHER THAT:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (b) the relevant date for the purposes of determining the floor price of the Securities would be in accordance with the guidelines prescribed by SEBI, RBI, GOI through its various departments, or any other regulator and the pricing of any Equity Shares issued upon the

conversion of the Securities shall be made subject to and in compliance with the applicable adjustments in the applicable rules / guidelines / statutory provisions and

- (c) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the issue of Equity Shares underlying the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Securities, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and / or division of outstanding shares into smaller number of shares (including by the way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies and to seek the listing of such Securities on one or more recognized (national and international) stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue / offering and all such Equity Shares shall rank *pari passu* with the existing Equity Shares in all respects, except the right as to dividend which shall be from the relevant financial year in which they are allotted and / or as provided under the terms of the issue or as contained in the relevant offering documents.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s) / offering(s), including the type of Security(ies) to be issued and allotted, the class of investors to whom the Securities are to be offered / issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, number of Equity Shares or other securities upon conversion or redemption or cancellation of Securities, premium or discount amount on issue / conversion

of Securities / exercise of warrants / redemption of Securities / rate of interest / period of conversion or redemption, listings on one or more stock exchanges in India and / or abroad and fixing of record date or book closure and related or incidental matters as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s) / offering(s), allotment and conversion of any of the aforesaid Securities, utilisation of issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolution."

9. Increase in Authorised Share Capital

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules framed there under, the authorised share capital of the Company be and is hereby increased from ₹ 500,00,00,000 (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 1000,00,00,000 (Rupees One Thousand Crores only) divided into 100,00,00,000 (Hundred Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each by creation of additional 50,00,00,000 (Fifty Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each ranking *pari passu* in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

10. Alteration of Capital Clause contained in the Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules framed thereunder, the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

Clause V:

The Authorised share capital of the Company is ₹ 1000,00,00,000 (Rupees One Thousand Crores only) divided into 100,00,00,000 (Hundred Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each, with power of the Company to increase or reduce the said capital and to issue any part of its capital, original or increased with or without preference or priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declared

every issue of the shares whether declared to be preference or otherwise shall be subject to the power hereinafter contained.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By order of the Board of Directors
for Housing Development and Infrastructure Limited

Darshan D. Majmudar
 Chief Financial Officer
 and Company Secretary

Place: Mumbai
 Date: May 15, 2015

REGISTERED OFFICE:

9-01, HDIL Towers,
 Anant Kanekar Marg,
 Bandra (East), Mumbai – 400 051

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS OR AUTHORITY, AS APPLICABLE.**

A person can act as a proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 ("**the Act**"), in respect of the business under Items 4 to 10 of the accompanying Notice are annexed hereto. Brief profile of the Directors including those proposed to be appointed / re-appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) is attached to this Notice.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members / Proxies are requested to fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report at the Meeting.
5. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books of the Company from September 26, 2015 to September 30, 2015.

8. During the Financial Year ("**F.Y.**")2015-16, the Company will be required to transfer to the Investor Education and Protection Fund ("**IEPF**"), Final Dividend declared in the F.Y. 2008-09, and which is lying unclaimed with the Company for a period of seven years from the date of transfer to the Unpaid Dividend Account in terms of Section 205A of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Act are yet to be notified).
9. Members are requested to note that as per Section 205A of the Companies Act, 1956, Dividends which was not encashed/ claimed within seven years from the date of declaration had been transferred to IEPF and no claims in this respect will lie against IEPF or the Company.
10. The Securities and Exchange Board of India ("**SEBI**") has mandated the submission of Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding shares in electronic form and who have not submitted PAN, are requested to submit their PAN to the Depository Participants with whom they have maintained their demat accounts. Members holding shares in physical form should submit their PAN to the Karvy Computershare Private Limited, Karvy Selenium Tower-B, Plot No. 31 and 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032.
11. Queries on Financial Statements of the Company, if any, to be sent in writing to the Company Secretary, ten days in advance of the Meeting, so as to enable the Management to keep the information ready at the Meeting.
12. Members are requested to notify immediately change, if any, in their address/ mandate/ e-mail/ bank details to their Depository Participant ("**DP**") in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's R & T Agent at above address.
13. Under Section 72 of the Act, Members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH. 13 in duplicate to the Company's R & T Agent at above address.
14. **Information and other instructions relating to e-voting are as under:**
 Pursuant to Section 108 of the Act, 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, whose names appear in the Register of Members / list of Beneficial Owners as on September 22, 2015 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 10:00 a.m. on Saturday, September 26, 2015 and will end at 5:00 p.m. on Tuesday, September 29, 2015. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (C.P. No. 3531), to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited ("**Karvy**") for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - a) In case of Members receiving an e-mail from Karvy:
 - (i) Launch an internet browser and open <https://evoting.karvy.com>

- (ii) Enter the login credentials (i.e. User ID and password). The Event No.+Folio No. or DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering the above details Click on - "LOGIN".
 - (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
 - (v) On successful login, the system will prompt you to select the E-Voting Event.
 - (vi) Select the EVENT of Housing Development and Infrastructure Limited and click on - Submit.
 - (vii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - (viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (x) Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@mgconsulting.in, they may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip:
- (i) Initial Password is provided, at the bottom of the Attendance Slip.
 - (ii) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>
 - III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
 - IV. The voting rights shall be as per the number of equity share held by the Member(s) as on September 22, 2015, Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - V. The Companies (Management and Administration) Amendment Rules, 2015, provides that the electronic voting period shall close at 5:00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 10:00 a.m. on Saturday, September 26, 2015 and will end at 5:00 p.m. on Tuesday, September 29, 2015. The e-voting module shall be disabled by Karvy at 5:00 p.m. on the same day.

- VI. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- VII. Members who have acquired shares after the despatch of the Annual Report and before the book closure may obtain the user ID by approaching the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
 - a. If e-mail or mobile number of the Member is registered against Folio No. / DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "forgot password" and enter Folio No. or DP ID-Client ID and PAN to generate a password.
 - b. Member may call Karvy's toll free number 1800-3454-001
 - c. Member may send an e-mail request to evoting@karvy.com
- VIII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 10 of the accompanying Notice:

ITEM NO. 4

On the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("the Board") had appointed Mr. Hazari Lal (DIN: 06696100) as an Additional Director of the Company with effect from November 14, 2014. In accordance with the provisions of Section 161 of the Act, Mr. Hazari Lal shall hold office up to the date of the ensuing Annual General Meeting ("AGM").

In terms of Section 160 of the Act, the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- from a Member signifying his intention to propose the candidature of Mr. Hazari Lal for the office of the Director.

Further, in terms of Section 149 read with Schedule IV to the Act, the Board reviewed the declaration made by Mr. Hazari Lal that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management.

A brief profile of Mr. Hazari Lal is attached to this Notice.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. In view of the above provisions, the proposal for the appointment of Mr. Hazari Lal as an Independent Director, not liable to retire by rotation, for a term of five years has been put up for the approval of Members.

Except Mr. Hazari Lal, being an appointee, none of the Directors or Key Managerial Personnel ("KMP") of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4.

Accordingly, your Directors commends the Ordinary Resolution for the approval of the Members appointing Mr. Hazari Lal as an Independent Director of the Company, not liable to retire by rotation, for a term of five years.

ITEM NO. 5

On the basis of recommendation of Nomination and Remuneration Committee, the Board had appointed Mrs. Sandhya Baliga (DIN: 07015987) as an Additional Director of the Company with effect from November 14, 2014. In accordance with the provisions of Section 161 of the Act, Mrs. Sandhya Baliga shall hold office up to the date of the ensuing AGM.

In terms of Section 160 of the Act, the Company has received a notice in writing along with a deposit of ₹ 1,00,000/- from a Member

signifying his intention to propose the candidature of Mrs. Sandhya Baliga for the office of Director.

Further, in terms of Section 149 read with Schedule IV to the Act, the Board reviewed the declaration made by Mrs. Sandhya Baliga that she meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that she fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the Management.

A brief profile of Mrs. Sandhya Baliga is attached to this Notice.

In terms of Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the Company. In view of the above provisions, the proposal for the appointment of Mrs. Sandhya Baliga as an Independent Director, not liable to retire by rotation, for a term of five years has been put up for the approval of Members.

Except Mrs. Sandhya Baliga, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Accordingly, your Directors commends the Ordinary Resolution for the approval of the Members appointing Mrs. Sandhya Baliga as an Independent Director of the Company, not liable to retire by rotation, for a term of five years.

ITEM NO. 6

Based upon the recommendation of Nomination and Remuneration Committee, the Board at their Meeting held on May 15, 2015, had approved the re-appointment of Mr. Sarang Wadhawan as Vice Chairman and Managing Director of the Company for a term of five years with effect from April 1, 2016 i.e. up to expiry of his present term of office as approved by the Members at the 15th AGM of the Company held on August 12, 2011, on such salary and perquisites as mentioned hereunder:

- Salary / Remuneration:** ₹ 25,00,000/- per month. Further, increments as and when approved by the Board and Members of the Company.
- Perquisites and Allowances:** In addition to the above, he shall also be eligible to perquisites and allowances like rent free furnished/ semi-furnished accommodation/House Rent Allowance/Stay in a hotel; expenditure incurred by the Company on gas, electricity, water and on furnishings to be valued as per the Income Tax Rules; Medical Reimbursement; Hospitalisation expenses; Leave travel concession for the self and the family, Retirement benefits like Provident fund, Gratuity etc. as per the laws applicable from time-to-time; club fees; a chauffeur driven car with maintenance cost of the car and reimbursement of fuel expenses at actuals; communication facility including phone at the residence (personal long distance calls will be borne by him), as per the Rules of the Company, as applicable not exceeding ₹ 25,00,000/- per month.

The perquisites and allowances shall be valued as per the Income Tax Rules, wherever applicable. In absence of any such Rules, they shall be evaluated at actual cost.

Total remuneration to be restricted to ₹ 6 Crores per annum.

Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable Sections of the Act, if any, read with Schedule V to the Act as amended from time to time.

In the event of absence or inadequacy of profits in any financial year during the tenure of the Vice Chairman and Managing Director, salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Schedule V read with Sections 196, 197 and 198 of the Act.

As required under the Act and provisions contained in Articles of Association of the Company, approval of the Members is sought by way of Ordinary Resolution to re-appoint Mr. Sarang Wadhawan as Vice Chairman and Managing Director of the Company on terms as mentioned above.

Your Board is of opinion that Mr. Sarang Wadhawan's experience and skill will benefit the Company immensely and recommends this Resolution for the approval of Members.

A brief profile of Mr. Sarang Wadhawan is attached to this Notice.

No Sitting fees shall be paid to Mr. Sarang Wadhawan for attending the Meetings of the Board or any Committee thereof.

None of the Directors, except Mr. Rakesh Kumar Wadhawan, Executive Chairman of the Company, being father of Mr. Sarang Wadhawan and Mr. Sarang Wadhawan deemed to be interested or concerned in passing of this Resolution, as it relates to his appointment and payment of remuneration.

Accordingly, your Directors commends the Ordinary Resolution for the approval of the Members appointing Mr. Sarang Wadhawan as Vice Chairman and Managing Director of the Company.

ITEM NO. 7

The Board on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Ketki D. Visariya & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 and March 31, 2016.

In terms of the provisions of Section 148 of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2015 and March 31, 2016, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

Accordingly, your Directors commends the Ordinary Resolution for the approval of the Members for ratification of remuneration payable to Cost Auditor.

ITEM NO. 8

The Company, in order to reduce the overall debt of the Company and to meet with the long term capital requirements of the Company and to increase the ability to compete with the peer groups in domestic markets, needs to strengthen its financial position and net worth by augmenting long term resources, has proposed the Fund Raising Programme.

Pursuant to the above, the Board may, issue and allot in one or more tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, by way of a public issue, private placement or a combination thereof of the Equity Shares or through an issuance of the global depository receipts, the American depository receipts, the foreign currency convertible bonds, fully convertible debentures/ partly convertible debentures, preference shares convertible into Equity Shares, and / or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities to any person including but not limited to foreign/ resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, promoters, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, employees of the Company and / or any other categories of investors.

The "relevant date" shall mean the date of the Meeting in which the Board or a Committee of the Board decides to open the proposed issue of Securities and at such price as applicable in accordance with the provisions of the ICDR Regulations.

For reasons aforesaid, an enabling Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The securities issued pursuant to the offering would be *pari passu* with the existing Equity Shares in all respects, except the right as to dividend which shall be from the relevant

financial year in which they are allotted and / or as provided under the terms of the issue or as contained in the relevant offering documents.

The proposed issue of Qualified Institutions Placement Securities as above may be made in one or more tranches such that the aggregate amount raised by issue of Qualified Institutions Placement Securities shall not exceed USD 350 million (350 Million United States Dollars).

Section 62 of the Act and the Listing Agreement entered with the Stock Exchanges, provide, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board to make the proposed issue of Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the then prevailing market conditions and in accordance with the applicable provisions of rules, regulations or guidelines.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8.

Accordingly, your Directors commends the Special Resolution for the approval of the Members for approving the fund raising programme of the Company.

ITEM NO. 9 and 10

The Authorised Share Capital of the Company as reflected in the Memorandum of Association as on date is ₹ 500,00,00,000 (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each.

The Board in their Meeting held on May 15, 2015, subject to requisite approvals and consents, resolved to offer equity shares through Fund Raising Programme.

In view of the proposed Fund Raising Programme, the Authorised Share Capital of the Company needs to be increased from ₹ 500,00,00,000 (Rupees Five Hundred Crores only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 1000,00,00,000 (Rupees One Thousand Crores only) divided into 100,00,00,000 (Hundred Crores) Equity Shares of ₹ 10/- (Rupees Ten only) each by creation of additional 50,00,00,000 (Fifty Crores) Equity shares of ₹ 10/- (Rupees Ten only) each ranking *pari passu* in all respects with the existing Equity Shares.

Consequent to the increase of Authorised Share Capital, the Capital Clause contained in Clause V of the Memorandum of Association of the Company needs to be altered as indicated in Resolution No. 9.

None of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 and 10.

A copy of the Memorandum of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon up to the date of the Meeting.

Accordingly, your Directors commends the Ordinary Resolution set out at Item No. 9 and the Special Resolution set out at Item No. 10 for the approval of the Members.

By order of the Board of Directors
for Housing Development and Infrastructure Limited

Darshan D. Majmudar
 Chief Financial Officer
 and Company Secretary

Place: Mumbai
 Date: May 15, 2015

REGISTERED OFFICE:
 9-01, HDIL Towers,
 Anant Kanekar Marg,
 Bandra (East), Mumbai – 400 051

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(In pursuance of Clause 49 of the Listing Agreement)

Name of Directors	Mr. Ashok Kumar Gupta	Mr. Hazari Lal	Mrs. Sandhya Baliga	Mr. Sarang Wadhawan
Date of Birth	May 20, 1950	September 11, 1950	October 27, 1953	October 5, 1976
Age	64	64	61	38
Date of Appointment	April 27, 2006	November 14, 2014	November 14, 2014	March 4, 2005
Qualification(s)	Chartered Accountant, L.L.B. from Mumbai University	Bachelor of Arts, Punjab University, Bachelor of Education (B.Ed.), Punjab University, M.A., University of Delhi, M.Sc., Development Management, Glasgow Caledonian University, UK	M.A., M. Phil (Public Administration)	MBA from Clark University, Worcester, U.S.A and Commerce Graduate from Mumbai University
Number of Shares Held	5,800	NIL	NIL	41,59,115
Expertise in specific functional area	Investment Schemes, Restructuring, other Corporate Law matters, Accountancy, Real Estate Laws and Management	Housing and Urban Development, Other Land matters and Administration.	Indirect Taxation (Customs, Central Excise and Service Tax), Personnel and Vigilance Administration, Legal and Appellate Remedies (Customs, Central Excise and Service Tax), Ethics, Governance and Finance.	Real Estate and Infrastructure Industry
Other Directorship(s)	Blue Star Realtors Private Limited and Privilege Power and Infrastructure Private Limited	Guruashish Construction Private Limited; Blue Star Realtors Private Limited; BKC Developers Private Limited; Lashkaria Construction Private Limited; Ravijyot Finance and Leasing Private Limited; Privilege Power and Infrastructure Private Limited; HC Infracity Private Limited	Guruashish Construction Private Limited; Blue Star Realtors Private Limited; BKC Developers Private Limited; Lashkaria Construction Private Limited; Ravijyot Finance and Leasing Private Limited; Privilege Power and Infrastructure Private Limited and HC Infracity Private Limited	Blue Star Realtors Private Limited; Excel Arcade Private Limited; Guruashish Construction Private Limited; HC Infracity Private Limited; Lashkaria Construction Private Limited; Privilege Power and Infrastructure Private Limited; Privilege Industries Limited; Privilege Distilleries and Breweries Private Limited; Privilege Breweries Private Limited and Privilege Hi-Tech Infrastructure Limited
Committee Positions in other Public Companies	NIL	Audit Committee - Chairman BKC Developers Private Limited; Audit Committee - Chairman HC Infracity Private Limited; Audit Committee - Chairman Privilege Power and Infrastructure Private Limited; Audit Committee - Chairman Ravijyot Finance and Leasing Private Limited; Audit Committee - Member Blue Star Realtors Private Limited; Audit Committee - Member Guruashish Construction Private Limited; Audit Committee - Member Lashkaria Construction Private Limited	Audit Committee - Chairman Blue Star Realtors Private Limited; Audit Committee - Chairman Guruashish Construction Private Limited; Audit Committee - Chairman Lashkaria Construction Private Limited; Audit Committee - Member BKC Developers Private Limited; Audit Committee - Member HC Infracity Private Limited; Audit Committee - Member Privilege Power and Infrastructure Private Limited and Audit Committee - Member Ravijyot Finance and Leasing Private Limited	Audit Committee : Member - Blue Star Realtors Private Limited; Audit Committee : Member - Guruashish Construction Private Limited; Audit Committee : Member - HC Infracity Private Limited; Audit Committee : Member - Lashkaria Construction Private Limited; Audit Committee : Member - Privilege Power and Infrastructure Private Limited and Audit Committee : Member - Privilege Industries Limited
Relationships between Directors inter-se	NIL	NIL	NIL	Son of Mr. Rakesh Kumar Wadhawan, Executive Chairman of the Company.

Dear Members,

Your Directors have pleasure in presenting the 19th Annual Report of the Company together with the "Management Discussion and Analysis Report", "Corporate Governance Report" and "Audited Financial Statements" for the Financial Year ("F.Y.") ended March 31, 2015.

FINANCIAL PERFORMANCE

Your Company's performance during the F.Y. ended March 31, 2015 as compared to the previous F.Y. is summarised below:

(₹ In Lacs)

Particulars	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Gross sales and other receipts	109,093.36	94,044.27	108,312.21	95,364.41
Profit before finance cost, depreciation, amortisation and taxation	70,118.58	77,297.12	86,656.27	97,493.09
Finance Cost	38,694.07	50,964.06	55,344.49	70,729.30
Depreciation and Amortization	671.26	780.06	1,531.95	7,857.47
Operational profit before tax	30,753.25	25,553.00	29,779.83	18,906.32
Less: Tax Expenses	8,119.90	1,068.06	7,916.25	1,137.40
Less: Minority Interest	NA	NA	(1.55)	12.41
Profit for the year	22,633.35	24,484.94	21,865.13	17,756.51
Balance brought forward	3,791.77	3,846.94	(34,329.08)	(27,562.36)
Add: Other adjustments	351.60	(140.11)	2714.21	(123.23)
Profit available for appropriation	26,776.72	28,191.77	(9,749.74)	(9,929.08)
Less: Transferred to Debentures Redemption Reserve	26,700.00	24,400.00	26,700.00	24,400.00
Closing Balance	76.72	3,791.77	(36,449.74)	(34,329.08)
Net Worth	1,065,505.97	1,042,521.02	1,080,468.12	1,055,905.12

STATE OF COMPANY'S AFFAIRS AND PERFORMANCE REVIEW

- The Turnover of the Company increased by 16% and stood at ₹ 109,093.36 lacs as against ₹ 94,044.27 lacs in the previous year.
- The Company's Profit from Operations for the year ended March 31, 2015 increased by 20.35% to ₹ 30,753.25 lacs as against ₹ 25,553.00 lacs in the previous year.
- The Net Profit for the year has decreased by 7.56% to ₹ 22,633.35 lacs as against ₹ 24,484.94 lacs in previous year on account of Income Tax Expenses of ₹ 8,119.90 lacs as against ₹ 1,068.06 lacs.
- During the year under review, Company's Debt Including Non-Convertible Debentures ("NCD") has been repaid aggregating to ₹ 50,775.48 lacs and Debt Service Ratio is 1.81.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis Report, which forms part of this Report.

SUBSIDIARY COMPANIES

As at March 31, 2015, your Company has following subsidiaries:

Sr. No.	Name of Subsidiary
1	Blue Star Realtors Private Limited
2	BKC Developers Private Limited
3	Excel Arcade Private Limited
4	Guruashish Construction Private Limited
5	HC Infracity Private Limited
6	Lashkaria Construction Private Limited
7	Mazda Estates Private Limited
8	Privilege Power and Infrastructure Private Limited
9	Ravijyot Finance and Leasing Private Limited

During the year, your Company has divested its 100% shareholding of its wholly owned subsidiary company, viz. HDIL Entertainment Private Limited.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, ("the Act") read with Rule 8 of Companies (Accounts) Rules, 2014, the Company has prepared its consolidated financial statement including all of its subsidiaries, which is forming part of this report. A statement containing salient features of financial statements of subsidiary companies in Form AOC 1 is included in the Annual Report at Page No. 88.

The separate audited financial statements in respect of each of the subsidiary companies shall be kept open for inspection at the Registered Office of the Company on all working days between 10:00 a.m. to 12:00 noon, for a period of 21 days before the date of the Annual General Meeting ("AGM"). Your Company will also make available these documents upon a written request by any Member of the Company interested in obtaining the same. The separate audited financial statements in respect of each of the subsidiary companies is also available on the website of your Company at www.hdil.in.

DIVIDEND

In view of the current market and industry scenario, your Board has been actively pursuing paring of its debt and optimising its land banks. Keeping in its objective, the Board deems it proper to conserve its cash flow for execution of its existing projects, your Directors have not recommended payment of any Dividend for the F.Y. ended March 31, 2015.

DEBENTURES

During the year under review, your Company has not issued any Debentures. However, out of the total NCD issued in the earlier years by the Company, during the year under review there has been repayment of NCD aggregating to ₹ 30,577.62 lacs.

SHARE CAPITAL

The paid-up equity share capital of the Company as at March 31, 2015 was ₹ 41,900.40 lacs. During the year under review, there was no change in the issued, subscribed and paid up share capital of the Company.

The equity shares of your Company continue to be listed on BSE Limited and National Stock Exchange of India Limited.

RESERVES

As per requirements of the provisions of Section 71 of the Act, your Company has transferred ₹ 26,700.00 lacs to Debenture Redemption Reserve.

FIXED DEPOSITS

Your Company did not hold any public deposits at the beginning of the year, nor it has accepted any deposits from the public during the year under review, within the meaning of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return of the Company, as prescribed under Section 92(3) of the Act and Companies (Management and Administration) Rules, 2014, framed thereunder, is attached as **Annexure 'A'**.

HUMAN RESOURCES

Your Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset.

Your Company has embarked on the journey of creating a High Performance Culture and has laid the foundation towards this.

Company's Learning and Development initiatives are focused on enhancing functional skills and competencies of its employees and its other Learning and Development interventions include Executive Development Programs, e-learning and various class room based training programmes.

Your Company is committed to strive towards full engagement of all its employees, partners, contractors, suppliers and clients to ensure safe working conditions and safe behaviour as well as take care of their health.

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

Your Company is committed to providing and promoting a safe and healthy work environment for all its employees.

Your Company has adopted a 'Prevention of Sexual Harassment' ("POSH") policy that is in line with the provisions of the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of complaints pertaining to sexual harassment at workplace, along with a structured reporting and redressal mechanism is in place. The POSH Policy is displayed on the Company's intra-net 'HDIL World'.

During F.Y. 2014-15, your Company has not received any complaint on sexual harassment.

DIRECTORS

Mr. Sunil Bihari Mathur, Director of the Company had resigned as a Director of the Company with effect from August 9, 2014, due to personal commitments and Mr. Waryam Singh, Director of the Company also stepped down as a Director of the Company with effect from March 23, 2015, due to personal commitments. The Board of Directors place on record their appreciation for the significant contribution made by Mr. Sunil Bihari Mathur and Mr. Waryam Singh during their tenure as Directors of the Company.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Ashok Kumar Gupta is liable to retire by rotation at the ensuing AGM of the Company and being eligible offers himself for re-appointment.

In accordance with the provisions of Section 161 of the Act and on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on November

14, 2014, had appointed Mr. Hazari Lal and Mrs. Sandhya Baliga as Additional Director of the Company and they hold office up to the conclusion of the ensuing AGM.

Pursuant to the applicable provisions of the Act and on the basis of recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 15, 2015, had re-appointed Mr. Sarang Wadhawan as Vice Chairman and Managing Director of the Company, for a further term of 5 years, with effect from April 1, 2016.

Your Company has received notices in writing pursuant to Section 160 of the Act from the Members along with deposit of ₹ 1,00,000/- each, signifying their intention to propose the candidature of Mr. Hazari Lal and Mrs. Sandhya Baliga as Independent Directors and Mr. Sarang Wadhawan as Vice Chairman and Managing Director of the Company at the ensuing AGM of the Company and their appointment is hereby proposed for the approval of the Members.

The above appointment forms part of the Notice of the ensuing Nineteenth AGM and the respective Resolutions are recommended for your approval. Brief Profiles of Mr. Ashok Kumar Gupta, Mr. Hazari Lal, Mrs. Sandhya Baliga and Mr. Sarang Wadhawan as required under Clause 49 of the Listing Agreement forms part of the Notice of the ensuing AGM.

Your Company received declaration from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed by Section 149(6) of the Act.

The terms and conditions of the appointments of Independent Directors have been placed on the website of the Company, www.hdil.in.

Your Company has conducted the familiarization programme for all its Directors covering the matters as specified under Clause 49 of the Listing Agreement, details of which has been hosted on the Company's website at <http://www.hdil.in/pdf/policies/familiarisation-programme-for-independent-directors.pdf>

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) read with Section 134(5) of the Act:

- in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

Your Company believes that good corporate governance practices enable the Management to direct and control the affairs of the

Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders. Your Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a leading real estate company in India, while upholding the core values of transparency, integrity, honesty and accountability.

Your Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices and the highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, Government and others.

A report on Corporate Governance together with a certificate received from M/s. Thar & Co., Chartered Accountants, Statutory Auditors of the Company confirming the compliance with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is given separately which forms part of this Report. (Refer Page No. 40).

NUMBER OF MEETINGS OF THE BOARD

The Board met on various occasions to discuss and decide various affairs, operations of the Company and to supervise and control the activities of the Company. The schedule of the Board / Committee Meetings to be held in the forthcoming F.Y. will be circulated to the Directors in advance to enable them to plan their schedule for their effective participation in the Meetings.

During the year under review the Board met four (4) times viz. on May 23, 2014, July 31, 2014, November 14, 2014 and February 14, 2015.

Detailed information on the Meetings of the Board is included in the report on Corporate Governance, which forms part of this Annual Report. (Refer Page No. 34).

COMMITTEES OF THE BOARD

Your Company has several committees which have been established as a part of the best corporate governance practices and which are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

Your Company has following Committees of the Board:

- Audit Committee
- Finance Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Project Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in details in the 'Report on Corporate Governance' of the Company which forms part of this Annual Report.

AUDIT COMMITTEE

The Audit Committee comprises of the following Directors:

Mr. Shyam Sunder Dawra	-	Chairman
Mr. Ashok Kumar Gupta	-	Member
Mr. Lalit Mohan Mehta	-	Member
Mr. Raj Kumar Aggarwal	-	Member
*Mrs. Sandhya Baliga	-	Member

*Mrs. Sandhya Baliga was appointed as a Member of the Audit Committee at the Meeting of the Board of Directors held on November 14, 2014 and subsequently on May 15, 2015, she was appointed as a Chairperson of the Audit Committee.

