

# **MARUTI INFRASTRUCTURE LIMITED**

**23<sup>rd</sup> ANNUAL REPORT 2016 - 2017**



## MARUTI INFRASTRUCTURE LIMITED

802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad– 380 015

### 23<sup>rd</sup> Annual Report 2016-2017

<b>Board of Directors</b>	:	Shri Nimesh D. Patel	Chairman & Managing Director
		Smt. Hiteshi N. Patel	Director
		Shri Paresh M. Patel	Director (upto 30 <sup>th</sup> September, 2016)
		Shri Chetan A. Patel	Director
		Shri Niketan R. Shah	Director
		Shri Nishit P. Patel	Director
<b>Audit Committee</b>	:	Shri Niketan R. Shah	Chairman
		Shri Chetan A. Patel	
		Shri Nishit P. Patel	
<b>Nomination and Remuneration Committee</b>	:	Shri Chetan A. Patel	Chairman
		Shri Niketan R. Shah	
		Shri Nishit P. Patel	
<b>Stakeholders Relationship Committee</b>	:	Shri Chetan A. Patel	Chairman
		Shri Nishit P. Patel	
		Shri Nimesh D. Patel	
<b>Auditors</b>	:	M/s. J. B. Shah & Co.	
		Chartered Accountants	
		Ahmedabad	
<b>Bankers:</b>	:	State Bank of India	
		The Karur Vysya Bank Ltd.	
		Sardar Vallabhbhai Sahakari Bank Ltd.	
		YES Bank	
		Kotak Mahindra Bank Ltd.	
<b>Registrar &amp; Share Transfer Agent</b>	:	M/s. Link Intime India Private Limited	
		5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I,	
		Beside Gala Business Centre, Nr. St. Xavier's College Corner,	
		Off. C G Road, Navrangpura, Ahmedabad	
		Gujarat - 380 009	
		Tel No. & Fax. No. : +91-79-2646 5179	
		Email : ahmedabad@linkintime.co.in	

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## NOTICE TO THE SHAREHOLDERS

**NOTICE** is hereby given that the **Twenty Third Annual General Meeting** of the Members of **MARUTI INFRASTRUCTURE LIMITED (CIN - L65910GJ1994PLC023742)** will be held on **Friday, 29<sup>th</sup> September, 2017** at **11:45 a.m.** at the Registered Office of the Company at 802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015 to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31<sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Hiteshi N. Patel (DIN: 01827517) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions if any, M/s. Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 128122W), be and are hereby appointed as Auditors of the Company in place of M/s. J B Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration Number 121333W), the retiring Auditors, on completion of their term under Section 139(2) of the Companies Act, 2013 and to hold office for a period of five years from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the Members at every subsequent Annual General Meeting or as may be prescribed), at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred for the purpose of audit.”

### **SPECIAL BUSINESS:**

4. To re-appoint Shri Nimesh D. Patel (DIN: 00185400) as a Managing Director designated as Chairman & Managing Director:

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 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and on recommendation by the Nomination and Remuneration Committee and subject to approval of the Central Government and such other approval that may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Shri Nimesh D. Patel (DIN : 00185400) as a Managing Director designated as Chairman & Managing Director of the Company, for a further period of three years with effect from 01<sup>st</sup> August, 2017 till 31<sup>st</sup> July, 2020 on the terms & conditions and remuneration as set out below is be and hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and in such manner as may be agreed between the Board of Directors and Shri Nimesh D. Patel subject to the overall limits available under the Companies Act, 2013:



**I. REMUNERATION:**

**A) Monthly Salary of Rs.75,000/- (Rupees Seventy Five Thousand Only)**

**B) PERQUISITES**

- i) In addition to the salary as above, Shri Nimesh D. Patel will be entitled to Personal Accident Insurance and Group Life Insurance, Club fees subject to a maximum of two clubs, medical reimbursement and company provided car and driver.
- ii) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and
- iv) Encashment of leave at the end of the tenure.

**C) MINIMUM SALARY**

In the event of any absence or inadequacy of profits in any financial year of the Company during his tenure, the remuneration payable to Shri Nimesh D. Patel shall be in conformity with the conditions specified in Section II of Part II of the Schedule V of the Companies Act, 2013 or any modifications thereof to the extent and in the manner as may be mutually agreed by the Company and the appointee.

**II. POWERS:**

The appointee shall function under the supervision, control and guidance of the Board of Directors of the Company and shall exercise substantial powers of management to the extent and in the manner delegated by the Board of Directors of the Company.

**III. SITTING FEES:**

The appointee shall not receive any sitting fees for attending any meeting of the Board or Committees thereof.

**IV. RETIREMENT BY ROTATION:**

The appointee shall be liable to retire by rotation at Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do, perform all such acts, deeds, matters and things, as they may deem necessary, proper, expedient in their sole and absolute discretion and take all such necessary steps as may be required in order to give effect to this resolution."

**By Order of the Board  
For, MARUTI INFRASTRUCTURE LIMITED**

**NIMESH D. PATEL  
CHAIRMAN & MANAGING DIRECTOR  
DIN : 00185400**

**Place :** Ahmedabad  
**Date:** 28<sup>th</sup> August, 2017

**Registered Office:**  
802, Surmount Building,  
Opp. Iscon Mega Mall,  
S. G. Highway, Ahmedabad – 380 015

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration Rules) 2014, a person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten (10) percent of the total share capital of the Company.
2. Corporate Members intending to send their Authorized Representative(s) to attend the Meeting are required to submit a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. 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.
4. The Explanatory statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business in respect of item no. 4 of the Notice to be transacted at the Meeting is annexed hereto.
5. Members are requested to affix their signature at the space provided on the attendance slip annexed to the proxy form and to hand over the slip at the entrance to the Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.  
  
Members holding shares in physical form are requested to notify change of address, bank mandates, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C G Road, Navrangpura, Ahmedabad, Gujarat – 380 009 or to their respective depository participants if the shares are held in electronic form.
7. Members who hold shares in the physical form and wish to make/change nominations in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013, may send "Form No. SH - 13" as prescribed under the Companies (Share Capital and Debentures) Rules 2014 to **M/s. Link Intime India Private Limited**, the Registrar and Share Transfer Agent of the Company, at 5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C G Road, Navrangpura, Ahmedabad, Gujarat – 380 009.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Members desirous of getting any information about the accounts and / or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
10. Electronic copy of the Notice convening the 23<sup>rd</sup> AGM of the Company, Annual Report along with attendance slip and Proxy Form are being sent to the members who have registered their email ids



with the company/Depository Participant(s), RTA. For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode. Also the copy of full Annual Report 2016-2017 is available on the Company's website viz. [www.marutiinfra.in](http://www.marutiinfra.in) and also available on the website of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com)

11. Process and manner for members opting for voting through Electronic means:

- The Company is pleased to offer e-voting facility for all its members to enable them to cast their vote electronically in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, a member may exercise his/her vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.
- Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date of Friday, 22<sup>nd</sup> September, 2017, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 22<sup>nd</sup> September, 2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the instructions for shareholders voting electronically as provided in this part.
- Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of Friday, 22<sup>nd</sup> September, 2017.
- Shri Jignesh A. Maniar, Practising Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.
- The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2017 at 9:00 a.m. and ends on Thursday, 28<sup>th</sup> September, 2017 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22<sup>nd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <MARUTI INFRASTRUCTURE LIMITED> on which you choose to vote.





- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**12. INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 WITH RESPECT TO THE APPOINTMENT / RE-APPOINTMENT OF DIRECTOR(S):**



<b>Name of Directors</b>	<b>Shri Nimesh D. Patel (DIN: 00185400)</b>	<b>Smt. Hiteshi N. Patel (DIN: 01827517)</b>
<b>Date of Birth</b>	1 <sup>st</sup> June, 1969	23 <sup>rd</sup> May, 1977
<b>Date of Appointment</b>	2 <sup>nd</sup> December, 1994	31 <sup>st</sup> March, 2015
<b>Qualifications</b>	Diploma in Civil Engineering	B.Com.
<b>Brief Resume, qualification, experience and nature of expertise in specific functional area</b>	Shri Nimesh D. Patel is Managing Director of the Company and he is looking Company's overall business. He is Civil engineer and having wide experience in the field of building construction and infrastructure projects.	Smt. Hiteshi N. Patel is commerce graduate. She has good knowledge in the field of accountancy and administration
<b>No. of Board Meetings held during financial year 2016-17</b>	7/7	7/7
<b>Directorships held in other public companies (excluding foreign companies and Section 8 companies)</b>	NIL	NIL
<b>Memberships / Chairmanships of committees of other public companies</b>	NIL	NIL
<b>No. of Equity Shares held in the Company</b>	41,67,600	14,72,600
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Smt. Hiteshi N. Patel is a wife of Shri Nimesh D. Patel	
<b>Details of Remuneration sought to be paid</b>	Please refer Item No. 4 of the 23 <sup>rd</sup> AGM Notice	Not Applicable
<b>Remuneration last drawn by the Director</b>	Please refer Corporate Governance Report forming part of the Annual Report	Nil



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

#### ITEM NO. 04:

This item relates to the re-appointment of Shri Nimesh D. Patel (DIN: 00185400) as a Managing Director designated as Chairman & Managing Director. Shri Nimesh D. Patel was re-appointed as a Managing Director with effect from 1<sup>st</sup> August, 2012 and his term will be expired on 31<sup>st</sup> July, 2017. Nomination and Remuneration Committee and the Board have approved and recommended the re-appointment of Shri Nimesh D. Patel as a Managing Director designated as Chairman & Managing Director as per provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013. As approval vide special resolution is also being sought for payment of minimum remuneration in case of inadequacy of profits, the details mandated in section II of Part II of schedule V is given below:

#### I. GENERAL INFORMATION:

##### 1) Nature of Industry:

Maruti Infrastructure Limited was incorporated on 2<sup>nd</sup> December, 1994. The Company is engaged in the Infrastructure and real estate business and rendering services relating to civil constructions.

##### 2) Date or expected date of commencement of commercial production:

The Company commenced its business activities in the year 1997.

##### 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

##### 4) The financial performance based on indicators like revenue, PBT, PAT etc are given below:

(Rs. in Lakhs)

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016
Total Revenue	1363.56	1750.10
Total Expenses	1323.44	1680.56
Profit / (Loss) before Tax	40.12	69.54
Tax Expenses	15.58	22.01
<b>Profit After Tax</b>	<b>24.54</b>	<b>47.52</b>

##### 5) Foreign Investments or collaboration:

The Company does not have any foreign investments or foreign collaboration.

#### II. Information about Shri Nimesh D. Patel:

##### 1) Background details:

Shri Nimesh D. Patel, aged 47 years, is Civil Engineer. He is associated with the Company since inception. He has wide experience in the field of building construction and infrastructure projects.

**2) Past Remuneration:**

During the terms of appointment of Shri Nimesh D. Patel as a Managing Director, he was paid remuneration of Rs.75,000/- on monthly basis.

**3) Recognition or awards:**

No recognition or awards in personal name.

**4) Job profile and suitability:**

Shri Nimesh D. Patel is looking Company's overall business. He has immensely contributed towards the development and growth of the Company. Under his leadership, volume of business and profitability of the company has undergone upward change.

**5) Remuneration proposed:**

The proposed monthly remuneration is Rs. 75,000/- and other terms and conditions as specified in the resolution set out at item no. 4 of this Notice.

**6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration proposed to be paid to Shri Nimesh D. Patel is well within industry standards and commensurate with remuneration of personnel appointed at CEO/MD levels of similar sized companies taking into consideration the responsibilities shouldered by him.

**7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Smt. Hiteshi N. Patel is a wife of Shri Nimesh D. Patel. Apart from managerial remuneration and dividend emoluments and other corporate benefits for which Shri Nimesh D. Patel is entitled to as a shareholder, there is no other pecuniary relationship with the Company.

**III. Other information****1) Reasons for inadequacy of profits:**

Infrastructure industry is under pressure since a long time. The cost of acquisition of land, construction material, labour costs and costs are also increasing day to day.

**2) Steps taken/ proposed to be taken for improvement:**

The Company is taking effective steps to bring down overheads and indirect expenses. The Company is hopeful that these measures will yield good returns in future.

**3) Expected increase in productivity and profits in measurable terms:**

The Company is trying to improve profitability of the Company and will continue in its endeavor to improve performance. Management expects a reasonable growth in business, gross revenue and net profit in the coming years.

**IV. Disclosures:**

The requisite disclosure of remuneration details of Shri Nimesh D. Patel has been made in the Report on Corporate Governance which forms part of the Annual Report.



As per the provisions of section 196 and 197 read with Schedule V of the Companies Act 2013, in case of absence or inadequacy of profit, the remuneration payable to the Managerial person(s) shall not exceed the limit specified under Schedule V of the Companies Act, 2013.

This may treated as a written statement setting out the terms of appointment of Shri Nimesh D. Patel, as a Managing Director designated as Chairman & Managing Director under Section 190 of the Companies Act, 2013.

Shri Nimesh D. Patel and Smt. Hiteshi N. Patel (being a relative of Shri Nimesh D. Patel) are interested in the resolution set out at item no. 4 of the Notice, which pertains to the re-appointment of Shri Nimesh D. Patel as Managing Director designated as Chairman & Managing Director.

The relatives of Shri Nimesh D. Patel may be deemed interested in the resolution set out at item no. 4 of the notice, to extent of their shareholding interest, if any, in the Company.

Save and except above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**By Order of the Board**  
**For, MARUTI INFRASTRUCTURE LIMITED**

**NIMESH D. PATEL**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00185400**

**Place:** Ahmedabad  
**Date:** 28<sup>th</sup> August, 2017

**Registered Office:**  
802, Surmount Building,  
Opp. Iscon Mega Mall,  
S. G. Highway, Ahmedabad – 380 015



## DIRECTORS' REPORT

To,  
**The Members,**  
Maruti Infrastructure Limited  
Ahmedabad

Your Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report of your Company for the financial year ended on 31<sup>st</sup> March, 2017.