All the recommendations made by the Audit Committee were accepted by the Board.

STATUTORY AUDITORS

M/s. Thar & Co., Chartered Accountants (Firm Registration No. 110958W), were appointed as Statutory Auditors of your Company at the last AGM held on September 30, 2014, for a term of two consecutive years. As per the provisions of Section 139 of the Act, the appointment of Auditors is required to be ratified by Members at every AGM and the same is proposed for the ratification by the Members at the ensuing AGM, which forms a part of the Notice of AGM.

The Company has received a letter from M/s. Thar & Co., Chartered Accountants, to the effect that their appointment, if ratified, would be in accordance with provision of the Section 139 of the Act and that, they are not disqualified for such appointment within the meaning of Section 141 of the Act.

EXPLANATION ON AUDITORS' REPORT

As regards the observation by the Auditor in the Auditor's Report regarding delay in payment of Statutory dues, subsequently the Company has paid TDS of ₹ 5.40 lacs and arrears of interest on Service Tax and VAT will be cleared upon completion of assessment of the respective years. In the matter of pending income tax demands, the note is self-explanatory and no further clarification is required.

There are no qualifications, reservations, adverse remarks or disclaimers made by Auditors in their Report dated May 15, 2015, on the Financial Statements of the Company for F.Y. 2014-15.

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. SG & Associates, Company Secretaries (C.P. No. 5722) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure 'B'**.

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. SG & Associates, Company Secretaries, in their Report dated May 9, 2015, on the Secretarial and other related records of the Company for the F.Y. 2014-15.

COST AUDITORS

In pursuance of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Board of Directors, on recommendation of Audit Committee, has appointed M/s. Ketki D. Visariya & Co., Cost Accountants (Firm Registration No. 00362), as the Cost Auditors to conduct the Cost Audit for the F.Y. 2014-15 and 2015-16 at a remuneration of ₹ 1,00,000/- each and reimbursement of out of pocket expenses plus service tax as applicable.

As required under the Act, ratification by the Members pertaining to the remuneration payable to the Cost Auditor forms part of the Notice of the ensuing AGM and the respective Resolution is recommended for your consideration.

ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

Your Company adheres to the Accounting Standards of the Companies (Accounting Standards) Rules, 2006 prescribed under the Companies Act, 1956, in the preparation of its financial statements and has not adopted a treatment different from that prescribed in any Accounting Standard notified under Section 211(3)(c) of the Companies Act, 1956, read with the Companies (Accounting Standards) Rules, 2006, as amended from time to time.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the

internal controls, including its systems and processes and compliance with regulations and procedures.

The Company has appointed an external Independent Auditors as the Internal Auditors of the Company to carry out the Internal Audit functions.

The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal control system of the Company.

Your Company's internal control system is commensurate with the size, nature and operations of the Company.

INTERNAL FINANCIAL CONTROL

Your Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Pursuant to Section 186 of the Act, particulars of the loans given, investments made, guarantees given and securities provided alongwith the purpose for which the loan or guarantee or security is proposed to be utilised by such recipient are provided under respective notes in Financial Statements.

RELATED PARTY TRANSACTIONS

All transactions entered with Related Parties during the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Act are not attracted and hence the disclosure in form AOC-2 is not required.

Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel ("KMP"). The Company has framed a policy on Materiality of and Dealing with Related Party Transactions for the purpose of identification and monitoring of such transactions. Suitable disclosures as required under AS-18 have been made in Note 30 of the Notes to the financial statements.

As required under revised Clause 49(VIII) of the Listing Agreement, the Company has formulated and adopted a Policy on dealing with Related Party Transactions, which has been hosted on Company's website at <http://www.hdil.in/pdf/policies/policy-on-materiality-of-and-dealing-with-related-party-transactions.pdf>.

Policy for determining 'Material' Subsidiaries

As required under revised Clause 49(V)(D) of the Listing Agreement, the Company has formulated and adopted a Policy for Determining 'Material' Subsidiaries, which has been hosted on Company's website at <http://www.hdil.in/pdf/policies/policy-for-determining-material-subsidiary.pdf>.

RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy and taking that into consideration, your Company has constituted a Risk Management Committee which monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization.

The Board of Directors has adopted a Risk Management Policy. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to.

VIGIL MECHANISM

Your Company has established a Vigil Mechanism for their Directors and employees to report their genuine concerns or grievances. Your Company has adopted a formal Whistle Blower Policy to report genuine concerns or grievance.

Your Company assures cognizance of complaints made and suggestions given by the employees. Even anonymous complaints will be looked into and whenever necessary, suitable corrective steps will be taken.

The Whistle Blower Policy, provides for adequate safeguards against victimization of persons who use such mechanism and also provides direct access to the Chairperson of the Audit Committee. The Whistle Blower Policy have been put up on the Company's Website at www.hdil.in.

NOMINATION AND REMUNERATION POLICY

The Board of Directors has framed a policy which lays down criteria for selection and appointment of Board Members. The policy also lays down a framework in relation to remuneration of Directors, KMP and Senior Management of the Company. The Policy also includes the criteria for determining qualifications, positive attributes and independence of Directors.

The detail of this policy is explained in the Corporate Governance Report.

EVALUATION OF THE BOARD, ITS COMMITTEE AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its performance, of the Directors individually as well as the evaluation of the working of its Committees. The manner in which the evaluation was carried out was explained in the Report on Corporate Governance, which is forming a part of this report.

PARTICULARS OF EMPLOYEES

Your Directors place on record their appreciation for the contribution made by the employees of the Company at all levels. Relations between employees and the Management continued to be cordial during the year.

The statement containing particulars of employees as required under Section 197(12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this report. In terms of Section 136 of the Act, the same is open for inspection at the Registered Office of your Company on all working days between 10:00 a.m. to 12:00 noon upto the date of the Meeting. Copies of this statement may be obtained by the Members by writing to the Company Secretary of your Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as **Annexure 'C'**.

INVESTORS' RELATION AND GRIEVANCES

Investors' relations have been cordial during the year. As a part of compliance, the Company has formed Stakeholders Relationship Committee to deal with the issues relating to investors. There were no investors' grievances pending as on March 31, 2015. A confirmation to this effect has been received from the Company's Registrar and Share Transfer Agent.

CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

During the year your Company has constituted a Corporate Social Responsibility ("CSR") Committee which is in compliance to the provisions of Section 135 of the Act, read with Companies (Corporate Social Responsibility Policy) Rules, 2014, which comprises of the following Directors:

- | | |
|---------------------------|----------|
| 1) Mr. Sarang Wadhawan | - Member |
| 2) Mr. Shyam Sunder Dawra | - Member |
| 3) Mr. Lalit Mohan Mehta | - Member |

Your Company has also formulated a Corporate Social Responsibility Policy which is available on the website of the Company at www.hdil.in.

The average Net Profit of the Company for last three F.Y. ₹ 21,833.65 Lacs and accordingly the Company requires to spend ₹ 437.67 Lacs on CSR activities.

The Company has setup a trust in the name of 'HDIL Foundation' and with respect to the same necessary approvals such as Income Tax approvals etc. are under process.

In the view of above, the Board has decided that once the 'HDIL Foundation' would be established on the terms of CSR mechanism then the CSR activities would be undertaken efficiently by the Company.

The CSR activities to be carried out by the Company are driven by the expertise of the Management. Additionally, the Company gives preference to the local area(s) of its operations for CSR activities. The Company believes that the CSR should be in the field(s) which have substantial social impact and which co-relate with the philosophy of the Company to improve the quality of life. During the F.Y. 2014-15, the Company did not come across any project, which reflected the above approach and hence the entire spending prescribed towards CSR could not be made during F.Y. 2014-15. The Company however has initiated following programmes towards CSR activities:

- i. arranging transportation of the school going children of slum dwellers rehabilitated at Kurla site.
- ii. holding of free medical camps for the labour engaged at various construction sites.
- iii. taking additional safety measure to enhance security of labour engaged at various construction sites.

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGICAL ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134(3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 for the year ended March 31, 2015 is as under:

CONSERVATION OF ENERGY

Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasis towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines. The construction team under the guidance of expert engineers of the Company continuously strives and devises various means to conserve energy and identify methods for optimum use of energy.

Initiatives are taken for energy efficiency systems for Buildings in various phases like design, building and occupation by considering various options and appropriate measures for energy conservation which are stated as following:

- **A Building Management System (BMS)** or a (more recent terminology) **Building Automation System (BAS)** is a computer-based control system installed in buildings that controls and monitors the building's mechanical and electrical equipment such as ventilation, lighting, power systems, fire systems and security systems.
- **Energy Efficiency System:** The energy efficient equipments enveloping the building viz. lighting, heating, ventilation, air conditioning (HVAC) etc. proves to be helpful in energy consuming and increasing efficiency with more power.
- **Insulation:** The appropriate synthetic fibre (insulation material) is used on the basis of climate, building type and recommended R-value which reduces heating and cooling loads by resisting the transfer of heat through ceilings, walls and floors.
- **Multipane Windows, Window Treatment and Storm Doors, UPVC Doors/Windows etc.:** These types of materials are stable to pollution effect, sea water resistant and chemical

proof. Moreover they act as a agent between surround thermal outburst and internal atmosphere.

- **Zoning System:** It has multiple thermostats that are wired to control panel which constantly read the temperature of their specific zone, then open or close the dampers operated by thermostats within the ductwork of the forced air system. It is not only helpful in balancing inconsistent room temperatures, but it's also great for heating or cooling individual bedrooms based on the desired temperature setting.
- **Passive solar Design:** Following are the component which keeps the optimum level of heat or thermal transfer through building and helps dissipate unwanted heat.
 1. Masonry or water heat storage walls,
 2. Single glazed/double glazed windows,
 3. Sunspace or greenhouse,
 4. Overhanging roof,
 5. Sunshades,
 6. Vents and
 7. Exhausts fans (occasionally).

RESEARCH AND DEVELOPMENT

The Company has undertaken Research and Development ("R&D") activity in development of technology in the area of construction.

In today's competitive market where it is obvious need to construct with optimum cost, reduced schedule while maintaining highest standard of quality, our Company is actively involved in R&D activities. Some of them are:

Optimization of Space:

Mechanical Car Parking

Automated car parking systems use a similar type of technology to that used for mechanical parcel handling and document retrieval. Hydraulic or mechanical car lifters raise the vehicle to another level for proper storing. The vehicle can be transported vertically (up or down) and horizontally (left and right) to a vacant parking space until the car is needed again.

DOKA formwork

- Installation time is minimal as whole set (for each floor) can be lifted using hydraulic equipments as a single unit.

ULMA formwork

- Comprises of aluminum components suitable for large areas and fast erection.
- Very versatile, due to the possibility of changing beams direction (in case design is not finalized).
- Excellent concrete finish.

MIVAN formwork

- Most suitable for Indian conditions as a tailor-made aluminum formwork for cast-in-situ fully concrete structure.
- Fast, easy erection, thus reducing requirement of highly skilled labor.

All of the above can be repeated for several slab cycles unlike conventional plywood shuttering and have longer shelf life.

Other Research and Development Initiatives

- Installation of safety apparatus for emergency evacuation purpose in an unlikely event of hazard.
- Study, Analysis and use of various shuttering patterns for economy, conservation of time and better quality of work.
- Substitution of Diaphragm wall with sheet piling as shoring options.

- Study, Analysis and use of composite structure in place of conventional structure.
- Optimization of resources and their recycling for further use.
- Use of environment friendly materials and developing green building concept.
- Analysis and study of trade off among various services for optimization.

Emphasis is given on time, cost and quality and setting an efficient trade-off among these three variables of Project Management in R&D efforts.

Ingstrom Fire Escape Chutes

- Quick and easy to deploy, always ready to use.
- Users have the ability to control the speed of one's own descent.
- Allows external means to control the speed of one's descent to ground level.
- Suitable for all ages and physical conditions of evacuees, including physically impaired and unconscious people.

Initiatives for Sustainable Building Energy Conservation

- Use of energy efficient CFL bulbs for internal and external lighting purpose.
- In comparison to incandescent lamps they save almost 50% of energy.
- Glass coating process enables excellent lumen maintenance all throughout its life span.
- RoHS (Restriction of Hazardous Substances Directive) compliant unit design.

Security Systems

1. Fire Alarm System:

As a safety measure during fire, zoning of basements is done to control and restrict spreading of fire. It's a system in which number of devices working together to detect and alert people through visual and audio appliances when smoke/fire is present. These alarms may be activated from smoke detectors and heat detectors. They may also be activated via Manual fire alarm activation devices such as manual call points or pull stations.

2. Water Curtain System:

This system is required in all floors including parking area for covering external wall openings as specified in the local codes on fire services installations. This system is a sprinkler that produces a water curtain. It can be controlled either manually or automatically to let water flow to the object affected with fire. Water discharged from the valves are blocked by the metallic part and the direction of the water is changed by 180°. Because of the shape of the valve outlet, a curtain-like spray pattern is formed and discharged to the objects concerned.

TECHNOLOGICAL ABSORPTION

Your Company has not imported any technology. However, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ In Lacs)

Year	2014-15	2013-14
Foreign exchange earnings	-	-
Foreign exchange outgo	123.56	18.00

PARTICIPATION IN THE GREEN INITIATIVE

Your Company continues to wholeheartedly participate in the Green Initiative undertaken by the Ministry of Corporate Affairs ("MCA") for correspondences by Corporates to its shareholders through electronic mode. All the shareholders who have not so far substituted / updated their email id are requested to join the said program by sending email of their preferred email addresses to the Registrar and Share Transfer Agent rajeev.kr@karvy.com or to the Company on info@hdil.in.

REGULATORY ACTION

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and future operations of the Company.

INFORMATION OF MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred after March 31, 2015 and prior to May 15, 2015, being the date of this report.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its price, pricing in the Company's principle markets, changes in Government regulations, Tax regimes and economic developments within India.

APPRECIATION

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by the employees of the Company and its Associates at all levels and wish to convey their appreciation to the Banks, Financial Institutions, Government Authorities, Customers and other Business Associates for the excellent assistance and co-operation received and wish to place on record their gratitude to the Members for their trust, support and confidence reposed in the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 15, 2015

Rakesh Kumar Wadhawan
Executive Chairman

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended March 31, 2015

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Company
 (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

1. CIN	L70100MH1996PLC101379
2. Registration Date	July 25, 1996
3. Name of the Company	Housing Development and Infrastructure Limited
4. Category/Sub-category of the Company	Public Company / Limited by Shares, Indian Non-Government Company
5. Address of the Registered office and contact details	9-01, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai – 400 051 Tel.: +91 22 6788 9000, Fax: +91 22 6788 9090 E-mail id: info@hdil.in , Website: www.hdil.in
6. Whether listed company	Yes
7. Name, Address and contact details of the Registrar and Transfer Agent, if any.	Karvy Computershare Private Limited Karvy Selenium Tower-B, Plot No. 31 and 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500 032 Tel: +91 040 6716 1524 Toll Free No: 1800 3454 001 Fax: +91 040 2300 1153

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 and Description of main products / services	NIC Code of the Product/service (NIC 2008)	% to total turnover of the company
1	Real Estate Activities with own or leased property	6810	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name of the Company	Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Blue Star Realtors Private Limited	Dewan Tower, Station Road, Vasai (West), Thane – 401 202	U45200MH1990PTC055968	Subsidiary	100	2(87)(ii)
2	BKC Developers Private Limited	5 th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai - 400 051	U74999MH2003PTC143045	Subsidiary	98.50	2(87)(ii)
3	Excel Arcade Private Limited	3 rd Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai – 400 051	U45400MH2007PTC169321	Subsidiary	100	2(87)(ii)
4	Guruashish Construction Private Limited	Ground Floor, Siddharth Nagar No. 1, Opp. Siddharth Nagar Post Office, Goregaon (West), Mumbai – 400 104	U45200MH2000PTC126895	Subsidiary	100	2(87)(ii)
5	HC Infracity Private Limited	A-20, Kailash Colony, New Delhi, Delhi – 110048	U70101DL2011PTC228147	Subsidiary	75	2(87)(ii)
6	Lashkaria Construction Private Limited	102, 1 st Floor, Diamond Apartment, CTS No. 198, New Link Road, Oshiwara, Mumbai – 400 102	U70100MH2000PTC128723	Subsidiary	69	2(87)(ii)
7	Mazda Estate Private Limited	3 rd Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai - 400 051	U70100MH2004PTC136339	Subsidiary	100	2(87)(ii)
8	Privilege Power and Infrastructure Private Limited	3 rd Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai – 400 051	U65990MH1984PTC033927	Subsidiary	100	2(87)(ii)
9	Ravijyot Finance and Leasing Private Limited	Laxmi Palace, Mathuradas Road, Kandivali (West), Mumbai – 400 067	U67120MH1995PTC086603	Subsidiary	60	2(87)(ii)

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

(i) Category-wise Shareholding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	88204176	-	88204176	21.05	88204176	-	88204176	21.05	-
b) Central Government	-	-	-	-	-	-	-	-	-
c) State Government(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	53346984	-	53346984	12.73	53346984	-	53346984	12.73	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Promoter and Director Relatives)	9985648	-	9985648	2.38	9965648	-	9965648	2.38	(0.00)
Sub-total (A)(1)	151536808	-	151536808	36.16	151516808	-	151516808	36.16	(0.00)
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	151536808	-	151536808	36.16	151516808	-	151516808	36.16	(0.00)
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	5204	-	5204	-	204939	-	204939	0.05	0.05
b) Banks / FI	566403	-	566403	0.13	465565	-	465565	0.11	(0.03)
c) Central Government	-	-	-	-	-	-	-	-	-
d) State Government(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	314372	-	314372	0.08	147857	-	147857	0.03	(0.05)
g) FIs	160618149	-	160618149	38.33	205418580	-	205418580	49.03	10.70
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	161504128	-	161504128	38.54	206236941	-	206236941	49.22	10.67
2. Non-Institutions									
a) Bodies Corp.: Indian	29776002	65	29776067	7.11	17758026	65	17758091	4.24	(2.87)
b) Individuals:									
i) Individual shareholders holding nominal share capital upto ₹ 1 lac	56964962	46039	57011001	13.61	35248596	43540	35292136	8.42	(5.19)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lac	10809854	12857	10822711	2.58	5581035	12857	5593892	1.34	(1.24)
c) Others (specify)									
Non Resident Indians	2457154	-	2457154	0.59	1445598	-	1445598	0.35	(0.24)
Directors and their Relatives	1022378	4714	1027092	0.25	47378	3857	51235	0.01	(0.24)
Overseas Corporate Bodies	13	-	13	-	13	-	13	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	4867825	-	4867825	1.16	1108315	-	1108315	0.26	(0.90)
Trusts	1187	-	1187	-	957	-	957	-	(0.00)
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	105899375	63675	105963050	25.30	61189918	60319	61250237	14.62	(10.68)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	267403503	63675	267467178	63.84	267426859	60319	267487178	63.84	0.01
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	418940311	63675	419003986	100.00	418943667	60319	419003986	100.00	-

(ii) Shareholding of Promoter (including Promoter Group):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mr. Rakesh Kumar Wadhawan	76047661	18.15	18.15	76047661	18.15	-	-
2	Mr. Sarang Wadhawan	4159115	0.99	-	4159115	0.99	-	-
3	Mr. Waryam Singh	7997400	1.91	1.91	7997400	1.91	-	-
4	Mrs. Malti Rakesh Kumar Wadhawan	8100000	1.93	1.93	8100000	1.93	-	-
5	Mrs. Anjana Rameshchandra Sakhuja	1157142	0.28	-	1137142	0.27	-	(0.01)
6	Mrs. Anu Wadhawan	503222	0.12	-	503222	0.12	-	-
7	Mrs. Romy Mehra	168142	0.04	-	168142	0.04	-	-
8	Mrs. Nikita Trehan	57142	0.01	-	57142	0.01	-	-
9	Interactive MultiMedia Technologies Pvt. Ltd.	15390385	3.67	3.67	15390385	3.67	-	-
10	Dheeraj Consultancy Pvt. Ltd.	13885714	3.31	3.31	13885714	3.31	-	-
11	Dinshaw Trapinex Builders Pvt. Ltd.	13885714	3.31	3.31	13885714	3.31	-	-
12	Privilege Distilleries Pvt. Ltd.	10185171	2.43	2.43	10185171	2.43	-	-

(iii) Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Mrs. Anjana Rameshchandra Sakhuja				
	At the beginning of the year:	1157142	0.28	1157142	0.28
	Date wise increase/ (decrease) in Promoters Shareholding during the year specifying the reason for increase/ decrease:				
	Sale on May 9, 2014	(20000)	(0.01)	1137142	0.27
	At the end of the year:	1137142	0.27	1137142	0.27

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding (No. of Shares)		Shareholding at the end of the year	
	No. of shares	% of total shares of the Company	Increase/ (Decrease) in shareholding	Reason	No. of shares	% of total shares of the Company
Orbis Sicav - Asia Ex-Japan Equity Fund	32990632	7.87	-	-	32990632	7.87
Platinum Asia Fund	27568771	6.58	3877456	Transfer	31446227	7.50
Merrill Lynch Capital Markets Espana S.A.S.V.	4928664	1.18	22369343	Transfer	27298007	6.51
Janus Overseas Fund	-	0.00	8531847	Transfer	8531847	2.04
Copthall Mauritius Investment Limited	3864181	0.92	4386023	Transfer	8250204	1.97
Morgan Stanley Asia (Singapore) PTE	3509081	0.84	4494177	Transfer	8003258	1.91
Educational and Scientific Equipments Private Limited	7868571	1.88	-	-	7868571	1.88
Goldman Sachs (Singapore) PTE	224381	0.05	6562629	Transfer	6787010	1.62
Government Pension Fund Global	9378000	2.24	(3221889)	Transfer	6156111	1.47
Platinum International Fund	5968125	1.42	-	-	5968125	1.42

Note: Top ten shareholders of the Company as on March 31, 2015, has been considered for the above disclosure.

(v) Shareholding of Director and Key Managerial Personnel:

Sr. No.	Shareholding of each Director and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year:				
	Directors:				
1	Mr. Rakesh Kumar Wadhawan	76047661	18.15	76047661	18.15
2	Mr. Sarang Wadhawan	4159115	0.99	4159115	0.99
3	*Mr. Waryam Singh	7997400	1.91	7997400	1.91
4	Mr. Ashok Kumar Gupta	5800	0.00	5800	0.00
5	Mr. Lalit Mohan Mehta	-	-	-	-
6	**Mr. Sunil Behari Mathur	-	-	-	-
7	Mr. Shyam Sunder Dawra	-	-	-	-
8	Mr. Raj Kumar Aggarwal	-	-	-	-
	KMP:				
9	Mr. Darshan D. Majmudar	-	-	-	-
	Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year:				
	Directors:				
1	Mr. Rakesh Kumar Wadhawan	76047661	18.15	76047661	18.15
2	Mr. Sarang Wadhawan	4159115	0.99	4159115	0.99
3	Mr. Ashok Kumar Gupta	5800	0.00	5800	0.00
4	Mr. Lalit Mohan Mehta	-	-	-	-
5	Mr. Shyam Sunder Dawra	-	-	-	-
6	Mr. Raj Kumar Aggarwal	-	-	-	-
7	***Mr. Hazari Lal	-	-	-	-
8	***Mrs. Sandhya Baliga	-	-	-	-
	KMP:				
9	Mr. Darshan D. Majmudar	-	-	-	-

* Mr. Waryam Singh ceased to be Director w.e.f. March 23, 2015.

** Mr. Sunil Behari Mathur ceased to be Director w.e.f. August 9, 2014.

*** Mr. Hazari Lal and Mrs. Sandhya Baliga were appointed as Directors w.e.f. November 14, 2014.

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment as on March 31, 2015:

(₹ in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,44,183	-	-	2,44,183
ii) Interest due but not paid	12,048	-	-	12,048
iii) Interest accrued but not due	3,322	-	-	3,322
Total (i + ii + iii)	2,59,553	-	-	2,59,553
Change in Indebtedness during the financial year				
• Addition	65,932	-	-	65,932
• Reduction	89,193	-	-	89,193
Net Change	(23,261)	-	-	(23,261)
Indebtedness at the end of the financial year				
i) Principal Amount	2,20,646	-	-	2,20,646
ii) Interest due but not paid	13,850	-	-	13,850
iii) Interest accrued but not due	1,796	-	-	1,796
Total (i + ii + iii)	2,36,292	-	-	2,36,292

VI. REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL

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

Note: Mr. Rakesh Kumar Wadhawan, Executive Chairman and Mr. Sarang Wadhawan, Vice Chairman and Managing Director have not taken any remuneration for the Financial Year 2014-15. However, ceiling pursuant to Section 198 of the Companies Act, 2013, is ₹ 2,765.86 Lacs being 10% of Net Profit of the Company.

B. Remuneration to other directors:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount
1	Independent Directors	Mr. Shyam Sunder Dawra	*Mr. Sunil Behari Mathur	Mr. Lalit Mohan Mehta	Mr. Raj Kumar Aggarwal	**Mr. Hazari Lal	**Mrs. Sandhya Baliga		
	Fee for attending Board/ Committee Meetings	1.60	-	2.00	2.00	0.60	0.80		7.00
	Commission	31.89	11.45	31.89	31.89	14.77	14.77		136.66
	Others, please specify	-	-	-	-	-	-		-
	Total (1)	33.49	11.45	33.89	33.89	15.37	15.57		143.66
2	Other Non-Executive Directors	***Mr. Waryam Singh			Mr. Ashok Kumar Gupta	Total Amount			
	Fee for attending Board/ Committee Meetings	1.00			1.80	2.80			
	Commission	31.45			31.89	63.34			
	Others, please specify	-			-	-			
	Total (2)	32.45			33.69	66.14			
	Total (B)=(1+2)					209.80			
	Ceiling as per the Act	₹ 276.59 lacs (being 1% of Net Profits of the Company calculated as per the Section 198 of the Companies Act, 2013.)							
	Total Managerial Remuneration = (A + B)	209.80							
	Overall Ceiling as per the Act	₹ 3,042.45 lacs (being 11% of Net Profits of the Company calculated as per the Section 198 of the Companies Act, 2013.)							

*Mr. Sunil Behari Mathur ceased to be Director w.e.f. August 9, 2014.

** Mr. Hazari Lal and Mrs. Sandhya Baliga were appointed as Directors w.e.f. November 14, 2014.

*** Mr. Waryam Singh ceased to be Director w.e.f. March 23, 2015.

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

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Mr. Darshan D. Majmudar (CFO and CS)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	35.28	35.28
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	24.72	24.72
	(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	60.00	60.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Form No. MR-3**Secretarial Audit Report**

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

Secretarial Audit Report

For the Financial Year ended 31st March, 2015

To,

The Members,

Housing Development and Infrastructure Limited,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Housing Development and Infrastructure Limited (hereinafter called "**the Company**").

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on 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 audit period covering the financial year ended on March 31, 2015, has 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- I. The Companies Act, 2013 ("**the Act**") and the rules made thereunder;
 - 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. 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, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and

- g. The Securities and Exchange Board of India (Mutual Fund) Regulations, 1996.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

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.

All the decisions were carried out unanimously by the Members of the Board and Committees and the same were duly recorded in the minutes of the Meeting of the Board of Directors and Committees of the Company.

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

I further report that during the audit period, there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Act.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations.

For **SG & Associates**,

Suhas Ganpule,
 Proprietor,
 Membership No.: 12122
 C. P. No.: 5722

Date: May 9, 2015
 Place: Mumbai

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as under:

Sr. No.	Requirement	Disclosure																								
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year ("F.Y.")	<table><tr><th>Name of the Director</th><th>Ratio</th></tr><tr><td>Mr. Rakesh Kumar Wadhawan</td><td>0</td></tr><tr><td>Mr. Sarang Wadhawan</td><td>0</td></tr><tr><td>Mr. Ashok Kumar Gupta</td><td>13.70</td></tr><tr><td>Mr. Shyam Sunder Dawra</td><td>13.62</td></tr><tr><td>Mr. Lalit Mohan Mehta</td><td>13.78</td></tr><tr><td>Mr. Raj Kumar Aggarwal</td><td>13.78</td></tr></table>	Name of the Director	Ratio	Mr. Rakesh Kumar Wadhawan	0	Mr. Sarang Wadhawan	0	Mr. Ashok Kumar Gupta	13.70	Mr. Shyam Sunder Dawra	13.62	Mr. Lalit Mohan Mehta	13.78	Mr. Raj Kumar Aggarwal	13.78										
Name of the Director	Ratio																									
Mr. Rakesh Kumar Wadhawan	0																									
Mr. Sarang Wadhawan	0																									
Mr. Ashok Kumar Gupta	13.70																									
Mr. Shyam Sunder Dawra	13.62																									
Mr. Lalit Mohan Mehta	13.78																									
Mr. Raj Kumar Aggarwal	13.78																									
2	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the F.Y.	<table><tr><th>Name of the Director</th><th>Category</th><th>% increase</th></tr><tr><td>Mr. Rakesh Kumar Wadhawan</td><td>Director</td><td>0.00</td></tr><tr><td>Mr. Sarang Wadhawan</td><td>Director</td><td>0.00</td></tr><tr><td>Mr. Ashok Kumar Gupta</td><td>Director</td><td>7.23</td></tr><tr><td>Mr. Shyam Sunder Dawra</td><td>Director</td><td>7.97</td></tr><tr><td>Mr. Lalit Mohan Mehta</td><td>Director</td><td>8.56</td></tr><tr><td>Mr. Raj Kumar Aggarwal</td><td>Director</td><td>7.87</td></tr><tr><td>Mr. Darshan D. Majmudar</td><td>CFO and CS</td><td>15.38</td></tr></table> Note: There was no per se increment or any increase in the remuneration of the Directors of the Company. Non-Executive Directors of the Company are paid commission up to 1% of the net profit of the Company subject to maximum amount of ₹ 2,00,00,000 and hence the change in remuneration is due to change in the number and the tenure of the concerned Director of the Company. There was an increase in remuneration of Mr. Darshan D. Majmudar because he has been vested with additional responsibility of Chief Financial Officer.	Name of the Director	Category	% increase	Mr. Rakesh Kumar Wadhawan	Director	0.00	Mr. Sarang Wadhawan	Director	0.00	Mr. Ashok Kumar Gupta	Director	7.23	Mr. Shyam Sunder Dawra	Director	7.97	Mr. Lalit Mohan Mehta	Director	8.56	Mr. Raj Kumar Aggarwal	Director	7.87	Mr. Darshan D. Majmudar	CFO and CS	15.38
Name of the Director	Category	% increase																								
Mr. Rakesh Kumar Wadhawan	Director	0.00																								
Mr. Sarang Wadhawan	Director	0.00																								
Mr. Ashok Kumar Gupta	Director	7.23																								
Mr. Shyam Sunder Dawra	Director	7.97																								
Mr. Lalit Mohan Mehta	Director	8.56																								
Mr. Raj Kumar Aggarwal	Director	7.87																								
Mr. Darshan D. Majmudar	CFO and CS	15.38																								
3	The percentage increase in the median remuneration of employees in the F.Y.	There is 3.50% increase in median remuneration of employees in F.Y. 2014-15. Note: There was no annual increment given to the employees during F.Y. 2014-15. Increase in median salary is on account of recruitment of employees during F.Y. 2014-15.																								
4	The number of permanent employees on the rolls of Company	As on March 31, 2015, there were 652 employees on the rolls of the Company.																								
5	The explanation on the relationship between average increase in remuneration and the Company performance	The Profit Before Tax for the F.Y. ended March 31, 2015 increased by 20.35% whereas the increase in median remuneration was 3.50%.																								
6	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	The total remuneration of Key Managerial Personnel of the Company was 0.019 % of Profit Before Tax.																								

Sr. No.	Requirement	Disclosure												
7	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current F.Y. and previous F.Y. and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current F.Y. and previous F.Y.	(₹ in Lacs) <table><tr><th>Particulars</th><th>March 31, 2014</th><th>March 31, 2015</th><th>% change</th></tr><tr><td>Market Capitalization</td><td>2,41,346.30</td><td>4,26,336.56</td><td>76.65</td></tr><tr><td>P E Ratio</td><td>9.91</td><td>18.53</td><td>86.95</td></tr></table> Stock price of HDIL as at March 31, 2015 has decreased by 79.65% to ₹ 101.75 over the last public offering, i.e. IPO in July, 2007 at the price of ₹ 500 per share.	Particulars	March 31, 2014	March 31, 2015	% change	Market Capitalization	2,41,346.30	4,26,336.56	76.65	P E Ratio	9.91	18.53	86.95
Particulars	March 31, 2014	March 31, 2015	% change											
Market Capitalization	2,41,346.30	4,26,336.56	76.65											
P E Ratio	9.91	18.53	86.95											
8	Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last F.Y. 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	There was no annual increment given to the employees during F.Y. 2014-15.												
9	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company	<table><tr><th>Name of the Director</th><th>Category</th><th>% of PBT</th></tr><tr><td>Mr. Rakesh Kumar Wadhawan</td><td>Whole-time Director</td><td>0.00</td></tr><tr><td>Mr. Sarang Wadhawan</td><td>Managing Director</td><td>0.00</td></tr><tr><td>Mr. Darshan D. Majmudar</td><td>Chief Financial Officer and Company Secretary</td><td>0.019</td></tr></table>	Name of the Director	Category	% of PBT	Mr. Rakesh Kumar Wadhawan	Whole-time Director	0.00	Mr. Sarang Wadhawan	Managing Director	0.00	Mr. Darshan D. Majmudar	Chief Financial Officer and Company Secretary	0.019
Name of the Director	Category	% of PBT												
Mr. Rakesh Kumar Wadhawan	Whole-time Director	0.00												
Mr. Sarang Wadhawan	Managing Director	0.00												
Mr. Darshan D. Majmudar	Chief Financial Officer and Company Secretary	0.019												
10	The key parameters for any variable component of remuneration availed by the Directors	Non-Executive Directors of the Company are paid commission up to 1% of the net profit of the Company, subject to maximum amount of ₹ 2,00,00,000/- (Rupees Two Crores only) annually.												
11	The ratio of remuneration of the highest paid Director to that of the Employee who are not Directors but receive remuneration in excess of the highest paid Director during the year	12 (Twelve) employees who are not Directors but receive remuneration in excess of the highest paid Directors during the year. Considering the average remuneration of the above mentioned employees, the ratio works out to 1:1.48.												
12	Affirmation that the remuneration is as per the remuneration policy of the Company	It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.												

Note: Mr. Rakesh Kumar Wadhawan, Executive Chairman and Mr. Sarang Wadhawan, Vice Chairman and Managing Director have not taken any remuneration from the Company and hence, they have been excluded from all the above calculations.

INDUSTRY AND ECONOMIC SCENARIO

The GDP growth of the Indian economy has recovered from the decadal lows of 4.6% year-on-year in First Quarter of 2014 to 7.5% year-on-year First Quarter of 2015 putting it ahead of China as the world's fastest growing large economy.

With Government of India's focus on pro-business legislations, expeditious clearances to large scale infrastructure projects, lowering the fiscal and current account deficit, controlling inflation, there are expectations of a major economic revival and growth. Economists and governing authorities have projected India to remain as the fastest growing economy in the coming years.

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Centre's recent announcement to build 2 crore houses by 2022, launch 100 smart cities and Atal Mission for Rejuvenation and Urban Transformation ("AMRUT") of 500 cities are the preeminent things to be welcomed in Real Estate Industry. These initiatives will throw a plethora of opportunities for the industry and will offer solutions to today's unplanned urbanization and prove instrumental in developing, planning and providing infrastructure solutions from a futuristic perspective. Slum rehabilitation will be an integrated part of urban re-development, which will be highly beneficial for the Company.

The road map is expected to entail fast track approvals for project clearances, ease land conversion rules, encourage affordable housing and to bring additional credit linked subsidies to weaker sections of the society and to encourage low cost housing.

The real estate market is projected to reach US\$ 180 billion by 2020. The expected growth rate of the industry is at a compound annual growth rate ("CAGR") of 19% for the period 2010-2015, with Tier I metropolitan cities contributing to almost 40% of this growth. Real estate in India is being recognized as urban infrastructure service that is driving the economic growth engine of the country. Housing contributes to 6% of the country's GDP today.

The falling interest rates, controlled inflation, positive policy initiatives such as a regulator for housing, setting up of Real Estate Investment Trust ("REIT"), easing of lending norms for affordable housing, infrastructure status for affordable housing, increasing exposure from the commercial banks towards the real estate sector, will encourage the sector to boom. However, factors such as red tapism, delay in project approvals, lack of tax benefits will prove to be detrimental to growth.

According to data released by Department of Industrial Policy and Promotion, the construction development sector in India has received Foreign Direct Investment ("FDI") equity inflows to the tune of US\$ 24,012.87 million in the period April 2000- December 2014. Sensing the investment opportunities, several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.

OPPORTUNITIES AND THREATS

• Opportunities:

The announcement by the Central Government on Housing for all by 2022, 100 Smart Cities and AMRUT are expected to tremendously benefit the players of the Real Estate Industry and the Company is eyeing to clutch the opportunities arising thereon.

The favourable Government policies on urban infrastructure and real estate development is expected to give boost to the sale of residential, retail, commercial and Floor Space Index ("FSI").

The Company has been in the real estate and infrastructure domain having developed over 100 million sq. ft. of commercial, residential and retail space. The Company is market leader in Residential,

Affordable housing and Slum Rehabilitation Area ("SRA") projects. New Government policies and reforms will boost the development of SRA. Also the rising demand in affordable housing and FSI which will boost the market for your Company.

During 2014, Institutional private equity capital contributed USD 4.3 billion in Indian real estate, which is highly significant for the industry and it shows that the Real Estate Industry is moving towards the trend of structured financing, which is eyed as a great opportunity.

• Threats and Risks Perception:

The fallout of the Greek crisis and the overall ailment of the Global economy may impact the domestic economic scenario, which might lead to a negative bearing on inflation or interest rates that, will largely impact the real estate sector. An escalation in the interest rates might hold back investors from investing in properties. Apart from that higher interest rates will increase the cost of borrowing that will impact the profitability and the tempo of funding. Delay due to policy amendments which can be detrimental for the image of the Company and can effect its relationship with the customers.

The Company has constituted a Risk Management Committee which monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Board of Directors of your Company has adopted a Risk Management Policy, which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to.

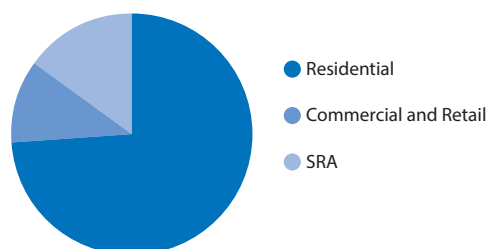
Presently, Real Estate Sector is supposedly highly regulated with various laws of Central, State and Local authorities. However, any person can become a developer without any past experience in the Sector. There are no timeframe for approvals and accountability on approving authorities.

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company has performed well in the sluggish economy environment and the Management of your Company is satisfied with the performance during the current financial year. Your Company plans all its projects taking into the intricacies of designing, developing and construction of each Project to details. Your Company employs expert team of Engineers, Architects, Designers, Structural Consultants and Human Resource Personnel to execute all its projects.

As on March 31, 2015, the portfolio of your Company comprised of residential component of 74%, commercial and retail 11% and SRA 15%.

Company's Projects



Your Company has handed over 1,336 tenements which includes 1,244 residential, 50 commercial and 42 entities units to Municipal Corporation of Greater Mumbai ("MCGM") built for rehabilitation of slum dwellers under SRA scheme at Premier compound in Kurla (West). With the commencement of the hand over process, MCGM has now released outstanding Transferable Development Rights ("TDR") for the project. In the coming months, HDIL plans to deliver

the remaining units under the scheme to MCGM or any designated authority as per SRA directions.

Presently Company is executing projects at Nahur, Mulund, Kurla, Andheri, Bandra-Kurla Complex, Goregaon and Santacruz and are at various stages of construction.

OUTLOOK

Despite being cautious, we are hopeful that the global economic scenario will have negligible impact on India. We are seeing sure signs of revival in the industry, especially the residential sector. With inflation in control, interest rates lowering and anticipation of strong successive GDP growth, the real estate industry is positioned for a healthy growth period over the next 4-5 years.

With our swift project execution and debt reduction strategy, your company is poised to grow strongly over the next 3-4 years. We plan to reduce our debts by ₹ 750 Crores this year, remain cash positive throughout and expect to sell 2 million sq. ft. of TDR throughout financial year 2015-16.

RISKS AND CONCERNS

The sale of units in real estate projects are highly dependent on the economic scenario of the country. The sales are subject to factors such as inflation and interest rates. If the factors are conducive we can expect good sales.

Government has cleared the room regarding the appointment of a regulator at the Central and the State levels. The Government should also ensure that the approval process for real estate projects need to be speedy. Otherwise there is a possibility of the projects getting delayed in approval process.

INTERNAL CONTROL AND SYSTEMS

Your Company has always believed in being a knowledge based organization and has continued to keep focus on processes and controls. Your Company has a proper and adequate system of Internal Controls, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and commercial transactions are authorized, recorded and reported correctly. Internal Control System of the company has been devised through its extensive experience that ensures control over various functions in its business. The internal auditor of the Company directly submits his reports to the Board/ Audit Committee. The statutory audit of the Company is conducted by M/s. Thar & Co., Chartered Accountants who discuss their findings to Board / Audit Committee. The performance of the Company is regularly reviewed by the Audit Committee and/or the Board of Directors to ensure that it is in consonance with the overall corporate policy and in line with pre-set objectives.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Over the next two quarter the Company will focus on execution of existing projects, given its business in TDR vertical is looking promising.

The key components of our strategy will be focused around:

- Enhance and leverage HDIL brand;
- Focus on residential, commercial and industrial projects;
- Execution of the projects and
- Financial strength and liquidity;

Our focus on customer care and the brand equity for HDIL are our core strengths. Stakeholders consisting of our customers, vendors and financial community perceive HDIL as a trusted quality service provider. We will keep on improving our sales efficiency through innovative pricing, higher product visibility and more customised sales agreements. Our focus is going to remain on residential, commercial and industrial projects. Ramping up of our execution capabilities will remain a part of our continuous improvement measures. This will help to bring greater visibility to our projects, which in turn will speed up our sales.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Manpower is always a biggest strength in the Real Estate Sector. Relations between employees and the Management continued to be cordial during the year. Your Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset and it endeavours to retain and develop its human resources and making a better place to work by providing an atmosphere of trusteeship, competition and challenge, thereby providing opportunities for personal and professional growth, through training and ample career enhancement opportunities.

HDIL group now has a highly competitive, experienced, multifunctional team which through its sheer team work, is focused to achieve the organizational goals.

HDIL's Learning and Development initiatives are focused on enhancing functional skills and competencies of its employees and its other Learning and Development interventions include Executive Development Programs, e-learning and various class room based training programmes.

HDIL is committed to strive towards full engagement of all its employees, partners, contractors, suppliers and clients to ensure safe working conditions and safe behaviour as well as to take care of their health.

The total strength of permanent employees as on March 31, 2015, is 652.

Your Company leveraged its rich experience in project management and execution supported by competent human capital. Your Company continued to balance the recruitment of top and senior management professionals at one end with middle, junior and general management professionals at the other.

Financial Year 2014-15 has been remarkable in the area of Industrial Relations. The harmony and strength of Industrial Relations has gone a step further.

INTRODUCTION

Corporate Governance envisages attainment of the highest levels of transparency and accountability in the functioning of Company and equity in all facets of its operations and all its interactions with shareholders, customers, Government, suppliers, lenders and to build the confidence of the society in general. Your Company firmly believes that maintaining the highest standard of Corporate Governance is the implicit rule that determines Management's ability to make sound decisions and to perform efficiently. Responsible infrastructure development with sustainable business practices forms the core of Company's business strategy.

To succeed, we believe, requires highest standard of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, customers and practical processes. It allows a Company to set realistic goals and methodologies for attaining those goals by adopting fair and transparent policies.

The Corporate Governance standards demonstrate inalienable right vested with various stakeholders and strong commitment to value, ethics and business conduct. The Company is committed to good Corporate Governance, based on an effective Independent Board, separation of supervisory role from the Executive Management and the constitution of Committees to oversee critical areas thus upholding the standards practically at every sphere ranging from action plan to performance measurement and customer satisfaction.

The Company is in Compliance with the requirements of Clause 49 of the Listing Agreement on Corporate Governance as they stood during the relevant period of Financial Year ("F.Y.") 2014-15. All clauses / references in this section on corporate governance refer to the Clause 49 of the Listing Agreement as it stands as on March 31, 2015.

COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance related to providing maximum services to all its stakeholders. It intends to

enhance shareholder's value by undertaking the best possible Corporate Governance practices. A high standard of Corporate Governance is maintained by being transparent, accountable and being in continuous interaction with shareholders, employees, lending institutions, bank, Governmental agencies and all the dealers.

The Company is therefore, conscious of the fact that the Management and the employees need to work ethically to achieve success.

The philosophy of Corporate Governance is a principle based approach as codified in Clause 49(l) of the Listing Agreement, encompassing the fundamentals of rights and roles of various stakeholders of the Company, disclosure, transparency and Board's responsibility.

BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the Management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties. The Management Committee of the Company is headed by Mr. Rakesh Kumar Wadhawan, Executive Chairman and Mr. Sarang Wadhawan, Vice Chairman and Managing Director and has business / functional heads as its Members, which looks after the Management of the day to day affairs of the Company.

COMPOSITION OF BOARD

The Board of Directors of the Company comprises such number of Executive and Non-Executive Directors as required under applicable legislation. As on date of this Report, the Board consists of eight Directors comprising of one Executive Chairman, Vice Chairman and Managing Director, Non-Executive Director and five Non-Executive Independent Directors. The composition of the Board represents an optimal mix of professionalism, knowledge, experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under the Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013 ("the Act").

The Composition of the Board, category of Directors and Directorship/Committee positions in other Companies as on March 31, 2015, is as under:

Name of the Director	Director Identification Number	Category	Other Directorships	Committee positions		Shareholding
				Chairman	Member	
Mr. Rakesh Kumar Wadhawan	00028573	Executive Chairman	9	-	-	7,60,47,661
Mr. Sarang Wadhawan	00028608	Vice Chairman and Managing Director	10	-	6	41,59,115
Mr. Ashok Kumar Gupta	00145816	Non-Executive Director	2	-	-	5,800
Mr. Lalit Mohan Mehta	00458975	Non-Executive Independent Director	-	-	-	-
Mr. Shyam Sunder Dawra	00310987	Non-Executive Independent Director	1	-	-	-
Mr. Raj Kumar Aggarwal	02034914	Non-Executive Independent Director	1	1	-	-
* Mr. Hazari Lal	06696100	Non-Executive Independent Director	7	4	3	-
* Mrs. Sandhya Baliga	07015987	Non-Executive Independent Director	7	3	4	-

Notes:

- The Directorship, held by Directors as stated above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under Section 8 of the Act and private limited companies.
- In accordance with Clause 49 of Listing Agreement, Membership/Chairmanship of only Audit Committees and Stakeholders Relationship Committees in all Public Limited Companies (Excluding Housing Development and Infrastructure Limited) have been considered.
- * Mr. Hazari Lal and Mrs. Sandhya Baliga were appointed as Additional Director w.e.f. November 14, 2014.

Board Meetings:

Attendance in last Annual General Meeting ("AGM") and the number of Board Meetings held and attended during the year are as under:

Sr. No.	Name of the Director	Category	Number of Board Meetings		Last AGM
			Held	Attended	
1	Mr. Rakesh Kumar Wadhawan	Executive Chairman	4	4	Yes
2	Mr. Sarang Wadhawan	Vice Chairman and Managing Director	4	4	Yes
3	*Mr. Waryam Singh	Non-Executive Director	4	4	Yes
4	Mr. Ashok Kumar Gupta	Non-Executive Director	4	4	Yes
5	Mr. Lalit Mohan Mehta	Non-Executive Independent Director	4	4	Yes
6	**Mr. Sunil Behari Mathur	Non-Executive Independent Director	4	-	N.A.
7	Mr. Shyam Sunder Dawra	Non-Executive Independent Director	4	3	No
8	Mr. Raj Kumar Aggarwal	Non-Executive Independent Director	4	4	No
9	***Mr. Hazari Lal	Non-Executive Independent Director	4	2	N.A.
10	***Mrs. Sandhya Baliga	Non-Executive Independent Director	4	2	N.A.

*Mr. Waryam Singh ceased to be Director w.e.f. March 23, 2015.

**Mr. Sunil Behari Mathur ceased to be Director w.e.f. August 9, 2014.

*** Mr. Hazari Lal and Mrs. Sandhya Baliga were appointed as Additional Director w.e.f. November 14, 2014.

During the F.Y. 2014-15, 4 (Four) Meetings were held on May 23, 2014, July 31, 2014, November 14, 2014 and February 14, 2015.

The gap between any two consecutive Meetings did not exceed one hundred and twenty days.

BOARD PROCEDURES:

The procedures with respect to Board Meetings and the Meetings of the Committees thereof are in compliance with the requirements of the Act, Listing Agreement with the stock exchange(s) and other applicable laws and regulations.

The Board meets at least once in a quarter to review quarterly performance and financial results. Notice of Board Meetings along with agenda papers are circulated well in advance to all the Directors. All material information is incorporated in the agenda papers for facilitating focused discussions at the Meeting and the same are circulated in advance to the Directors.

The Board, in consultation with the Chairman, is free to recommend inclusion of any matter for discussions at the Meeting. In case of exigencies or any other item which is not included in Agenda are discussed only upon permission of Chairman of the Meeting.

INDEPENDENT DIRECTORS' MEETING:

Pursuant to Clause VII of the Code for Independent Directors, Schedule IV to the Act and Clause 49(II)(B) of the Listing Agreement, the Meeting of Independent Directors of the Company was held on March 20, 2015 and the following matters were discussed:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.

- Evaluation of the performance of the Executive Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

COMMITTEES OF DIRECTORS

In compliance with the Listing Agreement (both mandatory and non-mandatory) and Securities and Exchange Board of India ("SEBI") Regulations and the Act, as on March 31, 2015, the Board has seven committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Finance Committee, Risk Management Committee, Corporate Social Responsibility ("CSR") Committee and Project Committee.

The Committees have optimum combination of Executive, Non-Executive and Independent Directors. The Committees are constituted with specific terms of reference and scope to deal with specific matters expediently. The details of the committees constituted by the Board are as under:

AUDIT COMMITTEE:

Composition and Attendance

The Audit Committee comprises of experts specializing in Accounting and Financial Management. The Chairman of the Audit Committee is a Non-Executive Independent Director. The composition of the Audit Committee as on March 31, 2015, is as under:

Sr. No.	Name of the Director	Category	Designation	Number of Meetings	
				Held	Attended
1	Mr. Shyam Sunder Dawra	Non-Executive Independent Director	Chairman	4	3
2	Mr. Ashok Kumar Gupta	Non-Executive Director	Member	4	4
3	Mr. Lalit Mohan Mehta	Non-Executive Independent Director	Member	4	4
4	Mr. Raj Kumar Aggarwal	Non-Executive Independent Director	Member	4	4
5	*Mrs. Sandhya Baliga	Non-Executive Independent Director	Member	4	1

*During the F.Y. 2014-15, the Audit Committee was re-constituted and Mrs. Sandhya Baliga was appointed as a Member of the Committee w.e.f. November 14, 2014 and subsequently on May 15, 2015, she was appointed as Chairperson of the Audit Committee.

During the F.Y. 2014-15, 4 (four) Audit Committee Meetings were held on May 23, 2014, July 31, 2014, November 14, 2014 and February 14, 2015.

The Chief Financial Officer Company, Secretary, Internal Auditor and the Statutory Auditors are permanent invitees to the Audit Committee Meetings.

Terms of reference

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal control system, discussion on quarterly, half-yearly and annual financial results, interaction with Statutory and Internal Auditors, one-on-one Meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and Cost Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, review of Business Risk Management Plan, Review of Forex Policy, Management Discussions and Analysis, review of Internal Audit Reports, significant related party transactions. The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Clause 49 of the Listing Agreement. In fulfilling above role, Audit Committee has powers to investigate any activity within terms of reference, to seek information from employees and to obtain outside legal and professional advice.

NOMINATION AND REMUNERATION COMMITTEE:

The Board has framed the Nomination and Remuneration Committee Charter which ensures effective compliance of Section 178 of the Act and Clause 49 of the Listing Agreement. The Board has clearly defined terms of reference for the Nomination and Remuneration Committee, which are as under:

Composition

The composition of the Nomination and Remuneration Committee is as under:

Name of Member	Position	Category
Mr. Ashok Kumar Gupta	Member	Non-Executive Director
Mr. Shyam Sunder Dawra	Member	Non-Executive Independent Director
Mr. Raj Kumar Aggarwal	Member	Non-Executive Independent Director

During the period under review, the Committee has met on November 14, 2014.

Terms of Reference

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director and Senior Management.
- To help in determining the appropriate size, diversity and composition of the Board.
- To recommend to the Board appointment and removal of Director.
- To frame criteria determining qualifications, positive attributes and independence of Directors.
- To recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Act, is to be considered).

- To create an evaluation framework for Independent Directors and the Board.
- To provide necessary reports to the Chairman after the evaluation process is completed by the Directors.
- To assist in developing a succession plan for the Board.
- To assist the Board in fulfilling responsibilities entrusted from time to time.
- Delegation of any of its power to any Member of the Committee or the Compliance Officer.

Remuneration Policy

The Company has formulated a policy on Nomination and Remuneration of Directors and Senior Managerial Personnel and the major points relating to Remuneration policy are as under:

Appointment Criteria and Qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, Key Managerial Personnel ("KMP") or at Senior Management level and recommend to the Board about his/her appointment.

Remuneration to Director, KMP and Senior Management:

The remuneration/compensation/commission etc. to the Whole-time Director, Managing Director, KMP and Senior Management Personnel shall be determined by the Committee and recommended to the Board for approval.

Remuneration to Whole-time/ Executive/ Managing Director:

The Whole-time Director, Managing Director, KMP and senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

Remuneration/ Commission to Non-Executive/ Independent Director:

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

Sitting Fees:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meeting of Board or Committee thereof. Provided that the amount of such fee shall not exceed ₹ 20,000/- each for attending Board Meeting and Committee thereof.

Commission:

As approved by the Shareholders in the meeting held on September 30, 2014, Commission is payable at a rate not exceeding 1% per annum of the Net Profits of the Company computed in the manner referred to in Section 197 of the Act, subject to a maximum amount of ₹ 2,00,00,000/- (Rupees Two Crore Only), annually, for three F.Y. from 2013-14 upto F.Y. 2016-17.

The details of remuneration paid / payable to the Executive / Non-Executive Directors during the F.Y. 2014-15:

(₹ in Lacs)

Director	Remuneration paid during F.Y. 2014-15			
	Sitting fees	Salary and Perquisites	Commission****	Total
Mr. Rakesh Kumar Wadhawan	-	-	-	-
Mr. Sarang Wadhawan	-	-	-	-
*Mr. Waryam Singh	1.00	-	31.45	32.45
Mr. Ashok Kumar Gupta	1.80	-	31.89	33.69
Mr. Lalit Mohan Mehta	2.00	-	31.89	33.89
**Mr. Sunil Behari Mathur	-	-	11.45	11.45
Mr. Shyam Sunder Dawra	1.60	-	31.89	33.49
Mr. Raj Kumar Aggarwal	2.00	-	31.89	33.89
***Mr. Hazari Lal	0.60	-	14.77	15.37
***Mrs. Sandhya Baliga	0.80	-	14.77	15.57

* Mr. Waryam Singh ceased to be Director w.e.f. March 23, 2015;

** Mr. Sunil Behari Mathur ceased to be Director w.e.f. August 9, 2014;

*** Mr. Hazari Lal and Mrs. Sandhya Baliga were appointed as Additional Director w.e.f. November 14, 2014.

**** Subject to the approval of Annual Accounts for the F.Y. 2014-15 by the Members at 19th AGM to be held on September 30, 2015. None of the Non-Executive Directors has any pecuniary interest in the Company, except for Sitting Fees and Commission, if any, paid/payable to them by the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

This Committee has been constituted to specifically look into issues relating to redressal of the investors/shareholders complaints including complaints relating to transfer of shares, non-receipt of Annual Report and non-receipt of declared dividends and/or any other matter relating to investors/shareholders.