### FINANCIAL RESULTS:

The Financial performance of the Company for the year ended on 31<sup>st</sup> March, 2017 is summarised below:

(Rs. in Lakhs)

PARTICULARS	Current Year 2016-17	Previous Year 2015-16
Total Revenue	1,363.56	1,750.10
Total Expenses	1,323.44	1,680.56
Profit / (Loss) before Tax	40.12	69.54
Less : tax expenses	15.58	22.01
Profit / (Loss) for the Year	24.54	47.52

### STATE THE COMPANY'S AFFAIRS AND OPERATIONS:

The Company is engaged in infrastructure Business. The Company is recognized by Gujarat Institute of Housing and Estate Developers (GIHED), Builder Association of India (BAI), Ahmedabad Urban Development Authorities (AUDA) and has affiliated with Professional Institutes such as the Gujarat Institute of Civil Engineers and Architects (GICEA), Indian Plumbing Association (IPA), Gujarat Contractor Association (GCA).

During the year ended on 31<sup>st</sup> March, 2017, the total revenue of the Company was Rs. 1,363.56 Lakhs compared to Rs. 1,750.10 Lakhs of previous financial year and the net profit for the current year was Rs. 24.54 Lakhs compared to Rs. 47.52 Lakhs of the previous year.

### CHANGE IN NATURE OF BUSINESS:

During the year under Report, there was no change in the nature of business of the Company.

### TRANSFER TO RESERVES:

The Board of Directors do not propose to carry any amount to reserves.

### DIVIDEND:

In order to conserve the financial resources, the Board of Directors of the Company do not recommended any dividend for the financial year 2016-17.

### FIXED DEPOSIT:

The Company neither has accepted nor invited any deposit from the public, within the meaning of section 73 of the Companies, Act, 2013 and the Rules made thereunder.

**SHARE CAPITAL:**

The paid-up equity share capital of the Company as on 31<sup>st</sup> March, 2017 was Rs.1250.00 Lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION AFTER THE END OF FINANCIAL YEAR:**

There are no any material changes and commitments occurred after the end of the financial year, which is affecting the financial position of the Company.

**THE NAME OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:**

There are no holding, subsidiaries, joint ventures or associate company of the Company. During the financial year ended on 31<sup>st</sup> March, 2017, none of the companies have become or ceased to be the subsidiaries, joint ventures or associate companies of the Company. The performance and financial position of subsidiaries, associates and joint ventures as per rule 8(1) of the Companies (Accounts) Rules, 2014 is not applicable.

**ANNUAL RETURN:**

The extract of Annual Return as prescribed under Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, is set out in an annexure as 'Annexure - I' to this report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

As on 31<sup>st</sup> March, 2017, the Board was consisting of Shri Nimesh D. Patel, (Chairman & Managing Director), Smt. Hiteshi N. Patel (Non-Executive (Woman) Director), Shri Chetan A. Patel (Independent Director), Shri Niketan R. Shah, (Independent Director) and Shri Nishit P. Patel (Independent Director).

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Smt. Hiteshi N. Patel (DIN: 01827517), Director of the Company, retires by rotation at the forthcoming Annual General Meeting and is eligible for offers herself for re-appointment.

Shri Paresh M. Patel (DIN: 00185346) was liable to retire by rotation at the 22<sup>nd</sup> Annual General Meeting (AGM). The Company had received latter from Shri Paresh M. Patel expressed his unwillingness to re-appoint as a Director at the 22<sup>nd</sup> AGM. As such, he ceased to be a Director of the Company with effect from 30<sup>th</sup> September, 2016. The Board places on record its appreciations for the service rendered by Shri Paresh M. Patel as a Director of the Company on the Board.

The terms of appointment of Shri Nimesh D. Patel (DIN: 00185400) as a Managing Director has been expired on 31<sup>st</sup> July, 2017. Nomination and Remuneration Committee and the Board of Directors of the Company has recommended / approved the re-appointment of Shri Nimesh D. Patel as a Managing Director designated as Chairman & Managing Director for the period of three years with effect from 1<sup>st</sup> August, 2017.

The information of Director(s) seeking appointment / re-appointment, details pertaining to brief resume and expertise in functional area is furnished in notes of the 23<sup>rd</sup> AGM Notice.

The Company has received declaration of Independence as stipulated under section 149(7) of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations from all Independent Directors confirming that they meet the criteria of independence and not disqualified from continuing as an Independent Director.

**ANNUAL PERFORMANCE EVALUATION:**

In terms of the provisions of Section 134(3)(p) the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out the annual performance evaluation of itself, the Directors individually as well as the evaluation of its committees. The manner in which the evaluation was carried out is provided in the Corporate Governance Report, which is part of this Annual Report.

**REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES:**

The Company has framed remuneration policy for Directors, KMPS and other employee pursuant to the provisions of Section 178(3) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in an annexure as 'Annexure - II' to this report.

**MEETINGS OF BOARD:**

During the financial year 2016-17, 7 (Seven) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

- (a) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at 31<sup>st</sup> March, 2017 and of the profit and loss of the company for the year ended 31<sup>st</sup> March, 2017;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of the applicable laws and that such systems were adequate and operating effectively.

**AUDITORS AND AUDIT:****➤ AUDITORS:**

Pursuant to the provisions of section 139(2) of the Companies Act, 2013, terms of appointment of M/s. J. B. Shah & Co., Chartered Accountants (Firm Registration No. 121333W) Ahmedabad, Statutory Auditors of the Company, is being completed at conclusion of the ensuing Annual General Meeting and they are not eligible for re-appointment for a fresh term.

The Board of Directors places on record its appreciation for the services rendered by M/s. J. B. Shah & Co., Chartered Accountants, as the Statutory Auditors of the Company.





The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered and recommended the appointment of M/s. Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 128122W) as Auditors for a period of five years beginning from the conclusion of the 23<sup>rd</sup> Annual General Meeting till the conclusion of the 28<sup>th</sup> Annual General Meeting subject to approval of Members at the ensuing Annual General Meeting.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/explanation. The Notes on financial statements are self explanatory, if any, and needs no further explanation.

➤ **SECRETARIAL AUDITORS:**

Pursuant to the provisions of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014, the Board of Directors appointed M/s. Bharat Prajapati & Co., Practicing Company Secretaries, Ahmedabad as the Secretarial Auditor to conduct the Secretarial Audit of the Company for financial year 2016-17.

The Report of the Secretarial Audit Report is set out in an annexure as 'Annexure - III' to this report.

In connection, with the auditors' observation in the Secretarial Audit Report, the explanation / clarifications of the Board of Directors are as under:

- (i) With regard to the appointment of Internal Auditor, its is clarified that the Company is in process to appoint an Internal Auditor.
- (ii) With regard to the appointment of Chief Financial Officer, it is clarified that the Company is seeking eligible candidate to appoint as a Chief Financial Officer.
- (iii) With regard to the appointment of Company Secretary, it is clarified that the Company is seeking eligible candidate to appoint as a Company Secretary.

**PARTICULARS OF EMPLOYEES:**

The particulars of employees in accordance with the provisions 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 set out in an 'Annexed - IV' to this report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Details of Loan, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:**

During the year, the transactions entered by the company with Related Parties were in the ordinary course of business and at arm's length basis. The details of contracts or arrangements with related parties for the financial year ended on 31<sup>st</sup> March, 2017 is given in Note No. 25 of the financial statements of the Company. The Audit Committee approved such transactions.

During the Financial Year 2016-17, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors. In the preparation of financial statements, the Company



has followed the Accounting Standards. The significant accounting policies which are applied have been set out in the Notes to Financial Statements. There are no materially significant related party transactions having potential conflict with the interest of the Company at large.

**MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS AND INTERNAL FINANCIAL CONTROLS:**

During the financial year ended on 31<sup>st</sup> March, 2017, there were no significant material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future and its future operations.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

1. Conservation of Energy:
  - i) The steps taken or impact on conservation of energy: The operations of your company are not energy intensive. However, adequate measure have been initiated for conservation of energy.
  - ii) The steps taken by the company for utilising alternate sources of energy: Through the operations of the Company are not energy intensive, the Company shall explore alternative source if energy, as and when the necessity arises.
  - iii) The capital investment on energy conservation equipments: Nil
2. Technology Absorption:
  - i) The efforts made towards technology absorption – The minimum technology requirement for the business has been absorbed
  - ii) The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
  - iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- Not Applicable
    - (a) the details of technology imported;
    - (b) the year of import;
    - (c) whether the technology been fully absorbed;
    - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
  - iv) The expenditure incurred on Research and Development – Not Applicable
3. Foreign Exchange Earning and Outgo: NIL

**CORPORATE GOVERNANCE:**

In compliance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance along with a certificate from a the Auditors of the Company regarding compliance of conditions of corporate governance, forming a part of this report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Pursuant to Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report is annexed after the Directors' Report and forming a part of this report.

**CORPORATE SOCIAL RESPONSIBILITY(CSR) COMMITTEE:**

The provisions relating to establish a Corporate Social Responsibility Committee and Corporate Social Responsibility activities are not applicable to the Company. However, as a good governance practice, the Company has constituted the Corporate Social Responsibility (CSR) Committee. Details of the role and composition of the Committee are provided in the Corporate Governance Section of the Annual Report.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM:**

The Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated Whistle Blower Policy/Vigil Mechanism policy in compliance with the provision of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them. The Policy of vigil Mechanism of the company is available on the website of the company at [www.marutiinfra.in](http://www.marutiinfra.in).

**BOARD COMMITTEES:**

The Board of Directors of your Company already constituted various Committees in compliance with provisions of the Companies Act, 2013 and / or the SEBI (Listing Obligations and Disclosure Requirements) 2015 viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committee are taken by the Board of Directors.

Details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided in the Corporate Governance Section of the Annual Report.

**INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors of the Company met on 11<sup>th</sup> August, 2016, inter alia to discuss:

- i) Evaluation of Performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- ii) Evaluation of performance of the Chairman and / or Managing Director of the Company, taking into views of Executive and Non-executive Directors.
- iii) 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.

**RISK MANAGEMENT POLICY:**

The Board reviews the risks associated with the Company every year while considering the business plan. Considering the size of the Company and its activities, it is felt that the development and implementation of a Risk management policy is not relevant to the Company and in the opinion of the Board there are no risks, which may threaten the existence of the Company.



**SEXUAL HARASSMENT POLICY:**

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

During the year 2016-17, no complaints were received by the Company related to sexual harassment.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their sincere appreciation and gratitude for the valuable support and co-operation received from the Customers and Suppliers, various Financial Institutions, Banks, Government Authorities, Auditors and Shareholders during the year under review. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers of the Company for its success.

**For and on behalf of the Board of Directors**

**Place:** Ahmedabad  
**Date:** 28<sup>th</sup> August, 2017

**Nimesh D. Patel**  
**Chairman & Managing Director**  
**(DIN: 00185400)**

**Form No. MGT-9****EXTRACT OF ANNUAL RETURN**For the financial year ended on 31<sup>st</sup> March, 2017[Pursuant to section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L65910GJ1994PLC023742
ii)	Registration Date	2 <sup>nd</sup> December, 1994
iii)	Name of the Company	MARUTI INFRASTRUCTURE LIMITED
iv)	Category / Sub-Category of the Company	Public Company / Company having Share Capital
v)	Address of the Registered office and contact details	802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad, Gujarat- 380015
vi)	Whether Listed Company Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Link Intime India Private Limited 5 <sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I, Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off. C G Road, Navrangpura, Ahmedabad, Gujarat - 380 009 Tel No. & Fax. No. : +91-79-2646 5179 Email : ahmedabad@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product / Service	% to total turnover of the Company
1	<b>Sale of Products</b> Revenue from Sale of Product	41001	67.07 %
2	<b>Sale of Services</b> Contracting Income	43129	32.93 %
		<b>Total</b>	<b>100.00 %</b>

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name And Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NOT APPLICABLE					



IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)  
(i) Category-wise Share Holding

Category of shareholder	No. of Shares held at the beginning of the year (1 <sup>st</sup> April 1, 2016)				No. of Shares held at the end of the year (31 <sup>st</sup> March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals / HUF	6539000	-	6539000	52.31	6539000	-	6539000	52.31	0.00
b) Central Govt/	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub - Total (A)(1)</b>	<b>6539000</b>	<b>0</b>	<b>6539000</b>	<b>52.31</b>	<b>6539000</b>	<b>0</b>	<b>6539000</b>	<b>52.31</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Others- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Cor.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub - Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)=A(1)+(A)(2)</b>	<b>6539000</b>	<b>0</b>	<b>6539000</b>	<b>52.31</b>	<b>6539000</b>	<b>0</b>	<b>6539000</b>	<b>52.31</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	40801	18700	59501	0.48	270167	18700	288867	2.31	1.83
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto RS. 1 lakh	583648	210485	794133	6.35	518977	210485	729462	5.84	-0.52
ii) Individual shareholders nominal share capital in excess of RS. 1 lakh	4808080	140000	4948080	39.58	4541480	140000	4681480	37.45	-2.13
c) Others	159286	-	159286	1.27	261191	-	261191	2.09	0.82
<b>Sub-total (B)(2):-</b>	<b>5591815</b>	<b>369185</b>	<b>5961000</b>	<b>47.69</b>	<b>5591815</b>	<b>369185</b>	<b>5961000</b>	<b>47.69</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>5591815</b>	<b>369185</b>	<b>5961000</b>	<b>47.69</b>	<b>5591815</b>	<b>369185</b>	<b>5961000</b>	<b>47.69</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>12130815</b>	<b>369185</b>	<b>12500000</b>	<b>100.00</b>	<b>12130815</b>	<b>369185</b>	<b>12500000</b>	<b>100.00</b>	<b>-</b>

**(ii) Shareholding of Promoters :**

Sl. No.	Shareholder's Name	Share holding at the beginning of the year (1 <sup>st</sup> April, 2016)			Share holding at the end of the year (31 <sup>st</sup> March, 2017)			% Change in Share holding 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	Nimesh D. Patel	4167600	33.34	0.00	4167600	33.34	0.00	0.00
2	Hiteshi N. Patel	1241600	09.93	0.00	1472600	11.78	0.00	1.85
3	Dashrathbhai B. Patel	495000	3.96	0.00	495000	3.96	0.00	0.00
4	Kamalaben D. Patel	147500	1.18	0.00	147500	1.18	0.00	0.00
5	Rohini D. Patel	146700	1.17	0.00	146700	1.17	0.00	0.00
6	Kokila R. Patel	126000	1.01	0.00	0	0.00	0.00	(1.01)
7	Kiran D. Patel	109600	0.88	0.00	109600	0.88	0.00	0.00
8	Vikas Patel	105000	0.84	0.00	0	0.00	0.00	(0.84)
	<b>Total</b>	<b>6539000</b>	<b>52.31</b>	<b>0.00</b>	<b>6539000</b>	<b>52.31</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Name of Shareholder	Date wise increase / decrease			Cumulative Shareholding	% of total share capital
		Date	Increase / Decrease	% of total share capital		
1	Hiteshi N. Patel	At the beginning of the year			1241600	9.93
		06/12/2016	231000*	1.84	1472600	11.78
		At the end of the year			1472600	11.78
2	Kokila R. Patel	At the beginning of the year			126000	1.01
		06/12/2016	126000*	1.01	0	0.00
		At the end of the year			0	0.00
3	Vikas Patel	At the beginning of the year			105000	0.84
		06/12/2016	105000*	0.84	0	0.00
		At the end of the year			0	0.00

\* Change in promoters' shareholding due to inter-se transfer among the promoters group.

Note: Except above, there is no change in Promoters' Shareholding during the year.



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	Date wise increase / decrease			Cumulative Shareholding	% of total share capital
		Date	Increase / Decrease	% of total share capital		
1	Kalpesh Rameshchandra Shah	At the beginning of the year			300000	2.40
		31/03/2017	4300	0.03	304300	2.43
		At the end of the year			304300	2.43
2	Bhavin Harshadbhai Shah	At the beginning of the year			300000	2.40
		At the end of the year			300000	2.40
3	Vinitkumar Manilal Patel	At the beginning of the year			253000	2.02
		24/03/2017	(15820)	0.13	237180	1.90
		31/03/2017	15820	0.13	253000	2.02
		At the end of the year			253000	2.02
4	Minaxi Maheshbhai Chhajed	At the beginning of the year			250000	2.00
		At the end of the year			250000	2.00
5.	Jayesh Khodidas Patel	At the beginning of the year			0	0.00
		31/03/2017	250000	2.00	250000	2.00
		At the end of the year			250000	2.00
6	Rajdev Jaswantbhai Brahmbhatt	At the beginning of the year			250000	2.00
		At the end of the year			250000	2.00
7	Kalpeshbhai Prahladbhai Patel	At the beginning of the year			250000	2.00
		31/03/2017	(4300)	0.03	245700	1.97
		At the end of the year			245700	1.97
8	Niketa Manishkumar Patel	At the beginning of the year			200000	1.60
		24/03/2017	(941)	0.00	199059	1.59
		31/03/2017	941	0.00	200000	1.60
		At the end of the year			200000	1.60
9	Bharatbhai Haribhai Katkiya	At the beginning of the year			161600	1.29
		At the end of the year			161600	1.29
10	Marwadi Shares And Finance Ltd	At the beginning of the year			17226	0.14
		17/06/2017	70000	0.56	87226	0.70
		24/03/2017	(16)	(0.00)	87210	0.70
		31/03/2017	50000	0.40	137210	1.10
		At the end of the year			137210	1.10
11	Jignesh Rameshchandra Shah	At the beginning of the year			300000	2.40
		17/03/2017	(91000)	(0.73)	209000	1.67
		31/03/2017	(209000)	1.67	0	0.00
		At the end of the year			0	0.00
12	Shital Jayeshbhai Patel	At the beginning of the year			250000	2.00
		31/03/2017	(250000)	(2.00)	0	0.00
		At the end of the year				
13	Ritesh Dhirajlal Sheth	At the beginning of the year			250000	2.00
		24/03/2017	(250000)	(2.00)	0	0.00
		At the end of the year			0	0.00

Note: 1. Change in the holding as per the beneficiary position downloaded from the Depositories.  
2. The above changes in the holding are due to sale/ purchase (transfer) in open market.





(v) Shareholding of Directors and Key Managerial Personnel (KMP):

Sr. No.	Name of Directors & KMP	Date wise increase / decrease			Cumulative Shareholding	% of total share capital
		Date	Increase / Decrease	% of total share capital		
1	Nimesh D. Patel	At the beginning of the year			4167600	33.34
2	Hiteshi N. Patel	At the end of the year			4167600	33.34
		At the beginning of the year			1241600	9.93
		06/12/2016	231000*	1.84	1472600	11.78
		At the end of the year			1472600	11.78
3	Chetan A. Patel	At the beginning of the year			0	0.00
		At the end of the year			0	0.00
4	Niketani R. Shah	At the beginning of the year			0	0.00
		At the end of the year			0	0.00
5	Nishitbhai P. Patel	At the beginning of the year			0	0.00
		At the end of the year			0	0.00

\* Change in promoters' shareholding due to inter-se transfer among the promoters group.

V. INDEBTEDNESS:-

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6,95,37,787	Nil	Nil	<b>6,95,37,787</b>
ii) Interest due but not paid	Nil	Nil	Nil	<b>Nil</b>
iii) Interest accrued but not due	Nil	Nil	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>6,95,37,787</b>	<b>Nil</b>	<b>Nil</b>	<b>6,95,37,787</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	6,27,12,295	Nil	Nil	<b>6,27,12,295</b>
• Reduction	(4,72,06,779)	Nil	Nil	<b>(4,72,06,779)</b>
<b>Net Change</b>	<b>1,55,05,516</b>	<b>Nil</b>	<b>Nil</b>	<b>1,55,05,516</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	8,50,43,303	Nil	Nil	<b>8,50,43,303</b>
ii) Interest due but not paid	Nil	Nil	Nil	<b>Nil</b>
iii) Interest accrued but not due	Nil	Nil	Nil	<b>Nil</b>
<b>Total (i+ii+iii)</b>	<b>8,50,43,303</b>	<b>Nil</b>	<b>Nil</b>	<b>8,50,43,303</b>



**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

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

Sl. No.	Particulars of Remuneration	Name of Managing Director : Nimesh D. Patel	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000	9,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>9,00,000</b>	<b>9,00,000</b>
	Ceiling as per Act		

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Smt. Hiteshi N. Patel	Shri Chetan A. Patel	Shri Niketan R. Shah	Shri Nishit P. Patel	
1.	<b>Independent Directors</b> ♦ Fee for attending board / committee meetings ♦ Commission ♦ Others, please specify	NIL No remuneration was paid to any other director for the year ending 31 <sup>st</sup> March, 2017.				
	<b>Total (1)</b>					
2.	<b>Other Non-Executive Directors</b> ♦ Fee for attending board / committee meetings ♦ Commission ♦ Others, please specify					
	<b>Total (2)</b>					
	<b>Total (B) = (1+2)</b>					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act (Rs.)					



**C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: (Rs. in Lakhs)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1.	<b>Gross salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	<b>NIL</b>			
2.	Stock Option				
3.	Sweat Equity				
4.	Commission- - as % of profit- - others, specify				
5.	Others, please specify				
	<b>Total</b>				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty Panishment / Compounding fees Imposed	Authority (RD/NCLT/ COURT)	Appeals made, if any (give details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Place: Ahmedabad  
Date: 28<sup>th</sup> August, 2017

**Nimesh D. Patel**  
Chairman & Managing Director  
(DIN : 00185400)



## ANNEXURE - II

**REMUNERATION POLICY FOR DIRECTORS, KMPS AND OTHER EMPLOYEES**

The philosophy for remuneration of Directors, KMP and all other employees of 'Maruti Infrastructure Limited ("Company") is based on commitment demonstrated by the Directors, KMPs and other employees towards the Company and truly fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the Group's Strategy, thereby enhancing the business value and maintain a high performance workforce. The policy ensures that the level and composition of remuneration of the Directors is optimum.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the Company shall abide by the applicable law. While formulating this Policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

- a) "the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and;
- c) remuneration to Directors, KMP involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals".

➤ **Remuneration to Independent Directors and Non-Independent Non-Executive Directors:**

- Independent Directors ("ID") and Non-Independent Non-Executive Directors ("NED") may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits. Quantum of sitting fees may be subject to review on a periodic basis, as required.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- The aggregate commission payable to all the IDs and NEDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure, as may have been incurred by the Director while performing his/her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/Board committee meetings, general meetings, court convened meetings, meetings with shareholders/creditors/management, site visits, induction and training (organized by the Company for Directors) and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a director.



➤ **Remuneration for Managing Director /Executive Directors /KMP/rest of the employees:**

- The remuneration / compensation / commission, etc., as the case may be, to the Managing Director / Executive Director (Whole-time Director) will be governed by the relevant provisions of the Act and applicable Rules and Regulations and will be determined by the NRC and recommended to the Board for approval.
- The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- The Company pays remuneration to its Managing Director / Executive Directors way of salary, perquisites and allowances. In addition to the salary, perquisites and allowances, the Company provides Managing Director / executive Directors such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197of the Act.
- The Managing Director and Executive Directors, so long as they function as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof.
- Further, the Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management, if any, based on the standard market practice and prevailing HR policies of the Company.
- The company provides retirement benefit as applicable.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

➤ **Remuneration payable to Director for services rendered in other capacity:**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

➤ **Policy implementation:**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

➤ **Review of the Policy:**

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.



**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**

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

To

The Members,

**Maruti Infrastructure Limited**

802, Surmount Building,

Opp. ISCON Mega Mall,

S. G. Highway,

Ahmedabad- 380 015

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Maruti Infrastructure Limited (CIN: L65910GJ1994PLC023742)** (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 **31<sup>st</sup> March, 2017** (‘Audit Period’) 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 Maruti Infrastructure Limited for the financial year ended on **31<sup>st</sup> March, 2017** 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) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
  - d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Audit Period) (Not applicable to the Company during the Audit Period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client (Not applicable to the Company during the Audit Period);
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period).
- (vi) The following laws are applicable specifically to the Company:
- a) Gujarat Building and Other Construction Workers (Regulation of Employment and Condition of Service) Rules, 2003
  - b) Gujarat Land Requisition Act, 1948
  - c) The Indian Contract Act, 1872
  - d) The Transfer of Property Act, 1882
  - e) The Indian Registration Act, 1908
  - f) The Indian Stamps Act, 1899
  - g) The Gujarat Stamp Act 1958.
  - h) The Land Acquisition Act, 1894

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I hereby report that, during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- 1) *The Company has not appointed Internal Auditor which is required to appoint under the provisions of section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014*
- 2) *The Company has not appointed Company Secretary and Chief Financial Officer which is required to appoint under the provisions of section 203 of the Companies Act, 2013 and Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*



**I further report that** the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not reviewed in this Audit since the same have been subject to review by the statutory financial audit and other designated professionals.

**I further report that:**

- The Board of Directors of the Company is duly constituted with the 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 usually sent sufficiently 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.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**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 compliances with applicable laws, rules, regulations and guidelines.

**FOR, BHARAT PRAJAPATI & CO.  
COMPANY SECRETARIES**

**BHARAT PRAJAPATI  
PROPRIETOR  
A.C.S. NO. : 25607  
C. P. NO. : 10788**

**Place :** Ahmedabad

**Date :** 28<sup>th</sup> August, 2017

**Note:** This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.





**'ANNEXURE A'**

To  
The Members,  
**Maruti Infrastructure Limited**  
802, Surmount Building,  
Opp. ISCON Mega Mall,  
S. G. Highway,  
Ahmedabad- 380 015

**My Secretarial Audit report of even date is to be read along with this letter.**

1. The Management of the Company is responsible for maintenance of secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. My responsibility is to express an opinion on these secretarial records and procedures followed by the Company with respect to secretarial Compliance.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records, Books of Accounts and cost records of the company.
5. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified, wherever required or necessary.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR, BHARAT PRAJAPATI & CO.  
COMPANY SECRETARIES**

**BHARAT PRAJAPATI  
PROPRIETOR  
A.C.S. NO. : 25607  
C. P. NO. : 10788**

**Place :** Ahmedabad  
**Date :** 28<sup>th</sup> August, 2017



## Annexure – IV

**The particulars of employees in accordance with the provisions 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:**

- a. Ratio of the remuneration of each director to the median remuneration of the employees of the Company and the percentage increase in remuneration of Directors & Key Managerial Personnel (KMP) in the Financial Year :

Sr. No.	Name of the Director / KMP and Designation	Remuneration of Directors for financial year 2016-17 (in Rs.)	Ratio of Remuneration of each Director to Median Remuneration to employees	Percentage increase in Remuneration during FY 2016-17
1	Nimesh D. Patel Chairman and Managing Director	9,00,000	4.29:1	0.00
2	Nishit P. Patel Non-Executive Director	NIL	NIL	-
3	Chetan A. Patel Non-Executive Director	NIL	NIL	-
4	Niketani R. Shah Non-Executive Director	NIL	NIL	-
5	Hiteshi N. Patel Non-Executive Director	NIL	NIL	-

- b. The percentage increase in median remuneration of employees in financial year was 0.00%
- c. There were Nineteen (19) permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2017.
- d. *Average percentage increase in the Salaries of Employees other than Managerial Personnel was 7.68%. There was no increase in salary of managerial remuneration.*
- e. The Company affirms that the remuneration is as per the Remuneration policy of the Company.
- f. During the financial year, there was no employee employed throughout the financial year or part of the financial year who was in receipt of remuneration in the aggregate of not less than Rs. 8.50 Lakhs per month or Rs. 1.02 Crore per financial year. The statement containing the names of the top ten employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company.