Composition:

The composition of the Stakeholders Relationship Committee is as under:

Name of Member	Position	Category
Mr. Lalit Mohan Mehta	Chairman	Non-Executive Independent Director
*Mr. Waryam Singh	Member	Non-Executive Director
Mr. Sarang Wadhawan	Member	Vice Chairman and Managing Director

*Mr. Waryam Singh ceased to be Member of the Committee w.e.f. March 23, 2015, pursuant to which Board of Directors of the Company at its Meeting held on May 15, 2015, appointed Mr. Ashok Kumar Gupta as Member of the Committee.

Mr. Darshan D. Majmudar is the "Compliance Officer" pursuant to the requirement of the SEBI Regulations and Listing Agreement. The Committee Meetings takes place depending on the business requirement.

Details of Compliance Officer:

Name and Designation of the Compliance Officer	Mr. Darshan D. Majmudar (Chief Financial Officer and Company Secretary)
Contact details	9 th Floor, HDIL Towers, Anant Kanekar Marg, Bandra (East), Mumbai - 400 051
Email id.	darshan.majmudar@hdil.in

Meetings:

During the period under review, the Committee has met on May 23, 2014.

The terms of reference of the Stakeholders Relationship Committee are as under:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Approve issue of the Company's duplicate share/debenture certificates.
- Consider, resolve and monitor redressal of investors'/shareholders'/security holders' grievances related to transfer of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.
- Oversee performance of the Company's Registrar and Transfer Agent ("RTA").
- Recommend methods to upgrade the standard of services to investors.
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable.
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

Investors' Complaints:

The Company and Karvy Computershare Private Limited, RTA, attend to all grievances of the investors received directly or through SEBI, Stock Exchanges and Registrar of Companies ("ROC") etc.

The detail of complaints received, cleared / pending during the F.Y. 2014-15 is as under:

No. of complaints received	: 13
No. of complaints resolved	: 13

No. of complaints withdrawn	: Nil
No. of complaints pending	: Nil
Number of complaints received during the year as a percentage of total number of Members as on March 31, 2015, is 0.00 %.	

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Composition:

The composition of CSR is pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. Pursuant to Provisions of Section 135 of the Act, the Company was required to spend ₹ 437.07 Lacs during the F.Y. 2014-15. The composition of the CSR Committee is as under:

Name of Member	Position	Category
Mr. Sarang Wadhawan	Member	Vice Chairman and Managing Director
Mr. Lalit Mohan Mehta	Member	Non-Executive Independent Director
Mr. Shyam Sunder Dawra	Member	Non-Executive Independent Director

The terms of reference of the CSR Committee are as under:

- To formulate and recommend to the Board, a CSR Policy indicating activities to be undertaken by the Company in compliance with the provisions of the Act and rules made thereunder.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR Policy of the Company from time to time.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable as may be necessary or appropriate for performance of its duties.

RISK MANAGEMENT COMMITTEE:

Business Risk Evaluation and Management is an ongoing process within the Organisation. The Company has a robust risk management framework to identify, monitor and minimise risk as also identify business opportunities.

Composition:

The composition of the Risk Management Committee is as under:

Name of Member	Position	Category
Mr. Sarang Wadhawan	Member	Vice Chairman and Managing Director
*Mr. Waryam Singh	Member	Non-Executive Director
Mr. Hazari Lal	Member	Non-Executive Independent Director

*Mr. Waryam Singh ceased to be Member of Committee w.e.f. March 23, 2015, pursuant to which the Board of Directors of the Company at its Meeting held on May 15, 2015, appointed Mr. Ashok Kumar Gupta as Member of the Committee.

FINANCE COMMITTEE:

Terms of reference:

The terms of reference of the Committee are as under:

- To borrow money not exceeding the amount as decided by the shareholders under Section 180(1)(c) of the Act and to modify / restructure terms of any security of existing loans, debentures or such other securities and issue guarantees / securities on behalf of the Company and to allot securities.
- To buy and sell the investments of the Company.
- To open banking account, avail various banking services/ facilities and to issue instructions for operation of banking accounts.
- To authorise and / or appoint lawyers, advocates, attorney, persons, firm(s), to make representations and to sign, execute, swear, affirm, file affidavits, declaration, vakalatnama, written statement, rejoinder(s), replies, submit necessary documents, enter into various agreements on behalf of the Company.

- To authorise and appoint any person(s) to appear before any authority, Government / statutory bodies, courts or Company.
- To develop, submit and apply for bid / tender for any projects whether related to the Company's object or not.
- To make application(s) for registration under any act, statute, regulations, authority in the name of the Company and / or to authorise to do so on behalf of the Company.

Composition:

The composition of the Finance Committee is as under:

Name	Position	Designation
Mr. Rakesh Kumar Wadhawan	Chairman	Executive Chairman
Mr. Sarang Wadhawan	Member	Vice Chairman and Managing Director
*Mr. Waryam Singh	Member	Non-Executive Director

*Mr. Waryam Singh ceased to be Member of the Committee w.e.f. March 23, 2015, pursuant to which the Board of Directors of the Company at its Meeting held on May 15, 2015, appointed Mr. Ashok Kumar Gupta as Member of the Committee.

Meetings:

During the F.Y. 2014-15, the Committee met 13 (Thirteen) times on June 6, 2014, June 18, 2014, September 8, 2014, September 29, 2014, October 17, 2014, October 22, 2014, November 17, 2014, November 24, 2014, December 8, 2014, December 26, 2014, January 28, 2015, February 28, 2015 and March 16, 2015.

GENERAL BODY MEETINGS:

Details of venue, day, date and time where the last three AGM of the Company were held:

Financial Year	Location	Day and Date	Time
2013-14	National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	Tuesday, September 30, 2014	11:00 A.M.
2012-13	1 st Floor, Boundary Hall, Mumbai Cricket Association Recreation Centre (MCA), G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	Monday September 30, 2013	11:00 A.M.
2011-12	National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	Tuesday, August 14, 2012	11:30 A.M.

The details of Special Resolutions passed in the last three AGM:

Date	Brief particulars of the Resolution
30.09.2014	1) Payment of commission to Non-Executive Directors 2) Amend the Articles of Association as per provisions of the Act.
30.09.2013	Re-appointment of Mr. Rakesh Kumar Wadhawan, as Executive Chairman
14.08.2012	No Special Resolution was passed

Resolutions Passed through Postal Ballot:

During the year, pursuant to the provisions of Section 110 of the Act, read with Companies (Management and Administration) Rules,

2014, the Company had passed the following Resolutions through Postal Ballot.

- To approve borrowing limit of the Company;
- To create charge on the asset on the Company and
- To consider fund raising program of the Company.

The Company had appointed M/s. S ANAND SS Rao, Company Secretary in Practice (C.P. No. 5687), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The detail of voting pattern was as under:

Description of Resolution	No. of Total Valid Postal Ballot Form/ e-vote received	Vote Cast (No. of Share)	
		For	Against
To approve borrowing limit of the Company	1526	245247312	41719
To create charge on the asset on the Company	1524	245225206	60838
To consider fund raising program of the Company	1525	195961318	49325259

DISCLOSURES:

Materially significant related party transactions:

The Company has no material significant transactions with its related parties that may have a potential conflict with the interest of the Company. The details of transaction between the Company and the related parties are disclosed for information in Note No. 30 of the Notes to the Financial Statement for the year ended March 31, 2015.

Statutory Compliance and Penalties:

There were no instances of non-compliance nor have any penalties been imposed by the Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets.

Whistle Blower Policy:

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management of any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The Company has provided dedicated e-mail addresses chairperson@hdil.in, auditcomm@hdil.in for reporting such concerns. Alternatively, employees can also send written communications to the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are to be reported to the Audit Committee. The Whistle Blower Policy is available on the website of the Company www.hdil.in.

Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The Company has complied with all the mandatory requirements of the Listing Agreement. The Company has also adopted some of the non-mandatory requirements.

PERFORMANCE EVALUATION:

The Nomination and Remuneration Committee of the Board laid down the criteria for performance evaluation of all Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as under:

Role of Accountability:

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity:

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership and Initiative:

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes:

- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

CODE OF CONDUCT:

The Company has laid down a Code of Conduct in consonance with the requirements of Clause 49 of the Listing Agreement for all its Board Members and Senior Management Personnel for avoidance of conflicts of interest and ensuring the highest standard of honesty, dedication and professionalism in carrying out their functional responsibilities. The Code highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the stakeholders and for instilling pride of association.

Another important principle on which the code is based is that the Directors and Senior Management Personnel shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties. The Code has been posted on the website of the Company www.hdil.in.

The Code has been circulated to all the members of the Board and all Senior Management Personnel and the compliance of the same have been affirmed by them.

Declaration affirming compliance of Code of Conduct by Mr. Sarang Wadhawan, Vice Chairman and Managing Director is given as under:

"I hereby confirm that:

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of Housing Development and Infrastructure Limited for the year ended March 31, 2015 and a copy of the Code of Conduct is posted on the website of the Company viz. www.hdil.in."

Sarang Wadhawan
Vice Chairman and Managing Director

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In Compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted a policy for prohibition of Insider Trading for Directors and specified employees of the Company, relating to dealing in the shares of the Company. This Code is applicable to all Directors and designated employees. The Company regularly monitors the transactions, in terms of the said Code, undertaken by the Directors, designated employees of the

Company. The Company informs the stock exchange(s) about the transaction(s) undertaken by the Directors and designated employees and their shareholdings as per the regulations.

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

As required by Clause 49 (IX) of the Listing Agreement, the Chief Executive Officer and Chief Financial Officer certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting has been obtained from Mr. Sarang Wadhawan (Vice Chairman and Managing Director/ Chief Executive Officer) and Mr. Darshan D. Majmudar (Chief Financial Officer and Company Secretary). (Refer Page No. 40)

MEANS OF COMMUNICATION

- The Quarterly / Half yearly / Annual Results of the Company's performance are published in all leading English newspaper and in vernacular regional newspaper.
- The following information are also promptly displayed on the Company's website www.hdil.in.
Financial Results, Shareholding Pattern, Annual Report and the Presentations, as and when made, to the media and analysts, in the 'Investor Relations' Section and 'Corporate Governance' Section.
- The Quarterly / Half yearly / Annual Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed with the Stock Exchanges for dissemination on their respective websites.

GENERAL SHAREHOLDERS INFORMATION:

AGM day, date, venue and time	September 30, 2015, National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 At 11:00 a.m.
Financial year	April 1 to March 31
Financial Calendar (2014-15)	First Quarter Results for the Quarter Ended June 30, 2014 : July 31, 2014 Second Quarter Results for the Quarter Ended September 30, 2014 : November 14, 2014 Third Quarter Results for the Quarter Ended December 31, 2014 : February 14, 2015 Fourth Quarter Results for the Quarter Ended March 31, 2015: May 15, 2015
Financial Calendar (Tentative)	June 30, 2015 – Second week of August, 2015 September 30, 2015 – Second week of November, 2015 December 31, 2015 – Second week of February, 2016 March 31, 2016 – End of May, 2016
Date of Book Closure:	September 26, 2015 to September 30, 2015
Dividend Payment Date	N.A.
Plant Location(s)	N.A.
Listing on Stock Exchanges	Bombay Stock Exchange National Stock Exchange of India
Scrip Code at BSE	532873
Symbol Code at NSE	HDIL
ISIN of the Equity Share of the Company	INE 191101012
Corporate Identification Number	L70100MH1996PLC101379

Unclaimed Dividends

The unclaimed dividend for a period of seven year is compulsory deposited in Investor Education and Protection Fund ("IEPF") Account in accordance with Section 205C of the Companies Act, 1956 which are still applicable as the relevant Section under the Act, are yet to be notified administered by the Central Government which cannot be claimed by the shareholders/investors. The details of unclaimed dividend is posted on the website of the Company.

Details of Unclaimed Dividend as on March 31, 2015 are as under:

Year	Dividend	Date of Declaration	Unpaid Dividend as on March 31, 2015 (₹ in Lacs)
2007-2008	Final	July 21, 2008	7.38

During the year under review, the Company has transferred ₹ 2.69 lacs towards unclaimed Interim Dividend and ₹ 8.50 lacs towards unclaimed application money to the IEPF pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rule, 2001.

Unclaimed Shares

As per the provisions of Clause 5A(a) of the Listing Agreement, the unclaimed shares lying in the escrow account shall be transferred to demat suspense account if there is no response even after sending three reminders notices to the persons concerned. Details of unclaimed equity shares of the Company are as under:

Sr. No.	Particulars	Number of Shareholders	Number of Shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. April 1, 2014.	33	2,734
2.	Number of shareholders who approached issuer for transfer of shares from suspense account during the year.	-	-
3.	Number of shareholders to whom shares were transferred from suspense account during the year.	-	-
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. March 31, 2015.	33	2,734

Market price data:

Month	Stock Exchange							
	BSE				NSE			
	Share Price		Sensx		Share Price		Nifty	
	High ₹	Low ₹	High	Low	High ₹	Low ₹	High	Low
April, 2014	78.00	56.25	22876.54	22277.23	78.10	56.20	6840.80	6675.30
May, 2014	101.55	66.15	24716.88	22323.90	101.55	66.10	7367.10	6652.55
June, 2014	111.90	88.50	25583.69	24684.85	111.90	88.55	7656.40	7362.50
July, 2014	103.15	86.50	26271.85	25006.98	103.30	86.45	7830.60	7454.15
Augst, 2014	100.05	90.20	26638.11	25329.14	99.80	90.25	7954.35	7568.55
September, 2014	98.70	80.80	27319.85	26468.36	98.85	80.70	8173.90	7911.85
October, 2014	83.30	74.20	27865.83	25999.34	83.35	74.30	8322.20	7748.20
November, 2014	90.50	78.15	28693.99	27860.38	90.50	78.10	8588.25	8324.15
December, 2014	81.15	61.15	28562.82	26710.13	81.25	61.20	8564.40	8029.80
January, 2015	109.95	65.90	29681.77	26908.82	110.05	66.00	8952.35	8102.10
February, 2015	119.60	105.05	29462.27	28227.39	119.50	105.15	8901.85	8526.35
March, 2015	117.20	99.30	29593.73	27457.58	117.20	99.20	8996.25	8341.40

Registrar and Share Transfer Agent

M/s. Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31 and 32,
Financial District, Gachibowli, Nanakramguda, Serilingampally,
Hyderabad - 500 032, India
Tel: +91 040 6716 1524; Fax: +91 040 2300 1153
Toll Free Number: 1800-3454-001
Email: einward.ris@karvy.com;
Website: www.karvycomputershare.com

Share Transfer System

Shares in physical form lodged for transfer with the Company's RTA are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects and put up for approval before the Stakeholders Relationship Committee generally once in every fortnight. Stakeholders Relationship Committee of the Directors is empowered to approve transfer of shares and to attend

to the investors' grievances, which are not normally resolved by the Company's RTA / Compliance Officer.

Matters concerning investors' grievances and other miscellaneous matters relating to change of address, mandates, etc. are processed by the Company's RTA.

All requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Company also offers transfer cum demat facility.

Distribution of Shareholding as on March 31, 2015

Shareholding of nominal value	Shareholders		Share Amount	
	Number	% to Total	(Amount in ₹)	% to Total
Up to - 5000	1,80,669	92.77	17,64,28,040	4.21
5001 - 10000	7,878	4.05	6,12,80,290	1.46
10001 - 20000	3,371	1.73	5,02,98,390	1.20
20001 - 30000	1,016	0.52	2,57,54,410	0.61
30001 - 40000	466	0.24	1,69,35,570	0.40
40001 - 50000	328	0.17	1,53,25,910	0.37
50001 - 100000	526	0.27	3,79,54,110	0.91
100001 and above	493	0.25	3,80,60,63,140	90.84
TOTAL	1,94,747	100.00	4,19,00,39,860	100.00

Shareholding Pattern as on March 31, 2015

Sr. No.	Category of Shareholder	Number of Shares	As a percentage of (A+B)
(A)	PROMOTER'S HOLDING		
(1)	Indian Promoter	15,15,16,808	36.16
(2)	Foreign	0	0
	Total A=A(1)+A(2)	15,15,16,808	36.16
(B)	NON PROMOTER'S HOLDING		
(1)	INSTITUTIONS		
(a)	Mutual Funds / UTI	2,04,939	0.05
(b)	Financial Institutions / Banks	4,65,565	0.11
(c)	Insurance Companies	1,47,857	0.04
(d)	Foreign Institutional Investors	20,54,18,580	49.03
(2)	NON-INSTITUTIONS		
(a)	Bodies Corporate	1,77,58,091	4.24
(b)	Individuals	4,08,86,028	9.76
(c)	Others		
	Non-Resident Indians	14,45,598	0.35
	Trusts	957	0.00
	Overseas Corporate Bodies	13	0.00
	Directors and their Relatives	51,235	0.01
	Clearing Members	11,08,315	0.26
	Total B =B(1)+B(2)	26,74,87,178	63.84
	GRAND TOTAL (A+B)	41,90,03,986	100.00

Dematerialization of shares and liquidity:

As at March 31, 2015, 99.99% of shareholding aggregating to 41,89,43,667 shares were held in dematerialized form with NSDL and CDSL, while 0.01% aggregating to 60,319 shares were held in physical form.

Outstanding GDRs/ADRs/Warrants:

There are no outstanding GDRs/ADRs/Warrants as on March 31, 2015, likely to have an impact on the Equity Share Capital of the Company.

Address for Correspondence:

Housing Development and Infrastructure Limited
9-01, HDIL Towers, Anant Kanekar Marg,
Bandra (East), Mumbai - 400 051
Email - info@hdil.in

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 15, 2015

Rakesh Kumar Wadhawan
Executive Chairman

To

The Members of Housing Development and Infrastructure Limited,

We have examined the compliance of conditions of Corporate Governance by Housing Development and Infrastructure Limited for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of the Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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 the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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.

for **Thar & Co.**
Chartered Accountants
Firm Registration Number - 110958W

Jayesh R. Thar
Partner
Membership No. 32917

Place : Mumbai
Date : May 15, 2015

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors,
Housing Development and Infrastructure Limited
9-01, HDIL Towers, Anant Kanekar Marg,
Bandra (East),
Mumbai – 400 051

Dear Sir,

We, Sarang Wadhawan, Vice Chairman and Managing Director and Darshan D. Majmudar, Chief Financial Officer of Housing Development and Infrastructure Limited on the basis of review of the Financial Statement and Cash Flow Statement for the financial year ending March 31, 2015 and to the best of our knowledge and belief, hereby certify that:

1. These statement do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2015, which are fraudulent, illegal or violative of the Company's code of conduct.
4. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and through Quarterly Internal Audit Report to Audit Committee of the Board, deficiencies in the design or operation of internal controls, of which we are aware and the steps have been taken to rectify those deficiencies and subsequently, the same were rectified by the Company.
5. We further certify that:
 - i. there have been no significant changes in internal control during this year;
 - ii. there have been no significant changes in accounting policies during this year except method of Depreciation on Fixed Assets as provided in Schedule II of the Companies Act, 2013; and
 - iii. there have been no instances of significant fraud of which we have become aware and the involvement therein, of the Management or an employee having a significant role in the Company's internal control system.

Place : Mumbai
Date: May 15, 2015

Sarang Wadhawan
Vice Chairman and Managing Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

To the Members of Housing Development and Infrastructure Limited Report on the Standalone Financial Statements

We have audited the accompanying Financial Statements of Housing Development and Infrastructure Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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 these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for purpose of expressing an opinion on whether the Company has in place of adequate internal financial control system over financial reporting and operating effectiveness of such controls. 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in the paragraph 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 financial statements as referred to in Note 31 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2015.

For **Thar & Co.**,
Chartered Accountants
Firm Registration No: 110958W

Jayesh R. Thar
Partner
Membership No. 032917

Place : Mumbai
Date : May 15, 2015

Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date on the financial statements for the year ended on 31st March, 2015 of Housing Development and Infrastructure Limited:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
(b) All the Fixed Assets have been physically verified by the management in a phased manner, over a period of one year, which in our opinion, is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (ii) (a) The inventories have been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedures of 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) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) (a) Other than opening outstanding balances of loan to subsidiaries, the Company has not granted any further loans to companies, firms or other parties covered in the register maintained under section 189 of the Act.
(b) No repayment schedule has been specified and repayment has been made on demand, therefore the question of regularity in repayment of principal amount, wherever applicable, does not arise.
(c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories, fixed assets, sale of units in real estate and services. During the course of audit, we have not observed any continuing failure to correct the major weaknesses in the internal control system.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Act and rules framed there under to the extent notified.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148 (1) of the Act and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have not, however, made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed amount payable in respect of provident fund, employee's state insurance, income-tax, sales tax, wealth-tax, service-tax and other material statutory dues as applicable with the appropriate authorities except the following dues which were outstanding as at 31st March, 2015 for a period more than 6 months from the date they became payable—

Nature of dues	₹ in Lacs
Tax Deducted at Source (Including Interest)	758.99
Service Tax (Interest Only)	0.62
Value Added Tax (Interest Only)	345.69

- (b) According to the information and explanations given to us, there are no material dues of service tax, value added tax, wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute, except following Income-tax demand:

Financial Year	Income tax Demand (₹ in Lacs)
2010-11	25,772.37
2011-12	1,419.40

The Company has filed appeal before the Commissioner of Income Tax, Appeals (41), Mumbai and the Commissioner of Income Tax, Appeals (53) respectively for both the above mentioned Income tax demand. The Company has also filed stay application under section 220(6) of the Act before the assessing officer and disposal of the same is pending.

- (c) The amounts required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- (viii) The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by the audit and also in the immediately preceding financial year.
- (ix) As per the information and explanations furnished to us and our verification of records of the Company, the Company has delayed in repayment of dues to Debenture Holders, Financial Institutions and Banks. An amount of ₹ 43,528.16 lacs towards principal and ₹ 6,075.61 lacs towards interest to Non-Cumulative Debenture Holders, ₹ 3,171.86 lacs towards interest on Term Loans from Financial Institutions and ₹ 7,964.31 lacs towards principal and ₹ 4,602.21 lacs towards interest on Term Loan from Scheduled Banks are due as at the year end.
- (x) The Company has given guarantees for loans taken by wholly owned subsidiary Companies, from banks and financial institutions. According to the information and explanations given to us, the terms and conditions of the aforesaid guarantees are not, prima facie, prejudicial to the interest of the Company.
- (xi) In our opinion and according to the information and explanations given to us and on the basis of books and records as produced before and examined by us, the term loans have been applied for the purposes for which they were raised.
- (xii) Based on the audit procedure performed and the representations obtained from the management, no case of fraud on or by the Company has been noticed or reported during the course of our audit.

For **Thar & Co.**,
Chartered Accountants
Firm Registration No: 110958W

Jayesh R. Thar
Partner
Membership No. 032917

Place : Mumbai
Date : May 15, 2015

BALANCE SHEET AS AT

(₹ in Lacs)

Particulars	Note No.	31st March, 2015		31st March 2014	
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
Share Capital	2	41,900.40		41,900.40	
Reserves and Surplus	3	10,23,605.57	10,65,505.97	10,00,620.62	10,42,521.02
(2) Non-Current Liabilities					
Long-term borrowings	4	22,837.30		32,124.09	
Deferred tax liabilities (Net)	5	1,927.02		1,709.67	
Long term provisions	6	164.07	24,928.39	123.21	33,956.97
(3) Current Liabilities					
Short-term borrowings	7	1,44,994.45		1,37,954.47	
Trade payables	8	40,171.65		39,322.80	
Other current liabilities	9	3,02,655.97		3,10,777.35	
Short-term provisions	10	21,470.03	509,292.10	14,396.59	5,02,451.21
Total			15,99,726.46		15,78,929.20
II. ASSETS					
(1) Non-current assets					
Fixed assets	11				
(i) Tangible assets		11,897.82		17,472.70	
(ii) Intangible assets		9.27		12.61	
(iii) Capital work-in-progress		-	11,907.09	133.71	17,619.02
Non-current investments	12		1,23,643.42		83,693.35
Long term loans and advances	13		36.54		18.83
(2) Current assets					
Current investments	14	1.58		678.21	
Inventories	15	10,90,536.18		10,59,654.17	
Trade receivables	16	19,096.68		25,498.99	
Cash and bank balances	17	18,689.04		20,456.14	
Short-term loans and advances	18	3,35,815.93	14,64,139.41	3,71,310.49	14,77,598.00
Total			15,99,726.46		15,78,929.20
Significant Accounting Policies (Accompanying notes are an integral part of the financial statements)	1				

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Ashok Kumar Gupta
Director

Shyam Sunder Dawra
Director

Hazari Lal
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Sarang Wadhawan
Vice Chairman and
Managing Director

Raj Kumar Aggarwal
Director

Lalit Mohan Mehta
Director

Sandhya Baliga
Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

(₹ in Lacs)			
Particulars	Note No.	31st March, 2015	31st March, 2014
Revenue:			
Revenue from operations	19	1,00,524.84	77,079.26
Other Income	20	8,568.52	16,965.01
Total Revenue		1,09,093.36	94,044.27
Expenses:			
Cost of material consumed	21	66,060.49	41,826.41
Changes in inventories of finished goods and work-in-progress	22	(36,783.87)	(33,648.70)
Employee benefits expense	23	3,868.16	3,577.11
Finance costs	24	38,694.07	50,964.06
Depreciation and amortisation expense	11	671.26	780.06
Other expenses	25	5,830.00	4,992.33
Total Expenses		78,340.11	68,491.27
Profit before tax		30,753.25	25,553.00
Tax expense:			
Current tax :			
Income tax		7,902.55	875.00
Deferred tax charge		217.35	193.06
		8,119.90	1,068.06
Profit for the year		22,633.35	24,484.94
Earnings per equity share of ₹ 10/-	29		
Basic		5.49	5.81
Diluted		5.49	5.81
Significant Accounting Policies	1		
(Accompanying notes are an integral part of the financial statements)			

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Sarang Wadhawan
Vice Chairman and
Managing Director

Ashok Kumar Gupta
Director

Raj Kumar Aggarwal
Director

Shyam Sunder Dawra
Director

Lalit Mohan Mehta
Director

Hazari Lal
Director

Sandhya Baliga
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED

(₹ in Lacs)

Particulars	31st March, 2015		31st March, 2014	
A Cash flow from operating activities				
Net profit before tax		30,753.25		25,553.00
Adjustments for :				
Depreciation and amortisation expense	671.26		780.06	
Interest expenses	38,694.07		50,964.06	
Interest received	(4,412.60)		(12,478.46)	
Dividend received	(5.78)		(5.72)	
Profit on sale of fixed assets	(2.74)		(0.19)	
Loss on sale of fixed assets	-		4.74	
Profit on sale of investments	(3,445.20)	31,499.01	(4,455.00)	34,809.49
Operating profit before working capital changes		62,252.26		60,362.49
Movements in working capital :				
Decrease / (Increase) in inventory	(34,067.22)		(861.79)	
Decrease / (Increase) in trade receivable	6,402.30		16,390.59	
Decrease / (Increase) in other receivables	1,477.79		35,702.75	
(Decrease) / Increase in trade and other payables	14,157.07		(8,166.37)	
Net movement in working capital		(12,030.06)		43,065.18
Cash generated from operations		50,222.20		1,03,427.67
Less : Direct taxes paid (net of refunds)		293.69		(785.60)
Net cash from operating activities		49,928.51		1,04,213.27
B Cash flows from investing activities				
(Increase) / Decrease in capital work in progress	133.71		(819.59)	
(Increase) / Decrease in other investments	(4,447.83)		(124.53)	
Proceeds from sale of investment	10,821.20		6,642.08	
Interest received	4,412.60		12,478.46	
Dividend received	5.78		5.72	
Purchase of fixed assets	(392.40)		(73.11)	
Sale of fixed assets	3.02		0.27	
Net cash from investing activities		10,536.08		18,109.30
C Cash flows from financing activities				
Proceeds from borrowings	27,237.85		46,440.47	
Repayment of borrowings	(50,775.48)		(1,16,590.92)	
Interest paid	(38,694.06)		(50,964.06)	
Net cash used in financing activities		(62,231.69)		(121,114.51)
Net increase in cash and cash equivalents (A + B + C)		(1,767.10)		1,208.06
Cash and cash equivalents at the beginning of the year		20,456.14		19,248.08
Cash and cash equivalents at the end of the year		18,689.04		20,456.14
Components of cash and cash equivalents as at		31-Mar-2015		31-Mar-2014
Cash on hand		420.68		39.57
With banks - on current account		2,129.56		81.58
- on Escrow account		27.71		20.26
- on deposit account *		16,111.09		20,314.73
Total		18,689.04		20,456.14

* includes fixed deposits pledged with bank of ₹ 1,088.45 lacs (previous year ₹ 1,119.25 lacs) as security for bank guarantees, ₹ 6,427.00 lacs (previous year ₹ 6,427.00) as security for Debt Service Reserve and ₹ 6,931.40 lacs (previous year ₹ 10,744.19 lacs) as security for bank overdraft.