**For and on behalf of the Board of Directors**

**Place:** Ahmedabad  
**Date:** 28<sup>th</sup> August, 2017

**Nimesh D. Patel**  
**Chairman & Managing Director**  
**(DIN: 00185400)**



## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance envisages attainment of higher levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, customers, suppliers, Government, lenders and the community at large. It aims to increase and sustain corporate value through growth and innovation.

The Company's core value includes business ethics, customer focus, professional pride, mutual respect, speed and innovation, excellence in manufacturing and total quantity. The Company believes that its operations and actions must serve the underlying goal of enhancing the interests of its stakeholders over a sustained period of time.

The policies and actions of the Company are in terms of applicable guidelines on Corporate Governance with endeavor to enhance shareholders' value.

### 2. Board of Directors:

#### ▪ Composition, category of Directors and their other Directorships and Committee Memberships:

The present Board of the Company comprises of 5 (Five) Members having optimum combination of Executive and Non-Executive Directors in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of composition of Board of Directors, the number of other Directorships or Board Committees of which he is a Member / Chairman, are as under:

Sr. No.	Name of Director	Category	Designation	Other Directorships/Board Committees (Numbers)	
				Directorships *	Board Committees
1.	Shri Nimesh D. Patel	Promoter & Executive	Chairman & Managing Director	None	None
2.	Smt. Hiteshi N. Patel	Promoter & Non-Executive	Director (Woman Director)	None	None
3.	Shri Paresh M. Patel #	Non-Executive	Director	None	None
4.	Shri Chetan A. Patel	Independent & Non-Executive	Director	None	None
5.	Shri Niketan R. Shah	Independent & Non-Executive	Director	None	None
6.	Shri Nishit P. Patel	Independent & Non-Executive	Director	None	None



- \* Directorships in other Companies mentioned above exclude Directorships in Private Limited Companies.
- # Shri Paresh M. Patel was liable to retire by rotation at the 22<sup>nd</sup> Annual General Meeting (AGM) and he expressed his unwillingness to re-appoint as a Director at the 22<sup>nd</sup> AGM. As such, he ceased to be a Director of the Company with effect from 30<sup>th</sup> September, 2016.
- While calculating the number of Membership / Chairmanship in Committees of other Companies, Membership / Chairmanship of only Audit Committee and Stakeholder Relationship Committee is considered pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. None of the Director is a member in more than ten Committees and act as a Chairman in more than five Committees across all companies in which he is a Director.
- Smt. Hiteshi N. Patel is wife of Shri Nimesh D. Patel. None of the other directors are related to any other director on the Board.
- No. of shares held by Non Executive Director: Smt. Hiteshi N. Patel (Non executive Director) holds 14,72,600 equity shares of the Company

▪ **Board Meetings:**

During the financial year 2016-17, 7 (Seven) Board Meetings were held on 12<sup>th</sup> April, 2016, 30<sup>th</sup> May, 2016, 12<sup>th</sup> July, 2016, 11<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016, 5<sup>th</sup> January, 2017 and 14<sup>th</sup> February, 2017.

▪ **Attendance of Directors at the Board Meeting & Last Annual General Meeting:**

Name of Director	Number of Meetings held during his tenure	Number of Meetings Attended	AGM Attendance
Shri Nimesh D. Patel	7	7	Yes
Smt. Hiteshi N. Patel	7	7	Yes
Shri Paresh M. Patel *	4	4	No
Shri Chetan A. Patel	7	7	Yes
Shri Niketan R. Shah	7	7	Yes
Shri Nishit P. Patel	7	7	No

\* ceased to a Director w.e.f. 30<sup>th</sup> September, 2016

All the meetings of Board of Directors of the Company are scheduled well in advance and the Board meets at least once in a quarter to review the quarterly performance and the financial results. Agenda of the meeting was prepared and all necessary papers were circulated to Members of the Board in advance. All Members of the Board have access to all information of the Company and are free to recommend inclusion of any matter in the Agenda for discussions. The maximum time gap between two Board meetings was not more than one hundred and twenty days.



▪ **Annual Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder and as provided in Schedule IV of the Act and Listing Agreement/Listing Regulations, the Nomination and Remuneration Committee / Board has carried out the evaluation of its own performance, its committees, individual directors and Chairman of the Board.

The Board has carried out a formal process of performance evaluation of the Board, Committees and individual Directors. The performance was evaluated based on the parameters such as Composition and Quality of Board Members, Effectiveness of Board/Committee process and functioning, Contribution of the Members, Board Culture and Dynamics, Fulfillment of key responsibilities, Ethics and Compliance etc.

▪ **Meeting of Independent Directors:**

During the year under review, a separate meeting of the Independent Directors of the Company was held on 11<sup>th</sup> August, 2016 to review the performance of Non-Independent Directors, Chairman and the Board as a whole and to assess the flow of information between the company management the Board.

▪ **Familiarization Programmes for Independent Directors:**

Independent Directors are familiarised with their roles, rights and responsibilities in the Company as well as with the nature of industry and business model of the Company by providing various presentation at Board/ Committee meetings from time to time. Further the Independent Directors of the Company are made aware of their role, responsibility and liabilities at the time of their appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement apart from clarifying their role and responsibilities. The details of the familiarization programmes can be accessed on the website [www.marutiinfra.in](http://www.marutiinfra.in)

**3. Audit Committee:**

▪ **Terms of Reference:**

The terms of reference of this Committee cover the matter as specified in Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013.

▪ **Composition:**

The Audit Committee comprises of 3 (three) Non-Executive and Independent Directors. Shri Niketan R. Shah is a Chairman of the Committee and Shri Chetan A. Patel and Shri Nishit P. Patel are Members of the Committee.

The composition of the Audit Committee meets the stipulated requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

▪ **Meeting and the Attendance during the year 2016-17:**

During the financial year 2016-17, Five (5) meetings of the Audit Committee were held on 12<sup>th</sup> April, 2016, 30<sup>th</sup> May, 2016, 14<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016 and 14<sup>th</sup> February, 2017. All the Members of the Committee were present in all the meetings of the Audit Committee.



#### 4. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is constituted as per the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

##### (i) Brief description of Terms of Reference:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees and carry out evaluation of every director's performance;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- e) Extension or continuation of the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

##### (ii) Composition of the Committee:

The Company has constituted a Nomination and Remuneration Committee on 15<sup>th</sup> November, 2011 and thereafter, it was reconstituted as and when required. Presently, the said Committee consists of Shri Chetan A. Patel (Chairman), Shri Niketan R. Shah, (Member) and Shri Nishit P. Patel (Member). All of the members of the Committee are Non-Executive & Independent Directors.

##### (iii) Meeting and the Attendance of the Nomination and Remuneration Committee:

During financial year 2016-17, one meeting of the Nomination and Remuneration Committee was held on 11<sup>th</sup> August, 2016. All the members of the Committee were present at the meeting. The Board of Directors reviews the Minutes of the Nomination & Remuneration Committee Meetings at subsequent Board Meetings.

##### (iv) Remuneration of Directors:

During the financial year ended on 31<sup>st</sup> March, 2017, the Company has paid remuneration of Rs. 9.00 Lakhs to Shri Nimesh D. Patel, Managing Director of the Company. The Remuneration paid to the Managing Director shall be governed as per the provisions of the Companies Act.

The tenure of office of the Managing Director was for five years from 1<sup>st</sup> August, 2012 till 31<sup>st</sup> July, 2017. There is no separate provision for payment of severance fees. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members in the General Meeting, has re-appointed Shri Nimesh D. Patel as a Managing Director designated as Chairman & Managing Director for a further period of three years with effect from 1<sup>st</sup> August, 2017 till 31<sup>st</sup> July, 2020 at the remuneration of Rs. 9.00 Lakhs per annum.



The Company has not paid any sitting fees / remuneration to the Non-Executive and Independent Directors of the Company during the financial year. Independent Directors of the Company does not hold any equity shares of the Company as on 31<sup>st</sup> March 2017. None of the Independent Directors has any pecuniary relationship or transactions with the Company. Smt. Hiteshi N. Patel, Director (Non-Executive) holds 14,72,600 equity shares of the Company. The details of contracts or arrangements with related parties for the financial year ended on 31<sup>st</sup> March, 2017 is given in Note No. 25 of the financial statements of the Company.

The Company has not granted any stock option to any of its Non-Executive Directors.

The details of the remuneration policy including criteria for making payments to non-executive directors is annexed at 'Annexure - II' of the Director's Report and also available at Company's the website [www.marutiinfra.in](http://www.marutiinfra.in) .

#### **5. Stakeholders Relationship Committee:**

The Company has constituted Stakeholder Relationship Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The function area of the Committee is to look into redressal of investors' complaints / grievances and requests like delay in transfer of shares, non-receipt of annual reports etc.

The Committee comprised of Shri Chetan A. Patel (Chairman) Non-Executive and Independent Director, Shri Paresh M. Patel (Member) Non-Executive Director and Shri Nimesh D. Patel (Member) Chairman & Managing Director of the Company.

Shri Paresh M. Patel ceased to be a Director with effect from 30<sup>th</sup> September, 2016. As such, the Board of Directors of the Company in their meeting held on 14<sup>th</sup> November, 2016 reconstituted Stakeholders Relation ship Committee. Now, the Nomination and Remuneration Committee comprises of Shri Chetan A. Patel (Chairman) Non-Executive and Independent Director, Shri Nishit P. Patel (Member) Non-Executive & Independent Director and Shri Nimesh D. Patel (Member) Chairman & Managing Director of the Company.

During the financial year 2016-17, the Committee met four (4) times and all the Members were present in all the meetings.

During the financial year 2016-17, the Company did not receive any complaint from the shareholders.

#### **6. Corporate Social Responsibility Committee:**

The provisions relating to establish a Corporate Social Responsibility Committee are not applicable to the Company. However, as good governance practice, the Company has constituted the Corporate Social Responsibility (CSR) Committee and formulate the CSR Policy.

CSR Committee comprises of Shri Niketan R. Shah, Shri Chetan A. Patel and Shri Nimesh D. Patel and which is constituted as required under the Companies Act, 2013, to:

- formulate and recommend to the Board, a CSR Policy indicating therein CSR activities to be undertaken by the company;
- recommend the amount of expenditure to be incurred on CSR activities; and
- monitor the CSR Policy of the Company from time to time and institute a transparent



monitoring mechanism for implementation of the CSR projects/programs/activities undertaken by the Company.

- Such other functions as the Board may deem fit, in accordance with the Section 135 of the Companies Act, 2013 (the 'Act') and Schedule VII of the Act and rules thereof as applicable from time to time.

## 7. Details of General Body Meetings:

### ▪ Annual General Meeting:

During the preceding three years, the Annual General Meetings of the Company were held at the Registered Office of the Company at 802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015.

The details of last three Annual General Meetings (AGM) of the Company are as under:

All the resolutions passed by the Shareholders.

Financial Year	Date	Time	Special Resolutions Passed
2015-16	30th September, 2016	11:45 a.m.	➤ None
2014-15	30th September, 2015	11:45 a.m.	➤ None
2013-14	30th September 2014	11.00 a.m.	<ul style="list-style-type: none"> <li>➤ Power to borrow money not exceeding at any one time Rs. 100 Crore</li> <li>➤ To Adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013</li> </ul>

### ▪ Extra Ordinary General Meeting (EGM):

No Extra Ordinary General Meeting was held during the financial year ended on 31<sup>st</sup> March, 2017.

### ▪ Postal Ballot:

During the financial year ended on 31<sup>st</sup> March, 2017, no resolution was passed through postal ballot.

### ▪ Postal Ballot process:

After receiving the approval of the Board of Directors, Notice of the Postal Ballot, text of the Resolution and Explanatory Statement, relevant documents, Postal Ballot Form and self-addressed postage pre-paid envelopes are sent to the shareholders to enable them to consider and vote for or against the proposal within a period of 30 days from the date of dispatch. E-voting facility is made available to all the shareholders and instructions for the same are specified under instructions for voting in the Postal Ballot Notice. E-mails





are sent to shareholders whose e-mail ids are available with the depositories and the Company along with Postal Ballot Notice and Postal Ballot Form. After the last day for receipt of ballots [physical/e-voting], the Scrutinizer, after due verification, submits the results to the Chairman. Thereafter, the Chairman declares the result of the Postal Ballot. The same is posted on the Company's website and submitted to the Stock Exchange where the shares of the Company are listed.

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

#### 8. Means of Communication:

- Quarterly and Half -Yearly results were not sent to each household of the shareholders.
- As per the Regulation 33 of the Listing regulations, the Board of Directors took on record and submitted to the Stock Exchange, the Quarterly Results.
- The company has hosted financial results at its website i.e. [www.marutiinfra.in](http://www.marutiinfra.in)
- No presentation made to Institutional Investors or to Analysts.

#### 9. General Shareholder Information:

##### I. Annual General Meeting:

Date and Time	29 <sup>th</sup> September, 2017 at 11.45 a.m.
Venue	802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015.
Financial Year	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
Dividend Payment date	Not Applicable, as the Board of Directors has not recommended dividend for the financial year ended on 31 <sup>st</sup> March, 2017.
Email for Investor Compliant	<a href="mailto:maruti_infra@yahoo.com">maruti_infra@yahoo.com</a>
ISIN with NSDL & CDSL	INE392G01010

##### II. Financial Calendar:

Financial reporting for the quarter ending :

30 <sup>th</sup> June, 2017	On or before 14 <sup>th</sup> September, 2017 *
30 <sup>th</sup> September, 2017	On or before 14 <sup>th</sup> December, 2017 *
31 <sup>st</sup> December, 2017	On or before 14 <sup>th</sup> February, 2018
31 <sup>st</sup> March, 2018	On or before 30 <sup>th</sup> May, 2018

\* Tentative dates are as per the SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016 regarding implementation of Ind-AS by the Listed Entities.

##### III. Registered Office:

802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015.

**IV. Listing of Equity Shares on Stock Exchange:**

Name and Address of Stock Exchanges	Stock Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Tel. No.: 022-22721233 & 34	531540
Ahmedabad Stock Exchange Limited Kamdhenu Complex, Opp. Sahajanand Collage, Panjara Pole, Ambavadi, Ahmedabad – 380 015 Tel. No.: 079-26307971 to 74	35415

The Company has paid the Annual Listing Fees to the BSE Limited for the Financial Year 2017-18.

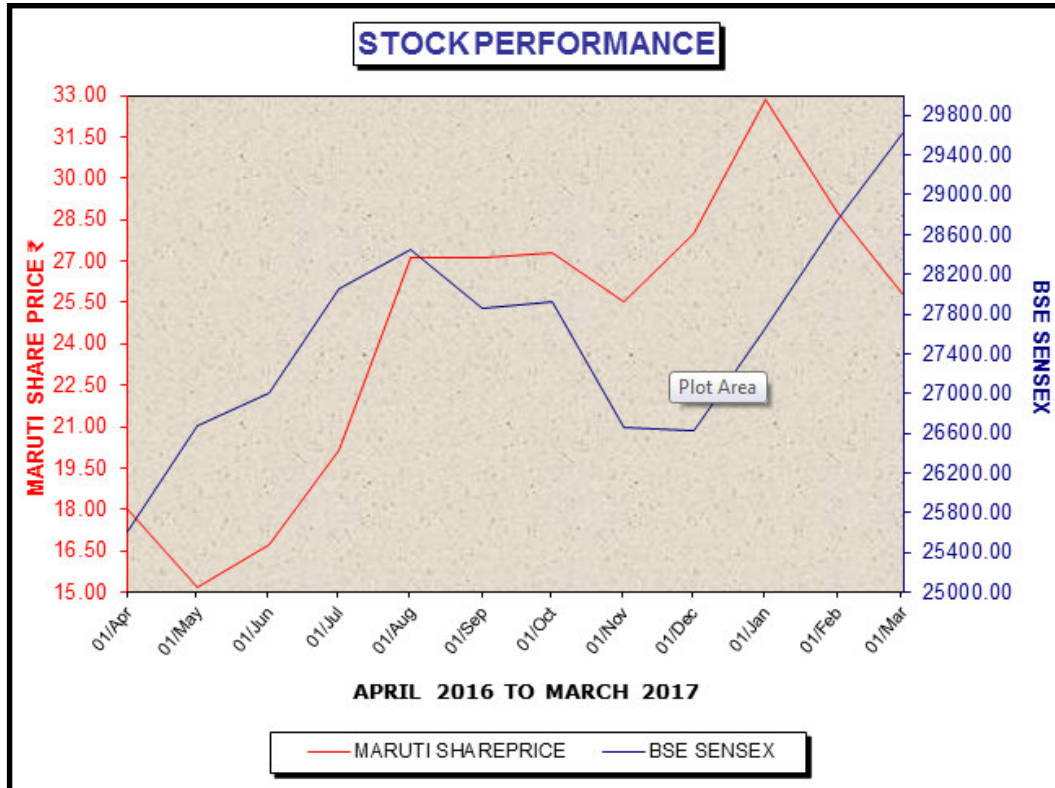
The Company has already applied for delisting of its securities from the Ahmedabad Stock Exchange Limited (being the Regional Stock Exchange) on 20<sup>th</sup> October, 2004. The same is still pending with the Exchange and the Company has not received any communication from the said Exchange till date. Hence, the listing fees of the Ahmedabad Stock Exchange Limited has not been paid.

**V. Stock Market Data:****Stock Market Price Data for the year 2016-17:**

Month	BSE PRICES		VOLUME		BSE SENSEX	
	High (Rs.)	Low (Rs.)	No. of Shares Traded	Value (Rs.)	High	Low
Apr-16	20.00	16.50	75,690	13,76,979	26100.54	24523.20
May-16	18.60	13.25	79,436	13,03,326	26837.20	25057.93
Jun-16	16.90	14.10	1,11,850	17,36,025	27105.41	25911.33
Jul-16	24.70	14.20	1,50,651	30,49,343	28240.20	27034.14
Aug-16	29.00	17.00	1,60,149	37,16,205	28532.25	27627.97
Sep-16	32.95	22.15	1,87,195	51,78,795	29077.28	27716.78
Oct-16	29.00	23.20	4,18,335	1,09,16,055	28477.65	27488.30
Nov-16	30.90	18.40	6,11,159	1,49,82,799	28029.80	25717.93
Dec-16	33.70	24.30	7,37,641	2,22,72,170	26803.76	25753.74
Jan-17	33.25	25.05	7,37,035	2,14,71,203	27980.39	26447.06
Feb-17	35.00	27.20	7,18,363	2,23,38,126	29065.31	27590.10
Mar-17	33.40	24.50	27,34,457	7,98,39,735	29824.62	28716.21

**VI. Stock Performance:**

Performance of share price of MARUTI INFRASTRUCTURE LIMITED in comparison to BSE Sensex for the year 2016 -17 is as under:

**VII. Registrar & Share Transfer Agent:**

The Company has appointed **M/s. Link Intime India Private Limited** as the Registrar and Share Transfer Agent for entire functions of shares registry, both for physical transfers as well as dematerialization, rematerialisation, issue of duplicate, split, consolidation of shares etc. The Shareholders are requested to contact the RTA for any share related work on following address:

**M/s Link Intime India Private Limited**

5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I,  
Beside Gala Business Centre, Nr. St. Xavier's College Corner,  
Off. C G Road, Navrangpura,  
Ahmedabad, Gujarat – 380 009  
Tel No. & Fax. No. : +91-79-2646 5179  
Email : ahmedabad@linkintime.co.in

**VIII. Share Transfer System:**

Shareholders are requested to send their request for share transfer alongwith require documents at the above mentioned address. To expedite the process of share transfer, the Board of Directors of the Company has delegated the power of share transfer to the Registrar and Share Transfer Agent, which attends to the share transfer formalities at least once in a fortnight.



As per Regulation 40(9) of the Listing Regulations the Company has obtained the half yearly certificates from the Company Secretary in Practice for compliance of share transfer formalities and the same have been submitted to the Stock Exchanges. The Company has also obtained Quarterly Reconciliation of Share Capital Audit Report as per the Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996 and submitted the same to the Stock Exchanges.

**IX. Distribution of Shareholding (as on 31<sup>st</sup> March, 2017):**

No. of Equity Shares Held	No. of Shareholders	% of Shareholders	Total No. of Shares Held	% of Share holding
1-500	1063	72.26	2,01,339	1.61
501-1,000	188	12.78	1,63,015	1.30
1,001-2,000	82	5.57	1,30,799	1.05
2,001-3,000	22	1.50	56,707	0.45
3,001-4,000	8	0.54	29,811	0.24
4,001-5,000	16	1.09	77,352	0.62
5,001-10,000	22	1.56	1,72,674	1.38
10,001 & Above	68	4.69	1,16,68,303	93.35
<b>Total</b>	<b>1470</b>	<b>100.00</b>	<b>1,25,00,000</b>	<b>100.00</b>

**X. Categories of Shareholding (as on 31<sup>st</sup> March, 2017)**

Category of Holder	No. of Shares	% of Equity
Promoters / Persons acting in concert	65,39,000	52.31
Banks / Institutions / Mutual Funds	NIL	NIL
Private Corporate Bodies	2,88,867	2.31
Clearing Members	1,67,287	1.34
NRIs	20,320	0.16
Any other	54,84,526	43.88
<b>Total</b>	<b>1,25,00,000</b>	<b>100.00</b>

**XI. Dematerialization:**

The Shares of the Company are under compulsory trading in demat form. As on 31<sup>st</sup> March, 2017, total 1,21,30,815 No. of equity shares representing 97.05 % of the paid up Equity Share Capital is dematerialized.

**XII. Outstanding GDRs / ADRs / Warrants & Convertible Bonds, conversion date and likely impact on the equity:**

The Company has not issued any GDRs / ADRs / Warrants during the year under report.

**XIII. Commodity Price risk or foreign exchange risk and hedging activities:**

The company is not dealing in commodity activities. Further, the company has no foreign exchange transactions.

**XIV. Plant Locations:**

The Company is engaged in the Infrastructure Business. The Company has no Plant or Factory.

**XV. Address for Correspondence:**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address and any other query relating to shares of the Company, please write to:

M/s Link Intime India Private Limited  
5<sup>th</sup> Floor, 506 to 508, Amarnath Business Centre-I,  
Beside Gala Business Centre, Nr. St. Xavier's College Corner,  
Off. C G Road, Navrangpura,  
Ahmedabad, Gujarat – 380 009  
Tel No. & Fax. No. : +91-79-2646 5179  
Email : ahmedabad@linkintime.co.in

For any other general matters or in case of any difficulties/grievances please write to:

**Maruti Infrastructure Limited**

802, Surmount Building,  
Opp. Iscon Mega Mall,  
S.G. Highway, Ahmedabad - 380 015.  
Phone No (079) 26860740  
Fax No. (079) 26860740  
E-mail Address: maruti\_infra@yahoo.com  
Website:www.marutiinfra.in

**10. Disclosure:**

- Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors and/or management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large:

During the financial year 2016-17, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors. Transactions with related parties are disclosed in Note No.25 of Notes of the financial statements for the financial year 2016-17. There were no related party transactions having potential conflict with the interest of the Company at large.

- Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority(ies), on any matter related to capital markets, during the last three years: In the financial year 2014-15, the BSE Limited imposed penalty of Rs. 48,315/- (including service tax) for late filing of Annual Report, under Clause 31 of the Listing Agreement, for the financial year ended on 31<sup>st</sup> March, 2014 which occurred inadvertent.



- Whistle Blower Policy/ Vigil mechanism: The Company has adopted a Whistle-Blower Policy/ Vigil mechanism for employees to report concerns about unethical behavior, actual or suspected fraud or violation of our code of conduct or ethics policy and confirms that no personnel have been denied access to the Audit Committee.
  - The Company has complied with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not adopted any non-mandatory requirements mentioned in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Policies relating to the related party transactions is available at [www.marutiinfra.in](http://www.marutiinfra.in).
  - Disclosure of commodity price risks and commodity hedging activities: The Company is not dealing in commodities and hence disclosure relating to commodity price risks and commodity hedging activities is not required.
  - In terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Managing Director made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.
11. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-para (2) to (10) of section (C) of Schedule V to the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015.
- 12. Compliance Report on discretionary Requirements as specified in Para – E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**
- a. The Chairman of Maruti Infrastructure Limited is an Executive Director and allowed reimbursement of expenses incurred in performance of his duties.
  - b. The Company did not send half-yearly results to each household of the shareholders in Financial year 2016-17. However quarterly, half-yearly and yearly financial results are hosted on the Company's website i.e. [www.marutiinfra.in](http://www.marutiinfra.in).
  - c. The Company's financial statements for the financial year 2016-17 do not contain any modified audit opinion.
  - d. The Company has separate post of Chairman. Shri Nimesh D. Patel is the Chairman & Managing Director of the Company.
  - e. There is adequate internal control system commensurate with the size of the Company. The internal financial control is reviewed by the Audit Committee.
- 13. Disclosure of the compliance with Corporate Governance requirements:**
- The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of the sub-regulation (2) of the Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**14. Code of Conduct of Board of Directors and Senior Management:**

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with the Code, the Directors and Senior Management of the Company have affirmed compliance with the Code for year ended on 31<sup>st</sup> March, 2017. A declaration of compliance of Code of Conduct signed by the Managing Director forms a part of this Annual Report.

**15. Compliance Certificate of the Auditors:**

The Certificate from the Auditors of the Company, M/s. J. B. Shah & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated in Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached to the Directors' Report forming part of the Annual Report.



## MANAGEMENT DISCUSSION & ANALYSIS REPORT

### ECONOMY & INDUSTRY OVERVIEW:

India's consumption growth over the past decade has been strong and resilient even during periods of slower. The year was marked by two major domestic policy developments: passage of the Constitutional amendment which paved way for implementing the transformational Goods and Services Tax (GST), and the action to demonetise the Rs. 500 and Rs. 1,000 bank notes in the country. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth. It is also a bold new experiment in the governance of India's cooperative federalism. The bill to implement GST has been passed in the Parliament and the country is poised to move to a GST regime from the second quarter of 2017-2018.

RBI expects real GDP growth to accelerate to 7.3% in FY18 from 6.6% in FY17 (GVA basis). Sustained low inflation, falling fiscal deficit, low current account deficit, and a stable currency have created a positive environment for economic growth. Inflation measured by the Consumer Price Index (CPI), which averaged 4.9% during April-December 2016 has seen a downward trend since July, 2016 when it became apparent that the kharif agricultural production would be bountiful and reached 3.65% by February 2017. Core inflation has also been quite stable, hovering around 4.5% to 5% for most of 2016-2017.

Infrastructure sector is facing significant challenges, as the developers, the financial community and the government grapple with stalled projects, non-performing loans and widening gap between performance and targets. Consequently, India's construction growth in GDP terms has tapered off substantially since 2011-12. After noted markable growth i.e. 10.8% in 2011-12, the sector has seen much lower activity since and grew by only 3.1% in 2016-2017. The worrying factor is that growth in overall Gross Fixed Capital Formation GFCF has also reduced significantly from 6.1% in 2015-2016 to 0.6% in 2016-2017. The slowdown in construction activities has adversely affected Engineering, Procurement and Construction companies across India.

### OPPORTUNITIES & THREATS:

The risk be it external or internal, is inherent in every business. Economic slowdown impact most segments of the economy. The main concerns are slowdown in growth in the economy, demand constrains for the products arising from the prevailing environment, natural calamities, low disposable income and change in the priority of consumers and fierce completion leading to higher spent on trade activities and promotional support necessitating allocation of more resources.