Note : Figures in the brackets indicate outflow.

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Ashok Kumar Gupta
Director

Shyam Sunder Dawra
Director

Hazari Lal
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Sarang Wadhawan
Vice Chairman and
Managing Director

Raj Kumar Aggarwal
Director

Lalit Mohan Mehta
Director

Sandhya Baliga
Director

1. SIGNIFICANT ACCOUNTING POLICIES:

A. Basis of preparation

- a) These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply all material aspects with the Accounting Standards notified under Section 211(3C) of Companies Act, 1956 (Companies (Accounting Standards) Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle to be 5 years for the purpose of current- non-current classification of assets and liabilities.

b) Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

B. Fixed assets

a) Tangible assets

Fixed assets are stated at cost of acquisition or construction, net of recoverable taxes, trade discounts, rebates, depreciation accumulated and accumulated impairment losses. All costs relating to the acquisition and installation of fixed assets are capitalised and includes borrowing costs relating to borrowed funds attributable to construction or acquisition of fixed assets, up to the date the asset is put to use.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

b) Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal of the asset are recognised as income or expense in the Statement of Profit and Loss.

C. Method of Depreciation and amortisation

Effective 1st April, 2014, depreciation on tangible assets is provided on the straight-line method over the useful lives of assets as specified in Schedule II of the Companies Act, 2013, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act, 1956. Depreciation for assets purchased / sold during a year is proportionately charged. Intangible assets are amortised over their respective estimated useful lives on a straight-line basis, commencing from the date of asset is available to the Company for its use.

Based on an independent technical evaluation, the useful life of Mobile Phones has been estimated as 3 years, which is different from that prescribed in Schedule II of the Act.

D. Investments

Investments that are readily realisable and are intended to be held for not more than a year from the date, on which such investments are made, are classified as current investments and are carried at lower of cost and fair value determined on an individual investment basis whereas all other investments are classified as long-term investments and are carried at cost. Provision for diminution in value of long term investment is made to recognise a decline other than temporary as specified in Accounting Standard (AS 13) on "Accounting for Investments".

E. Inventories

Inventories are valued as follows:

Inventory comprises of completed property for sale, transferable development rights, F.S.I. and projects in progress.

- (i) Completed property for sale and transferable development rights are valued at lower of cost or net realisable value. Cost formulae used are 'First-in-First-out'. Cost includes cost of land, land development rights, acquisition of tenancy rights, materials, services, borrowing costs and other related overheads as the case may be.
- (ii) Projects in progress are valued at lower of cost or net realisable value. Cost formulae used are 'First-in-First-out'. Cost includes cost of land, land development rights, materials, services, borrowing costs, acquisition of tenancy rights and other related overheads. Cost incurred / items purchased specifically for projects are taken as consumed as and when incurred / received.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

- (iii) In the case of acquisition of land for development and construction, the rights are acquired from the owners of the land and the conveyance and registration thereof will be executed between the original owners and the ultimate purchasers as per trade practice. As a result, in the intermediate period, generally, the land is not registered in the name of the Company.

F. Revenue recognition

Revenue from the projects is recognised by applying Percentage of Completion Method in compliance of Guidance Note on Accounting for Real Estate Transaction (Revised 2012) issued by the Institute of the Chartered Accountants of India. However, for the ongoing projects as on the date of introduction of Guidance Note on Accounting for Real Estate Transaction (Revised 2012) and also where Company has already commenced the recognition of the revenue from the projects, the Company follows completed project method of accounting ("Project Completion Method of Accounting") where in allocable expenses incurred during the year are debited to work-in-progress account and the income is accounted for as and when the projects get completed or substantially completed and also the revenue is recognised to the extent it is probable and the economic benefits will flow to the Company and the revenue can be reliably measured.

- a) Sale:
 - i) Unit in real estate:
Revenue is recognised when the significant risks and rewards of ownership of the units in real estate have passed to the buyer.
 - ii) Sale / trading of goods and materials:
Sales are recognised when goods are supplied and are recorded net of returns, trade discounts, rebates and indirect taxes.
- b) Rent:
Revenue is recognised on accrual basis.
- c) Interest:
 - i) Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
 - ii) Interest due on delayed payments by customers is accounted for on receipts basis due to uncertainty of recovery of the same.
- d) Dividends:
Revenue is recognised when the shareholders' right to receive payment is established by the Balance Sheet date.
- e) Share of profit from joint ventures:
Share of profit/(loss) from partnership firms is accounted for in respect of the financial year ending on or before the Balance Sheet date.
- f) Share in revenue of entertainment vertical:
Revenue is recognised on accrual basis.
- g) Profit on sale of investment:
It is recognised on its liquidation / redemption.

G. Employees benefits

- a) Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as and when incurred.
- b) Defined Benefit Plans - The present value of the obligation under such plan, is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Statement of Profit and Loss. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis. The Company has an obligation to make good the shortfall, if any.
- c) Other Long term Employee Benefits are recognised in the same manner as Defined Benefit Plans.
- d) Termination benefits are recognised as and when incurred.

H. Borrowing cost

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset (including real estate projects) are considered as part of the cost of the qualifying asset. Other borrowing costs are treated as period costs and charged to Statement of Profit and Loss as and when they are incurred.

I. Foreign currency transactions

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of transaction.
- b) Monetary items denominated in foreign currencies at the year end are restated at the year end rates.
- c) Non-monetary foreign currency items are carried at cost.
- d) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

J. Leases

a) As a lessor

Lease income is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Recurring costs are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised in the Statement of Profit and Loss.

b) As a lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership during the leased term, are classified as operating leases. Operating lease payments are charged to the Statement of Profit and Loss.

K. Impairment

(i) The carrying amounts of assets are reviewed at each Balance Sheet date when required to assess whether they are recorded in excess of their recoverable amounts, and where carrying values exceed this estimated recoverable amount, assets are written down to their recoverable amount.

(ii) After impairment, depreciation is provided on the assets revised carrying amount over its remaining useful life.

(iii) A previously recognised impairment loss is increased or decreased depending on change in circumstances. However, an impairment loss is not decreased to an amount higher than the carrying amount that would have been determined has no impairment loss been recognised.

L. Income taxes

a) Tax expense comprises of current and deferred tax charge or credit. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

b) Deferred income tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

M. Segment reporting policies

The main business of the Company is real estate development and construction of residential and commercial properties, infrastructure facilities and all other related activities revolve around the main business and as such there are no separate reportable segments as specified in Accounting Standard (AS - 17) on "Segment Reporting".

N. Earnings per share

Basic earnings per equity share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders (after deducting attributable taxes) by weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for event of fresh issue of shares to the public.

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

O. Provisions, contingent liabilities and contingent assets

A provision is recognised when there is a present obligation as a result of a past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. Provision is not discounted to its present value and is determined based on the last estimate required to settle the obligation at the year end. These are reviewed at each year end and adjusted to reflect the best current estimate. Contingent liabilities are not recognised but disclosed in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
2. SHARE CAPITAL		
Authorised		
50,00,00,000 (previous year 50,00,00,000) Equity Share of ₹ 10/- each	50,000.00	50,000.00
Issued, Subscribed and Paid-up		
41,90,03,986 (previous year 41,90,03,986) Equity Shares of ₹ 10/- each fully paid-up (Of the above 23,12,20,595 Equity Shares of ₹ 10/- each were allotted as fully paid-up bonus shares by way of capitalisation of General Reserve and Securities Premium)	41,900.40	41,900.40
Total	41,900.40	41,900.40
The aggregate number of bonus shares issued in the last five years immediately preceding the previous year Balance Sheet date is 6,12,20,595 equity shares.		
Reconciliation of the number of shares outstanding :		
Equity Shares	Number	Number
Shares outstanding at the beginning of the year	4,19,003,986	4,19,003,986
Shares outstanding at the end of the year	4,19,003,986	4,19,003,986
Terms/rights attached to shares :		
The Company has only one class of shares i.e. equity shares of ₹ 10/- each. Shareholders are entitled to vote in accordance with their shareholding in the Company and receive dividend as and when declared by the Company.		
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.		
Shares in the Company held by each shareholder holding more than 5 percent :		
Rakesh Kumar Wadhawan	Number %	7,60,47,661 18.15%
Orbis SICAV - Asia Ex- Japan Equity Fund	Number %	3,29,90,632 7.87%
Platinum Investment Management Limited A/C Platinumasia Fund	Number %	3,14,46,227 7.50%
Merrill Lynch Capital Market Espana S.A. S.V.	Number %	2,72,98,007 6.51%

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
3. RESERVE AND SURPLUS		
Securities Premium Account		
Opening Balance	4,91,143.48	4,91,143.48
Closing Balance	4,91,143.48	4,91,143.48
Debenture Redemption Reserve		
Opening Balance	74,104.83	87,999.60
Add : Transferred from Statement of Profit and Loss	26,700.00	24,400.00
Less : Transferred to General Reserve	30,577.62	38,294.77
Closing Balance	70,227.21	74,104.83
Share Warrants Forfeiture Account:		
Opening Balance	-	15,219.97
Less : Transferred to General Reserve	-	15,219.97
Closing Balance	-	-

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
General Reserve		
Opening Balance	4,31,580.54	3,78,065.80
Add : Transferred from Share Warrants Forfeiture Account	-	15,219.97
Add : Transferred from Debenture Redemption Reserve	30,577.62	38,294.77
Closing Balance	4,62,158.16	4,31,580.54
Surplus in the Statement of Profit and Loss		
Opening Balance	3,791.77	3,846.94
Add / (Less): Excess / (Short) provision for tax of earlier years	633.32	(140.11)
Add : Net Profit for the current year	22,633.35	24,484.94
Less : Adjustment on account of depreciation as per Schedule II of the Companies Act, 2013	281.72	-
Less : Transferred to Debenture Redemption Reserve	26,700.00	24,400.00
Closing Balance	76.72	3,791.77
Total	10,23,605.57	10,00,620.62
4. LONG TERM BORROWINGS		
Secured Long Term Borrowings :		
16,242 (Previous year 16,742) Redeemable Non-Convertible Debentures of ₹ 10 lacs each *	22,837.30	32,124.09
Total	22,837.30	32,124.09

* In accordance with the terms of the issue of NCD, the Company has partially redeemed the Debenture in tranches and hence aggregate amount outstanding vis a vis numbers of outstanding debentures do not tally.

Details of securities and other terms and conditions are as under :-

I) Secured Redeemable Non-Convertible Debentures :-

a) Secured Redeemable Non-Convertible Debentures (Listed) :-

13,975 (Previous year 14,475) 12% Secured Redeemable Non-Convertible Debentures of ₹ 10.00 lacs each fully paid, interest payable quarterly are issued on Private Placement basis to various banks. These Debentures are Secured by mortgage of immovable properties admeasuring about 7,01,992 Sq. mtrs. situated at village Kasarali, District Thane and 1,47,142.47 Sq. mtrs. situated at Village Kopri, District Thane, owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company. These Secured Non-Convertible Debentures are redeemable commencing from December, 2012 from first tranche onwards at 33% each in third and fourth year and 34% at the end of fifth year.

b) Secured Redeemable Non-Convertible Debentures (Non-listed) :-

a) 2,267 (Previous year 2,267) 13.25% Secured Redeemable Non-Convertible Debentures of ₹ 10.00 lacs each fully paid, interest payable monthly are issued on Private Placement basis to Life Insurance Corporation of India. The Debentures are secured by mortgage of 2,88,940 Sq. mtrs immovable properties situated at Village Doliv and Village Khardi, District Thane and further secured by mortgage of first to nine floors except 3rd, 4th and 6th floors of commercial building admeasuring 17,894.65 Sq. mtrs. situated at HDIL Towers, Survey No. 341(pt) CTS No. 608(pt), Bandra (East), Mumbai. These Secured Non-Convertible Debentures are redeemable in equal monthly instalment of ₹ 100.00 lacs each commencing from 5th October, 2013.

b) Securities of the Debentures issued to Life Insurance Corporation of India are shared on *pari-passu* basis for the term loan from Life Insurance Corporation of India. (Also refer note : 7(III)(b))

II) All the above debentures have been personally guaranteed by

- Executive Chairman of the Company
- Vice Chairman and Managing Director of the Company

III) IDBI Trustee is the trustee to all the above Debentures issued.

IV) Maturity profile and Rate of interest of Non-Convertible Debentures are as set out below:

Rate of Interest	Maturity Profile					Total
	Apr. 2016- Mar. 2017	Apr. 2017- Mar. 2018	Apr. 2018- Mar. 2019	Apr. 2019- Mar. 2020	Apr. 2020- Mar. 2021	
12.00%	3,145.00	-	-	-	-	3,145.00
13.25%	3,384.38	4,773.21	4,773.21	4,773.21	1,988.29	19,692.30
Total	6,529.38	4,773.21	4,773.21	4,773.21	1,988.29	22,837.30

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
5. DEFFERED TAX LIABILITIES (NET)		
Arising on account of timing differences		
Liabilities		
Related to fixed assets	2,097.90	1,858.20
	<u>2,097.90</u>	<u>1,858.20</u>
Assets		
Bonus payable	25.60	50.42
Provision for gratuity	73.39	39.81
Provision for encashment of leave	71.89	58.30
	<u>170.88</u>	<u>148.53</u>
Total	<u>1,927.02</u>	<u>1,709.67</u>
6. LONG-TERM PROVISIONS		
Provision for employee benefits :		
Leave Encashment	164.07	123.21
Total	<u>164.07</u>	<u>123.21</u>
7. SHORT-TERM BORROWINGS		
Secured Short-Term Borrowings :		
Loans repayable on demand from Bank (Refer 7 - I)	6,771.15	10,732.79
Term Loans from Scheduled Banks (Refer 7 - II)	82,616.39	74,291.33
Term loans from Financial Institutions (Refer 7 - III)	55,606.91	52,930.35
Total	<u>1,44,994.45</u>	<u>1,37,954.47</u>

Details of securities and other terms and conditions are as under :-

I) Loans repayable on demand from Scheduled Bank :-

Punjab and Maharashtra Co-operative Bank Limited :-

Secured by pledge of fixed deposit receipts with the bank, current rate of interest 9% for ₹ 61.00 lacs, 10.75% for ₹ 382.00 lacs and 11% for ₹ 6,289.00 lacs. (Previous year 10% for ₹ 69.12 lacs, 10.75% for ₹ 9,712.53 lacs and 11% for ₹ 60.85 lacs).

II) Loans from Scheduled Banks :-

a) Central Bank of India :-

i) Secured by registered mortgage of immovable properties admeasuring 40,468.56 Sq. mtrs. situated at CTS No. 637A, Premier Road, Village Kurla, Mumbai. Repayable in 40 monthly installments (Step up installments) of ₹ 300.00 lacs each commencing from December, 2013 to March 2014, ₹ 349.00 lacs each commencing from April, 2014 to March 2015 and ₹ 500.00 lacs each commencing from April, 2015 to March 2017. Rate of interest base rate + 5 % p.a. payable monthly.

ii) Secured by future rent receivable in favour of bank and further secured by registered mortgage of immovable property admeasuring 2,915.68 Sq. mtrs. comprising six screen Multiplex situated at a part portion of the 2nd floor, commercial building no. 2, Dreams Mall, on land bearing CTS Nos. 642, 642/1 to 642/29, CTS no.654 of village Kanjur and CTS 426 of village Bhandup, Mumbai suburban district. Repayable in 33 monthly installments of ₹ 72.60 lacs each (Principal and Interest) commencing from December, 2013. Rate of interest base rate + 5% p.a. payable monthly.

b) Punjab and Sind Bank :-

Secured by exclusive charge on B and D Wings out of A, B, C and D wings, equivalent to 62,755.48 Sq. mtrs. of area of the building named as Majestic Tower, at Village Nahur, Mumbai, on the Plot of CTS 300/ A-1 and 1021/B of Village Bhandup and CTS No. 771 of Village Nahur, Mumbai. Collateral security is provided by registered mortgage on land situated at Chandansar, Thane admeasuring 1,52,955 Sq. mtrs owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company. Repayable in 36 monthly installments of ₹ 347.22 lacs each commencing from September 2012. Rate of Interest base rate + 5% p.a. payable monthly.

c) The Jammu and Kashmir Bank :-

i) Term loan - I - Secured by cash flow arising out of the project and land situated at Vasai Virar region. Repayable in 12 quarterly installments of ₹ 834.00 lacs each commencing from September 2014. Interest rate is base rate +3.50% p.a. payable monthly.

ii) Term Loan - II - Secured by 1st Charge on the cash flows, receivables and project agreements/ project escrow account and project DSRA of the free sale area, and 1st charge by way of mortgage of development right. Loan repayable in 20 quarterly

installments of ₹ 750.00 lacs each commencing from September 2016. Interest rate is base rate + 3.00% p.a. payable monthly.

- iii) Term Loan - III - Secured by 1st Charge on the cash flows, receivables, all current assets of the project and project agreements/ project escrow account and project DSRA of the free sale area and 1st charge by way of mortgage of development rights. Repayable in 16 quarterly installments of ₹ 938.00 lacs each commencing from September, 2017. Interest rate is base rate + 3.00 % p.a. payable monthly.

All the above loans are secured by immovable properties admeasuring 2,91,610 Sq. mtrs. situated at Village Kopri, District Thane, comprising of various survey numbers, owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company.

d) Oriental Bank of Commerce :-

Secured by exclusive charge on A and C Wings out of A, B, C and D wings, equivalent to 62,755.48 Sq. mtrs. of area of the building named as Majestic Tower, at Nahur, Mumbai, on the Plot of CTS 300/ A-1 and 1021/B of Village Bhandup and CTS No. 771 of Village Nahur, Mumbai. Repayable in 36 monthly installments of ₹ 347.22 lacs each commencing from August 2012. Rate of Interest base rate + 5.50% p.a. payable monthly.

e) Allahabad Bank :-

- i) Term Loan - I - Secured by registered mortgage over the total construction area of 1,12,140.10 Sq. mtrs. which includes free sale area admeasuring approximately 67,732.72 Sq. mtrs. at CTS no. 551/27,552(pt), 552/1, 552/5 to 12 of Village Nahur, Mumbai together with the structure standing thereon and further secured by 45,342 Sq. mtrs. of immovable properties situated at Village Chandansar, Dist. Thane, comprising of various survey numbers, owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company. Repayable in 12 equal quarterly installments of ₹ 1,250.00 lacs each commencing from June 2014. Rate of Interest base rate + 5% p.a. payable monthly.

- ii) Term Loan - II - Secured by exclusive charge on Escrow account as well as equitable mortgage of immovable properties admeasuring 54,970 Sq.mtrs at Village Maljipada, Dist. - Thane, comprising of various survey numbers. Repayable within 12 equal quarterly installments of ₹ 625.00 lacs each commencing from December 2014. Rate of interest is base rate + 5% p.a. payable monthly.

- iii) Term Loan - III- Secured by exclusive charge on all projects assets of the Company at Mulund and Palghar. Repayable in 4 equal quarterly installments of ₹ 425.00 lacs each commencing from March 2017. Rate of interest is base rate + 5% p.a. payable monthly.

f) Syndicate Bank :-

Secured by *pari passu* charge over escrow of Cash flows arising out of the project Whispering Tower and further secured by immovable properties admeasuring 87,620 Sq.mtrs. situated at Village Doliv, Koshimbe, Dist. Thane, comprising of various survey numbers, owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company. Repayable in 12 equal quarterly installments ₹ 834.00 lacs each commencing from February 2015. Rate of Interest base rate + 3% p.a. payable monthly.

g) Yes Bank Limited:-

Secured by exclusive charge by way of registered mortgage on the four multiplexes having built-up area of 89,173.68 Sq. ft. Repayable in 180 equated monthly installments comprising of ₹ 41.67 lacs for first three months and ₹ 49.59 lacs per months for balance period commencing from April, 2015.

III) Term Loans from Financial Institution :-

a) IL and FS - PMDO :-

- i) Repayable in 18 quarterly installments of the staggered amount commencing from October, 2015. Rate of interest is 13.50% p.a. payable monthly.
- ii) Repayable in 12 quarterly installments commencing from February, 2016. Rate of interest of the Funded interest term loan is 13.50% p.a. payable monthly.

Both the loans are secured by registered mortgage of immovable properties admeasuring 1,21,850.95 Sq. mtrs. situated at Sasunavghar, comprising of various survey numbers, owned by the Company and 3,07,561.36 Sq. mtrs. situated at Village Doliv and at Village Khardi, 95,101.20 Sq. mtrs. situated at Dahisar and 12,140.58 Sq. mtrs. situated at Kasarali, comprising of various survey numbers, owned by Privilege Power and Infrastructure Private Limited, a wholly owned subsidiary of the Company.

b) Life Insurance Corporation of India:

- i) Term loan is secured by registered mortgage of immovable properties situated at Village Doliv and Village Khardi admeasuring 2,88,940 Sq. mtrs. comprising of various survey numbers and further secured by mortgage of first to nine floors except 3rd, 4th and 6th floors of commercial building area admeasuring 17,894.65 Sq. mtrs. situated at HDIL Towers, Bandra (East), Mumbai. Repayable in 12 quarterly installments of ₹ 1,688.15 lacs each commencing from September, 2016. Rate of interest is 13% p.a. payable monthly.
- ii) Securities of the Term loan from Life Insurance Corporation of India are shared on *pari-passu* basis along with the security for Non Convertible Debentures issued to Life Insurance Corporation of India. (Also refer to Note No. : 4 (I)(b)).

NOTES ON FINANCIAL STATEMENTS

- IV) All the above loans have been personally guaranteed by**
- i) Executive Chairman of the Company
 - ii) Vice Chairman and Managing Director of the Company

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
8. TRADE PAYABLES		
Trade Payables		
- Micro, Small and Medium Enterprises	-	-
- Others	40,171.65	39,322.80
Total	40,171.65	39,322.80
Micro, Small and Medium Enterprises		
Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under said act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.		
9. OTHER CURRENT LIABILITIES		
a) Current maturities of long term debts		
Redeemable Non Convertible Debentures (For securities and other terms and conditions, refer Note 4- I, II, III)	52,814.00	74,104.83
b) Interest accrued but not due on loans	1,795.71	3,321.67
c) Interest accrued and due on loans	13,849.69	12,048.12
d) Advances from customers	2,24,278.22	2,03,182.69
e) Unpaid dividend	7.70	10.49
f) Share application money refundable	-	9.07
g) Other payables		
i) Due to employees	320.04	562.95
ii) Statutory dues	2,102.55	2,057.30
iii) Security deposit received	1,020.83	5,114.34
iv) Others	6,467.23	10,365.89
Total	3,02,655.97	3,10,777.35
10. SHORT TERM PROVISIONS		
Provision for employee benefits :		
Gratuity	215.91	117.13
Leave Encashment	47.44	48.32
	263.35	165.45
Other Provisions :		
Provision for taxation	50,486.04	43,216.82
Less : Tax Paid	29,279.36	28,985.68
	21,206.68	14,231.14
Total	21,470.03	14,396.59

NOTES ON FINANCIAL STATEMENTS

11. FIXED ASSETS

(₹ in Lacs)

Description	Cost			Depreciation						WDV	
	As at 1st April, 2014	Additions	Deletions	As at 31st March, 2015	Upto 31st March, 2014	For the Year	Adjustments *	On sale or transfer	Upto 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Own assets :											
Tangible Assets:											
Freehold Land	693.28	-	-	693.28	-	-	-	-	-	693.28	693.28
Buildings	16,637.85	-	#5,986.49	10,651.36	1,651.23	223.17	-	#969.14	905.26	9,746.10	14,986.62
Plant and Machinery	665.86	220.15	-	886.01	133.05	84.48	-	-	217.53	668.48	532.81
Furniture and Fixtures	347.79	148.73	-	496.52	127.24	60.42	-	-	187.66	308.86	220.55
Vehicles	983.79	-	-	983.79	448.30	142.07	12.30	-	602.67	381.12	535.49
Office Equipments	450.03	13.73	-	463.76	105.86	139.37	129.46	-	374.69	89.07	344.17
Other Assets											
Computers	365.66	1.82	4.11	363.37	205.88	10.45	139.96	3.83	352.46	10.91	159.78
Total (A)	20,144.26	384.43	5,990.60	14,538.09	2,671.56	659.96	281.72	972.97	2,640.27	11,897.82	17,472.70
Intangible Assets:											
Computer softwares	741.22	7.96	-	749.18	728.61	11.30	-	-	739.91	9.27	12.61
Total (B)	741.22	7.96	-	749.18	728.61	11.30	-	-	739.91	9.27	12.61
Total (A) + (B)	20,885.48	392.39	5,990.60	15,287.27	3,400.17	671.26	281.72	972.97	3,380.18	11,907.09	17,485.31
Previous year	19,324.24	1,561.57	0.33	20,885.48	2,620.44	780.06	-	0.33	3,400.17	17,485.31	16,703.80
Capital Work-in-Progress										-	133.71

* Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation and Amortisation. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted, in the opening balance of Surplus in the Statement of Profit and Loss amounting to ₹ 281.72 Lacs. Depreciation expenses for the year ended 31st March, 2015 is higher by ₹ 172.93 Lacs due to this revision.

Represent a transfer from Fixed Assets to Investment in Immovable Properties.

(₹ in Lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
12. NON CURRENT INVESTMENTS		
Investments (At Cost) (Non Trade) / (Long Term)		
Investments in immovable properties		
Leased out at HDIL Towers	2,976.88	2,976.88
Leased out at Pali Arcade	313.72	313.72
Leased out Multiplex at Vasai	778.15	-
Leased out Multiplex at Borivali/Kandivali	1,609.63	-
Leased out Multiplex at Dreams Mall, Bhandup	2,638.92	-
Leased out Multiplex at Harmony Multiplex	3,191.70	-
Leased out Properties - Dreams Mall, Bhandup	2,765.88	-
	14,274.88	3,290.60
Other than trade (Unquoted Shares)		
Punjab and Maharashtra Co-op. Bank Limited	47.50	47.50
1,90,000 (previous year 1,90,000) Equity Shares of ₹ 25/- each fully paid-up		
Dreams The Mall Company Limited	9.40	9.40
93,957 (previous year 93,957) Equity Shares of ₹ 10/- each fully paid-up		
	56.90	56.90
In Subsidiary Company (Unquoted Shares)		
HC Infracity Private Limited	750.00	750.00
75,00,000 (previous year 75,00,000) Equity Shares of ₹ 10/- each fully paid-up		
Privilege Power and Infrastructure Private Limited	35,332.28	32,846.03

NOTES ON FINANCIAL STATEMENTS

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
1,61,05,000 (previous year 1,50,00,000) Equity Shares of ₹ 100/- each fully paid-up HDIL Entertainment Private Limited	-	7,198.30
Nil (previous year 2,50,00,000) Equity Shares of ₹ 10/- each fully paid-up Blue Star Realtors Private Limited	1,348.52	1,348.52
34,00,000 (previous year 34,00,000) Equity Shares of ₹ 10/- each fully paid-up Blue Star Realtors Private Limited	-	321.20
Nil (previous year 12,84,780) 0.01% Non-Cumulative Convertible Redeemable Preference Shares of ₹ 10/- each fully paid-up	-	-
35,10,880 (previous year Nil) 5% Class II Cumulative Convertible Redeemable Preference Shares of ₹ 10/- each fully paid-up	28,087.04	-
Ravijyot Finance and Leasing Private Limited	30.00	30.00
3,00,000 (previous year 3,00,000) Equity Shares of ₹ 10/- each fully paid-up Excel Arcade Private Limited	1,081.50	605.50
19,54,000 (previous year 50,000) Equity Shares of ₹ 10/- each fully paid-up Mazda Estates Private Limited	2,746.35	2,710.35
4,10,000 (previous year 50,000) Equity Shares of ₹ 10/- each fully paid-up Guruashish Construction Private Limited	29,948.75	24,548.75
31,00,000 (previous year 25,00,000) Equity Shares of ₹ 100/- each fully paid-up BKC Developers Private Limited	9,297.20	9,297.20
98,500 (previous year 98,500) Equity Shares of ₹ 10/- each fully paid-up Lashkaria Construction Private Limited	690.00	690.00
69,00,000 (previous year 69,00,000) Equity Shares of ₹ 10/- each fully paid-up		
Total	1,09,311.64	80,345.85
	1,23,643.42	83,693.35
In the opinion of the management, the value of above non-current investment is not less than as stated, if realised in the ordinary course of business.		
13. LONG TERM LOANS AND ADVANCES		
Unsecured, Considered good		
Security Deposits	36.54	18.83
Total	36.54	18.83
In the opinion of the management, the value of above long term loans and advances is not less than as stated, if realised in the ordinary course of business.		
14. CURRENT INVESTMENT		
Current Investments (at lower of cost or market value)		
In joint ventures		
M/s Fine Developers (Fixed Capital ₹ Nil)	1.58	1.58
(Share of profit - 90%, other partner is Sapphire Land Development Private Limited and share of profit - 10%)		
Heritage Housing Development Corporation (Fixed Capital ₹ Nil)	-	676.63
(Share of profit - 60%, other partner and share of profit is Pioneer India Developers Private Limited - 40%)		
Total	1.58	678.21
In the opinion of the management, the value of above current investment is not less than as stated, if realised in the ordinary course of business.		
15. INVENTORIES		
Work-in-progress (lower of cost or net realisable value)	10,69,231.03	10,35,835.17
Finished goods (lower of cost or net realisable value)	21,305.15	23,819.00
Total	10,90,536.18	10,59,654.17
In the opinion of the management, the value of above inventories is not less than as stated, if realised in the ordinary course of business.		

NOTES ON FINANCIAL STATEMENTS

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
16. TRADE RECEIVABLES		
Exceeding six months		
Unsecured, Considered good	13,690.62	15,421.78
Other		
Unsecured, Considered good	5,406.06	10,077.21
Total	19,096.68	25,498.99
In the opinion of the management, the value of above trade receivables is not less than as stated, if realised in the ordinary course of business.		
17. CASH AND BANK BALANCES		
a) Cash and Cash Equivalents		
i) Cash on hand	420.68	39.57
ii) Balance with banks		
In current accounts	2,115.26	55.57
b) Other bank balances		
i) In Fixed Deposit with more than 3 months maturity *	16,111.09	20,314.73
ii) Current Account balance with banks in unpaid dividend and share application money account	14.30	26.01
iii) Current Account balances in Escrow Account	27.71	20.26
Total	18,689.04	20,456.14
* includes fixed deposits pledged with bank of ₹ 1,088.45 lacs (previous year ₹ 1,119.25 lacs) as security for bank guarantees, ₹ 6,427.00 lacs (previous year ₹ 6,427.00) as security for Debt Service Reserve and ₹ 6,931.40 lacs (previous year ₹ 10,744.19 lacs) as security for bank overdraft.		
18. SHORT TERM LOANS AND ADVANCES		
Unsecured, consider good		
a) Loans and advances to related parties		
Loan to subsidiaries	8,654.23	88,632.24
b) Others		
Security deposits	141.56	2,207.12
Advance to suppliers	17,439.37	27,644.74
Advances for land purchase/ tenancy/ claims/ development rights	3,08,588.17	2,51,675.78
Loans to employees	29.46	27.07
Prepaid expenses	53.46	38.04
Interest accrued on fixed deposits	377.49	507.93
Cenvat Credit	-	207.08
Cenvat Credit entitlement	532.19	370.49
Total	3,35,815.93	3,71,310.49
In the opinion of the management, the value of above short term loans and advances is not less than as stated, if realised in the ordinary course of business.		

(₹ in Lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
19. REVENUE FROM OPERATION		
a) Sale of Product		
i) Sale of commercial and residential units	83,071.13	65,202.85
ii) Sale of development rights /FSI/Land /TDR	15,789.57	8,919.96
b) Other operating income		
i) Lease rental (Refer Note No. 19.1)	1,078.10	1,020.75
ii) Others	586.04	1,935.70
Total	1,00,524.84	77,079.26

NOTES ON FINANCIAL STATEMENTS

(₹ in Lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
19.1 Assets given on lease :		
a) General description of leasing arrangement		
i) Leased assets : Leasing of commercial premises.		
ii) Future lease rentals are determined on the basis of agreed terms.		
iii) At the expiry of the lease term, the Company agrees to record the new terms and conditions of their agreement in relation to lease of the Premises.		
b) Total operating lease income credited to the Statement of Profit and Loss ₹ 1,078.10 Lacs (previous year ₹ 1,020.75 Lacs)		
c) Total minimum lease payments receivable		
The total of minimum lease payments for the year		
Not more than one year	558.70	1,160.76
Not less than one year and not more than five years	2,042.14	2,063.87
More than five years	10,836.58	1,009.40
20. OTHER INCOME		
Interest received	4,412.60	12,478.46
Dividend received (From Co-operative Bank)	5.72	5.72
Maintenance Income (Net)	49.90	20.30
Profit on foreign exchange fluctuation - net	-	0.11
Income from sale of fixed assets	2.74	0.19
Income from sale of Shares	3,301.70	4,455.00
Profit on sale of Mutual Fund	143.50	-
Miscellaneous income	652.36	5.23
Total	8,568.52	16,965.01
21. COST OF MATERIAL CONSUMED		
Tenancy/ claims/ FSI/ development rights/Land	4,612.72	3,436.69
Cost of material consumed	61,447.77	38,389.72
Total	66,060.49	41,826.41
22. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Opening finished goods	23,819.00	17,889.53
Opening work-in-progress	10,35,835.17	10,40,902.86
Adjustment during the year	5,901.87	32,786.92
Sub Total	10,53,752.30	10,26,005.47
Closing finished goods	21,305.14	23,819.00
Closing work-in-progress	10,69,231.03	10,35,835.17
Sub Total	10,90,536.17	10,59,654.17
Total	(36,783.87)	(33,648.70)
23. EMPLOYEE BENEFITS EXPENSE		
a) Salaries and incentives	3,468.81	3,251.78
b) Contributions to Provident and other funds	336.09	269.26
c) Staff welfare expenses	63.26	56.07
Total	3,868.16	3,577.11
As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :		

(₹ in Lacs)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
The Company has created Employee's Group Gratuity Fund with Life Insurance Corporation of India, and obtained Group Gratuity Assurance Policy from LIC for the benefit of employees.		
A) Gratuity Plan :		
Defined Benefit Plan		
The employees' gratuity fund scheme maintained under a Trust and managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
i) Reconciliation of opening and closing balance of the present value of the defined benefit obligation		
Obligation at beginning of year	344.81	317.92
Interest cost	29.16	29.09
Current service cost	51.76	49.03
Prior Year Charge	0.04	-
Benefits paid	(39.37)	(40.39)
Benefits payable	(0.53)	(7.80)
Actuarial (gain) loss on defined benefit obligation	42.10	(3.04)
Obligation at year end	427.97	344.81
ii) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows		
Opening fair value of plan assets	227.68	251.54
Expected return	19.87	22.52
Actuarial gains and (losses)	(0.29)	(1.32)
Adjustment to opening fund	-	(4.67)
Contribution by employer	0.22	-
Benefits paid	(35.42)	(40.39)
Closing fair value of plan assets	212.06	227.68
iii) Amounts to be recognised in the Balance Sheet		
Projected benefit obligation, at the end of the year	427.97	344.81
Fair value of plan assets at end of the year	212.06	227.68
Net asset / (liability) recognised in the Balance Sheet	(215.91)	(117.13)
iv) Gratuity cost for the year		
Current service cost	51.76	49.03
Adjustment to opening fund	0.04	4.67
Interest cost on obligation	29.16	29.09
Expected return on plan assets	(19.87)	(22.52)
Net actuarial (gain) / loss	42.39	(1.72)
Reversal of benefits payable in previous year	(4.23)	(7.80)
Expense recognised in the Statement of Profit and Loss	99.25	50.75
B) Leave encashment liability :-		
The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
The following table set out the status of the leave encashment plan as required under AS - 15.		
i) Reconciliation of opening and closing balance of the present value of the defined benefit obligation		
Obligation at beginning of the year	171.53	165.58
Interest cost	15.43	15.99
Current service cost	30.48	30.51
Prior year charge	5.86	-
Actuarial (gain)/loss on defined benefit obligation	(11.79)	(40.55)
Obligation at year end	211.51	171.53

(₹ in Lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
ii) Amounts to be recognised in the Balance Sheet		
Projected benefit obligation, at the end of the year	211.51	171.53
Fair value of plan assets at end of the year	-	-
Net asset / (liability) recognised in the Balance Sheet	(211.51)	(171.53)
iii) Leave Encashment cost for the year		
Current service cost	30.48	30.51
Interest cost on obligation, at the end of the year	15.43	15.99
Prior year charge	5.85	-
Net actuarial (gain) / loss	(11.79)	(40.55)
Expense recognised in the Statement of Profit and Loss	39.97	5.95
C) Valuation Assumptions		
Considering the above stipulation in the case of gratuity and leave encashment, the following assumptions have been made.		
i) Discount Rate	7.70%	9.10%
ii) Salary Growth	7.00%	7.00%
iii) Expected rate of return		
- Gratuity	8.00%	9.00%
- Leave encashment	NA	NA
iv) Mortality: Indian Assured Lives Mortality (2006-08) Ult.		
v) Withdrawals: 5% at younger ages reducing to 1% to older ages		
vi) Retirement age: 60 years		
vii) Leave Consumption Factors: 10% at younger ages tapering to 2% at older ages		
24. FINANCE COST		
a) Interest expenses :		
i) Project specific interest expenses	32,843.22	40,733.87
ii) Other interest	5,618.06	10,230.19
b) Other borrowing cost	232.79	-
Total	38,694.07	50,964.06
25. OTHER EXPENSES		
Advertisement and sales promotion expenses	1,065.46	823.94
Commission and brokerage	211.90	2.70
Electricity charges	1,160.35	856.73
Insurance charges	9.56	16.40
Bank Charges	60.89	29.12
Other expenses	293.52	218.88
Loss on sale of fixed assets	-	4.74
Loss on foreign exchange fluctuation - net	0.07	-
Membership and subscription	11.42	16.75
Printing and stationery	66.05	62.50
Security charges	313.78	102.55
Professional fees	844.93	1,175.60
Rent paid (Refer Note 25.1)	25.00	29.15
Rates and taxes	806.41	892.61
Repairs and maintenance to buildings	3.85	7.10
Repairs and maintenance to other assets	73.28	50.29
Stamping and registration	112.16	150.97
Communication expenses	105.15	107.50
Postages and telegram expenses	5.63	11.13
Travelling and conveyance expenses	297.64	104.89
Remuneration to auditors (Refer Note 25.2)	120.00	120.00
Directors remuneration, commission and sitting fees (Refer Note 25.3)	209.80	207.60
Donations	33.00	1.00
Filing fees paid to the Registrar of Companies	0.15	0.18
Total	5,830.00	4,992.33
Above expenses includes Project related expenses	3,522.61	3,285.10

(₹ in Lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
25.1 Assets taken on lease:		
a) General description of leasing arrangement		
i) Leased assets : Residential and Commercial Premises		
ii) Future lease rentals are determined on the basis of agreed terms.		
iii) At the expiry of the lease term, the Company agrees to record the new terms and condition of their agreement in relation to lease of the Premises.		
b) Total operating lease expenses debited to the Statement of Profit and Loss ₹ 25.00 Lacs (previous year ₹ 29.15 Lacs)		
c) Total minimum lease payments payable		
The total of minimum lease payments for year :		
Not more than one year	34.20	32.35
Not less than one year and not more than five years	6.00	41.67
More than five years	-	-
25.2 Remuneration to Auditors		
a) Audit fees	60.00	60.00
b) Taxation matters	60.00	20.00
c) Management consultancy	-	20.00
d) Other services	-	20.00
Total	120.00	120.00
25.3 Managerial Remuneration	200.00	200.00
a) Commission to Non Executive Directors	9.80	7.60
b) Sitting fees	209.80	207.60
Total		
25. Computation of net profits for Commission payable to the Non-Executive Directors		
Profit before tax as per Statement of Profit and Loss	30,753.25	25,553.00
Add: Remuneration to the Executive Chairman and Vice Chairman and Managing Director		
Commission to Non-Executive Directors	200.00	200.00
Sitting fees	9.80	7.60
Depreciation charged in account	671.26	780.06
Net loss on sale of fixed assets as per account	-	4.55
	31,634.31	26,545.21
Less: Depreciation to the extent specified in Section 123	671.26	780.06
Net profit on sale of fixed assets as per account	2.74	-
Net Profit on sale of shares	3,301.70	4,455.00
	3,975.70	5,235.06
Net profit as per Section 198 of the Companies Act, 2013	27,658.61	21,310.15
Commission payable to Non-Executive Directors @ 1% of the net profit	276.59	213.10
Restricted to	200.00	200.00
26. CIF VALUE OF IMPORTS		
Value of imports calculated on CIF basis	Nil	Nil

(₹ in Lacs)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
27. EXPENDITURE IN FOREIGN CURRENCY		
Expenditure in foreign currency		
- Other matters	123.56	18.00
28. EARNINGS IN FOREIGN CURRENCY		
Earnings in foreign currency	Nil	Nil
29. EARNINGS PER EQUITY SHARE HAS BEEN COMPUTED AS UNDER:		
(a) Net profit after tax as per Statement of Profit and Loss	22,633.35	24,484.94
(b) Add/(Less): Excess / (Short) provision for tax of earlier years	633.32	(140.11)
(c) Less : Adjustment on account of depreciation as per Schedule II of the Companies Act, 2013	281.72	-
(d) Net Profit attributable to Equity Shareholders	22,984.95	24,344.83
(e) Number of fully paid equity shares used in computing earnings per equity share		
Basic Nos.	4,19,003,986	4,19,003,986
Diluted Nos.	4,19,003,986	4,19,003,986
(f) Basic Earnings per share	5.49	5.81
(g) Diluted Earnings per share	5.49	5.81
(h) Nominal value per equity share is ₹ 10/-		

30. RELATED PARTY DISCLOSURE

A. List of related parties with whom transactions have taken place during the current accounting year and relationship:

Wholly owned subsidiary

Privilege Power and Infrastructure Private Limited	100%
HDIL Entertainment Private Limited (upto 03.07.2014)	100%
Blue Star Realtors Private Limited	100%
Guruashish Construction Private Limited	100%
Excel Arcade Private Limited	100%
Mazda Estates Private Limited	100%

Other subsidiary

Ravijyot Finance and Leasing Private Limited	60%
BKC Developers Private Limited	99%
Lashkaria Construction Private Limited	69%
HC Infracity Private Limited	75%

Associates

HDIL Leisures Private Limited (upto 11/03/2014)

Enterprise significantly influenced by key management personnel

Privilege Airways Private Limited

Joint Venture

Fine Developers
 Heritage Housing Development Corporation

Key management personnel

Name

Shri Darshan D. Majmudar

Designation

Chief Financial Officer and Company Secretary

NOTES ON FINANCIAL STATEMENTS

B. Transactions with related party

(₹ in Lacs)

Nature of transaction	31st March 2015					31st March 2014				
	Subsidiary	Enterprises influenced by Key Management Personnel	Joint Ventures/ Associates/ Relative of promoters	Key Management Personnel	Total	Subsidiary	Enterprises influenced by Key Management Personnel	Joint Ventures/ Associates/ Relative of promoters	Key Management Personnel	Total
Loans/advances paid	-	-	-	-	-	10,826.94	-	-	-	10,826.94
Loans/advances returned	79,978.00	-	-	-	79,978.00	1,819.40	-	16,876.73	-	18,696.13
Advances for projects	(10,131.61)	-	-	-	(10,131.61)	33,165.75	-	-	-	33,165.75
Investment in firm	-	-	-	-	-	-	-	(1,869.45)	-	(1,869.45)
Interest income	-	-	-	-	-	8,959.38	-	1,604.46	-	10,563.84
Share of revenue income	-	-	-	-	-	60.03	-	-	-	60.03
Salary paid	-	-	-	60.00	60.00	-	-	-	101.72	101.72
Outstanding as at year end- Due from	8,654.23	-	1.58	-	8,655.81	88,632.24	-	678.21	-	89,310.44
Outstanding as at year end- Due to	69,659.79	600.69	-	-	70,260.48	79,791.39	600.69	-	-	80,392.08

C. Disclosure in respect of material transactions with related parties during the year (included in 'B' above)

Particulars	Percentage of Holding	31st March, 2015	31st March, 2014
Loans/advances paid			
Wholly own subsidiary			
Privilege Power and Infrastructure Private Limited	100%	-	3,455.85
Guru Ashish Construction Private Limited	100%	-	1,124.97
Blue Stare Realtors Private Limited	100%	-	3,193.08
Mazda Estates Private Limited	100%	-	4.11
Other subsidiary			
BKC Developers Private Limited	99%	-	716.82
Ravijyot Finance and Leasing Private Limited	60%	-	2,131.83
Lashkaria Construction Private Limited	69%	-	200.28
Total		-	10,826.94
Loans/advances returned			
Wholly own subsidiary			
Privilege Power and Infrastructure Private Limited	100%	19,884.93	-
Blue Star Realtors Private Limited	100%	28,591.21	-
Mazda Estate Private Limited	100%	37.47	-
Excel Arcade Private Limited	100%	72.57	554.77
Guruashish Construction Private Limited	100%	5,352.34	-
HDIL Entertainment Private Limited	100%	137.05	121.22
Other subsidiary			
Ravijyot Finance And Leasing Private Limited	60%	19,362.41	-
BKC Developers Private Limited	99%	6,540.03	-
HC Infracity Private Limited	75%	-	1,143.41
		79,978.00	1,819.40
Associates			
HDIL Leisures Private Ltd.	45%	-	16,876.73
Total		79,978.00	18,696.13
Investment in partnership firm			
Fine Developers		-	(1,546.08)
Heritage Housing Development Corporation		-	(323.37)
Total		-	(1,869.45)
Advances for projects			
Privilege Power and Infrastructure Private Limited	100%	(10,131.61)	33,165.75
Total		(10,131.61)	33,165.75
Salary paid			
Shri K. P. Devassy		-	55.72
Shri Darshan D. Majmudar		60.00	46.00
Total		60.00	101.72

NOTES ON FINANCIAL STATEMENTS

Particulars	Percentage of Holding	31st March, 2015	31st March, 2014
Interest income			
Wholly owned subsidiary			
Privilege Power and Infrastructure Private Limited	100%	-	2,171.24
Blue Stare Realtors Private Limited	100%	-	3,219.06
HDIL Entertainment Private Limited	100%	-	31.21
Mazda Estates Private Limited	100%	-	4.21
Excel Arcade Private Limited	100%	-	44.62
Guru Ashish Construction Private Limited	100%	-	571.42
Other subsidiary			
Ravijyot Finance and Leasing Private Limited	60%	-	2,183.38
BKC Developers Private Limited	99%	-	734.24
		-	8,959.38
Associates			
HDIL Leisures Private Limited	45%	-	1,604.46
Total		-	10,563.84
Share of revenue income			
HDIL Entertainment Private Limited	100%	-	60.03
Total		-	60.03
Outstandings:			
Loans and advances, other assets(net)			
Wholly owned subsidiary			
Privilege Power and Infrastructure Private Limited	100%	-	19,884.93
Guru Ashish Construction Private Limited	100%	-	5,352.34
Blue Star Realtors Private Limited	100%	-	28,591.21
Mazda Estates Private Limited	100%	-	37.47
Excel Arcade Private Limited	100%	-	72.57
HDIL Entertainment Private Limited	100%	-	137.05
Other subsidiary			
BKC Developers Private Limited	99%	-	6,540.03
Ravijyot Finance and Leasing Private Limited	60%	-	19,362.41
Lashkaria Construction Private Limited	69%	5,668.46	5,668.46
HC Infracity Private Limited	75%	2,985.77	2,985.77
Total		8,654.23	88,632.24
Joint Ventures			
Fine Developers		1.58	1.58
Heritage Housing Development Corporation		-	676.63
Total		1.58	678.21
Trade payable, advances for projects			
Privilege Airways Private Limited		600.69	600.69
Privilege Power and Infrastructure Private Limited		69,659.79	79,791.39
Total		70,260.48	80,392.08

(₹ in Lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
31. CONTINGENT LIABILITIES NOT PROVIDED FOR		
a) (i) Claims against the Company not acknowledged as debts (represents suits filed by the parties in the Court, and disputed by the Company)	35,839.22	50,056.00
(ii) Income-tax demands disputed by the Company (net of amounts provided)	13,287.67	13,287.67
b) Guarantees provided by the bank *	656.20	646.20
Includes Bank Guarantee of ₹ 10.00 lacs (previous year Nil) to Pollution Control Board, Lucknow on behalf of the HC Infracity Private Limited a subsidiary of the Company		
c) Corporate guarantee		
(i) The Company has provided an undertaking to pay in the event of default on loans given by Banks to following subsidiary Companies		
Guruashish Construction Private Limited	21,500.00	21,500.00
Privilege Power and Infrastructure Private Limited	75,600.00	75,600.00
(ii) The Company has facilitated a vendor financing, setting up with IDBI bank limit upto ₹ 5,000.00 lacs. The Company has extended its corporate guarantee to the IDBI bank.	5,000.00	5,000.00
32. COMMITMENTS		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances and deposits)	-	63.90
33. NATURE OF OPERATIONS:		
Housing Development and Infrastructure Limited (HDIL) is a leading real estate and infrastructure development Company.		
34. Previous year figures have been reclassified to conform to this year's classification.		

For **THAR & CO.**
 Chartered Accountants
 Firm Registration No. 110958W

Jayesh R. Thar
 (Partner)
 Membership No. 032917

Place: Mumbai
 Date: May 15, 2015

Rakesh Kumar Wadhawan
 Executive Chairman

Ashok Kumar Gupta
 Director

Shyam Sunder Dawra
 Director

Hazari Lal
 Director

Darshan D. Majmudar
 Chief Financial Officer and Company Secretary

Sarang Wadhawan
 Vice Chairman and
 Managing Director

Raj Kumar Aggarwal
 Director

Lalit Mohan Mehta
 Director

Sandhya Baliga
 Director

To the Members of Housing Development and Infrastructure Limited Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Housing Development and Infrastructure Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements of two subsidiaries of the Company – (i) Lashkaria Construction Private Limited and (ii) HC Infracity Private Limited whose financial statements reflect total assets of ₹ 17,693.08 lacs as at 31st March, 2015, total revenue (net) of ₹ 608.80 lacs and net cash flows amounting to ₹ 15.72 lacs for the year then ended, as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the report of such other auditors.
- (b) Our opinion on the consolidated financial statements is not modified in respect of the above matters with respect to our reliance on the reports of the other auditors and the financial statements /financial information certified by the Management.

For **Thar & Co.**,
Chartered Accountants
Firm Registration No: 110958W

Jayesh R. Thar
Partner
Membership No. 032917

Place : Mumbai
Date : 15th May, 2015.

CONSOLIDATED BALANCE SHEET AS AT

(₹ in lacs)

Particulars	Note No.	31st March, 2015		31st March, 2014	
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
Share capital	2	41,900.40		41,900.40	
Reserves and surplus	3	10,38,567.72	10,80,468.12	10,14,004.72	10,55,905.12
(2) Minority Interest			736.73		738.21
(3) Non-Current Liabilities					
Long-term borrowings	4	1,06,166.71		1,12,711.85	
Deferred tax liabilities (Net)	5	1,893.59		1,893.09	
Long term provisions	6	167.23	1,08,227.53	136.75	1,14,741.69
(4) Current Liabilities					
Short-term borrowings	7	1,64,573.19		1,64,329.33	
Trade payables	8	44,643.17		44,085.38	
Other current liabilities	9	3,41,693.16		2,94,494.17	
Short-term provisions	10	21,488.38	5,72,397.90	14,400.43	517,309.31
Total			17,61,830.28		16,88,694.33
II. ASSETS					
(1) Non-current assets					
Fixed assets	11				
(i) Tangible assets		11,993.85		22,074.28	
(ii) Intangible assets		9.27		99.16	
(iii) Capital work-in-progress		-	12,003.12	691.00	22,864.44
Goodwill on consolidation	12	-	-		714.83
Non-current investments	13		15,965.04		5,007.26
Long term loans and advances	14		7,282.78		8,573.36
(2) Current assets					
Current investments	15	794.85		1,471.49	
Inventories	16	13,07,896.65		12,46,785.03	
Trade receivables	17	30,417.33		38,139.55	
Cash and bank balances	18	18,914.47		22,670.66	
Short-term loans and advances	19	3,68,556.04	17,26,579.34	3,42,467.71	16,51,534.44
Total			17,61,830.28		16,88,694.33
Significant Accounting Policies (Accompanying notes are an integral part of the financial statements)	1				

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Sarang Wadhawan
Vice Chairman and
Managing Director

Ashok Kumar Gupta
Director

Raj Kumar Aggarwal
Director

Shyam Sunder Dawra
Director

Lalit Mohan Mehta
Director

Hazari Lal
Director

Sandhya Baliga
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

(₹ in lacs)

Particulars	Note No.	31st March, 2015	31st March, 2014
Revenue :			
Revenue from operations	20	1,02,247.55	87,226.54
Other Income	21	6,064.66	8,137.87
Total Revenue		1,08,312.21	95,364.41
Expenses :			
Cost of material consumed	22	77,481.11	61,411.20
Changes in inventories of finished goods, work-in-progress and stock in trade	23	(67,055.21)	(76,164.29)
Employee benefits expense	24	4,119.41	4,013.88
Finance costs	25	55,344.49	70,729.30
Depreciation and amortisation expense	11	1,531.95	7,857.47
Other expenses	26	7,110.63	8,610.53
Total Expenses		78,532.38	76,458.09
Profit before tax		29,779.83	18,906.32
Tax expense :			
Current tax:			
Income tax		7,916.96	905.72
Deferred tax (Credit)/Charge		(0.71)	231.68
		7,916.25	1,137.40
Profit after tax		21,863.58	17,768.92
Less : Minority Interest		(1.55)	12.41
Profit for the year		21,865.13	17,756.51
Earnings per equity share of ₹ 10/-	27		
(1) Basic		5.20	4.21
(2) Diluted		5.20	4.21
Significant Accounting Policies	1		
(Accompanying notes are an integral part of the financial statements)			

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Sarang Wadhawan
Vice Chairman and
Managing Director

Ashok Kumar Gupta
Director

Raj Kumar Aggarwal
Director

Shyam Sunder Dawra
Director

Lalit Mohan Mehta
Director

Hazari Lal
Director

Sandhya Baliga
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED

		(₹ in Lacs)	
Particulars	31st March, 2015	31st March, 2014	
A Cash flow from operating activities			
Net profit before tax	29,779.83	18,906.32	
Adjustments for :			
Depreciation and amortisation expense	1,531.95	7,857.47	
Interest expenses	55,344.49	70,729.30	
Profit on sale of fixed assets	-	(0.19)	
Interest received	(1,837.96)	(3,522.81)	
Dividend received	(11.73)	(14.73)	
Loss/(profit) on sale of investments	(3,445.20)	(4,455.00)	
Loss by fire	0.21	-	
Loss on sale of fixed assets	1.47	5.28	
Operating profit before working capital changes	81,363.06	89,505.64	
Movements in working capital :			
Decrease / (Increase) in inventory	(61,154.19)	(42,486.59)	
Decrease / (Increase) in trade receivable	7,630.82	42,472.65	
Decrease / (Increase) in other receivables	(26,215.89)	38,161.47	
(Decrease) / Increase in trade and other payables	69,505.19	(11,784.26)	
Net movement in working capital	(10,234.07)	26,363.27	
Cash generated from operations	71,128.99	1,15,868.91	
Less : Direct taxes paid (net of refunds)	296.06	(743.50)	
Net cash from operating activities	70,832.93	1,16,612.41	
B Cash flows from investing activities			
(Increase) / Decrease in capital work in progress	344.80	(2,226.06)	
(Increase) / Decrease in investments (net)	(5,120.30)	6,612.55	
Interest received	1,837.96	3,522.81	
Dividend received	11.73	14.73	
Purchase of fixed assets	1,090.71	(127.85)	
Consideration received on disposal of subsidiary	10,500.00	-	
Sale of fixed assets	3.52	3.39	
Net cash from investing activities	8,668.42	7,799.57	
C Cash flows from financing activities			
Proceeds from borrowings	29,858.00	77,974.65	
Repayment of borrowings	(57,450.11)	(1,28,712.39)	
Expenses on increase in authorised share capital	(16.34)	-	
Interest paid	(55,344.49)	(70,729.30)	
Net cash used in financing activities	(82,952.94)	(121,467.04)	
Net increase in cash and cash equivalents (A + B + C)	(3,451.59)	2,944.94	
Cash and cash equivalents at the beginning of the year	22,670.66	19,725.72	
Less : Delink of subsidiary	304.60	-	
Cash and cash equivalents at the end of the year	18,914.47	22,670.66	
Components of cash and cash equivalents as at	31st March, 2015	31st March, 2014	
Cash on hand	475.21	1,203.08	
With banks - on current account	2,293.37	1,131.42	
- on escrow account	27.71	20.26	
- on deposit account *	16,118.18	20,315.90	
Total	18,914.47	22,670.66	

* includes fixed deposits pledged with bank of ₹ 1,088.45 lacs (previous year ₹ 1,119.25 lacs) as security for bank guarantees, ₹ 6,427.00 lacs (previous year ₹ 6,427.00) as security for Debt Service Reserve and ₹ 6,931.40 lacs (previous year ₹ 10,744.19 lacs) as security for bank overdraft.
Note : Figures in the brackets indicate outflow.