Formalised process of identifying and assessing business risk; specific action and monitoring mechanisms were put in place to manage these business risks.

In order to mitigate the risk, your Company has closely monitored various aspects like cost of the construction, material, time of completion of project etc. and whenever it has realized to take immediate action, it has given effect to. Focus on financial discipline including effective management of net working capital has helped to overcome the above risk and concerns to some extent.

### SEGMENT ANALYSIS AND REVIEW:

The Activity of the Company is to provide service of construction/ infrastructure project. Therefore the Company operates in a single business / geographical segment as envisaged in Accounting Standard (AS-17) issued by the ICAI. Hence, segment wise performance is not furnished.





**FUTURE OUTLOOK:**

The Government of India is taking various steps to boost the infrastructure development in the country. Looking at the huge potential for growth in the infrastructure sector, your company sees a good outlook for the coming years and the Company will benefit from the same.

**RISK & CONCERN:**

The Company is exposed external business risk, internal risk and financial risk. External business risks arise out of variations in place of construction material etc. Internal risks cover operational efficiency and ability to withstand competition. Financial risks are in the nature of interest rate variations.

**FINANCIAL PERFORMANCE:**

An Overview of the financial performance is given in the Director's Report. The Audit Committee constituted by the Board of Directors periodically reviews the financial performance and reporting systems.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Internal Control System is designed to prevent operational risks through a framework of internal controls and processes. The Company has in place adequate system of internal control which is commensurate with its size and the nature of its operations. Our internal control system ensures that all business transactions are recorded in a timely manner, the financial records are complete, resources are utilized effectively and our assets are safeguarded.

**HUMAN RESOURCES:**

The Company continued to have cordial and harmonious relations with its employees.

Company's major thrust is on training and development aimed at transmission of information and knowledge through in house, in the job and external training input resulting into skill development and competency building of employees.

The Board would like to express its sincere appreciation and gratitude on behalf of all the stakeholders of the Company, who benefit from the hard work of the employees.

**CAUTIONARY STATEMENT:**

Statement in this Management Discussion and Analysis Report detailing the Company's objective, projections about the future, estimates, expectations or predictions including, but not limited to, statements about the Company's strategy for growth, market position and expenditures 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 a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic markets in which the Company operates, Changes in the Government regulations, tax laws and other statutes or other incidental factors.



## DECLARATION

I hereby confirm that the Company has obtained from all the Board Members and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for the financial year ended on 31<sup>st</sup> March, 2017.

**Place:** Ahmedabad

**Date:** 28<sup>th</sup> August, 2017

**NIMESH D. PATEL**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00185400**

## **AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:**

To the Members of  
**Maruti Infrastructure Limited**  
**Ahmedabad**

We have examined all the relevant records of MARUTI INFRASTRUCTURE LIMITED for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the financial year ended 31<sup>st</sup> March, 2017. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Listing Regulations.

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, J. B. Shah & Co.**  
**Chartered Accountants**  
**Firm Reg. No.: 121333W**

**Place:** Ahmedabad  
**Date :** 28<sup>th</sup> August, 2017

**(Jasmin B. Shah)**  
**Proprietor**  
**(M.No. 046238)**



## INDEPENDENT AUDITOR'S REPORT

To  
To the Members of  
**MARUTI INFRASTRUCTURE LIMITED**  
Report on the Financial Statements

We have audited the accompanying Standalone financial statements of **Maruti Infrastructure Limited ("the Company")** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, 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 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 the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting 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 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 March 31, 2017, and its Profit/Loss and its Cash Flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in its financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note no 31 to the financial statement.

**For, J.B. Shah & Co,  
Chartered Accountants,  
Firm Reg. No. 121333W**

**Jasmin B. Shah  
Proprietor  
M.No. 46238**

**Place:** Ahmedabad  
**Date:** 30<sup>th</sup> May, 2017



## **“Annexure A” to Independent Auditor’s Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.



- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For, J.B. Shah & Co,  
Chartered Accountants,  
Firm Reg. No. 121333W**

**Jasmin B. Shah  
Proprietor  
M.No. 46238**

**Place:** Ahmedabad  
**Date:** 30<sup>th</sup> May, 2017



## **“Annexure – B” to the Independent Auditors’ Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Maruti Infrastructure Limited (“the Company”) as of 31<sup>st</sup> March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect





the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls**

Over Financial Reporting Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, J.B. Shah & Co,  
Chartered Accountants,  
Firm Reg. No. 121333W**

**Jasmin B. Shah  
Proprietor  
M.No. 46238**

**Place:** Ahmedabad  
**Date:** 30<sup>th</sup> May, 2017

**Balance Sheet as at 31<sup>st</sup> March, 2017**

All Amount in Rupees Unless Otherwise Stated

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	125,000,000	125,000,000
Reserves and Surplus	3	76,803,411	74,349,259
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	78,630,958	66,833,924
Deferred tax liability		27,462	265,425
<b>Current Liabilities</b>			
Short Term Borrowings	5	2,241,814	-
Trade payables		6,528,158	6,959,161
Other current liabilities	6	44,164,716	32,027,598
Short-term provisions	7	4,536,952	5,446,464
<b>Total</b>		<b><u>337,933,470</u></b>	<b><u>310,881,831</u></b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	8	4,336,246	4,660,894
Non-current investments	9	547,190	536,408
Long term loans and advances	10	15,710,413	76,181
Other non-current assets	11	3,549,317	3,549,317
<b>Current assets</b>			
Inventories	12	280,555,462	286,623,226
Trade receivables	13	2,012,682	5,926,212
Cash and cash equivalents	14	7,853,543	3,745,732
Short-term loans and advances	15	22,146,763	4,653,032
Other current assets	16	1,221,853	1,110,829
<b>Total</b>		<b><u>337,933,470</u></b>	<b><u>310,881,831</u></b>
Significant Accounting Policies	1		
Notes are an integral part of the financial statements	2 to 31		

As per our Report of even date  
For J. B. Shah & Co.  
Chartered Accountants  
Firm Reg. No: 121333W

Jasmin B. Shah  
Proprietor  
M.No. 046238

Place : Ahmedabad  
Date : 30.05.2017

For and on behalf of the Board of Directors  
of Maruti Infrastructure Limited

Nimesh D. Patel  
Managing Director

Chetan A. Patel  
Director

Place : Ahmedabad  
Date : 30.05.2017

**Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017**

All Amount in Rupees Unless Otherwise Stated

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2017	For the year ended 31 <sup>st</sup> March, 2016
<b>I. Revenue from operations</b>	17	135,113,605	174,588,705
<b>II. Other Income</b>	18	1,242,198	420,825
<b>III. Total Revenue (I +II)</b>		<b>136,355,803</b>	<b>175,009,530</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	19	108,386,774	242,990,585
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	6,744,724	(86,249,997)
Employee Benefits Expense	21	2,682,117	2,403,733
Financial Costs	22	2,228,596	3,145,556
Depreciation and amortization expense	9	1,409,999	1,608,725
Other expenses	23	10,891,442	4,157,250
<b>Total Expenses</b>		<b>132,343,652</b>	<b>168,055,853</b>
<b>V. Profit Before Tax (III - IV)</b>		<b>4,012,151</b>	<b>6,953,677</b>
<b>VI. Tax expenses</b>		<b>1,558,000</b>	<b>2,201,403</b>
(i) Current tax		1,795,963	2,500,000
(ii) Prior Period Taxation		-	57,019
(iii) Deferred tax		(237,963)	(355,616)
<b>VII. Profit for the period (V-VI)</b>		<b>2,454,151</b>	<b>4,752,274</b>
<b>VIII. Earning per equity share:</b>			
Basic and Diluted	24		
Significant Accounting Policies	1		
Notes are an integral part of the financial statements	2 to 31		

As per our Report of even date  
For J. B. Shah & Co.  
Chartered Accountants  
Firm Reg. No: 121333W

Jasmin B. Shah  
Proprietor  
M.No. 046238

Place : Ahmedabad  
Date : 30.05.2017

For and on behalf of the Board of Directors  
of Maruti Infrastructure Limited

Nimesh D. Patel  
Managing Director

Chetan A. Patel  
Director

Place : Ahmedabad  
Date : 30.05.2017

**Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017**

All amounts in rupees unless otherwise stated

Particulars	April 1, 2016 to March 31, 2017	April 1, 2015 to March 31, 2016
<b>A. Cash Flow from operating activities</b>		
Profit before taxation	4,012,151	6,953,677
Adjustments for :		
Depreciation	1,409,999	1,608,725
Financial Expenses	2,228,596	3,145,556
Dividend Income	(19,688)	(19,688)
Interest Income	(70,080)	(98,703)
Loss on Sale of Asset	-	152,508
<b>Operating profit before working capital changes</b>	<b>7,560,978</b>	<b>11,742,075</b>
<b>Movements in Working Capital :</b>		
(Increase)/Decrease in Sundry Debtors	3,913,530	34,117,753
(Increase)/Decrease in Inventories	6,067,764	(85,883,911)
(Increase)/Decrease in Loans and Advances	(33,238,987)	20,120,189
Increase/(Decrease) in Current Liabilities	10,796,603	(25,374,757)
<b>Cash (used in) / generated from operations</b>	<b>(4,900,112)</b>	<b>(45,278,650)</b>
Direct taxes paid (net of refunds)	(1,806,746)	(4,704,390)
<b>Net cash (used in) / generated from operating activities (A)</b>	<b>(6,706,858)</b>	<b>(49,983,040)</b>
<b>B. Cash flows from investing activities</b>		
Purchase of fixed assets	(1,085,351)	(227,800)
Sale of fixed assets	-	400,000
Dividends received	19,688	19,688
Interest received	70,080	98,703
<b>Net cash used in investing activities (B)</b>	<b>(995,583)</b>	<b>290,591</b>
<b>C. Cash flows from financing activities</b>		
Increase/(Decrease) in Loan	14,038,848	54,472,466
Financial Expenses	(2,228,596)	(3,145,556)
<b>Net cash from financing activities (C)</b>	<b>11,810,252</b>	<b>51,326,910</b>
<b>Net increase in cash and cash equivalents D=(A + B + C)</b>	<b>4,107,811</b>	<b>1,634,461</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>3,745,732</b>	<b>2,111,272</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>7,853,543</b>	<b>3,745,732</b>
<b>Components of cash and cash equivalents</b>	<b>As at</b>	<b>As at</b>
	<b>March 31, 2017</b>	<b>March 31, 2016</b>
Cash on hand	161,308	451,464
With Scheduled Banks		
- in Current Account	58,498	3,267,544
- in Term Deposit Accounts	7,633,737	26,724
<b>Total</b>	<b>7,853,543</b>	<b>3,745,732</b>

Notes: 1) The figures in brackets represent outflows. 2) Previous periods' figures have been regrouped / reclassified, wherever necessary, to confirm to current year presentation.

**As per our Report of even date**

**For J. B. Shah & Co.**

**Chartered Accountants**

**Firm Reg. No: 121333W**

**Jasmin B. Shah**

**Proprietor**

**M.No. 046238**

**Place : Ahmedabad**

**Date : 30-05-2017**

**For and on behalf of the Board of Directors  
of Maruti Infrastructure Limited**

**Nimesh D. Patel  
Managing Director**

**Chetan A. Patel  
Director**

**Place : Ahmedabad**

**Date : 30-05-2017**



## **1. Significant Accounting Policies**

### **1.1 Basis of preparation of financial statements:**

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013, ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 1956, to the extent applicable. Further, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable.

### **1.2 Presentation & disclosure of financial statements**

The company has prepared & presented the financial statements as on 31<sup>st</sup> March, 2017 as per the Schedule III notified under the Companies Act, 2013. The Cash Flow Statement has been prepared and presented as per the requirements of Accounting Standard (AS) 3 "Cash Flow Statements".

### **1.3 Use of estimates:**

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and reported amounts of revenue and expenses during the reported period. Such estimates are on a reasonable and prudent basis taking into account all available information; actual results could differ from estimates. Differences on account of revision of estimates actual outcome and existing estimates are recognised prospectively once such results are known / materialised in accordance with the requirements of the respective accounting standard, as may be applicable.

### **1.4 Revenue Recognition**

a) The Company is following the "Percentage of Completion Method" of accounting. As per this method, revenue from sale of properties is recognized in Statement of Profit & Loss in proportion to the actual cost incurred as against the total estimated cost of projects under execution with the Company on transfer of significant risk and rewards to the buyer. Up to 31st March 2013 revenue was recognized only if the actual project cost incurred is 20% or more of the total estimated project cost.

Effective 1st April 2013, in accordance with the "Guidance Note on Accounting for Real Estate Transactions (Revised 2012)" (Guidance Note), all projects commencing on or after the said date or projects which have already commenced, but where the revenue is recognized for the first time on or after the above date, Construction revenue on such projects have been recognized on percentage of completion method provided the following thresholds have been met:

- I. All critical approvals necessary for the commencement have been obtained;
- II. The expenditure incurred on construction and development costs is not less than 25 per cent of the total estimated construction and development costs;
- III. At least 25 percent of the saleable project area is secured by contracts or agreements with buyers; and



- IV. At least 10 percent of the agreement value is realized at the reporting date in respect of such contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.
- b) Determination of revenues under the percentage of completion method necessarily involves making estimates, some of which are of a technical nature, concerning, where relevant, the percentages of completion, costs to completion, the expected revenues from the project or activity and the foreseeable losses to completion. Estimates of project income, as well as project costs, are reviewed periodically. The effect of changes, if any, to estimates is recognized in the financial statements for the period in which such changes are determined. Losses, if any, are fully provided for immediately.
  - c) Revenue from the Construction contracts is recognised on the basis of percentage of completion method as specified under AS 7 issued by the Institute of the Chartered Accountants of India. Accordingly the revenue is recognised after assessing the stage of completion as at the Balance Sheet date.
  - d) For completed projects revenue is recognised when significant risks and rewards in respect of ownership of the goods are transferred to the customer.
  - e) Interest income is recognised on time proportion basis.
  - f) Dividend income is recognized when the right to receive the same is established

### 1.5 Fixed Assets

The fixed assets are stated at cost less accumulated depreciation and impairment, if any. Cost comprises of all expenses incurred in bringing the assets to its present location, including installation and commissioning expenses. The indirect expenditure incurred during the pre-commencement period is allocated proportionately over the cost of the relevant assets.

### 1.6 Impairment

The Company assesses at each balance sheet whether there is any indication that assets may be impaired. If any such indications exist, the Company estimates the recoverable amount of the assets or the cash-generating unit and if the same is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets are reflected at the recoverable amount.

### 1.7 Depreciation

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013



## 1.8 Inventories

Inventories are valued as under:

- I Completed Flats - At lower of Cost or Market value
- II Construction Work-in-Progress - At Cost

Construction Work-in-Progress includes cost of land, premium for development rights, construction costs, allocated interest and expenses incidental to the projects undertaken by the Company.

## 1.9 Investments

Noncurrent Investments are carried at cost. Provision for diminution in the value of long-term investment is made only if such a decline is other than temporary.

## 1.10 Employee Benefits

### Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund and pension as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contribution is recognised as an expense in the Profit and Loss Statement during the period in which the employee renders the related service. The company's obligation is limited to the amounts contributed by it.

## 1.11 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit & Loss Account.

## 1.12 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed by way of notes to accounts unless the possibility of an outflow is remote. Contingent assets are not recognised or disclosed.

## 1.13 Tax Expense

- i. Tax expense comprises of current tax and deferred tax.
- ii. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates as per the Income Tax Act, 1961.
- iii. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/ period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available.



- iv. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.
- v. Minimum Alternate Tax (MAT) credit is recognised as an asset when and to the extent there is a convincing evidence that the company will pay income tax higher than that computed under MAT, during the period that MAT is permitted to be set off under the Income Tax Act, 1961 (specified period). In the year, in which the MAT credit becomes eligible to be recognised as asset in accordance with recommendations contained in the Guidance Note issued by Institute of Chartered Accountants of India (ICAI), the said asset is created by way of credit to the profit and loss account and shown as MAT credit entitlement. The company review the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that company will pay Income Tax higher than MAT during the specified period.

#### **1.14 Earnings Per Share**

- i) Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- ii) For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

#### **1.15 Segment Reporting**

The company is operating only in the business of construction contracts. Again the Company operates only under one geographical segment. So the disclosures in pursuant to Accounting Standard (AS-17) issued by the ICAI are not applicable to the Company.

#### **1.16 Provisions, Contingent Liabilities and Contingent Assets**

- a) A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- b) Contingent liabilities, if any, are disclosed separately by way of note to financial statements after careful evaluation by the management of the facts and legal aspects of the matter involved in case of:
  - A present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
  - A possible obligation, unless the probability of outflow of resources is remote.
- c) Contingent assets are not recognized.



**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

All Amount in Rupees Unless Otherwise Stated

Note No.	Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>2</b>	<b>Share Capital</b>		
	<b>Equity share capital</b>		
	<b>Authorised share capital :-</b>	140,000,000	140,000,000
	14000000 equity shares of Rs. 10/-each (Previous year 14000000 equity shares of Rs.10/-each)		
		<u>140,000,000</u>	<u>140,000,000</u>
	<b>Issued, Subscribed &amp; Paid-up Share Capital:-</b>		
	12500000 equity shares of Rs.10/-each (Previous year 125,000,000 equity shares of Rs.10/- each)	125,000,000	125,000,000
	<b>Total:</b>	<u><b>125,000,000</b></u>	<u><b>125,000,000</b></u>

**2.1 List of share holders having more than 5% holding**

Sr. No.	Name of Shareholder	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Nimesh Dashrathbhai Patel	4,167,600	33.34%	4,167,600	33.34%
2	Hiteshi Nimesh Patel	1,472,600	11.78%	1,241,600	9.93%

**2.2 The Reconciliation of the number of shares outstanding is set out below :**

Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
Balance as at the beginning of the year	12,500,000	12,500,000
Issued during the year	-	-
<b>Balance as at the end of the year</b>	<b>12,500,000</b>	<b>12,500,000</b>

**3 Reserves and Surplus**

Capital Reserves		<u>24,858,500</u>	<u>24,858,500</u>
Closing Balance	<b>Sub Total</b>	<u>24,858,500</u>	<u>24,858,500</u>
Securities premium			
Opening Balance		16,157,500	16,157,500
Add : Addition for the year			
Closing Balance	<b>Sub Total</b>	<u>16,157,500</u>	<u>16,157,500</u>
General Reserve			
Opening Balance		<u>200,000</u>	<u>200,000</u>
Closing Balance	<b>Sub Total</b>	<u>200,000</u>	<u>200,000</u>
Profit & Loss Account			
Opening Balance		33,133,259	28,380,985
Add: Profit for the year		<u>2,454,151</u>	<u>4,752,274</u>
Closing Balance	<b>Sub Total</b>	<u>35,587,411</u>	<u>33,133,259</u>
	<b>TOTAL</b>	<u><b>76,803,411</b></u>	<u><b>74,349,259</b></u>

**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

All Amount in Rupees Unless Otherwise Stated

Notes No.	Particulars	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2016
<b>4</b>	<b>Long - term Borrowings</b>		
	<b>Term Loans- Secured</b>		
	From Financial Institution	78,630,958	66,833,924
4.1	Term Loan from Financial Institution of Rs. 8,28,01,489 out of which Rs. 78,630,958 has been classified as long term borrowing and Rs.41,70,531 as current maturities of long term borrowings is secured against project land and personal property of directors. The rate of interest of loan from IIFL is 16% and from PNBHFL is 14.35% ( both floating rate)		
4.2	The company has not defaulted in payment of secured loans during the financial year.		
	<b>TOTAL</b>	<b><u>78,630,958</u></b>	<b><u>66,833,924</u></b>
<b>5</b>	<b>Short - term borrowings</b>		
	Secured :-		
	Cash Credit with Banks*	2,241,814	-
	<b>TOTAL</b>	<b><u>2,241,814</u></b>	<b><u>-</u></b>
	Cash Credit with Sardar Vallabhbhai Sahakari Bank is secured by hypothecation of book debts of company, and mortgage of office building in the name of the company in tune of sanction limits.		
<b>6</b>	<b>Other current liabilities</b>		
	Current Maturity of Long Term Debts	4,170,531	2,703,863
	Advance From Cutomers	34,975,073	27,570,670
	Other payables	5,019,112	1,753,065
	<b>TOTAL</b>	<b><u>44,164,716</u></b>	<b><u>32,027,598</u></b>
<b>7</b>	<b>Short - term Provisions</b>		
	Provision for Expenses	4,536,952	4,536,952
	Provisions for employee benefits	-	10,756
	Provision For Income Tax (Net off Advance Taxes)	-	898,756
	<b>TOTAL</b>	<b><u>4,536,952</u></b>	<b><u>5,446,464</u></b>
<b>9</b>	<b>Non - Current Investments</b>		
	<b>Trade investments</b>		
	<b>In Equity Shares - Unquoted, fully paid up</b>		
	7,500 (7,500) Sardar Vallabhbhai Sahkari Bank Ltd. of Rs.10 each	187,500	187,500
	<b>Investment in Government and Trust securities</b>		
	Sardar Sarovar Narmada Nigam Ltd - Bond	359,690	348,908
	<b>TOTAL</b>	<b><u>547,190</u></b>	<b><u>536,408</u></b>



## Notes to Financial Statements for the Year ended 31<sup>st</sup> March, 2017

### Note No. 8

All amounts in rupees unless otherwise stated

Assets	Gross Block				Depreciation				Net Block	
	As at April 1, 2016	Additions	Deduction	As at March 31, 2017	As at April 1, 2016	Additions	Deduction	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
Office Building	1,648,200	-	-	1,648,200	232,815	25,967	-	258,782	1,389,418	1,415,385
Plant and Machinery	6,825,303	-	-	6,825,303	4,470,932	995,737	-	5,466,669	1,358,634	2,354,371
Furniture and Fixtures	819,405	-	-	819,405	293,214	99,229	-	392,443	426,962	526,191
Other Office Equipments	1,261,505	229,193	-	1,490,698	1,056,998	77,174	-	1,134,172	356,526	204,507
Vehicles	709,325	833,808	-	1,543,133	598,199	196,795	-	794,994	748,139	111,126
Computers	681,550	22,350	-	703,900	632,235	15,097	-	647,332	56,568	49,315
<b>TOTAL</b>	<b>11,945,288</b>	<b>1,085,351</b>	<b>-</b>	<b>13,030,639</b>	<b>7,284,394</b>	<b>1,409,999</b>	<b>-</b>	<b>8,694,393</b>	<b>4,336,246</b>	<b>4,660,894</b>
Previous year	14,805,988	227,800	3,088,500	11,945,288	8,211,661	1,608,725	2,535,992	7,284,394	4,660,894	6,594,327

**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

<b>Note No.</b>	<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
<b>10</b>	<b>Long Term Loans and Advances</b>		
	Security Deposits (Unsecured and considered good)	76,181	76,181
	Other long term advances	15,634,232	-
	<b>TOTAL</b>	<b><u>15,710,413</u></b>	<b><u>76,181</u></b>
<b>11</b>	<b>Other non-current assets</b>		
	<b>Unsecured, considered good *</b>		
	Advance for Project Land	1,550,700	1,550,700
	Security Deposits (Unsecured and considered good)		
	Doubtful **	1,998,617	1,998,617
	<b>TOTAL</b>	<b><u>3,549,317</u></b>	<b><u>3,549,317</u></b>
	* Includes advance for Projects		
	** Amount receivable in respect of past projects and pending claims of company from the projects		

**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

<b>Note No.</b>	<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
<b>12</b>	<b>Inventories</b>		
	Work in progress	170,825,343	180,293,628
	Finished Goods	108,188,693	105,465,131
	Raw Materials	<u>1,541,427</u>	<u>864,467</u>
	<b>TOTAL</b>	<b><u>280,555,462</u></b>	<b><u>286,623,226</u></b>
<b>13</b>	<b>Trade receivables</b>		
	(Unsecured and considered good)		
	For more than 6 months	1,885,662	3,181,212
	Others	127,020	2,745,000
	<b>TOTAL</b>	<b><u>2,012,682</u></b>	<b><u>5,926,212</u></b>
<b>14</b>	<b>Cash and cash equivalents</b>		
	<b>Balances with banks</b>	58,498	3,267,544
	<b>Fixed deposits with banks:</b>		
	Bank deposits for less than 12 months	7,633,737	26,724
	<b>Cash on hands</b>	161,308	451,464
	<b>TOTAL</b>	<b><u>7,853,543</u></b>	<b><u>3,745,732</u></b>
<b>15</b>	<b>Short term Loans and Advances</b>		
	Advance to Others (Unsecured, considered good)*	18,636,541	4,104,558
	Deposits	1,062,389	548,474
	Advance Tax (net off Provision)	2,447,833	-
	* Includes Advance to Sundry Creditors for Material & Expenses		
	<b>TOTAL</b>	<b><u>22,146,763</u></b>	<b><u>4,653,032</u></b>
<b>16</b>	<b>Other current assets</b>		
	Cenvat Credit	1,221,853	1,102,381
	Interest accrued but not due on investments	-	8,448
	<b>TOTAL</b>	<b><u>1,221,853</u></b>	<b><u>1,110,829</u></b>

**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

<b>Note No.</b>	<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
<b>17</b>	<b>Revenue from operations</b>		
<b>a</b>	<b>Sales of Products</b>		
	Revenue from Sale of Product	<u>90,617,605</u>	<u>140,656,201</u>
	<b>Total(a)</b>	<u><b>90,617,605</b></u>	<u><b>140,656,201</b></u>
<b>b</b>	<b>Sale of services</b>		
	Contracting Income	<u>44,496,000</u>	<u>33,932,504</u>
	<b>Total (b)</b>	<u><b>44,496,000</b></u>	<u><b>33,932,504</b></u>
	<b>TOTAL (a+b)</b>	<u><b>135,113,605</b></u>	<u><b>174,588,705</b></u>
<b>18</b>	<b>Other Income</b>		
<b>a</b>	<b>Income from non-current investments:</b>		
	Dividend Income	<u>19,688</u>	<u>19,688</u>
	<b>Total (a)</b>	<u><b>19,688</b></u>	<u><b>19,688</b></u>
<b>b</b>	<b>Others</b>		
	Interest on Fixed Deposits	<u>34,771</u>	<u>68,019</u>
	Interest from Others	<u>35,309</u>	<u>30,684</u>
	Rent Income	<u>941,610</u>	<u>-</u>
	Other Miscellaneous Income	<u>210,820</u>	<u>302,434</u>
	<b>Total (b)</b>	<u><b>1,222,510</b></u>	<u><b>401,137</b></u>
	<b>TOTAL(a+b)</b>	<u><b>1,242,198</b></u>	<u><b>420,825</b></u>
<b>19</b>	<b>Cost of Material Consumed</b>		
	Raw material consumed:		
	Opening Stock of Raw Material	<u>864,467</u>	<u>1,230,553</u>
	Purchase	<u>38,273,880</u>	<u>150,934,961</u>
	Less: Closing stock of Raw Material	<u>1,541,427</u>	<u>864,467</u>
	<b>Sub Total:</b>	<u><b>37,596,920</b></u>	<u><b>151,301,047</b></u>
	<b>Other Operating Expense</b>		
	Sub Contracting Charges	<u>49,002,730</u>	<u>30,000,000</u>
	Site Expenses	<u>9,615,298</u>	<u>35,763,465</u>
	Nodal Charges	<u>12,171,826</u>	<u>25,926,074</u>
	<b>Sub Total:</b>	<u><b>70,789,854</b></u>	<u><b>91,689,538</b></u>
	<b>TOTAL</b>	<u><b>108,386,774</b></u>	<u><b>242,990,585</b></u>
<b>20</b>	<b>Changes in Inventories of Finished goods, Work-in-progress and Stock in Trade</b>		
<b>a</b>	<b>Opening Stock:</b>		
	Finished Goods	<u>105,465,131</u>	<u>34,376,198</u>
	Work-in-Progress	<u>180,293,628</u>	<u>165,132,564</u>
	<b>Total (a)</b>	<u><b>285,758,759</b></u>	<u><b>199,508,763</b></u>
<b>b</b>	<b>Closing Stock:</b>		
	Finished Goods	<u>108,188,693</u>	<u>105,465,131</u>
	Work-in-Progress	<u>170,825,343</u>	<u>180,293,628</u>
	<b>Total (b)</b>	<u><b>279,014,035</b></u>	<u><b>285,758,759</b></u>
	<b>TOTAL (a+b)</b>	<u><b>6,744,724</b></u>	<u><b>(86,249,997)</b></u>

**Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2017**

<b>Note No.</b>	<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2017</b>	<b>As at 31<sup>st</sup> March, 2016</b>
<b>21</b>	<b>Employee Benefit Expense</b>		
	Salaries and wages	2,518,550	2,299,522
	Bonus	-	17,500
	Contribution to provident and other funds	66,631	65,868
	Staff Welfare Expenses	96,936	20,843
	<b>TOTAL</b>	<b>2,682,117</b>	<b>2,403,733</b>
<b>22.1</b>	Salaries include Directors Remuneration of Rs. 9,00,000 for the F.Y. 2016-17 and Rs.9,00,000 for the F.Y. 2015-16.		
<b>22</b>	<b>Finance Expenses</b>		
	Interest expenses:		
	Payable to banks & financial institutions		
	On Cash Credit	385,799	419,591
	Other borrowing cost	1,621,854	2,697,306
	Bank Charges	220,943	28,658
	<b>TOTAL</b>	<b>2,228,596</b>	<b>3,145,556</b>
<b>23</b>	<b>Other Expenses</b>		
	Advertisement, Publicity and Sale Promotion	266,766	211,079
	Communication Expenses	162,618	114,226
	Donation	76,100	27,000
	Electric Power, Fuel	424,053	73,300
	Insurance	1,012,267	1,003,392
	Legal, Professional and Consultancy Charges	3,195,190	896,335
	Other Administrative Expenses	3,989,238	631,501
	Payment to Auditors (Refer Note 23.1)	120,000	135,000
	Rates and Taxes,excluding, Taxes on Income	925,044	271,687
	Rent	463,360	442,344
	Repairs and Maintenance	64,638	125,491
	Loss on sale of Asset	-	152,508
	Travelling, Conveyance and Vehicle Expenses	192,168	73,387
	<b>TOTAL</b>	<b>10,891,442</b>	<b>4,157,250</b>
<b>23.1</b>	<b>Payment to Auditor as:</b>		
	Statutory Audit Fees	80,000	90,000
	Tax Audit Fees	40,000	45,000
	<b>TOTAL</b>	<b>120,000</b>	<b>135,000</b>
<b>24</b>	<b>Earnings Per Share (EPS)</b>		
	Net profit after tax as per the Statement of Profit & Loss attributable to Equity Shareholders	2,454,151	4,752,274
	Weighted Average number of equity shares used as denominator for calculating EPS	12,500,000	12,500,000
	Basic and Diluted Earnings per share (Rs.)	0.20	0.38
	<b>Face Value per equity share (Rs.)</b>	<b>10.00</b>	<b>10.00</b>

**25. Related Party Transactions:**

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standards are given below:

**(a) Key Management Personnel (KMP):**

Mr. Nimesh D. Patel

**(b) Relative of Key Management Personnel (RKMP):**

Mrs. Hiteshi N. Patel

Mr. Dashrathbhai B Patel

**(c) Disclosure of Transactions between the Company and Related Parties and the status of outstanding balances as at March 31, 2017:**

(Amt in Rs. Lacs)

Transactions	C. YEAR	KMP	RKMP
	(P. YEAR)		
Managerial Remuneration	9.00	-	-
	(9.00)	(-)	(-)
Interest Expense	0.97	-	-
	(26.48)	(-)	(-)
Loans & Advances taken	183.95	-	-
	(751.49)	(-)	(-)
Repayment of Loans & Advances taken	185.76	-	-
	(792.78)	(-)	(-)
Contribution of Equity	-	-	-
	(-)	(-)	(-)
Other Expense	-	-	-
	(-)	(-)	(-)
Outstanding Balances as on March 31 , 2017			
Loans & Advances taken		0.94	-





## (d) Disclosure of Transactions with related parties :

(Amt in Rs. Lakhs)

Type of the Transaction	Type of relationship	Name of the entity/person	Year ended March 31,	
			2017	2016
Interest Expense	Key Managerial Personnel	Nimesh D Patel	0.97	25.88
Interest Expense	Key Managerial Personnel	Paresh M Patel	-	0.61
Managerial Remuneration	Key Managerial Personnel	Nimesh D Patel	9.00	9.00
Loans & Advances taken	Key Managerial Personnel	Nimesh D Patel	183.95	706.75
Loans & Advances taken	Key Managerial Personnel	Hiteshi N Patel	-	74.44
Repayment of Loans & Advances taken	Key Managerial Personnel	Nimesh D Patel	185.76	743.99
Repayment of Loans & Advances taken	Key Managerial Personnel	Paresh M Patel	-	4.04
Repayment of Loans & Advances taken	Key Managerial Personnel	Hiteshi N Patel	-	74.44
<b>Balances Outstanding on 31/03/2017 (31/03/2016)</b>				
Loan & Advances Taken	Key Managerial Personnel	Nimesh D Patel	(0.94)	-

26. During the year, there were no imports of raw materials, stores and spares or capital goods and there was no remittance in foreign currency on account of dividends.
27. There was no earning/remittance in foreign currency.
28. Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Rs. Nil).
29. In opinion of the directors, contingent liability not provided is Rs. Nil. (Rs. Nil).
30. Figures have been rounded off to the nearest rupee and previous year's figures have been regrouped, rearranged and reclassified wherever necessary to confirm with current year's figures.

**31. Specified bank Notes**

<b>Particulars</b>	<b>SBNs</b>	<b>Other denomination notes</b>	<b>Total</b>
Closing cash in hand as on 8-11-2016	1,50,000	3,32,921	4,82,921
(+) Permitted receipts	-	23,400	23,400
(+) Amount withdraw from bank	-		
(-) Permitted payments	-	3,38,419	3,38,419
(-) Amount deposited in Banks	1,50,000	-	1,50,000
<b>Closing cash in hand as on 31-12-2016</b>	<b>-</b>	<b>17,902</b>	<b>17,902</b>

**As per our report of even date**

**For J B Shah & Co  
Chartered Accountants  
Firm No: 121333W**

**Jasmin B Shah  
Proprietor  
M.No. 46238**

**Place: Ahmedabad  
Date: 30.05.2017**

**For and on behalf of the Board of Directors of  
Maruti Infrastructure Limited**

**Nimesh D Patel                      Chetan A Patel  
Managing Director                  Director**

**Place: Ahmedabad  
Date: 30.05.2017**

**MARUTI INFRASTRUCTURE LIMITED**

CIN - L65910GJ1994PLC023742

**Regd. Office:** - 802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015  
Tel: 079-26860740, Email – maruti\_infra@yahoo.com

**ATTENDANCE SLIP**

Please complete the attendance slip and hand it over at the entrance of the Meeting hall.

I/We hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on Friday 29<sup>th</sup> September, 2017 at 11:45 a.m. at the Registered office of the Company.

DP ID	FOLIO NO
Client ID	NO OF SHARES

Name of the Shareholder (In Block Letters)	
Signature of Shareholder	
Name of the proxy (In Block Letters)	
Signature of the Proxy	

**NOTE:**

- (1) This attendance is valid only in case shares are held on the date of this Annual General Meeting.
- (2) You are requested to sign and hand over this slip at the entrance.

The Electronic voting particulars are set out below:

EVSN(Electronic Voting Sequence Number)	USER ID	PASSWORD

Please refer Notice for instructions on e-voting.

E-voting facility is available during the following voting period:

Commencement of e-voting	End of E-voting
Tuesday, 26 <sup>th</sup> September, 2017 at 09:00 a.m.	Thursday, 28 <sup>th</sup> September, 2017 at 05:00 p.m.



**FORM MGT – 11**  
**PROXY FORM**  
**MARUTI INFRASTRUCTURE LIMITED**

**Regd. Office:** - 802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015  
Tel: 079-26860740, Email – maruti\_infra@yahoo.com, CIN - L65910GJ1994PLC023742

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio/ DP ID – Client ID No.	

I/We being a Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ of failing him
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ of failing him
3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf the behalf at the 23rd Annual General Meeting of the Company to be held on Friday, 29<sup>th</sup> September, 2017 at 11:45 a.m. at the Registered Office of the Company and at any adjournment thereof such resolutions as are indicated below:



Resolu- tion No.	Particulars of Resolution	Vote (Optional see Note 3) (Please mention no. of shares)	
		For	Against
<b>Ordinary Business</b>			
1	Consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2017, the Report of Board of Directors and Auditors thereof.		
2	Appointment of Director in place of Smt. Hiteshi N. Patel (DIN: 01827517), who retires by rotation at this Annual General meeting and being eligible, offers herself for re-appointment.		
3	Appointment of M/s. Philip Fernandes & Co., Chartered Accountant, Ahmedabad (Firm Registration No128122W) as Auditors of the Company in place of M/s. J. B. Shah & Co. Chartered Accountant as Retiring Auditors and fixing their remuneration.		
<b>Special Business</b>			
4	Reappointment of Shri Nimesh D. Patel (DIN: 00185400) as a Managing Director designated as Chairman & Managing Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

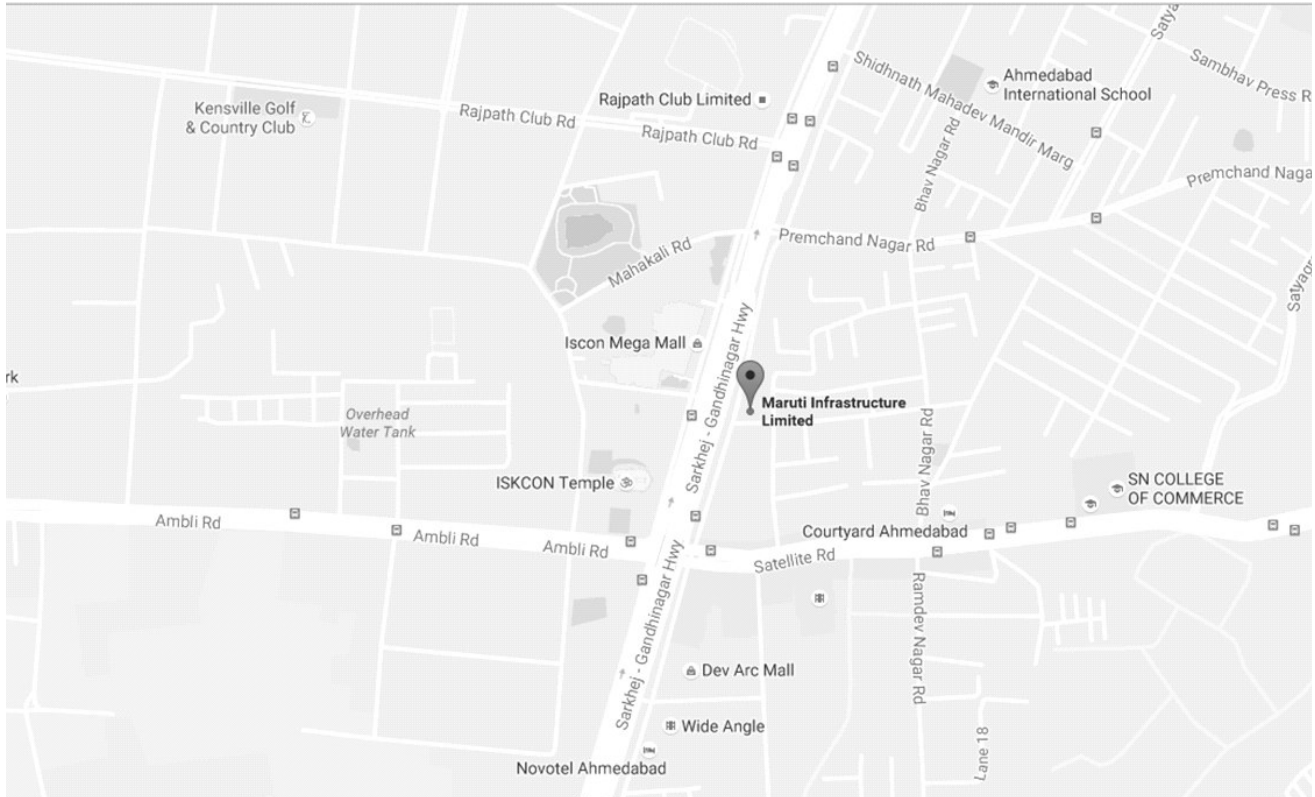
Affix  
Revenue  
Stamp

**NOTE :**

1. This form of proxy in order to be effective should be duly completed and deposited at 802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad, Gujarat, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23rd Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. The Proxy need not to be a Member of the Company.
5. Please fill in full particulars.
6. Company reserves the right to ask for identification of the proxy.



### Route Map to the Venue of the Annual General Meeting



**Venue of AGM :**

802, Surmount Building, Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015

**Landmark :**

Opp. ISCON Mall and ISCON Temple

## Book-Post

If Undelivered, please return to :

### **MARUTI INFRASTRUCTURE LIMITED**

**CIN :** L65910GJ1994PLC023742

**Regd. Office:** - 802, Surmount Building,

Opp. Iscon Mega Mall, S.G. Highway, Ahmedabad - 380 015

Tel: 079-26860740, Email – maruti\_infra@yahoo.com

IMAGE : 9825007085