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Sarang Wadhawan
Vice Chairman and
Managing Director

Ashok Kumar Gupta
Director

Raj Kumar Aggarwal
Director

Shyam Sunder Dawra
Director

Lalit Mohan Mehta
Director

Hazari Lal
Director

Sandhya Baliga
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Place: Mumbai
Date: May 15, 2015

1 SIGNIFICANT ACCOUNTING POLICIES :

A. Basis of Preparation

- a) The accompanying consolidated financial statements include the accounts of Housing Development And Infrastructure Limited (HDIL) and its subsidiaries collectively referred to as “the Group”. All the subsidiaries have been incorporated in India. The details of the subsidiaries are as follows:

Name of the Subsidiaries	Percentage of holding
Privilege Power and Infrastructure Private Limited	100%
HDIL Entertainment Private Limited (upto 3rd July 2014)	100%
Blue Star Realtors Private Limited	100%
Excel Arcade Private Limited	100%
Mazda Estates Private Limited	100%
Guruashish Construction Private Limited	100%
Ravijyot Finance and Leasing Private Limited	60%
BKC Developers Private Limited	99%
HC Infracity Private Limited	75%
Lashkaria Construction Private Limited	69%

The consolidated financial statements have been prepared under the historical cost convention on an accrual basis. The consolidated financial statements have been prepared to comply in all material respects with Accounting Standard (AS) 21- ‘Consolidated Financial Statements’ and other applicable accounting standards as applicable, notified by the Companies Accounting Standards Rules, 2006 to reflect the financial position and the results of operations of the Group.

- b) Disclosures mandated by Schedule III of Companies Act, 2013, by way of additional information.

(₹ in Lacs)

Name of Enterprises	Net Assets i.e. total assets Minus total liabilities		Share in profit/(loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Parent				
Housing Development and Infrastructure Limited	98.62	10,65,505.97	103.51	22,633.35
Subsidiaries				
Privilege Power and Infrastructure Private Limited	3.32	35,922.21	0.28	61.51
HDIL Entertainment Private Limited (upto 03/07/2015)	-	-	(0.63)	(136.94)
Blue Star Realtors Private Limited	2.64	28,522.91	0.01	1.21
Excel Arcade Private Limited	0.04	475.52	(0.00)	(0.71)
BKC Developers Private Limited	(0.00)	(49.67)	(0.00)	(0.43)
Guruashish Constructions Private Limited	5.33	57,547.63	0.00	0.60
HC Infracity Private Limited	0.10	1,041.35	(0.01)	(2.79)
Mazda Estate Private Limited	0.00	38.30	(0.01)	(1.89)
Ravijyot Finance and Leasing Private Limited	0.00	41.27	(0.02)	(4.38)
Lashkaria Construction Privat Limited	0.14	1,471.00	(0.04)	(8.98)
Minority Interests in all subsidiaries	(0.07)	(736.73)	0.01	1.55
Inter-Company Elimination and Consolidation Adjustments	(10.12)	(1,09,311.64)	(3.10)	(676.97)
Grand Total	100.00	10,80,468.12	100.00	21,865.13

- c) Use of estimates :

The preparation of financial statements requires management of the Group to make estimates and assumptions that affect the reported balances of assets and liabilities, the disclosures relating to the contingent liabilities as on the date of the financial statements and the reported amounts of revenues and expenses during the year reported. Actual results could differ from those estimates.

B. Principles of consolidation

The consolidated financial statements relate to the Company and its subsidiaries and joint ventures. In the preparation of these consolidated financial statements, investments in Subsidiaries and Joint Ventures have been accounted for in accordance with Accounting Standard (AS) 21 (Consolidated Financial Statements) and Accounting Standard (AS) 27 (Financial Reporting of Interests in Joint Ventures) respectively. The accounting policies have been consistent by applied by the Group and are consistent with those used in previous year. The consolidated financial statements are prepared on the following basis:-

- (a) Parent and its subsidiary Companies are consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses after eliminating all Intra-Group balances and Intra-Group transactions and also unrealised profits or losses, except where cost cannot be recovered. The results of operations of a subsidiary are included in the consolidated financial statements from the date on which the parent subsidiary relationship came into existence.
- (b) Interest in the assets, liabilities, income and expenses of the joint ventures are consolidated using proportionate consolidation method. Intra group balances, transactions and unrealised profits/losses are eliminated to the extent of Company's proportionate share, except where cost cannot be recovered.
- (c) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
- (d) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- (e) Minority interest's share of net profits of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to the shareholders of the Company. Their share of net assets is identified and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding Company.
- (f) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's stand alone financial statements.
- (g) An interest in jointly controlled entities which is acquired and held exclusively with a view to its subsequent disposal in the near / foreseeable future is accounted for as an investment in accordance with Accounting Standard (AS) 13, Accounting for Investments.

C. Segment reporting policies

As the Group operates on a backward integration model and its business activity primarily falls within a single business segment which constitutes real estate development, there are no additional disclosures to be provided under Accounting Standard 17 'Segment Reporting'. The Group operates primarily in India and there is no other significant geographical segments.

D. Goodwill

Goodwill is tested for impairment on periodically basis. If on testing, any impairment exists, the carrying amount of goodwill is reduced to the extent of any impairment loss and such loss is recognised in the Statement of Profit and Loss.

E. Other Significant accounting Policies

These are set out under Note No. 1 of "Significant Accounting Policies " as given in the Group's separate financial statements.

(₹ in lacs)

Particulars		As at 31st March, 2015	As at 31st March, 2014
2. SHARE CAPITAL			
Authorised			
50,00,00,000 (previous year 50,00,00,000) Equity Share of ₹ 10/- each		50,000.00	50,000.00
Issued, Subscribed and Paid Up			
41,90,03,986 (previous year 41,90,03,986) Equity Shares of ₹ 10/- each fully paid-up (Of the above 23,12,20,595 Equity Shares of ₹ 10/- each were allotted as fully paid-up bonus shares by way of capitalisation of General Reserve and Securities Premium)		41,900.40	41,900.40
Total		41,900.40	41,900.40
Reconciliation of the number of shares outstanding :			
Equity Shares		Number	Number
Shares outstanding at the beginning of the year		41,90,03,986	41,90,03,986
Shares outstanding at the end of the year		41,90,03,986	41,90,03,986
Terms/rights attached to shares :			
The Company has only one class of shares i.e. equity shares of ₹ 10/- each. Shareholders are entitled to vote in accordance with their shareholding in the Company and receive dividend as and when declared by the Company.			
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.			
Shares in the Company held by each shareholder holding more than 5 percent :			
Equity Shares		As at 31st March, 2015 No. %	As at 31st March, 2014 No. %
Rakesh Kumar Wadhawan	Number	7,60,47,661	7,60,47,661
	%	18.15%	18.15%
Orbis SICAV - Asia Ex- Japan Equity Fund	Number	3,29,90,632	3,29,90,632
	%	7.87%	7.87%
Platinum Investment Management Limited A/C Platinumasia Fund	Number	3,14,46,227	2,75,68,771
	%	7.50%	6.58%
Merrill Lynch Capital Market Espana S.A. S.V.	Number	2,72,98,007	-
	%	6.51%	-

(₹ in lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
3. RESERVE AND SURPLUS		
Capital Reserve		
Opening Balance	6.00	6.00
Closing Balance	6.00	6.00
Capital Redemption Reserve		
Opening Balance	62.07	62.07
Closing Balance	62.07	62.07
Securities Premium Account		
Opening Balance	4,91,132.98	4,91,132.98
Less : Share issue expenses written off	16.34	-
Closing Balance	4,91,116.64	4,91,132.98
Debenture Redemption Reserve		
Opening Balance	74,104.83	87,999.60
Add : Transferred from Statement of Profit and Loss	26,700.00	24,400.00
Less : Transferred to General Reserve	30,577.62	38,294.77
Closing Balance	70,227.21	74,104.83
Share Warrants Forfeiture Account		
Opening Balance	-	15,219.97
Less : Transfer to General Reserve	-	15,219.97
Closing Balance	-	-
General Reserve		
Opening Balance	4,83,027.92	4,29,513.18
Add : Transferred from Share Warrants Forfeiture Account	-	15,219.97
Add : Transferred from Debenture Redemption Reserve	30,577.62	38,294.77
Closing Balance	5,13,605.54	4,83,027.92
Surplus in the Statement of Profit and Loss		
Opening Balance	(34,329.08)	(27,562.36)
Add : Excess provision for taxation no longer required	633.32	14.95
Less: Short provision for tax of earlier year	-	140.18
Add : Net Profit for the current year	21,865.13	17,756.51
Less : Adjustment on account of depreciation as per Schedule II of the Companies Act, 2013	711.81	-
Less : Loss of minority adjusted against majority interest	0.06	0.05
Add : Adjustments for associates	-	2.05
Add : Adjustments for subsidiaries added / delinked	2,792.76	-
Less : Transferred to Debenture Redemption Reserve	26,700.00	24,400.00
Closing Balance	(36,449.74)	(34,329.08)
Total	1,038,567.72	1,014,004.72
4. LONG TERM BORROWINGS		
Secured Long Term Borrowings :		
16,242 (previous year 16,742) Redeemable Non-Convertible Debentures of ₹ 10 lacs each (Refer Note No : 4 (I), (II) and (IV)) *	22,837.30	32,124.09
Loans from Scheduled Banks (Refer Note No : 4 (III) and (IV))	82,906.02	80,284.19
Unsecured Long Term Borrowings :		
Loans and advances from Associates	350.25	230.54
Loans and advances from Director of one of the Subsidiary Company	73.14	73.03
Total	106,166.71	112,711.85
*In accordance with the terms of the issue of NCD, the Company has partially redeemed the Debenture in tranches and hence aggregate amount outstanding vis-a-vis numbers of outstanding debentures do not tally.		

Details of securities and other terms and conditions are as under :

I) Secured Redeemable Non-Convertible Debentures :

a) Secured Redeemable Non-Convertible Debentures (Listed) :

13,975 (Previous year 14,475) 12% Secured Redeemable Non-Convertible Debentures of ₹ 10.00 lacs each fully paid, interest payable quarterly are issued on Private Placement basis to various banks. These Debentures are Secured by mortgage of immovable properties admeasuring about 7,01,992 Sq. mtrs. situated at Village Kasarali, District Thane and 1,47,142.47 Sq. mtrs. situated at Village Kopri, District Thane. These Secured Non-Convertible Debentures are redeemable commencing from December, 2012 from first tranche onwards at 33% each in third and fourth year and 34% at the end of fifth year.

b) Secured Redeemable Non Convertible Debentures (Non listed) :

a) 2,267 (Previous year 2,267) 13.25% Secured Redeemable Non-Convertible Debentures of ₹ 10.00 lacs each fully paid, interest payable monthly are issued on Private Placement basis to Life Insurance Corporation of India. The Debentures are secured by mortgage of 2,88,940 Sq. mtrs immovable properties situated at Village Doliv and Village Khardi, District Thane and further secured by mortgage of first to nine floors except 3rd, 4th and 6th floors of commercial building admeasuring 17,894.65 Sq. mtrs. situated at HDIL Towers, Survey No. 341(pt) CTS No. 608(pt), Bandra (East), Mumbai. These Secured Non-Convertible Debentures are redeemable in equal monthly instalment of ₹ 100.00 lacs each commencing from 5th October, 2013.

b) Securities of the debentures issued to Life Insurance Corporation of India are shared on pari-passu basis for the term loan from Life Insurance Corporation of India. (Also Refer to Note : 7(III)(b)).

II) IDBI Trustee is the trustee to all the above Debentures issued.

III) Loans from Scheduled Banks :

a) Yes Bank Limited :

Secured against pari passu charge on the immovable properties along with the structures built thereon, admeasuring 5,53,696 Sq. mtrs. Situated at village Kopari, District Thane, comprising of various survey numbers, admeasuring 4,18,006 Sq. mtrs. further secured against pari passu charge on the Immovable properties situated at Village Sasunavghar, District Thane, comprising of various survey numbers and pari-passu on all current assets of the project only including receivables/ future receipts pertaining to project. Rate of interest 15.50% (P.Y. 15.25%) p.a. payable monthly, repayable after moratorium period of 48 months.

b) Bank of India :

Secured against First pari passu charge on the immovable properties along with the structures built thereon situated at Village Sasunavghar, District Thane. A first charge/assignment in favour of Lenders of all the operating cash flows, treasury income, revenues / receivables, Project Agreement of the Project. Rate of interest 17.75% p.a. payable monthly, repayable after moratorium period of 48 months. Door-to-Door tenor is 96 months.

IV) All the above debentures and loans from schedule banks have been personally guaranteed by

- Executive Chairman of the Company
- Vice Chairman and Managing Director of the Company

Maturity profile and Rate of interest of Non Convertible Debentures and Loan from Schedule Banks are as set out below:

Rate of Interest	Maturity Profile							Total
	Apr. 2016-Mar. 2017	Apr. 2017-Mar. 2018	Apr. 2018-Mar. 2019	Apr. 2019-Mar. 2020	Apr. 2020-Mar. 2021	Apr. 2021-Mar. 2022	Apr. 2022-Mar. 2023	
12.00%	3,145.00	-	-	-	-	-	-	3,145.00
13.25%	3,384.38	4,773.21	4,773.21	4,773.21	1,988.29	-	-	19,692.30
15.50%	-	3,400.00	11,063.00	16,607.00	19,588.00	8,970.00	372.00	60,000.00
17.75%	1,875.00	7,500.00	7,500.00	6,031.02	-	-	-	22,906.02
TOTAL	8,404.38	15,673.21	23,336.21	27,411.23	21,576.29	8,970.00	372.00	1,05,743.32

(₹ in lacs)

	As at 31st March, 2015	As at 31st March, 2014
5. DEFFERED TAX LIABILITIES (NET)		
Arising on account of timing differences		
Liabilities		
Related to fixed assets	2,078.50	2,050.47
	2,078.50	2,050.47
Assets		
Bonus payable	25.60	53.30
Provision for gratuity	73.39	39.30
Provision for encashment of leave	71.89	61.82
Preliminary expenses written off	1.69	0.12
Unabsorbed depreciation	12.34	2.84
	184.91	157.38
Total	1,893.59	1,893.09
6. LONG TERM PROVISIONS		
Provision for employee benefits :		
Leave Encashment	167.23	136.75
Total	167.23	136.75
7. SHORT TERM BORROWINGS		
Secured Short Term Borrowings :		
Loans repayable on demand (For securities and other terms and conditions, refer Note 7- I)	6,771.15	10,732.79
Term Loans from Scheduled Banks (For securities and other terms and conditions, refer Note 7- II)	1,01,859.71	93,534.65
Term loans from Financial Institutions (For securities and other terms and conditions, refer Note 7- III)	55,942.33	60,061.89
Total	1,64,573.19	1,64,329.33

Details of securities and terms and conditions are as under :

I) Loans repayable on demand from Schedule Bank :

Punjab and Maharashtra Co-operative Bank Limited :

Secured by pledge of fixed deposit receipts with the bank, current rate of interest 9% for ₹ 61.00 lacs, 10.75% for ₹ 382.00 lacs and 11% for ₹ 6,328.00 lacs . (Previous year 10% for ₹ 69.12 lacs, 10.75% for ₹ 9,712.53 lacs and 11% for ₹ 60.85 lacs).

II) Loans from Scheduled Banks
a) Central Bank of India :

- Secured by registered mortgage of immovable properties admeasuring 40,468.56 Sq. mtrs. situated at CTS No. 637A, Premier Road, Village Kurla, Mumbai. Repayable in 40 monthly installments (Step up installments) of ₹ 300.00 lacs each commencing from December, 2013 to March 2014, ₹ 349.00 lacs each commencing from April, 2014 to March 2015 and ₹ 500.00 lacs each commencing from April, 2015 to March 2017. Rate of interest base rate + 5 % p.a. payable monthly.
- Secured by future rent receivable in favour of bank and further secured by registered mortgage of immovable property admeasuring 2,915.68 Sq. mtrs. comprising six screen Multiplex situated at a part portion of the 2nd floor, commercial building no. 2, Dreams Mall, on land bearing CTS Nos. 642, 642/1 to 642/29, CTS no.654 of Village Kanjur and CTS 426 of Village Bhandup, Mumbai suburban district. Repayable in 33 monthly installments of ₹ 72.60 lacs each (Principal and Interest) commencing from December, 2013. Rate of interest base rate + 5% p.a. payable monthly.

b) Punjab and Sind Bank :

Secured by exclusive charge on B and D Wings out of A, B, C and D wings, equivalent to 62,755.48 Sq. mtrs. of area of the building named as Majestic Tower, at Village Nahur, Mumbai, on the Plot of CTS 300/ A-1 and 1021/B of Village Bhandup and CTS No. 771 of Village Nahur, Mumbai. Collateral security is provided by registered mortgage on land situated at Chandansar, Thane admeasuring 1,52,955 Sq. mtrs. Repayable in 36 monthly installments of ₹ 347.22 lacs each commencing from September 2012. Rate of Interest base rate + 5% p.a. payable monthly.

c) The Jammu and Kashmir Bank :

- i) Term Loan - I - Secured by cash flow arising out of the project and land situated at Vasai Virar region. Repayable in 12 quarterly installments of ₹ 834.00 lacs each commencing from September 2014. Interest rate is base rate + 3.50% p.a. payable monthly.
- ii) Term Loan - II - Secured by 1st Charge on the cash flows, receivables and project agreements/project escrow account and project DSRA of the free sale area, and 1st charge by way of mortgage of development right. Loan repayable in 20 quarterly installments of ₹ 750.00 lacs each commencing from September 2016. Interest rate is base rate + 3.00 % p.a. payable monthly.
- iii) Term Loan - III - Secured by 1st Charge on the cash flows, receivables, all current assets of the project and project agreements/project escrow account and project DSRA of the free sale area and 1st charge by way of mortgage of development rights. Repayable in 16 quarterly installments of ₹ 938.00 lacs each commencing from September, 2017. Interest rate is base rate + 3.00 % p.a. payable monthly.

All the above loans are secured by immovable properties admeasuring 2,91,610 Sq. mtrs. situated at Village Kopri, District Thane, comprising of various survey numbers.

d) Oriental Bank of Commerce :

Secured by exclusive charge on A and C Wings out of A, B, C and D wings, equivalent to 62,755.48 Sq. mtrs. of area of the building named as Majestic Tower, at Nahur, Mumbai, on the Plot of CTS 300/ A-1 and 1021/B of Village Bhandup and CTS No. 771 of Village Nahur, Mumbai. Repayable in 36 monthly installments of ₹ 347.22 lacs each commencing from August 2012. Rate of Interest base rate + 5.50% p.a. payable monthly.

e) Allahabad Bank :

- i) Term Loan - I - Secured by registered mortgage over the total construction area of 1,12,140.10 Sq. mtrs. which includes free sale area admeasuring approximately 67,732.72 Sq. mtrs. at CTS no. 551/27,552(pt), 552/1, 552/5 to 12 of Village Nahur, Mumbai together with the structure standing thereon and further secured by 45,342 Sq. mtrs. of immovable properties situated at Village Chandansar, Dist. Thane, comprising of various survey numbers. Repayable in 12 equal quarterly installments of ₹ 1,250.00 lacs each commencing from June 2014. Rate of Interest base rate + 5% p.a. payable monthly.
- ii) Term Loan - II - Secured by exclusive charge on Escrow account as well as equitable mortgage of immovable properties admeasuring 54,970 Sq. mtrs. at Village Maljipada, Dist. - Thane, comprising of various survey numbers. Repayable within 12 equal quarterly installments of ₹ 625.00 lacs each commencing from December 2014. Rate of interest is base rate + 5% p.a. payable monthly.
- iii) Term Loan - III - Secured by exclusive charge on all projects assets of the Company at Mulund and Palghar. Repayable in 4 equal quarterly installments of ₹ 425.00 lacs each commencing from March 2017. Rate of interest is base rate + 5% p.a. payable monthly.

f) Syndicate Bank :

Secured by pari passu charge over escrow of Cash flows arising out of the project Whispering Tower and further secured by immovable properties admeasuring 87,620 Sq. mtrs. situated at Village Doliv, Koshimbe, Dist. Thane, comprising of various survey numbers. Repayable in 12 equal quarterly installments ₹ 834.00 lacs each commencing from February 2015. Rate of Interest base rate + 3% p.a. payable monthly.

g) Yes Bank Limited :

Secured by exclusive charge by way of registered mortgage on the four multiplexes having built - up area of 89,173.68 Sq. ft. Repayable in 180 equated monthly installments comprising of ₹ 41.67 lacs for first three months and ₹ 49.59 lacs per months for balance period commencing from April, 2015.

h) Union bank of India :

Secured by registered mortgage of immovable property admeasuring 1,23,365 Sq. mtrs. situated at Village Chandansar and admeasuring 1,23,360 Sq. mtrs. situated at Village Doliv, Khardi, Koshimbi, Dahisar and Kasarali, comprising of various survey numbers. Rate of interest 14.50% payable monthly. Repayable in 20 quarterly installments of ₹ 1,000.00 lacs each.

III) Term Loans from Financial Institution :

a) IL and FS - PMDO :

- i) Repayable in 18 quarterly installments of the staggered amount commencing from October, 2015. Rate of interest is 13.50% p.a. payable monthly.
- ii) Repayable in 12 quarterly installments commencing from February, 2016. Rate of interest of the Funded interest term loan is 13.50% p.a. payable monthly.

Both the loans are secured by registered mortgage of immovable properties admeasuring 1,21,850.95 Sq. mtrs. situated at Sasunavghar, comprising of various survey numbers and 3,07,561.36 Sq. mtrs. situated at Village Doliv and at Village Khardi, 95,101.20 Sq. mtrs. situated at Dahisar and 12,140.58 Sq. mtrs. situated at Kasarali, comprising of various survey numbers.

- iii) Secured by registered mortgage of Development rights of property admeasuring 24,400 Sq. mtrs. located at Siddarth Nagar, Mumbai and first and exclusive registered mortgage of 51,880 Sq. mtrs. of land located at Maljipada Village, Taluka Vasai. Rate of interest of 20.00% p.a. (previous year 20% p.a.) payable quarterly.

b) Life Insurance Corporation of India :

- i) Term loan is secured by registered mortgage of immovable properties situated at Village Doliv and Village Khardi admeasuring 2,88,940 Sq. mtrs. comprising of various survey numbers and further secured by mortgage of first to nine

NOTES ON FINANCIAL STATEMENTS

floors except 3rd, 4th and 6th floors of commercial building area admeasuring 17,894.65 Sq. mtrs. situated at HDIL Towers, Bandra (East), Mumbai. Repayable in 12 quarterly installments of ₹ 1,688.15 lacs each commencing from September, 2016. Rate of interest is 13% p.a. payable monthly.

- ii) Securities of the Term loan from Life Insurance Corporation of India are shared on pari-passu basis along with the security for Non Convertible Debentures issued to Life Insurance Corporation of India. (Also refer to Note No.: 4 (l)(b)).

IV) All the above loans have been personally guaranteed by

- i) Executive Chairman of the Company
ii) Vice Chairman and Managing Director of the Company

(₹ in lacs)

	As at 31st March, 2015	As at 31st March, 2014
8. TRADE PAYABLES		
Trade Payables		
- Micro, Small and Medium Enterprises	-	-
- Others	44,643.17	44,085.38
Total	44,643.17	44,085.38

Micro, Small and Medium Enterprises

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Group regarding the status of registration of such vendors under said act, as per the intimation received from them on requests made by the Group. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

(₹ in lacs)

Particulars	As at 31st March, 2015	As at 31st March, 2014
9. OTHER CURRENT LIABILITIES		
a) Current maturities of long term debts :		
Redeemable Non-Convertible Debentures (For securities and other terms and conditions, refer Note 4- I, II, IV and V)	52,814.00	74,104.83
b) Interest accrued but not due on loans	1,795.71	3,321.67
c) Interest accrued and due on loans	19,821.28	15,471.13
d) Advances from customers	2,03,509.96	1,46,541.54
e) Unpaid dividend	7.70	10.49
f) Share application money refundable	-	9.07
g) Other payables :		
i) Creditors for fixed assets	-	131.20
ii) Due to employees	320.05	590.38
iii) Statutory dues	2,668.85	3,194.36
iv) Security deposit received	1,020.83	5,198.19
v) Others	59,734.78	45,921.31
Total	3,41,693.16	2,94,494.17
10. SHORT TERM PROVISIONS		
Provision for employee benefits :		
Gratuity	221.38	119.01
Leave Encashment	48.26	49.43
Sub-Total	269.64	168.44
Other Provisions :		
Provision for taxation	50,545.55	43,288.36
Less : Tax Paid	29,326.81	29,056.37
Sub-Total	21,218.74	14,231.99
Total	21,488.38	14,400.43

NOTES ON FINANCIAL STATEMENTS

(₹ in lacs)

11. FIXED ASSETS

Description	COST				DEPRECIATION					NET BLOCK	
	As at 1st April, 2014	Additions during the year	Sale / adjustments during the year	As at 31st March, 2015	Up to 31st March, 2014	For the year	Adjustments *	On sale / adjustment during the year	Up to 31st March, 2015	As at 31st March, 2015	As at 31st March, 2014
Own assets :											
Tangible assets :											
Leasehold Land	1,850.81	-	1,850.81	-	124.70	6.56	-	131.26	-	-	1,726.11
Freehold Land	693.28	-	-	693.28	-	-	-	-	-	693.28	693.28
Buildings	16,679.90	-	# 5,986.48	10,693.42	1,661.06	223.87	-	# 969.14	915.79	9,777.63	15,018.84
Plant and Machinery	2,522.15	418.91	2,054.94	886.12	560.09	130.96	211.82	685.26	217.61	668.51	1,962.06
Furniture and Fixtures	2,261.44	619.81	2,318.36	562.89	774.53	126.27	113.88	788.70	225.98	336.91	1,486.91
Vehicles	1,122.02	-	13.57	1,108.45	550.49	154.30	10.90	8.86	706.83	401.62	571.53
Office Equipments	552.68	17.43	28.27	541.84	140.75	150.28	169.10	22.46	437.67	104.17	411.93
Computers	534.91	18.15	141.21	411.85	331.29	12.49	187.48	131.14	400.12	11.73	203.62
Total (A)	26,217.19	1,074.30	12,393.64	14,897.85	4,142.91	804.73	693.18	2,736.82	2,904.00	11,993.85	22,074.28
Intangible Assets											
Softwares	778.69	21.97	51.48	749.18	744.46	12.33	18.63	35.51	739.91	9.27	34.23
Logos and trademarks	1.80	-	1.80	-	1.11	0.04	-	1.15	-	-	0.69
Website Development	0.55	-	0.55	-	0.31	0.02	-	0.33	-	-	0.24
Others (Film Cost Rights)*	64.00	-	64.00	-	-	-	-	-	-	-	64.00
Total (B)	845.04	21.97	117.83	749.18	745.88	12.39	18.63	36.99	739.91	9.27	99.16
Total (A + B)	27,062.23	1,096.27	12,511.47	15,647.03	4,888.79	817.12	711.81	2,773.81	3,643.91	12,003.12	22,173.44
Previous year	25,492.19	1,615.99	45.95	27,062.23	3,775.36	1,156.06	-	42.63	4,888.79	22,173.44	21,716.83
Capital Work-in-Progress										-	691.00

* Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Accounting Policy on Depreciation and Amortisation. Accordingly the unamortised carrying value is being depreciated / amortised over the revised / remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April, 2014 have been adjusted in the opening balance of Surplus in the Statement of Profit and Loss amounting to ₹ 711.81 Lacs. Depreciation expenses for the year ended 31st March, 2015 is higher by ₹ 338.93 Lacs due to this revision.

Represent a transfer from Fixed Assets to Investment in Immovable Properties.

(₹ in lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
12. GOODWILL		
Balance as per last balance sheet	714.83	7,416.24
Less: Impairment during the year	714.83	6,701.41
Total	-	714.83
13. NON CURRENT INVESTMENTS		
Investments (At Cost) (Non Trade) (Long Term)		
Investment in immovable property		
Investment in property at HDIL Towers	2,976.88	2,976.88
Investment in property - Flats at Virar	13.06	13.06
Investment in property - Pali Arcade	313.72	313.72
Leased out Multiplex at Vasai	778.15	-
Leased out Multiplex at Borivali/Kandivali	1,609.63	-
Leased out Multiplex at Dreams Mall, Bhandup	2,638.92	-
Leased out Multiplex at Harmony Multiplex	3,191.70	-
Leased out Properties - Dreams Mall, Bhandup	2,765.88	-
	14,287.94	3,303.66
Other than trade (Unquoted Shares)		
Punjab and Maharashtra Co-op. Bank Limited		
3,90,040 (previous year 4,90,040) Equity shares of ₹ 25/- each fully paid-up	97.51	122.51
Dreams The Mall Company Limited		
93,957 (previous year 1,08,957) Equity Shares of ₹ 10/- each fully paid-up	9.40	10.90
	106.91	133.41
In Mutual Funds		
Union KBC Mutual Fund		
2,50,000 (previous year 2,50,000) units of Union KBC Capital Protection Oriented Fund - Series 2 - Regular Growth Plan ₹ 10/- each fully paid-up	25.00	25.00
(NAV as on 31/03/2015 ₹ 32,07,950/-) (previous year ₹ 27,71,300/-)	25.00	25.00
Other corporate (Unquoted)		
Privilege Hi Tech Infrastructure Limited		
11,900 (Previous year 11,900) Equity shares of ₹ 10/- each fully paid-up	1.19	1.19
Lashkaria Housing and Infrastructure Private Limited		
15,440 (previous year 15,440) 0.01% Redeemable preference shares of ₹ 10/- each fully paid-up	1,544.00	1,544.00
	1,545.19	1,545.19
Total	15,965.04	5,007.26
In the opinion of the management, the value of above non-current investments is not less than as stated, if realised in the ordinary course of business.		

(₹ in lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
14. LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
a) Capital Advances (Refer Note No. - 14.01)	-	259.28
b) Security Deposits	48.70	263.04
c) Others		
Land purchase/tenancy/claims/development rights	4,050.00	4,050.00
Goods and services	-	29.97
Tax paid in advance	46.26	91.54
Income tax refund receivable	197.68	161.76
Prepaid expenses	-	777.63
Other receivable	2,940.14	2,940.14
Total	7,282.78	8,573.36
14.01 As the agreement is not executed the details of estimated amount of contract remaining to be executed on capital account and not provided for, could not be ascertained.		
In the opinion of the management, the value of above long term loans and advances is not less than as stated, if realised in the ordinary course of business.		
15. CURRENT INVESTMENT		
Current Investments (at lower of cost or market value)		
In joint ventures		
Fine Developers (Fixed Capital ₹ Nil)	1.57	1.58
(Share of profit - 90%, other partner is Sapphire Land Development Private Limited and share of profit - 10%)		
Heritage Housing Development Corporation (Fixed Capital ₹ Nil)	-	676.63
(Share of profit - 60%, other partner and share of profit is Pioneer India Developers Private Limited - 40%.)		
Lashkaria Housing and Infrastructure Private Limited	793.28	793.28
(Share of profit - 10%)		
Total	794.85	1,471.49
In the opinion of the management, the value of above current investments is not less than as stated, if realised in the ordinary course of business.		
16. INVENTORIES		
Raw materials (lower of cost or net realisable value)	-	3.88
Work-in-progress (lower of cost or net realisable value)	12,85,346.91	12,21,374.85
Stock-in-Trade (lower of cost or net realisable value)	-	24.54
Finished goods (lower of cost or net realisable value)	22,549.74	25,365.26
Others (lower of cost or net realisable value)	-	16.50
Total	13,07,896.65	12,46,785.03
In the opinion of the management, the value of above inventories is not less than as stated, if realised in the ordinary course of business.		

(₹ in lacs)		
Particulars	As at 31st March, 2015	As at 31st March, 2014
17. TRADE RECEIVABLES		
Exceeding six months		
Unsecured, Considered good	25,007.84	27,786.81
Other		
Unsecured, Considered good	5,409.49	10,352.74
Total	30,417.33	38,139.55
In the opinion of the management, the value of above trade receivables is not less than as stated, if realised in the ordinary course of business.		
18. CASH AND BANK BALANCES		
a) Cash and Cash Equivalents		
i) Cash on hand	475.21	1,203.08
ii) Balance with banks		
In current accounts	2,279.07	1,105.41
b) Other bank balances		
i) In Deposit with more than 3 months maturity *	16,118.18	20,315.90
ii) Current Account balance with banks in unpaid dividend and share application money account	14.30	26.01
iii) Current Account balances in escrow account	27.71	20.26
Total	18,914.47	22,670.66
* includes fixed deposits pledged with bank of ₹ 1,088.45 lacs (previous year ₹ 1,119.25 lacs) as security for bank guarantees, ₹ 6,427.00 lacs (previous year ₹ 6,427.00) as security for Debt Service Reserve and ₹ 6,931.40 lacs (previous year ₹ 10,744.19 lacs) as security for bank overdraft.		
19. SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
a) Loans and advances to related parties	286.27	296.98
(To a partnership firm, in which Directors of one of the Subsidiary Company are partners)		
b) Others		
Security Deposits	510.80	2,538.15
Advance to suppliers	57,318.54	73,604.19
Advances for land purchase/tenancy/claims/development rights	3,09,237.58	2,60,050.29
Loans to employees	30.69	31.45
Prepaid expenses	54.12	66.09
Interest accrued on fixed deposits	378.52	508.88
Cenvat Credit	-	654.45
Cenvat Credit entitlement	669.55	-
Other receivable	69.97	4,717.23
Total	3,68,556.04	3,42,467.71
In the opinion of the management, the value of above short term loans and advances is not less than as stated, if realised in the ordinary course of business.		

NOTES ON FINANCIAL STATEMENTS

		(₹ in lacs)	
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014	
20. REVENUE FROM OPERATION			
a) Sale of Product			
i) Sale of commercial and residential units	83,071.13	65,202.85	
ii) Sale of development rights/FSI/Land/TDR	16,728.84	15,330.79	
iii) Sale of foods and beverages	195.17	822.51	
b) Sale of Services	569.01	2,937.36	
Total income from operations	1,00,564.15	84,293.51	
c) Other operating income			
i) Lease rental	1,104.04	1,048.63	
ii) Others	579.36	1,884.40	
Total Other operating income	1,683.40	2,933.03	
Total	1,02,247.55	87,226.54	
21. OTHER INCOME			
Interest received	1,837.96	3,522.81	
Dividend received (From Co-operative Bank)	11.73	14.73	
Profit on Sale of Fixed Assets	-	0.19	
Interest on Income Tax Refund	1.05	-	
Foreign exchange variation	-	4.03	
Maintenance charges	53.99	64.45	
Income from sale of investments	3,301.70	4,455.00	
Income from sale of mutual funds	143.50	-	
Miscellaneous income	714.73	76.66	
Total	6,064.66	8,137.87	
22. COST OF MATERIAL CONSUMED			
Tenancy/claims/FSI/development rights	5,461.10	6,286.22	
Consumption of materials	71,965.29	54,841.16	
Box office purchase and operating expenses	54.72	283.82	
Total	77,481.11	61,411.20	
23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE			
Opening finished goods/stock in trade	25,368.46	19,596.15	
Opening work-in-progress	12,21,374.85	11,84,697.41	
Less: Adjustment during year	5,901.87	33,676.70	
Total	12,40,841.44	11,70,616.86	
Closing finished goods/stock-in-trade	22,549.74	25,406.30	
Closing Work-in-progress	12,85,346.91	12,21,374.85	
Total	13,07,896.65	12,46,781.15	
Total	(67,055.21)	(76,164.29)	

(₹ in lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
24. EMPLOYEE BENEFITS EXPENSE		
a) Salaries and incentives	3,703.28	3,657.12
b) Contributions to Provident and other fund	347.30	290.27
c) Staff welfare expenses	68.83	66.49
Total	4,119.41	4,013.88

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :
The Company has created Employee's Group Gratuity Fund with Life Insurance Corporation of India, and obtained Group Gratuity Assurance Policy from Life Insurance Corporation for the benefit of employees.

A) Gratuity Plan :-

Defined Benefit Plan

The employees' gratuity fund scheme maintained by a Trust and managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

(₹ in lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
i) Reconciliation of opening and closing balance of the present value of the defined benefit obligation:		
Obligation at beginning of year	372.86	347.18
Delink of subsidiary	(16.73)	-
Interest cost	30.57	31.57
Current service cost	53.50	53.43
Past Service cost	0.04	-
Benefits paid	(39.34)	(41.38)
Benefits payable	(0.53)	(10.95)
Actuarial (gain)/loss on defined benefit obligation	43.10	(6.99)
Obligation at year end	443.47	372.86
ii) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows:		
Opening fair value of plan assets	255.53	277.95
Delink of subsidiary	(18.09)	-
Expected return	21.13	24.91
Actuarial gains and (losses)	(0.41)	(0.90)
Adjustment to opening fund	-	(5.38)
Contribution by employer	0.23	0.03
Benefits paid	(36.30)	(41.08)
Closing fair value of plan assets	222.09	255.53
iii) Amounts to be recognised in the Balance Sheet		
Projected benefit obligation, at the end of the year	443.47	372.86
Fair value of plan assets at end of the year	222.09	255.53
Net asset/(liability) recognised in the Balance Sheet	221.38	117.33
iv) Gratuity cost for the year		
Current service cost	53.50	53.43
Adjustment to opening fund	0.04	5.38
Interest cost on obligation	30.57	31.57
Expected return on plan assets	(21.13)	(24.91)
Net actuarial (gain)/loss	43.51	(6.09)
Reversal of benefits payable in previous year	(4.23)	(7.10)
Expense recognised in the Statement of Profit and Loss	102.26	52.28

B) Leave encashment liability :

- I) The AS-15 (Revised 2005) stipulates that the rate used to discount post employment benefit obligation (both funded and non-funded) should be determined by reference to market yields at the balance sheet date on government bonds. The currency and terms of the government bonds should be consistent with the currency and estimated terms of the post-employment benefit obligation.
- II) Estimated future salary increases take account of inflation, seniority, promotion and other retirement factors, such as supply and demand in the employment market.

The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
a) Reconciliation of opening and closing balance of the present value of the defined benefit obligation:		
Obligation at beginning of year	186.18	179.22
Delink of subsidiary	(14.76)	-
Interest cost	15.93	17.15
Current service cost	31.39	33.17
Prior year charge	5.86	-
Benefits paid	-	-
Actuarial (gain) / loss on defined benefit obligation	(9.11)	(43.36)
Obligation at year end	215.49	186.18
b) Amounts to be recognised in the Balance Sheet		
Present value of Defined benefits obligation as on	215.49	186.18
Fair value of plan assets as on	-	-
Liability recognised in Balance Sheet	215.49	186.18
c) Leave Encashment cost for the year		
Current service cost	31.39	33.17
Interest cost on obligation	15.93	17.15
Expected return on plan assets	-	-
Prior year charge	5.86	-
Net actuarial (gain) / loss	(9.11)	(43.36)
Expense recognised in the Statement of Profit and Loss	44.07	6.96
C) Valuation Assumptions		
Considering the above stipulation in the case of gratuity and leave encashment, the following assumptions have been made.		
i) Discount Rate	7.70%	9.10%
ii) Salary Growth	7.00%	7.00%
iii) Expected rate of return		
- Gratuity	8.00%	9.00%
- Leave encashment	NA	NA
iv) Mortality : Indian Assured Lives Mortality (2006-08) Ult.		
v) Withdrawals : 5% at younger ages reducing to 1% to older ages		
vi) Retirement age : 60 years		
vii) Leave Consumption Factors : 10% at younger ages tapering to 2% at older ages		

		(₹ in lacs)	
		Year ended 31st March, 2015	Year ended 31st March, 2014
25. FINANCE COST			
a) Interest expenses :			
i) Project specific interest expenses		49,482.78	59,465.94
ii) Other interest		5,625.50	11,255.40
b) Other finance cost :			
i) Project specific		236.16	0.11
ii) Other		0.05	7.85
Total		55,344.49	70,729.30
26. OTHER EXPENSES			
Advertisement and sales promotion expenses		1,099.45	1,053.85
Commission and brokerage		211.90	31.00
Electricity charges		1,317.50	1,463.57
Insurance charges		18.75	39.55
Bank charges		71.27	41.97
Other expenses		329.67	242.25
Loss on sale of fixed assets		1.47	5.28
Loss by fire		0.21	-
Loss on foreign exchange fluctuation		0.07	-
Membership and subscription		11.42	17.48
Printing and stationery		74.86	99.07
Security charges		392.19	216.69
Professional fees		1,044.63	1,459.49
Rent paid		76.10	181.74
Rates and taxes		886.82	1,082.06
Repairs and maintenance to buildings		3.85	7.11
Repairs and maintenance to machineries		22.03	98.53
Repairs and maintenance to other assets		134.09	273.60
Stamping and registration		112.61	201.77
Film share and other expenses		208.38	1,014.85
Business conducting fees		35.82	111.71
Outsourced personnel cost		67.79	237.23
Event management fees		-	0.08
Communication expenses		124.41	137.40
Postages and telegram expenses		5.68	11.20
Travelling and conveyance expenses		359.60	182.42
Maintenance expenses		-	51.01
Remuneration to auditors (Refer Note No. 26.01)		135.49	140.41
Directors remuneration and sitting fees (Refer Note No. 26.02)		209.80	207.60
Donations		33.00	1.00
Filing fees paid to the Registrar of Companies		0.93	0.61
Expenses for increase in authorised capital		120.84	-
Total		7,110.63	8,610.53
Above expenses includes Project related expenses		3,912.54	3,977.53

(₹ in lacs)		
Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
26.01. Remuneration to Auditors		
a. Audit fees	68.17	75.89
b. Taxation matters	67.32	64.52
Total	135.49	140.41
26.02. Managerial Remuneration		
Remuneration to Directors		
a) Commission to Non-Executive Directors	200.00	200.00
b) Sitting fees	9.80	7.60
Total	209.80	207.60
27. EARNINGS PER EQUITY SHARE HAS BEEN COMPUTED AS UNDER:		
(a) Net profit after tax as per Statement of Profit and Loss	21,865.13	17,756.51
Add: Excess provision for tax of earlier years	633.32	14.95
Less: Short provision for tax of earlier years	-	140.18
Less :Adjustment on account of depreciation as per Schedule II of the Companies Act, 2013	711.81	-
Add : Adjustment for associates	-	2.05
Less : Loss of minority adjusted against majority interest	0.06	0.05
Net Profit attributable to Equity Shareholders	21,786.58	17,633.28
(b) Number of fully paid equity shares used in computing earnings per equity share		
Basic	41,90,03,986	41,90,03,986
Diluted	41,90,03,986	41,90,03,986
(c) Basic Earnings per share	5.20	4.21
(d) Diluted Earnings per share	5.20	4.21
(e) Nominal value per equity share is ₹ 10/-		

28. A. List of related parties with whom transactions have taken place during the current accounting year and relationship:

Associates

HDIL Leisures Private Limited (upto 11/03/2014)

Enterprise significantly influenced by key management personnel

Privilege Airways Private Limited

Joint Venture

Fine Developers

Heritage Housing Development Corporation

Key management personnel

Name

Shri Darshan D. Majmudar

Smt. Romy Mehra

Shri Gautam Mehra

Shri Virendra Vora

Designation

Chief Financial Officer and Company Secretary

Director (HC Infracity Private Limited)

Director (HC Infracity Private Limited)

Director (Excel Arcade Private Limited)

NOTES ON FINANCIAL STATEMENTS

B. Transactions with related party

(₹ in lacs)

Nature of transaction	31st March 2015					31st March 2014				
	Subsidiary	Enterprises influenced by Key Management Personnel	Joint Ventures/ Associates	Key Management Personnel	Total	Subsidiary	Enterprises influenced by Key Management Personnel	Joint Ventures/ Associates	Key Management Personnel	Total
Loans/ advances paid	-	-	-	-	-	-	-	-	879.21	879.21
Loans/advances returned	-	-	-	-	-	-	-	18,790.32	-	18,790.32
Advance from customers	-	-	-	1.50	1.50	-	-	-	6.53	6.53
Investment in firm	-	-	-676.63	-	-676.63	-	-	-1,869.45	-	-1,869.45
Interest income	-	-	-	-	-	-	-	1,604.46	-	1,604.46
Directors remuneration	-	-	-	54.00	54.00	-	-	-	54.00	54.00
Salary paid	-	-	-	60.00	60.00	-	-	-	101.72	101.72
Outstanding as at year end- Due from	-	-	1.58	-	1.58	-	-	678.21	-	678.21
Outstanding as at year end- Due to	-	600.69	-	267.99	868.68	-	600.69	-	266.49	867.18

C. Disclosure in respect of material transactions with related parties during the year (included in 'B' above)

(₹ in lacs)

Particulars	31st March, 2015	31st March, 2014
Loans/advances paid		
Romy Mehra	-	879.21
Total	-	879.21
Loans/advances returned		
HDIL Leisures Private Limited	-	18,790.32
	-	18,790.32
Advances from customers		
Shri Virendra Vora	1.50	6.53
	1.50	6.53
Investment in partnership firm, associates and joint venture		
Fine Developers	-	-1,546.08
Heritage Housing Development Corporation	-676.63	-323.37
Total	-676.63	-1,869.45
Directors remuneration		
Mrs. Romy Mehra	36.00	36.00
Mr. Gautam Mehra	18.00	18.00
Total	54.00	54.00
Salary paid		
Shri K P Devassy	-	55.72
Shri Darshan D. Majmudar	60.00	46.00
Total	60.00	101.72
Interest Income		
HDIL Leisures Private Limited	-	1,604.46
	-	1,604.46
Outstanding as at year end Due from		
Fine Developers	1.58	1.58
Heritage Housing Development Corporation	-	676.63
	1.58	678.21
Outstanding as at year end Due to		
Privilege Airways Private Limited	600.69	600.69
Mrs. Romy Mehra	73.14	73.14
Shri Virendra Vora	194.85	193.35
Total	868.68	867.18

(₹ in lacs)		
	Year ended 31st March, 2015	Year ended 31st March, 2014
29. CONTINGENT LIABILITIES NOT PROVIDED FOR		
a) i) Claims against the Company not acknowledged as debts (represents suits filed by the parties in the Courts, and disputed by the Company)	35,849.72	50,056.00
ii) Income-tax demands disputed by the Company (net of amounts provided).	13,287.67	13,287.67
b) Guarantees provided by the bank	656.20	646.70
c) Corporate guarantee		
i) The Company has facilitated a vendor financing, setting up with IDBI bank limit upto ₹ 5,000 lacs. The Company has extended its corporate guarantee to the IDBI bank.	5,000.00	5,000.00
ii) The security has been created on Company's Leasehold Land and Building situated at Noida on behalf of relative of one of the Director	-	694.57
30. COMMITMENT		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances and deposits)	-	170.87
31. Previous year figures have been reclassified to conform to this year's classification.		
32. The consolidated results for the year ended 31st March, 2015 are not comparable with the previous year, due to one Subsidiary Company viz HDIL Entertainment Private Limited is delinked during the year.		

As per our report of even date attached

For **THAR & CO.**
Chartered Accountants
Firm Registration No. 110958W

Jayesh R. Thar
(Partner)
Membership No. 032917

Place: Mumbai
Date: May 15, 2015

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
Executive Chairman

Sarang Wadhawan
Vice Chairman and
Managing Director

Ashok Kumar Gupta
Director

Raj Kumar Aggarwal
Director

Shyam Sunder Dawra
Director

Lalit Mohan Mehta
Director

Hazari Lal
Director

Sandhya Baliga
Director

Darshan D. Majmudar
Chief Financial Officer and Company Secretary

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Particulars	Blue Star Realtors Private Limited	BKC Developers Private Limited	Excel Arcade Private Limited	Gurushish Constructions Private Limited	HC Infra City Private Limited	Lashkaria Construction Private Limited	Mazda Estate Private Limited	Privilege Power and Infrastructure Private Limited	Raviyot Finance and Leasing Private Limited
Paid-up share capital	691.09	10.00	195.40	1,700.00	1,000.00	1,000.00	41.00	16,105.00	50.00
Reserves and surplus	27,831.82	(59.67)	280.12	55,847.63	41.35	471.00	(2.70)	19,817.21	(8.73)
Total assets	39,979.87	6,605.27	6,252.36	1,10,297.06	10,545.62	7,147.44	42.58	1,49,123.71	19,768.96
Total liabilities	11,456.96	6,654.94	5,776.84	52,749.43	9,504.27	5,676.44	4.28	1,13,201.50	19,727.69
Investments (excluding investments in subsidiaries)	25.00	-	0.01	25.00	-	2,337.27	-	39.25	-
Turnover (including other income)	3.00	0.34	0.00	319.35	607.66	1.14	-	200.33	-
Profit before tax	1.78	(0.43)	(0.71)	0.58	(3.09)	(14.92)	(1.89)	64.05	(6.85)
Provision for Current and Deferred tax	(0.57)	-	-	0.02	0.30	5.94	-	(2.54)	2.47
Profit after tax	1.21	(0.43)	(0.71)	0.60	(2.79)	(8.98)	(1.89)	61.51	(4.38)
Proposed dividend	-	-	-	-	-	-	-	-	-
% of Shareholding	100.00%	98.50%	100.00%	100.00%	75.00%	69.00%	100.00%	100.00%	60.00%

As per our report of even date attached

For **THAR & CO.**
 Chartered Accountants
 Firm Registration No. 110958W

Jayesh R. Thar
 (Partner)
 Membership No. 032917

For and on behalf of the Board of Directors

Rakesh Kumar Wadhawan
 Executive Chairman
Sarang Wadhawan
 Vice Chairman and
 Managing Director

Ashok Kumar Gupta
 Director
Raj Kumar Aggarwal
 Director

Shyam Sunder Dawra
 Director
Lalit Mohan Mehta
 Director

Hazari Lal
 Director
Sandhya Baliga
 Director

Darshan D. Majmudar
 Chief Financial Officer and Company Secretary

Place: Mumbai
 Date: May 15, 2015



Corporate Information

BOARD OF DIRECTORS

Rakesh Kumar Wadhawan

Executive Chairman

Sarang Wadhawan

Vice Chairman & Managing Director

Ashok Kumar Gupta

Non-Executive Director

Lalit Mohan Mehta

Non-Executive Independent Director

Shyam Sunder Dawra

Non-Executive Independent Director

Raj Kumar Aggarwal

Non-Executive Independent Director

Hazari Lal

Non-Executive Independent Director

Sandhya Baliga

Non-Executive Independent Director

CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Darshan D. Majmudar

AUDITORS

M/s. Thar & Co.

Chartered Accountants

BOARD COMMITTEES

AUDIT COMMITTEE

Sandhya Baliga

Ashok Kumar Gupta

Lalit Mohan Mehta

Shyam Sunder Dawra

Raj Kumar Aggarwal

NOMINATION & REMUNERATION COMMITTEE

Ashok Kumar Gupta

Shyam Sunder Dawra

Raj Kumar Aggarwal

STAKEHOLDERS RELATIONSHIP COMMITTEE

Lalit Mohan Mehta

Sarang Wadhawan

Ashok Kumar Gupta

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sarang Wadhawan

Lalit Mohan Mehta

Shyam Sunder Dawra

RISK MANAGEMENT COMMITTEE

Sarang Wadhawan

Ashok Kumar Gupta

Hazari Lal

FINANCE COMMITTEE

Rakesh Kumar Wadhawan

Sarang Wadhawan

Ashok Kumar Gupta

PROJECT COMMITTEE

Sarang Wadhawan

Rakesh Kumar Wadhawan

Ashok Kumar Gupta

BANKERS / FINANCIAL INSTITUTIONS

Allahabad Bank

Andhra Bank

Axis Bank Limited

Bank of India

Canara Bank

Central Bank of India

Corporation Bank

Dena Bank

HDFC Bank Limited

IDBI Bank Limited

India Infrastructure Finance

Company Limited

Indian Bank

Infrastructure Leasing & Financial
Services Limited

Life Insurance Corporation of India

Kotak Mahindra Bank Limited

Oriental Bank of Commerce

Punjab & Maharashtra Co-op. Bank

Punjab National Bank

Punjab & Sind Bank

Syndicate Bank

The Jammu & Kashmir Bank Limited

UCO Bank

Union Bank of India

United Bank of India

Vijaya Bank

Yes Bank Limited

REGISTERED OFFICE

9-01, HDIL Towers,

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Website: www.hdil.in

REGISTRAR & SHARE TRANSFER AGENT

Karvy Computershare Private
Limited

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CIN: L70100MH1996PLC101379

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